



Notice of Annual Meeting and Management Information Circular

Annual General Meeting of Shareholders
to be held on May 14, 2019

March 29, 2019

These materials are important and require your immediate attention. If you are in doubt as to how to deal with these documents or the matters to which they refer, please contact your financial, legal or other professional advisors. If you have any questions or require more information with regard to the information set out herein, please contact Shorecrest Group Ltd. by telephone at 1 (888) 637-5789 (toll free in North America) or (647) 931-7454 (collect call outside North America) or by email at contact@shorecrestgroup.com.

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Notice of Annual General Meeting of Shareholders to be held on May 14, 2019

The annual general meeting (including any postponement or adjournment thereof, the "**Meeting**") of the holders (the "**Shareholders**") of common shares ("**Shares**") of Surge Energy Inc. (the "**Corporation**") will be held in the McMurray Room at the Calgary Petroleum Club at 319 – 5th Avenue S.W., Calgary, Alberta at 3:00 p.m. (Calgary time) on Tuesday, May 14, 2019 for the following purposes:

1. to receive and consider the financial statements of the Corporation as at and for the year ended December 31, 2018, together with the report of the auditors thereon;
2. to fix the number of directors to be elected at the Meeting at nine (9);
3. to elect directors to hold office for the ensuing year;
4. to appoint independent auditors for the ensuing year and to authorize the directors to fix the remuneration of the auditors; and
5. to transact such other business as may properly come before the Meeting.

The specific details of the matters proposed to be brought before the Meeting are set forth in the management information circular accompanying this notice.

Only registered Shareholders as at the close of business on March 29, 2019 (the "**Record Date**") are entitled to notice of, and to attend and vote at, the Meeting unless, after the Record Date, a registered Shareholder transfers his or her Shares and the transferee, upon producing properly endorsed certificates evidencing such shares or otherwise establishing that he or she owns such shares, requests at least 10 days before the Meeting that the transferee's name be included in the list of Shareholders entitled to vote, in which case such transferee shall be entitled to vote such shares at the Meeting.

Registered Shareholders may vote in person at the Meeting, or they may appoint another person, who need not be a Shareholder, as their proxy to attend and vote in their place. Registered Shareholders unable to be present at the Meeting are requested to date and sign the enclosed form of proxy and return it to the Corporation's agent, Computershare Trust Company of Canada, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, before 3:00 p.m. (Calgary time) on Friday, May 10, 2019 or, if the Meeting is adjourned or postponed, at least 48 hours prior to the time of the adjourned or postponed Meeting. Late proxies may be accepted or rejected by the Chair of the Meeting in his or her discretion, and the Chair is under no obligation to accept or reject any particular late proxy.

If you have any questions or need any additional information, you should contact your professional advisors or you can contact Shorecrest Group, the Corporation's proxy solicitation agent, toll-free at 1 (888) 637-5789, locally at (647) 931-7454 or by email at contact@shorecrestgroup.com.

Calgary, Alberta
March 29, 2019

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "Paul Colborne"

Paul Colborne
President and Chief Executive Officer



Management Information Circular dated March 29, 2019

For the Annual General Meeting of Shareholders
to be held on May 14, 2019

VOTING MATTERS

Solicitation of Proxies

This management information circular (the “Circular”) is furnished in connection with the solicitation of proxies by or on behalf of the management of Surge Energy Inc. (“Surge” or the “Corporation”) for use at the annual general meeting (including any adjournment or postponement thereof, the “Meeting”) of the holders (the “Shareholders”) of common shares (the “Shares”) of the Corporation to be held in the McMurray Room at the Calgary Petroleum Club at 319 – 5th Avenue S.W., Calgary, Alberta at 3:00 p.m. (Calgary time) on Tuesday, May 14, 2019 for the purposes set forth in the accompanying Notice of Annual General Meeting of Shareholders.

The information contained in this Circular is given as at March 29, 2019, unless otherwise stated.

Management of the Corporation is soliciting proxies from Shareholders for the Meeting. In addition to solicitation by mail, proxies may be solicited by personal interview, telephone or other means of communication and by directors, officers and employees of the Corporation, who will not be specifically remunerated therefore. Solicitation of proxies by management will be primarily by mail, but may also be in person or by telephone. The cost of solicitation will be borne by the Corporation.

Surge has also retained Shorecrest Group (“Shorecrest”) to assist it in connection with the Corporation’s communications with Shareholders. In connection with these services, Shorecrest is expected to receive a fee of \$25,000, plus out-of-pocket expenses. In addition, the Corporation may, upon request, pay to certain brokerage firms, fiduciaries or other persons holding Shares in their names for others, the charges entailed in sending out the meeting materials to the persons for whom they hold Shares.

Record Date

The record date (the “Record Date”) for the Meeting is March 29, 2019. Only registered Shareholders at the close of business on the Record Date are entitled to notice of the Meeting and to vote thereat unless, after the Record Date, a registered Shareholder transfers its Shares and the transferee, upon producing properly endorsed certificates evidencing such Shares or otherwise establishing that it owns such Shares, requests not later than 10 days before the Meeting that the transferee’s name be included in the list of Shareholders entitled to vote, in which case such transferee shall be entitled to vote such Shares at the Meeting.

Appointment and Revocation of Proxies

Registered Shareholders may vote in person at the Meeting or they may appoint another person, who does not have to be a Shareholder, as their proxy to attend and vote in their place. The persons named in the accompanying form of proxy are the President and Chief Executive Officer and the Chief Operating Officer of the Corporation. **A Shareholder submitting a proxy has the right to appoint a person or company to represent him or her at the Meeting other than the persons designated in the form of proxy furnished by the Corporation. To exercise this right, the Shareholder should insert the name of the desired representative in the blank space provided in the form of proxy and strike out the other names or submit another appropriate proxy.**

In order to be effective, the proxy must be mailed so as to be deposited at the office of the Corporation's transfer agent, Computershare Trust Company of Canada, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, before 3:00 p.m. (Calgary time) on Friday, May 10, 2019 or, if the Meeting is adjourned or postponed, at least 48 hours prior to the time of the adjourned or postponed Meeting. Late proxies may be accepted or rejected by the Chair of the Meeting in his or her discretion, and the Chair is under no obligation to accept or reject any particular late proxy. The instrument appointing a proxy shall be in writing under the hand of the Shareholder or his or her attorney, or, if such Shareholder is a corporation, under its corporate seal, and executed by a director, officer or attorney thereof duly authorized.

A registered Shareholder who has submitted a proxy may revoke it prior to its use by instrument in writing executed by the Shareholder or his or her attorney authorized in writing, or, if the Shareholder is a corporation, under its corporate seal and executed by a director, officer or attorney thereof duly authorized, and deposited either at the office of the Corporation's transfer agent, Computershare Trust Company of Canada, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 on the last business day preceding the day of the Meeting or with the Chair of the Meeting on the day of the Meeting, but prior to the commencement thereof, and upon such deposit the previous proxy is revoked.

Registered Shareholders may also use the toll-free telephone line at 1 (866) 732-8683 or by internet at www.investervote.com to vote their Shares at the Meeting. The website may also be used to appoint a proxy holder to attend and vote at the Meeting on the registered Shareholder's behalf and convey voting instructions.

Non-registered Shareholders (holders that shares are held on their behalf by a bank, broker or other financial intermediaries) should follow the instructions provided by their financial intermediary.

Exercise of Discretion by Proxy

All Shares represented at the Meeting by properly executed proxies will be voted. Where a choice with respect to any matter to be acted upon has been specified in the instrument of proxy, the Shares represented by the proxy will be voted or withheld from being voted in accordance with such specification. **IN THE ABSENCE OF SUCH SPECIFICATION, SUCH SHARES WILL BE VOTED "FOR" ALL OF THE MATTERS SET FORTH IN THE CIRCULAR.** The accompanying form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting. At the time of printing of the Circular, management of the Corporation knows of no such amendment, variation or other matter.

Advice to Beneficial Holders of Shares

The information set forth in this section is of significant importance to many Shareholders of the Corporation, as a substantial number of the Shareholders of the Corporation do not hold Shares in their own name.

Shareholders who do not hold their Shares in their own name (referred to in this Circular as “**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 can be recognized and acted upon at the Meeting. If Shares are held in an account with an intermediary, such as a broker or financial institution, then in almost all cases those Shares will not be registered in the Beneficial Shareholder’s name on the records of the Corporation. Such Shares will more likely be registered under the name of the intermediary or its agent. In Canada, the vast majority of such Shares are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., which acts as nominee for many Canadian brokerage firms). Such Shares can only be voted upon the instructions of the Beneficial Shareholder. Without specific instructions the intermediary and its agents and nominees are prohibited from voting such Shares. **Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their Shares are communicated to the appropriate person.**

Applicable regulatory policy requires intermediaries to seek voting instructions from Beneficial Shareholders in advance of Shareholders’ meetings. Every intermediary has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Shares are voted at the applicable meeting. The voting instruction form supplied to a Beneficial Shareholder by its broker or other intermediary or agent is similar to the form of proxy provided to registered Shareholders by the Corporation. However, its purpose is limited to instructing the registered Shareholder (the broker or other intermediary or agent) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”). Broadridge typically asks Beneficial Shareholders to vote via the internet at www.proxyvote.com or by phone using the number listed on the voting instruction form or by returning the form to Broadridge. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the applicable meeting. **Surge may utilize the Broadridge QuickVote™ service to assist eligible beneficial holders with voting their Shares.**

A Beneficial Shareholder receiving a Broadridge voting instruction form cannot use that form to vote Shares directly at the Meeting. The voting instruction form must be returned to Broadridge well in advance of the Meeting in order to have the Shares voted.

Voting Shares and Principal Holders of Voting Shares

The Corporation is authorized to issue an unlimited number of Shares and an unlimited number of preferred shares, issuable in series. As at March 29, 2019, there were 313,980,037 Shares and no preferred shares issued and outstanding. Holders of Shares are entitled to one vote for each Share held at the Meeting. To the best of the knowledge of the directors and officers of the Corporation, no person beneficially owns, directly or indirectly, or exercises control or direction over more than 10% of the Shares, except as set out below:

<u>Name</u>	<u>Number of Shares⁽¹⁾</u>	<u>Percentage of Class</u>
JOG Capital Corp.	48,944,904	15.6%

Notes:

- (1) Based on publicly available information, the number of Shares beneficially owned, or controlled or directed, directly or indirectly.

MATTERS TO BE ACTED UPON AT THE MEETING

The following are the matters to be acted upon at the Meeting:

Item 1 – Receipt of Financial Statements

At the Meeting, the Shareholders will receive and consider Surge's financial statements for the year ended December 31, 2018, together with the report of the auditors. No formal action is required or proposed to be taken at the Meeting with respect to the financial statements.

Item 2 – Fixing Number of Directors

At the Meeting, it is proposed that the number of directors to be elected at the Meeting to hold office until the next annual meeting or until their successors are elected or appointed, subject to the articles of the Corporation, be set at nine (9).

Management recommends that shareholders vote FOR setting the number of directors to be elected at the Meeting at nine (9). The persons named in the accompanying form of proxy intend to vote FOR setting the number of directors to be elected at the Meeting at nine (9) unless the shareholder expressly specifies otherwise in the form of proxy.

Item 3 – Election of Directors

Proposed Nominees

The Shareholders will be asked to consider the election of the directors of Surge. Each director so elected will hold office until the next annual meeting of the Shareholders or until his or her successor is duly elected or appointed, unless his or her office be earlier vacated in accordance with Surge's articles or by-laws.

The nine nominees proposed for election as directors are as follows:

James Pasioka	Robert Leach
Marion Burnyeat	Allison Maher
Paul Colborne	P. Daniel O'Neil
Daryl Gilbert	Murray Smith
Michelle Gramatke	

Management does not contemplate that any of the proposed nominees will be unable to serve as a director. However, if for any reason any of the proposed nominees does not stand for election or is unable to serve as such, the management designees, if named as proxy, reserve the right to vote for any other nominee in their sole discretion unless the Shareholder has specified in its proxy that its Shares are to be withheld from voting on the election of directors.

Management recommends that shareholders vote FOR the election of each of the nine above-listed nominees. The persons named in the accompanying form of proxy intend to vote FOR the election of each of these nominees unless the shareholder expressly specifies authority to do so is withheld in the form of proxy.

Voting for Election of Directors and Majority Voting Policy

Surge's directors are elected annually, individually and by majority vote. Each director so elected will hold office until the next annual meeting of the Shareholders or until his or her successor is duly elected or appointed.

The individual voting results will be published by news release and on www.sedar.com after the meeting. The individual voting results will also be reviewed by Surge's Compensation, Nominating and Corporate Governance Committee and will be considered as part of the committee's overall review and assessment of the nominees recommended to shareholders at our next annual meeting of shareholders.

The Corporation has a Majority Voting Policy which requires that any nominee for director who receives a greater number of votes "withheld" than "for" his or her election shall tender his or her resignation to the Chair promptly following the meeting at which he or she is elected. The Compensation, Nominating and Corporate Governance Committee will consider the resignation offer and will make a recommendation to the Board of Directors of the Corporation (the "Board") whether to accept it. The Board shall meet within 90 days of the relevant shareholders' meeting to determine whether or not it wishes to accept such resignation and shall promptly issue a news release following the Board's decision, including the reason for not accepting any resignation and shall provide a copy of that release to the Toronto Stock Exchange ("TSX"). The Board will generally accept such resignation, absent exceptional circumstances. The resignation will be effective when accepted by the Board. A director who tenders a resignation pursuant to this policy will not participate in any meeting of the Compensation, Nominating and Corporate Governance Committee or the Board at which the resignation is considered. Shareholders should note that, as a result of the majority voting policy, a "withhold" vote is effectively a vote against a director nominee in an uncontested election. This policy applies only to uncontested elections, meaning elections where the number of nominees for directors is equal to the number of directors to be elected upon such election as determined by the Board.

Biographies of Nominees

The following table provides the names and cities of residence of all persons proposed to be nominated by management for election as directors, the position each currently holds with the Corporation, the principal occupations of such persons for the prior five years, the date on which each became a director of the Corporation and the number of Shares beneficially owned, directly or indirectly, or over which control or direction is exercised by each as at March 29, 2019.

