



SERINUS
ENERGY

**Annual Meeting
of Shareholders to be held on
May 20, 2015**

**NOTICE OF MEETING
and
INFORMATION CIRCULAR**

April 23, 2015

Serinus Energy Inc. is a public company listed on the Toronto Stock Exchange and on the Warsaw Stock Exchange under the trading symbol "SEN".

A Polish translation of this Notice of Meeting and Information Circular is posted on the website of the Corporation (www.serinusenergy.com)

Tłumaczenie niniejszego zawiadomienia o zwołaniu Walnego Zgromadzenia akcjonariuszy oraz tłumaczenie Dokumentu Informacyjnego zostało zamieszczone na stronie internetowej Spółki (www.serinusenergy.com)



SERINUS

ENERGY

SERINUS ENERGY INC.

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON MAY 20, 2015

NOTICE IS HEREBY GIVEN THAT the annual meeting (the “**Meeting**”) of the holders (“**Shareholders**”) of common shares (“**Shares**”) of Serinus Energy Inc. (the “**Corporation**”) will be held at the Willow Room, Sheraton Suites Eau Claire, 255 Barclay Parade SW, Calgary, Alberta, Canada on Wednesday, May 20, 2015 at 10:00 a.m. (Mountain Daylight Time). The purpose of the Meeting is to:

1. receive the audited financial statements of the Corporation for the year ended December 31, 2014, together with the auditor’s report relating to such financial statements;
2. elect directors of the Corporation to hold office until the next annual meeting;
3. appoint KPMG LLP, Chartered Accountants, as auditor of the Corporation until the next annual meeting and to authorize the directors to fix the auditor’s remuneration; and
4. transact such other business as may properly be brought before the Meeting or any adjournment thereof.

Shareholders are referred to the accompanying information circular (the “**Information Circular**”) for the full text of the proposed resolutions and other information with respect to the matters to be considered at the Meeting and for other information respecting the Corporation and procedure of the Meeting.

Only persons registered as Shareholders on the records of the Corporation as of the close of business on April 15, 2015 (the “**Record Date**”) are entitled to receive notice of and to attend and vote at the Meeting or at any adjournment thereof. However, a transferee of Shares acquired after the Record Date may vote such Shares at the Meeting or any adjournment thereof if (a) the transferee produces properly endorsed share certificates evidencing ownership of such Shares or otherwise establishes to the satisfaction of the Corporation that it owns the transferred Shares and (b) requests, not later than 10 days before the Meeting, that the transferee’s name be included on the list of Shareholders entitled to vote at the Meeting.

Shareholders may vote in person at the Meeting or any adjournment thereof, or may appoint another person (who need not be a Shareholder) as their proxy to attend and vote in their place. Shareholders who are unable to be personally present at the Meeting are requested to fill in and sign the form of proxy accompanying this notice and mail it to, or deposit it with, Computershare Trust Company of Canada, Attention: Proxy Department, 8th Floor, 100 University Avenue, Toronto, Ontario, Canada M5J 2Y1. In order to be valid and acted upon at the Meeting, forms of proxy must be received at the above-noted address not later than 10:00 a.m. Mountain Daylight Time, on Friday, May 15, 2015 or, if the Meeting is adjourned, not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time for the holding of such adjourned meeting. Shareholders are cautioned that the use of the mail to transmit proxies is at each Shareholder’s risk.

If a Shareholder receives more than one instrument of proxy because such Shareholder owns Shares registered in different names and addresses, each instrument of proxy, or other appropriate form of proxy, should be completed and returned.

DATED at Calgary, Alberta, Canada this 23rd day of April, 2015.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) “Norman W. Holton”

Norman W. Holton

Vice Chairman

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**INFORMATION CIRCULAR ANNUAL
MEETING OF SHAREHOLDERS TO BE
HELD ON MAY 20, 2015**

GENERAL PROXY INFORMATION

This management information circular (the “**Information Circular**”) is furnished in connection with the solicitation of proxies by the management of Serinus Energy Inc. (the “**Corporation**”) for use at the annual meeting (the “**Meeting**”) of holders (“**Shareholders**”) of common shares (“**Shares**”) of the Corporation, and at any adjournment thereof, for the purposes set forth in the accompanying Notice of Annual Meeting of Shareholders (“**Notice of Meeting**”) and in this Information Circular. The Meeting will be held on Wednesday, May 20, 2015 at 10:00 a.m. Mountain Daylight Time at the Willow Room, Sheraton Suites Eau Claire, 255 Barclay Parade SW, Calgary, Alberta, Canada. Unless otherwise stated, information contained in this Information Circular is given as of April 23, 2015 and all dollar amounts are in United States dollars.

Solicitation of Proxies by Management

The solicitation of proxies is made by, and on behalf of, the management of the Corporation. Solicitation of proxies will be primarily by mail, but may also be by telephone, facsimile, electronic or oral communication by the directors, officers and employees of the Corporation at no additional compensation. No remuneration will be paid to any person for the solicitation of proxies; provided, however, that the Corporation may pay prescribed fees to intermediaries for sending the Notice of Meeting, this Information Circular and the accompanying form of proxy to persons on whose behalf such intermediaries hold Shares. The cost of the solicitation of proxies will be borne by the Corporation.

Record Date

The Corporation has fixed the record date for the Meeting as April 15, 2015 (the “**Record Date**”). Only persons registered as Shareholders on the records of the Corporation at the close of business on the Record Date are entitled to receive notice of and to attend and vote at the Meeting or at any adjournment thereof. However, a transferee of Shares acquired after the Record Date may vote such Shares at the Meeting or any adjournment thereof if (a) the transferee produces a properly endorsed share certificate that evidences the transferee’s ownership of the transferred Shares or otherwise establishes to the satisfaction of the Corporation that the transferee owns the transferred Shares and (b) requests, not later than 10 days before the Meeting, that the transferee’s name be included on the list of Shareholders entitled to vote at the Meeting.

Appointment and Revocation of Proxies

Registered Shareholders may vote in person at the Meeting or they may appoint another person as their proxy to attend and vote in their place. **The persons named in the enclosed form of proxy are directors and/or officers of the Corporation. A Shareholder entitled to vote at the Meeting may appoint a person (who need not be a Shareholder) other than the individuals named in the accompanying form of proxy to represent the Shareholder at the Meeting by inserting the name of the desired representative in the blank space provided in the form of proxy or submitting another appropriate proxy.**

Duly completed forms of proxy must be received by Computershare Trust Company of Canada, Attention: Proxy Department, 8th Floor, 100 University Avenue, Toronto, Ontario, Canada, M5J 2Y1, by 10:00 a.m. Mountain Daylight Time, on Friday, May 15, 2015 or, if the Meeting is adjourned, not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time for the holding of such adjourned meeting.

A Shareholder who has submitted a proxy may revoke it at any time prior to the exercise of the proxy. In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing executed by the Shareholder or by the Shareholder’s attorney authorized in writing. If the Shareholder is a corporation, the proxy must be executed under its corporate seal or by an officer or attorney authorized in writing. A proxy must be deposited either at the head office of the Corporation at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used, or with the Chairman of the Meeting on the day of the Meeting, or any adjournment thereof. Upon the deposit of the proxy, any previously

granted proxy is revoked. Beneficial Shareholders (as defined below) who wish to revoke their proxy must arrange for their intermediary or broker to revoke their proxy on their behalf within the time specified by their intermediary or broker.

The registered office of the Corporation is located at Suite 1500, 700 – 4th Avenue S.W., Calgary, Alberta, Canada, T2P 3J4. The Corporation maintains management offices in Calgary at the registered office address, in Dubai, United Arab Emirates at Suite 123, Al Shafar Investment Building, 3rd Interchange, Sheikh Zayed Road and in Poland at Nowogrodzka 18/29, 00-511 Warsaw.

The foregoing information regarding the appointment and revocation of proxies is generally applicable only to registered Shareholders, being persons recorded as holders of Shares on the register of Shareholders maintained by the Corporation. A significant number of persons who beneficially own Shares hold such Shares in a brokerage account or through some other intermediary. As a result, they will not be registered Shareholders and should refer to the information set forth below under the heading “*Notice to Beneficial Holders of Shares*”.

Exercise of Discretion by Proxyholders

On any vote that may be called for at the Meeting or any adjournment thereof, the proxyholder named in the accompanying form of proxy will vote or withhold from voting the appointing Shareholder’s Shares in accordance with the instructions of the appointing Shareholder. **In the absence of direction, such Shares will be voted FOR each of the matters referred to in the Notice of Meeting and in this Information Circular.**

The accompanying form of proxy also confers discretionary authority on the proxyholder to vote Shares and otherwise act in the proxyholder’s discretion with respect to any amendments or variations to matters identified in the Notice of Meeting and with respect to any other matters that may properly come before the Meeting or any adjournment thereof. As at the date of this Information Circular, management of the Corporation knows of no such amendments or variations or other matters to come before the Meeting other than the matters referred to in the Notice of Meeting and in this Information Circular.

Signing of Proxy

An instrument appointing a proxyholder must be in writing and must be executed by the Shareholder or the Shareholder’s attorney authorized in writing. If the Shareholder is a corporation, the proxy must be executed under its corporate seal, or by an officer or attorney authorized in writing. Any proxy instrument executed by a person acting as attorney, executor, administrator, trustee or in any other representative capacity should indicate that person’s capacity following his or her signature and be accompanied by evidence of his or her qualification and authority to act.

Notice to Beneficial Holders of Shares

The following information is important to a Shareholder that beneficially owns Shares but does not appear on the records of the Corporation as the registered holder thereof (referred to in this Information Circular as a “**Beneficial Shareholder**”). Shares of non-registered Shareholders are typically registered in the name of a broker or other intermediary or in the name of a depository of which the intermediary is a participant, including the Polish National Depository for Securities (the “**NDS**”).

Beneficial Shareholders should note that only proxies deposited by Shareholders whose names appear on the records of the Corporation as the registered holders of Shares will be recognized and acted upon at the Meeting.

Shares listed in an account statement provided to a Shareholder by a broker will, in most cases, not be registered in the Shareholder’s own name on the records of the Corporation. Such Shares will more likely be registered under the name of the Shareholder’s broker or an agent of that broker. Shares held by brokers or their agents or nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. The directors and officers of the Corporation do not know for whose benefit Shares registered in the name of brokers or their agents or nominees are held. Without specific instructions, a broker and its agents and nominees are prohibited from voting Shares on behalf of their clients. **Beneficial Shareholders should therefore ensure that instructions regarding**

the voting of their Shares are properly communicated to the appropriate person or that the Shares are duly registered in their name well in advance of the Meeting.

Canadian Beneficial Shareholders

In Canada, applicable regulatory policy requires brokers and other intermediaries holding Shares for others to seek voting instructions from Beneficial Shareholders in advance of shareholders meetings. The various brokers and other intermediaries have their own mailing and delivery procedures and provide their own return instructions to their clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Shares are voted at the Meeting. In some cases, a form of proxy or voting instruction form supplied to Beneficial Shareholders by their broker or other intermediary (or an agent or nominee of such broker or other intermediary) will be similar or even identical to the form of proxy furnished to registered Shareholders by the Corporation. However, the purpose of the form supplied by the broker or intermediary is limited to instructing the registered Shareholder (the broker, intermediary, agent or nominee) how to vote on behalf of the Beneficial Shareholder. The Corporation has made arrangements with its registrar and transfer agent, Computershare Trust Company of Canada (“**Computershare**”), to coordinate the mailing of voting instruction forms to the Beneficial Shareholders on behalf of such brokers or other intermediaries, with instructions thereon to return the forms to Computershare or to follow specified telephone or internet-based voting procedures. Computershare will then tabulate the results of all instructions received and provide the Corporation with appropriate instructions regarding the voting of the Shares of such Beneficial Shareholders to be represented at the Meeting. **Beneficial Shareholders cannot use the voting instruction form to vote their Shares directly at the Meeting. To have their Shares voted at the Meeting Beneficial Shareholders must return the voting instruction form to Computershare or complete the telephone or internet-based voting procedures well in advance of the Meeting.** Such voting may be done via telephone by calling 1-866-732-VOTE (8683) (toll free) or via the Internet at www.investorvote.com. If voting by either telephone or via the Internet, Beneficial Shareholders will be required to provide the control number located on the voting instruction form provided to them from Computershare before they are able to vote their Shares.

