

CANADA ENERGY PARTNERS INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual and Special Meeting (the “Meeting”) of Shareholders of **CANADA ENERGY PARTNERS INC.** (the “Corporation”) will be held at Suite 3123, 595 Burrard Street, Vancouver, British Columbia, on Friday, the 16th day of December, 2016, at 10:00 a.m. (Vancouver time), for the following purposes:

1. to receive the audited annual consolidated financial statements of the Corporation for the fiscal year ended April 30, 2016, together with the report of the Auditors thereon;
2. to appoint PricewaterhouseCoopers LLP, Chartered Accountants as auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration;
3. to determine the number of directors at five;
4. to elect directors for the ensuing year;
5. to ratify, confirm and approve the Corporation’s Amended Stock Option Plan, as more particularly described in the accompanying Information Circular; and
6. to transact such further or other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

Accompanying this Notice of Meeting are an Information Circular and a form of proxy and a Request for Financial Statements Form. The accompanying Information Circular provides information relating to the matters to be addressed at the Meeting and is incorporated into this Notice.

If you are a registered shareholder of the Corporation and are unable to attend the Meeting in person, please complete, date and execute the accompanying form of proxy and deposit it with Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, Fax 866-249-7775, not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the Meeting or with the Chairman of the Meeting prior to the commencement of the Meeting.

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

Shareholders are entitled to vote at the Meeting either in person or by proxy. Those who are unable to attend the Meeting are requested to read, complete, sign and mail the enclosed form of proxy in accordance with the instructions set out in the form of proxy and in the Information Circular accompanying this Notice. Please advise the Corporation of any change in your mailing address.

Only holders of common shares of record at the close of business on November 4, 2016 will be entitled to vote at the Meeting.

DATED at Vancouver, British Columbia, this 4th day of November, 2016.

BY ORDER OF THE BOARD OF DIRECTORS

“Benjamin Jones” (signed)
President and Chief Executive Officer