Name and Residence	Director Since	Principal Occupation During Previous Five Years	Share Ownership⁽¹⁾
James Pasioka ⁽²⁾ Calgary, Alberta, Canada	April, 2010	Partner of the national law firm McCarthy Tétrault LLP since September 2013. Prior thereto, partner of the national law firm Heenan Blaikie LLP since 2001. Mr. Pasioka has served as an officer and director of a number of public energy companies, and chairman of the board of several oil and gas companies.	511,827
Marion Burnyeat ⁽³⁾⁽⁴⁾ Calgary, Alberta, Canada	July, 2018	Director, Calgary Academy and Headwater Learning Group since June 2018. Consultant with Inter Pipeline on mergers and acquisitions from April to June 2018. Vice President of Field Services at Westcoast Energy Inc. from January 2013 to March 2017. Prior thereto, Ms. Burnyeat served as Vice President of Midstream of Westcoast Energy Inc from May 2008 to January 2013. She served as Vice President Strategic Development and Stakeholder Relations at Westcoast Energy Inc from January 2007 to May 2008. Ms. Burnyeat has nearly thirty years in the energy sector primarily with Spectra Energy Corporation and its predecessor companies. She held increasingly responsible executive roles in leading Midstream business units, Strategic Development, Stakeholder Relations and Business Development. Ms. Burnyeat is currently taking the Directors Education Program (June 2019) with the Institute of Corporate Directors and holds a Bachelor of Commerce degree from the University of Alberta and a Masters of Business Administration degree from Edinburgh	20,000

<u>Name and Residence</u>	<u>Director Since</u>	<u>Principal Occupation During Previous Five Years</u>	<u>Share Ownership⁽¹⁾</u>
		University. She serves on the board of Calgary Academy and Headwater Learning, has held positions on not for profit boards and is an active volunteer for several charitable organizations including Freestyle Alberta.	
Paul Colborne Calgary, Alberta, Canada	April, 2010	President and CEO of the Corporation. He is also the President of StarValley Oil and Gas Ltd., a private, Calgary-based oil and gas company founded in November 2005. Mr. Colborne currently serves on the board of directors of Rising Star Resources Ltd., a private oil and gas company, and until its sale in February 2018, served on the board of directors of Red River Oil Inc., a private oil and gas company. In 1993, after nine years practicing securities, banking and oil and gas law, Mr. Colborne directed his focus to the oil and gas industry and founded an oil and gas company called Startech Energy Ltd., a publicly traded company, which grew to 15,000 boe/d. Eight years later in 2001, Startech was acquired by ARC Energy Trust for more than C\$500 million. From September 2003 to January 2005, Mr. Colborne was the President and CEO of StarPoint Energy Trust, a 36,000 boe/d publicly traded energy trust. From 1996 to May 2013, Mr. Colborne founded and was on the board of directors of Crescent Point Energy Corp., a large, publicly traded, oil and gas company. Until its sale in July of 2009, Mr. Colborne served as Chairman of TriStar Oil & Gas Ltd. He was also previously a Director for Westfire Energy Ltd., Twin Butte Energy Ltd., Cequence Energy Ltd., and Chairman of Seaview Energy Ltd. Until its sale in December of 2009, he also served as a Director of Breaker Energy Ltd. Mr. Colborne was also Chairman and a Director of Mission Oil and Gas Inc. until its sale in February 2007. In May of 2014, Paul stepped down from the board of Legacy Oil + Gas. In June of 2014, Paul completed his term as Chairman of a private company called New Star Energy Ltd., and stepped down as a Director.	5,415,263
Daryl Gilbert ⁽⁴⁾⁽⁵⁾ Calgary, Alberta Canada	June, 2014	Chair of the Reserves Committee for the Corporation. Managing Director and Investment Committee member of JOG Capital since May 2008. Mr. Gilbert has also been an independent businessman and investor, and serves as a director for a number of public and private entities, since 2005. Mr. Gilbert has been active in the Western Canadian oil and natural gas sector for over 40 years, working in reserves evaluation with Gilbert Laustsen Jung Associates Ltd. (now GLJ Petroleum Consultants Ltd.) ("GLJ"), an engineering consulting firm, from 1979 to 2005. Mr. Gilbert served as President and Chief Executive Officer of GLJ from 1994 to 2005.	91,551
Michelle Gramatke Calgary, Alberta, Canada	May 2019	Chief Financial Officer of JOG Capital since 2004. Ms. Gramatke has over 25 years of experience in professional accounting and financial consulting both in the public and private sectors. Ms. Gramatke worked from 1996 to 2001 in several executive positions including Chief Financial Officer of PricewaterhouseCoopers Central Asia, Deputy Chief Financial Officer for an American NASDAQ-listed telecommunications company with operations in Russia and Manager with PricewaterhouseCoopers Moscow. Prior to working overseas, Ms. Gramatke worked with KPMG	Nil

<u>Name and Residence</u>	<u>Director Since</u>	<u>Principal Occupation During Previous Five Years</u>	<u>Share Ownership⁽¹⁾</u>
Robert Leach ⁽³⁾⁽⁶⁾⁽⁷⁾ Phoenix, Arizona, United States	April, 2010	LLP focusing on Canadian upstream oil and gas, construction and mining companies. Chief Executive Officer of Custom Truck Sales Ltd., a private company operating Kenworth truck dealerships in Saskatchewan and Manitoba, and Vice President of ReNue Properties Arizona Inc. Mr. Leach was formerly the Chairman of the board of directors of Breaker Energy Inc.	1,460,129
Allison Maher ⁽⁵⁾⁽⁶⁾ Calgary, Alberta Canada	July, 2018	President, Director and Co-founder of Family Wealth Coach Planning Services since January 2009. Prior thereto, Ms. Maher worked at other financial-advisory and estate-planning companies such as Great-West Life (London Life) for almost two decades. Ms. Maher began her career at KPMG LLP in the areas of Tax and Corporate Audit. Ms. Maher has her Certified Corporate Director, Chartered Professional Accountant and Certified Financial Planner designations. Ms. Maher received her Bachelor of Commerce degree, with Distinction, from the University of Calgary. Ms. Maher is an active member of the Institute of Corporate Directors, Chair of TIGER21 Calgary and currently holds board positions on several not for profit boards.	71,600
P. Daniel O'Neil ⁽⁴⁾⁽⁵⁾ Calgary, Alberta Canada	April, 2010	Chair of the Environment, Health and Safety Committee for the Corporation. Mr. O'Neil has served as a director of Cequence Energy Ltd since March 2019. Mr. O'Neil has also been an independent businessman since his retirement on May 8, 2013. Prior thereto, President and Chief Executive Officer of the Corporation since April 13, 2010. Prior thereto, President and Chief Executive Officer of Breaker Energy Ltd., a publicly traded oil and natural gas company, from its formation in September 2004 until its acquisition by NAL Oil & Gas Trust in December 2009. Mr. O'Neil was also a director of Cathedral Energy Services Ltd. Prior to its sale, Mr. O'Neil was also a director of Hyperion Exploration Corp.	339,942
Murray Smith ⁽⁴⁾⁽⁶⁾ Calgary, Alberta Canada	June, 2010	Chair of the Compensation Committee for the Corporation. President of Murray Smith and Associates. Mr. Smith also serves on the board of two private companies and Williams Companies Inc. (WMB.nyse), a Tulsa based midstream company. Prior thereto, Mr. Smith was an Official Representative of the Province of Alberta to the United States of America until 2007. Prior thereto, he was a member of the Legislative Assembly in the Province of Alberta serving in four different Cabinet portfolios – Energy, Gaming, Labour, and Economic Development from 1993 to 2005.	143,543

Notes:

- (1) Reflects the number of Shares beneficially owned, controlled or directed by the nominee.
- (2) Chair of the Board.
- (3) Member of the Compensation, Nominating and Corporate Governance Committee. Mr. Smith serves as Chair.
- (4) Member of the Environment, Health and Safety Committee. Mr. O'Neil serves as Chair.
- (5) Member of the Reserves Committee. Mr. Gilbert serves as Chair.
- (6) Member of the Audit Committee. Mr. Keith Macdonald currently serves as Chair and will continue to serve as Chair until his term as Director lapses at the Meeting.
- (7) Lead independent director of the Board.

Additional Information Respecting the Nominees

Other than as set forth below, to the knowledge of management of the Corporation, no proposed director of the Corporation is, or within the 10 years before the date of this Circular has been, a director, chief executive officer or chief financial officer of any other issuer that: (i) was the subject of a cease trade or similar order or an order that denied the other issuer access to any exemptions under Canadian securities legislation that lasted for a period of more than 30 consecutive days that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or (ii) was subject to a cease trade order or an order that denied the relevant issuer access to any exemption under securities legislation that lasted for a period of more than 30 consecutive days that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer.

Other than as set forth below, to the knowledge of management of the Corporation, no proposed director of the Corporation: (i) is, at the date of this Circular or has been within the 10 years before the date of this 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; or (ii) has, within the 10 years before the date of this Circular, become 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 the assets of the proposed director.

Mr. Gilbert was a director of Connacher Oil & Gas Limited (“**Connacher**”) from October 2014 until February 2019. Mr. Gilbert initially joined Connacher’s board of directors to assist in guiding Connacher through several financial restructurings. On May 17, 2016, Connacher applied for and was granted protection from its creditors by the Court of Queen’s Bench of Alberta pursuant to the *Companies Creditor Arrangement Act* (Canada) (“**CCAA**”). On February 16, 2019 Connacher announced that it was proceeding to close on a credit bid transaction with its supporting lenders, which is expected to be consummated and will lead to a successful exit from CCAA in the first half of 2019. Mr. Gilbert resigned from Connacher shortly thereafter. Mr. Gilbert was also a director of LGX Oil + Gas Inc. (“**LGX**”), a public company with shares trading on the TSX Venture Exchange, which was placed into receivership in June 2016 and, in connection therewith, a receiver was appointed under the *Bankruptcy and Insolvency Act* (Canada). Mr. Gilbert resigned as a director of LGX immediately following the appointment of the receiver. Cease trade orders in respect of LGX were issued shortly after the appointment of the receiver.

Mr. Pasioka was also a director of LGX. Mr. Pasioka resigned as a director of LGX in July 2015. LGX was placed into receivership nearly twelve months later in June 2016 and, in connection therewith, a receiver was appointed under the *Bankruptcy and Insolvency Act* (Canada). Cease trade orders in respect of LGX were issued shortly after the appointment of the receiver.

To the knowledge of management of the Corporation, no proposed director of the Corporation has: (i) been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with the Canadian securities regulatory authority; or (ii) been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Item 4 – Appointment of Auditors

Shareholders will be asked to approve the appointment of the auditors of the Corporation to act until the next annual meeting of Shareholders and to authorize the directors to fix their remuneration. Management proposes the firm KPMG LLP, Chartered Accountants, of Calgary, Alberta be re-appointed as auditors of

the Corporation. KPMG LLP, Chartered Accountants, have been the auditors of the Corporation since May 5, 2010.

Management recommends that shareholders vote FOR the appointment of KPMG LLP as our auditors and to authorize the directors to fix their remuneration as such. The persons named in the accompanying form of proxy intend to vote FOR this resolution unless the shareholder expressly specifies authority to do so is withheld on the form of proxy.

CORPORATE GOVERNANCE

The Board is responsible for the governance of the Corporation. The Board and senior management consider good governance to be central to the effective and efficient operation of the Corporation. As it relates to corporate governance, Surge and the Board have, during the last two years:

- engaged in Board renewal and rejuvenation by replacing a nine-year Board member, being Mr. Macdonald, and appointed two qualified female directors to the Board, with a third qualified female proposed for election at the Meeting;
- retained an internationally-recognized recruitment firm to develop a formal succession plan for senior management;
- undertaken a full review and approval of the key policy provisions for share trading, disclosure, ethical conduct and whistleblower; and
- worked with an internationally-recognized firm in assessing Board culture and effectiveness.

Board Mandate

The Board operates under a written mandate (the “**Board Mandate**”), a copy of which is attached as Schedule “A” to this Circular. Pursuant to the Board Mandate, the Board retains overall responsibility for the implementation and enforcement of an appropriate system of corporate governance.

The Board Mandate provides that the Corporation’s professional advisors keep it apprised of developing corporate governance issues and shall, each year after the annual shareholder meeting of the Corporation, review the sufficiency of the Corporation’s corporate governance policies and procedures.

Board Independence

A director is considered to be independent of an issuer under applicable Canadian securities laws if the director is free of any relationship with the issuer which could, in the view of the issuer’s board of directors, be reasonably expected to interfere with the exercise of the director’s independent judgment. Certain directors, such as current or former employees or officers of the issuer, are deemed not to be independent of the issuer.

As of the date of this Circular, the Board has nine members, seven of whom are considered to be independent. The Board considers Marion Burnyeat, Daryl Gilbert, Robert Leach, Keith Macdonald, Allison Maher, P. Dan O’Neil and Murray Smith to be independent as at the date of this Circular. If elected at the Meeting, Michelle Gramatke will be considered to be independent. Paul Colborne is not independent as he is the President and Chief Executive Officer of the Corporation. James Pasieka is not independent as he is a partner of a law firm that provides legal services to the Corporation.

Mr. Pasieka is the Chair of the Board and accordingly, the Board does not have an independent Chair. The role of the Chair is to act as the leader of the Board, to manage and co-ordinate the activities of the Board and to oversee the execution by the Board of the Board Mandate.

Because the Chair of the Board is not independent, the Board determined to appoint a lead independent director. The lead independent director is responsible for, among other things: (i) together with the Chair, providing leadership to ensure that the Board functions independently of management of the Corporation; (ii) chairing meetings of independent directors or non-management directors; (iii) in the absence of the Chair, acting as chair of meetings of the Board; (iv) recommending, where necessary, the holding of special meetings of the Board; (v) promoting best practices and high standards of corporate governance; and (vi) performing such other duties and responsibilities as may be delegated to the lead independent director by the Board from time to time. Mr. Leach is the Board's lead independent director.

The Board Mandate does not require that the Board hold regularly scheduled meetings of its independent members and no such meetings were held in the year ended December 31, 2018, however, the independent directors hold *in camera* sessions at each regularly scheduled Board meeting. The Board also ensures open and candid discussion among its independent directors by continuously monitoring situations where a conflict of interest or perceived conflict of interest with respect to a director may exist. In cases where such a conflict of interest or perceived conflict of interest is identified, it is addressed in accordance with the *Business Corporations Act* (Alberta), the Code of Conduct (as defined and described in more detail under the heading "*Ethical Business Conduct*") and the Board Mandate. The Board may determine that it is appropriate to hold an *in camera* session excluding any director with a conflict of interest or perceived conflict of interest or such director may consider that it is appropriate to recuse himself or herself from considering and voting with respect to the matter under consideration.

Directors that are Directors of Other Reporting Issuers

The following directors of the Corporation are also currently directors of other reporting issuers or their equivalent in a domestic or foreign jurisdiction:

Director	Reporting Issuer
Paul Colborne	Priviti Oil & Gas Opportunities Limited Partnership 2013
Daryl Gilbert	Whitecap Resources Inc. AltaGas Ltd. Falcon Oil & Gas Ltd. Leucrotta Exploration Inc.
Murray Smith	Williams Companies Inc.
P. Dan O'Neil	Cequence Energy Ltd.

Surge does not limit the number of public company boards on which its directors may serve but instead monitors the performance and attendance of the directors affected by overboarding guidelines.

Board Committees

The Board has four standing committees, being the Audit Committee, the Compensation, Nominating and Corporate Governance Committee, the Reserves Committee and the Environment, Health & Safety Committee. Each committee operates under a written mandate. The mandate of each committee delineates specific roles and responsibilities for the Chair of that committee. The charters of each of these committees have been made available on the Corporation's website at www.surgeenergy.ca under "*Corporate Governance*".

Audit Committee

The Audit Committee is currently comprised of Keith Macdonald (Chair), Robert Leach, Allison Maher and Murray Smith, each of whom is an independent director. Mr. Macdonald will continue to act as Chair until the expiration of his term as director following the Meeting.

The primary function of the Audit Committee is to assist the Board in fulfilling its responsibilities by reviewing: the financial reports and other financial information provided by the Corporation to any

regulatory body or the public; Surge's systems of internal controls regarding preparation of those financial statements and related disclosures that management and the Board have established; and the Corporation's auditing, accounting and financial reporting processes generally.