Beneficial Shareholders Whose Shares are Held Through NDS

Beneficial Shareholders whose Shares are held in a securities account maintained by a participant in the NDS should apply to the participant maintaining its securities account (*i.e.*, brokerage houses or depository banks) in which its Shares are recorded to provide it with additional information regarding the procedure to vote their Shares at the Meeting. In order to give voting instructions for the Meeting, the Beneficial Shareholder should request the brokerage house, or a custodian bank holding its investment account to which the Shares are credited, to provide it with a proxy statement and a voting ballot (which simultaneously serves as a proxy to vote at the Meeting). The participant in the NDS will need to request that the NDS provide the Meeting materials to satisfy the requests of such Beneficial Shareholders. The institutions responsible for distributing the voting materials and receiving voting instructions from the Beneficial Shareholders will vote on behalf of these Beneficial Shareholders based upon the voting instructions received. A Beneficial Shareholder that intends to vote will have to fill out the voting ballot and pass it to the brokerage house or the depository bank that maintains its investment account in which its Shares are recorded in advance of the Meeting, by the deadline specified by such broker or intermediary. Subsequently, such information will be forwarded to the NDS and the NDS will forward it through certain intermediaries to Computershare for aggregation with all other voting instructions provided to the Corporation for the Meeting.

General

Although Beneficial Shareholders will not be recognized directly at the Meeting for the purposes of voting Shares that are registered in the name of their broker or other intermediary (or an agent or nominee thereof), Beneficial Shareholders may attend the Meeting as proxyholder for the registered Shareholder and vote their Shares in that capacity. Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Shares as proxyholder for the registered Shareholder should enter their own names in the blank space on the form of proxy provided to them and return the same to their broker or other intermediary (or its agent or nominee) in accordance with the instructions provided by such broker or other intermediary (or agent or nominee) well in advance of the Meeting.

The Corporation is not using “notice-and-access” to send its proxy-related materials to the Shareholders, and paper copies of such materials will be sent to all Shareholders. The Corporation will send proxy-related materials directly to non-objecting Beneficial Shareholders. The Corporation does not intend to pay for intermediaries to deliver to

objecting Beneficial Shareholders the proxy-related materials and Form 54-101F7 – *Request for Voting Instructions Made by Intermediary* of National Instrument 54-101, and an objecting Beneficial Shareholder will not receive the materials unless its intermediary assumes the costs of delivery.

Beneficial Shareholders should contact their broker or other intermediary if they have any questions regarding the voting of Shares held through that broker or other intermediary.

All references to Shareholders in this Information Circular, the accompanying form of proxy and Notice of Meeting are to Shareholders of record as at the Record Date unless stated otherwise.

Quorum for the Meeting

At the Meeting, quorum will consist of two or more persons either present in person or represented by proxy and representing in the aggregate not less than 5% of the votes attached to all outstanding Shares.

VOTING SECURITIES AND PRINCIPAL HOLDERS

The Corporation is authorized to issue an unlimited number of Shares and an unlimited number of preferred shares, issuable in series. As at the date of this Information Circular, 78,629,941 Shares were issued and outstanding. At the Meeting, on a show of hands, each Shareholder present in person or represented by proxy and entitled to vote will have one vote and, on a poll or ballot, each Shareholder present in person or represented by proxy will have one vote for each Share of record. Except as otherwise set out in this Information Circular, only Shareholders of record on the Record Date will be entitled to vote their Shares at the Meeting.

When any Share is held jointly by several persons, any one of them may vote at the Meeting in person or by proxy in respect of such Share. However, if more than one owner of a jointly-held Share is present at the Meeting, in person or by proxy, and such Shareholders disagree as to any vote to be cast, the joint owner present or represented whose name appears first in the register of Shareholders is entitled to vote the jointly-held Share.

To the knowledge of the directors and executive officers of the Corporation, no person or company beneficially owns, or controls or directs, directly or indirectly, voting securities carrying 10% or more of the voting rights attached to all of the issued and outstanding voting securities of the Corporation other than Kulczyk Investments S.A. (“**KI**”), which owns 39,909,606 Shares, representing approximately 50.77% of the issued and outstanding Shares.

As of the date of this Information Circular, the number of Shares that are owned, controlled or directed, directly or indirectly, by all directors and officers of the Corporation, as a group, including Shares owned by KI and Pala, is 46,997,483 Shares, representing approximately 59.77% of the issued and outstanding Shares.

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

Except as disclosed herein, no director or executive officer of the Corporation who has held the position at any time since the beginning of the Corporation’s last financial year, nor any proposed nominee for election as a director of the Corporation, nor any associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting except as disclosed in this Information Circular.

APPROVAL REQUIREMENTS

All of the resolutions to be considered and voted upon at the Meeting are ordinary resolutions, requiring approval by more than 50% of the votes cast thereon in order for them to be passed.

MATTERS TO BE ACTED UPON AT THE MEETING

1. Presentation of Financial Statements

The audited consolidated financial statements of the Corporation as at, and for the years ended December 31, 2014 and 2013, together with the auditor's reports thereon, were mailed to the Shareholders who have requested such financial statements in accordance with applicable securities laws, together with this Information Circular. These financial statements are also available on the Internet on the Corporation's profile maintained on the Canadian System for Electronic Document Analysis and Retrieval ("SEDAR") located at www.sedar.com and on the Corporation's website at www.serinusenergy.com. No formal action will be taken at the Meeting to approve the financial statements, which have already been approved by the board of directors of the Corporation.

2. Election of Directors

The current nine directors of the Corporation are Stephen C. Akerfeldt, Timothy M. Elliott, Norman W. Holton, Evgenij Iorich, Gary R. King, Sebastian T. Kulczyk, Helmut J. Langanger, Manoj N. Madnani and Michael A. McVea.

The board of directors has determined to fix the number of directors at nine.

Manoj Madnani, a director of the Corporation since October 2007, will retire from the board of directors as of the date of the Meeting. The Corporation proposes to nominate the eight remaining incumbent directors and, additionally, Mr. Vanja Baros for election at the Meeting, for a term to expire no later than the close of the next annual meeting of Shareholders or until their successors are duly elected or approved. Voting for the election of directors will be conducted on an individual, and not a slate, basis. Pursuant to the by-laws of the Corporation, all previously elected directors are deemed to retire from office at the time of the Meeting. Accordingly, Shareholders will be asked to consider and, if thought fit, to pass the following resolution:

"BE IT RESOLVED THAT Stephen C. Akerfeldt, Vanja Baros, Timothy M. Elliott, Norman W. Holton, Evgenij Iorich, Gary R. King, Sebastian T. Kulczyk, Helmut J. Langanger and Michael A. McVea be elected directors of the Corporation, to hold such office until the next annual meeting of Shareholders or until their successors are duly elected or appointed."

The following table sets forth relevant information about the management board nominees, including their place of residence, the duration of their tenure on the board of directors of the Corporation, the number of Shares of the Corporation beneficially owned, controlled or directed, directly or indirectly, by each and the principal occupation of each over the last five years. The information about beneficial share ownership, control and direction has been provided to the Corporation by each nominee, respectively.

Stephen C. Akerfeldt Toronto, Ontario, Canada	Director since March 16, 2011	Beneficially owns, controls or directs nil Shares
Principal Occupation During the Past Five Years		
Mr. Akerfeldt has been President and a director of Ritz Plastics Inc., a private company that produces plastic parts primarily for the automotive industry by injection moulding, since 1999. From June 2007 until February 2011, he was Chairman of the Board and a director of Firstgold Corp, a gold exploration company and he was the Chief Executive Officer of Firstgold Corp. from January 2008 to July 2009. Mr. Akerfeldt graduated from the University of Waterloo, Waterloo, Ontario, Canada in 1966 and was designated as a Chartered Accountant in 1969.		
Committee membership: Audit Committee		

Vanja Baros London, United Kingdom	Nominee	Beneficially owns, controls or directs nil Shares ⁽¹⁾
<p>Principal Occupation During the Past Five Years</p> <p>Mr. Baros has been responsible for overseeing investments in the natural resources sector at Kulczyk Investments since November 2014. Since January 2013, he also heads up business development at QKR Corporation Limited, a private investment vehicle partially owned by KI which is focused on the mining industry Prior to that, he was at Och-Ziff Capital Management and Deutsche Bank, responsible for investments and advisory mandates within the natural resources sector. Mr. Baros received a Bachelor of Commerce Degree from the University of Melbourne in 1998 and an MBA from Institut Europeen d'Administration des Affaires (“INSEAD”) in 2005. Committee membership: None</p>		

Note:

- (1) Mr. Baros holds a senior position with KI. KI owns 39,909,606 Shares. See “*Voting Securities and Principal Holders*” above. By virtue of his position with KI, Mr. Baros is deemed to have direction over such Shares in addition to those Shares that are shown above.

Timothy M. Elliott Dubai, United Arab Emirates	Director since April 10, 2001	Beneficially owns, controls or directs 600,000 Shares
<p>Principal Occupation During the Past Five Years</p> <p>Mr. Elliott has been President and Chief Executive Officer of the Corporation since February 2006 and a director of the Corporation since April 2001. Mr. Elliott received his Bachelor of Arts degree from St. Francis Xavier University, Antigonish, Nova Scotia, Canada in 1982 and graduated with a Bachelor of Laws degree from the University of Ottawa, Ottawa, Ontario, Canada in 1985. Committee membership: None</p>		

Norman W. Holton Calgary, Alberta, Canada	Director since July 30, 1993	Beneficially owns, controls or directs 337,791 Shares
<p>Principal Occupation During the Past Five Years</p> <p>Mr. Holton has been Vice Chairman of the board of directors of the Corporation since December 10, 2008. Prior thereto, he was Executive Chairman of the Corporation (since May 2007) and Chairman and Chief Executive Officer of the Corporation (from 1995 to February 2006). Mr. Holton graduated from the University of Saskatchewan, Saskatoon, Saskatchewan, Canada in 1972 with an Advanced Bachelor of Sciences degree. Committee membership: None.</p>		

Evgenij Iorich Zug, Switzerland	Director since June 24, 2013	Beneficially owns, controls or directs 3,415 Shares ⁽¹⁾
<p>Principal Occupation During the Past Five Years</p> <p>Mr. Iorich is a Vice President at Pala Investments, a multi-strategy investment company dedicated to investing in, and creating value across the mining sector in both developed and emerging markets. Mr. Iorich has been with Pala Investments since 2006 and his investment experience extends across oil and gas, base metal and bulk commodity investments. Mr. Iorich graduated from the University of Zurich with a Masters of Arts degree.</p> <p>Committee membership: None</p>		

Note:

- (1) Mr. Iorich holds a position with Pala Investments, which is related to Pala Assets Holdings Limited (“Pala”). Pala owns 5,880,484 Shares. By virtue of his position with Pala Investments, Mr. Iorich is deemed to have direction over such Shares in addition to those Shares that are shown above.

Gary R. King Dubai, United Arab Emirates	Director since October 25, 2007	Beneficially owns, controls or directs 6,750 Shares
<p>Principal Occupation During the Past Five Years</p> <p>Mr. King is Founder and Managing Partner of The Matrix Partnership, a strategic advisory firm based in Dubai, UAE. He was most recently Chief Executive Officer of Regalis Petroleum, a privately held company with oil and gas activities focused in the Republic of Chad. Prior to this, since April 2012, he was the Chief Executive Officer of Dutco Natural Resources Investments Ltd. (Dubai) and President of Tarka Resources (Houston). Prior to this he was Chief Executive Officer of Dubai Natural Resources World, a private investment fund owned by the Government of Dubai (since September 1, 2008). Mr. King is an independent director and Board Member of Parker Drilling Company (NYSE) and graduated from Imperial College, Royal School of Mines, London University, London, United Kingdom with a Master’s Degree in Petroleum Exploration Geology in 1983.</p> <p>Committee membership: Audit Committee, Compensation & Corporate Governance Committee, Reserves Committee</p>		

Sebastian T. Kulczyk	Director since May 14, 2014	Beneficially owns, controls or directs nil Shares ⁽¹⁾
<p>Principal Occupation During the Past Five Years</p> <p>In January 2014 Mr. Kulczyk was appointed the President of the Management Board of Kulczyk Investments S.A. Mr. Kulczyk has worked at Kulczyk Investments since 2010 overseeing the group’s natural resources sector, and was appointed a member of the Management Board in December 2011, responsible for business development. From 2008 to 2010 he worked for Lazard, an independent advisory and asset management firm, in London. He graduated from the Adam Mickiewicz University in Poznań, majoring in management and marketing and has studied at the London School of Economics.</p> <p>Committee membership: None.</p>		

Note:

- (1) Mr. Kulczyk holds a senior executive position with KI. KI owns 39,909,606 Shares. See “Voting Securities and Principal Holders” above. By virtue of his position with KI, Mr. Kulczyk is deemed to have direction over such Shares in addition to those Shares that are shown above.

