



**FRONTERA ENERGY CORPORATION**  
**(the “Corporation”)**

**ADVANCE NOTICE POLICY**

**BACKGROUND**

This advance notice policy (the “**Policy**”) has been adopted by the Board of Directors of the Corporation with a view of providing shareholders, directors and management of the Corporation with a fair and transparent procedure for nominating directors. This Policy establishes a deadline on or before which a holder(s) of record of the Corporation’s common shares must submit, in writing, director nominations to the Corporation prior to any annual or special meeting of shareholders and the information that such holder(s) must include with such nominations in order for any director nominee to be eligible for election at any annual or special meeting of shareholders.

By adopting this Policy, the Corporation seeks to: (i) establish an orderly and efficient process for electing directors at annual general or, if applicable, special meetings of the shareholders of the Corporation; (ii) ensure all shareholders receive adequate notice of the director nominations and sufficient information with respect to all nominees to make an informed vote with respect to the election of directors after having been afforded reasonable time and information for appropriate deliberation; and (iii) avoid the potentially negative impact of a relatively small group of dissident shareholders taking control of the Board of Directors of the Corporation by way of a surprise proxy vote at an annual or special meeting without paying any premium for such control and without providing the remaining shareholders of the Corporation with the ability to evaluate and vote on any directors nominated by such dissident shareholders.

The Corporation believes this Policy is in the best interests of the Corporation, its shareholders and other stakeholders.

**INTERPRETATION**

1. For purposes of this Policy:
  - (a) “**Annual Meeting**” means any annual meeting of Shareholders;
  - (b) “**Applicable Securities Laws**” means the applicable securities legislation of each relevant province and territory of Canada, as amended from time to time, the rules, regulations and forms made or promulgated under any such laws and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commission or similar securities regulatory authority of each province and territory of Canada;
  - (c) “**BCA**” means the *Business Corporations Act* (British Columbia), as amended;

- (d) “**Board**” means the Board of Directors of the Corporation as constituted from time to time;
- (e) “**Common Shares**” means common shares in the capital of the Corporation;
- (f) “**Effective Date**” means April 12, 2013.
- (g) “**Nominating Shareholder**” has the meaning ascribed to such term in paragraph 2(c) below;
- (h) “**Notice Date**” has the meaning ascribed to such term in paragraph 4(a) below;
- (i) “**Public Announcement**” means disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Corporation under its profile on the System of Electronic Document Analysis and Retrieval (SEDAR) at [www.sedar.com](http://www.sedar.com);
- (j) “**Shareholder**” means a holder of Commons Shares; and
- (k) “**Special Meeting**” means any special meeting of Shareholders if one of the purposes for which such meeting is called is the election of directors.

#### **NOMINATIONS OF DIRECTORS**

2. Nominations of persons for election to the Board may be made at any Annual Meeting or any Special Meeting if one of the purposes for which the meeting was called is the election of directors. In order to be eligible for election to the Board at any Annual Meeting or Special Meeting of shareholders of the Corporation, persons must be nominated in accordance with one of the following procedures:
  - (a) by or at the direction of the Board or an authorized officer, including pursuant to a notice of meeting;
  - (b) by or at the direction or request of one or more shareholders pursuant to a “proposal” made in accordance with Division 7 of Part 5 of the BCA, or a requisition of the shareholders made in accordance with section 167 of the BCA; or
  - (c) by any person (a “**Nominating Shareholder**”):
    - (i) who, at the close of business on the date of giving by the Nominating Shareholder of the notice provided for below and at the close of business on the record date for notice of such meeting, is entered in the central securities register of the Corporation as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting; and
    - (ii) who complies with the notice procedures set forth in this Policy.
3. In addition to any other requirements under applicable laws, for a nomination to be made by a Nominating Shareholder, the Nominating Shareholder must give notice, which is both timely (in accordance with paragraph 4) and in proper written form (in accordance with paragraph 5), to the Secretary of the Corporation at the registered office of the Corporation.

