



INTERNATIONAL PETROLEUM CORPORATION

Suite 2000, 885 West Georgia Street
Vancouver, British Columbia V6C 3E8

**NOTICE OF ANNUAL GENERAL MEETING AND
MANAGEMENT INFORMATION CIRCULAR**

relating to the

**2019 ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON MAY 7, 2019**

Dated March 25, 2019

THIS DOCUMENT REQUIRES IMMEDIATE ATTENTION. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH THE DOCUMENTS OR MATTERS REFERRED TO IN THIS MANAGEMENT INFORMATION CIRCULAR, YOU SHOULD IMMEDIATELY CONTACT YOUR INVESTMENT ADVISOR.



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of shareholders of International Petroleum Corporation (“**IPC**” or the “**Corporation**”) will be held at the offices of Blake, Cassels and Graydon, LLP, Ottawa Room, Suite 4000, Commerce Court West, 199 Bay Street, Toronto, Ontario, M5L 1A9 at 9:00 a.m. Eastern time on Tuesday, May 7, 2019 for the following purposes:

- To receive the audited consolidated financial statements of the Corporation for the financial year ended December 31, 2018 and accompanying report of the auditor, and the management’s discussion and analysis for the year ended December 31, 2018;
- To set the number of directors of the Corporation at eight;
- To elect the eight nominees of the Corporation standing for election as directors of the Corporation to hold office for the ensuing year;
- To appoint PricewaterhouseCoopers AG, as the auditor of the Corporation for the ensuing year and to authorize the directors to fix the auditor’s remuneration; and
- To transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The details of all matters proposed to be put before shareholders at the Meeting are set forth in the Management Information Circular accompanying this Notice of Meeting. At the Meeting, shareholders will be asked to approve each of the foregoing items.

The directors of the Corporation have fixed March 22, 2019 as the record date for the Meeting (the “**Record Date**”). Only holders (“**Shareholders**”) of common shares of the Corporation of record at the close of business on the Record Date are entitled to vote at the Meeting or any adjournment thereof.

As described in the “Notice and Access” notification mailed to Shareholders, the Corporation has opted to deliver its Meeting materials to Shareholders by posting them on its website at www.international-petroleum.com and under the Corporation’s profile on SEDAR at www.sedar.com on April 2, 2019. The use of this alternative means of delivery reduces the Corporation’s paper and printing use and thus reduces the Corporation’s printing and mailing costs. The Meeting materials will be available on the Corporation’s website for one full year.

Shareholders who wish to receive paper copies of the Meeting materials prior to the Meeting may request copies from the Corporation by telephone at 1-888-689-7842 (toll free in North America) or 1-604-689-7842 or by sending an email to info@international-petroleum.com no later than April 15, 2019.

If you are a registered Shareholder and unable to attend the Meeting in person, please exercise your right to vote by completing and returning the accompanying form of proxy and deposit it with Computershare Investor Services Inc., 530 - 8th Avenue SW, 6th Floor, Calgary, Alberta T2P 3S8 by 9:00 a.m. (Eastern time) on Friday, May 3, 2019 or at least 48 hours (excluding Saturdays, Sundays and holidays) before the time that the Meeting is to be reconvened after any adjournment of the Meeting. The deadline for the deposit of proxies may be waived or extended by the Chairman of the Meeting at the Chairman’s discretion without notice.

If you are a non-registered Shareholder and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your security on your behalf (the “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

If you have any questions about the procedures required to qualify to vote at the Meeting or about obtaining and depositing the required form of proxy, you should contact Computershare Investor Services Inc. by telephone at 1-800-564-6253 (toll free in North America), by fax at 1-866-249-7775 or by e-mail at service@computershare.com.

DATED this 25th day of March, 2019 at Vancouver, British Columbia.

**BY ORDER OF THE BOARD OF DIRECTORS OF
INTERNATIONAL PETROLEUM CORPORATION**

by: “*Jeffrey Fountain*” _____
Jeffrey Fountain
General Counsel and Corporate Secretary



INTERNATIONAL PETROLEUM CORPORATION

MANAGEMENT INFORMATION CIRCULAR

Dated March 25, 2019

This Management Information Circular (the “Information Circular”) accompanies the Notice of Annual General Meeting (the “Meeting”) to the holders (the “Shareholders”) of common shares of International Petroleum Corporation (“IPC” or the “Corporation”) to be held on Tuesday, May 7, 2019 at the offices of Blake, Cassels and Graydon, LLP, Ottawa Room, Suite 4000, Commerce Court West, 199 Bay Street, Toronto, Ontario, M5L 1A9 at 9:00 a.m. Eastern time for the purposes set out in the accompanying Notice of Meeting. This Information Circular is furnished in connection with the solicitation of proxies by management of the Corporation for use at the Meeting and at any adjournment or postponement of the Meeting.

General Information

Except as otherwise stated, the information contained herein is given as of March 25, 2019. Figures in this Information Circular are either expressed in United States dollars (“US\$”) or in Canadian dollars (“C\$”), unless otherwise stated. As at December 31, 2018 and March 25, 2019, the value of the Canadian dollar, based on the Bank of Canada’s daily rate of exchanges, was US\$0.7330 and US\$0.7452 respectively.

Corporate Background

In April 2017, Lundin Petroleum AB (“**Lundin Petroleum**”) spun-off its oil and gas assets in Malaysia, France and the Netherlands into a newly formed company called International Petroleum Corporation and distributed the common shares of IPC, on a pro-rata basis, to Lundin Petroleum shareholders (the “**Spin-Off**”).

On April 24, 2017, the Spin-Off was completed and IPC’s common shares commenced trading on the Toronto Stock Exchange and Nasdaq First North under the ticker symbol “IPCO”. In June 2018, the shares of IPC ceased trading on Nasdaq First North and commenced trading on the Nasdaq Stockholm.

On January 5, 2018, IPC completed the acquisition of the Suffield area oil and gas assets in southern Alberta, Canada.

On December 1, 2018, IPC completed the sale of its non-core, non-operated gas assets in the Netherlands.

On December 14, 2018, IPC completed the acquisition of all of the issued and outstanding shares of BlackPearl Resources Inc. (“**BlackPearl**”) by way of plan of arrangement under the Canada Business Corporations Act. Upon completion of the BlackPearl acquisition, BlackPearl became a wholly-owned subsidiary of IPC.

The main business of IPC is exploring for, developing and producing oil and gas. IPC holds a portfolio of oil and gas production assets and development projects in Canada, Malaysia and France with exposure to growth opportunities.

PROXIES AND VOTING RIGHTS

General

The solicitation of proxies is being made on behalf of management. It is expected that solicitations of proxies will be made primarily by mail but proxies may also be solicited by telephone or other personal contact by directors, officers and employees of the Corporation without special compensation. The Corporation may reimburse Shareholders’ nominees or agents (including brokers holding shares on behalf of clients) for the costs incurred in obtaining authorization to execute forms of proxies from their principals.

Only a Shareholder whose name appears on the certificate(s) representing its shares (a “Registered Shareholder”) or its duly appointed proxy nominee is permitted to vote at the Meeting. A Shareholder is a non-registered shareholder (a “Non-Registered Shareholder” or “Beneficial Shareholder”) if its shares are registered in the name of an intermediary, such as an investment dealer, brokerage firm, bank, trust company, trustee, custodian, administrators of self-administered RRSPs, RRIFs, RESPs and similar plans or other nominee, or a clearing agency in which the intermediary participates (each, an “Intermediary”). Accordingly, most Shareholders of the Corporation are Non-Registered Shareholders because the shares they own are not registered in their names but are instead registered in the name of the Intermediary through which they purchased the shares.

More particularly, a person is a Non-Registered Shareholder in respect of shares which are held on behalf of that person, but which are registered either: (a) in the name of an Intermediary that the Non-Registered Shareholder deals with in respect of the shares; or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited (“CDS”)) of which the Intermediary is a participant. In Canada, the vast majority of such shares are registered under the name of CDS, which acts as nominee for many Canadian brokerage firms. Common shares so held by brokers or their nominees can only be voted (for or against resolutions) upon the instructions of the Non-Registered Shareholder. Without specific instructions, Intermediaries are prohibited from voting shares held for Non-Registered Shareholders.

These proxy solicitation materials are being sent to both Registered Shareholders and Non-Registered Shareholders. If the Corporation or its agent has sent these materials directly to a Non-Registered Shareholder, such Non-Registered Shareholder’s name and address and information about its holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding the securities on such Non-Registered Shareholder’s behalf.

Non-Registered Shareholders who have not objected to their Intermediary disclosing certain information about them to the Corporation are referred to as “**NOBOs**”, whereas Non-Registered Shareholders who have objected to their Intermediary disclosing ownership information about them to the Corporation are referred to as “**OBOs**”. In accordance with National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”), the Corporation has elected to send the Notice of Meeting, this Information Circular and the related form of proxy or voting instruction form (collectively, the “**Meeting Materials**”) indirectly to the NOBOs and to the OBOs through their Intermediaries.

How to Vote

Registered Shareholders can vote their shares in the following ways:

You can choose to vote your common shares by proxy, by mail, by telephone or on the Internet. If you vote your common shares by proxy by mail, completed forms of proxies must be received by the Corporation’s transfer agent, Computershare Investor Services Inc., Proxy Department, at 100 University Avenue, 8th Floor, Toronto, Ontario, Canada M5J 2Y1. Telephone and Internet voting can also be completed 24 hours a day, 7 days a week which is noted on your proxy form. If you vote by telephone, you cannot appoint anyone other than the appointees named on the proxy form as your proxyholder. For internet voting, go to www.investorvote.com and follow the instructions on the screen. For either telephone or internet voting, you will need your 15 digit control number which is noted on your proxy form. Duly completed forms of proxy or a vote using the telephone or over the Internet must be completed no later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting, or any adjournment thereof.

Non-Registered Shareholders will receive voting instructions from the intermediary (usually a bank, trust company, broker, securities dealer or other financial institution) through which they hold their shares. Please follow the instructions provided on your voting instruction form to vote your shares.

Appointment of Proxies

Registered Shareholders

The persons named in the accompanying form of proxy are nominees of the Corporation's management. **A Shareholder has the right to appoint a person (who need not be a Shareholder) to attend and act for and on the Shareholder's behalf at the Meeting other than the persons designated as proxyholders in the accompanying form of proxy. To exercise this right, the Shareholder must either:**

- (a) on the accompanying form of proxy, strike out the printed names of the individuals specified as proxyholders and insert the name of the Shareholder's nominee in the blank space provided; or**
- (b) complete another proper form of proxy.**

In either case, to be valid, a proxy must be dated and signed by the Shareholder or by the Shareholder's attorney authorized in writing. In the case of a company, the proxy must be signed by a duly authorized officer of, or attorney for, the company.

The completed proxy, together with the power of attorney or other authority, if any, under which the proxy was signed, or a notarially certified copy of the power of attorney or other authority, must be delivered to Computershare Investor Services Inc., Proxy Department, at 100 University Avenue, 8th Floor, Toronto, Ontario, Canada M5J 2Y1, or by telephone, internet or facsimile (in accordance with the instructions provided in the form of proxy delivered herewith), by 9:00 a.m. (Eastern time) on Friday, May 3, 2019 or at least 48 hours (excluding Saturdays, Sundays and holidays) before the time that the Meeting is to be reconvened after any adjournment of the Meeting. The deadline for the deposit of proxies may be waived or extended by the Chairman of the Meeting at the Chairman's discretion without notice.

Non-Registered Shareholders

Only Registered Shareholders or duly appointed proxyholders for Registered Shareholders are permitted to vote at the Meeting. Non-Registered Shareholders (whether NOBOs or OBOs) are advised that only proxies from Shareholders of record can be recognized and voted at the Meeting.

The Intermediary holding shares on behalf of a Non-Registered Shareholder is required to forward the Meeting Materials to such Non-Registered Shareholder (unless such Non-Registered Shareholder has waived its right to receive the Meeting Materials) and to seek such Non-Registered Shareholder's instructions as how to vote its shares in respect of each of the matters described in this Information Circular to be voted on at the Meeting. Each Intermediary has its own procedures which should be carefully followed by Non-Registered Shareholders to ensure that their common shares are voted by the Intermediary on their behalf at the Meeting. The instructions for voting will be set out in the form of proxy or voting instruction form provided by the Intermediary. Non-Registered Shareholders should contact their Intermediary and carefully follow the voting instructions provided by such Intermediary. Alternatively, Non-Registered Shareholders who wish to vote their common shares in person at the Meeting may do so by appointing themselves as the proxy nominee by writing their own name in the space provided on the form of proxy or voting instruction form provided to them by the Intermediary and following the Intermediary's instructions for return of the executed form of proxy or voting instruction form.

All references to Shareholders in this Information Circular and the accompanying Notice of Meeting and form of proxy are to Shareholders of record unless specifically stated otherwise.

Advice to Holders of Euroclear Sweden Registered Shares

The information set forth in this section is of significance to Shareholders who hold their securities ("Euroclear Registered Securities") through Euroclear Sweden AB, which securities trade on the NASDAQ Stockholm. Shareholders who hold Euroclear Registered Securities are not registered holders of voting securities for the purposes of voting at the Meeting. Instead, Euroclear Registered Securities are registered under CDS & Co., the registration name of the Canadian Depository for Securities. Holders of Euroclear Registered Securities will receive a voting instruction form (the "VIF") by mail directly from Computershare AB ("Computershare Sweden"). Additional copies of the VIF, together with the Corporation's Information Circular, can also be obtained from Computershare Sweden and are available on the Corporation's website (www.international-petroleum.com). **The VIF cannot be used to vote securities directly at the Meeting. Instead, the VIF must be completed and returned to Computershare**

Sweden, strictly in accordance with the instructions and deadlines that will be described in the instructions provided with the VIF.

Revocation of Proxies

A Shareholder who has given a proxy may revoke it at any time before the proxy is exercised:

- (a) by an instrument in writing that is:
 - (i) signed by the Shareholder, the Shareholder's legal personal representative or trustee in bankruptcy or, where the Shareholder is a company, a duly authorized representative of the company; and
 - (ii) delivered to Computershare Investor Services Inc., 530 - 8th Avenue SW, 6th Floor, Calgary, Alberta T2P 3S8 or to the registered office of the Corporation located at Suite 2600 – 595 Burrard Street, Vancouver, British Columbia, Canada V7X 1L3 at any time up to and including the last business day preceding the day of the Meeting or any adjournment of the Meeting;
- (b) by sending another proxy form with a later date to Computershare Investor Services Inc. before 9:00 a.m. (Eastern time) on Friday, May 3, 2019 or at least 48 hours (excluding Saturdays, Sundays and holidays) before any adjourned or postponed Meeting;
- (c) by attending the Meeting and notifying the Chair of the Meeting prior to the commencement of the Meeting that the Shareholder has revoked its proxy; or
- (d) in any other manner provided by law.

A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

Voting and Exercise of Discretion by Proxyholders

A Shareholder may indicate the manner in which the persons named in the accompanying form of proxy are to vote with respect to a matter to be acted upon at the Meeting by marking the appropriate space. **If the instructions as to voting indicated in the proxy are certain, the shares represented by the proxy will be voted or withheld from voting in accordance with the instructions given in the proxy on any ballot that may be called for.**

If the Shareholder specifies a choice in the proxy with respect to a matter to be acted upon, then the shares represented will be voted or withheld from the vote on that matter accordingly. If no choice is specified in the proxy with respect to a matter to be acted upon, it is intended that the proxyholder named by management in the accompanying form of proxy will vote the shares represented by the proxy in favour of each matter identified in the proxy and for the nominees of the Corporation's board of directors for directors and auditor.

The accompanying form of proxy also confers discretionary authority upon the named proxyholder with respect to amendments or variations to the matters identified in the accompanying Notice of Meeting and with respect to any other matters which may properly come before the Meeting. **As of the date of this Information Circular, management of the Corporation is not aware of any such amendments or variations, or any other matters that will be presented for action at the Meeting other than those referred to in the accompanying Notice of Meeting. If, however, other matters that are not now known to management properly come before the Meeting, then the persons named in the accompanying form of proxy intend to vote on them in accordance with their best judgment.**

Notice and Access

In accordance with NI 54-101, public companies may advise their shareholders of the availability of all proxy-related materials on an easily accessible website, rather than mailing physical copies of the materials.

As described in the "Notice and Access" notification mailed to Shareholders, the Corporation has opted to deliver its Meeting materials to Shareholders by posting them on its website at www.international-petroleum.com and under the Corporation's profile on SEDAR at www.sedar.com on April 2, 2019. The Meeting materials will be available on the Corporation's website for one full year.

RECORD DATE, VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The authorized capital of the Corporation consists of an unlimited number of common shares, an unlimited number of Class A Preferred shares and an unlimited number of Class B Preferred shares. As at March 22, 2019, the Corporation had 163,720,065 common shares, 117,485,389 Class A Preferred shares and no Class B Preferred shares issued and outstanding.

In accordance with applicable laws, the board of directors of the Corporation (the “**Board**”) has fixed a record date as at March 22, 2019 (the “**Record Date**”) for the purposes of determining Shareholders entitled to receive notice of, and to vote at, the Meeting, and has obtained a list of all persons who are Registered Shareholders at the close of business on the Record Date and the number of common shares registered in the name of each Registered Shareholder on that date. Each Registered Shareholder as at the close of business on the Record Date will be entitled to receive notice of the Meeting and will be entitled to one vote at the Meeting for each common share registered in his or her name as it appears on the list. Holders of Class A Preferred shares and holders, if any, of Class B Preferred shares are not entitled to receive notice of, attend or vote at the Meeting.

To the knowledge of the directors and executive officers of the Corporation, as at the Record Date, only the following Shareholders beneficially own, directly or indirectly, or exercise control or direction over, common shares carrying 10% or more of the voting rights attached to all outstanding voting securities of the Corporation:

Name	Number of Shares	Percentage of Outstanding Shares ⁽³⁾
Nemesia S.à.r.l., Lorito Holdings S.à.r.l. and Zebra Holdings and Investments S.à.r.l. ⁽¹⁾	37,903,757 ⁽²⁾	23.15%

⁽¹⁾ Nemesia S.à.r.l., Lorito Holdings S.a.r.l. and Zebra Holdings and Investments S.a.r.l. are private companies ultimately controlled by a trust settled by the late Adolf H. Lundin.