Helmut J. Langanger Strasshof, Austria	Director since November 9, 2011	Beneficially owns, controls or directs nil Shares
Principal Occupation During the Past Five Years Mr. Langanger is currently a corporate director and independent businessman. Prior thereto, from 1974 until 2010, Mr. Langanger was employed by the Austrian-based oil and gas company OMV Group, where he was since 2002 Group Executive Vice President EP, a member of the Executive Board and Managing Director Upstream. Committee membership: Reserves Committee		
Michael A. McVea Victoria, British Columbia, Canada	Director since February 10, 2006	Beneficially owns, controls or directs 10,000 Shares
Principal Occupation During the Past Five Years Mr. McVea has been a retired barrister and solicitor since 2004. Mr. McVea received his Bachelor of Laws degree from the University of British Columbia in Vancouver, Canada in 1974. Committee membership: Audit Committee, Compensation & Corporate Governance Committee		

Management of the Corporation proposes to nominate for election the foregoing persons as directors of the Corporation. **Unless otherwise directed by the appointing Shareholder, the proxyholder named in the accompanying form of proxy intends to vote FOR the election of such persons as directors of the Corporation.**

Additional Information Related to Voting Practices

The Toronto Stock Exchange (“TSX”) has adopted a policy which requires listed companies to disclose whether they have adopted a majority voting policy for the election of directors for non-contested meetings and, if not, explain (i) their practices for electing directors, and (ii) why they have not adopted such a policy. As at the date hereof, the Corporation does not have a majority voting policy for the election of directors for non-contested meetings, whereby if the number of securities withheld from voting for a particular director nominee exceeds the number of securities voted for the election of that director nominee, then such elected director would be expected to tender his or her resignation. Listed companies that are majority controlled are exempted from this policy. The Corporation is majority controlled given that KI owns approximately 50.77% of the issued and outstanding Shares of the Corporation, The Corporation is relying on this exemption for the 2014 year.

The board of directors of the Corporation, through its Compensation & Corporate Governance Committee, annually reviews as part of its mandate the Corporation’s governance systems and elects to adopt the policies and practices that are determined to be in the best interest of the Corporation and its Shareholders. The practice of the Corporation is to consider the directors elected in accordance with the applicable corporate law and securities law requirements to be duly elected directors. The Compensation & Corporate Governance Committee, in addition to its compensation and governance role, assumes a nominating function. For details regarding the committee’s nomination function, see “*Disclosure of Corporate Governance Practices – Nomination of Directors*”. In addition, the Corporation considers that its director nominees represent the appropriate set of individuals who are suitable for a well-balanced and competent board of directors. Given that the directors that were nominated at the May 14, 2014 annual meeting of shareholders received a significant majority of the votes cast at such meeting, the Compensation & Corporate Governance Committee has not elected to adopt a majority voting policy at the present time.

Additional Disclosure Relating to Directors

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Unless otherwise disclosed herein, no proposed director of the Corporation:

- (a) is, 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 that, while that person was acting in that capacity:
- (i) 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 issued while the proposed director was acting in the capacity as a director, chief executive officer or chief financial officer; or
 - (ii) 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 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 he was acting in the capacity of a director, chief executive officer or chief financial officer except:

On July 22, 2009 a cease trade order was issued by the Ontario Securities Commission against the insiders, management, officers and directors of Firstgold Corp., including Stephen C. Akerfeldt, for failure to file various continuous disclosure materials within the prescribed time frame as required by Ontario securities law. All outstanding continuous disclosure materials were subsequently filed and the cease trade order expired on October 10, 2009.

or

- (b) is, or has been within 10 years before the date of this Information Circular, a director or executive officer of any company 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 except:

In January 2010, Firstgold Corp. filed for protection under Chapter 11 in the United States. Mr. Akerfeldt was at the time of the filing a director of Firstgold Corp.;

or

- (c) has, within 10 years before 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 the proposed director.

Penalties and Sanctions

No proposed director 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 securityholder in deciding whether to vote for a proposed director except:

On April 16, 2013, Parker Drilling Corporation announced that it had entered into a settlement agreement with the U.S. Department of Justice and Securities and Exchange Commission with respect to possible violations of the U.S.

Foreign Corrupt Practices Act in Nigeria. Pursuant to the settlement agreement, Parker Drilling Corporation agreed to pay \$15.85 million, comprising \$11.76 million in penalties, \$3.05 million in the disgorgement of profits and \$1.04 million in interest. Mr. King was a director of Parker Drilling Corporation at the time of the settlement agreement.

Election Arrangements

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

3. Appointment of Auditor

Management proposes to reappoint the firm KPMG LLP, Chartered Accountants, of Calgary, Alberta, Canada, to hold office as the Corporation's auditor until the next annual meeting of Shareholders or until its successor is appointed, at a remuneration to be fixed by the board of directors. KPMG LLP has been the auditor of the Corporation since December 31, 2003. Accordingly, Shareholders will be asked to consider and, if thought fit, to pass the following resolution at the Meeting:

"BE IT RESOLVED THAT KPMG LLP, Chartered Accountants, be appointed auditor of the Corporation, to hold such office until the close of the next annual meeting of the Corporation, at such remuneration as may be determined by the board of directors of the Corporation."

Unless otherwise directed by the appointing Shareholder, the proxyholder named in the accompanying form of proxy intends to vote FOR the appointment of KPMG LLP, Chartered Accountants, as the auditor of the Corporation, to hold office until the next annual meeting of the Shareholders, at a remuneration to be determined by the board of directors of the Corporation.

4. Other Matters

Management of the Corporation knows of no amendment, variation or other matter to come before the Meeting other than the matters referred to in the Notice of Meeting accompanying this Information Circular. **However, if any other matter properly comes before the Meeting, the proxyholder named in the enclosed form of proxy will vote on such matters in accordance with his or her best judgment.**

EXECUTIVE COMPENSATION

The following Compensation Discussion and Analysis provides information regarding all significant elements of compensation paid, awarded or otherwise provided by the Corporation to its Named Executive Officers (defined below). Specific information is provided for Timothy M. Elliott, President and Chief Executive Officer, Tracy H. Heck, Chief Financial Officer and the three other most highly compensated Executive Officers of the Corporation whose total compensation for the year ended December 31, 2014, individually, was more than CAD\$150,000: namely, Jock M. Graham, Executive Vice President, Norman W. Holton, Vice Chairman, and Alec N. Silenzi, Vice President, Legal, General Counsel, and Corporate Secretary (collectively, the "**Named Executive Officers**" or the "**NEOs**"). Information about the compensation awarded to the Named Executive Officers can be found in the "*Summary Compensation Table*" and related compensation tables below.

Consistent with the presentation used elsewhere in this Information Circular, and unless otherwise stated, all dollar amounts contained within this section are stated in U.S. dollars, the reporting and functional currency used by the Corporation in its consolidated financial statements as at, and for the years ended December 31, 2014 and 2013. Canadian dollars, when used, will be identified as "CAD\$".

Compensation Discussion and Analysis

The compensation for executives of the Corporation is determined by the board of directors of the Corporation, with recommendations from the Compensation & Corporate Governance Committee, which is appointed by the board of

directors of the Corporation. Included within the Compensation & Corporate Governance Committee's mandate is a requirement to assist the board of directors in discharging its duties and responsibilities regarding officer and director compensation. The Compensation & Corporate Governance Committee's purpose, composition, procedures, organization and duties and responsibilities are described in the Compensation & Corporate Governance Committee's Terms of Reference adopted by the board of directors on December 21, 2006 and amended November 12, 2009, which is available on the Corporation's website. For the year ended December 31, 2014, the Compensation & Corporate Governance Committee consisted of the following individuals:

Michael A. McVea
Gary R. King (Chair)
Manoj N. Madnani

Gary R. King

Mr. King is Founder and Managing Partner of The Matrix Partnership, a strategic advisory firm based in Dubai, UAE. He was most recently Chief Executive Officer of Regalis Petroleum, a privately held company with oil and gas activities focused in the Republic of Chad. Prior to this, since April 2012, he was the Chief Executive Officer of Dutco Natural Resources Investments Ltd. (Dubai) and President of Tarka Resources (Houston). Prior to September 2009, he held the position of Chief Executive Officer of Dubai Natural Resources World, a private investment fund owned by the Government of Dubai exploring new long-term investment avenues across the entire natural resources value chain including oil and gas, mining and agriculture. Previous positions included roles as Chief Executive Officer of the Dubai Mercantile Exchange from December 2005 to August 2008, and before that he was Senior Vice President with Macquarie Bank in Dubai UAE. Mr. King was Regional Head of Standard Bank London based in Dubai, United Arab Emirates from March 2001 to August 2004. Prior thereto he was employed by Emirates National Oil Company, lastly as Advisor, Group CEO Office from July 2002 to August 2004 and firstly as General Manager, Risk Management from January 1999 to March 2001. Prior thereto, Mr. King's experience included senior management positions with Dragon Oil Plc, an international oil and gas exploration and production company, TransCanada International Petroleum (Asia Pacific PTE LTD), Morgan Stanley and Neste Oy, the national oil and energy company of Finland. Mr. King graduated from Imperial College, Royal School of Mines, London University, United Kingdom with a Master's Degree in Petroleum Exploration Geology in 1983. In addition to serving on the board of directors of the Corporation, he is a director of Parker Drilling Company, a public corporation which trades on the New York Stock Exchange and from 2012 to 2013, was a director of WHL Energy Ltd, a public corporation listed on the Australian Stock Exchange. In these roles, Mr. King has acquired experience in and exposure to executive compensation functions.

Manoj N. Madnani

Mr. Madnani has been Managing Director and a Board Member of Kulczyk Investments S.A. (Luxembourg) and related companies since June 2007. Prior to joining the Management Board of Kulczyk Investments S.A., he was Managing Director of The Marab Group, an oil and gas consultancy and investment banking firm based in Kuwait focusing on sovereign energy security and global investments in the energy sector (from July 2005 to May 2007). Mr. Madnani has a background in corporate finance, deal sourcing, international transactions and corporate strategy. His areas of expertise are the energy and infrastructure sectors and emerging markets. Prior to joining Kulczyk Investments S.A., he worked for several years in central and eastern Europe and the Middle East, focusing on energy security and investments in the energy sector. He was educated at Babson College (USA) and is a member of the Global Advisory Board and the Alumni Association Board of Babson College. He is also a member of the Emirates Chapter of the Young Presidents Organization. His other public company directorships include Loon Energy Corporation, which is listed on the TSX Venture Exchange ("TSX-V"). In these roles, Mr. Madnani has acquired experience in and exposure to executive compensation. Mr. Madnani is retiring from the Serinus board of directors as of May 20, 2015.

Michael A. McVea

Mr. McVea has been a retired barrister and solicitor since 2004. Prior to that, he was Senior Partner of McVea, Shook, Wickham & Bishop, a general practice law firm from September 1981 to December 2002 and Associate Counsel with that firm from January 2003 to June 2004. Mr. McVea practised mainly in the areas of business and corporate commercial law. He graduated from the University of British Columbia, Canada, with a Bachelor of Laws

degree in 1974. Mr. McVea was a director of TKE Energy Trust from November 2004 to November 2005. Mr. McVea is also a director of Loon Energy Corporation. In these roles, Mr. McVea has acquired experience in and exposure to executive compensation.

The Compensation & Corporate Governance Committee met five times during 2014 to address matters arising from or related to its mandate.

