



MANAGEMENT INFORMATION CIRCULAR



Notice of Annual and Special Meeting
of Shareholders and
Management Information Circular
and Proxy Statement

May 15, 2019 at 9:00 a.m. (Calgary time)
Calgary Petroleum Club
319 - 5 Avenue SW | Calgary, Alberta T2P 0L5

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LETTER TO SHAREHOLDERS

March 29, 2019

Dear Shareholder:

We are pleased to invite you to the annual and special meeting of shareholders of Perpetual Energy Inc. on Wednesday, May 15, 2019 at 9:00 a.m. (Mountain Daylight Time). The meeting will be held at the Calgary Petroleum Club, 319 - 5th Avenue S.W., Calgary, Alberta.

Attending the meeting is your opportunity to meet the Board of Directors and management, learn more about our performance in 2018, the current state of our industry and our top strategic priorities for 2019, and vote in person on the items of business which include the election of our directors and the appointment of our auditors. More information about Perpetual may be found in our 2018 Annual Report and at www.perpetualenergyinc.com.

The attached notice of meeting and management information circular includes important information about the meeting and how to vote as well as our director and executive compensation and corporate governance practices. Please take some time to read the document and to vote. If you are unable to attend the meeting in person, you can vote by proxy and listen to the live webcast on our website (www.perpetualenergyinc.com).

Thank you for your continued support of Perpetual.

Sincerely,



Susan L. Riddell Rose
President and Chief Executive Officer

**PERPETUAL ENERGY INC.
NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD MAY 15, 2019**

NOTICE IS HEREBY GIVEN that the annual and special meeting (the "**Meeting**") of the holders ("**Shareholders**") of common shares ("**Shares**") of Perpetual Energy Inc. ("**Perpetual**" or the "**Corporation**") will be held at the Calgary Petroleum Club, 319 – 5th Avenue S.W., Calgary, Alberta on May 15, 2019 at 9:00 a.m. (Mountain Daylight Time) for the following purposes:

- (a) to receive and consider the audited consolidated financial statements of the Corporation for the year ended December 31, 2018, together with the auditor's report thereon;
- (b) to elect the directors of the Corporation;
- (c) to appoint auditors of the Corporation and to authorize the directors to fix their remuneration as such;
- (d) to approve the unallocated options under the Corporation's share option plan;
- (e) to approve the unallocated rights under the Corporation's restricted rights plan;
- (f) to vote on an ordinary resolution to reduce the share capital for accounting purposes; and
- (g) to transact such further and other business as may properly be brought before the Meeting or any adjournment thereof.

Specific details of the matters to be put before the Meeting are set forth in the attached Management Information Circular and Proxy Statement dated March 29, 2019 (the "**Information Circular**").

Perpetual has elected to use the notice-and-access provisions under National Instrument 54-101 and National Instrument 51-102 ("**Notice-and-Access Provisions**") for this Meeting. Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators that reduce the volume of materials that must be physically mailed to Shareholders by allowing Perpetual to post the Information Circular and any additional materials online. See "*General Proxy Matters – Notice and Access*" in the Information Circular for further information on the Notice-and-Access Provisions. Perpetual has posted the Information Circular and additional materials on their website www.perpetualenergyinc.com. A Shareholder may also use the toll-free number 1-800-811-5522 to obtain additional information about the Notice and Access Provisions or to receive a paper copy of the Information Circular.

The record date (the "**Record Date**") for determination of Shareholders entitled to receive notice of and to vote at the Meeting is March 29, 2019. Shareholders of the Corporation of record as at the Record Date are entitled to receive notice of the Meeting and to vote those Shares included in the list of Shareholders entitled to vote at the Meeting prepared as at the Record Date, unless any such Shareholder transfers Shares after the Record Date and the transferee of those Shares, having produced properly endorsed certificates evidencing such Shares or having otherwise established that he or she owns such Shares, demands, not later than 10 days before the Meeting, that his or her name be included in the list of Shareholders entitled to vote at the Meeting, in which case such person shall be entitled to vote such Shares at the Meeting.

Each Share outstanding on the Record Date is entitled to one vote at the Meeting.