⁽²⁾ The information above has been obtained by the Corporation from filings on the System for Electronic Disclosure by Insiders (SEDI) as of the date of this Information Circular.

⁽³⁾ The percentage shown has been calculated based on the number of issued and outstanding common shares of the Corporation as at March 22, 2019.

BUSINESS OF THE MEETING

Receipt of Financial Statements

The audited consolidated annual financial statements of the Corporation for the year ended December 31, 2018 and accompanying auditor’s report, and the management’s discussion and analysis for the year ended December 31, 2018, will be presented at the Meeting and have been previously filed under the Corporation’s profile on SEDAR at www.sedar.com and are available on the Corporation’s website.

Number of Directors

The Articles of the Corporation provide that the Board must consist of a minimum of three directors, to be elected annually by the Shareholders. The Board currently consists of eight directors. At the Meeting, the Shareholders will be asked to set the number of directors of the Corporation at eight. **The Board recommends a vote “FOR” the setting of the number of directors of the Corporation at eight (8). In the absence of a contrary instruction, the persons designated by management of the Corporation in the enclosed form of proxy intend to vote FOR the setting of the number of directors of the Corporation at eight (8).**

Election of Directors

The term of office of each of the present directors expires at the Meeting. The Board proposes to nominate the persons named in the table below for election as directors of the Corporation. The nominees consist of each of the existing directors of the Corporation. Each director elected will hold office until the next annual general meeting of the Corporation or until his or her successor is duly elected or appointed, unless the office is earlier vacated in accordance with the Articles of the Corporation or the *Business Corporations Act* (British Columbia) or he or she becomes disqualified to act as a director.

Advance Notice Policy

The Corporation's Articles include an advance notice policy (the "**Advance Notice Policy**"). The Advance Notice Policy provides procedures for any Shareholder seeking to nominate a candidate for election as a director (a "**Nominating Shareholder**") at any annual meeting of the Shareholders, or for any special meeting of Shareholders if one of the purposes for which the special meeting was called was the election of directors. For a nomination to be made by a Nominating Shareholder, the Nominating Shareholder must have given timely notice thereof in proper written form to the Corporation.

To be timely, a Nominating Shareholder's notice to the Corporation must be made: (i) in the case of an annual meeting of Shareholders (including an annual and special meeting), not less than 30 days prior to the date of the annual meeting of Shareholders of the Corporation; provided, however, that in the event that the annual meeting of Shareholders is to be held on a date that is less than 50 days after the date (the "**Notice Date**") on which the first public announcement of the date of the annual meeting was made, notice by the Nominating Shareholder may be made not later than the close of business on the 10th day following the Notice Date; and (ii) in the case of a special meeting (which is not also an annual meeting) of Shareholders of the Corporation (which is not also an annual meeting) called for the purpose of electing directors (whether or not called for other purposes as well), not later than the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting of Shareholders was made. The Corporation's Articles also prescribe the proper written form for a Nominating Shareholder's notice. The Corporation's Articles, which contain the full text of the Advance Notice Policy, are available on the Corporation's website.

The chair of the Meeting shall have the power and duty to determine whether a nomination was made in accordance with the notice procedures set forth in the Articles and, if any proposed nomination is not in compliance with such provisions, the discretion to declare that such defective nomination will be disregarded.

Director Nominees

The following table provides the name, residence, participation on the Corporation's Board and Board committees, number of common shares beneficially owned or controlled or directed as of the date of this Information Circular and principal occupation during the preceding five years of each of the nominated directors of the Corporation. The Corporation has been advised that each of the nominated directors is willing to serve on the Board for the ensuing year. Each director will hold office until the next annual meeting of Shareholders or until his or her successor is duly elected unless his or her office is earlier vacated in accordance with the Corporation's articles.

The Board recommends a vote "FOR" the appointment of each of the following nominees as directors. In the absence of a contrary instruction, the person(s) designated by management of the Corporation in the enclosed form of proxy intend to vote FOR the election as directors of the proposed nominees whose names are set forth below, each of whom has been a director since the date indicated below opposite the proposed nominee's name.

Name, province and country of residence	Offices Held and Date of Appointment as a Director	Number of Common Shares beneficially owned or controlled	Principal Occupation within the Preceding Five Years
Lukas H. Lundin Vaud, Switzerland Age: 60	Director, Chairman (March 31, 2017)	3,104,935	Corporate director
Mike Nicholson Geneva, Switzerland Age: 48	Director, President and CEO (February 20, 2017)	190,817	President and CEO of the Corporation since April 2017; CFO of Lundin Petroleum AB until April 2017
C. Ashley Heppenstall ⁽¹⁾ London, United Kingdom Age: 56	Director (March 31, 2017)	Nil ⁽⁵⁾	Corporate director; President and CEO of Lundin Petroleum AB until September 2015

Name, province and country of residence	Offices Held and Date of Appointment as a Director	Number of Common Shares beneficially owned or controlled	Principal Occupation within the Preceding Five Years
Donald Charter ⁽¹⁾⁽²⁾⁽⁴⁾ Ontario, Canada Age: 62	Director (March 31, 2017)	72,333	Corporate director
Chris Bruijnzeels ⁽³⁾⁽⁴⁾ Geneva, Switzerland Age: 59	Director (March 31, 2017)	Nil	President and CEO of ShaMaran Petroleum Corporation since January 2015; Senior Vice President Development of Lundin Petroleum AB until January 2015
Torstein Sanness ⁽²⁾⁽³⁾ Oslo, Norway Age: 71	Director (March 31, 2017)	25,037	Corporate director; Managing Director and then Chairman of Lundin Norway until 2015
Daniella Dimitrov ⁽¹⁾⁽²⁾⁽⁴⁾ Ontario, Canada Age: 49	Director (May 10, 2018)	Nil	Partner at Sprott Capital Partners since October 2017; corporate development, strategy and governance consulting roles through DDimitrov Advisory Corp. from March 2016 to September 2017; Chief Financial Officer then President and CEO of Orvana Mineral Corp. until February 2016
John Festival ⁽³⁾ Alberta, Canada Age: 58	Director (December 14, 2018)	2,278,187	Corporate director; President and CEO of BlackPearl Resources Inc. until December 2018
⁽¹⁾ Member of the Audit Committee ⁽²⁾ Member of the Compensation Committee ⁽³⁾ Member of the Reserves and Health Safety and Environment Committee ⁽⁴⁾ Member of the Nominating and Corporate Governance Committee ⁽⁵⁾ Rojafi, an investment company owned by Mr Heppenstall and his family, holds 1,127,501 common shares.			

Lukas H. Lundin, Chair of the Board

Lukas H. Lundin graduated from the New Mexico Institute of Mining and Technology (engineering) in 1981.

In 1982, Mr. Lundin headed the oil and gas operations of International Petroleum Corporation (not related to the Corporation) and was based in Dubai, U.A.E. From 1990 to 1995, he was President of International Musto Exploration Limited and was responsible for Musto's acquisition of the Bajo de la Alumbrera deposit. Bajo de la Alumbrera was the subject of a US\$500 million takeover by Rio Algom and North Limited. Mr. Lundin was also responsible for Argentina Gold and the discovery of the multi-million ounce Veladero gold deposit. Veladero was the subject of a US\$300 million takeover by Homestake in 1999. In addition, Mr. Lundin was a senior director of Lundin Oil and was instrumental in the US\$480 million takeover of Lundin Oil by Talisman Energy in 2001.

Mr. Lundin currently serves as chairman and director of a number of publicly traded natural resource-based companies. Mr. Lundin currently serves as Executive Chairman and Director of Denison Mines Corp.; Chairman and Director of Filo Mining Corp.; Chairman and Director of Lundin Gold Inc.; Chairman and Director of Lucara Diamond Corp.; Chairman and Director of Lundin Mining Corporation; Director of Lundin Petroleum AB; and Chairman and Director of NGEx Resources Inc.

Mr. Lundin is independent for the purposes of National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("NI 58-101").

Mike Nicholson, CEO and Director

Mike Nicholson graduated from Aberdeen University where he obtained a degree in Economics and Management Studies.

Between 1994 and 1996, Mr. Nicholson worked as a consulting economist for AUPEC Ltd. in Aberdeen. From 1996 to 2004, he worked in various economics, financial and banking roles with Veba Oel, Canadian Imperial Bank of Commerce and Marathon Oil in London.

Mr. Nicholson joined Lundin Petroleum in 2005 as Group Economics and Commercial Manager. He became General Manager of the Malaysia business in 2008 and Managing Director of the South East Asia business in 2012. He was appointed CFO of Lundin Petroleum in 2013 and became the President and CEO of the Corporation in April 2017.

Mr. Nicholson is not independent for the purposes of NI 58-101 because he is part of management of the Corporation.

C. Ashley Heppenstall, Director

C. Ashley Heppenstall is a graduate of Durham University where he obtained a degree in Mathematics.

From 1984 until 1990, he worked in the banking sector where he was involved in project financing of oil and mining businesses. In 1990, Mr. Heppenstall was a founding director and shareholder of Sceptre Management Limited.

Mr. Heppenstall has worked with public companies associated with the Lundin family since 1993. In 1998 he was appointed Finance Director of Lundin Oil AB. Following the acquisition of Lundin Oil by Talisman Energy in 2001, Lundin Petroleum was formed and he acted as President and CEO from 2002 until 2015.

Mr. Heppenstall currently serves as a director of Africa Energy Corp., Filo Mining Corp., Lundin Gold Corp., and Lundin Petroleum AB.

Mr. Heppenstall is independent for the purposes of NI 58-101.

Donald Charter, Director

Donald Charter is the Chairman of IAMGOLD Corporation and sits on the boards of Dream Office REIT and Lundin Mining Corporation. Mr. Charter has extensive senior executive leadership experience in both mining and financial services.

Mr. Charter is a graduate of McGill University with degrees in Economics and Law. He began his career in Toronto, building a successful business law practice. Mr. Charter left law and had senior executive positions with capital markets and merger and acquisition related responsibilities. He became the founding Chairman and CEO of a major independent national financial services company, having overseen its growth from a startup. Most recently he was the CEO of Corsa Coal, a public metallurgical coal producer.

In addition to his executive leadership positions, Mr. Charter has extensive board level experience having been involved in several corporate boards and having sat on and chaired a number of audit, compensation, governance, special, independent and strategic committees in various corporate situations and industries. He is the Chairman of HGC Holdings an employee owned alternative asset management firm and sits on the Board of the World Gold Council. He has completed the Institute of Corporate Directors, Directors Education Program.

Mr. Charter is independent for the purposes of NI 58-101.

Chris Bruijnzeels, Director

Chris Bruijnzeels became President and CEO of ShaMaran Petroleum Corp. in January 2015. Mr. Bruijnzeels previously acted as Senior Vice President Development of Lundin Petroleum. Mr. Bruijnzeels was born in the Netherlands in 1959 and is a graduate of Delft University where he obtained a degree in Mining Engineering.

Mr. Bruijnzeels joined Lundin Petroleum in 2003 and was responsible for Lundin Petroleum's operations, reserves and the development of its asset portfolio. From 1985 until 1998, Mr. Bruijnzeels worked for Shell International in the Netherlands, Gabon and Oman in several reservoir engineering functions. In 1998, he joined PGS Reservoir Consultants in the UK where he worked as Principal Reservoir Engineer and Director of Evaluations. Mr. Bruijnzeels has over 33 years of experience in the oil and gas industry.

Mr. Bruijnzeels currently serves as a director of ShaMaran Petroleum Corp.

Mr. Bruijnzeels is independent for the purposes of NI 58-101.

Torstein Sanness, Director

Torstein Sanness is formerly the Managing Director since 2015 and then the Chairman until 2017 of Lundin Norway, a subsidiary of Lundin Petroleum. Previously, he held positions with Saga Petroleum and Norske Oljeselskap AS.

Mr. Sanness is a graduate of the Norwegian Institute of Technology in Trondheim where he obtained a Master of Engineering (geology, geophysics and mining engineering).

Mr. Sanness currently serves as a director of Lundin Petroleum AB, Magnora ASA (also Chairman), Panoro Energy ASA and TGS-NOPEC ASA.

Mr. Sanness is independent for the purposes of NI 58-101.

Daniella Dimitrov, Director

Daniella Dimitrov has a Law degree from the University of Windsor Law School and a Global Executive Master of Business Administration from the Kellogg School of Management & Schulich School of Business.

From 1994 to 2000, Ms. Dimitrov practiced corporate and securities law with one of the largest law firms in Canada and then moved on the corporate world where she worked in various executive roles, including as President and CEO and, prior to that, CFO of Orvana Minerals Corp., a gold-copper producer; Executive Vice-Chair of Baffinland Iron Mines Corporation; and COO of Dundee Securities Corporation. Currently, Ms. Dimitrov is Partner, Sprout Capital Partners, a merchant bank with a focus on natural resources.

Ms. Dimitrov currently serves as a director of Excellon Resources Inc. and Nexa Resources S.A.

Ms. Dimitrov is independent for the purposes of NI 58-101.

John Festival, Director

Mr. Festival graduated from the University of Saskatchewan in 1984 with a degree in Chemical Engineering.

Mr. Festival has over 34 years' experience in the Canadian oil and gas industry, with a particular focus on heavy oil exploration and production. Mr. Festival was, until completion of the Corporation's acquisition of BlackPearl in December 2018, the President and CEO and a director of BlackPearl.

Mr. Festival is also a director of Toscana Energy Income Corporation and Gibson Energy Inc.

Mr. Festival is not independent for the purposes of NI 58-101 because he was formerly the CEO of BlackPearl and because he is a party to a transitional services agreement with the Corporation following the acquisition of BlackPearl in December 2018.

Corporate Cease Trade Orders or Bankruptcies

Except as noted below, no proposed director is, as of the date hereof, or has been, within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Corporation), that:

- (a) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days (collectively, "order") that was issued while the proposed director was acting in the capacity as a director, chief executive officer or chief financial officer; or
- (b) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

Except as noted below, no proposed director is, as of the date hereof, or has been, within 10 years before the date of this Information Circular, a director or executive officer of any company (including the Corporation) 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. Lundin was a director of Sirocco Mining Inc. (“**Sirocco**”). Pursuant to a plan of arrangement completed on January 31, 2014, Canadian Lithium Corp. acquired Sirocco. Under the plan of arrangement, Canadian Lithium Corp. amalgamated with Sirocco to form RB Energy Inc. (“**RBI**”). In October 2014, RBI commenced proceedings under the Companies’ Creditors Arrangement Act (the “**CCAA**”). CCAA proceedings continued in 2015 and a receiver was appointed in May 2015. The TSX de-listed RBI’s common shares in November 24, 2014 for failure to meet the continued listing requirements of the TSX. Mr. Lundin was never a director, officer or insider of RBI. Mr. Lundin was a director of Sirocco within the 12-month period prior to RBI filing under the CCAA.

Individual Bankruptcies

No proposed director of the Corporation has, within the 10 years prior to the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become 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

No proposed director of the Corporation has been subject to (a) 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, or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for the proposed director.

Conflicts of Interest

Circumstances may arise where members of the Board are directors or officers of companies which are in competition to the interests of the Corporation. Pursuant to applicable law, directors who have an interest in a proposed transaction upon which the Board is voting are required to disclose their interests and refrain from voting on the transaction.

There is no family relationship between any of the individuals who will be members of the Board or executive officers of the Corporation.

As at the date of this Information Circular, the Corporation was not aware of any existing or potential material conflicts of interest between the Corporation and a subsidiary of the Corporation and a director or officer of the Corporation or of a subsidiary of the Corporation.

Appointment and Remuneration of Auditor

The Shareholders will be asked to vote for the appointment of PricewaterhouseCoopers AG, Basel, Switzerland, as the auditor of the Corporation to hold office until the next annual general meeting of Shareholders and to authorize the directors to fix their remuneration. **The Board recommends a vote “FOR” the appointment of PricewaterhouseCoopers AG, as the auditor of the Corporation to hold office until the close of the next annual meeting of Shareholders and to authorize the directors to fix the auditor’s remuneration. In the absence of a contrary instruction, the persons designated by management of the Corporation in the enclosed form of proxy intend to vote FOR the appointment of PricewaterhouseCoopers AG, as the auditor of the Corporation to hold office until the close of the next annual meeting of Shareholders and to authorize the directors to fix their remuneration.**

Other Business

Management knows of no other matter to come before the Meeting other than the matters referred to in the accompanying Notice of Meeting and this Information Circular.

MESSAGE FROM THE COMPENSATION COMMITTEE

Summary

What follows under the “Statement of Executive Compensation” is a detailed review of the compensation policies and procedures which are followed and applied in determining the base salaries, annual bonuses and long-term incentive plan awards for IPC’s executives. We hope that the detailed descriptions allow our Shareholders to understand how we approach compensation. It is important to keep our basic approach and philosophy in mind.

We are a new company, having been created on a spin-off from Lundin Petroleum in 2017. Since the Corporation’s creation in 2017, we have successfully completed two significant acquisitions, each one having a transformational impact on the operational size, geographic focus and market capitalization of the Corporation. The Committee has had to recognize and reflect this transformation in a very short period of time in its compensation practices and in its discretion to ensure fairness.

Performance-Based Incentives

Our fundamental premise is that compensation must be based on long-term performance while being fair to all stakeholders. A majority of compensation for the executive group is “at risk” incentive awards. Both cash and equity incentive awards are performance based and therefore “at risk”. No one is guaranteed either cash or equity awards.

Annual bonus grants are determined in the first quarter of the following year and granted to the senior executives following the release of the year end financials. The performance share unit grants are made effective June 30, based on the preceding 60 day volume weighted average price (VWAP) of the common shares.

Performance-Based Vesting of Share Units

The senior executive team only receive performance share units for which the vesting is completely tied to post-grant share performance over a three year period.

While options were used as part of the compensation on the initial creation of the Corporation, we have migrated to the use of performance share units for senior executives and restricted share units for employees.

See “*Securities Authorized for Issuance under Equity Incentive Plans - Summary of the Performance and Restricted Share Plan*” for details of the performance vesting criteria for the PSUs granted in 2018.

2018 performance

The 2018 goals for corporate and operational performance for management were average annual net daily production (20%), 2P reserve replacement (15%), safety (10%), financial performance based on capital and operating expenditures and net debt (20%) and operational and corporate strategic targets (20%). Each executive has a target incentive amount tied to his or her base salary to which the achievement score is applied.