To ensure that compensation is determined in a fair manner, the Corporation strives to have the Compensation & Corporate Governance Committee comprised of independent members of the board. Currently, two of the three members of the Compensation & Corporate Governance Committee, being Mr. King and Mr. McVea, are independent directors. The third member, Mr. Madnani, is a member of the Management Board of KI, which owns approximately 50.77% of the issued and outstanding Shares, and, as such, is not considered to be independent for the purposes of Form 51-102F6. Mr. Madnani is not, however an employee of the Corporation, and, as such, is considered by the board of directors to be independent of the management of the Corporation for the purposes of compensation related decisions.

The Corporation's executive compensation program is designed to ensure that executive compensation is (a) market competitive and therefore able to attract and retain qualified, experienced professionals; (b) internally equitable within the Corporation, so that individual and group performance is encouraged and appropriately rewarded; and (c) aligned with the strategic goals of the Corporation in achieving the Corporation's long-term growth strategy and delivering strong shareholder returns. The Compensation & Corporate Governance Committee reviews the compensation of executive officers on an annual basis. The Compensation & Corporate Governance Committee's determination of officer compensation is based on factors such as competitive forces, conditions in the international oil and gas industry and the performance of both the Corporation and the officer. The Compensation & Corporate Governance Committee does not have any formal policies or practices to determine base salaries and long term incentive plans, but in 2014 adopted a formal cash bonus plan, discussed below under the heading "*Annual Incentive Awards*". The Compensation & Corporate Governance Committee's process for determining executive compensation, other than the formal cash bonus plan, is simple and informal, and relies primarily on Compensation & Corporate Governance Committee discussion without any formal objectives, criteria and analysis. In addition, the Compensation & Corporate Governance Committee will, when necessary, retain the services of external compensation consultants to survey a peer group of companies of comparable size and scope of operations as measured by market capitalization, revenues, assets and number of employees that operate in the international energy sector.

To ensure that the Corporation's compensation program is competitive, the Corporation engaged Mercer (Canada) Limited ("**Mercer**"), an external compensation consultant, to provide analysis and advice on executive compensation focused on the Calgary office of the Corporation, initially in 2012 and again in 2013. The final report for the work undertaken in late 2013 ("**Mercer 2013 Report**") was published February 10, 2014, and included the Corporation's positioning against a peer group of 14 exploration and production companies with international operations.

No other services were provided by Mercer to the Corporation in 2013 and no amounts were paid to Mercer during 2013. The Corporation paid CAD\$47,250 in the 2014 financial year for the Mercer 2013 Report. Late in 2014, Mercer provided an update to their report, and the Corporation paid CAD\$24,500 in the 2015 financial year for the Mercer 2014 Report. No other services were provided by Mercer to the Corporation in 2014 and no fees for any other services were billed by or paid to Mercer or its affiliates during the Corporation's 2014 financial year.

The Compensation & Corporate Governance Committee also considers the appropriate compensation for members of the board of directors of the Corporation, including the chairman of any committee of the board, on an annual basis. The Compensation & Corporate Governance Committee does this by evaluating industry practice, the roles and responsibilities required of board members and by benchmarking the board members' compensation in comparison with the compensation of suitable peer groups.

To ensure that the short and long term incentive plans of the Corporation are competitive, the Corporation engaged LaneCaputo Compensation Inc. ("**LaneCaputo**") in 2013 to advise on incentive compensation plans. The final report ("**LaneCaputo Report**") is dated February 22, 2014 and included the Corporation's positioning against a peer group of 20 exploration and production companies, most with international operations, with respect to both

long (RSU, PSU & DSU plans) and short term (bonus plans) compensation. The Corporation paid LaneCaputo CAD\$46,200 in 2014 for the LaneCaputo report and a further CAD\$6,700 for additional advisory work later in 2014.

No services were provided by LaneCaputo to the Corporation and no fees were paid to LaneCaputo or its affiliates by the Corporation prior to 2014.

Although reports produced by compensation consultants retained by the Corporation have, from time to time, compared the Corporation's positioning with respect to compensation against peer groups of companies, such peer groups have been considered by the Compensation & Corporate Governance Committee only on an informal basis and the Corporation's compensation program, including the compensation program for NEOs, has not formally adopted any benchmark of peer companies against which the Corporation's compensation is compared.

The Corporation's executive compensation for 2014 consisted of three distinct components:

- (a) base salary;
- (b) annual incentive awards, which typically consists of a cash bonus; and
- (c) long-term incentive plans, which consisted of grants of stock options.

Base Salary

The Compensation & Corporate Governance Committee holds the view that base salaries for executive officers should be set relative to peer companies and that a significant portion of total remuneration should be attached to performance.

Annual Incentive Awards

During 2014 the Corporation implemented a formal bonus plan effective for the 2014 financial year.

The Short Term Incentive Plan ("STIP") is designed to reward current year performance against annual objectives. Payout is determined based on a corporate performance factor and a personal performance factor, which are applied to an established percentage of salary. For 2014, the target percentage of salary for Mr. Elliott, Mr. Graham and Mr. Holton was 50%, and for Ms. Heck and for Mr. Silenzi was 40%. The maximum payout per year under the STIP is two times the target percentage amount. Assessment of performance is weighted 70% to corporate metrics and 30% to personal metrics.

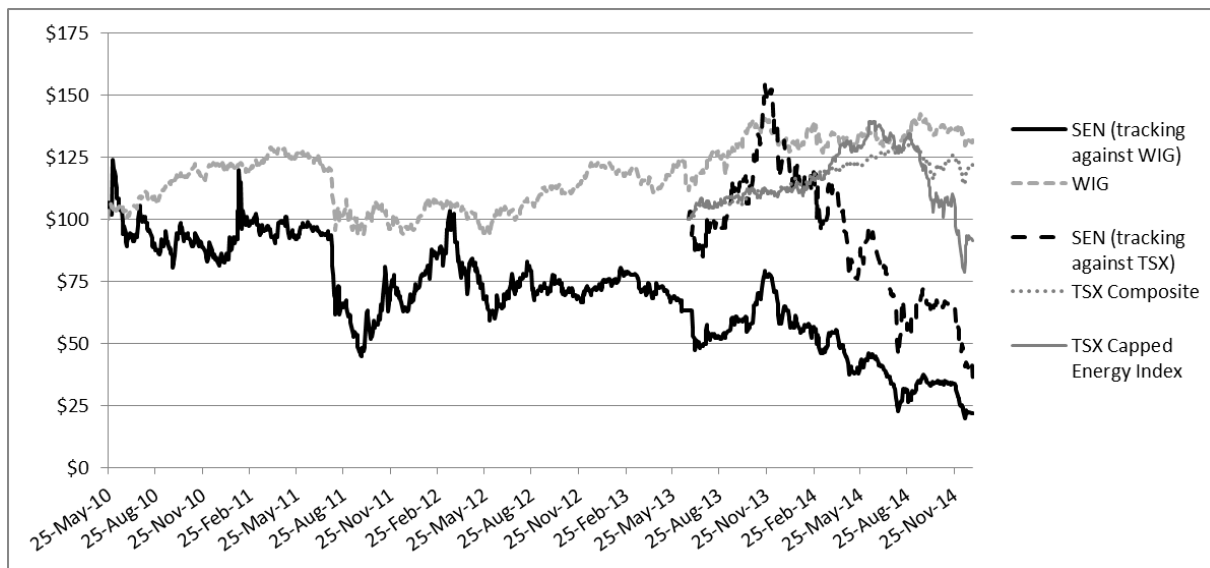
The corporate performance factor ranges from zero to a multiple of two times target and is based on quantitative measures. For 2014, the quantitative measures related to the achievement of cash flow per share, reserves growth, F&D costs, debt to cash flow and, production targets established in the 2014 Corporation budgets. Personal performance factors range between zero and a multiple of two times target and are dependent on the individual's performance against personal objectives.

Long-Term Incentive Plans

Long-term incentives to executives presently consist of stock options that may be awarded from time to time. The Compensation & Corporate Governance Committee will review and assess the recommendations of management of the Corporation with respect to the award of stock options, based on such factors as individual and corporate performance, and market conditions. The Compensation & Corporate Governance Committee will also consider previous stock options awarded to a particular individual when considering new awards. During 2014, stock options were awarded to the Named Executive Officers. See "Outstanding Share-Based Awards and Option-Based Awards as at December 31, 2014 – NEOs" below.

Performance Graph

On June 27, 2013, the Shares began trading on the Toronto Stock Exchange (“TSX”) under the symbol “SEN”. The Shares are also listed on the Warsaw Stock Exchange (“WSE”), also under the symbol “SEN”, where they have been trading since May 25, 2010. Between December 19, 2008 and May 25, 2010, the Shares were not listed on any stock exchange. The following graph compares the cumulative total shareholder return on an initial investment of CAD\$100 in the Shares to relevant stock exchange indices, when applicable, for three periods within the five years from January 1, 2010 to December 31, 2014: (i) a dormant period from January 1, 2010 until May 24, 2010 when the Shares were not listed and did not trade on any public exchange, such period is not presented in the following graph; (ii) May 25, 2010 until December 31, 2014 when the Shares traded on the WSE as compared to the Warsaw Stock Exchange Index (“WIG Index”); and (iii) June 27, 2013 until December 31, 2014 when the Shares also traded on the TSX as compared to the S&P/TSX Composite Index and the S&P/TSX Capped Energy Index (the “TSX Index”) (please note that period (iii) partially overlaps with period (ii)).



The following table compares the change in the cumulative Shareholder return on the Shares to (i) the cumulative total return of the WIG Index for the period beginning May 25, 2010 and ended December 31, 2014, assuming a \$100 investment was made on May 25, 2010, and (ii) the cumulative total return of the S&P TSX Composite Index and the S&P/TSX Capped Energy Index for the period beginning June 27, 2013 and ended December 31, 2014, assuming a \$100 investment was made on June 27, 2013.

	Cumulative Total Return	
	May 25, 2010	December 31, 2014
Serinus Energy Inc.	CAD\$100	CAD\$21.91
WIG Index	CAD\$100	CAD\$131.47
	Cumulative Total Return	
	June 27, 2013	December 31, 2014
Serinus Energy Inc.	CAD\$100	CAD\$32.06
S&P TSX Composite Index	CAD\$100	CAD\$121.88
S&P Capped Energy Index	CAD\$100	CAD\$91.22

The compensation philosophy of the Corporation has been that the Corporation’s share price will not directly determine any aspect of an NEO’s compensation. Accordingly, any correlation between the Corporation’s share price and the compensation of the NEO’s is indirect.

Option-based Awards

As noted above under “*Long-Term Incentive Plans*”, stock options represent the Corporation’s present long-term incentive component of its compensation program and the recommendations by management with respect to the granting of same, as well as any proposed amendments to the stock option plan, are reviewed and assessed by the Compensation & Corporate Governance Committee. Options are granted from time to time as the Corporation hires new executives, including Named Executive Officers, and other members of the Corporation’s staff, and when compensation is reviewed by the Committee in order to rebalance the compensation package at various levels through the Corporation. This review is done at least annually. As noted above under “*Long-Term Incentive Plans*”, when reviewing option grants, the Committee gives consideration to individual and corporate performance, and market conditions and also considers the number of options already granted to the individual and the available option “pool” remaining for new positions being contemplated by the Corporation.

Summary Compensation Table

The following table sets forth information concerning the total compensation paid by the Corporation to the Named Executive Officers for the Corporation’s three most recently completed financial years, ending on December 31, 2014, 2013 and 2012, respectively.