Compensation, Nominating and Corporate Governance Committee

The Compensation, Nominating and Corporate Governance Committee is currently comprised of Murray Smith (Chair), Marion Burnyeat, Robert Leach and Daryl Gilbert each of whom is an independent director.

The primary functions of the Compensation, Nominating and Corporate Governance Committee are to: (i) assist the Board in fulfilling its responsibility by reviewing and evaluating matters relating to compensation of the directors, officers and employees of the Corporation in the context of the budget and business plan of the Corporation; and (ii) assisting the Board in the discharge of its duties and responsibilities respecting corporate governance as set out in the Board Mandate, including developing and recommending to the Board for approval, as appropriate, such corporate governance policies and procedures as are necessary to ensure that the Corporation is fully compliant with applicable securities laws and prevailing governance standards and that the Board functions independently of management.

For additional information in respect of the role of the Compensation, Nominating and Corporate Governance as it relates to the compensation of directors, officers and employees of the Corporation, see "*Corporate Governance – Compensation*" and, as it relates to the nomination of directors and diversity, see "*Corporate Governance – Nomination of Directors and Diversity*".

Reserves Committee

The Reserves Committee is currently comprised of Daryl Gilbert (Chair), Keith Macdonald, Allison Maher and P. Daniel O'Neil, each of whom is an independent director. Mr. Macdonald will continue to act as a member of the Reserves Committee until the expiration of his term as director following the Meeting.

The primary functions of the Reserves Committee are to: (i) assist the Board in the selection, engagement and instruction of an independent reserves evaluator for the Corporation and its affiliates; (ii) ensure there is a process in place to provide all relevant reserves data to the independent reserves evaluator; (iii) monitor the preparation of the independent reserves evaluation of the Corporation and its affiliates; and (iv) review the annual independent reserves evaluation of the Corporation and its affiliates and any other independent reserves evaluations prepared for the Corporation.

Environment, Health and Safety Committee

The Environment, Health and Safety Committee is currently comprised of P. Daniel O'Neil (Chair), Marion Burnyeat and Keith Macdonald, each of whom is an independent director. Mr. Macdonald will continue to act as a member of the Environment, Health and Safety Committee until the expiration of his term as director following the Meeting.

The primary functions of the Environment, Health and Safety Committee are to review and monitor the environmental policies and activities of the Corporation on behalf of the Board and the activities of the Corporation as they relate to the health and safety of employees of the Corporation in the workplace.

Board and Committee Meeting Attendance

The following is a summary of attendance of the nominees as directors (other than Ms. Gramatke, who is being nominated for her first term as a director at the Meeting) at meetings of the Board and its committees from January 1, 2018 to December 31, 2018.

Director	Board	Audit	Reserves	Compensation, Nominating and Corporate Governance	Environment, Health and Safety	Total and Percentage
James Pasioka	6					6 (100%)
Marion Burnyeat ⁽¹⁾	4			1	2	7 (100%)
Paul Colborne	6					6 (100%)
Daryl Gilbert	6		1	4		11 (100%)
Robert Leach	6	4		4		14 (100%)
Allison Maher ⁽¹⁾	4	2				6 (100%)
P. Daniel O'Neil	6		1		4	11 (100%)
Murray Smith	6	4		4		14 (100%)

Note:

(1) Ms. Burnyeat and Ms. Maher were appointed as directors on July 16, 2018.

Compensation

The Board is responsible for determining the compensation of the Corporation's directors and officers. The Board has delegated certain responsibilities respecting compensation to the Compensation, Nominating and Corporate Governance Committee. Under its written mandate, a function of the Compensation, Nominating and Corporate Governance Committee is to assist the Board in carrying out its responsibilities by reviewing compensation and human resources issues and making recommendations to the Board as appropriate. Among other things, the Compensation, Nominating and Corporate Governance Committee: (i) recommends to the Board human resources and compensation policies and guidelines for application to the Corporation and oversees the administration of such policies and guidelines as are approved by the Board; (ii) ensures that the Corporation has in place programs to attract and develop management of the highest caliber and a process to provide for the orderly succession of management; (iii) reviews the performance of the Chief Executive Officer relative to the goals and objectives of the Corporation for the purpose of determining the compensation of the Chief Executive Officer to be recommended to the Board for approval; (iv) recommends to the Board for approval the annual salary, bonus and other benefits, direct and indirect, of the Chief Executive Officer, and approves 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; (v) periodically reviews, with the Chief Executive Officer, the Corporation's policies on compensation for all employees and overall human resources matters; and (vi) periodically reviews the adequacy and form of compensation of directors to ensure that the compensation realistically reflects the responsibility and risks involved in being an effective director and reports and makes recommendations to the Board accordingly.

The Board encourages objectivity in the compensation process by monitoring the criteria and methodology employed by the Compensation, Nominating and Corporate Governance Committee in arriving at its recommendations to the Board.

Assessment

The Board Mandate provides that the Board is responsible for annually assessing its overall performance and that of its committees. The objective of this review is to contribute to a process of continuous improvement in the Board's execution of its responsibilities. Each review will have regard to the mandate or charter of the Board or committee and identifies any areas where the directors or management believe that the Board or committee could make a better collective contribution to overseeing the affairs of the Corporation. The written mandate of the Audit Committee also provides that the Audit Committee will, on an annual basis, assess its own performance.

The Board is also responsible for regularly assessing the effectiveness and contribution of the individual directors, having regard to the competencies and skills each director is expected to bring to the Board.

The matrix below demonstrates the skills and competencies each nominee as a director currently brings to the Board:

	Executive Leadership	Value Creation	Operations	Reserves and Resource Evaluation	Enterprise Risk Assessment	Health, Safety and Environment	Legal, Regulatory and Governmental	Accounting and Finance	Compensation and Human Resources	Corporate Governance
James Pasieka	✓	✓		✓	✓	✓	✓	✓	✓	✓
Marion Burnyeat	✓	✓	✓		✓	✓	✓	✓	✓	✓
Paul Colborne	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Daryl Gilbert	✓	✓	✓	✓	✓	✓	✓		✓	✓
Michelle Gramatke	✓	✓			✓		✓	✓	✓	✓
Robert Leach	✓	✓			✓	✓	✓	✓	✓	✓
Allison Maher	✓			✓	✓		✓	✓	✓	✓
P. Daniel O'Neil	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Murray Smith	✓	✓	✓		✓	✓	✓	✓	✓	✓

Nomination of Directors and Diversity

The identification of new candidates for Board nomination where a vacancy exists on the Board or the Board has determined that it is in the best interests of the Corporation for additional members to be added to the Board is the responsibility of the Compensation, Nominating and Corporate Governance Committee. The written mandate of the Compensation, Nominating and Corporate Governance Committee provides that, when so directed by the Board as a whole, it will identify and recommend suitable candidates for nomination for election as directors. In doing so, it will: (i) consider the competencies and skills and the diversity the Board should possess as a whole; (ii) formulate criteria for candidates after considering the competencies and skills of each existing director; (iii) consider the competencies and skills of each new nominee and whether or not each new nominee can devote sufficient time and resources to his or her duties as a Board member; (iv) establish the procedure for approaching prospective candidates; (v) canvas current Board members for suggestions as to candidates; and (vi) make a formal recommendation to the Board of proposed nominees for election.

The Board will encourage an objective nomination process by reviewing the criteria employed by the Compensation, Nominating and Corporate Governance Committee in conducting the nomination process and confirming the absence of any factors that might compromise the integrity of the process.

With the assistance of a nationally-recognized independent diversity consultant, the Board has developed and approved a written diversity policy (the “**Diversity Policy**”) that broadly promotes diversity on the Board and expressly addresses the disclosure requirements of *National Instrument 58-101 – Disclosure of Corporate Governance Practices*. The Compensation, Nominating and Corporate Governance Committee is responsible for monitoring compliance with the Diversity Policy. As part of this mandate, the Compensation, Nominating and Corporate Governance Committee measures the representation of women on the Board and in executive officer positions on an annual basis and report to the Board with respect to the Corporation’s annual and cumulative progress in achieving the key objectives of the Diversity Policy.

In adopting the Diversity Policy, the Board has made increasing the representation of women on the Board a priority for future Board member appointments. While the Diversity Policy does not include a target number or percentage of women on the Board, as the Board is of the view that it is in the Corporation’s best interests to select candidates based on merit, the Board is, however, committed to a

nomination process that will identify and short-list female candidates who possess the skills and other characteristics the Board considers necessary for directors.

In furtherance of the objectives of the Diversity Policy and in recognition of the importance of female representation on the Board, in March 2018 the Compensation, Nominating and Corporate Governance Committee retained an internationally-recognized independent recruitment firm to assist it with the identification and recruitment of qualified female candidates for inclusion as members of the Board. This recruitment process was ultimately based on merit and the contribution that any candidate would bring to the Corporation. As a result of the recruitment process, the Board identified two qualified candidates and on July 16, 2018, appointed Allison Maher and Marion Burnyeat as directors of the Corporation. With the departure of Keith Macdonald following the expiration of his current term as director, the Board has identified Michelle Gramatke as a qualified candidate to be elected at the Meeting.

The Corporation is committed to equality of opportunity and has emphasized the importance of developing its internal pipeline of female talent at both the management and executive level. Rather than instituting a target or quota for executive officers, the Corporation has emphasized the importance of developing its internal pipeline of female talent at both the management and executive level over time. Currently, the Corporation's overall workforce is 56% female and the Corporation has developed an internal pipeline of female managers that account for 39% of the Corporation's managerial and supervisor positions. In addition, currently, 17% (one of six) of the Corporation's executive officers and 33% (three of nine) of the candidates nominated to be elected as directors at the Meeting are women.

Position Descriptions

The Board has not developed written position descriptions for the Chair of the Board and the chairs of the committees of the Board. The Board Mandate outlines the role and specific responsibilities of the Chair of the Board.

The Board has not developed a written position description for the President and Chief Executive Officer. The Board Mandate states that management is responsible for the maintenance and creation of an overall corporate strategic planning process. The Board Mandate specifies that the Board will review and approve management's strategic and operational plans to ensure that they are consistent with the corporate vision for the Corporation and monitor the Corporation's performance against short and long-term strategic plans. The Board reviews and, if it sees fit, endorses the corporate strategy presented by management. The Board expects and ensures that such corporate strategy addresses the key executive personnel and their roles and responsibilities. The Board delineates the role and responsibilities of the President and Chief Executive Officer through its direct and ongoing oversight and assessment of management's development and execution of corporate strategy. In addition, the Board Mandate provides for the annual review of the Chief Executive Officer by the Compensation Nominating and Corporate Governance Committee.

Orientation and Continuing Education

The Board Mandate provides that any newly appointed or elected directors will be provided with an orientation which will include written information about the duties and obligations of directors and the business and operations of the Corporation, documents from recent Board meetings and opportunities for meetings and discussion with senior management and other directors.

All members of the Board are provided with copies of the Board Mandate, the charters of each committee of the Board and the Code of Conduct, Trading Policy, Whistleblower Policy and corporate disclosure and confidentiality policy. The Board relies on its legal counsel and other outside advisers to advise it as necessary of corporate governance developments. The Board also relies on management to keep it apprised of developments within the oil and natural gas industry that may affect the governance and management of the Corporation. In addition, the Board Mandate provides that any director who feels that he or she requires the services of an outside advisor to assist with discharging his or her responsibilities as a director may engage one at the expense of the Corporation with the authorization of the Chair.

Ethical Business Conduct

The Corporation has adopted a code of business conduct and ethics (“**Code of Conduct**”). The Code of Conduct has been filed on the Corporation’s website and can be viewed at www.surgeenergy.ca. All staff and directors of the Corporation are made personally accountable for learning, endorsing and promoting the code and applying it to their own conduct and field of work. All staff and directors are asked to review the code and confirm, through written or electronic declaration, that they understand their individual responsibilities and will conform to the requirements of the code. Any breach of the code may be reported directly to the responsible officer or may be reported to the Chair of the Audit Committee in accordance with the whistleblower policy (“**Whistleblower Policy**”) of the Corporation. The application of the Whistleblower Policy is the primary means by which the Board monitors compliance with the code.

The Corporation has adopted the Whistleblower Policy. The Whistleblower Policy establishes procedures that allow employees of the Corporation to confidentially and anonymously submit any concerns regarding activity that may be considered ethically, morally or legally questionable to the Chair of the Audit Committee without fear of retaliation.

The Corporation has adopted a share trading policy (“**Trading Policy**”). The purpose of the Trading Policy is to promote investor confidence in the securities of the Corporation by ensuring that persons who have access to material, undisclosed information concerning the Corporation or its affiliates will not make use of it by trading in securities of the Corporation or tipping others before the information has been fully disclosed to the public.

Corporate Social Responsibility

The Corporation is committed to conducting its business in a safe and responsible manner to protect both the health and safety of employees, contractors, stakeholders, the public and the environment. Safeguarding the environment and the integrity of the Surge’s infrastructure are inherent in its day-to-day operations. Surge’s culture promotes responsibility and accountability for health, safety and environmental performance throughout the entire organization.

Management continually reviews actual performance in these areas relative to corporate objectives, regulatory requirements and industry peers. Management reports to the Environment, Health and Safety Committee on a quarterly basis with respect to health, safety and environmental performance and collaborates with the Environment, Health and Safety Committee and Board on areas for continuous improvement.

The Corporation has in place policies and procedures to address health and safety management, environmental management and asset and infrastructure integrity management. The policies and procedures are reviewed annually by management and the Environment, Health and Safety Committee and revised when required to be consistent with current best practices. Surge’s health, safety and environment management system includes the monitoring of air emissions and other contaminants, greenhouse gases, spills and safety incidents, the investigation of all such events and comprehensive training and awareness for all employees. All spills and incidents are recorded and reported as required by applicable law and the learnings applied to corrective and preventative action.

Conflicts of Interest

The directors and officers of the Corporation may participate in activities and investments in the oil and natural gas industry outside the scope of their engagement or employment as directors or officers of the Corporation. As a result, the directors and officers may become subject to conflicts of interest. In accordance with the *Business Corporations Act* (Alberta), directors who are a party to or are a director or an officer of a person who is a party to a material contract or material transaction or a proposed material contract or proposed material transaction are required to disclose the nature and extent of their interest and not to vote on any resolution to approve the contract or transaction. To the extent that conflicts of

interest arise, such conflicts will be resolved in accordance with the provisions of the *Business Corporations Act* (Alberta), the Board Mandate and the Corporation's corporate governance policies.

Term Limits

The Corporation does not impose term limits on its directors as it views term limits as an arbitrary mechanism for removing directors that could result in valuable, experienced directors being forced to leave the Board solely because of length of service. Instead, the Corporation believes that directors should be assessed based on their ability to continue to make a meaningful contribution. The annual elections by the Shareholders are a more meaningful way to evaluate the performance of directors and to make determinations about whether a director should be removed due to under-performance.

