



MAJORITY VOTING POLICY

(Initially adopted by the Board of Directors on April 14, 2015)

FRONTERA ENERGY CORPORATION (the “Corporation”)

The board of directors of the Corporation (the “**Board**”) believes that each of its directors should carry the confidence and support of our shareholders. To this end, the directors have unanimously adopted this Majority Voting Policy (the “**Policy**”). Future nominees for election to the Board will be asked to subscribe to this statement before their names are put forward.

In an uncontested election of directors of the Corporation, each director should be elected by the vote of a majority of the common shares represented in person or by proxy at any meeting of shareholders for the election of directors. Accordingly, if any nominee for an uncontested election as a director receives a greater number of votes “withheld” from his or her election than votes “in favour” of such election (an “**Affected Director**”), that Affected Director shall immediately submit his or her resignation to the Chairman of the Board following the meeting of shareholders, to take effect on acceptance by the Board. In this Policy, an “**uncontested election**” includes, but is not limited to, an election where the number of nominees for director equals the number of directors to be elected.

The Corporate Governance, Nominating and Sustainability Committee of the Corporation (the “**Committee**”) shall consider the Affected Director’s offer of resignation and recommend to the Board whether or not to accept it. An Affected Director shall not attend the deliberations of either the Committee or the Board, as applicable, in respect of the Affected Director’s offer of resignation. In its deliberations, the Committee shall accept the Affected Director’s resignation, absent exceptional circumstances (such as the effect such resignation may have on the Corporation’s ability to comply with any applicable corporate governance rules and policies).

The Board shall act on the Committee’s recommendation and determine whether or not to accept the Affected Director’s resignation within ninety (90) calendar days following the date of the applicable meeting of shareholders, after considering the factors considered by the Committee, and shall promptly announce its decision via press release, a copy of which shall be provided to the Toronto Stock Exchange. The Board shall accept the Affected Director’s resignation except in situations where exceptional circumstances would warrant the Affected Director to continue to serve on the Board. However, if the Board determines not to accept the Affected Director’s resignation, it shall include in the press release the reasons for its decision.

If the Affected Director’s resignation is accepted, the Board may, in accordance with the *Business Corporations Act* (British Columbia) and the Corporation’s articles, (a) appoint a new director to fill any vacancy created by the Affected Director’s resignation; (b) leave a vacancy on the Board unfilled until the next annual general meeting of shareholders; or (c) call a special meeting of shareholders to consider a new Board nominee to fill the vacant position. If an Affected Director does not tender his or her resignation in accordance with this Policy, the Board will not re-nominate that director at the next election.

This Policy does not apply in any case where the nomination and election of directors involves a “proxy dispute” (i.e. where proxy material is circulated in support of one or more nominees who are not part of the slate supported by the Board).

Currency of this Policy

This Policy was approved by the Board on April 7, 2017.