4. A Nominating Shareholder's notice to the Secretary of the Corporation will be deemed to be timely if:
  - (a) in the case of an Annual Meeting, such notice is made not less than 30 days prior to the date of the Annual Meeting (the "Notice Date"); provided, however, that in the event that the Annual Meeting is to be held on a date that is less than 50 days after the date on which the first Public Announcement of the date of the Annual Meeting is made, notice by the Nominating Shareholder is made not later than the close of business on the tenth (10th) day following the day on which the first Public Announcement of the Annual Meeting is made; and
  - (b) in the case of a Special Meeting (which is not also an Annual Meeting) called for the purpose of electing directors (whether or not called for other purposes), such notice is made not later than the close of business on the fifteenth (15th) day following the day on which the first Public Announcement of the date of the Special Meeting is made.
  
5. A Nominating Shareholder's notice to the Secretary of the Corporation will be deemed to be in proper written form if:
  - (a) as to each person whom the Nominating Shareholder proposes to nominate for election as a director, such notice sets forth:
    - (i) the name, age, business address and residential address of the person;
    - (ii) the principal occupation or employment of the person;
    - (iii) the citizenship of such person;
    - (iv) the class or series and number of Common Shares which are controlled or which are owned beneficially or of record by the person as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice; and
    - (v) any other information relating to the person that would be required to be disclosed in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the BCA and Applicable Securities Laws; and
  - (b) as to the Nominating Shareholder giving the notice, such notice sets forth full particulars regarding any proxy, contract, agreement, arrangement or understanding pursuant to which such Nominating Shareholder has a right to vote or direct the voting of any shares of the Corporation and any other information relating to such Nominating Shareholder that would be required to be made in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the BCA and Applicable Securities Laws.

The Corporation shall have the right to require any proposed nominee for election as a director to furnish such additional information as may reasonably be requested by the Corporation to determine the eligibility of such proposed nominee to serve as an independent director of the Corporation.

6. No person shall be eligible for election as a director of the Corporation unless nominated in accordance with the provisions of this Policy. Notwithstanding the foregoing, nothing contained in this Policy shall be deemed to restrict or preclude discussion by a Shareholder (as distinct from the nomination of directors) at an Annual Meeting or Special Meeting of any matter that is properly before such meeting pursuant to the provisions of the BCA or the discretion of the Chairman. The Chairman of any Annual Meeting or Special Meeting shall have the power and duty to determine whether any nomination for election of a director has been made in accordance with the procedures set forth in this Policy and, if any proposed nomination is not in compliance with such procedures, to declare such nomination defective and that it be disregarded.
7. Notwithstanding any other provision of this Policy, notice given to the Secretary of the Corporation pursuant to this Policy may only be given by personal delivery, facsimile transmission or by email (at such email address as may be stipulated from time to time by the Secretary of the Corporation for purposes of this notice), and shall be deemed to have been given and made only at the time it is served by personal delivery to the Secretary at the address of the registered office of the Corporation, email (at the address as aforesaid) or sent by facsimile transmission (provided that receipt of confirmation of such transmission has been received). Notwithstanding the aforementioned, any notice delivered to the Secretary on a day which is not a business day or later than 5:00 p.m. (Toronto time) on a day which is a business day shall be deemed to have been made on the next day that is a business day.
8. The Board may, in its sole discretion, waive any requirement of this Policy.

#### **EFFECTIVE DATE**

This Policy was initially adopted by the Board with immediate effect on April 12, 2013 and it was approved, ratified and confirmed by Shareholders on May 30, 2013. This Policy was last revised and approved by the Board on the April 7, 2017.

This Policy will be subject to an annual review by the Board, and will reflect changes as required from time to time by securities regulatory agencies or stock exchanges, or so as to conform to industry standards.

#### **GOVERNING LAW**

This Policy shall be interpreted and enforced in accordance with the laws of the Province of British Columbia and the federal laws of Canada applicable therein.