A Shareholder may attend the Meeting in person or may be represented by proxy. **If you are a registered Shareholder and are unable to attend the Meeting or any adjournment thereof in person, please exercise your right to vote by dating, signing and returning the accompanying form of proxy to Odyssey Trust Company ("Odyssey"), the Corporation's transfer agent.** To be valid,

proxy forms must be dated, completed, signed and deposited with Odyssey, (i) by mail using the enclosed return envelope or one addressed to Odyssey Trust Company, Proxy Department, 350, 300 - 5th Avenue SW, Calgary, Alberta, T2P 3C4, (ii) by hand delivery to Odyssey Trust Company, 350, 300 - 5th Avenue SW, Calgary, Alberta, T2P 3C4, (iii) by facsimile to 1-800-517-4553, or (iv) by internet by clicking "Vote" at <http://odysseytrust.com/Transfer-Agent/Login> and following the instructions provided. **You will require your 12 digit Control Number found on your proxy form. If you vote through the Internet, you may also appoint another person to be your proxyholder. Your proxy or voting instructions must be received in each case no later than 9:00 a.m. (Calgary time) on Monday, May 13, 2019, or, if the Meeting is adjourned, 48 hours (excluding Saturdays and holidays) before the beginning of any adjournment of the Meeting.**

DATED at the City of Calgary, in the Province of Alberta, this 29th day of March, 2019.

**BY ORDER OF THE BOARD OF DIRECTORS OF
PERPETUAL ENERGY INC.**



Susan L. Riddell Rose
President and Chief Executive Officer

MANAGEMENT INFORMATION CIRCULAR AND PROXY STATEMENT

DATED MARCH 29, 2019

GENERAL INFORMATION

This Management Information Circular and Proxy Statement (the "**Information Circular**") is provided in connection with the solicitation of proxies by the management of Perpetual Energy Inc. ("**Perpetual**" or the "**Corporation**"), for use at the annual and special meeting (the "**Meeting**") of the holders ("**Shareholders**") of common shares ("**Shares**" or "**Common Shares**") of Perpetual to be held on May 15, 2019, and at all adjournments of the Meeting. The information in this Information Circular is as of March 29, 2019, unless otherwise noted. All dollar figures are in Canadian currency, except as noted.

MATTERS TO BE CONSIDERED AT THE MEETING

Receive Financial Statements

The audited consolidated financial statements of Perpetual for the year ended December 31, 2018, together with the auditor's report on those statements, have been filed on the System for Electronic Document Analysis and Retrieval ("**SEDAR**") and have been mailed to Perpetual's registered Shareholders and to beneficial Shareholders who have requested such materials.

Election of Directors

At the Meeting, Shareholders will be asked to elect six (6) directors. Perpetual's articles provide that the Board of Directors (the "**Board**") shall consist of a minimum of three and a maximum of eleven directors. By resolution on March 29, 2019, the Board fixed the number of directors to be elected at the Meeting at six, each of whom will serve until the next annual meeting of Shareholders or until their respective successors are elected or appointed.

The six (6) nominees for election as directors of Perpetual by Shareholders are as follows:

Susan L. Riddell Rose;
Robert A. Maitland;
Geoffrey C. Merritt;
Donald J. Nelson;
Ryan A. Shay; and
Howard R. Ward.

See "Director Nominees" in this Information Circular for additional information on the director nominees.

As described below under "Majority Voting for Directors", the election of each individual director of the Corporation will be effected by an ordinary resolution requiring the approval of more than 50% of the votes cast in respect of the resolution by or on behalf of Shareholders present in person or represented by proxy at the Meeting. It is the intention of the persons named in the enclosed form of proxy, if named as proxy and not expressly directed to the contrary in the form of proxy, to vote those proxies FOR the election of each of the persons specified above. Management does not contemplate that any of the nominees will be unable to serve as a director, but should that circumstance arise for any reason prior to the Meeting, the persons named in the enclosed Form of Proxy reserve the right to vote for another nominee at their discretion.

The Corporation's articles permit the Board, between annual meetings of Shareholders, to appoint one or more additional directors (up to a maximum of one-third of the number of directors who held office at the expiration of the last annual meeting of Shareholders).

Majority Voting for Directors

The Board has adopted a policy stipulating that if the number of Shares voted in favour of the election of a particular director nominee at a Shareholders' meeting is less than the number of Shares voted and withheld from voting for that nominee, the nominee will submit his or her resignation to the Board within five days of the Meeting, with the resignation to take effect upon acceptance by the Board. The Compensation and Corporate Governance Committee will consider the director nominee's offer to resign and will make a recommendation to the Board as to whether or not to accept the resignation. The Compensation and Corporate Governance Committee will be expected to accept the resignation except in special circumstances requiring the applicable director to continue to serve on the Board. In considering whether or not to accept the resignation, the Compensation and Corporate Governance Committee will consider all factors that it deems relevant including, without limitation, the stated reasons why Shareholders "withheld" votes from the election of that nominee, the existing Board composition, the length of service and the qualifications of the director whose resignation has been tendered, the director's contributions to Perpetual and attendance at previous meetings, the Corporation's corporate governance policies and such other skills and qualities as the Compensation and Corporate Governance Committee deems to be relevant.