EXECUTIVE COMPENSATION

Named Executive Officers

This Circular is required to contain certain disclosure concerning the compensation of individuals considered to be "Named Executive Officers" ("**NEOs**") of the Corporation under applicable securities laws. The NEOs for the purposes of this Circular are the following executive officers:

- Paul Colborne – President and Chief Executive Officer
- Paul Ferguson⁽¹⁾ – Former Chief Financial Officer
- Margaret Elekes⁽²⁾ – Senior Vice President, Land and Business Development
- Murray Bye⁽³⁾ – Chief Operating Officer
- Jared Ducs⁽⁴⁾ – Vice President, Finance
- Jim Stannard⁽⁵⁾ – Executive Vice President
- Rod Monden⁽⁶⁾ – Controller

Notes:

- (1) Mr. Ferguson ceased to hold the position of Chief Financial Officer effective August 16, 2018.
- (2) Ms. Elekes was appointed Senior Vice President, Land and Business Development effective August 16, 2018. Ms. Elekes previously held the title of Vice President, Land and Business Development.
- (3) Mr. Bye was appointed Chief Operating Officer effective August 16, 2018. Mr. Bye previously held the title of Vice President, Production.
- (4) Mr. Ducs was appointed Vice President, Finance effective August 16, 2018. Mr. Ducs previously held the title of Director of Corporate Development. Mr. Ducs has been included as an NEO on the basis that he may be considered to have acted in a similar capacity to a Chief Financial Officer following the departure of Mr. Ferguson on August 16, 2018.
- (5) Mr. Stannard was appointed Executive Vice President effective September 5, 2018.
- (6) Mr. Monden is the Corporation's Controller. Mr. Monden has been included as an NEO on the basis that he may be considered to have acted in a similar capacity to a Chief Financial Officer following the departure of Mr. Ferguson on August 16, 2018.

Compensation Discussion and Analysis

The Compensation, Nominating and Corporate Governance Committee is responsible for formulating and recommending to the Board the compensation for the Corporation's executive officers.

In determining the 2018 compensation of the executive officers, the Compensation, Nominating and Corporate Governance Committee followed a process primarily involving discussion among Compensation, Nominating and Corporate Governance Committee members and the executive officers of the Corporation as to appropriate compensation, as well as internal surveys of the compensation paid by the Corporation's peers and data within the Mercer Total Compensation Survey for the Energy Sector, in addition to receiving guidance from its compensation advisors at Mercer (Canada) Limited ("**Mercer**").

Traditionally the performance of the Corporation and the executive team is evaluated by the Board by considering the following three factors:

- providing a sustainable, protected, annual dividend to shareholders, payable monthly;
- delivering reserve, production and adjusted funds flow on a per share basis; and
- pursuing additional growth through accretive acquisitions targeting high quality, large original oil in place (“**OOIP**”)¹ assets, with low recovery factors.

Because of the continued low crude oil prices and the economic conditions facing the industry as a whole, the Board continued to consider the additional factors of:

- Managing the balance sheet; and
- Requiring the leadership to proactively lead the organization through the conditions present in the industry—including cost management strategies.

In assessing the 2018 performance of the Corporation and the executive team, the Compensation, Nominating and Corporate Governance Committee considered the following milestones and key successes achieved over the year. Specifically:

- Throughout 2018 Surge continued to strategically position the Corporation for success in a lower crude oil price environment. Surge focused on creating financial liquidity, balance sheet management, cost cutting initiatives, delineation of the Corporation’s crude oil reservoirs, and the implementation of waterfloods. Of most significance, Surge completed the transformative acquisition of Mount Bastion Oil and Gas Corp. (“**Mount Bastion**”) in Q4 2018.
- Surge’s Q4 2018 production of 21,047 boepd (82% oil and NGLs) increased by more than 34% as compared to Q4 2017 production volumes of 15,675 boepd (81% oil and NGLs). Additionally, Surge increased its Proven plus Probable (“**P+P**”) reserves by 29% from 95.2MMboe at year-end 2017, to 122.6MMboe at year-end 2018.
- Operationally, the Corporation’s conventional reservoirs continued to deliver consistent results, organically replacing 133% of 2018 production.
- Macro conditions with respect to the price of oil and both Western Canadian Select crude and Edmonton Light oil differentials in the fourth quarter led to difficult market conditions to which Surge management reacted by reducing capital expenditures and delaying well completions into early 2019. Additionally, Surge adjusted its 2019 capital expenditure budget to respond to these conditions, continuing to focus on sustainability and payment of the Corporation’s dividend.
- In addition to the acquisition of Mount Bastion in October 2018, Surge continued to actively manage both acquisitions and divestitures with additions in the Sparky and Valhalla core areas and the disposition of non-core assets in the Windfall area.
- Key financial achievements in 2018 include:
 - Cash flow from operating activities increased by 30% in 2018 as compared to 2017;
 - Surge’s revolving credit facility increased from \$350 million to \$550 million with over \$140

¹ Original oil in place (OOIP) is the equivalent to Discovered Petroleum Initially In Place (“**DPIIP**”). DPIIP is defined as quantity of hydrocarbons that are estimated to be in place within a known accumulation, plus those estimated quantities in accumulations yet to be discovered. There is no certainty that it will be commercially viable to produce any portion of the resources. A recovery project cannot be defined for this volume of DPIIP at this time, and as such it cannot be further sub-categorized.

million in undrawn capacity² at December 31, 2018; and

- The Corporation instituted a normal course issuer bid share buy-back program in February 2018.
- The Corporation continued to invest in its staff by providing technical training in order to strengthen technical skills throughout the organization. Surge also continued succession planning initiatives.

In March 2018, the base salaries of the NEOs were determined to be at appropriate levels and therefore were frozen for a third consecutive year and short term incentives in respect of 2017 performance were issued based on a 90% corporate performance assessment.

Additionally in March 2018, the Compensation, Nominating and Corporate Governance Committee engaged Mercer to collect market data and recommend an industry peer group for the purposes of assessing total compensation. Mercer subsequently recommended an industry peer group for the purposes of assessing performance in respect of the PSAs granted under the Stock Incentive Plan. In August 2018, corporate performance was again reviewed in normal course for consideration of issuing Incentives. Performance was deemed to be at or above the 75th Percentile of the peer group and awards were issued to the NEOs accordingly.

In August 2018, management, the Compensation, Nominating and Corporate Governance Committee and Mercer consulted in order to determine the Percentage Payout for the PSAs issued in 2015. In August 2018, the Percentage Payout was established at 1.77 times.

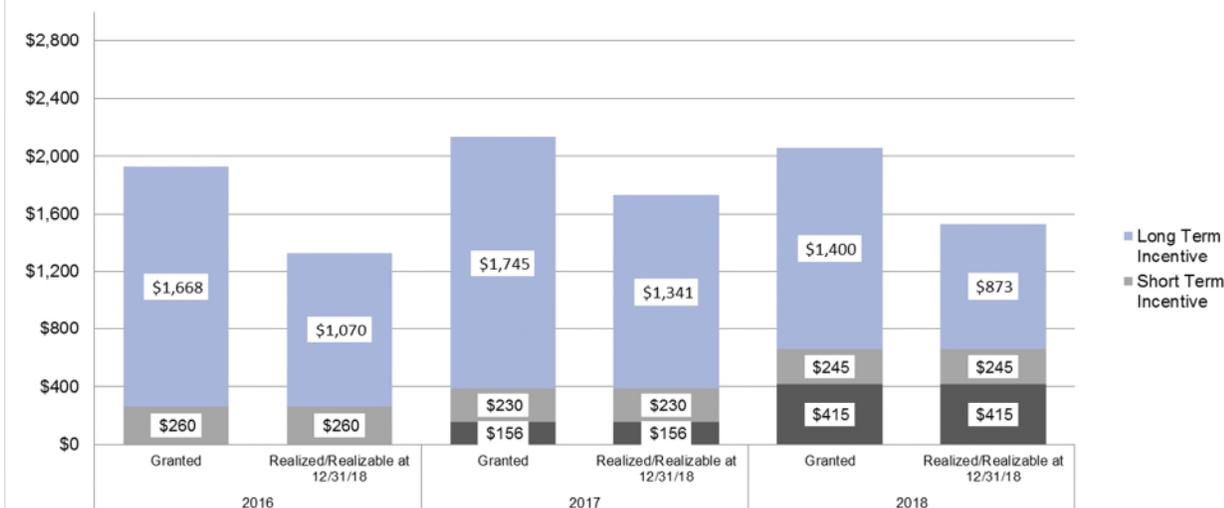
Finally, in August 2018, as a result of a re-organization and role changes at the executive level, NEO salaries were adjusted to reflect new responsibilities.

In March 2019, in keeping with normal process, the Compensation, Nominating and Corporate Governance Committee evaluated base salary levels and determined that current levels remained competitive relative to the peer group except in two cases where adjustments were made. The 2018 results as they related to the Short-Term Incentive Program metrics were assessed and corporate performance was rated at 80%.

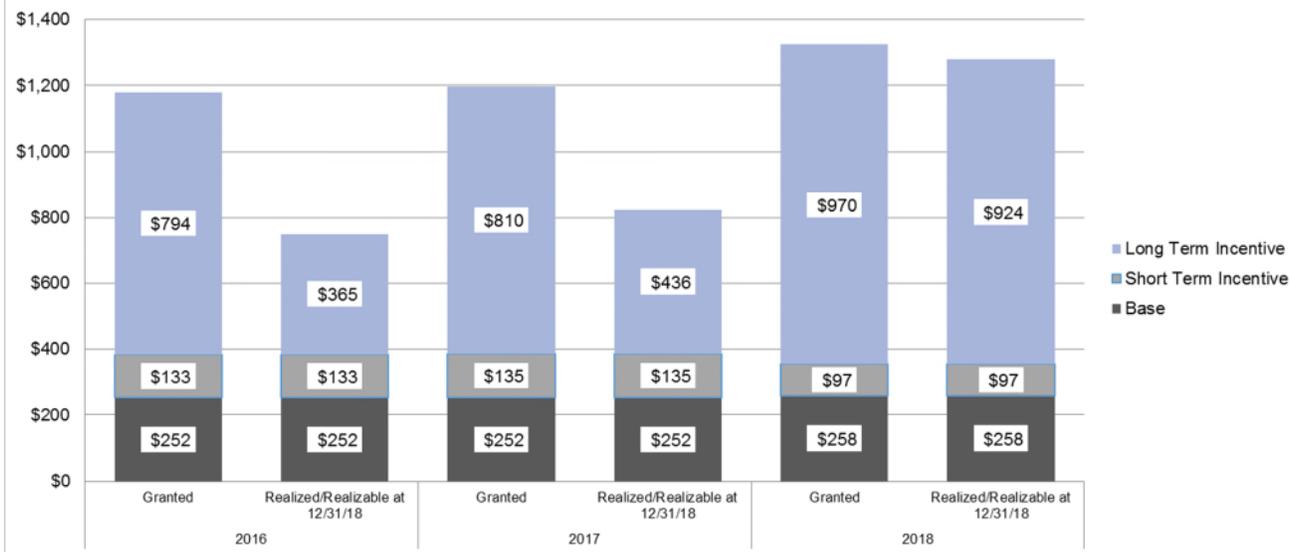
The following graphs compare total compensation granted in 2016, 2017 and 2018 to the realized and realizable compensation for each year as at December 31, 2018 for the CEO and for the average of the NEOs. Incentives values are stated on the basis of the closing price of \$1.47 per Share on the TSX on December 31, 2018 after giving effect to the dividend adjustment ratio.

² Calculated as \$550 million, less reported bank debt of \$408.6 million as per the December 31, 2018 Financial Statements of the Corporation.

**Granted vs Realized/Realizable Pay
2016, 2017 and 2018 - CEO
(all data in 000's)**



**Granted vs Realized/Realizable Pay
2016, 2017 and 2018 - Average of Other NEO's
(all data in 000's)**



Philosophy

Surge's executive compensation philosophy is to align the interests of the NEOs with that of the Corporation and its shareholders and to reward the NEOs for their contribution to the success of the Corporation. The key principles underlying Surge's compensation philosophy are to:

- attract, motivate and retain high quality, talented NEOs;
- create a strong link between pay and the performance of the Corporation in both the short and long-term by using multiple forms of compensation in an appropriate proportionality;

- ensure pay alignment with total shareholder return;
- align the long-term incentives of the NEOs with the long-term objectives of the Corporation, primarily sustained shareholder value;
- structure compensation components to ensure appropriate risk management;
- provide transparent disclosure of the compensation programs provided to the NEOs and the compensation received by the NEOs;
- ensure that the results achieved by the Corporation are reviewed twice annually at year end and after the second quarter and that the individual contributions and performance of the NEOs are reviewed annually; and
- set total direct compensation in line with an industry peer group with similar production and market capitalization.

Total Compensation Peer Group

In recommending total compensation for each of the executive officers, the Compensation, Nominating and Corporate Governance Committee considered an industry peer group. The peer group was recommended by Mercer considering other Canadian companies focused on the exploration and production of oil and gas. Production volumes and market capitalization were the primary factors used to identify firms with similar business complexity.

The peer group as at August 2018 contained the following companies:

- | | | |
|--|----------------------------|--|
| • Athabasca Oil Corp. | • Crew Energy Inc. | • Petrus Resources Ltd. |
| • Pine Cliff Energy Ltd. | • Trilogy Energy Corp. | • NuVista Energy Ltd. |
| • Cardinal Energy Ltd. | • Paramount Resources Ltd. | • TORC Oil & Gas Ltd. |
| • Tamarack Valley Energy Ltd. | • Kelt Exploration Ltd. | • Bonterra Energy Corp. |
| • Storm Resources Ltd. | • Journey Energy Ltd. | • Blackpearl Resources Ltd. ⁽¹⁾ |
| • Raging River Exploration Inc. ⁽¹⁾ | • Delphi Energy Corp. | |

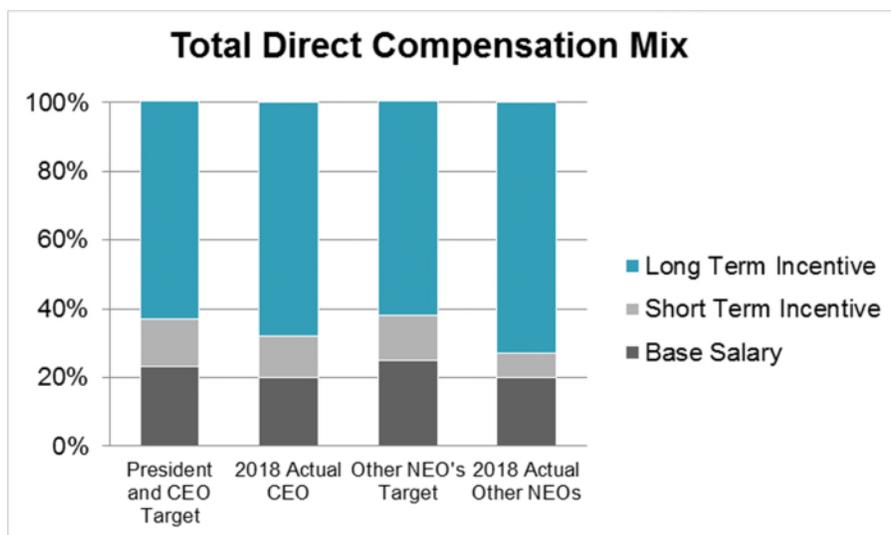
Notes:

(1) Removed subsequent to August 2018.

Compensation Components

The Compensation, Nominating and Corporate Governance Committee employed three forms of compensation for the NEOs of the Corporation in 2018 to deliver a total compensation package that is in line with the industry peer group and has the appropriate proportion of pay at risk.