The details of the achievement against target is set out under “2018 Performance Highlights” below. In summary, the goals were all achieved or significantly exceeded, except regarding safety in one operating country. The overall score was determined by the Committee to be 97%.

The Committee determined that this represented exceptional performance as these corporate and operating objectives were all achieved while also completing and integrating the Suffield acquisition and completing the Black Pearl acquisition.

“Signed”

The Compensation Committee

STATEMENT OF EXECUTIVE COMPENSATION

Named Executive Officers

For the purposes of this Information Circular, a Named Executive Officer (“**NEO**”) of the Corporation means each of the following individuals:

- (a) the chief executive officer (“**CEO**”) of the Corporation;
- (b) the chief financial officer (“**CFO**”) of the Corporation;
- (c) each of the Corporation’s three most highly compensated executive officers, 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 C\$150,000, as determined in accordance with subsection 1.3(6) of Form 51-102F6, for that financial year; and
- (d) each individual who would be an NEO under paragraph (c) above but for the fact that the individual was neither an executive officer of the Corporation, nor acting in a similar capacity, at the end of that financial year.

The Corporation’s NEOs for the fiscal year ending December 31, 2018 were:

- Mike Nicholson, Chief Executive Officer;
- Christophe Nerguararian, Chief Financial Officer;
- Jeffrey Fountain, General Counsel and Corporate Secretary;
- Ryan Adair, Vice President Reservoir Development; and
- Daniel Fitzgerald, Vice President Operations.

Compensation Discussion and Analysis

Introduction

The Compensation Committee of the Board (the “**Compensation Committee**”) oversees the performance and compensation of executive officers of the Corporation. The Compensation Committee approves or makes recommendations to the Board on all aspects of compensation philosophy, strategy and policies; performance criteria and evaluations; and compensation payable to the CEO, the other NEOs and other executive officers, as well as general managers/managing directors of the principal operating units.

Executive Compensation Plan

The Compensation Committee prepared, reviewed and recommended for approval, and the Board approved, an executive compensation plan for the executive officers, which applies to the NEOs.

The Compensation Committee reviews, for approval by the Board, the design and competitiveness of the Corporation’s executive pay for performance compensation program. The fundamental objective of the Corporation is the long-term creation and protection of shareholder value and the Corporation’s executive compensation system is designed to:

- attract, retain, motivate and reward high-calibre talent through competitive pay practices;
- connect the compensation model directly to specific corporate, operating, health, safety and environment (“HSE”), and individual performance objectives;
- motivate high-performers to achieve exceptional levels of performance through rewards; and
- encourage and require executives to own shares of the Corporation to more fully align the interests of management with the interests of shareholders.

The Corporation’s commitment to connecting pay with performance is reflected in the percentage of the executive officer’s compensation that is “at risk” using short-term (annual) and long-term incentive compensation that pays out only if high levels of performance are achieved in the view of the Board. While the percentage of “at risk” compensation varies with each executive officer, in each case it comprises a majority of total targeted compensation.

Compensation Committee – Members and Skills

The Board has established the Compensation Committee to, among other things, administer the executive compensation plan. The members of the Compensation Committee are Donald Charter (Chair), Torstein Sanness and Daniella Dimitrov, all of whom have relevant experience and competence, having worked with compensation matters as both executives and compensation committee members of other corporate boards. All of the members of the Compensation Committee are considered independent directors. See “*Business of the Meeting – Election of Directors - Director Nominees*”.

The members of the Compensation Committee have a range of skills and experience which the Corporation believes provides the expertise necessary to oversee the Corporation’s executive compensation structure. In addition, the Compensation Committee obtains input from independent outside compensation consultants when necessary. The relevant experience of the Compensation Committee members is summarized below.

Mr. Charter is an executive with career experience in executive leadership positions in mining and financial services as well as mergers, acquisitions and finance. Mr. Charter’s business experiences which are relevant to the Compensation Committee include that he was the President and Chief Executive Officer of a publicly traded producing coal mining company; he was Chief Executive Officer of a large financial services company; and he is a member or former member of the compensation committees of several Canadian publicly traded companies. As such, Mr. Charter has been directly involved with compensation matters. Accordingly, Mr. Charter has the requisite experience and knowledge in reviewing and approving compensation programs, policies and guidelines for the Chief Executive Officer level, other executive officers and senior management, to ensure that such compensation programs are relevant to the goals of the Corporation.

Mr. Sanness has had direct managerial experience as Managing Director of Lundin Norway AS where he led Lundin Petroleum’s largest operating unit, with a staff of managerial, technical, finance and administration personnel. Through such managerial experience, as well as through acting on the boards of other public companies, Mr. Sanness has experience in human resources and compensation issues matters, including formulating policies and determining compensation at various levels.

Ms. Dimitrov has experience in compensation and governance matters as a corporate and securities lawyer and as a corporate executive, acting as President and CEO, CFO and COO of public companies. Ms. Dimitrov has also chaired or been a member of the compensation committee of the board of directors of a number of companies in the extractive sector. Ms. Dimitrov has the requisite experience in reviewing and approving compensation programs, policies and guidelines at the executive officer level, to ensure that such compensation programs are appropriate for the Corporation.

Executive Compensation Consultant

The Compensation Committee may periodically engage an independent executive compensation consulting firm specializing in executive and Board compensation reviews, strategic short and long-term incentive design, executive retention issues and compensation and executive contract issues surrounding mergers and acquisitions.

In 2018, the Compensation Committee engaged the independent compensation firm Willis Towers Watson (the “**Consultant**”) to assist IPC on compensation matters. The Consultant advised the Board and the Compensation Committee by providing a review of terms and conditions of the Performance and Restricted Share Plan (the “**Share Unit Plan**”, see “*Securities Authorized for Issuance under Equity Incentive Plans - Summary of the Performance and Restricted Share Plan*”), to ensure alignment with market practices. During 2018, the Corporation paid the Consultant a fee of approximately C\$13,000.

Compensation Governance

The Compensation Committee receives information and makes recommendations to the Board and, if applicable, Shareholders, on matters relating to the principles of compensation, as well as all compensation and other terms of employment of officers. The Compensation Committee meets regularly and its tasks include monitoring and evaluating programs for variable compensation for officers and the application of the executive compensation plan, as well as compensation structures, risks and levels throughout the Corporation.

The Compensation Committee, subject to the powers and duties of the Board, has the following responsibilities:

- (a) review and approve corporate goals and objectives relevant to CEO compensation;
- (b) evaluate the CEO's performance in light of those corporate goals and objectives, and make recommendations to the Board with respect to the CEO's compensation level based on its evaluation;
- (c) review and approve the appointment, compensation and other terms of employment of the Chief Financial Officer, all senior management reporting directly to the CEO and all other officers appointed by the Board;
- (d) review executive compensation disclosure before the issuer publicly discloses this information;
- (e) periodically submit a report to the Board on human resources matters;
- (f) prepare an annual report for inclusion in the Corporation's management information circular to shareholders respecting the process undertaken by the Committee in its review and preparing a recommendation in respect of CEO compensation; and
- (g) review and assess the adequacy of the Committee's Mandate from time to time, as required, to ensure compliance with any rules of regulations promulgated by any regulatory body and recommend to the Board for its approval any modifications to the Committee's Mandate as considered.

The Compensation Committee is entitled to request the advice and assistance of additional external compensation consultants and other advisors. However, the Compensation Committee is required to ensure that there is no conflict of interest regarding other assignments that such advisors may have for the Corporation and its management.

Executive Share Ownership

With a view to further aligning the interests of the executives with those of its shareholders, the Corporation implemented a requirement in April 2017 for its executives to own a number of common shares within three years of being hired or within three years of the implementation of the policy. Share ownership includes the accumulation of common shares and performance or restricted share units (including share units with time vesting and performance conditions). While the expectation is for executives to achieve these guidelines the Compensation Committee takes into account the individual's circumstances in determining compliance with the spirit of this guideline.

Share ownership requirements include:

Executive Position	# of Executives as at March 2019	Share Ownership Requirement (% of Base Salary)	% of Executives who have Achieved Requirement as at March 2019
President and CEO	1	200%	100%
CFO, COO, General Counsel, Vice President	7	50%	100%

Elements of Compensation

Executive compensation includes the following components, all designed to align the interests of the executive officers with those of shareholders in the long-term creation and protection of shareholder value.

(a) Base salary

Base salary levels for executive officers reflect: (i) the scope, complexity and responsibility of the role of the executive; (ii) the executive's previous experience and performance; and (iii) the executive's performance rating. Comparative market analysis and individual performance assessments occur at least annually to ensure compensation remains competitive and result in periodic base salary adjustments when necessary to remain competitive. While peer group salary levels are used as a reference point, the Corporation does not target median or any other percentile.

(b) Annual bonus

Annual cash bonus awards are short term incentives determined in the discretion of the Board with reference to by operating, corporate, HSE and individual performance.

A range of cash bonus is set as a percentage of base salary and while consideration may be given to practices within a comparator group in setting these percentages, the comparator group data is used as a reference point only by the Compensation Committee.

The annual cash bonus directly connects the performance of executives to the accomplishment of key performance indicators of the Corporation that are aligned with strategic goals and drive shareholder value. The cash bonus criteria are determined with a view to the budgeting process and the rigor applied.

(c) Long-term incentive plans

LTIP is an integral part of compensation with respect to executive officers and is designed to: (i) align the interests of executives with those of shareholders by focusing efforts on improving long term creation and protection of shareholder value and the Corporation's long-term financial strength; and (ii) provide a retention incentive to continue employment with the Corporation by providing executive officers with the opportunity to acquire an increased financial interest in the Corporation.

LTIP grants are awarded annually at the discretion of the Compensation Committee and the Board based on the performance of the Corporation and the executive.

LTIP grants take into account previous equity entitlements awarded, the then current level of equity held by an executive, the level of equity awards granted as a percentage of the outstanding common shares of the Corporation, the option prices of current options, the disposition of equity by those to which it has been granted, the remaining vesting status of outstanding equity awards and such other similar information as the Compensation Committee and Board may consider appropriate. The value attributed to equity award recommendations by the Compensation Committee is based on market value at the time of grant. Actual LTIP grants are set at the discretion of the Compensation Committee and the Board.

(d) Other benefits

The Corporation's executive officers participate in the benefit programs available generally to salaried employees.

Approach to Determining Incentive Compensation

With respect to the determination of incentive compensation awards, performance criteria which reflect the key corporate objectives for the year are approved annually. These objectives are designed to reflect those goals which drive or reflect the long-term creation and protection of shareholder value. The Compensation Committee also reviews the relationship between risk management policies and practices, corporate strategy, and executive officer compensation. Under this Compensation Plan, executive officers can achieve the highest amount of compensation through consistent superior performance over extended periods of time; the plan ensures that the Corporation's compensation programs are discretionary, balanced and focused on the long-term.

The performance criteria used in exercising the discretion to make the ultimate compensation decisions, are reviewed annually, in conjunction with the annual budgeting process. This ensures performance criteria are kept up to date with performance expectations and industry competitiveness. It is important to note that, in addition to an annual evaluation of specific corporate, operational, HSE and individual performance benchmarks, the overall approach taken by the Compensation Committee to align pay with performance is examined regularly as the Corporation and marketplace evolve.

The Compensation Committee applies the results of its annual and comprehensive review to a determination of both short-term and long term incentive awards for individual executive officers. Performance criteria established by the Compensation Committee require that executive officers be evaluated against corporate, operational, HSE and individual targets, designed to drive the long-term creation and protection of shareholder value. The nature of the position and responsibilities of the executive officer dictate the performance criteria to be applied and their respective weightings.

Target levels of performance on these criteria are established as guidelines and are not applied as a hard and fast formula. The Compensation Committee has determined that fixed formulas too often lead to an unwanted result that does not accurately reflect real performance and believes that the experienced discretion of the Compensation Committee and the Board should be the ultimate determinant of final, overall compensation within the context of those pre-determined guidelines.

Annual Cash Bonus Performance Criteria and Weightings

The Board, on recommendation of the Compensation Committee, will annually approve certain goals and objectives as guidelines in determining the annual cash bonus.

The Board will review the operational, corporate, HSE and individual performance for the year and compare the achievements to the goals. It will assess all matters relating to how the performance was achieved and the assessment of the rigor applied to the setting of these goals. The Board will then determine the size of the annual cash bonus awards subject to pre-determined limits based on the executive's position. These goals are intended simply as guidelines to be referenced and they do not constitute a formula approach to compensation.

In 2018, the goals and weightings related to the Corporation's average annual net daily production (20%), replacement of 2P reserves (15%), net asset value accretion (15%), safety performance (10%), financial performance including capital expenditures, operating expenditure and net debt (20%) as well as strategic targets related to operational and corporate goals (20%).

Long-term Incentive Plan

Equity incentives, in the form of performance share units to align executive officer and shareholder interests in the long-term creation and protection of shareholder value and are thus an integral part of executive compensation recommendations.

Annual LTIP awards are discretionary and determined based on the performance. The performance base vesting criteria for any such grants will be determined by the Board in its discretion and may vary from year to year. The amount of any such grants is discretionary and there is no guaranteed amount of equity grants for an executive.

Peer Group

For purposes of determining the comparative total shareholder returns in respect of the PSUs awarded in 2018 under the Share Unit Plan, the Board determined that the following international oil and gas companies should comprise the Corporation's peer group: Aker BP ASA; Amerisur Resources PLC; Canacol Energy Ltd; Crescent Point Energy Corp; Faroe Petroleum PLC; Geopark Ltd; Gran Tierra Energy Inc; Hurricane Energy PLC; Nostrum Oil & Gas PLC; Ophir Energy PLC; Phoenix Global Resources PLC; Soco International PLC; Sound Energy PLC; Tethys Oil AB; and Vermilion Energy Inc.

Clawback

To further enhance the Corporation's pay for performance compensation model, commencing with 2018 incentive compensation, the Corporation introduced a forfeiture and repayment condition to short-term and long-term incentive compensation to ensure that incentive compensation may be lawfully "clawed back" in cases where the performance underlying such compensation is subsequently found not to be confirmed. The forfeiture and repayment condition will apply to the following roles: (a) CEO, (b) Chief Financial Officer, (c) Chief Operating Officer (if applicable), and (d) General Counsel.

In the event of any material restatement, correction or adjustment of the Corporation's financial statements or operating results or other metric upon which any incentive compensation or equity plan award provided to the executive officer is based, the Corporation has the right to require repayment of any amounts paid that exceed what should properly have been payable, and/or to cancel or adjust any equity rights granted, and in the case on non-vested equity rights or deferred compensation, to adjust such accruals or rights as necessary to reflect the restated or adjusted results.

2018 Performance Highlights

The Compensation Committee considered the following in respect of the Corporation's 2018 performance:

During 2018, the Corporation achieved strong production, resource replacement, financial and capital markets performance, notwithstanding continued weak commodity prices and challenging capital markets for the upstream oil and gas industry.

Production

Production of 34,400 barrels of oil equivalent (boe) per day (boepd) was above the high end of the original Capital Markets Day (CMD) guidance of 30,000 to 34,000 boepd, driven by a good performance across Canada, Malaysia and France.

Reserves and Resources

The Corporation's proved and probable (2P) reserves more than doubled to 288 MMboe of 2P reserves as at December 31, 2018 (including the 2P reserves acquired in the acquisition of BlackPearl Resources Inc.) compared to 129.1 MMboe of 2P reserves as at December 31, 2017, in each case as certified by independent third party reserves auditors. This represents a reserves replacement ratio of 103 percent, excluding acquisition additions, following the maturation of contingent resources from the infill drilling program in Malaysia as well as better reservoir performance and certain upgrades in France and Canada, particularly on back of the gas optimization program in Canada. Best estimate contingent resources as at December 31, 2018, increased thirteen fold to 849 MMboe (unrisked), including the best estimate contingent resources acquired in the BlackPearl acquisition. See the Corporation's 2018 Annual Information Form (AIF), filed under the Corporation's profile on SEDAR at www.sedar.com and available on the Corporation's website, for a complete description of the Corporation's oil and gas reserves information.

Financial Performance

The Corporation generated operating cash flow of USD 279 million during 2018, up over 100% compared to 2017 following the acquisition of the Suffield assets in Canada and higher oil prices. Excluding the net debt from the BlackPearl acquisition, the Corporation's net debt reduced to USD 166 million as at December 31, 2018, from USD 355 million at the completion of the acquisition of the Suffield assets in January 2018. Including the net debt from the BlackPearl acquisition, total net debt of the Group was USD 277 million as at December 31, 2018. See "Non-IFRS Measures" below.

Operating Costs

The Corporation's 2018 average operating costs were USD 12.4 per boe, below the CMD guidance of USD 12.6 per boe. See "Non-IFRS Measures" below.

Organic Growth

The Corporation completed the second phase of infill drilling on the Bertam field in Malaysia during 2018, and matured a third phase of infill drilling as well as the Keruing exploration drilling for planned execution in 2019. In respect of the Suffield assets in Canada, the Corporation achieved exceptional results from the 2018 gas optimization program and commenced oil drilling for the first time since 2014. In France, the Vert La Gravelle redevelopment project was approved for execution during 2018 and processing and interpretation of the Villeperdue West 3D seismic data was completed in 2018.

Acquisitions

The Corporation completed two transformational acquisitions in Canada during 2018: the Suffield assets in January 2018 and the acquisition of BlackPearl (including the interests in Onion Lake, Blackrod and Mooney in Canada) in December 2018. See the Corporation's 2018 AIF, filed under the Corporation's profile on SEDAR at www.sedar.com and available on the Corporation's website, for further information.

Safety

During 2018, IPC recorded three low severity Lost Time Incident (LTI) in France and no significant safety or environmental incidents.

Risks Associated with The Corporation's Compensation Policies and Practices

The Compensation Committee also considers any risks associated with compensation policies and practices, including possible material adverse effects on the Corporation. These risks may include, but not be limited to, financial, operational and behavioral risks that may result from the design and quantum of incentive plans and other forms of reward throughout the organization. As part of these deliberations, the Compensation Committee will look at appropriate ways to mitigate any identified risks.