The Board will consider the Compensation and Corporate Governance Committee's recommendation and make a decision as to whether to accept the director's offer to resign within 90 days of the date of the Meeting, which it will announce by way of a press release and provide a copy to the Toronto Stock Exchange, including, if the Board elects, the reasons for rejecting the resignation offer. In considering whether to accept the director's offer of resignation, the Board will consider the factors considered by the Compensation and Corporate Governance Committee and such additional factors it considers to be relevant. No director who is required to tender his or her resignation shall participate in the deliberations or recommendations of the Compensation and Corporate Governance Committee or the Board.

If a director's offer of resignation is accepted, subject to any corporate law restrictions, the Board may leave the resultant vacancy unfilled until the next annual general meeting. Alternatively, at the Board's discretion, it may fill the vacancy through the appointment of a new director whom the Board considers appropriate or it may call a special meeting of Shareholders at which there will be presented nominees supported by the Board to fill the vacant position or positions. The foregoing policy does not apply in circumstances involving contested director elections.

Advance Notice Provisions of the Corporation's By-Laws

The Corporation's by-laws (the "**By-Laws**") incorporate advance notice provisions with respect to director nominations, which were approved by the Shareholders at the Corporation's 2016 annual and special meeting. The By-Laws set forth a procedure requiring advance notice to the Corporation by any Shareholder who intends to nominate any person for election as a director of the Corporation other than pursuant to: (i) a requisition of a meeting made pursuant to the provisions of the *Business Corporations Act* (Alberta) (the "**ABCA**"); or (ii) a Shareholder proposal made pursuant to the provisions of the ABCA.

Among other things, the advance notice provisions set a deadline by which such Shareholders must notify the Corporation in writing of an intention to nominate directors prior to any meeting of Shareholders at which directors are to be elected and set forth the information that the Shareholder must include in the notice for it to be valid. The advance notice provisions of the By-Laws provide a reasonable time frame for Shareholders to notify the Corporation of their intention to nominate directors and require Shareholders to disclose information concerning the proposed nominees that is mandated by applicable securities laws. The Board will be able to evaluate the proposed nominees' qualifications and suitability as directors and respond as appropriate in the best interests of the Corporation.

The advance notice provisions also ensure an orderly and efficient meeting process by providing a structured and transparent framework for nominating directors.

No person nominated by a Shareholder will be eligible for election as a director of the Corporation unless nominated in accordance with the provisions of the Corporation's By-laws. A copy of the By-laws are available on SEDAR (www.sedar.com).

Appointment of Auditors

Shareholders will consider an ordinary resolution to appoint the firm of KPMG LLP, Chartered Accountants, of Calgary, Alberta, to serve as auditors of the Corporation until the next annual meeting of the Shareholders. KPMG LLP has been the auditors of the Corporation since June 17, 2010 and prior thereto since June 2002 as auditors of Paramount Energy Trust, the Corporation's predecessor.

Certain information regarding the Audit Committee and auditors, including the fees paid to the Corporation's auditors in the last fiscal year, that is required to be disclosed in accordance with National Instrument 52-110 of the Canadian Securities Administrators, is contained in the Annual Information Form, an electronic copy of which is available on the internet under the Corporation's SEDAR profile at www.sedar.com.

Approval of Unallocated Options under the Corporation's Share Option Plan

General

Section 613(a) of the *TSX Company Manual* provides that every three years after the institution of a security based compensation arrangement, all unallocated rights, options or other entitlements under such arrangement which does not have a fixed maximum number of securities issuable thereunder, must be approved by a majority of the issuer's directors and by the issuer's security holders. As the Corporation's share option plan (the "**Option Plan**") is considered to be a security based compensation arrangement and as the maximum number of Common Shares issuable pursuant to the Option Plan together with securities granted under any other security based compensation plan (including, without limitation, Perpetual's Restricted Rights Plan (as defined below)) is not a fixed number, but is instead equal to 10% of the outstanding Common Shares (together with Common Shares issuable pursuant to the Corporation's restricted rights plan (the "**Restricted Rights Plan**")), approval is being sought at the Meeting to approve the grant of unallocated options ("**Options**") under the Option Plan. Options are considered to be "allocated" under the Option Plan when issued and Options which remain available for grant under the Option Plan are referred to as "unallocated".

As at the date hereof, there were 4,723,750 Options issued and outstanding, representing approximately 7.8% of the outstanding Common Shares. Accordingly, 1,609 Options remain unallocated and available for grant under the Option Plan (less the number of Common Shares which may be issued pursuant to the Restricted Rights Plan). A complete description of the Option Plan is contained under the heading "*Statement of Executive Compensation — Incentive Plan Awards — Option-Based Awards*" in this Information Circular.