Name and principal position	Year	Salary	Share-based awards	Option-based awards ⁽¹⁾	Non-equity incentive plan compensation		Pension value	All other compensation ⁽²⁾	Total compensation
		(\$)	(\$)	(\$)	Annual incentive plans ⁽³⁾ (\$)	Long-term incentive plans (\$)	(\$)	(\$)	(\$)
Timothy M. Elliott President and Chief Executive Officer	2014	468,000	N/A	613,996	320,814	N/A	N/A	236,664	1,639,474
	2013	468,000	N/A	566,415	468,000	N/A	N/A	203,245	1,705,660
	2012	468,000	N/A	278,411	-	N/A	N/A	202,567	948,978
Tracy H. Heck Chief Financial Officer ⁽⁴⁾	2014	230,978	N/A	70,815	84,941	N/A	N/A	-	386,734
Paul H. Rose Chief Financial Officer ⁽⁴⁾	2013	257,303	N/A	42,175	64,326	N/A	N/A	-	363,804
	2012	235,000	N/A	72,362	100,000	N/A	N/A	-	407,362
Alec N. Silenzi Vice President, Legal & General Counsel.	2014	212,862	N/A	1,554	116,734	N/A	N/A	-	331,150
	2013	225,666	N/A	39,572	57,044	N/A	N/A	-	322,282
	2012	195,500	N/A	162,319	-	N/A	N/A	-	357,819
Jock M. Graham Executive Vice President	2014	360,000	N/A	513,687	246,780	N/A	N/A	157,562	1,278,029
	2013	360,000	N/A	497,159	360,000	N/A	N/A	114,845	1,332,004
	2012	360,000	N/A	267,846	-	N/A	N/A	127,920	755,766
Norman W. Holton Vice Chairman	2014	260,869	N/A	486,055	178,826	N/A	N/A	-	925,750
	2013	279,635	N/A	451,978	279,635	N/A	N/A	-	1,011,248
	2012	288,121	N/A	224,830	-	N/A	N/A	-	512,951

Notes:

- (1) Comprised of options issued pursuant to the Corporation's stock option plan (the "**Stock Option Plan**"). All options vest 1/3 upon grant and 1/3 annually for each of the two subsequent years following the grant. The value of the options is based on the grant date fair value of the options using the Black-Scholes method, calculated in accordance with IFRS 2 share-based payments, as follows:

	Year ended December 31, 2014	Year ended December 31, 2013	Year ended December 31, 2012
Weighted average fair value per option	\$1.78	\$1.99	\$2.70
Exercise Price	\$3.54	\$3.89	\$4.39
Volatility	65.9%	65.9%	90.5%
Interest rate	1.49%	1.49%	1.23%
Expected life (years)	4	4	4
Forfeiture rate	3.33%	3.33%	3.33%
Dividends	Nil	Nil	Nil

On June 24, 2013, the Corporation consolidated its Shares on the basis of one post-consolidation Share for every ten pre-consolidation Shares. The weighted average fair value per option and exercise price outlined in the table above are on a post-consolidation basis. Pursuant to the terms of the Stock Option Plan, appropriate adjustments in the number of Shares optioned and in the option price per Share regarding options granted or to be granted may be made by the Compensation & Corporate Governance Committee in its discretion to give effect to adjustments in the number of Shares of the Corporation resulting subsequent to the approval of the Stock Option Plan from consolidations of Shares.

- (2) "All other compensation" for the above referenced Named Executive Officers includes amounts paid in accordance with their respective employment agreements and may include amounts for housing costs, school fees for certain of the Named Executive Officer's children, return annual airfare to Canada for certain Named Executive Officers and their family members, medical coverage for the Named Executive Officer's family members and life and disability insurance.
- (3) Amounts for 2014 reflect bonuses approved by the board of directors in August 2014 based upon the recommendation of the Compensation & Corporate Governance Committee to compensate for performance in 2013. As of the date of this Information Circular these bonuses remain unpaid. Amounts in 2013 reflect bonuses approved by the board of directors in March 2013 based upon the recommendation of the Compensation & Corporate Governance Committee to compensate for performance for the periods 2010 to 2012 for Mr. Elliott, Mr. Holton and Mr. Graham.
- (4) Mr. Rose retired as Chief Financial Officer effective December 31, 2013. Ms. Tracy Heck was appointed Chief Financial Officer effective January 1, 2014.

Incentive Plan Awards

Stock Option Plan

The Corporation has in place the Stock Option Plan providing for the granting of stock options to directors, employees (including officers) and consultants of the Corporation or of any of its subsidiaries ("**Participants**"). The Stock Option Plan is intended to afford Participants an opportunity to obtain a proprietary interest in the Corporation by permitting them to purchase Shares and to aid in attracting as well as retaining and encouraging the continued involvement of such persons with the Corporation. The Stock Option Plan shall be administered by the board of the directors or, if appointed, a special committee of directors appointed from time to time by the board of directors of the Corporation (such committee, or if no such committee is appointed, the board of directors of the Corporation, is hereinafter referred to as the "**Committee**").

Under the Stock Option Plan, the Committee may from time to time grant options to any Participant and shall designate the number of Shares to be optioned to each Participant. The aggregate number of Shares to be delivered upon the exercise of all options granted under the Stock Option Plan shall not exceed the maximum number of Shares permitted under the rules of the TSX or the WSE or any regulatory body having jurisdiction and the total number of Participants shall not be more than 100 in total. The aggregate number of Shares to be delivered upon the exercise of all options granted under the Stock Option Plan shall not at any time exceed 10% of the Shares admitted to trading on the TSX or the WSE, as the case may be in the previous 12 months.

The number of Shares subject to an option granted to a Participant shall be determined by the Committee subject to the following limitations:

- no Participant shall, within any 12 month period, be granted Options that are exercisable in the aggregate for a number of Shares that exceeds 5% of the issued and outstanding Shares (on a non-

diluted basis) or exceeds the maximum number of Shares permitted by the TSX or the WSE, as the case may be, or any regulatory body having jurisdiction; and

- the aggregate number of Shares issued to “insiders” (as such term is defined in the TSX Company Manual) of the Corporation, within any 12 month period, and issuable to insiders of the Corporation, at any time, under the Stock Option Plan or when combined with any of the Corporation’s other security based compensation arrangements, shall not exceed 10% of the Corporation’s total issued and outstanding securities, respectively.

The exercise price of the Shares purchased pursuant to each option shall be determined by the Committee. The exercise price shall not be (i) less than the price permitted by the TSX or the WSE or any regulatory body having jurisdiction, or (ii) less than the volume weighted average trading price of the Shares on the TSX for the five trading days immediately preceding the date of grant. The Committee may, in its sole discretion, determine the time during which options shall vest and the method of vesting, or that no vesting restriction shall exist. Generally, a Participant can exercise 100% of the options granted after a two year vesting term.

The term of an option shall be a period of time fixed by the Committee, not to exceed ten years from the date the option is granted or such other maximum period permitted by the TSX or the WSE or any regulatory body having jurisdiction, provided that the option term shall be reduced with respect to any option regarding cessation as a director, employee or consultant of the Corporation or its subsidiary, or death of the Participant. Historically the Committee has fixed the term of options at five years from the date of grant, subject to an extension for the number of days between the date of the delisting of the Shares from trading on the TSX-V (December 19, 2008) and the date of the listing and admission to trading of the Shares on the WSE (May 25, 2010). If applicable and if a Participant ceases to be a director, employee or consultant of the Corporation or its subsidiary for any reason (other than death), the Participant may, but only within 90 days after the Participant’s ceasing to be a director, employee or consultant, exercise the Participant’s option, but only to the extent that the Participant was entitled to exercise it at the date of such cessation. For greater certainty, any Participant who is deemed to be an employee of the Corporation pursuant to any medical or disability plan of the Corporation shall be deemed to be an employee for the purposes of the Stock Option Plan. All rights, benefits and options accruing to any Participant in accordance with the terms and conditions of the Stock Option Plan are not transferable or assignable except in the case of the death of a Participant. In the event of the death of a Participant, the option(s) previously granted to such Participant shall be exercisable only within six months following the date of the death of the Participant or prior to the time of expiry of such option, whichever is earlier, and then only (a) by the person or persons to whom the Participant’s rights under the option shall pass by the Participant’s will or the laws of descent and distribution; and (b) if and to the extent that the Participant was entitled to exercise the option at the date of the Participant’s death.

The Stock Option Plan provides that appropriate adjustments in the number of Shares optioned and in the option price per Share, regarding options granted or to be granted, may be made by the Committee in its discretion to give effect to adjustments in the number of Shares resulting subsequent to the approval of the Stock Option Plan by the Committee from subdivisions, consolidations or reclassifications of the Shares, the payment of stock dividends by the Corporation or other relevant changes in the capital of the Corporation. On June 24, 2013, the Corporation consolidated the Shares on the basis of one post-consolidation Share for every ten pre-consolidation Shares. No financial assistance is provided by the Corporation to Participants to exercise options granted pursuant to the Stock Option Plan. The Stock Option Plan does not currently grant the Corporation the right to transform an option into a stock appreciation right involving an issuance of securities from the Corporation’s treasury.

Subject to the rules of the TSX and the WSE and any regulatory body having jurisdiction, the board of directors of the Corporation shall have the unfettered right at any time and from time to time to amend, rescind or terminate the Stock Option Plan as it shall deem advisable, without Shareholder approval, provided, however, that no such amendment, rescission or termination shall impair or change the rights and options theretofore granted under the Stock Option Plan without the prior written consent of the Participant or Participants affected.

As at the date hereof, options to acquire an aggregate of 3,005,000 Shares are currently outstanding, representing approximately 3.8% of the issued and outstanding Shares. There remain options to acquire an aggregate of 4,857,994 Shares available to be granted under the Stock Option Plan represent approximately 6.0% of the issued and outstanding Shares.

No amendments were made to the Stock Option Plan between June 27, 2013, when the Corporation began trading on the TSX, and December 31, 2014, the end of the most recent fiscal year. In May 2013, the Board of Directors of the Corporation amended the Stock Option Plan to ensure that the exercise price of options granted under the Stock Option Plan would be in compliance with the TSX rules, and to improve the Stock Option Plan and more closely align it with comparable plans of other companies listed on the TSX. Specifically, the board of directors of the Corporation made the following amendments to the Stock Option Plan, all of which are reflected in the summary above:

- added a provision which set the aggregate maximum number of options which can be granted to any one Participant, within a 12 month period, as 5% of the issued and outstanding Shares of the Corporation (on a non-diluted basis) whereas previously the Stock Option Plan referenced this restriction as a restriction imposed by a stock exchange (not the Stock Option Plan itself);
- added a provision which set the aggregate maximum number of Shares which could be granted to “insiders” (as such term is defined in the TSX Company Manual) of the Corporation, within any 12 month period, and issuable to insiders of the Corporation, at any time, under the Stock Option Plan or when combined with any of the Corporation’s other security based compensation arrangements, as 10% of the Corporation’s total issued and outstanding securities, respectively. There was previously no such restriction on the aggregate maximum number of Shares which could be granted to insiders as a group;
- added a provision that the exercise price of options granted under the Stock Option Plan shall not be less than the volume weighted average trading price of the Shares on the TSX for the five trading days immediately preceding the date of grant;
- added a provision which set the maximum term of an option as ten years, whereas previously the Stock Option Plan referenced this restriction as a restriction imposed by a stock exchange (not the Stock Option Plan itself); and
- added a provision which clarified that the power of the board of directors of the Corporation to amend the Stock Option Plan was subject to the rules of any stock exchange on which the Shares are then listed or other regulatory body having jurisdiction.

Pursuant to the terms of the Stock Option Plan and the powers granted to the board of directors of the Corporation thereunder to amend the Stock Option Plan, Shareholder approval was not obtained for such amendments.

Outstanding Share-Based Awards and Option-Based Awards as at December 31, 2014 – NEOs

The Shares began trading on the WSE on May 25, 2010 and on the TSX on June 27, 2013. The value of the unexercised in-the-money options as at December 31, 2014 has been determined based on the excess of the trading price on the TSX over the exercise price of such options. The closing price of the Shares on the TSX on the last day of trading prior to the end of the 2014 fiscal year was CAD\$1.01 per Share, or USD\$0.87 per Share based on a currency exchange rate of 0.8620.

The following table sets forth all awards outstanding as at December 31, 2014 held by Named Executive Officers, including awards made before the most recently completed year. Grants under the Stock Option Plan are considered to be “option-based awards” under applicable securities laws.