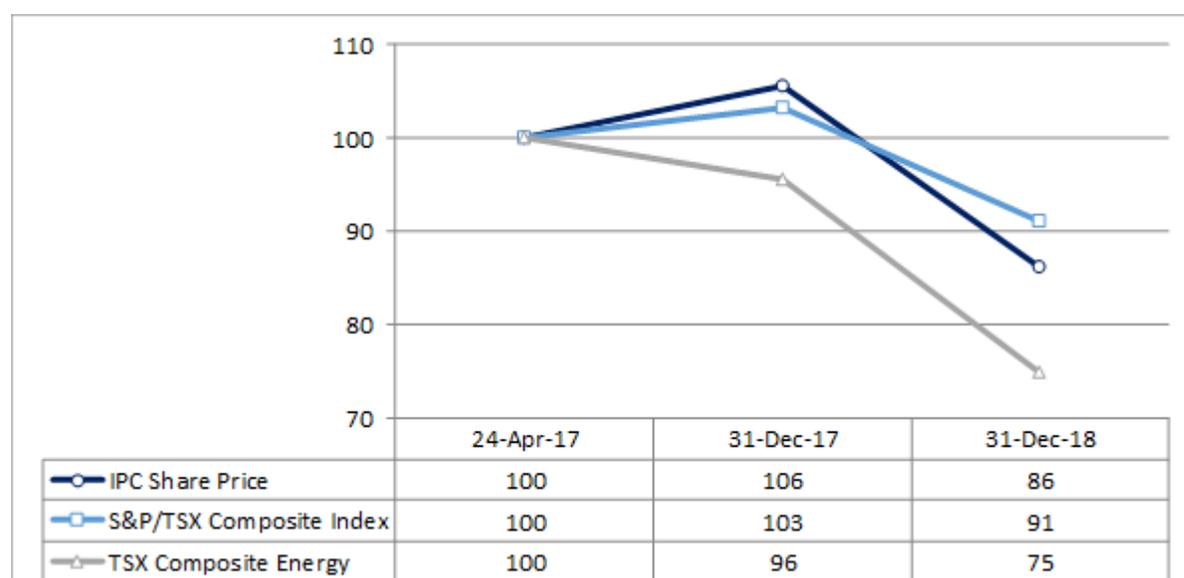
The Corporation believes that compensation paid to each NEO during 2018 was commensurate with the NEO's position, experience and performance, as well as the general market.

Prohibition on Hedging

The Corporation encourages share ownership in the Corporation by its directors and officers through its share ownership requirements and its equity-based incentive compensation programs. Such requirements and programs are designed to align the interests of directors and officers with the short-term and long-term interests of shareholders in the Corporation's financial and operating performance. In order to further this objective, directors and officers are prohibited from purchasing financial instruments that are designed to hedge or offset any decrease in the market value of the Corporation's equity securities that are held directly or indirectly by them or granted as compensation to them. Such prohibited financial instruments with respect to the Corporation's equity securities include prepaid variable forward contracts, equity swaps, collars, put or call options, and similar financial instruments.

Performance Graph

The following graph compares the yearly percentage change in the cumulative total shareholder return on the TSX of C\$100 invested in common shares on the date on which the Corporation became a reporting issuer (April 24, 2017) against the cumulative total shareholder return of the S&P/TSX Composite Index and the TSX Composite Energy Index as at each December 31 since that date:



The Corporation's compensation policy relates performance compensation of executives to specific benchmarks which include specific operational objectives and individual objectives as well as relative share price performance compared to the described specific peer group. Accordingly, there is no direct link between the indices shown and executive compensation as determined by the Compensation Committee and the Board.

Summary Compensation Table

The table below reflects the fair value of the compensation that was earned by, paid to or awarded to the NEOs for the fiscal years ending December 31, 2017 and 2018.

NEO Name and Principal Position	Year	Salary ⁽¹⁾ (C\$)	Share-based awards ⁽²⁾ (C\$)	Option-based awards ⁽³⁾ (C\$)	Non-Equity incentive plan compensation		Pension Value ⁽⁵⁾ (C\$)	All other compensation ⁽⁶⁾ (C\$)	Total compensation (C\$)
					Annual incentive plans ⁽⁴⁾ (C\$)	Long-term incentive plans (C\$)			
Mike Nicholson, CEO	2018	745,429	695,310	Nil	720,581	-	209,500	106,608	2,477,428
	2017	463,989	1,842,795	1,002,208	548,351	-	174,283	75,023	4,106,649
Christophe Nerguararian, CFO	2018	482,753	323,400	Nil	466,661	-	99,255	68,075	1,440,144
	2017	300,488	409,473	350,773	327,806	-	68,898	53,187	1,510,625
Jeffrey Fountain, General Counsel and Corporate Secretary	2018	534,774	323,400	Nil	343,147	-	148,672	51,313	1,401,306
	2017	332,867	732,940	350,773	242,085	-	120,904	15,786	1,795,355
Ryan Adair, Vice President Reservoir Development	2018	383,363	185,955	Nil	245,991	-	42,910	25,377	883,596
	2017	238,623	95,142	200,442	173,544	-	35,644	32,527	775,922
Daniel Fitzgerald, Vice President Operations	2018	383,363	185,955	Nil	245,991	-	41,551	34,016	890,876
	2017	238,623	66,584	200,442	173,544	-	34,500	32,804	746,497

- (1) Salaries are paid in Swiss Francs and for 2018 have been converted based on the daily average exchange rate as reported by the Bank of Canada on December 31, 2018 of C\$1.00 equals 0.7219 Swiss Francs (2017 salaries have been converted at C\$1.00 equals 0.7779 Swiss Francs). The 2017 salaries have been further pro-rated based on a start date of April 24, 2017.
- (2) The figures for 2017 represent the fair value estimate of awards under the IPC Transitional PSP and the IPC Transitional RSP. See “*Securities Authorized for Issuance Under Equity Incentive Plans*”. These awards vested partly in 2018 with the remainder vesting in 2019. In respect of the PSPs awarded in 2017, 75% have been fair valued at the grant date at C\$4.77. The remaining 25% have been fair valued at the date of grant at C\$2.50 (for awards that vested in 2018) and C\$2.79 (for awards vesting in 2019) using an adjusted share price calculated with a hybrid valuation model based on the Monte Carlo simulation. The assumptions used in the calculation of the adjusted share price were a risk free rate of 0.76%, expected volatility of 52.80%, a dividend yield rate of 0% and an exercise price of nil. Each RSP awarded in 2017 was fair valued at the date of grant at C\$4.77. For 2018, the Share Unit Plan awards vest at the end of June 2021 and have been fair valued at the grant date at C\$5.39 using an adjusted share price calculated with a hybrid valuation model based on the Monte Carlo simulation. The assumptions used in the calculation of the adjusted share price were a risk free rate of 2.00%, expected volatility of 42.50%, a dividend yield rate of 0% and an exercise price of nil. It should be recognized that the actual future value of the 2017 and 2018 awards will be based on the market value of the common shares at the time of vesting. Therefore, the value attributed to the share-based awards does not necessarily correspond to that actual future value that will be realized.
- (3) These figures represent the fair value estimate of stock options granted under the Stock Option Plan. See “*Securities Authorized for Issuance Under Equity Incentive Plans*”. Each original stock-option awarded in 2017 was fair valued at the date of grant at C\$2.01 using a Black-Scholes option pricing model. The assumptions used in the calculation were a risk free rate of 1.02%, expected volatility of 53.70% and dividend yield rate of 0%. These options were granted at an exercise price of C\$4.77 on February 21, 2017 and will vest in three equal tranches on the first, second and third anniversaries of their award. The overall option life is four years. It should be recognized that the actual future value will be based on the difference between the market value of the common shares at the time of exercise and the exercise price of the stock options. Therefore, the value attributed to the option based-awards does not necessarily correspond to that actual future value that will be realized. No stock options were awarded during 2018.
- (4) These figures represent the annual bonus for each NEO. Bonuses are paid in Swiss Francs and for 2018 have been converted based on the daily average exchange rate as reported by the Bank of Canada on December 31, 2018 of C\$1.00 equals 0.7219 Swiss Francs (2017 bonuses have been converted at C\$1.00 equals 0.7779 Swiss Francs). The 2017 figures represent the annual bonus for each NEO for the nine month period until December 31, 2017.

- (5) These figures are the contributions made by the Corporation in respect of the Plans. See “*Statement of Executive Compensation – Pension Plan Benefits*”. Contributions are paid in Swiss Francs and for 2018 have been converted based on the daily average exchange rate as reported by the Bank of Canada on December 31, 2018 of C\$1.00 equals 0.7219 Swiss Francs (2017 contributions have been converted at C\$1.00 equals 0.7779 Swiss Francs).
- (6) The amounts include housing allowances, health-care and school fees. See “*Executive Compensation – Compensation Discussion and Analysis – Elements of Compensation – Other benefits*”. Benefits are denominated in Swiss Francs and for 2018 have been converted based on the daily average exchange rate as reported by the Bank of Canada on December 31, 2018 of C\$1.00 equals 0.7219 Swiss Francs (2017 figures have been converted at C\$1.00 equals 0.7779 Swiss Francs).

Incentive Plan Awards

Outstanding Option-Based and Share-Based Awards

The following table sets out, for each NEO, the option-based and share-based awards outstanding as at December 31, 2018 and their market value as of the same date.

Name	Option Based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (C\$)	Option expiration date	Value of unexercised in-the-money options ⁽¹⁾ (C\$)	Number of share or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested ⁽²⁾ (C\$)	Market or payout value of vested share-based awards not paid out or distributed (C\$)
Mike Nicholson	500,000	4.77	February 21, 2021	Nil	406,872	1,769,893	-
Christophe Nerguararian	175,000	4.77	February 21, 2021	Nil	122,298	531,996	-
Jeffrey Fountain	175,000	4.77	February 21, 2021	Nil	167,341	727,933	-
Ryan Adair	100,000	4.77	February 21, 2021	Nil	42,843	186,367	-
Daniel Fitzgerald	100,000	4.77	February 21, 2021	Nil	40,339	175,475	-

- (1) Option-based award value is calculated based on the difference between the closing price of the Corporation’s common shares on the TSX as at December 31, 2018, being C\$4.35, and the exercise price of the option.
- (2) Share-based award value is calculated based on the closing price of the Corporation’s common shares on the TSX as at December 31, 2018, being C\$4.35.

Value Vested or Earned During the Year

The following table sets forth, for each NEO, the value of all incentive plan awards vested or earned during the year ended December 31, 2018.

Name	Option-based awards – Value vested during the year ⁽¹⁾ (C\$)	Share-based awards – Value vested during the year ⁽²⁾ (C\$)	Non-equity incentive plan compensation – Value earned during the year (C\$)
Mike Nicholson	86,667	1,351,081	-
Christophe Nerguararian	30,333	295,326	-
Jeffrey Fountain	30,333	565,397	-
Ryan Adair	17,333	100,258	-
Daniel Fitzgerald	17,333	70,163	-

- (1) Option-based awards were granted on February 21, 2017 and vest one third on February 21, 2018, one third on February 21, 2019 and one third on February 21, 2020. The options have an exercise price of C\$4.77 and have an expiry date of February 21, 2021. The value above is calculated based on the difference between the closing price of the Corporation’s common shares on the TSX as at the vesting date February 21, 2018, being C\$5.29, and the exercise price of the option.
- (2) Share-based awards that vested during 2018 are calculated based on the number of awards at the market value on the vesting date, being C\$8.64 to C\$8.67.

Pension Plan Benefits

The Corporation's Swiss subsidiary, International Petroleum SA ("IPSA"), has two defined contribution pension plans (the "Plans").

The Plans are managed through private pension plans. Independent actuaries determine the cost of the Plans on an annual basis, and IPSA pays the annual insurance premium. The Plans provide benefits coverage to the employees of IPSA in the event of retirement, death or disability. IPSA and its employees jointly finance retirement and risk benefits. Employees of IPSA pay 40% of the savings contributions, of the risk contributions and of the cost contributions and IPSA contributes the difference between the total of all required Plan contributions and the total of all employees' contributions.

In respect of the Plans, IPSA is affiliated to Swiss Life in Zurich, Switzerland which offers full insurance coverage. The employees are admitted to the risk insurance after age 18 (death and disability) and to full insurance after age 25 (retirement, death and disability). The normal retirement age ("NRA") is 65 years for men and 64 years for women. Early retirement is possible up to 7 years before NRA. Deferred retirement is possible up to age 70. Amounts contributed by IPSA are age related and a percentage of the insured salaries: (a) for one Plan, years 18 – 34 = 7%; years 35 – 44 = 10%; years 45 – 54 = 15%; years 55 – 65male/64female = 18%; and (b) for the other Plan, years 25 – 34 = 5%; years 35 – 44 = 7.5%; years 45 – 54 = 14%; years 55 – 65male/64female = 14%.

The table below presents the benefits accumulated by the NEOs under the Plans during the year ended December 31, 2018. The actual benefits payable upon retirement will be determined by the size of each participant's account values (based on actual contributions and the realized returns on investment), interest rates at the time the benefits commence and retirement age. Note that pension plans in Switzerland typically contain elements of both defined contribution pension plans and defined benefit pension plans. The Plans are considered to be defined contribution pension plans for disclosure purposes. The table below is from Item 5.1 of Form 51-102F6, with certain amendments to the headings.

Name	Number of years credited service ⁽¹⁾ (#)	Annual benefits payable ⁽²⁾ (C\$)		Opening present value of defined contribution obligation ⁽²⁾ (C\$)	Compensatory change ⁽²⁾ (C\$)	Non-compensatory change ⁽²⁾ (C\$)	Closing present value of defined contribution obligation ⁽²⁾ (C\$)
		At year end	At age 65				
Mike Nicholson	13.250	133,933	310,017	2,250,619	209,500	193,566	2,653,685
Christophe Nerguararian	11.580	92,721	267,594	920,618	99,255	157,221	1,177,094
Jeffrey Fountain	13.667	101,737	219,550	1,067,332	148,672	222,270	1,438,274
Ryan Adair	4.667	26,621	155,339	197,559	42,910	19,853	260,322
Daniel Fitzgerald	3.750	21,406	178,839	120,393	41,551	20,470	182,414

(1) Number of years credited service has been determined by the pension plan actuary based on a technical entry date for the current pension plan using the current salary.

(2) Amounts have been determined by the pension plan actuary in Swiss Francs and have been converted based on the daily average exchange rate as reported by the Bank of Canada on December 31, 2018 of C\$1.00 equals 0.7219 Swiss francs.

Termination and Change of Control

Mike Nicholson

Pursuant to an employment agreement dated April 24, 2017 between Mr. Mike Nicholson and IPSA, Mr. Nicholson is currently engaged by the Corporation in the capacity of Chief Executive Officer. The employment agreement recognizes Mr. Nicholson's commencement of employment as January 2005, being his commencement date related to Lundin Petroleum. The employment agreement of Mr. Nicholson may be terminated without prior notice only for just cause as defined in the Swiss Code of Obligations. Pursuant to the employment agreement, the Corporation or Mr. Nicholson may terminate the employment agreement for whatever reason upon the applicable notice period as follows:

Period of Employment	Period of Notice
Less than 1 year	1 month
1 st year to 3 rd year	3 months
4 th year to 6 th year	4 months
7 th year to 9 th year	5 months
10 th year to 14 th year	6 months
15 th year and thereafter	12 months

In case Mr. Nicholson's employment agreement with IPSA is terminated on or within one year following a change of control of IPSA or of the Corporation, Mr. Nicholson is entitled to receive a lump sum payment of 24 months' base salary then in effect.

Christophe Nerguararian

Pursuant to an employment agreement dated April 24, 2017 between Mr. Christophe Nerguararian and IPSA, Mr. Nerguararian is currently engaged by the Corporation in the capacity of Chief Financial Officer. The employment agreement recognizes Mr. Nerguararian's commencement of employment as January 2012, being his commencement date related to Lundin Petroleum. The employment agreement of Mr. Nerguararian may be terminated without prior notice only for just cause as defined in the Swiss Code of Obligations. Pursuant to the employment agreement, the Corporation or Mr. Nerguararian may terminate the employment agreement for whatever reason upon the applicable notice period as described above in respect of Mr. Nicholson.

In case Mr. Nerguararian's employment agreement with IPSA is terminated on or within one year following a change of control of IPSA or of the Corporation, Mr. Nerguararian is entitled to receive a lump sum payment of 24 months' base salary then in effect.

Jeffrey Fountain

Pursuant to an employment agreement dated April 24, 2017 between Mr. Jeffrey Fountain and IPSA, Mr. Fountain is currently engaged by the Corporation in the capacity of General Counsel and Corporate Secretary. The employment agreement recognizes Mr. Fountain's commencement of employment as January 2003, being his commencement date related to Lundin Petroleum. The employment agreement of Mr. Fountain may be terminated without prior notice only for just cause as defined in the Swiss Code of Obligations. Pursuant to the employment agreement, the Corporation or Mr. Fountain may terminate the employment agreement for whatever reason upon the applicable notice period as described above in respect of Mr. Nicholson.

In case Mr. Fountain's employment agreement with IPSA is terminated on or within one year following a change of control of IPSA or of the Corporation, Mr. Fountain is entitled to receive a lump sum payment of 24 months' base salary then in effect.

Ryan Adair

Pursuant to an employment agreement dated April 24, 2017 between Mr. Ryan Adair and IPSA, Mr. Adair is currently engaged by the Corporation in the capacity of Vice President Reservoir Development. The employment agreement recognizes Mr. Adair's commencement of employment as October 2013, being his commencement date related to Lundin Petroleum. The employment agreement of Mr. Adair may be terminated without prior notice only for just cause as defined in the Swiss Code of Obligations. Pursuant to the employment agreement, the Corporation or Mr. Adair may terminate the employment agreement for whatever reason upon the applicable notice period as described above in respect of Mr. Nicholson.

In case Mr. Adair's employment agreement with IPSA is terminated on or within one year following a change of control of IPSA or of the Corporation, Mr. Adair is entitled to receive a lump sum payment of 12 months' base salary then in effect.