The components consist of base salary and short and long-term incentives. The President and Chief Executive Officer's pay was comprised entirely of short and long-term incentives until August 2017. The following diagram illustrates the relative pay mix of the components for the President and Chief Executive Officer and the average of the other NEOs comparing the targets with the 2018 actuals.



Base Salary

Base salary provides an immediate cash incentive for the Corporation's executive officers.

The annual base salaries for each of the NEOs on December 31, 2018 were:

Named Executive Officer	2018 Base Salary
Paul Colborne President and Chief Executive Officer	\$415,000
Paul Ferguson ⁽¹⁾ Former Chief Financial Officer	N/A
Margaret Elekes Senior Vice President, Land and Business Development	\$258,000
Murray Bye ⁽²⁾ Chief Operating Officer	\$270,000
Jared Ducs ⁽²⁾ Vice President, Finance	\$205,000
Jim Stannard Executive Vice President	\$280,000
Rod Monden Controller	\$215,000

Notes:

- (1) Mr. Ferguson ceased to hold the position of Chief Financial Officer effective August 16, 2018.
- (2) Effective April 1, 2019, the salaries of Mr. Bye and Mr. Ducs will be increased to \$280,000 and \$217,500, respectively.

The base salaries were recommended by the Compensation, Nominating and Corporate Governance Committee after an analysis of market data provided by Mercer with respect to the Corporation's industry peers (as described above) and were intended to represent the 50th percentile salary amount paid by such peers.

In March 2018, in normal course, the Compensation, Nominating and Corporate Governance Committee reviewed base salaries as compared to the market data available and recommended that no change to the salaries of the NEOs be made at that time. In August 2018 following the reorganization of executive roles, base salaries were reviewed and adjusted accordingly to reflect new responsibilities. Effective April 1, 2019, a refinement will be made to the base salaries of both Mr. Bye and Mr. Ducs to better reflect their current roles.

Short-Term Incentive Program (STIP)

The Compensation, Nominating and Corporate Governance Committee views short-term incentives for the NEOs as the primary method of tying cash compensation to the achievement of pre-defined performance goals. As with base salaries, the Compensation, Nominating and Corporate Governance Committee makes recommendations regarding the grant of cash bonuses and potential cash bonus levels are established at the 50th percentile of the market data of the industry peers, which was provided by Mercer.

The Compensation, Nominating and Corporate Governance Committee has established performance measures designed to focus the efforts of the NEOs in areas that specifically tie to the stated business objectives of providing a sustained dividend, 3 to 5% growth in reserves, production and adjusted funds flow (each on a per share basis) and pursuing additional growth in strategic acquisitions. Each performance measure specifically targets these stated business objectives. The reserves, production and adjusted funds flow per share measures sought are clearly stated. The corporate initiatives measure is an assessment of the steps taken to manage the growth of the Corporation as well as its sustainability. Recycle ratio supports the overall growth of the organization, including acquisitions. The five goals together drive the sustainability of the dividend.

The results achieved in 2018, adjusted for dividends and debt as applicable, are:

Performance Measures	Desired Outcome	2018 Performance
Corporate initiatives	See above	Exceeded
Reserves per share growth	3-5%	Not achieved
Recycle ratio	1.5-2X	Partially achieved
Production per share growth	3-5%	Achieved
Adjusted funds flow per share growth	3-5%	Partially achieved

The granting of annual cash bonuses to the NEOs within the STIP is based on the overall corporate performance relative to the established performance measures and individual contributions toward the outcomes. For the NEOs, corporate performance constitutes 75% of the evaluation and individual performance the remaining 25%. A target STIP pool equal to 60% of the salary of the President and Chief Executive Officer plus 50% of the salaries of the other NEOs is established. The pool is adjusted based on corporate performance and allocated among the NEOs based on individual performance with the upward limit of any individual NEOs receiving no more than twice the target.

The corporate performance factor for 2018 was determined to be 80%. The Compensation, Nominating and Corporate Governance Committee recommended a pool of \$727,000 (with \$261,500 tied to corporate performance and \$265,500 tied to individual performance) to the Board for distribution among the entire executive team. The amounts were awarded based on performance relative to the individual's target. A pool of \$1,250,000 was approved for non-executive staff.

The amounts approved by the Board and awarded to the NEOs are:

Named Executive Officer	2018 STIP Award
Paul Colborne President and Chief Executive Officer	\$245,000
Paul Ferguson ⁽¹⁾ Former Chief Financial Officer	Nil
Margaret Elekes Senior Vice President, Land and Business Development	\$120,000
Murray Bye Chief Operating Officer	\$130,000

Jared Ducs Vice President, Finance	\$100,000
Jim Stannard Executive Vice President	\$40,000
Rod Monden Controller	\$92,000

Note:

(1) Mr. Ferguson ceased to be Chief Financial Officer on August 16, 2018, prior to the grant of 2018 STIP awards.

Long Term Incentive Program – Stock Incentive Plan

The Corporation's long term incentive program consists of the Stock Incentive Plan, which was adopted by the Board on October 7, 2013. The Stock Incentive Plan was amended on March 15, 2017. A copy of the amended Stock Incentive Plan was filed on the Corporation's profile on SEDAR at www.sedar.com on April 11, 2017 under the category "Miscellaneous/Documents Affecting the Rights of Security Holders/Security Holders Documents".

Purpose of the Stock Incentive Plan

The principal purposes of the Stock Incentive Plan are to provide directors, officers and employees of, and consultants to, the Corporation or its subsidiaries (collectively, "**Participants**") with incentive bonus compensation in the form of Shares issuable after defined vesting periods. This is intended to provide an increased incentive for the Participants to contribute to the future success and prosperity of the Corporation, thus enhancing the value of the Shares for the benefit of all Shareholders and increasing the ability of the Corporation and its subsidiaries to attract and retain individuals of exceptional skill.

Grants of Incentives

Under the terms of the Stock Incentive Plan, Participants may be granted restricted share awards ("**RSAs**"), and Participants other than non-employee directors may be granted performance share awards ("**PSAs**" and together with RSAs, "**Incentives**"), by the Board or a committee of the Board that has been delegated authority by the Board to administer the Stock Incentive Plan.

In determining the Participants to whom RSAs and/or PSAs may be granted, the number of incentives to be granted and the allocation of the incentives between RSAs and PSAs, the Board may take into account factors that it determines in its sole discretion, such as the following:

- comparisons to peer group;
- the duties, responsibilities, position, seniority and contribution of the Participant; and
- the current value of the Shares and the overall compensation structure of Surge.

Upon vesting, each RSA is deemed to be redeemed for no further consideration for one Share, multiplied by the Adjustment Ratio (as defined below).

Upon vesting, each PSA is deemed to be redeemed for no further consideration for one Share, multiplied by a payout percentage ("**Payout Percentage**") and the Adjustment Ratio. The Payout Percentage is a percentage between zero and 200 calculated at the time of vesting of a PSA based on performance criteria established by the Board at the time of the grant of the PSA, which criteria may include, but need not be limited to, the total shareholder return of the Shares compared to an index, subindex or identified group of peers and the Corporation's performance compared to identified operational or financial targets.

For purposes of the Stock Incentive Plan, the term "**Adjustment Ratio**" means, with respect to any Incentive, the ratio used to adjust the number of Shares to be issued on the applicable vesting dates

pertaining to such Incentive determined in accordance with the terms of the Stock Incentive Plan; and, in respect of each Incentive, the Adjustment Ratio shall initially be equal to one, and shall be cumulatively adjusted thereafter by increasing the Adjustment Ratio on each dividend payment date, effective on the day following the dividend record date, by an amount, rounded to the nearest five decimal places, equal to a fraction having as its numerator the dividend, expressed as an amount per Share, paid on that dividend payment date, multiplied by the Adjustment Ratio immediately prior to the dividend record date for such dividend and having as its denominator the fair market value of the Shares on the trading day immediately preceding the dividend payment date (or, if Incentives are scheduled to vest prior to the applicable dividend payment date, on the trading day immediately preceding the vesting date of such Incentives).

Vesting of Incentives

Subject to earlier vesting in accordance with the terms of the Stock Incentive Plan and unless otherwise determined by the Board, RSAs granted under the Stock Incentive Plan vest as to one-third on each of the first, second and third anniversary dates of the date of grant.

Subject to earlier vesting in accordance with the terms of the Stock Incentive Plan and unless otherwise determined by the Board, PSAs granted under the Stock Incentive Plan vest on the third anniversary date of the date of grant.

The Stock Incentive Plan provides that the Board may, in its sole discretion, stipulate different vesting dates than those set forth above and may impose additional or different conditions to the determination of the vesting date(s) in respect of the redemption of Incentives including, without limitation, performance conditions and that the Board may, in its sole discretion, accelerate the vesting date for all or any Incentives at any time and from time to time.

In the event that Shares are to be issued upon the redemption of a RSA or a PSA on a date when the applicable Participant is subject to a black-out, the issuance of such Shares shall be moved to a date which is within three business days following the end of the applicable black-out.

Limitations on Grants

The Stock Incentive Plan includes the following restrictions:

- the aggregate number of Shares that may be issued from treasury by the Corporation pursuant to Incentives granted and outstanding under the Stock Incentive Plan at any time shall not exceed a number of Shares equal to 4.5% of the aggregate number of issued and outstanding Shares, subject to adjustment in certain circumstances.
- the aggregate number of Shares reserved for issuance pursuant to Incentives granted to any one person, when combined with any other share compensation arrangement, may not exceed 5% of the outstanding Shares (on a non-diluted basis);
- the aggregate number of Shares reserved for issuance pursuant to Incentives granted to insiders, when combined with any other share compensation arrangement, may not exceed 10% of the outstanding Shares (on a non-diluted basis);
- the aggregate number of Shares issued within any one year period to insiders pursuant to Incentives, when combined with any other share compensation arrangement, may not exceed 10% of the outstanding Shares (on a non-diluted basis); and
- the aggregate number of Shares reserved for issuance pursuant to RSAs granted to non-employee directors may not exceed 0.5% of the outstanding Shares (on a non-diluted basis) and the aggregate value of RSAs (as determined by the Corporation at the time of grant) granted to any non-employee director in any calendar year shall not exceed \$100,000.

Anti-Dilution Provisions

In addition for adjustments for dividends paid on the Shares as described above, the Stock Incentive Plan provides that appropriate adjustments in the number of Shares subject to the Stock Incentive Plan and issuable upon the vesting of an Incentive shall be made by the Board to give effect to adjustments in the number of Shares resulting from subdivisions, consolidations or reclassifications of the Shares, the payment of stock dividends by the Corporation (other than dividends in the ordinary course) or other relevant changes in the authorized or issued capital of the Corporation, which changes occur subsequent to the approval of the Stock Incentive Plan by the Board.

Payment Upon Vesting of Incentives

The Stock Incentive Plan provides that, except in limited circumstances, in lieu of issuing from treasury a Share upon the redemption of a RSA or a PSA, the Corporation may instead, at its discretion, (i) make a cash payment equal to the fair market value of the Shares immediately prior to the date of redemption; or (ii) subject to the satisfaction of applicable securities laws, including the rules of the TSX (or, if the Shares are not then listed on the TSX, on such other exchange as the Shares are then listed), purchase a Share through the facilities of such exchange and deliver such Share.

Change of Control Provisions

The Stock Incentive Plan contains certain provisions that apply in the event of a “Change of Control” of the Corporation, including requiring the assumption by the successor entity of all of the covenants and obligations of the Corporation under the Stock Incentive Plan and the Incentive agreements outstanding on consummation of such transaction in a manner that substantially preserves and does not impair the rights of the Participants thereunder in any material respect and, if the Incentives (and the covenants and obligations of the Corporation under the Stock Incentive Plan and the Incentive agreements outstanding on consummation of such transaction) are not so assumed by the successor, then the vesting date for all such Incentives that have not yet been redeemed as of such time shall be the date which is immediately prior to the date upon which the “Change of Control” transaction is consummated.

The Stock Incentive Plan also provides that in the event a Double Trigger Event (as defined below) has occurred, all Incentives which have not otherwise vested in accordance with their terms shall become vested in full and redeemable in accordance. For purposes of the Stock Incentive Plan, the term “**Double Trigger Event**” means the Participant’s service with the Corporation or a subsidiary or an affiliate is involuntarily terminated without cause or voluntarily terminated for Good Reason (as such term is defined in the Stock Incentive Plan) within one month prior to or 12 months following the effective date of a Change of Control.

In the event a Change of Control is contemplated or has occurred, all Incentives granted to non-employee directors which have not otherwise vested in accordance with their terms shall vest upon the occurrence of the Change of Control or such earlier or later time as is determined by the Board.

Early Termination Events

Under the Stock Incentive Plan, unless otherwise determined by the Board in its sole discretion, the following provisions apply in the event that a holder of Incentives ceases to be a Participant.

- **Retirement** - In the event of the retirement of a Participant, the Participant shall be entitled to receive a number of Shares equal to the number of Incentives held multiplied by a fraction (A) the numerator of which is the number of days from the grant date of the applicable Incentive to the retirement date; and (B) the denominator of which is the total number of days comprising the original vesting period of such Incentive. The vesting date for any Incentives held by the retiring Participant shall be the original vesting date of the Incentives and the Payout Percentage in respect of any PSAs held by a Participant shall be determined as of the vesting date;

- Resignation - In the event of the resignation of a Participant, the termination of the employment of a Participant, whether with or without cause or reasonable notice, the termination of a consulting agreement, or the failure to stand for or obtain re-election to the Board by a Participant that is a non-employee director, effective the day following the last active day of employment or service or services, all unvested Incentives held by the Participant shall immediately cease and terminate and thereafter shall be of no further force or effect whatsoever; and
- Death - In the event of the death of a Participant, all unvested Incentives held by the Participant at the time of death shall be deemed to immediately vest.

Amendments to the Stock Incentive Plan

The Board may amend the Stock Incentive Plan and any securities granted thereunder in any manner, or discontinue it at any time, without the approval of the holders of a majority of the Shares, provided that:

- the consent of the applicable Participants must be obtained for any amendment that would adversely affect any outstanding Incentives; and
- the approval of the holders of a majority of the Shares present and voting in person or by proxy at a meeting of holders of Shares must be obtained for any amendment that would have the effect of:
 - increasing the number of Shares that may be issued;
 - increasing the maximum percentage of Shares that may be reserved for issuance non-employee directors, insiders or any one person;
 - increasing the maximum percentage of Shares that may be issued within any one year period to insiders;
 - changing the amendment provisions;
 - changing the terms of any Incentives held by insiders;
 - amending the definition of Participants to expand the categories of individuals eligible for participation in the Stock Incentive Plan; or
 - amending the Stock Incentive Plan to permit the transferability of Incentives.

Administration of the Stock Incentive Plan

In administering the Stock Incentive Plan, the Compensation, Nominating and Corporate Governance Committee recommends the number of RSAs and PSAs to be granted based on corporate and individual performance, the market data of the industry peers as well as guidance from the Corporation's compensation advisors. The Compensation, Nominating and Corporate Governance Committee also relies on its assessment of the appropriate base level of RSA and PSA holdings by the executive officers after considering previous grants of RSAs and PSAs, the Corporation's development to date and the current capital base of the Corporation. In order to drive the long-term sustainability of the Corporation, a stronger emphasis is placed on long-term incentives than the other compensation components. Accordingly, this compensation component constitutes at least 60% of the compensation of the NEOs. Further, to demonstrate clear alignment between the NEOs' compensation and the interests of shareholders, the majority of incentives held by the NEOs are in the form of PSAs and the primary factor in determining the Payout Percentage of PSAs upon vesting is total shareholder return.