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options	Option exercise price	Option exercise date ⁽¹⁾	Value of unexercised in-the-money options	Number of share or units of shares that have not vested	Market or payout value of share-based awards that have not vested	Market or payout value of vested share-based awards not paid out or distributed
	(#) ⁽²⁾	(\$) ⁽²⁾	(D-M-Y)	(\$) ⁽³⁾	(#) ⁽²⁾	(\$) ⁽³⁾	
Timothy M. Elliott	300,000	6.20	25-May-15	-	-	-	-
<i>President and Chief Executive Officer</i>	170,000	4.00	06-Dec-16	-	-	-	-
	50,000	4.30	13-Aug-17	-	-	-	-
	633,600	4.11	18-Nov-18	-	-	-	-
Tracy H. Heck	90,000	4.10	01-Aug-17	-	-	-	-
<i>Chief Financial Officer</i>	9,000	2.85	02-Jul-18	-	-	-	-
	51,000	3.35	23-Oct-18	-	-	-	-
Jock M. Graham	285,000	6.20	25-May-15	-	-	-	-
<i>Executive Vice President</i>	120,000	4.00	06-Dec-16	-	-	-	-
	80,000	4.30	13-Aug-17	-	-	-	-
	518,100	4.11	18-Nov-18	-	-	-	-
Norman W. Holton	285,000	6.20	25-May-15	-	-	-	-
<i>Vice Chairman</i>	120,000	4.00	06-Dec-16	-	-	-	-
	50,000	4.30	13-Aug-17	-	-	-	-
	498,300	4.11	18-Nov-18	-	-	-	-
Alec Silenzi, <i>Vice President, Legal and General Counsel</i>	90,000	3.80	16 Jan 17	-	-	-	-

Notes:

- (1) Reflects the extension of the expiry date granted for the number of days between the date of the delisting of the Shares from trading on the TSX-V (December 19, 2008) and the date of the listing and admission to trading of the Shares on the WSE (May 25, 2010).
- (2) On June 24, 2013, the Corporation consolidated its Shares on the basis of one post-consolidation Share for every ten pre-consolidation Shares. The number of securities underlying unexercised options, option exercise price, and number of Units that have not vested outlined in the table above are on a post-consolidation basis. Pursuant to the terms of the Stock Option Plan, appropriate adjustments in the number of Shares optioned and in the option price per Share regarding options granted or to be granted may be made by the Compensation & Corporate Governance Committee in its discretion to give effect to adjustments in the number of Shares of the Corporation resulting subsequent to the approval of the Stock Option Plan from consolidations of Shares.
- (3) Calculated based on the difference between the closing price of the Shares of \$0.87 on the TSX as at December 31, 2014 (based on a closing price of CAD\$1.01 per share and a currency exchange rate of 0.8620) and the exercise of the option multiplied by the number of Shares underlying the options.
- (4) Subsequent to year end, options were voluntarily cancelled for Named Executive Officers as follows: Mr. Graham 718,100, Mr. Holton 668,300, Ms. Heck 150,000 and Mr. Silenzi 90,000.

Incentive Plan Awards – Value Vested or Earned During the Most Recently Completed Financial Year

The following table sets forth the value of the awards that vested for each Named Executive Officer under the Stock Option Plan in 2014, as well as non-equity incentive plan compensation earned during the financial year ended December 31, 2014.

	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year ⁽¹⁾ (\$)
Timothy M. Elliott President and Chief Executive Officer	-	N/A	320,814
Tracy H. Heck Chief Financial Officer	-	N/A	84,941
Alec Silenzi Vice President, Legal & General Counsel	-	N/A	116,734
Jock M. Graham Executive Vice President	-	N/A	246,780
Norman W. Holton Vice Chairman	-	N/A	178,826

Note:

(1) Represents 2013 bonuses approved by the board of directors in August 2014 based upon the recommendation of the Compensation & Corporate Governance Committee. The amounts of these bonuses remains unpaid.

Termination of Employment and Change of Control Arrangements

Employment Agreements

Timothy Elliott, President and Chief Executive Officer and Jock Graham, Executive Vice President of the Corporation, both of whom are based in Dubai, United Arab Emirates, have executive employment agreements with Kulczyk Oil Ventures Limited, a wholly-owned subsidiary of the Corporation, which provide for compensation in the event of termination of employment from the Corporation without lawful cause. Under the termination provisions of the contracts of Mr. Elliott and Mr. Graham, each would, if terminated without cause or constructively dismissed, be entitled to receive a settlement payment equal to the sum of 18 months of base salary plus 150% of the last bonus received by the executive; and the pro-rata portion of the current year's bonus calculated to the termination date (based on the previous year's bonus payment). Furthermore, the executive will be entitled to continue in the benefit plans of the Corporation for 18 months from the termination date. If the benefit plans cannot be extended, the Corporation will pay to the executive the cost of the Corporation's premiums for 18 months in lieu of participation in the Corporation's benefit plans.

Norman Holton, Vice Chairman of the Corporation, based in Calgary, Alberta, Canada has an executive employment agreement with the Corporation which provides for compensation in the event of termination of employment from the Corporation without lawful cause. Under the termination provisions of the contract, Mr. Holton would, if terminated without cause or constructively dismissed, be entitled to receive a settlement payment equal to the sum of 18 months of base salary plus 150% of the last bonus received by the executive; and the pro-rata portion of the current year's bonus calculated to the termination date (based on the previous year's bonus payment). Furthermore, the executive will be entitled to continue in the benefit plans of the Corporation for 18 months from the termination date. If the benefit plans cannot be extended, the Corporation will pay to the executive the cost of the Corporation's premiums for 18 months in lieu of participation in the Corporation's benefit plans.

Tracy Heck, Chief Financial Officer of the Corporation, based in Calgary, Alberta, Canada has an executive employment agreement with the Corporation which provides for compensation in the event of termination of employment from the Corporation without lawful cause. Under the termination provisions of the contract, Mrs. Heck would, if terminated without cause or constructively dismissed, be entitled to receive a settlement payment equal to the sum of 12 months of base salary plus 100% of the bonus received by the executive in the previous year. Furthermore, the executive will be entitled to continue in the benefit plans of the Corporation for 12 months from

the termination date. If the benefit plans cannot be extended, the Corporation will pay to the executive the cost of the Corporation's premiums for 12 months in lieu of participation in the Corporation's benefit plans.

Alec Silenzi, Vice President, Legal, General Counsel and Corporate Secretary of the Corporation, based in Calgary, Alberta, Canada has an executive employment agreement with the Corporation which provides for compensation in the event of termination of employment from the Corporation without lawful cause. Under the termination provisions of the contract, Mr. Silenzi would, if terminated without cause or constructively dismissed, be entitled to receive a settlement payment equal to the sum of 12 months of base salary. Furthermore, the executive will be entitled to continue in the benefit plans of the Corporation for 12 months from the termination date. If the benefit plans cannot be extended, the Corporation will pay to the executive the cost of the Corporation's premiums for 12 months in lieu of participation in the Corporation's benefit plans.

The employment contracts for the Named Executive Officers referred to above do not provide any termination benefits arising from a change in control of the Corporation.

Except as disclosed above, for the year ended 2014, the Corporation and its subsidiaries have not entered into any agreements with any other Named Executive Officer providing for benefits upon a termination of such agreement.

Stock Options

Options granted to the NEOs terminate immediately upon termination for cause. Unexercised options remaining in the event of termination other than as stated above may be exercised within the lesser of 90 days (six months in the case of the death of the optionee) following termination of employment or prior to expiry of the option exercise period.

Estimated Termination Payment and Benefits

The following table sets out the estimated incremental payments and benefits payable to each of the NEOs at the time of, following, or in connection with, an involuntary or constructive termination. The table below assumes that the triggering event giving rise to the incremental payment took place on the last business day of the Corporation's most recently completed financial year.

Name and Principal Position	Months of Base Salary	Accrued but Unused Vacation	Plus		Months of Benefits Paid	Total Compensation
			Multiple of Bonus ⁽¹⁾	Pro-Rata Portion of Current Year Bonus to Termination Date		
	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Timothy M. Elliott <i>President and Chief Executive Officer</i>	702,000	-	481,221	-	50,019	1,233,240
Tracy H. Heck <i>Chief Financial Officer</i>	230,978	-	84,941	-	12,121	328,040
Alec Silenzi <i>Vice President, Legal & General Counsel</i>	212,862	-	-	-	14,310	227,172
Jock M. Graham <i>Executive Vice President</i>	540,000	-	370,170	-	55,018	965,188
Norman W. Holton <i>Vice Chairman</i>	391,304	-	268,239	-	21,918	681,461

Notes:

(1) In the case of Mr. Elliott, Mr. Graham, Mr. Holton and Mrs. Heck, the multiple of bonus is as defined in their employment contracts.

The NEO employment contracts do not provide for payments or benefits in connection with a voluntary termination, resignation or retirement.

Retirement Plans

The Corporation has no formal pension, retirement or other such long-term incentive compensation plan in place for directors, officers or employees.

Financial Instruments

As part of the Corporation's Insider Trading Policy, Named Executive Officers and directors are prohibited from selling securities of the Corporation if they do not own or have not fully paid for the securities to be sold (short sales). In addition, Named Executive Officers and directors are prohibited from trading in options on the Corporation's securities. Named Executive Officers and directors are not specifically prohibited from purchasing prepaid variable forward contracts, equity swaps, collars or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities (or options in respect thereof) granted as compensation or held, directly or indirectly but are discouraged from doing so. Trades of the Corporation's securities are to be for investment purposes only and not for short-range speculation and Named Executive Officers and directors are discouraged from frequent trading in the Corporation's securities.

Risk of Compensation Policies and Practices

The board of directors and the Compensation & Corporate Governance Committee have not formally considered the implications of the risks associated with the Corporation's compensation policies and practices. However, the Corporation's compensation practices give greater weight toward long-term incentives than short-term incentives with a view to mitigating the risk of encouraging short-term goals at the expense of long-term sustainability and the enhancement of shareholder value. The discretionary nature of the annual bonus awards and option grants are significant elements of the Corporation's compensation plans and provide the board of directors and the Compensation & Corporate Governance Committee with the ability to reward individual and corporate performance and individual behaviour that the board of directors and the Compensation & Corporate Governance Committee consider to be aligned with the best interest of the Corporation.

COMPENSATION OF DIRECTORS

The non-management directors of the Corporation are paid a retainer of CAD\$1,000 per month and CAD\$1,000 per board or committee meeting. The chairman of the Audit Committee receives an additional CAD\$3,000 per annum. Non-management directors do not receive any other direct compensation for their role as directors of the Corporation other than stock option grants from time to time. All reasonable expenses incurred by directors in their capacity as directors are paid by the Corporation. Management directors (Mr. Holton and Mr. Elliott) do not receive any compensation for acting as directors of the Corporation or for attending board or committee meetings. The Corporation maintains a director and officer liability insurance policy pursuant to which directors and officers are insured for liabilities which may arise from the conduct of their activities on behalf of the Corporation. The amount of the insurance is, in aggregate, CAD\$15,000,000 per year.

Director Compensation Table

The following table summarizes the compensation paid, payable, awarded or granted to each of the non-executive directors of the Corporation for the year ended December 31, 2014.

Name and principal position	Fees Earned	Share-based awards	Option-based awards ⁽¹⁾	Non-equity incentive plan compensation	Pension value	All other compensation	Total compensation
	(\$) ⁽²⁾	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Stephen C. Akerfeldt	23,551	N/A	94,567	N/A	N/A	-	118,118
Evgenij Iorich	19,928	N/A	94,567	N/A	N/A	-	114,495
Gary R. King	28,985	N/A	94,567	N/A	N/A	-	123,552
Sebastian T. Kulczyk ⁽³⁾	12,681	N/A	-	N/A	N/A	-	12,681
Helmut J. Langanger	20,833	N/A	94,567	N/A	N/A	-	115,400
Bruce Libin ⁽³⁾	9,058	N/A	-	N/A	N/A	-	9,058
Manoj N. Madnani	22,645	N/A	94,567	N/A	N/A	-	117,212
Michael A. McVea	30,797	N/A	103,469	N/A	N/A	-	134,266
Dariusz	7,246	N/A	-	N/A	N/A	-	7,246

Name and principal position	Fees Earned	Share-based awards	Option-based awards ⁽¹⁾	Non-equity incentive plan compensation	Pension value	All other compensation	Total compensation
	(\$) ⁽²⁾	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Mioduski ⁽³⁾							

Notes:

- (1) Comprised of options issued pursuant to the Corporation's stock option plan (the "**Stock Option Plan**"). All options vest 1/3 upon grant and 1/3 annually for each of the two subsequent years following the grant. The value of the options is based on the grant date fair value of the options using the Black-Scholes method, calculated in accordance with IFRS 2 Share-based payments, as follows:

	Year ended December 31, 2014
Weighted average fair value per option	\$1.78
Exercise Price	\$3.54
Volatility	65.9%
Interest rate	1.49%
Expected life (years)	4
Forfeiture rate	3.33%
Dividends	Nil

- (2) Consistent with the presentation used elsewhere in this Information Circular, fees are reported in U.S. dollars. However fees are earned by and paid to directors in Canadian dollars. The currency exchange rate used to translate the compensation from Canadian dollars into U.S. dollars is 0.9058 being the average rate for 2014 per the Bank of Canada
- (3) Mr. Kulczyk joined the board of directors on May 14, 2014. Mr. Libin and Mr. Mioduski retired from the Board effective May 14, 2014.