Daniel Fitzgerald

Pursuant to an employment agreement dated April 24, 2017 between Mr. Daniel Fitzgerald and IPSA, Mr. Fitzgerald is currently engaged by the Corporation in the capacity of Vice President Operations. The employment agreement recognizes Mr. Fitzgerald's commencement of employment as September 2014, being his commencement date related to Lundin Petroleum. The employment agreement of Mr. Fitzgerald may be terminated without prior notice only for just cause as defined in the Swiss Code of Obligations. Pursuant to the employment agreement, the Corporation or Mr. Fitzgerald may terminate the employment agreement for whatever reason upon the applicable notice period as described above in respect of Mr. Nicholson.

In case Mr. Fitzgerald's employment agreement with IPSA is terminated on or within one year following a change of control of IPSA or of the Corporation, Mr. Fitzgerald is entitled to receive a lump sum payment of 12 months' base salary then in effect.

Termination Payouts

In addition to the termination and change of control provisions of employment agreements described above in respect of the NEOs, the Corporation's equity incentive plans also provide for termination of employment and change of control, including expiry or accelerated vesting in certain circumstances. See "Summary of the Performance and Restricted Share Plan", "Summary of the Stock Option Plan" and "Transitional Equity-Based Compensation Arrangements" below. The change of control provisions of the Share Unit Plan include a double-trigger component: both a Change of Control as defined in that plan as well as a substantial change to the board of directors of the surviving entity.

On a change of control as at December 31, 2018, the following payments would have been payable to the NEOs:

Name	Lump sum payment⁽¹⁾ (C\$)	Value of accelerated option-based awards⁽²⁾ (C\$)	Value of accelerated share-based awards⁽³⁾ (C\$)	Total (C\$)
Mike Nicholson	1,490,858	Nil	1,769,893	3,260,751
Christophe Nerguararian	965,506	Nil	531,996	1,497,502
Jeffrey Fountain	1,069,548	Nil	727,933	1,797,481
Ryan Adair	383,363	Nil	186,367	569,730
Daniel Fitzgerald	383,363	Nil	175,474	558,837

(1) Based on the NEO's salary as at December 31, 2018. Salaries are paid in Swiss Francs and for 2018 have been converted based on the daily average exchange rate as reported by the Bank of Canada on December 31, 2018 of C\$1.00 equals 0.7219 Swiss Francs.

(2) Value of accelerated option-based awards is calculated based on the difference between the closing price of the Corporation's common shares on the TSX as at December 31, 2018, being C\$4.35, and the exercise price of the options, being C\$4.77.

(3) Value of accelerated share-based awards is calculated based on the closing price of the Corporation's common shares on the TSX as at December 31, 2018, being C\$4.35.

Director Compensation

For the years ended December 31, 2017 and 2018, all directors, other than the Chairman of the Board, the Lead Director and the CEO, received an annual fee of US\$50,000. The Chairman of the Board received an annual fee of US\$100,000 and the Lead Director received an annual fee of US\$75,000. The directors, other than the CEO, who were appointed in connection with the Spin-Off in 2017 were also granted 25,000 stock options under the Stock Option Plan, described below. As of January 1, 2019, the annual fees are US\$130,000 for the Chairman of the Board, US\$105,000 for the Lead Director and US\$80,000 for all other directors, other than the CEO.

In addition, Chairs of the Audit Committee (the “**Audit Committee**”) and the Compensation Committee receive annual fees of US\$20,000 and members of the Audit Committee and the Compensation Committee receive annual fees of US\$10,000 per committee. Chairs of the Nominating and Corporate Governance Committee (the “**N&CG Committee**”) and the Reserves and Health Safety and Environment Committee (the “**Reserves and HSE Committee**”) of the Corporation receive annual fees of US\$10,000 and members of the N&CG Committee and the Reserves and HSE Committee receive annual fees of US\$5,000. There are no meeting fees.

In October 2018, a Special Committee was constituted by the Board to consider and evaluate the proposed acquisition of BlackPearl. The members of the Special Committee were Donald Charter (Chair), Daniella Dimitrov and Torstein Sanness. Each Special Committee member was paid a fee of US\$20,000, and such fees are reflected in the table below.

No additional compensation is paid to Mr. Nicholson, the Corporation’s CEO, in consideration for his services as a director of the Corporation. All compensation paid to Mr. Nicholson has been reflected above in the “*Summary Compensation Table*” for NEOs.

The following table describes director compensation, other than Mr. Nicholson, for the year ended December 31, 2018.

Name	Fees earned ⁽¹⁾ (C\$)	Share-based awards (C\$)	Option-based awards (C\$)	Non-equity incentive plan compensation (C\$)	Pension value (C\$)	All other compensation (C\$)	Total (C\$)
Lukas H. Lundin	150,062	-	-	-	-	-	150,062
C. Ashley Heppenstall	139,831	-	-	-	-	-	139,831
Donald Charter	150,062	-	-	-	-	-	150,062
Chris Bruijnzeels	102,315	-	-	-	-	-	102,315
Torstein Sanness	115,957	-	-	-	-	-	115,957
Daniella Dimitrov ⁽²⁾	84,253	-	-	-	-	-	84,253
John Festival ⁽³⁾	-	-	-	-	-	-	-

(1) Fees are paid in US\$ and have been converted based on the daily average exchange rate as reported by the Bank of Canada on December 31, 2018 of C\$1.00 equals US\$0.7330.

(2) Ms. Dimitrov joined the Board in May 2018.

(3) Mr. Festival joined the Board in December 2018.

Equity-Based Awards to Directors

The following table sets out, for each director, other than Mr. Nicholson, the option-based and share-based awards outstanding as at December 31, 2018 and their market value as of the same date.

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (C\$)	Option expiration date	Value of unexercised in-the-money options ⁽¹⁾ (C\$)	Number of share or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (C\$)	Market or payout value of vested share-based awards not paid out or distributed (C\$)
Lukas H. Lundin	25,000	4.77	February 21, 2021	Nil	-	-	-
C. Ashley Heppenstall	25,000	4.77	February 21, 2021	Nil	-	-	-
Donald Charter	25,000	4.77	February 21, 2021	Nil	-	-	-
Chris Bruijnzeels	25,000	4.77	February 21, 2021	Nil	-	-	-
Torstein Sanness	25,000	4.77	February 21, 2021	Nil	-	-	-
Daniella Dimitrov ⁽²⁾	-	-	-	-	-	-	-
John Festival ⁽³⁾	-	-	-	-	-	-	-

- (1) Option-based award value is calculated based on the difference between the closing price of the Corporation's common shares on the TSX as at December 31, 2018, being C\$4.35, and the exercise price of the option. No value has been given to unexercised options that were out-of-the-money as at December 31, 2018.
- (2) Ms. Dimitrov joined the Board in May 2018.
- (3) Mr. Festival joined the Board in December 2018.

Value Vested or Earned During the Year

The following table sets out the value of all incentive plan awards to directors, other than Mr. Nicholson, consisting of options and share-based awards that vested during the year ended December 31, 2018.

Name	Option-based awards – Value vested during the year ⁽¹⁾⁽²⁾ (C\$)	Share-based awards - Value vested during the year (C\$)	Non-equity incentive plan compensation - Value earned during the year (C\$)
Lukas H. Lundin	16,749	-	-
C. Ashley Heppenstall	16,749	-	-
Donald Charter	16,749	-	-
Chris Bruijnzeels	16,749	-	-
Torstein Sanness	16,749	-	-
Daniella Dimitrov ⁽³⁾	-	-	-
John Festival ⁽⁴⁾	-	-	-

- (1) The option-based awards were granted in February 2017 and vest one third in February 2018, one third in February 2019 and one third in February 2020.
- (2) The fair value of the option-based awards has been determined at the date of grant using a Black-Scholes option pricing model consistent with the accounting value determinations used for financial statement purposes at CAD 2.01 per award. The main assumptions used in the calculation were a risk free rate of 1.02%, expected volatility of 53.70%, dividend yield rate of 0% and an exercise price of CAD 4.77 per award. The amounts in the table above represent the fair value of the options vesting in 2018, being one third of the original allocation. The actual value of the options will be based on the difference

between the market value at the time of exercise and the exercise price of CAD 4.77 per award. Therefore the value attributed to the options using the Black-Scholes model as reported in the table above does not necessarily correspond to the actual future value that may be realized.

- (3) Ms. Dimitrov joined the Board in May 2018.
- (4) Mr. Festival joined the Board in December 2018.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY INCENTIVE PLANS

Equity Compensation Plan Information

The following table sets out (a) the number of securities issued and issuable under the Corporation's equity compensation plans, (b) the weighted-average exercise price of outstanding equity compensation awards, and (c) the number of securities available for issuance under each equity compensation plan, as at December 31, 2018. Additional details concerning the Corporation's equity compensation plans are set out in the sections of this Information Circular that follow.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) ⁽¹⁾
Equity compensation plans approved by security holders	1,818,100 (options) 733,307 (2017 PSP) 58,446 (2017 RSP) 501,500 (PSU) 206,772 (RSU)	C\$4.77 (options) N/A (2017 PSP) N/A (2017 RSP) N/A (PSU) N/A (RSU)	281,900 options Nil (2017 PSP) Nil (2017 RSP) Nil (2017 RSP) 4,291,728 (PSU and RSU)
Equity compensation plans not approved by security holders	-	-	-
Total	1,818,100 (options) 733,307 (2017 PSP) 58,446 (2017 RSP) 501,500 (PSU) 206,772 (RSU)	C\$4.77 (options) N/A (2017 PSP) N/A (2017 RSP) N/A (PSU) N/A (RSU)	281,900 options Nil (2017 PSP) Nil (2017 RSP) Nil (2017 RSP) 4,291,728 (PSU and RSU)

- (1) The Stock Option Plan is limited to awards of options exercisable for 2,100,000 common shares. See "Stock Option Plan" below. In the table above, "2017 PSP" and "2017 RSP" refer to awards made in 2017 under the IPC Transitional PSP and the IPC Transitional RSP. No further awards shall be made under the IPC Transitional PSP and the IPC Transitional RSP. See "Transitional Equity-Based Compensation Arrangements" below. In the table above, "PSU" and "RSU" refer to awards made under the Share Unit Plan, which has a limit of awards for 5,000,000 common shares. See "Summary of the Performance and Restricted Share Plan" below.

Equity Incentive Plans

In connection with the Spin-Off, the Corporation adopted the Stock Option Plan, the IPC Transitional PSP and the IPC Transitional RSP, all of which were approved by shareholder resolution in 2017. The intention is to use the Performance and Restricted Share Plan, approved at the 2018 annual general meeting of the Shareholders, as the main method of equity incentive going forward.

The equity incentive plans are designed to encourage share or equity ownership and entrepreneurship on the part of the directors, senior management and other employees. The plans align the interests of the directors, employees and consultants with Shareholders by linking a component of compensation to the longer term performance of the Corporation's common shares.

Summary of the Performance and Restricted Share Plan

Set out below is a summary of the Performance and Restricted Share Plan (the “**Share Unit Plan**”).

Background

The Share Unit Plan has been established to promote a further alignment of interests between employees and consultants and the Shareholders of the Corporation, to associate a portion of employees’ and consultants’ compensation with the returns achieved by Shareholders of the Corporation, and to attract and retain employees and consultants with the knowledge, experience and expertise required by the Corporation. Directors of the Corporation will also be entitled to participate in the Share Unit Plan, subject to the limits described below.

The Compensation Committee intends to use RSUs and PSUs granted under the Share Unit Plan as part of the Corporation’s overall executive compensation plan. Since the RSUs and PSUs represent rights, subject to satisfaction of certain vesting conditions, to receive common shares, RSUs and PSUs reflect a philosophy of aligning the interests of employees and consultants with those of the Shareholders by tying the value of long-term compensation to the value of the common shares. In addition, RSUs and PSUs are subject to continued employment, which assists in the retention of qualified and experienced employees and consultants by rewarding those individuals who make a long term commitment.

Outstanding Awards under the Share Unit Plan

As at the date hereof, 501,500 PSUs and 535,253 RSUs are currently issued and outstanding under the Share Unit Plan, which underlying common shares represent approximately 0.6% of the issued and outstanding common shares of the Corporation.

The outstanding PSUs will vest on June 30, 2021 based on a calculation of comparative total shareholder return (TSR) relative to a peer group of international oil and gas companies. See “*Statement of Executive Compensation – Compensation Discussion and Analysis – Peer Group*”. If the comparative TSR is less than the 50th percentile, then none of the PSUs will vest. If the comparative TSR is equal to or greater than the 50th percentile but less than the 75th percentile, then a portion of the PSUs will vest. If the comparative TSR is equal to or greater than the 75th percentile, then all of the PSUs will vest.

The RSUs will vest over three years, subject to continued employment. Of the outstanding RSUs, 206,772 RSUs will vest as to one-third on each of June 30, 2019, June 30, 2020, and June 30, 2021 and 328,481 RSUs will vest as to one-third on each of December 31, 2019, December 31, 2020, and December 31, 2021.

Eligible Participants

The Share Unit Plan is administered by the Compensation Committee. Employees, directors and consultants of the Corporation or any affiliate are eligible to participate in the Share Unit Plan. There are separate tranches under the Share Unit Plan for directors who are not employees on the one hand and employees and consultants on the other hand. In accordance with the terms of the Share Unit Plan, the Compensation Committee will determine those employees, directors and consultants who are entitled to receive RSUs and PSUs, the number of RSUs and PSUs to be awarded to each participant and the conditions and vesting provisions of those RSUs and PSUs. RSUs and PSUs awarded to participants are credited to them by means of an entry in a notional “share unit account” in their favour on the books of the Corporation.

Vesting

The vesting of RSUs will be conditional upon the expiry of a time-based vesting period. The duration of the vesting period and other vesting terms applicable to the grant of the RSUs shall be determined at the time of the grant by the Compensation Committee.

The vesting of PSUs may be conditional upon the satisfaction of certain performance conditions, as set forth at the time of the grant of the PSU, which performance conditions can be any financial, share performance, personal, operational or transaction-based performance criteria as may be determined by the Compensation Committee from time to time in accordance with the Share Unit Plan. Performance conditions may apply to the Corporation, an affiliate, the Corporation and its affiliates as a whole, a business unit of the Corporation or group comprised of the

Corporation and some affiliates or a group of affiliates, either individually, alternatively or in any combination, and measured either in total, incrementally or cumulatively over a specified performance period, on an absolute basis or relative to a pre-established target or milestone, to previous years' results or to a designated comparator group, or otherwise.

The expiry date of RSUs and PSUs will be determined by the Compensation Committee at the time of grant.

Maximum Number of Common Shares Issuable

RSUs and PSUs may be granted in accordance with the Share Unit Plan provided the aggregate number of RSUs and PSUs outstanding pursuant to the Share Unit Plan from time to time shall not exceed 5,000,000 common shares, provided further that the number of common shares issued or issuable under all Share Compensation Arrangements (as defined in the Share Unit Plan) shall not exceed 10% of the number of issued and outstanding common shares on a non-diluted basis. All common shares that are subject to RSUs or PSUs that terminate or are cancelled prior to settlement are available for future grants.

The Share Unit Plan provides that the (a) maximum number of common shares issuable to "insiders" (as that term is defined by the TSX) pursuant to the Share Unit Plan, together with any common shares issuable pursuant to any other Share Compensation Arrangement of the Corporation (which includes the Stock Option Plan), and (b) the maximum number of common shares issued to insiders under the Share Unit Plan, together with any common shares issued to insiders pursuant to any other Share Compensation Arrangement within any one year period, will not exceed 10% of the total number of outstanding common shares. Under the separate tranche under the Share Unit Plan and any other Share Compensation Arrangement, the annual equity award value at the date of grant shall be limited to C\$150,000 for any director who is not an employee, of which the annual limit under the Stock Option Plan shall be C\$100,000. The Share Unit Plan does not otherwise provide for a maximum number of common shares which may be issued to an individual pursuant to the Share Unit Plan and any other Share Compensation Arrangement (expressed as a percentage or otherwise).

Cessation of Entitlement

In addition, if an Eligible Person's employment is terminated without cause and due to redundancy, an Eligible Person retires in accordance with the retirement policy, or in the event that the employment of an employee is terminated by reason of death or disability (or such other circumstances as the Compensation Committee may in its discretion determine) prior to the end of a vesting period, then: (i) in the case of RSUs, a number of unvested RSUs proportionate to the period of time between the grant date and the date of termination to the total vesting period shall vest; or (ii) in the case of PSUs, a number of PSUs that would have vested had the Eligible Person remain employed or engaged until the end of the vesting period proportionate to the period of time between the grant date and the date of termination to the total vesting period shall vest, shall vest at the end of the vesting period.

Subject to the terms of a person's employment agreement with the Corporation or an affiliate, and unless otherwise determined by the Compensation Committee in accordance with the Share Unit Plan, if a participant's services as an employee or consultant are terminated for cause by the Corporation or any affiliate or if the Eligible Person voluntarily resigns, all RSUs and PSUs, whether or not vested, shall terminate and be forfeited.

If a participant's RSUs or PSUs would be exercised within a "blackout period" (as defined in the Share Unit Plan) applicable to such participant, such settlement shall be postponed until the first trading day following the date on which the relevant blackout period has expired.

Change of Control

If (a) a Change of Control occurs and (b) less than fifty percent (50%) of the directors of the Corporation prior to the Change of Control remain on the board of directors of the surviving entity following the Change of Control, subject to the terms of a participant's written employment agreement with the Corporation or an affiliate and the grant agreement in respect of the grant of a RSU or PSU, all RSUs and/or PSUs that have not previously vested shall vest on the effective date of the Change of Control, provided that, in the case of PSUs, the total number of PSUs that vest shall be the total number of PSUs covered by such grant, without giving effect to the extent to which any related performance conditions have been achieved. Such RSUs and/or PSUs shall be settled either through the issuance of common shares immediately prior to the effective time of the Change of Control or by way of a cash payment, as determined by the Compensation Committee in its sole discretion.

For the purposes of the Share Unit Plan, “**Change of Control**” means (i) an amalgamation, merger or consolidation of the Corporation with any other company (otherwise than pursuant to an internal corporate reorganization that would not affect control of the Corporation); (ii) the liquidation, dissolution or wind-up of the Corporation; (iii) the sale or conveyance of all or substantially all of the property or assets of the Corporation; (iv) the acquisition of shares, or the right to acquire shares, of the Corporation as a result of which any person or group would beneficially own shares entitling such person or group (other than entities and persons related to the Lundin family) to cast more than 50% of the votes attaching to all shares in the capital of the Corporation, by way of an offer, an arrangement or otherwise; or (v) any other transaction the Board deems to be a Change of Control for the purposes of the Share Unit Plan.