The fifteen industry peers³ in the group for purposes of measuring performance for the PSAs granted in

³ Baytex Energy Corp., Raging River Exploration Inc., TORC Oil and Gas Ltd., Bonterra Energy Corp., Cardinal Energy Ltd., Tamarack Valley Energy Ltd., Gear Energy Ltd., Granite Oil Corp., InPlay Oil Corp., Journey Energy Ltd., Crescent Point Energy Corp., Athabasca Oil Corp., Yangarra Resources Ltd., Obsidian Energy Ltd. and Whitecap Resources Ltd.

2018 are all Canadian, TSX listed companies with market capitalization ranging from \$79 million to \$4 billion and they are of similar operational bases, mainly being oil-weighted production at approximately 40% exposure to oil. . In arriving at recommended RSA and PSA grants for the NEOs, the Compensation, Nominating and Corporate Governance Committee considers total shareholder return as compared to industry peers as well as results against the defined business strategy which contribute to the sustainability of the Corporation:

- provide a sustainable, protected, annual dividend to shareholders, payable monthly;
- grow, cost effectively, at 3 to 5% per year on reserves, production and adjusted funds flow on a per share basis; and
- pursue additional growth through accretive acquisitions targeting high quality, large original oil in place OOIP assets, with low recovery factors.

As noted previously, the Board had further tasked the management of the Corporation to:

- manage the balance sheet; and
- proactively lead the organization through the economic conditions facing the industry.

In accordance with the above stated factors, in August 2018, the Compensation, Nominating and Corporate Governance Committee assessed the corporate performance and the steps taken by the Corporation to maintain the long-term sustainability of the Corporation in the extreme market conditions.

Upon consideration of the relevant factors, the Compensation, Nominating and Corporate Governance Committee determined that top quartile incentive grants to the NEOs should be awarded at similar values to the previous year's grant.

Accordingly, in August 2018, under the Stock Incentive Plan, the Corporation granted the following Incentives:

Named Executive Officer	PSAs ⁽²⁾⁽³⁾	RSAs ⁽¹⁾⁽³⁾
Paul Colborne ⁽¹⁾ President and Chief Executive Officer	437,500 (\$1,050,000) (75%)	145,833 (\$350,000) (25%)
Paul Ferguson ⁽⁴⁾ Former Chief Financial Officer	Nil (\$Nil) (Nil%)	Nil (\$Nil) (Nil%)
Margaret Elekes ⁽¹⁾ Senior Vice President, Land and Business Development	250,000 (\$600,000) (75%)	83,333 (\$200,000) (25%)
Murray Bye ⁽¹⁾ Chief Operating Officer	265,625 (\$637,500) (75%)	88,541 (\$212,500) (25%)
Jared Ducs ⁽¹⁾⁽⁵⁾ Vice President, Finance	109,375 (\$262,500) (75%)	36,458 (\$87,500) (25%)
Jim Stannard ⁽⁷⁾ Executive Vice President	412,500 (\$944,625) (75%)	137,500 (\$315,875) (25%)
Rod Monden ⁽¹⁾⁽⁶⁾ Controller	75,000 (\$180,000) (75%)	25,000 (\$60,000) (25%)

Notes:

- (1) The value for PSAs and RSAs granted pursuant to the Corporation's long term incentive program is based on the grant date fair value of \$2.40 per PSA and RSA, being the 20 trading day volume weight adjusted average price of the Shares on August 15, 2018.
- (2) For the purposes of the calculations in this chart, the Payout Percentage for PSAs is assumed to be 100%.
- (3) Denotes PSAs and RSAs as a percentage of the total long term incentive program grant in 2018.
- (4) Mr. Ferguson ceased to be Chief Financial Officer on August 16, 2018.
- (5) Mr. Ducs was appointed Vice President, Finance effective August 16, 2018. Mr. Ducs previously held the title of Director of Corporate Development. Mr. Ducs has been included as an NEO on the basis that he may have acted in a similar capacity to a chief financial officer following the departure of Mr. Ferguson on August 16, 2018.
- (6) Mr. Monden is the Corporation's Contoller. Mr. Monden has been included as an NEO on the basis that he may have acted in a similar capacity to a chief financial officer following the departure of Mr. Ferguson on August 16, 2018.
- (7) Mr. Stannard was granted his PSAs and RSAs effective September 5, 2018, at a grant price of \$2.29 per PSA and RSA.

On August 15, 2018, the PSAs granted in 2015 vested. In determining the Percentage Payout, the following formula was used: six-ninths of the weighting was based on total shareholder returns relative to the group of industry peers approved at the time of the grant; the remainder of the weighting was based on a performance scale for the financial and operational measures – being the average of the recycle ratios achieved in each of the three years (two-ninths weighting) and the change in Net Asset Value over the period (one-ninth weighting). The performance scale and results were:

	<u>Total Shareholder Returns</u>	<u>Average Recycle Ratio</u>	<u>Change in Net Asset Value</u>
Threshold	25 th Percentile	1.0X	3%
Target	50 th Percentile	1.5X	9%
Maximum	75 th Percentile	2.0X	15%
Actual	75 th Percentile (Maximum)	3.42X (Maximum)	-18% (Below Target)

The Compensation, Nominating and Corporate Governance Committee recommended that the Board approve management's calculation which was based on the aforementioned formula and results. The final Percentage Payout was determined to be 1.77 times.

Compensation Advisors and Executive Compensation Related Fees

The Compensation, Nominating and Corporate Governance Committee engaged Mercer to undertake a review of, and make recommendations to the Board on, the compensation and compensation procedures for the executive officers and directors, having regard to peer group data from similar companies, including performing a peer group review as well as performing certain compensation benchmarking.

The table below summarizes the fees related to determining compensation for the Corporation's directors and executives ("**Executive Compensation Related Fees**") and the fees for these consultants for other services ("**All Other Fees**") for the financial years ended December 31, 2017 and 2018.

	Mercer	
	<u>2018</u>	<u>2017</u>
Compensation-Related Fees	\$26,257	\$68,182
All Other Fees	Nil	Nil

Risk Assessment and Oversight

The Compensation, Nominating and Corporate Governance Committee considers the implications of the risks associated with the Corporation's compensation policies and practices. The Compensation, Nominating and Corporate Governance Committee's role of approving the compensation policies and practices includes considering whether the compensation policies and practices could encourage an NEO to: (i) take inappropriate or excessive risks; (ii) focus on achieving short-term goals at the expense of long-term returns to Shareholders; or (iii) excessively focus on financial and operational goals at the expense of environmental responsibility and health and safety. Based on the experience of the Compensation, Nominating and Corporate Governance Committee in compensation matters, it did not identify any risks arising from the Corporation's compensation policies and practices that would reasonably be likely to have a material adverse effect on the Corporation. This assessment was based on a number of considerations, including the following:

- base salaries provide a steady income regardless of share price performance, allowing executives and employees to focus on both near-term and long-term goals and objectives without undue reliance on short-term share price performance or market fluctuations;
- cash bonuses are based on performance measures designed to contribute to long term value creation, the Corporation targets awarding cash bonuses of 50% (up to a maximum of 100%) of base salary for each of the NEOs and 60% and 120% respectively for the President and Chief Executive Officer. PSAs and RSAs typically vest over a number of years, motivating the achievement of long term sustainable objectives and aligning executives with the interests of Shareholders; and
- although annual performance goals are established, the Compensation, Nominating and Corporate Governance Committee does not solely focus on achievement of narrow focus performance goals and retains adequate discretion to apply business judgment to assess the overall execution of the long term business plan and adherence to the Corporation's corporate vision and values.

Performance Graphs

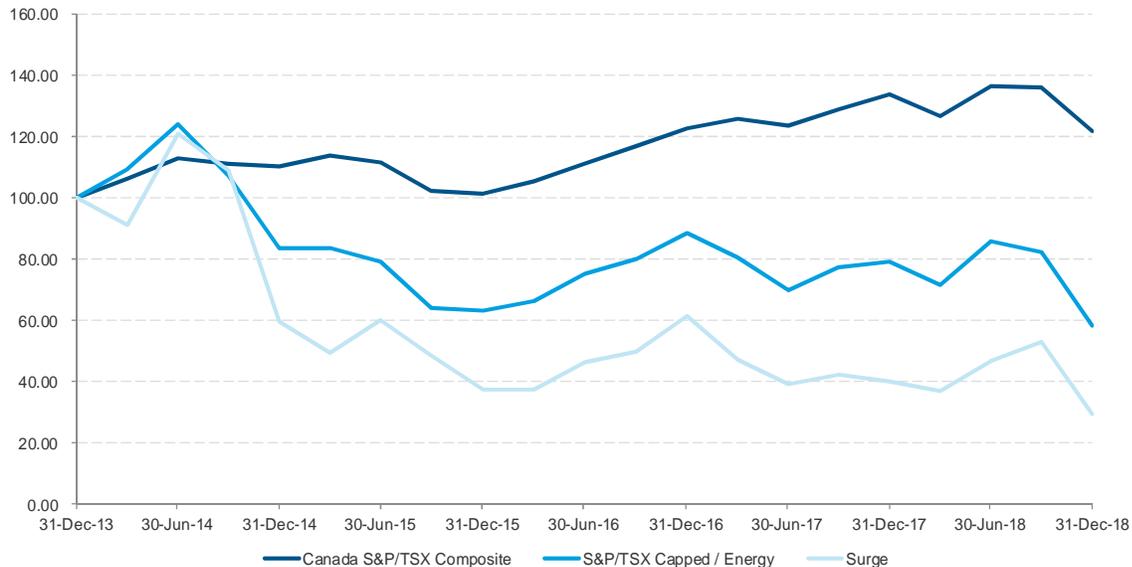
The Shares began trading on the TSX under the symbol "SGY" on October 21, 2011. Prior to that date the Shares traded on the TSX Venture Exchange since May, 1998. The following graph compares the cumulative total shareholder return of the Shares with the cumulative shareholder return of the S&P/TSX Composite Index and the S&P/TSX Capped Energy Index for the period commencing December 31, 2013 and ending December 31, 2018.

31-Dec-13 31-Dec-14 31-Dec-15 30-Dec-16 29-Dec-17 31-Dec-18

TOTAL RETURN

Canada S&P/TSX Composite	40,334	44,591	40,882	49,501	54,003	49,204
S&P/TSX Capped / Energy	366	306	232	324	290	213

	31-Dec-13	31-Dec-14	31-Dec-15	31-Dec-16	30-Dec-17	29-Dec-18
S&P/TSX Composite Index	\$100.00	\$110.55	\$101.36	\$122.73	\$133.89	\$121.99
S&P/TSX Capped Energy Index	\$100.00	\$83.66	\$63.47	\$88.63	\$79.23	\$58.18
SGY Common Shares	\$100.00	\$59.69	\$37.55	\$61.31	\$40.29	\$29.72



Note:

(1) Compounded total return, with dividends reinvested on the ex-date. Source: FactSet.

The above graph reflects the increase in the market price of the Shares following the implementation of dividends. The market price of the Shares has tracked the S&P/TSC Capped/Energy fund since the start of the recent economic downturn in the oil and gas industry. The total compensation of the NEOs has reflected this trend by decreasing at the start of the downturn and harsh industry conditions followed by a modest upward trend in 2016. Total compensation for the CEO in 2018 was again lower as the market price of the Shares fell in response to the renewed pressure on the industry. The total compensation of the other NEOs showed increases only due to changes in roles and responsibilities.

Financial Instruments and Anti-Hedging Policy

Directors and officers of the Corporation, including the NEOs, are not permitted to purchase financial instruments, including, for greater certainty, 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 of the Corporation granted as compensation or held, directly or indirectly, by management.

Compensation Governance

The Corporation has a Compensation, Nominating and Corporate Governance Committee that determines the compensation of the directors and executive officers of the Corporation. For details concerning the composition of the Compensation, Nominating and Corporate Governance Committee and the responsibilities, powers and operation of the Compensation, Nominating and Corporate Governance

Committee, see this Circular under the heading “*Corporate Governance – Board Committees – Compensation, Nominating and Corporate Governance Committee*”, and “*Corporate Governance – Compensation*” and “*Corporate Governance – Nominating Directors and Diversity*”.

The Compensation, Nominating and Corporate Governance Committee is chaired by Murray Smith. Robert Leach, Daryl Gilbert and Marion Burnyeat are the other committee members. Each of these four committee members is independent under applicable Canadian securities laws. Mr. Smith’s career of forty-five years has encompassed responsibility for executive compensation in many instances including over six years with the Government of Alberta Treasury Board and serving as the Government of Alberta Minister of Labour from 1996-1999 where he was responsible for the administration of all Government of Alberta labour contracts. He also has previously served on the compensation committee of another publicly traded corporation and currently serves on the compensation committee of Williams Companies, Inc.

Mr. Leach has served on the compensation committees of two other publicly traded companies, namely, Breaker Energy and Delaney Energy Services. He has been instrumental in executive compensation design, implementation and administration in his own businesses in Western Canada. Mr. Leach is well connected to industry sources through his association with a major public accounting firm and the Young Presidents’ Organization which both ensure his ability to access market data and ascertain reasonability of compensation plans and practices.

Mr. Gilbert is significantly experienced with compensation matters through his service on the compensation committees of several publicly traded companies, including Longview Oil Corp. prior to its sale to Surge and his current service as Chair of the Human Resources and Compensation Committee of AltaGas Ltd. and prior service with Cequence Energy Ltd. Mr. Gilbert is a highly experienced executive, director and businessman who has dealt with numerous compensation issues in the course of his various leadership roles within the energy industry.

Ms. Burnyeat brings extensive business perspective and management leadership to the compensation committee. Ms. Burnyeat draws on her executive roles in both the public and private sectors to provide relevant compensation and governance related insights. Ms. Burnyeat’s wealth of management experience in the energy sector, including nearly a decade of experience in executive roles for Westcoast Energy Inc., assists in consideration of the issues that are relevant to the compensation committee mandate.

Summary of Compensation of Named Executive Officers

The following table sets forth information concerning the total compensation paid for the years ended December 31, 2016 through 2018 to the NEOs of the Corporation.