Outstanding Share-Based Awards and Option-Based Awards as at December 31, 2014 - Directors

The following table sets forth all outstanding awards held by the non-executive directors of the Corporation as at December 31, 2014. Awards under the Stock Option Plan are considered “option-based awards” under applicable securities laws.

Name	Option-based Awards			Share-based Awards			
	Number of securities underlying unexercised options	Option exercise price	Option exercise date ⁽¹⁾	Value of unexercised in-the-money options	Number of share or units of shares that have not vested	Market or payout value of share-based awards that have not vested	Market or payout value of vested share-based awards not paid out or distributed
	(#) ⁽²⁾⁽⁵⁾	(\$) ⁽²⁾	(D-M-Y)	(\$) ⁽³⁾	(#)	(\$)	
				-	-	-	-
Stephen C. Akerfeldt	51,000	6.00	16-Mar-16	-	-	-	-
	20,000	4.00	6-Dec-16	-	-	-	-
	100,000	4.11	18-Nov-18	-	-	-	-
Evgenij Iorich	100,000	4.11	18-Nov-18	-	-	-	-
				-	-	-	-
Gary R. King	20,000	4.00	6-Dec-16	-	-	-	-
	100,000	4.11	18-Nov-18	-	-	-	-
Sebastian T. Kulczyk ⁽⁴⁾	-	-	-	-	-	-	-
Helmut J. Langanger	50,000	4.00	6-Dec-16	-	-	-	-
	100,000	4.11	18-Nov-18	-	-	-	-
Manoj N. Madnani	51,000	6.20	25-May-15	-	-	-	-
	20,000	4.00	6-Dec-16	-	-	-	-
	100,000	4.11	18-Nov-18	-	-	-	-
Michael A. McVea	20,000	4.00	6-Dec-16	-	-	-	-
	30,000	4.30	13-Aug-17	-	-	-	-
	100,000	4.11	18-Nov-18	-	-	-	-

Notes:

- (1) Reflects the extension of the expiry date granted for the number of days between the date of the delisting of the Shares from trading on the TSX-V (December 19, 2008) and the date of the listing and admission to trading of the Shares on the WSE (May 25, 2010).
- (2) On June 24, 2013, the Corporation consolidated its Shares on the basis of one post-consolidation share for every ten pre-consolidation shares. The number of securities underlying unexercised options, option exercise price, and number of Units that have not vested outlined in the table above are on a post-consolidation basis. Pursuant to the terms of the Stock Option Plan, appropriate adjustments in the number of Shares optioned and in the option price per Share regarding options granted or to be granted may be made by the Compensation & Corporate Governance Committee in its discretion to give effect to adjustments in the number of Shares of the Corporation resulting subsequent to the approval of the Stock Option Plan from consolidations of Shares.
- (3) Calculated based on the difference between the closing price of the Shares of \$1.01 on the TSX as at December 31, 2014 (based on a currency exchange rate of 0.8620) and the exercise price of the option, multiplied by the number of Shares underlying the options.
- (4) Mr. Kulczyk joined the board of directors on May 14, 2014.
- (5) Subsequent to year end, all of the options previously granted to non-management Directors were cancelled, except for Mr. Madnani who had 120,000 options cancelled.

Incentive Plan Awards – Value Vested or Earned During the Most Recently Completed Financial Year

During the financial year ended December 31, 2014, 209,998 option based awards having an aggregate value of \$nil vested to non-executive directors of the Corporation and no non-equity incentive plan compensation was paid to non-executive directors of the Corporation.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER SECURITIES COMPENSATION PLANS

The following table sets out information concerning the number and price of securities to be issued under equity compensation plans as at December 31, 2014. The compensation plan of the Corporation in effect as of December 31, 2014 under which Shares are authorized for issuance is the Stock Option Plan.

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
Equity compensation plans approved by securityholders.	5,783,400	\$4.33 per Share	2,079,594
Equity compensation plans not approved by securityholders.	Nil	N/A	N/A
Total	5,783,400	\$4.334 per Share	2,079,594

Subsequent to year end 2,712,200 options were voluntarily cancelled, and after considering forfeitures and new grants there are 3,005,000 options currently outstanding.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Aggregate Indebtedness to the Corporation

As at the date hereof no executive officer, director, employee or former executive officer, director or employee of the Corporation or of any of its subsidiaries is: (a) indebted to the Corporation or any of its subsidiaries for any purpose or (b) is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding granted by the Corporation or any of its subsidiaries.

Indebtedness of Directors and Officers to the Corporation

No person that is or was, at any time since the beginning of the Corporation's most recently completed financial year: (i) a director or executive officer of the Corporation, (ii) a proposed nominee for election as a director of the Corporation (iii) or an associate of any such director, executive officer or proposed nominee:

- (a) is, or at any time since the beginning of the Corporation's most recently completed financial year has been, indebted to the Corporation or any of its subsidiaries; or
- (b) is, or at any time since the beginning of the most recently completed financial year has been, the subject of a debt guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries.

INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as set forth below, no informed person of the Corporation, proposed director of the Corporation, or any associate or affiliate (as such terms are defined in applicable Canadian securities law and securities instruments) of

any informed person or proposed director, has had any direct or indirect material interest in any transaction since the commencement of the Corporation's most recently completed financial year, or in any proposed transaction, that has materially affected or would materially affect the Corporation or any of its subsidiaries.

Dutco Strategic Relationship and Dutco Loan

In July 2013, Serinus and Dutco Energy Limited ("**Dutco**") announced the formalization of a strategic relationship. As part of this new strategic relationship and pursuant to various agreements entered into by Serinus, Kulczyk Oil Brunei Limited ("**KOV Brunei**") and Dutco:

- (a) Serinus granted Dutco an option to acquire between 5% and 15% of the Brunei Block L oil exploration block in Brunei (the "**Brunei Option**") in consideration of US\$1 million per percentage point of interest acquired by Dutco. If there are amounts outstanding from Serinus to Dutco under the Dutco Loan (as defined below) then Dutco may elect to set-off the price of the Brunei Option against those amounts. A decision to exercise the right to acquire an interest is to be made within 31 days of the test results of a discovery well being announced in Brunei Block L;
- (b) Serinus granted Dutco a right to convert up to US\$5 million of Serinus' debt under the newly established Dutco Loan into Shares based on the trading price of Shares on the TSX; and
- (c) Serinus and Dutco agreed that for a period of one year, commencing July 17, 2013, they will jointly explore opportunities to collaborate on oil and gas investments in Tunisia.

As part of this transaction, the Corporation, as borrower, Dutco, as lender, and KOV Brunei entered into a credit facility under which the Corporation could borrow up to \$15 million to fund drilling in Brunei (the "**Dutco Loan**"). The term of the Dutco Loan is 12 months with interest calculated on outstanding amounts at a rate of 12% per annum and paid monthly. Dutco may convert up to \$5 million, unless the loan is in default in which case up to \$15 million, of the amounts outstanding under the Dutco Loan into Shares, subject to TSX approval. The loan is convertible into Shares based on the trading price at the time of the conversion of the Corporation on the TSX. As at December 31, 2013, \$15 million had been drawn on this facility. Gary King, a director of the Corporation, is Chief Executive Officer of Dutco Natural Resources Investments Ltd., an affiliate of Dutco.

The Dutco Loan was fully repaid during 2014 with two payments totalling \$7 million in Q2, and the balance of \$8 million in Q3. The Brunei Option and the joint venture agreement expired in 2014 according to the terms of the respective agreements.

DISCLOSURE OF CORPORATE GOVERNANCE PRACTICES

Board of Directors

The board of directors of the Corporation is currently comprised of nine directors. Five of the Corporation's nine directors, being Mr. Akerfeldt, Mr. Iorich, Mr. King, Mr. Langanger and Mr. McVea, are "independent" (as defined in National Instrument 58-101 – *Corporate Governance Disclosure*). The board has concluded that Mr. Elliott and Mr. Holton, as Executive Officers of the Corporation, and Mr. Kulczyk and Mr. Madnani, as executive officers of KI (which owns approximately 50.77% of the issued and outstanding Shares of the Corporation), are not independent. Mr. Madnani is retiring from the board of directors as of the date of the Meeting. Mr. Vanja Baros, an employee of KI, if elected to the board of directors at the Meeting, would not be considered independent. As of the date of this Information Circular, the number of independent directors (5) exceeds the number of non-independent directors (4). Subsequent to the Meeting, if the director nominees proposed by the Corporation are elected, the board of directors will continue to have a majority of independent directors.

To facilitate the exercise of independent judgment in carrying out its responsibilities, the board has ensured that all of its committees are comprised of independent directors or, in the case of Mr. Madnani's membership on the Compensation & Corporate Governance Committee, that he is independent of management of the Corporation. The board of directors will appoint a replacement for Mr. Madnani on the Compensation & Corporate Governance meeting subsequent to the date of the Meeting.

Directorships

The following table sets forth the directors of the Corporation who currently hold directorships with other reporting issuers, together with the name of such issuer, the exchange upon which it trades and its trading symbol:

<u>Director</u>	<u>Issuer</u>
Timothy M. Elliott	Jura Energy Corporation (TSX:JEC) Loon Energy Corporation (TSX-V:LNE)
Norman W. Holton	Loon Energy Corporation (TSX-V:LNE)
Gary R. King	Parker Drilling Company (NYSE:PKD)
Manoj N. Madnani	Loon Energy Corporation (TSX-V:LNE)
Michael A. McVea	Loon Energy Corporation (TSX-V:LNE)
Stephen C. Akerfeldt	Jura Energy Corporation (TSX:JEC)
Helmut J. Langanger	Schoeller-Bleckmann Oilfield Equipment AG (VSE:SBO) EnQuest plc (LSE:ENQ)
Sebastian T. Kulczyk	None
Evgenij Iorich	Peninsula Energy Limited (ASX:PEN)

ASX: Australian Securities Exchange

LSE: London Stock Exchange

NYSE: New York Stock Exchange

TSX: Toronto Stock Exchange

TSX-V: TSX Venture Exchange

VSE: Vienna Stock Exchange

Independence of Directors

For each committee on which the independent directors sit, they hold regularly scheduled *in camera* sessions at which non-independent directors and members of management are not in attendance. The current independent members of the board have been selected on the basis of their knowledge and years of industry experience and their experience with corporate governance and they actively participate in board discussions and decisions. The board meets and each of the committees of the board meet on a regular basis to fulfill their respective mandates.

At the board level, open and candid discussion of the independent directors is facilitated through regularly scheduled *in camera* sessions at which non-independent directors and members of management are not in attendance.

The current Chairman of the board, Mr. Langanger, is an independent director.

Attendance Record

The following table reflects the attendance record for each of the Corporation's current directors at meetings of the board and committee meetings since January 1, 2014 up to the date of this Information Circular.

Name	Board (14 meetings)	Committees ⁽¹⁾		
		Audit (5 meetings)	Reserves (2 meeting)	Compensation & Corporate Governance (7 meetings)
Timothy M. Elliott	14	4	2	6
Norman W. Holton	14	5	2	7
Gary R. King	14	5	2	7
Manoj N. Madnani	12	N/A	N/A	7
Michael A. McVea	14	5	N/A	7
Stephen C. Akerfeldt	14	5	N/A	N/A
Helmut J. Langanger	14	N/A	2	N/A
Sebastian Kulczyk ⁽²⁾	10	N/A	N/A	N/A
Evgenij Iorich	14	N/A	N/A	N/A

Note:

- (1) Mr. Elliott and Mr. Holton are executive directors of the Corporation who attend most committee meetings but are not members of the committees.
- (2) Mr. Kulczyk joined board of directors on May 14, 2014.