Transferability

RSUs and PSUs are not assignable or transferable other than by operation of law, except, if and on such terms as the Corporation may permit, to an individual who has been designated by a participant, in such form and manner as the Compensation Committee may determine, to receive benefits payable under the Share Unit Plan upon the death of the participant.

Dividends

Except as otherwise provided in the applicable grant agreement, in connection with the settlement of vested RSUs and/or PSUs, the Corporation may, in its discretion, make a payment in an amount or issued common shares with an aggregate Market Price not in excess of the cumulative amount of ordinary cash dividends that would have been paid on such RSUs and/or PSUs from the grant date to the settlement date, if they had been common shares.

Amendments to the Share Unit Plan

The Share Unit Plan and any grant of an RSU or PSU made pursuant to the Share Unit Plan may be amended, modified or terminated by the Board without approval of Shareholders, provided that no amendment to the Share Unit Plan or grants made pursuant to the Share Unit Plan may be made without the consent of a participant if it adversely alters or impairs the rights of the participant in respect of any grant previously granted to such participant under the Share Unit Plan (except that participant consent shall not be required where the amendment is required for purposes of compliance with applicable law).

In addition, the following amendments may not be made without Shareholder approval: (a) an increase in the percentage of common shares reserved for issuance pursuant to the Share Unit Plan; (b) changes to the amendment provisions granting additional powers to the Board to amend the Share Unit Plan or entitlements thereunder; (c) changes to the insider participation limits; (d) any change to the categories of individuals eligible for grants of RSUs or PSUs where such change may broaden or increase the participation of Insiders under the Share Unit Plan; or (e) an amendment that would permit RSUs or PSUs to be transferrable or assignable other than for normal estate settlement purposes.

For greater certainty and without limiting the foregoing, Shareholder approval shall not be required for the following amendments and the Board may make the following changes without Shareholder approval, subject to any regulatory approvals including, where required, the approval of the TSX or other applicable stock exchange: (a) amendments of a “housekeeping” nature; (b) a change to the vesting provisions of any grants; (c) a change to the termination provisions of any grant that does not entail an extension beyond the original term of the grant; or (d) amendments to the provisions relating to a Change of Control.

Summary of the Stock Option Plan

In May 2018, the Stock Option Plan was amended to reduce the maximum number of common shares issuable under the plan to 2,100,000 and to limit the annual equity award value (based on grant date fair value as determined by the Board) under the Stock Option Plan and all other share compensation arrangements to C\$150,000 per non-employee Director, of which the annual limit under the Stock Option Plan shall be C\$100,000. Set out below is a summary of the Stock Option Plan, as amended.

Background

The Stock Option Plan is designed to provide employees, consultants and directors of the Corporation and its affiliates with compensation opportunities that reward the creation of shareholder value over the long-term and enhance the Corporation's ability to attract, retain and motivate key personnel and reward significant performance achievements.

The Stock Option Plan provides that Options may be granted to any Eligible Person. The Compensation Committee has the authority to administer the Stock Option Plan and to determine, among other things, the vesting period and the exercise period (subject to a maximum term of seven years from the date of grant and the Compensation Committee's discretion in the event that it accelerates vesting for any reason). The Board has the ability to revoke any of the powers conferred on the Compensation Committee under the Stock Option Plan.

As at the date hereof, 1,818,100 Options are currently issued and outstanding under the Stock Option Plan, which underlying common shares represent approximately 1.1% of the issued and outstanding common shares of the Corporation.

Maximum Number of Common Shares Issuable

The maximum number of common shares that may be issuable under the Stock Option Plan is 2,100,000 common shares, provided that (i) the number of common shares issued or issuable under all Share Compensation Arrangements (as defined in the Stock Option Plan) shall not exceed 10% of the issued and outstanding common shares on a non-diluted basis and (ii) the aggregate number of common shares issued to insiders within any one-year period, and issuable to insiders at any time under all Share Compensation Arrangements, shall not exceed 10% of the issued and outstanding common shares; provided that for the purposes of determining whether the limitation in item (ii) has been met any options, common shares, share units, deferred shares units or other awards involving the issuance or potential issuance of common shares that are granted or issued in reliance on Section 613(c) of the Toronto Stock Exchange Corporation Manual shall, notwithstanding the definition of Share Compensation Arrangement or any other provision of the Stock Option Plan, be included (and not excluded). Under the Stock Option Plan and any other Share Compensation Arrangement, the annual equity award value at the date of grant shall be limited to C\$150,000 for any director who is not an employee, of which the annual limit under the Stock Option Plan shall be C\$100,000.

Exercise Price

Options may be granted from time to time by the Compensation Committee at an exercise price equal to the Market Price of the common shares at the time the Option is granted. "**Market Price**" means:

- (a) the volume weighted average trading price of the common shares on the TSX (or, if the common shares are not listed on the TSX, such other stock exchange on which the common shares are listed) for the five consecutive trading days immediately preceding the grant date,
- (b) if the common shares did not trade on any of such five trading days prior to the grant date, the average of the bid and ask prices in respect of such common shares at the close of trading on all of such trading days, and
- (c) if the common shares are not listed for trading on a stock exchange or over the counter market, a price which is determined by the Compensation Committee in its sole discretion to be the fair value of the common shares.

Cashless Exercise

In lieu of paying the aggregate exercise price to purchase common shares, the Compensation Committee may, in its sole and absolute discretion, permit an Option holder to elect to receive, without payment of cash or other consideration except as otherwise required by the Stock Option Plan, upon surrender to the Corporation of the applicable portion of a then vested and exercisable Option, that number of common shares, disregarding fractions, equal to the number obtained by dividing (a) the difference between the Market Price of one common share, determined as of the date of delivery by the Option holder of a notice of exercise to the Corporation, and the exercise price for such Option, multiplied by the number of common shares in respect of which the Option would otherwise be exercised with payment of the aggregate exercise price, by (b) the Market Price of one common share determined as of the date of delivery of the notice of exercise.

Termination of Options

Each Option will expire and terminate immediately upon the holder thereof ceasing to be an Eligible Person except as otherwise provided in the Stock Option Plan. The Stock Option Plan provides that where an employee voluntarily terminates employment or a service provider voluntarily terminates its arrangement, any vested Options will continue to be exercisable for a period of 30 days following the termination date, subject to the discretion of the Compensation Committee to extend such period (provided that in no event may such period be extended beyond the expiration date of such options).

In addition, if an Eligible Person's employment is terminated without cause and due to redundancy, an Eligible Person retires in accordance with the retirement policy, or in the event that the employment of an employee is terminated by reason of death or disability (or such other circumstances as the Compensation Committee may in its discretion determine), all Options held by such person shall vest and be exercisable at any time during the six month period following the date on which the employment or services provider arrangement ceases.

In the event of long term leaves, then, except as required or permitted by applicable employment standards legislation or determined by the Compensation Committee, in the event that an Option holder is on a leave of absence for more than three months, the number of common shares in respect of which the Option vests and becomes exercisable shall be proportionate reduced based on the number of months in the period from the grant date of the Option to each scheduled vesting date during which the Option holder remained on leave.

Under the Stock Option Plan, where an Option holder's employment or term of office is terminated for cause, any Options held by such Option holder will immediately expire and be cancelled upon termination unless the Compensation Committee determines otherwise.

Options During Blackout Periods

The Stock Option Plan disallows the grant of Options during a black-out period (during which trading of securities of the Corporation by a holder of Options is restricted by the Corporation), except where the black-out period has continued for at least three months prior to the grant date and the Compensation Committee has determined that such grant of Options is necessary to achieve the purposes of the Stock Option Plan (and such Options are otherwise granted in accordance with the Stock Option Plan).

For any Options that are granted during a black-out period, the exercise price for each Option must be equal to the greater of the Market Price at the time of grant and the Market Price at the close of trading on the first business day following the expiry of the black-out period.

If the term of an Option expires during or within 10 business days of the expiration of a black-out period applicable to such Option Holder, then the term of the Option (or the unexercised portion of the Option) will be extended to the close of business on the tenth business day following the expiration of the black-out period.

Transferability

Each Option is personal to the holder of such Option and is non-assignable and non-transferable. No Option granted under the Stock Option Plan may be pledged, hypothecated, charged, transferred, assigned or otherwise encumbered or disposed of by the Option holder, whether voluntarily or by operation of law, other than by testate succession, will or the laws of descent and distribution. Upon the death of an Option holder, the person to whom the rights shall have passed by testate succession or by the laws of descent and distribution may exercise any Option in accordance with the terms of the Stock Option Plan.

Change of Control

If the Corporation proposes to undertake a Change of Control, the Corporation shall accelerate the vesting of all outstanding Options to provide that, notwithstanding the vesting provisions otherwise applicable, each outstanding Option is fully vested and either (as determined by the Compensation Committee in its discretion): (a) may be conditionally exercisable for common shares; or (b) may be conditionally surrendered for a cash payment equal to the difference between the Change of Control Price and the Option Price multiplied by the number of common shares that may be acquired under the Option, upon (or where permitted by the Compensation Committee, prior to) the completion of the Change of Control.

A “Change of Control” is defined as: (a) the liquidation, dissolution or wind-up of the Corporation; (ii) the sale or conveyance of all or substantially all of the property or assets of the Corporation; (iii) an amalgamation, merger or consolidation of the Corporation with any other company (otherwise than pursuant to an internal corporate reorganization that would not affect control of the Corporation) or the acquisition of shares, or the right to acquire shares, of the Corporation, as a result of which any person or group (other than entities and persons related to the Lundin family) would beneficially own shares entitling such person or group to cast more than 50% of the votes attaching to all shares in the capital of the Corporation, by way of an offer, an arrangement or otherwise; or (iv) any other transaction the Board deems to be a Change of Control for the purposes of the Stock Option Plan.

Amendment Procedure

Under the Stock Option Plan, the Compensation Committee will be entitled to make any amendments to the Stock Option Plan that are not material. Some examples of amendments that would not be considered material, and which could therefore be made without Shareholder approval, include the following: (a) ensuring continuing compliance with applicable laws, regulations, requirements, rules or policies of any governmental authority or any stock exchange; (b) amendments of a “housekeeping” nature, which include amendments to eliminate any ambiguity or correct or supplement any provision contained in the Stock Option Plan which may be incorrect or incompatible with any other provision thereof; (c) a change to provisions on transferability of Options for normal estate settlement purposes; (d) a change in the process by which an Option holder who wishes to exercise his or her Option can do so, including the required form of payment for the common shares being purchased, the form of exercise notice and the place where such payments and notices must be delivered; (e) changing the vesting and exercise provisions of the Stock Option Plan or any Option in a manner which does not entail an extension beyond the originally scheduled expiry date for any applicable Option, including to provide for accelerated vesting and early exercise of any Options deemed necessary or advisable in the Compensation Committee’s discretion; (f) changing the termination provisions of the Stock Option Plan or any Option which does not entail an extension beyond the originally scheduled expiry date for that Option; (g) adding a cashless exercise feature, payable in cash or securities, which provides for a full deduction of the number of underlying common shares from the Stock Option Plan reserve; and (h) adding a conditional exercise feature which would give the Option holders the ability to conditionally exercise in certain circumstances determined by the Compensation Committee, at its discretion, at any time up to a date determined by the Compensation Committee, at its discretion, all or a portion of those Options granted to such Option holders which are then vested and exercisable in accordance with their terms, as well as any unvested Options which the Compensation Committee has determined shall be immediately vested and exercisable in such circumstances.

Any material amendments to the Stock Option Plan will require Shareholder approval. Some examples of material amendments that would require Shareholder approval include the following: (a) any amendment to the amending provisions of the Stock Option Plan, other than amendments made to ensure compliance with existing laws, regulations, rules or policies or amendments of a “housekeeping” nature; (b) any increase in the maximum percentage of common shares issuable by the Corporation under the Stock Option Plan, other than in accordance with the provision of the Stock Option Plan that entitles the Compensation Committee to make adjustments to give effect to certain adjustments made to the common shares in the event of certain capital reorganizations and other transactions; (c) any reduction in the exercise price (except in the event of certain corporate transactions, pursuant to the Stock Option Plan’s adjustment provisions) or extension of the period during which an Option may be exercised; (d) any amendment to permit the re-pricing of Options; (e) the cancellation and reissue of any Options; (f) any amendments to remove or exceed the limitations on grants to Insiders set out in Section 5.7 of the Plan; and (g) any amendment that would permit Options to be transferred or assigned other than for normal estate settlement purposes.

Transitional Equity-Based Compensation Arrangements

One-Time Transitional Performance Share Plan

Some individuals who are officers or other key employees of the Corporation were participants in the Lundin Petroleum Performance Share Plan (the “**Lundin Petroleum PSP**”). Those participants were made awards of Lundin Petroleum shares under the Lundin Petroleum PSP on or around July 1, 2015 and July 1, 2016. Each such award would have fully vested at the end of a three-year restricted period, subject to certain three-year performance conditions and subject to the continuing employment of the participant.

However, for “good leavers” under the Lundin Petroleum PSP, awards are pro-rated according to the time from the date of the original award by Lundin Petroleum to the date the participant leaves Lundin Petroleum. For such “good leavers”, pro-rated awards vest as scheduled, subject to the performance conditions, at the original date of vesting even after a participant’s departure from Lundin Petroleum. For any leaver who is not a “good leaver” under the Lundin Petroleum PSP, awards lapse immediately.

Accordingly, in connection with the Spin-Off, the Corporation agreed to put in place certain one-time transitional equity-based compensation arrangements for certain officers and employees of the Corporation, as described below, in order to compensate the participant for that portion of the Lundin Petroleum PSP award that lapsed because of the participant’s departure from Lundin Petroleum.

The Corporation understands that employees of the Corporation who were formerly employees of Lundin Petroleum and who received awards under the Lundin Petroleum PSP in 2015 and 2016 were treated as “good leavers” by Lundin Petroleum, as described above. Under such employees’ employment contracts with the Corporation, the value of Lundin Petroleum PSP awards held by employees of the Corporation that lapse as a result of the Spin-Off were made into equivalent value share awards by the Corporation under a one-time transitional performance share plan implemented by the Corporation in connection with the Spin-Off incorporating the terms described below (the “**IPC Transitional PSP**”).

The IPC Transitional PSP plan was only used in connection with the Spin-Off. As at the date hereof, the aggregate number of common shares issuable under the IPC Transitional PSP, assuming full vesting, is 733,307 common shares.

The outstanding IPC Transitional PSP awards will vest on June 30, 2019, and be subject to share price targets: 75% of each award will vest subject to continued employment only. The remaining 25% will vest on a straight-line basis for the common share price performance between 100% and 125% of the fair value price of the common shares determined by the Board of C\$4.77, measured against the volume weighted average price over the 20 trading days prior to and including the vesting date. No further awards may be made in the future under the IPC Transitional PSP and the IPC Transitional PSP shall terminate following the payment of awards, if any, vesting on June 30, 2019.

One-Time Transitional Restricted Share Plan

Some individuals who are officers or other key employees of the Corporation were participants in the Lundin Petroleum unit bonus plan (the “**Lundin Petroleum Unit Bonus Plan**”). Those participants were made cash awards that mirror the value of Lundin Petroleum shares on, or around, June 1, 2015 and June 1, 2016. Each such award would have vested by a third on each of the first three anniversaries of the award and would have been paid in cash by Lundin Petroleum, subject only to continued employment.

For “good leavers” under the Lundin Petroleum Unit Bonus Plan, awards may vest at the original date of vesting, even after the participant’s departure from Lundin Petroleum. For any leaver who is not a “good leaver” under the Lundin Petroleum Unit Bonus Plan, awards lapse immediately.

Accordingly, in connection with the Spin-Off, the Corporation agreed to put in place certain one-time transitional equity-based compensation arrangements for certain officers and employees of the Corporation, as described below, in order to compensate the participant for that portion of the Lundin Petroleum Unit Bonus Plan award that lapsed because of the participant’s departure from Lundin Petroleum.

The Corporation understands that employees of the Corporation who were participants in the Lundin Petroleum Unit Bonus Plan for 2015 or 2016 were treated as “good leavers” by Lundin Petroleum under such plans with unvested awards being pro-rated to the end of such employees’ time served with Lundin Petroleum. Under such employees’ employment contracts with the Corporation, the equivalent value to the difference between each full Lundin Petroleum Unit Bonus Plan award and the pro-rated part of such award that will vest under the Lundin Petroleum Unit Bonus Plan were made into awards of common shares under a one-time transitional restricted share plan implemented by the Corporation incorporating the terms described below (the “**IPC Transitional RSP**”).

The IPC Transitional RSP was used in connection with the Spin-Off. As at the date hereof, the aggregate number of common shares issuable under the IPC Transitional RSP, assuming full vesting, is 58,446 common shares.

The outstanding IPC Transitional RSP awards will vest on May 31, 2019, subject to continued employment. No further awards may be made in the future under the IPC Transitional RSP, and the IPC Transitional RSP shall terminate following the payment of awards, if any, vesting on May 31, 2019.

Burn Rate

The Corporation was formed and commenced business and operations in 2017. As such, the following table sets out the annual burn rate for the Options, the RSUs and the PSUs for 2017 and 2018 only.

Year	Burn Rate Stock Options	Burn Rate RSU	Burn Rate PSU
2017 ⁽¹⁾	1.88%	0.15%	1.17%
2018 ⁽²⁾	-	0.23%	0.55%

- (1) The 2017 burn rate is calculated by dividing the number of stock options, RSP awards and PSP awards granted under the Stock Option Plan, the IPC Transitional RSP and the IPC Transitional PSP, respectively, during the year ended December 31, 2017 by the weighted average number of common shares outstanding for such year, being 98,587,027 common shares.
- (2) The 2018 burn rate is calculated by dividing the number of stock options (nil) granted under the Stock Option Plan, RSP awards (nil) and PSP awards (nil) granted under the IPC Transitional RSP and the IPC Transitional PSP, and RSUs (206,772) and PSUs (501,500) granted under the Share Unit Plan, during the year ended December 31, 2018 by the weighted average number of common shares outstanding for such year, being 91,461,733 common shares.