Name and Position	Year	Salary (\$)	Share- Based Awards (\$) ⁽¹⁾⁽²⁾	Option- Based Awards (\$)	Non-Equity Incentive Plan Compensation (\$)			Total Compensation (\$)
					Annual Incentive Plans ⁽³⁾	Long- Term Incentive Plans	All Other Compensation (\$) ⁽⁴⁾	
Paul Colborne ⁽⁵⁾ President and Chief Executive Officer	2018	415,000	1,400,000	Nil	245,000	Nil	32,642	2,092,642
	2017	155,625	1,745,000	Nil	230,325	Nil	31,052	2,162,002
	2016	Nil	1,667,500	Nil	260,000	Nil	29,991	1,972,491
Paul Ferguson ⁽⁶⁾ Former Chief Financial Officer	2018	166,633	Nil	Nil	Nil	Nil	15,713	182,346
	2017	265,000	830,000	Nil	135,000	Nil	23,221	1,253,221
	2016	265,000	827,500	Nil	137,500	Nil	21,554	1,251,554

Name and Position	Year	Salary (\$)	Share-Based Awards (\$) ⁽¹⁾⁽²⁾	Option-Based Awards (\$)	Non-Equity Incentive Plan Compensation (\$)			Total Compensation (\$)
					Annual Incentive Plans ⁽³⁾	Long-Term Incentive Plans	All Other Compensation (\$) ⁽⁴⁾	
Margaret Elekes	2018	246,000	800,000	Nil	120,000	Nil	25,000	1,191,000
Senior Vice President, Land and Business Development	2017	240,000	780,000	Nil	130,000	Nil	24,111	1,174,111
	2016	240,000	750,000	Nil	126,000	Nil	24,131	1,140,131
Murray Bye	2018	256,667	850,000	Nil	130,000	Nil	25,033	1,261,700
Chief Operating Officer	2017	250,000	820,000	Nil	140,000	Nil	24,611	1,234,611
	2016	250,000	805,000	Nil	136,500	Nil	24,632	1,216,132
Jared Ducs ⁽⁷⁾	2018	182,500	350,000	Nil	100,000	Nil	21,325	653,825
Vice President, Finance	2017	165,000	190,000	Nil	52,000	Nil	20,360	427,360
	2016	148,333	165,000	Nil	40,000	Nil	19,386	372,719
Jim Stannard ⁽⁸⁾	2018	91,000	1,259,500	Nil	40,000	Nil	7,973	1,398,473
Executive Vice President	2017	n/a	n/a	n/a	n/a	n/a	n/a	n/a
	2016	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Rod Monden	2018	210,250	240,000	Nil	92,000	Nil	22,589	564,839
Controller	2017	206,000	210,000	Nil	62,000	Nil	22,288	500,288
	2016	201,500	220,000	Nil	58,000	Nil	22,094	501,594

Notes:

- (1) For the year ended December 31, 2018, Share-Based Awards was comprised of PSAs and RSAs granted pursuant to the Corporation's long term incentive program. All PSAs vest on the date three years from the date of grant. All RSAs vest as to one third on each anniversary of the date of grant. The value for PSAs and RSAs is based on the grant date fair value of \$1.46 per PSA and RSA, being the 20 trading day volume weight adjusted average price of the Shares on August 15, 2018. For the year ended December 31, 2017, Share-Based Awards was comprised of PSAs and RSAs granted pursuant to the Corporation's long term incentive program. All PSAs vest on the date three years from the date of grant. All RSAs vest as to one third on each anniversary of the date of grant. The value for PSAs and RSAs is based on the grant date fair value of \$2.13 per PSA and RSA, being the 20 trading day volume weight adjusted average price of the Shares on August 15, 2017. For the year ended December 31, 2016, Share-Based Awards was comprised of PSAs and RSAs granted pursuant to the Corporation's long term incentive program. All PSAs vest on the date three years from the date of grant. All RSAs vest as to one third on each anniversary of the date of grant. The value for PSAs and RSAs is based on the grant date fair value of \$2.37 per PSA and RSA, being the 20 trading day volume weight adjusted average price of the Shares on August 15, 2016. For the purposes of the calculations in this table, the Payout Percentage for all PSAs is assumed to be 100%.
- (2) The method used for computing the grant date fair value of the PSAs and RSAs is in accordance with IFRS 2. Surge used IFRS 2 as its methodology for computing grant date fair value for purposes of consistency with its financial statements.
- (3) Represents the short-term incentive paid to the NEO with respect to each of the years presented pursuant to the STIP. Mr. Ferguson received no STIP payment in respect of 2018.
- (4) Includes the Corporation's contribution to the employee stock savings plan on behalf of the NEO and amounts paid on behalf of the NEO on account of parking, health and dental insurance, life insurance and accidental death and disability insurance.
- (5) Mr. Colborne is also a director of the Corporation. Mr. Colborne received no compensation in the year ended December 31, 2018 in relation to his duties as a director of the Corporation.
- (6) Mr. Ferguson ceased to hold the position of Chief Financial Officer effective August 16, 2018.
- (7) Mr. Ducs was appointed Vice President, Finance effective August 16, 2018. Mr. Ducs previously held the title of Director of Corporate Development.
- (8) Mr. Stannard was appointed Executive Vice President effective September 5, 2018.

Outstanding Incentive Plan Awards

The following table outlines for each NEO all PSAs and RSAs outstanding as at December 31, 2018.

Name	Number of Incentives that have not Vested ⁽¹⁾ (#)	Market or payout value of Incentives that have not Vested ⁽¹⁾ (\$)
Paul Colborne President and Chief Executive Officer	1,474,089 PSAs 376,185 RSAs	2,166,911 552,992
Paul Ferguson ⁽²⁾ Former Chief Financial Officer	Nil PSAs Nil RSAs	Nil Nil
Margaret Elekes Senior Vice President, Land and Business Development	761,989 PSAs 170,737 RSAs	1,120,124 250,983
Murray Bye Chief Operating Officer	809,103 PSAs 181,009 RSAs	1,189,381 266,083
Jared Ducs ⁽³⁾ Vice President, Finance	188,786 PSAs 77,795 RSAs	277,515 114,359
Jim Stannard ⁽⁴⁾ Executive Vice President	412,500 PSAs 137,500 RSAs	606,375 202,125
Rod Monden Controller	170,709 PSAs 73,335 RSAs	250,942 107,802

Notes:

- (1) Calculated based on the closing price of \$1.47 per Share on the TSX on December 31, 2018 multiplied by the number of Shares issuable upon the vesting of RSAs and PSAs, without giving effect to the dividend adjustment provisions in the Stock Incentive Plan. With respect to PSAs only, for the purposes of the calculations in this chart, the Payout Percentage is assumed to be 100%.
- (2) Mr. Ferguson ceased to be Chief Financial Officer on August 16, 2018. The RSAs and PSAs held by Mr. Ferguson as at the effective date of his cessation are no longer outstanding.
- (3) Mr. Ducs was appointed Vice President, Finance effective August 16, 2018. Mr. Ducs previously held the title of Director of Corporate Development.
- (4) Mr. Stannard was appointed Executive Vice President effective September 5, 2018.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth for each NEO, the value of options and PSAs and RSAs which vested during the year ended December 31, 2018 and the value of non-equity incentive plan compensation earned during the year ended December 31, 2018.

Name	Incentives – Value Vested During the Year 2018 (\$) ⁽¹⁾	Non-Equity Incentive Plan Compensation – Value Earned During the Year 2018 (\$) ⁽²⁾
Paul Colborne President and Chief Executive Officer	2,953,544	245,000
Paul Ferguson ⁽³⁾ Former Chief Financial Officer	1,190,881	Nil
Margaret Elekes Senior Vice President, Land and Business Development	1,303,873	120,000

Name	Incentives – Value Vested During the Year 2018 (\$) ⁽¹⁾	Non-Equity Incentive Plan Compensation – Value Earned During the Year 2018 (\$) ⁽²⁾
Murray Bye Chief Operating Officer	1,312,523	130,000
Jared Ducs ⁽⁴⁾ Vice President, Finance	146,264	100,000
Jim Stannard ⁽⁵⁾ Executive Vice President	Nil	40,000
Rod Monden Controller	302,539	92,000

Notes:

- (1) Represents the number of RSAs and PSAs, after giving effect to the dividend adjustment provisions in the Stock Incentive Plan and the Payout Percentage of 1.77 times on the PSAs, which vested at the fair market value of \$2.32 on August 15, 2018.
- (2) Represents the cash bonus paid to each NEO in respect of the 2018 STIP. Mr. Ferguson had left the organization prior thereto.
- (3) Mr. Ferguson ceased to hold the position of Chief Financial Officer effective August 16, 2018. The RSAs and PSAs held by Mr. Ferguson as at the effective date of his cessation are no longer outstanding.
- (4) Mr. Ducs was appointed Vice President, Finance effective August 16, 2018. Mr. Ducs previously held the title of Director of Corporate Development.
- (5) Mr. Stannard was appointed Executive Vice President effective September 5, 2018.

Employment Agreements and Termination and Change of Control Benefits

There are no employment contracts between either the Corporation or its subsidiaries and the NEOs except as set out below.

Surge currently has employment agreements in place with Margaret Elekes in her capacity as Senior Vice President, Land and Business Development; Murray Bye in his capacity as Chief Operating Officer; Jared Ducs in his capacity as Vice President, Finance; Jim Stannard in his capacity as Executive Vice President; and Rod Monden in his capacity as Controller.

Upon a change of control, or upon the election of Surge to terminate the employment agreement without cause, the NEO is entitled to payment in the amount equal to: (i) the product of the salary to which the NEO was entitled at such termination or change of control multiplied by: (A) 18 months in the case of Margaret Elekes; (B) 18 months in the case of Murray Bye; (C) 15 months in the case of Jared Ducs; (D) 18 months in the case of Jim Stannard; and, (E) 12 months in the case of Rod Monden; (ii) an additional 15% of the amount referred to in (i), as applicable, in lieu of lost benefits; and (iii) a bonus, that being the average of short-term incentive bonuses paid to the NEO over the preceding two years.

The Stock Incentive Plan provides for the accelerated vesting of outstanding Incentives in certain circumstances, including in connection with a “Change of Control” of the Corporation where the successor does not assume to the PSAs or RSAs or the holder’s service is involuntarily terminated without cause or voluntarily terminated for Good Reason (including material diminution of responsibilities) within one month prior to or 12 months following the Change of Control. See “*Long Term Incentive Program – Stock Incentive Plan – Change of Control Provisions*”.

The Stock Incentive Plan also provides for the accelerated vesting of a *prorated* number of outstanding Incentives held by a Participant upon the retirement of the Participant. See “*Long Term Incentive Program – Stock Incentive Plan – Early Termination Events*”.

DIRECTOR COMPENSATION

Summary of Director Compensation

As of the date of this Circular, the directors of the Corporation are James Pasieka (Chair), Marion Burnyeat, Paul Colborne, Daryl Gilbert, Robert Leach, Keith Macdonald, Allison Maher, P. Daniel O'Neil and Murray Smith as of the date of this Circular. Mr. Macdonald will not be standing for re-election as a director at the Meeting.

Pursuant to recommendations of the Compensation, Nominating and Corporate Governance Committee, the non-executive Directors, being all of the directors other than Mr. Colborne, are paid a cash annual retainer of \$36,000 as well as \$75,000 of share-based compensation (\$100,000 for the non-executive Chair), with additional cash retainers of \$15,000 being paid to the non-executive Chair of the Board, if any, and \$10,000 being paid to each of the independent lead director, if any, and the Chair of the Audit Committee, and \$5,000 being paid to the Chair of any other committee. Non-executive directors are also paid meeting fees of \$1,000 per meeting attended in person and \$500 for a telephone attendance.

The Compensation, Nominating and Corporate Governance Committee primarily relies on market data as compiled and recommended by Mercer in establishing compensation for non-executive directors. Non-executive director compensation is targeted at the 50th percentile of the industry peers ensuring an appropriate balance between cash and equity based compensation. The equity compensation is further limited by the Stock Incentive Plan provisions and the maximum of \$100,000 per non-executive director per annum. The industry peer group is as noted under the heading "*Compensation Discussion and Analysis - Total Compensation Peer Group*".

Non-Executive Director Share Ownership Guidelines

On March 16, 2016, the Corporation implemented certain requirements respecting the minimum ownership by non-executive directors of the Corporation of Shares (or RSAs) (the "**Non-Executive Director Share Ownership Guidelines**"). The Non-Executive Share Ownership Guidelines require that non-executive directors own Shares and hold unvested RSAs which in the aggregate have a value equal to three times their cash retainer, with such target to be achieved within five (5) years of the later of: (i) the date they are elected or appointed to the Board; and (ii) March 16, 2016. The determination date of compliance with the guidelines is January 2nd of each year based on the closing price of the Shares as reported on the TSX for the fiscal year ended immediately prior to such date.

Failure to meet or show sustained progress toward meeting the ownership requirements set forth in the Non-Executive Director Share Ownership Guidelines may result in a reduction in future short and long term incentive grants to the non-executive director and/or the requirement to retain all shares obtained through the vesting or exercise of equity grants.

The Non-Executive Director Share Ownership Guidelines also contains a provision that should there be a significant reduction in share value caused by market fluctuations that results in a previously met ownership criteria dropping below the ownership guideline, the subject director will have a reasonable opportunity to rectify the share position to conform to the guidelines, as reasonably determined by the Compensation, Nominating and Corporate Governance Committee.

All non-executive directors had met the minimum threshold as of December 31, 2018, except Ms. Burnyeat and Ms. Maher. Ms. Burnyeat and Ms. Maher were appointed on July 16, 2018, and as such have five years from the date thereof to meet the minimum threshold in accordance with the Non-Executive Director Share Ownership Guidelines.

The following table outlines information concerning the compensation paid to the non-executive Directors for the year ended December 31, 2018.

Name	Fees Earned (\$)	Share-Based Awards⁽¹⁾ (\$)	Non-Equity Incentive Plan Compensation (\$)	All Other Compensation (\$)	Total (\$)
James Pasieka	58,000	100,000	Nil	Nil	158,000
Marion Burnyeat ⁽²⁾	25,000	75,000	Nil	Nil	100,000
Daryl Gilbert	48,500	75,000	Nil	Nil	123,500
Robert Leach	58,000	75,000	Nil	Nil	133,000
Keith Macdonald ⁽³⁾	61,500	75,000	Nil	Nil	136,500
Allison Maher ⁽²⁾	24,000	75,000	Nil	Nil	99,000
P. Daniel O'Neil	52,500	75,000	Nil	Nil	127,500
Murray Smith	53,500	75,000	Nil	Nil	128,500

Notes:

- (1) Comprised of 31,250 RSAs granted to each non-executive director other than Mr. Pasieka who was granted 41,666 as Chair of the Board pursuant to the Stock Incentive Plan. All RSAs vest as to 1/3 per year for a period of 3 years from the date of grant. Value for RSAs granted is based on the grant date fair value of \$2.40 per RSA, being the 20 trading day volume weight adjusted average price of the Shares on August 15, 2018.
- (2) Ms. Burnyeat and Ms. Maher were appointed as directors on July 16, 2018.
- (3) Mr. Macdonald will not be standing for re-election as a director at the Meeting.

Outstanding Incentives

The following table outlines, for each non-executive director, all RSAs outstanding as at December 31, 2018.

Name	Number of RSAs that have not Vested (#)	Market or payout value of RSAs that have not Vested (\$)⁽¹⁾
James Pasieka	87,030	127,934
Marion Burnyeat ⁽²⁾	31,250	45,938
Daryl Gilbert	65,272	95,950
Robert Leach	65,272	95,950
Keith Macdonald ⁽³⁾	65,272	95,950
Allison Maher ⁽²⁾	31,250	45,938
P. Daniel O'Neil	65,272	95,950
Murray Smith	65,272	95,950

Notes:

- (1) Calculated based on the closing price of \$1.47 per Share on the TSX on December 31, 2018 multiplied by the number of Shares issuable upon the vesting of RSAs. The calculation does not include the value of the dividend adjustment provisions in the Stock Incentive Plan.
- (2) Ms. Burnyeat and Ms. Maher were appointed as directors on July 16, 2018.
- (3) Mr. Macdonald will not be standing for re-election as a director at the Meeting.