Board Mandate

A copy of the mandate for the board of directors of the Corporation is attached as Appendix “II” to this Information Circular.

Position Descriptions

In addition to the general position descriptions respecting the Chairman, Vice Chairman, President and Vice President offices of the Corporation established in the by-laws of the Corporation, the officers act under the direction of the board and in accordance with applicable law, including the ABCA.

The Corporation has terms of reference for the Chief Executive Officer, which set out his or her general and specific duties and responsibilities.

The duties and responsibilities of the chairs of the Corporation’s committees are set out in the committees’ terms of reference.

Orientation and Continuing Education

The board ensures that prospective candidates fully understand the role of the board and its committees and the contribution that individuals are expected to make. No formal continuing education measures are currently in place for the directors. However, all directors are encouraged to participate in educational opportunities for directors that are available through third parties.

Ethical Business Conduct

The board has adopted a Code of Business Conduct and Ethics (the “Code”) for its directors, officers and employees which is designed to provide guidance on the conduct of the Corporation’s business in accordance with high ethical standards. The Code provides that certain personnel of the Corporation may be asked to certify their review of, and compliance with, the Code from time to time. A hard copy of the Code may be requested by contacting R. Yaniv at the Corporation’s Calgary office address.

In 2013, the board of directors adopted an Anti-Corruption Compliance Policy, which is intended to ensure that the Corporation and its majority owned subsidiaries do not receive an improper advantage in its business dealings and to ensure that all payments and expenses are properly recorded in the Corporation’s financial books and records. The

Anti-Corruption Compliance Policy confirms the Corporation's commitment to a zero tolerance of bribery or any other form of corrupt behaviour on the part of any member, director, officer or employee of the Corporation and any third party which conducts business with or on behalf of the Corporation.

In addition, the board believes that the fiduciary duties placed on individual directors by the Corporation's governing corporate legislation, the common law and the restrictions placed by applicable corporate and securities legislation on an individual director's participation in decisions of the board in which the director has an interest have been sufficient to ensure that the board operates independently of management and in the best interests of the Corporation.

Audit Committee

Details concerning the Audit Committee of the Corporation and external auditor service fees are contained in the Annual Information Form of the Corporation for the year ended December 31, 2014 under the heading "Audit Committee", as filed on the SEDAR website at www.sedar.com.

Nomination of Directors

All members of the board are cognizant of the potential need to identify prospective new board members. Due to the current size of the board and the fact that there are no mandatory terms or term limits, the Corporation expects that, in most circumstances, it will receive adequate notice to replace any current member of the board who should wish to retire. The Compensation & Corporate Governance Committee, as a part of its mandate, has the responsibility of identifying and recommending potential nominees and the majority of members of the Compensation & Corporate Governance Committee are independent directors.

Mandatory Retirement Age or Term Limits

While the board of directors does not have a policy which provides for a mandatory retirement age or limits the time in which a director can serve, the board of directors does regularly review its composition and expertise.

Diversity

Each year, the Compensation & Corporate Governance Committee reviews the general and specific criteria applicable to candidates to be considered for nomination to the board of directors. The Committee aims to maintain the composition of the board of directors in a way that provides the best mix of skill and experience to guide the Corporation's long-term strategy and ongoing business operations.

The board of directors has not adopted a written policy or set targets for identifying and nominating female directors or executive officers. When considering candidates to fill vacancies, the review takes into account diversity and personal characteristics such as age, gender, cultural and educational background in addition to ensuring the board of directors and executive management have the proper skills and experience to be effective.

Currently the Corporation has no female board members and 12.5% of executive officers (1 of 8 executive officers) are female.

Compensation

The Corporation has established a Compensation & Corporate Governance Committee, of which two of the three members, being Mr. King and Mr. McVea, are independent directors. The third member, Mr. Madnani, is a member of the Management Board of KI, which owns approximately 50.77% of the issued and outstanding Shares, and is independent of the management of the Corporation. With respect to compensation matters, the Compensation & Corporate Governance Committee considers the appropriate compensation for members of the board including the chairman of any committee of the board on an annual basis by evaluating general industry marketplace practices, the roles and responsibilities required by the members of the board and by benchmarking the compensation of board members in comparison with the compensation of suitable peer groups and makes recommendations to the board regarding same. The Compensation & Corporate Governance Committee's duties and responsibilities respecting compensation matters also include, but are not limited to, the following:

- (1) recommending for approval to the board the annual salary, bonus and other benefits, direct and indirect, of the Chief Executive Officer, with reference to corporate goals and objectives, and to approve compensation for all other designated officers of the Corporation after considering the recommendations of the Chief Executive Officer, all within the human resources and compensation policies and guidelines approved by the board;
- (2) establishing procedures to ensure that no individual is directly involved in deciding his or her own compensation;
- (3) implementing and administering human resources and compensation policies approved by the board concerning:
 - executive compensation, contracts, stock option and other incentive plans; and
 - proposed personnel changes involving officers reporting to the Chief Executive Officer;
- (4) considering, on an annual basis, the Corporation's incentive compensation plans and equity compensation plans; and
- (5) reviewing with the Chief Executive Officer the Corporation's broad policies on compensation for all employees.

In addition to the compensation and nomination arms of this committee, the purpose of the corporate governance component to this committee is to assist the board in implementing and administering a system of corporate governance which reflects acceptable standards of corporate governance practices.

Other Board Committees

In addition to the Audit Committee and the Compensation & Corporate Governance Committee, the board has established the Reserves Committee, which has the general responsibility of overseeing the evaluation of the Corporation's petroleum and natural gas reserves. Mr. King and Mr. Langanger are the current members of this committee.

Assessments

The Compensation & Corporate Governance Committee is responsible by its terms of reference for evaluation of the effectiveness of the board of directors, committees of the board and individual directors. The committee evaluates board effectiveness through both its formal and informal communications with members of the board. The Compensation & Corporate Governance Committee, with the participation of the senior executive officers of the Corporation, may recommend changes to enhance board performance based in relation to current industry and regulatory expectations. This methodology has been both responsible and practical.

AUDITOR

The auditor of the Corporation is KPMG LLP, Chartered Accountants, with offices at 3100, 205 – 5th Avenue S.W., Calgary, Alberta, Canada. KPMG LLP was appointed as the Corporation's auditor on December 31, 2003.

MANAGEMENT CONTRACTS

No management functions of the Corporation or any of its subsidiaries are to any substantial degree performed other than by the directors or executive officers of the Corporation or subsidiary.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is on the SEDAR website at www.sedar.com and on the Corporation's website at www.serinusenergy.com. Financial information is provided in the Corporation's consolidated financial statements and management's discussion and analysis ("MD&A") for its most recently

completed financial year. A copy of the Corporation's consolidated financial statements, together with the MD&A, will be provided to any Shareholder upon request to the Vice Chairman of the Corporation, Mr. Norman W. Holton, at Suite 1500, 700 - 4th Avenue S.W., Calgary, Alberta, Canada, T2P 3J4, or by telephone at +1-403-264-8877

**APPENDIX “T”
MANDATE OF THE BOARD OF DIRECTORS**

Adopted by the Board of Directors on December 21, 2006.

PURPOSE

The Board of Directors (the “**Board**”) of the Corporation has the responsibility to oversee the business of the Corporation and the activities of the Corporation's management, which is responsible for the day-to-day conduct of the Corporation's business. 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 that the Corporation operates in a reliable, safe and ethical manner. In performing its functions, the Board should also consider the legitimate interests of its other stakeholders, such as employees, customers and communities may have in the Corporation. In overseeing the conduct of the business, the Board, through the Chief Executive Officer, shall set the standards of conduct for the enterprise.

PROCEDURES AND ORGANIZATION

The Board operates by delegating certain of its authorities to management and by preserving certain powers to itself. The Board retains the responsibility for managing its own affairs including selecting its Chair, nominating candidates for election to the Board and constituting committees of the full Board. Subject to the Articles and By-Laws of the Corporation and the Business Corporations Act (Alberta), the Board may constitute, seek the advice of and delegate its powers, duties and responsibilities to committees of the Board.

DUTIES AND RESPONSIBILITIES

The Board's principal duties and responsibilities fall into a number of categories, which are outlined below.

1. Legal Requirements
 - (a) The Board has the responsibility to ensure that legal requirements have been met and documents and records have been properly prepared, approved and maintained.
 - (b) The Board has the statutory responsibility to:
 - (i) manage the business and affairs of the Corporation;
 - (ii) act honestly and in good faith with a view to the best interests of the Corporation;
 - (iii) exercise the care, diligence and skill that reasonable, prudent people would exercise in comparable circumstances; and
 - (iv) act in accordance with its obligations contained in the Business Corporations Act (Alberta) and the regulations thereto, the Corporation's Articles and By-Laws, the Securities Act of each province and territory of Canada, and other relevant legislation, regulations and regulatory authorities.
 - (c) The following matters may not be delegated to management or to a committee of the Board and must be considered by the full Board:
 - (i) The submission to the shareholders of a question or matter requiring the approval of the shareholders.
 - (ii) The filling of a vacancy among the Directors or in the office of auditor.
 - (iii) The issuance of securities of the Corporation, other than options to purchase securities of the Corporation.

- (iv) The declaration of dividends.
- (v) The purchase, redemption or any other form of acquisition of securities issued by the Corporation.
- (vi) The payment of a commission to any person in consideration of that person purchasing or agreeing to purchase shares of the Corporation from the Corporation or from any other person, or procuring or agreeing to procure purchasers for any such shares.
- (vii) The approval of management proxy circulars.
- (viii) The approval of any take-over bid circular or directors' circular.
- (ix) The approval of financial statements of the Corporation.
- (x) The adoption, amendment or repeal of By-Laws of the Corporation.

2. Independence

The Board has the responsibility to ensure that appropriate structures and procedures are in place to permit the Board to function independently of management. To this end, the Board shall be comprised of a majority of members who would be considered “independent” within the meaning of applicable securities laws.

The independent directors shall meet regularly at which non-independent directors and members of management are not in attendance.

3. Strategy Determination

The Board has the responsibility to ensure there are long-term goals and a strategic planning process in place for the Corporation and to participate with management directly or through its committees in developing and approving the strategy by which it proposes to achieve its goals.

4. Managing Risk

The Board has the responsibility to understand the principal risks of the business in which the Corporation is engaged, to achieve a proper balance between risks undertaken and the potential return to shareholders, and to ensure that there are systems in place which effectively monitor and manage those risks with a view to the long-term viability of the Corporation.

5. Appointment Training and Monitoring Senior Management

The Board has the responsibility to:

- (a) appoint the Chief Executive Officer (the “CEO”), to monitor and assess CEO performance, to determine CEO compensation, and to provide advice and counsel in the execution of the CEO's duties;
- (b) approve the appointment and remuneration of all corporate officers, acting upon the advice of the CEO; and
- (c) ensure that adequate provision has been made to train and develop management and for the orderly succession of management.

6. Policies Procedures and Compliance

The Board has the responsibility to:

- (a) ensure that the Corporation operates at all times within applicable laws and regulations and to the highest ethical and moral standards;

- (b) approve and monitor compliance with significant policies and procedures by which the Corporation is operated;
- (c) ensure the Corporation sets high environmental standards in its operations and is in compliance with environmental laws and legislation; and
- (d) ensure the Corporation has in place appropriate programs and policies for the health and safety of its employees in the workplace.

7. Reporting and Communication

The Board has the responsibility to:

- (a) ensure the Corporation has in place policies and programs to enable the Corporation to communicate effectively with its shareholders, other stakeholders and the public generally;
- (b) ensure that the financial performance of the Corporation is adequately reported to shareholders, other security holders and regulators on a timely and regular basis;
- (c) ensure that the financial results are reported fairly and in accordance with generally accepted accounting standards;
- (d) ensure the timely reporting of any other developments that have a significant and material impact on the value of the Corporation; and
- (e) report annually to shareholders on its stewardship of the affairs of the Corporation for the preceding year.

8. Monitoring and Acting

The Board has the responsibility to:

- (a) monitor the Corporation's progress towards its goals and objectives and to revise and alter its direction through management in response to changing circumstances;
- (b) take action when performance falls short of its goals and objectives or when other special circumstances warrant; and
- (c) ensure that the Corporation has implemented adequate control and information systems which ensure the effective discharge of its responsibilities.