Summary of Dividend Policy and Dividend Reinvestment Plan

The Corporation does not currently anticipate paying any dividends on its common shares in the foreseeable future. The Corporation currently intends to utilize its earnings to finance the growth and development of its business and to otherwise reinvest in its business. Any decision to pay dividends on the common shares in the future will be made by the Board on the basis of the Corporation's earnings and financial requirements as well as other conditions existing at such time. Unless the Corporation commences the payment of dividends, holders of common shares will not be able to receive a return on their common shares unless they sell them.

Directors' and Officers' Insurance and Indemnification

The Corporation maintains insurance for the benefit of its directors and officers and the directors and officers of its subsidiaries, as a group, in respect of the liability of a director or officer relating to their duties and of their offices. The total amount of insurance coverage available is up to US\$30,000,000, depending on the type of claim, with a deductible of up to US\$50,000, depending on the type of claim, for each claim for which the Corporation grants indemnification. The Corporation bears the entire cost of the premiums payable pursuant to this coverage.

The Corporation has also entered into indemnity agreements with the directors and executive officers of the Corporation. These agreements set out the circumstances and manner in which the directors and executive officers may be indemnified in respect of certain liabilities and expenses which such directors and executive officers may incur or sustain related to the performance by them of their duties. The agreements are governed by the laws of the Province of British Columbia.

DISCLOSURE OF CORPORATE GOVERNANCE PRACTICES

The Corporation's Board is committed to sound corporate governance practices which are both in the interest of its Shareholders and contribute to effective and efficient decision making. National Policy 58-201 *Corporate Governance Guidelines* ("NP 58-201") establishes corporate governance guidelines which apply to all public companies. The Corporation has reviewed its own corporate governance practices in light of these guidelines to ensure compliance. The Board will continue to review with management the corporate governance practices of the Corporation to ensure that they are sound practices for effective and efficient decision-making.

Ethical Business Conduct

The Board has adopted a Code of Ethics and Business Conduct (the "Code"), a written code of ethics and business conduct for the Corporation's directors, officers and employees that sets out the Board's expectations for the conduct of such persons in their dealings on behalf of the Corporation. The Code is available on the Corporation's website.

The Board is committed to ensuring that each time the Board acts on any particular transaction, each director who casts a vote is free from any material interest in the transaction and any existing or potential material conflict of interest with the Corporation or its subsidiaries, affiliates or controlling shareholders generally. When any transaction is voted on by the Board, the Board will adhere to the requirements of the Corporation's articles and applicable law that a director or senior officer of the Corporation who: (a) has a material interest in a material contract or transaction with the Corporation; or (b) is a director or senior officer of, or has a material interest in, a person who has a material interest in a material contract or transaction with the Corporation, shall disclose in writing to the Board or request to have entered in the Board minutes the nature and extent of his or her interest, and, unless the contract or transaction is one with an affiliate, shall not vote on any resolution to approve the contract or transaction. In this way, the Board will seek to ensure that directors act with a view to the best interests of the Corporation and are not affected by any relationship that could materially interfere with their ability to exercise independent judgment.

In addition, the Board has adopted a Disclosure and Investor Relations Policy, including the related Disclosure Procedure and Insider Trading Procedure, to establish a standard with respect to the purchase and sale of the Corporation's securities, with which all officers, directors and employees of the Corporation and its subsidiaries are expected to comply. The Board adopted the Disclosure Procedure to ensure that communications to the public regarding the Corporation are timely, factual, accurate, complete, broadly disseminated and, where necessary, filed with regulators in accordance with applicable securities laws.

The Board has also adopted a Human Rights Policy which affirms the Corporation's commitment to respect internationally recognised human rights and not to infringe on individuals' human rights, nor be complicit or contribute directly or indirectly to human rights abuses. The Board has adopted an Anti-Corruption Policy that prohibits all forms of corruption, including direct, indirect, active and passive, in all of the Corporation's activities. The Corporation's Anti-Fraud Policy has the objective of preventing fraud and enhancing the Corporation's governance and internal control standards for its business activities. The Corporation's Anti-Money Laundering Policy states the Corporation's commitment to the highest standards of integrity and compliance in striving to prevent money laundering or potential unintended financing of criminal activities.

Whistleblowing Policy

The Board has also established a Whistleblowing Policy to establish procedures for the receipt, retention and treatment by the Corporation and its subsidiaries of concerns reported regarding any known or suspected financial reporting inaccuracies or any other known or suspected violations of law or the Code. Individuals governed by the Whistleblowing Policy are entitled to report any such improper conduct on a confidential and, if preferred, anonymous basis by submitting a report via the Corporation's whistleblower email address. The CEO, as the Corporation's most senior executive, carries overall responsibility for the prevention of unlawful actions and will be called to account by the Board for any failures. The Whistleblowing Policy is available on the Corporation's website.

Board Mandate

The Board has adopted a mandate which acknowledges its responsibility to supervise the management of the business and affairs of the Corporation and the activities of management. Management is responsible for the day-to-day conduct of the business of the Corporation. The Board's fundamental objectives are to enhance and preserve long-term shareholder value, to ensure the Corporation meets its obligations on an ongoing basis and to ensure that the Corporation operates in a reliable and safe manner. In overseeing the conduct of the business, the Board, through the CEO, sets the standards of conduct for the Corporation. The full text of the Board's mandate is available on the Corporation's website.

The Board oversees the Corporation's strategic, business and capital planning, risk management and verification of controls, human resources management including the integrity of senior management, corporate governance, and communications including with the shareholders. Board members meet regularly to review and discuss risk factors of the Corporation and the effective management of them.

Subject to the Articles of the Corporation and the *Business Corporations Act* (British Columbia), the Board may constitute, seek the advice of and delegate powers, duties and responsibilities to committees of the Board.

Under its mandate, the Board is required to oversee the Corporation's communications policies. The Board has put structures in place to ensure effective communication between the Corporation, its shareholders and other members of the public. The Corporation has established the Disclosure and Investor Relations Policy and a Stakeholder Relations Policy. The Board monitors the policies and procedures that are in place to provide for effective communication by the Corporation with its shareholders and with the public generally, including effective means to enable shareholders to communicate with senior management and the Board. Shareholders are informed of corporate developments by the issuance of timely press releases which are concurrently posted to the Corporation's website and are available under the Corporation's profile on SEDAR at www.sedar.com.

Board Composition and Independence

The Board carries out its responsibilities directly and through its four standing committees. This provides proper oversight and accountability for specific aspects of governance, risk and the Corporation's business activities and affairs, and frees up the Board to focus more on our strategic priorities. The Board is currently comprised of eight directors, a majority of whom are "independent directors" within the meaning of NI 58-101.

As set out in the table under the heading "*Election of Directors*" above, all eight of the current directors are proposed to be nominated for election at the Meeting. Messrs. Lundin, Heppenstall, Charter, Bruijnzeels, Sanness and Ms. Dimitrov are independent for the purposes of NI 58-101. A director is independent if he or she has no direct or indirect material relationship with the Corporation. A "material relationship" is a relationship which could, in the view of the Board, be reasonably expected to interfere with such member's independent judgment. Certain types of relationships are, by their nature, considered to be material relationships. In determining whether a particular director is an "independent director" or a "non-independent director", the Board considers the factual circumstances of each director in the context of NI 58-101 and National Instrument 52-110 *Audit Committees*. Mr. Nicholson is not independent for the purposes of NI 58-101 because he is part of management of the Corporation. Mr. Festival is not independent for the purposes of NI 58-101 because he was formerly the CEO of BlackPearl and because he is a party to a transitional services agreement with the Corporation following the acquisition of BlackPearl in December 2018.

Director Share Ownership Policy

On March 25, 2019, the Board approved a share ownership policy for the directors of the Corporation. All directors are required to own, at a minimum, two times their annual fee in common shares of the Corporation, based on the greater of cost and market value. Common shares and awards of performance or restricted share units (including share units with time vesting and performance conditions) will count toward share ownership requirement. The directors are required to attain this level within five years of implementation of the policy or within five years after becoming a director. Furthermore, if the annual retainer fees increase, directors will have an additional five years to attain the new required level.

Majority Voting Policy

The Board adopted a majority voting policy (the "**Majority Voting Policy**") in order to promote enhanced director accountability. The Majority Voting Policy provides that each director should be elected by the vote of a majority of the common shares, represented in person or by proxy, at any meeting for the election of directors. The Chairman of the Board, or his/her delegate, will ensure that the number of common shares voted "for" or "withheld" for each director nominee is recorded and promptly made public after the meeting. If any nominee for election as director receives, from the common shares voted at the meeting in person or by proxy, a greater number of votes "withheld" than votes "for" his or her election, the director will promptly tender his or her resignation to the Chairman of the Board, or his/her delegate, following the meeting, to take effect upon acceptance by the Board. The N&CG Committee will expeditiously consider the director's offer to resign and make a recommendation to the Board whether to accept that offer. Within 90 days of the meeting of shareholders, the Board will make a final decision concerning the acceptance of the director's resignation and announce that decision by way of a news release. Any director who tenders his or her resignation will not participate in the deliberations of the Board or any of its committees pertaining to the resignation.

If any director fails to tender his or her resignation as contemplated in the policy, the Board will not re-nominate that director in the future. Subject to any corporate law restrictions, where the Board accepts the offer of resignation of a director and that director resigns, the Board may exercise its discretion with respect to the resulting vacancy and may, without limitation, leave the resultant vacancy unfilled until the next annual meeting of shareholders, fill the vacancy through the appointment of a new director whom the Board considers to merit the confidence of the shareholders, or call a special meeting of shareholders to elect a new nominee to fill the vacant position. The policy does not apply to a contested election of directors, that is, where the number of nominees exceeds the number of directors to be elected.

Board Orientation and Education

The Corporation makes an initial orientation and continuing education process available to Board members. The N&CG Committee is responsible for reviewing, monitoring and making recommendations regarding new director orientation and the ongoing development of existing directors.

New directors will be provided with an initial orientation regarding the nature and operation of the Corporation's business and affairs and as to the role of the Board and its committees, as well as the legal obligations of a director of the Corporation. New directors are also given the opportunity to meet with key members of the management team to discuss the Corporation's business and activities. In addition, new directors receive access to the Board website, with copies of Board materials, corporate policies and procedures, and other information regarding the business and operations of the Corporation.

The Corporation provides ongoing continuous education programs through key business area presentations, business updates and operations site visits as appropriate. The Corporation's Board members are expected to keep themselves current with industry trends and developments and are encouraged to communicate with management and, where applicable, auditors, advisors and other consultants of the Corporation. Board members have access to the Corporation's in-house and external legal counsel in the event of any questions or matters relating to the Board members' corporate and director responsibilities and to keep themselves current with changes in legislation.

In connection with the Corporation's listing on the Nasdaq Stockholm in June 2018, all directors at the time successfully completed an educational training course on reporting and stock exchange listing obligations.

Board Meetings

The Board has appointed Mr. Heppenstall, an independent director, as Lead Director to act as the effective leader of the Board and ensure that the Board's agenda will enable it to successfully carry out its duties. As Lead Director, Mr. Heppenstall, among other things, provides leadership to ensure that the Board functions independently of management and any non-independent directors and to foster the effectiveness of the Board; works with the Chair to ensure that the appropriate committee structure is in place; suggests items of importance for consideration on the agenda for each meeting of the Board; in the absence of or at the request of the Chair, chairs Board meetings; and provides recommendations and advice to the N&CG Committee on candidates for nomination or appointment to the Board.

The Board and Board committees intend to meet regularly without management and non-independent directors. These discussions are intended generally to form part of the committee chairs' reports to the Board. The Chair of the Board will encourage open and candid discussions among the independent directors by providing them with an opportunity to express their views on key topics before decisions are taken. For the year ended December 31, 2018, the independent directors were provided with the opportunity to meet without management and the non-independent directors present, but did not require such meetings.

Attendance

The Corporation held eight board meetings during the year ended December 31, 2018. The following table sets out the number of meetings held by the Board and committees of the Board during 2018 and the attendance record for each of the Corporation's eight nominated directors. The following table does not include decisions made by the Board and the committees by written resolution during 2018:

Summary of Attendance of Directors at Meetings					
Directors	Board	Audit Committee	Compensation Committee	N&CG Committee	Reserves and HSE Committee
# of meetings held	Eight	Five	Three	Two	One
Lukas H. Lundin	8 of 8	n/a	3 of 3	n/a	n/a
Mike Nicholson	8 of 8	n/a	n/a	n/a	n/a
C. Ashley Heppenstall	8 of 8	5 of 5	n/a	1 of 1	1 of 1
Donald Charter	8 of 8	5 of 5	3 of 3	2 of 2	n/a
Chris Bruijnzeels	8 of 8	5 of 5	n/a	2 of 2	1 of 1
Torstein Sanness	8 of 8	n/a	3 of 3	n/a	1 of 1
Daniella Dimitrov ⁽¹⁾	7 of 7	3 of 3	n/a	1 of 1	n/a
John Festival ⁽²⁾	n/a	n/a	n/a	n/a	n/a

(1) Ms. Dimitrov joined the Board in May 2018.

(2) Mr. Festival joined the Board in December 2018.

Term Limits

The Board believes there is value to having continuity of directors who have experience with the Corporation; therefore, there are no limits on the number of terms for which a director may hold office, nor is there any mandatory retirement age for directors. The Board has constituted the N&CG Committee which considers a number of factors including performance, attendance, skills and diversity as a whole, when identifying and selecting candidates for election or re-election to the Board.

Diversity

The Corporation is committed to diversity in the workplace, in all of its areas of operations. The Corporation has adopted a written Diversity Policy, stating that diversity is valued, and recognises its benefits in accessing a broad pool of quality employees, ensuring employee retention and building high performing teams.

The Diversity Policy is intended to provide a framework for the Corporation to achieve (a) a diverse and skilled workforce; (b) an inclusive work environment that values and utilizes the contributions of employees with diverse backgrounds, experiences and perspectives; (c) improved employment and career development opportunities for women; and (d) workplaces that are free from all forms of discrimination and harassment.

To achieve these objectives, the Corporation, among other things, recruits from a diverse pool of candidates for all positions, including executive officer and senior management positions and Board appointments, and reviews succession plans to ensure an appropriate focus on diversity. Within this framework, the N&CG Committee is responsible for making recommendations to the Board on the election or re-election of Board nominees and considers a range of factors, including performance, skills and diversity, including identification and nomination of women directors, when identifying and selecting candidates for election or re-election.

Pursuant to the Diversity Policy, the Corporation and the N&CG Committee will, as part of the hiring process for executive officers and the nomination process for the Board, actively seek out women having the necessary skills, knowledge and experience, to evaluate as potential candidates. The Board will consider, in priority, qualified and experienced female candidates for the future election of new or replacement Board members. The ultimate decisions will be made on merit and the contribution the candidate can bring to the position.

Currently, the Corporation has one female director representing 17% of the six independent directors or 12.5% of the eight directors. The executive officers of the Corporation comprise one female executive representing approximately 12.5% of the 8 executive officers.

Directorships

Seven of the eight current directors are directors of one or more other issuers that are reporting issuers (or the equivalent) in a jurisdiction in Canada or a foreign jurisdiction, as set forth below:

Name of Director	Reporting Issuer
Lukas H. Lundin	<ul style="list-style-type: none"> • Lundin Mining Corporation (TSX/Nasdaq Stockholm) • Denison Mines Corp. (TSX/NYSE MKT) • Lucara Diamond Corp. (TSX/Nasdaq Stockholm) • Lundin Gold Inc. (TSX/Nasdaq Stockholm) • Lundin Petroleum AB (Nasdaq Stockholm) • NGEx Resources Inc. (TSX/Nasdaq Stockholm)
Mike Nicholson	<ul style="list-style-type: none"> • None
C. Ashley Heppenstall	<ul style="list-style-type: none"> • Lundin Gold Inc. (TSX/Nasdaq Stockholm); • Lundin Petroleum AB (Nasdaq Stockholm) • Africa Energy Corp. (TSX-V/Nasdaq First North) • Filo Mining Corp. (TSX-V/Nasdaq First North)
Donald Charter	<ul style="list-style-type: none"> • Lundin Mining Corporation (TSX/Nasdaq Stockholm) • DREAM Real Estate Investment Trust (TSX) • IAMGOLD Corporation (TSX)
Chris Bruijnzeels	<ul style="list-style-type: none"> • ShaMaran Petroleum Corp. (TSX-V)
Torstein Sanness	<ul style="list-style-type: none"> • Lundin Petroleum AB (Nasdaq Stockholm) • Magnora ASA (Oslo Stock Exchange) • Panoro Energy ASA (Oslo Stock Exchange) • TGS Nopec Geophysical Co. ASA (Oslo Stock Exchange)
Daniella Dimitrov	<ul style="list-style-type: none"> • Nexa Resources S.A. (TSX/NYSE) • Excellon Resources Inc. (TSX)
John Festival	<ul style="list-style-type: none"> • Gibson Energy Inc. (TSX) • Toscana Energy Income Corporation (TSX)

Position Descriptions

The Board has adopted written position descriptions for the Chair, the Lead Director, the Committee chairs, and the CEO. The Board Mandate and the committee mandates for the Audit Committee, N&CG Committee, Compensation Committee and Reserves and HSE Committee set out in writing the responsibilities of the Board and the committees for supervising management of the Corporation. These position descriptions and mandates are available on the Corporation's website.

Chairman and Lead Director

The Chairman of the Board is Mr. Lundin and the Lead Director is Mr. Heppenstall. The Board has established a written position description for the Chairman and the Lead Director of the Board who are responsible for, among other things, presiding at meetings of the Board and shareholders, providing leadership to the Board, managing the Board, acting as liaison between the Board and management, and representing the Corporation to external groups including shareholders, local communities and governments.

Chairs of the Committees

The Chair of the Audit Committee is Mr. Heppenstall. The Chair of the N&CG Committee and the Compensation Committee is Mr. Charter. The Chair of the Reserves and HSE Committee is Mr. Bruijnzeels.

The Board has established a written position description for the Chair of the committees, each of whom is responsible for, among other things, chairing all meetings of the respective committee, ensuring that meetings of the committee are held and conducted as required and reporting regularly to the Board on all matters within the authority of the committee.