Incentive Plan Awards – Value Vested

The following table sets forth for each director the value of Incentives which vested during the year ended December 31, 2018.

Name	RSAs – Value Vested During the Year 2018 (\$) ⁽¹⁾	Non-Equity Incentive Plan Compensation – Value Earned During the Year 2018 (\$)
James Pasieka	108,736	Nil
Marion Burnyeat ⁽²⁾	Nil	Nil
Daryl Gilbert	81,555	Nil
Robert Leach	81,555	Nil
Keith Macdonald ⁽³⁾	81,555	Nil
Allison Maher ⁽²⁾	Nil	Nil
P. Daniel O’Neil	81,555	Nil
Murray Smith	81,555	Nil

Notes:

- (1) Represents the number of RSAs, after giving effect to the dividend adjustment provisions in the Stock Incentive Plan, which vested at the fair market value of \$2.32 on August 15, 2018.
- (2) Ms. Burnyeat and Ms. Maher were appointed as directors on July 16, 2018.
- (3) Mr. Macdonald will not be standing for re-election as a director at the Meeting.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Outstanding Incentives

As of March 29, 2019, 3,676,521 RSAs and 5,017,829 PSAs were outstanding under the Stock Incentive Plan, representing, in aggregate, approximately 2.8% of the number of Shares outstanding.

Additional information concerning the outstanding RSAs and PSAs and Shares available for issuance under the Stock Incentive Plan as at December 31, 2018 is set out in the table below.

	Number of Shares issuable upon exercise of outstanding PSAs and RSAs ⁽¹⁾	Weighted- average exercise price	Number of Shares remaining available for future issuance under the Stock Incentive Plan
Stock Incentive Plan (Approved by securityholders)	8,785,256	N/A	4,438,274 ⁽²⁾

Notes:

- (1) Without giving effect to any adjustments for dividends declared and paid pursuant to the Stock Incentive Plan and assuming a 100% Payout Percentage on PSAs, as are more fully described under the heading “*Compensation Discussion and Analysis – Long-Term Incentive Program*” herein.
- (2) The maximum number of Shares reserved for issuance from time to time pursuant to Incentives shall not exceed a number equal to 4.5% of the aggregate number of issued and outstanding Shares, calculated on a non-diluted basis.

Burn Rate

The Corporation’s annual burn rate under the Stock Incentive Plan was 1.6% for the year ending December 31, 2018, 2.2% for the year ending December 31, 2017 and 2.1% for the year ending December 31, 2016. For this purpose, the burn rate is calculated by dividing the total number of Incentives granted during the applicable fiscal year divided by the weighted average number of Shares

outstanding for the applicable fiscal year. The burn rate is subject to change, from time to time, based on the number of Incentives granted and the total number of Shares issued and outstanding.

INDEBTEDNESS OF DIRECTORS, OFFICERS AND EMPLOYEES

No current or former director, officer or employee of the Corporation was indebted to the Corporation as at the date of this Circular. At no time since the beginning of the financial year ended December 31, 2018 did any director or officer, or any associate of any such director or officer, owe any indebtedness to the Corporation or owe any indebtedness to any other entity which is, or at any time has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation.

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

Except as set forth herein, none of the directors or officers of the Corporation has any material interest, direct or indirect, in any matter to be acted upon at the Meeting, other than the election of directors and the appointment of auditors.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as set out below, since the beginning of the financial year ended December 31, 2018, no informed person of the Corporation, nominee for director of the Corporation, nor any affiliate or associate of any informed person or nominee for director, had any material interest, direct or indirect, in any transaction or proposed transaction which has materially affected or would materially affect the Corporation. For the purposes of this Circular, an “informed person” means: (i) a director or officer of the Corporation; (ii) a director or officer of a person or company that is itself an informed person; or (iii) any person or company who beneficially owns, directly or indirectly, and/or exercises control or direction over voting securities of the Corporation carrying more than 10% of the voting rights attaching to all outstanding voting securities of the Corporation.

On October 25, 2018, the Corporation acquired by way of plan of arrangement all the issued and outstanding shares of Mount Bastion for total consideration of approximately \$299 million, comprised of approximately \$145 million cash and approximately 75.4 million Shares (the “**Arrangement**”). On December 31, 2018, the Corporation amalgamated with Mount Bastion.

Prior to the Arrangement, Daryl Gilbert, a director of the Corporation, was also the managing director of JOG Capital Corp., which owned approximately 68% of the issued and outstanding shares of Mount Bastion. Other than through his ownership interest in JOG Capital Corp., Mr. Gilbert did not, directly or indirectly, own any Mount Bastion shares. Mr. Gilbert abstained from voting as a director of the Corporation on matters in relation to the Arrangement.

James Pasioka, a director of the Corporation, is a partner of the law firm McCarthy Tétrault LLP, which provides legal services to the Corporation.

ADDITIONAL INFORMATION AND AVAILABILITY OF FINANCIAL STATEMENTS

Additional information relating to the Corporation is available on SEDAR at www.sedar.com. Financial information concerning the Corporation is provided in its financial statements for the year ended December 31, 2018 and the accompanying management’s discussion and analysis, which can be accessed under the Corporation’s profile on SEDAR at www.sedar.com.

Further information concerning the Audit Committee, including the text of the Audit Committee Charter, is included in the Annual Information Form of the Corporation for the year ended December 31, 2018 dated March 12, 2019. A copy of the Annual Information Form is available on SEDAR at www.sedar.com.

The Corporation will mail its annual and interim financial statements and accompanying management's discussion and analysis to any Shareholder who requests them by: (i) sending the accompanying return card to the Corporation's agent, Computershare Trust Company of Canada, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, as directed; or (ii) contacting the Corporation at Suite 2100, 635 – 8th Avenue S.W., Calgary, Alberta, T2P 3M3, telephone (403) 930-1010.

AUDITORS OF THE CORPORATION

The auditors of the Corporation are KPMG LLP, Chartered Accountants, of Calgary, Alberta. KPMG LLP, Chartered Accountants, have been the auditors of the Corporation since May 5, 2010.

SCHEDULE "A" BOARD OF DIRECTORS MANDATE

These terms of reference define the role of the Board of Directors of the Corporation. The fundamental responsibilities of the Board of Directors of Surge Energy Inc. (the "**Corporation**") are to: (i) appoint and oversee a competent executive team to manage the business of the Corporation, with a view to maximizing shareholder value, (ii) identify and understand the risks associated with the business of the Corporation and (iii) ensure corporate conduct in an ethical and legal manner via an appropriate system of corporate governance, disclosure processes and internal controls. The following are the key guidelines governing how the Board will operate to carry out its duties.

1. Duty of Oversight

The Board is responsible for overseeing and supervising management's conduct of the business of the Corporation to ensure that such business is being conducted in the best interests of the Corporation and its Shareholders.

2. Formulation of Corporate Strategy

Management is responsible for the development of an overall corporate strategy to be presented to the Board. The Board shall ensure there is a formal strategic planning process in place and shall review and, if it sees fit, endorse the corporate strategy presented by management. The Board shall monitor the implementation and execution of the corporate strategy.

3. Principal Risks

The Board should have a continuing understanding of the principal risks associated with the business of the Corporation. It is the responsibility of management to ensure that the Board and its committees are kept well informed of changing risks. The principle mechanisms through which the Board reviews risks are the Audit Committee, the Reserves Committee, the Environmental, Health and Safety Committee and the strategic planning process. It is important that the Board understands and supports the key risk decisions of management.

4. Internal Controls and Communication Systems

The Board ensures that sufficient internal controls and communication systems are in place to allow it to conclude that management is discharging its responsibilities with a high degree of integrity and effectiveness. The confidence of the Board in the ability and integrity of management is the paramount control mechanism.

5. Financial Reporting, Operational Reporting and Review

- (a) The Board ensures that processes are in place to address applicable regulatory, corporate, securities and other compliance matters, including applicable certification requirements regarding the financial, operational and other disclosure of the Corporation.
- (b) The Board reviews and approves the financial statements, related MD&A and reserves evaluations of the Corporation.
- (c) The Board approves annual operating and capital budgets and reviews and considers all amendments or departures proposed by management from established strategy, capital and operating budgets or matters of policy which diverge from the ordinary course of business.

- (d) The Board reviews operating and financial performance results relative to established strategy, budgets and objectives.

6. Succession Planning and Management Development

The Board considers succession planning and management recruitment and development. The Chief Executive Officer and the Compensation, Nominating and Corporate Governance Committee shall periodically review succession planning and management recruitment and development.

7. Disclosure and Communication Policy

The Board will adopt a policy governing disclosure and communication concerning the affairs of the Corporation.

8. The Chair of the Board

The Board shall appoint a Chair from among its members. The role of the Chair is to act as the leader of the Board, to manage and co-ordinate the activities of the Board and to oversee execution by the Board of this written mandate.

9. Committees

The Board may appoint such committees as it sees fit. Each committee operates according to terms of reference approved by the Board and outlining its duties and responsibilities and the limits of authority delegated to it by the Board. The Board reviews and re-assesses the adequacy of the terms of reference of each committee on a regular basis and, with respect to the Audit Committee, at least once a year.

10. Committee Chairs and Committee Members

- (a) The Chair shall annually propose the leadership and membership of each committee. In preparing recommendations, the Chair will take into account the preferences, skills and experience of each director. Committee Chairs and members are appointed by the Board at the first Board meeting after the annual shareholder meeting or as needed to fill vacancies during the year.
- (b) Each committee's meeting schedule will be determined by its Chair and members based on the committee's work plan and terms of reference. The committee Chair will develop the agenda for each committee meeting. Each committee will report in a timely manner to the Board on the results of its meetings.

11. Board Meetings and Agendas

- (a) The Board will meet a minimum of 5 times per year.
- (b) The Chair, in consultation with the Chief Executive Officer, the Chief Financial Officer and the Corporate Secretary, will develop the agenda for each Board meeting. Under normal circumstances, management will use its best effort to distribute the agenda and related materials to directors not less than two business days before the meeting. All directors are free to suggest additions to the agenda.

12. Information for Board Meetings

- (a) Material distributed to the directors in advance of Board meetings should be concise, yet complete, and prepared in a way that focuses attention on critical issues to be considered. Reports may be presented during Board meetings by directors, management

or staff, or by invited outside advisors. Presentations on specific subjects at Board meetings should briefly summarize the material sent to directors, so as to maximize the time available for discussion on questions regarding the material.

- (b) It is recognized that under some circumstances, due to the confidential nature of matters to be discussed at a meeting, it would not be prudent or appropriate to distribute written material in advance.

13. Non-Directors at Board Meetings

The Board appreciates the value of having management team members attend Board meetings to provide information and opinions to assist the directors in their deliberations. The Board, through the Chair, can determine management attendees at Board meetings.

14. Board Relations with Management

- (a) Board policies and guidelines are issued to management for their adherence. Directors may direct questions or concerns on management performance to the Chair, to the President and Chief Executive Officer or through Board and committee meetings.
- (b) While the Board establishes limits of authority delegated to management, directors must respect the organizational structure of management. A director has no authority to direct any staff member.

15. New Director Orientation

New directors will be provided with an orientation which will include written information about the duties and obligations of directors and the business and operations of the Corporation, documents from recent Board meetings and opportunities for meetings and discussion with senior management and other directors.

16. Assessing the Board's Performance

The Board is responsible for annually assessing its overall performance and that of its committees. The objective of this review is to contribute to a process of continuous improvement in the Board's execution of its responsibilities. The review should identify any areas where the directors or management believe that the Board could make a better collective contribution to overseeing the affairs of the Corporation.

17. Board Compensation

The Compensation and Nominating Committee will review director compensation annually in accordance with the terms of reference of the Compensation and Nominating Committee and will recommend changes in compensation to the Board when warranted and in light of the responsibilities and risks involved in being a director.

18. Annual Evaluation of the President and Chief Executive Officer

The Compensation and Nominating Committee will conduct an annual performance review of President and Chief Executive Officer in accordance with the terms of reference of the Compensation and Nominating Committee. The results of this performance review will be communicated to the President and Chief Executive Officer by the Chair.

19. Outside Advisors for Individual Directors

Occasionally, a director may need the services of an advisor to assist with matters involving responsibilities as a director. A director who wishes to engage an outside advisor at the expense of the Corporation may do so with the authorization of the Chair of the Board.

20. Conflict of Interest

- (a) Directors have a duty to act honestly and in good faith with a view to the best interests of the Corporation and to exercise the care, diligence and skill a reasonably prudent person would exercise in comparable circumstances.
- (b) Directors shall not allow personal interests to conflict with their duties to the Corporation and shall avoid and refrain from involvement in situations of conflict of interest.
- (c) A director shall disclose promptly any circumstances such as an office, property, a duty or an interest, which might create a conflict with that director's duty to the Corporation.
- (d) A director shall disclose promptly any interest that director may have in an existing or proposed contract or transaction of or with the Corporation.
- (e) The disclosures contemplated in paragraphs (c) & (d) above shall be immediate if the perception of a possible conflict of interest arises during a meeting of the Board or any committee of the Board, or if the perception of a possible conflict arises at another time then the disclosure shall occur at the first Board meeting after the director becomes aware of the potential conflict of interest.
- (f) A director's disclosure to the Board shall disclose the full nature and extent of that director's interest either in writing or by having the interest entered in the minutes of the meeting of the Board.
- (g) A director with a conflict of interest or who is capable of being perceived as being in conflict of interest vis a vis the Corporation shall abstain from discussion and voting by the Board or committee of the Board on any motion to recommend or approve the relevant contract or transaction unless the contract or transaction is an arrangement by way of security for obligations undertaken by the director for the benefit of the Corporation or one relating primarily to the director's remuneration or benefits. If the conflict of interest is obvious and direct, the director shall withdraw while the item is being considered.
- (h) Without limiting the generality of "conflict of interest" it shall be deemed a conflict of interest if a director, a director's relative, a member of the director's household in which any relative or member of the household is involved has a direct or indirect financial interest in, or obligation to, or a party to a proposed or existing contract or transaction with the Corporation.
- (i) Directors shall not use information obtained as a result of acting as a director for personal benefit or for the benefit of others.
- (j) Directors shall maintain the confidentiality of all information and records obtained as a result of acting as a director.

21. Corporate Governance

The Board retains overall responsibility for the implementation and enforcement of an appropriate system of corporate governance, including policies and procedures to ensure the Board functions independently of management. The Board shall establish and maintain such corporate governance policies and procedures as are necessary to ensure that the Corporation is fully compliant with applicable securities laws and prevailing governance standards. Such policies and procedures shall contain clear reporting, oversight and enforcement provisions that reserve the right to the Board to take appropriate remedial action in the event of a breach thereof. The Board shall mandate the Corporation's professional advisors to keep it apprised of developing corporate governance issues and shall, each year after the annual shareholder meeting of the Corporation, review the sufficiency of the Corporation's corporate governance policies and procedures.

22. Terms of Reference Review

These Terms of Reference shall be reviewed and approved by the Board each year after the annual general shareholder meeting of the Corporation.

**TIME IS OF
THE ESSENCE.
PLEASE VOTE
TODAY.**

Questions may be directed to:

North American Toll-Free **1-888-637-5789**

Banks and Brokers and collect calls outside North America **647-931-7454**

Email at contact@shorecrestgroup.com | www.shorecrestgroup.com

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