Chief Executive Officer (the “CEO”)

The CEO is Mr. Nicholson. The Board has established a written position description for the CEO, who is responsible for, among other things, the overall management of the business and the affairs of the Corporation. The CEO establishes the strategic and operational priorities of the Corporation and provide leaderships for the effective overall management of the Corporation. The CEO is directly responsible to the Board for all activities of the Corporation.

In fulfilling his duties, the CEO is responsible for:

- (a) developing and recommending to the Board a long-term strategy and vision for the Corporation that is consistent with creating shareholder value;
- (b) developing and recommending to the Board annual business plans and budgets that support the Corporation’s long-term strategy;
- (c) consistently striving to achieve the Corporation’s financial and operating goals and objectives;
- (d) providing leadership and vision, and maintaining a high level of employee morale and motivation, with a view to ensuring the implementation of the Corporation’s strategy;
- (e) fostering a corporate culture that promotes integrity and ethical values throughout the organization, including setting the tone by meeting high ethical standards;
- (f) developing and motivating executive officers of the Corporation, and providing overall management to ensure the effectiveness of the leadership team;
- (g) making recommendations to the Compensation Committee of the Board respecting (i) the appointment and (ii) the compensation and other terms of employment, of all senior management reporting directly to the CEO, and all other officers appointed by the Board;
- (h) ensuring that succession plans are in place for the Corporation;
- (i) ensuring that the Board remains fully informed through direct communication with the Chair for all significant matters, and dealing with the Board in a manner that ensures that the Board is able to provide the best counsel and advice possible;
- (j) serving as the Corporation’s chief spokesperson and ambassador;
- (k) ensuring compliance by the Company with all applicable laws, rules and regulations and the Code and any other policies of the Board in effect from time to time; and
- (l) reporting potential or suspected violations of the Code to the N&GC Committee, without disclosing any personal information that could identify the complainant if the aforementioned person wished to remain anonymous; and reporting any such violation that relates to auditing and financial matters to the Audit Committee of the Board.

Board Committees

To assist the Board with its responsibilities, the Board has established four standing committees including the Audit Committee, the Compensation Committee, the N&CG Committee and the Reserves and HSE Committee. Each committee has a written mandate and reviews its mandate annually.

Audit Committee

The Audit Committee comprises three directors. The current members of the Audit Committee are C. Ashley Heppenstall (Chair), Donald Charter and Daniella Dimitrov, all of whom are independent and financially literate for the purposes of NI 52-110.

The Audit Committee reviews and reports to the Board on the integrity of the consolidated financial statements of the Corporation. The Audit Committee ensures the Corporation has designed and implemented effective internal financial controls and reviews the compliance with regulatory and statutory requirements as they related to the financial statements, taxation matters and disclosure of material facts.

The Audit Committee has the functions and responsibilities as set out below, among others:

- (a) overseeing the Corporation's financial statements and financial disclosures;
- (b) review the annual consolidated audited financial statements of the Corporation, the external auditor's report thereon and the related management's discussion and analysis of the Corporation's financial condition and results of operation ("MD&A"). After completing its review, if advisable, the Audit Committee shall approve and recommend for Board approval the annual financial statements and the related MD&A;
- (c) review the interim consolidated financial statements of the Corporation, the external auditor's review report thereon, if any, and the related MD&A. After completing its review, if advisable, the Audit Committee shall either: (i) formally approve (such approval to include the authorization for public release) or (ii) recommend for Board approval, the interim financial statements and the related MD&A;
- (d) review and, if advisable, recommend for Board approval financial disclosure in a prospectus or other securities offering document of the Corporation, press releases disclosing, or based upon, financial results of the Corporation, financial guidance provided to analysts or rating agencies or otherwise publicly disseminated and any other material financial disclosure;
- (e) review and, if advisable, recommend for Board approval any material future oriented financial information or financial outlook and endeavour to ensure that there is a reasonable basis for drawing any conclusions or making any forecasts and projections set out in such disclosures;
- (f) oversight of the work of the external auditor, including the external auditor's work in preparing or issuing an audit report, performing other audit, review or attest services or any other related work;
- (g) review and, if advisable, select and recommend for Board approval the external auditor to be nominated and the compensation of such external auditor;
- (h) at least annually, the Audit Committee shall discuss with the external auditor such matters as are required by applicable auditing standards to be discussed by the external auditor with the Audit Committee;
- (i) at least annually, the Audit Committee shall review a summary of the external auditor's annual audit plan;
- (j) at least annually, and before the external auditor issues its report on the annual financial statements, the Audit Committee shall take appropriate action to oversee the independence of the external auditor;
- (k) review the Corporation's system of internal controls;
- (l) approve the hedging strategy of the Corporation;
- (m) review reports from the Corporation's Corporate Secretary and other management members on: legal or compliance matters that may have a material impact on the Corporation; the effectiveness of the Corporation's compliance policies; and any material communications received from regulators; and
- (n) 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.

The Board appoints the members of the Audit Committee for the ensuing year at its organizational meeting held in conjunction with each annual general meeting of the shareholders of the Corporation. The Board may at any time remove or replace any member of the Audit Committee and may fill any vacancy in the Audit Committee.

The Audit Committee meets a minimum of four times a year. The Audit Committee has access to such officers and employees of the Corporation and to such information respecting the Corporation and may engage independent counsel and advisors at the expense of the Corporation, all as it considers to be necessary or advisable in order to perform its duties and responsibilities.

Audit committee information, as required under NI 52-110, is contained in the Corporation's 2018 AIF under the heading "*Audit Committee*". Audit Committee information includes the mandate, committee composition, relevant education and experience, audit committee oversight, pre-approval policies and procedures, and fees paid to the external auditor. The Corporation's 2018 AIF is available on the Corporation's website and under the Corporation's profile on SEDAR at www.sedar.com. A copy of the Corporation's AIF will be provided to any Shareholder without charge by request to the Corporation at Suite 2000 – 885 West Georgia Street, Vancouver, British Columbia V6C 3E8, telephone at 1-888-689-7842 (toll free in North America) or 1-604-689-7842 or e-mail info@international-petroleum.com.

Compensation Committee

The members of the Compensation Committee are Donald Charter (Chair), Daniella Dimitrov and Torstein Sanness, all of whom have relevant experience and competence, having worked with compensation matters as both executives and compensation committee members of other corporate boards. All of the members of the Compensation Committee are considered independent directors. See “*Business of the Meeting – Election of Directors – Director Nominees*”.

The principal purpose of the Compensation Committee is to implement and oversee compensation policies approved by the Board of the Corporation. The duties and responsibilities of the Compensation Committee are set out above in “*Statement of Executive Compensation – Compensation Governance*”.

The Board appoints the members of the Compensation Committee for the ensuing year at its organizational meeting held in conjunction with each annual general meeting of the shareholders of the Corporation. The Board may at any time remove or replace any member of the Compensation Committee and may fill any vacancy in the Compensation Committee.

The Compensation Committee meets regularly each year on such dates and at such locations as the Chair of the Compensation Committee determines. The Compensation Committee has access to such officers and employees of the Corporation and to such information respecting the Corporation and may engage independent counsel or advisors at the expense of the Corporation, all as it considers to be necessary or advisable in order to perform its duties and responsibilities.

Nominating and Corporate Governance Committee

The N&CG Committee comprises three directors, all of whom are independent within the meaning of NP 58-201. The current members of the N&CG Committee are Donald Charter (Chair), Chris Bruijnzeels and Daniella Dimitrov.

The N&CG Committee assists the Board in identifying qualified individuals for Board membership, develops and implements corporate governance guidelines, and reports annually to the Corporation’s shareholders on the Corporation’s system of corporate governance.

The N&CG Committee mandate adopted by the Board provides that the N&CG Committee is responsible for, among other things:

- (a) developing and updating a long-term plan for the composition of the Board that takes into consideration the current strengths, competencies, skills and experience of the Board members, retirement dates and the strategic direction of the Corporation, and reporting to the Board thereon at least annually;
- (b) periodically undertaking an examination of the size of the Board, with a view to determining the impact of the number of directors on the effectiveness of the Board, and recommending to the Board, if necessary, a reduction or increase in the size of the Board;
- (c) recommending to the Board the remuneration to be paid to and the benefits to be provided to directors;
- (d) endeavouring, in consultation with the Chair or Lead Director, to ensure that an appropriate system is in place to evaluate the effectiveness of the Board as a whole, each of the committees of the Board and each individual director of the Board with a view to ensuring that they are fulfilling their respective responsibilities and duties;
- (e) in consultation with the Chair and the CEO, annually or as required, recruiting and identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting of shareholders;
- (f) in consultation with the Chair or Lead Director, annually or as required, recommending to the Board, the individual directors to serve on the various committees;
- (g) conducting a periodic review of the Corporation’s corporate governance policies and making policy recommendations aimed at enhancing Board and committee effectiveness;
- (h) reviewing overall governance principles, monitoring disclosure and best practices of comparable and leading companies, and bringing forward to the Board a list of corporate governance issues for review, discussion or action by the Board or its committees;
- (i) reviewing the disclosure in the Corporation’s public disclosure documents relating to corporate governance practices and preparing recommendations to the Board regarding any other reports required or recommended on corporate governance;

- (j) proposing agenda items and content for submission to the Board related to corporate governance issues and providing periodic updates on recent developments in corporate governance to the Board;
- (k) conducting a periodic review of the relationship between management and the Board, particularly in connection with a view to ensuring effective communication and the provision of information to directors in a timely manner;
- (l) monitoring and making recommendations regarding new director orientation and the ongoing development of existing directors;
- (m) reviewing annually the Board Mandate and the mandates for each committee of the Board, together with the position descriptions, if any, of each of the Chair of the Board, the CEO, lead director, director and committee chairs, and where necessary, recommending changes to the Board;
- (n) reviewing and recommending the appropriate structure, size, composition, mandate and members for the committees, and recommending for Board approval the appointment of each to Board committees;
- (o) recommending procedures to ensure that the Board and each of its committees function independently of management;
- (p) monitoring conflicts of interest (real or perceived) of both the Board and management in accordance with the Code; and
- (q) receiving reports from the CEO and reporting to the Board regarding breaches of the Code and reviewing investigations and any resolutions of complaints received under the Code and reporting annually to the Board thereon.

The N&CG Committee, in consultation with the Chair, is responsible for ensuring that an appropriate system is in place to evaluate the effectiveness of the Board, the Board committees and individual directors, with a view to ensuring that they are fulfilling their respective responsibilities and duties and working effectively together as a unit.

In respect of 2018, the N&CG Committee prepared and delivered a Board Effectiveness Assessment questionnaire to each member of the Board. The questionnaire is divided into six parts dealing with: Board Structure and Composition, Board Responsibility, Board Operations, Board Effectiveness, Effectiveness and Contribution of Individual Directors; and Individual Assessments. The N&CG Committee reviews and considers the responses received and makes a final report, with recommendations, if any, to the Board. This process will occur annually prior to the consideration by the N&CG Committee of nominations for director elections at the Corporation's annual general meeting of shareholders.

The N&CG Committee also informally monitors director performance throughout the year (noting particularly any directors who have had a change in their primary job responsibilities or who have assumed additional directorships since their last assessment) to ensure that the Board, the Board committees and individual directors are performing effectively.

The Board appoints the members of the N&CG Committee for the ensuing year at its organizational meeting held in conjunction with each annual general meeting of the shareholders of the Corporation. The Board may at any time remove or replace any member of the N&CG Committee and may fill any vacancy in the N&CG Committee.

The N&CG Committee meets regularly each year on such dates and at such locations as the Chair of the N&CG Committee determines. The N&CG Committee has access to such officers and employees of the Corporation and to such information respecting the Corporation and may engage independent counsel and advisors at the expense of the Corporation, all as it considers to be necessary or advisable in order to perform its duties and responsibilities.

Reserves and HSE Committee

The Reserves and HSE Committee is comprised of Chris Bruijnzeels (Chair), Torstein Sanness and John Festival, a majority of whom are independent for purposes of NI 51-101 *Standards of Disclosure for Oil and Gas Activities*. The specific responsibilities of the Reserves and HSE Committee are set out in the Reserves and HSE Committee Mandate, a copy of which is available on the Corporation's website.

The Reserves Committee has the responsibility in general for developing the Corporation's approach to the reporting of oil and gas reserves and other oil and gas information required to be publicly disclosed. The Reserves Committee's mandate prescribes the methodology that the Corporation and the independent evaluator selected by management and approved by the Reserves Committee will adhere to in the calculation of oil and gas reserves and the valuation of those reserves. The Reserves and HSE Committee also is responsible for environmental, health and safety oversight.

The specific responsibilities of the Reserves and HSE Committee are set out in the Reserves and HSE Committee Mandate. The primary role of the Reserves and HSE Committee is to:

- (a) act in an advisory capacity to the Board;
- (b) review the Corporation's procedures relating to disclosure of information with respect to reserves and resources data;
- (c) annually review the selection of the qualified reserves evaluators or auditors chosen to report to the Board on the Corporation's reserves and resources data;
- (d) review the Corporation's annual reserves and resources estimates prior to public disclosure; and
- (e) review the Corporation's material compliance with applicable HSE policies, standards and applicable laws, note any material non-compliance and monitor efforts to remedy such non-compliance.

The Board appoints the members of the Reserves and HSE Committee for the ensuing year at its organizational meeting held in conjunction with each annual general meeting of the shareholders of the Corporation. The Board may at any time remove or replace any member of the Reserves and HSE Committee and may fill any vacancy in the Reserves and HSE Committee.

The Reserves and HSE Committee has access to such officers and employees of the Corporation and to such information respecting the Corporation and may engage independent counsel and advisors at the expense of the Corporation, all as it considers to be necessary or advisable in order to perform its duties and responsibilities.

INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS AND OTHERS

Other than routine indebtedness, no current or former executive officer, director or employee of the Corporation or any of its subsidiaries, or any proposed nominee for election as a director of the Corporation, or any associate or affiliate of any such executive officer, director, employee or proposed nominee, is or has been indebted to the Corporation or any of its subsidiaries, or to any other entity that was provided a guarantee, support agreement, letter of credit or other similar arrangement by the Corporation or any of its subsidiaries in connection with the indebtedness, at any time since the beginning of the most recently completed financial year of the Corporation.

MANAGEMENT CONTRACTS

Management functions of the Corporation or any of its subsidiaries are not performed by a person other than the directors or executive officers of the Corporation or its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as set forth in this Information Circular and as below, no informed person of the Corporation, no proposed nominee for election as a director of the Corporation and no associate or affiliate of any such informed person or proposed nominee has had any material interest, direct or indirect, in any transaction since the commencement of the Corporation's most recently completed financial year or in any proposed transaction that, in either case, has materially affected or will materially affect the Corporation or any of its subsidiaries.

In respect of the acquisition of BlackPearl by the Corporation in 2018, Mr. Lukas H. Lundin and Mr. C. Ashley Heppenstall held respectively approximately 3.81% and 0.9% of the issued and outstanding common shares of BlackPearl as at November 9, 2018, the date of the joint management information circular prepared in respect the Special Meetings of the shareholders of IPC and BlackPearl held on December 7, 2018 to approve the transaction. Nemesia S.à.r.l. ("**Nemesia**"), Lorito Holdings S.a.r.l. ("**Lorito**") and Zebra Holdings and Investments S.a.r.l. ("**Zebra**") are private companies ultimately controlled by a trust settled by the late Adolf H. Lundin. As at November 9, 2018, Nemesia held approximately 31.92% of the issued and outstanding common shares of the Corporation and Lorito and Zebra held approximately 11.93% of the issued and outstanding common shares of BlackPearl. John Festival was a director and the President and CEO of BlackPearl and he is a party to a transitional services agreement with the Corporation following the acquisition of BlackPearl in December 2018.

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

No person who has been a director or executive officer of the Corporation at any time since the beginning of the Corporation's most recently completed financial year, no proposed nominee for election as a director of the Corporation and no associate or affiliate of any of such persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, other than the election of directors, the appointment of auditors and except for any interest arising from the ownership of shares of the Corporation where the Shareholder will receive no extra or special benefit or advantage not shared on a pro-rata basis by all Shareholders of the Corporation.

NON-IFRS MEASURES

References may be made in this Information Circular to "operating cash flow" (OCF), "Earnings Before Interest, Tax, Depreciation and Amortization" (EBITDA), "operating costs" and "net debt"/"net cash" which are not generally accepted accounting measures under International Financial Reporting Standards (IFRS) and do not have any standardized meaning prescribed by IFRS and, therefore, may not be comparable with definitions of OCF, EBITDA, operating costs and net debt/net cash that may be used by other public companies. Management believes that OCF, EBITDA, operating costs and net debt/net cash are useful supplemental measures that may assist shareholders and investors in assessing the cash generated by and the financial performance and position of the Corporation. Non-IFRS measures should not be considered in isolation or as a substitute for measures prepared in accordance with IFRS. The definition and reconciliation of each non-IFRS measure is presented in the management's discussion and analysis for the year ended December 31, 2018, available on the Corporation's website and under the Corporation's profile on SEDAR at www.sedar.com.

ADDITIONAL INFORMATION

A copy of this Information Circular will be sent to each director of the Corporation, each Shareholder entitled to receive notice of, and to vote at, the Meeting and to the auditors of the Corporation.

Additional information relating to the Corporation and its business activities is available on the Corporation's website and under the Corporation's profile on SEDAR at www.sedar.com. The Corporation's financial information is contained in the Corporation's audited consolidated financial statements and related management discussion and analysis for the year ended December 31, 2018, available on the Corporation's website and under the Corporation's profile on SEDAR at www.sedar.com. To request copies of the Corporation's audited financial statements and related management discussion and analysis for the year ended December 31, 2018, please contact the Corporation at Suite 2000 – 885 West Georgia Street, Vancouver, British Columbia V6C 3E8, telephone at 1-888-689-7842 (toll free in North America) or 1-604-689-7842 or e-mail info@international-petroleum.com.

APPROVAL OF THE BOARD OF DIRECTORS

The contents of this Information Circular have been approved, and the delivery of it to each Shareholder of the Corporation entitled thereto, to the Corporation's auditors and to the appropriate regulatory agencies has been authorized by the Board.

DATED as of the 25th day of March, 2019.

**BY ORDER OF THE BOARD OF DIRECTORS OF
INTERNATIONAL PETROLEUM CORPORATION**

"Lukas H. Lundin"

Lukas H. Lundin
Chairman of the Board