Shareholder Approval

At the Meeting, Shareholders will be asked to consider and, if thought appropriate, pass the following ordinary resolution approving the unallocated Options issuable pursuant to the Option Plan:

BE IT RESOLVED THAT:

1. all unallocated options under the share option plan of the Corporation are hereby approved;
2. the Corporation shall have the ability to continue granting options under the share option plan of the Corporation until May 15, 2022, being the date that is three years from the date hereof; and
3. any one director or officer of the Corporation is hereby authorized and directed for and in the name of and on behalf of the Corporation to execute or cause to be executed, whether under corporate seal of the Corporation or otherwise, and to deliver or cause to be delivered all such documents, and to do or cause to be done all such acts and things, as in the opinion of such director or officer may be necessary or desirable in order to carry out the terms of this resolution, such determination to be conclusively evidenced by the execution and delivery of such documents or the doing of any such act or thing.

If approval is obtained at the Meeting, the Corporation will not be required to seek further approval of the grant of unallocated Options under the Option Plan until May 15, 2022.

The Option Plan was last approved by Shareholders on March 24, 2016 and has lapsed as of March 24, 2019. Accordingly, no Options have been granted subsequent to March 24, 2019. If approval is not obtained at the Meeting, no further Options grants may be made and Options which have not been allocated as of March 24, 2019, and Options which are outstanding as of March 24, 2019, and which are subsequently cancelled, terminated or exercised, will not be available for a grant of Options under the Option Plan. Previously allocated Options will continue to be unaffected by the approval or disapproval of the resolution. If approval is not obtained at the Meeting, the Compensation and Corporate Governance Committee and the Board will have to consider alternate forms of performance based compensation, including additional cash bonuses, a share appreciation plan or other means in order to attract and retain qualified personnel.

Recommendation of the Board

The Board unanimously recommends that Shareholders vote FOR the foregoing resolution.

Approval of Unallocated Restricted Rights under the Corporation's Restricted Rights Plan

General

Section 613(a) of the *TSX Company Manual* provides that every three years after the institution of a security based compensation arrangement, all unallocated rights, options or other entitlements under such arrangement which does not have a fixed maximum number of securities issuable thereunder, must be approved by a majority of the issuer's directors and by the issuer's security holders. As the Restricted Rights Plan is considered to be a security based compensation arrangement and as the maximum number of Common Shares issuable pursuant to the Restricted Rights Plan is not a fixed number, but is instead equal to 10% of the outstanding Common Shares, together with securities granted under any other security based compensation plan (including, without limitation, Perpetual's Share Option Plan), approval is being sought at the Meeting to approve the grant of unallocated restricted rights ("**Restricted Rights**") under the Restricted Rights Plan. Restricted Rights are considered to be "allocated" under the Restricted Rights Plan when issued and Restricted Rights which remain available for grant under the Restricted Rights Plan are referred to as "unallocated".

As at the date hereof, there were 16,900 Restricted Rights issued and outstanding, representing approximately 0.03% of the outstanding Common Shares. Accordingly, 1,256,567 Restricted Rights remain unallocated and available for grant under the Restricted Rights Plan (subject to reduction pursuant the provisions of the Option Plan, discussed above, which effectively limits the aggregate number of Common Shares available to be reserved for issuance pursuant to all of the Corporation's security based incentive arrangements, including Restricted Rights and Options, to 10% of the issued and outstanding Common Shares). A complete description of the Restricted Rights Plan is contained under the heading "*Statement of Executive Compensation — Incentive Plan Awards — Share-Based Awards*" in this Information Circular.

Shareholder Approval

At the Meeting, Shareholders will be asked to consider and, if thought appropriate, pass the following ordinary resolution approving the unallocated Restricted Rights issuable pursuant to the Restricted Rights Plan:

BE IT RESOLVED THAT:

1. all unallocated restricted rights under the restricted rights plan of the Corporation are hereby approved;
2. the Corporation shall have the ability to continue granting restricted rights under the restricted rights plan of the Corporation until May 15, 2022, being the date that is three years from the date hereof; and
3. any one director or officer of the Corporation is hereby authorized and directed for and in the name of and on behalf of the Corporation to execute or cause to be executed, whether under corporate seal of the Corporation or otherwise, and to deliver or cause to be delivered all such documents, and to do or cause to be done all such acts and things, as in the opinion of such director or officer may be necessary or desirable in order to carry out the terms of this resolution, such determination to be conclusively evidenced by the execution and delivery of such documents or the doing of any such act or thing.

If approval is obtained at the Meeting, the Corporation will not be required to seek further approval of the grant of unallocated Restricted Rights under the Restricted Rights Plan until May 15, 2022.

The Restricted Rights Plan was last approved by Shareholders on March 24, 2016 and has lapsed as of March 24, 2019. Accordingly, no Restricted Rights have been granted subsequent to March 24, 2019. If approval is not obtained at the Meeting, no further Restricted Rights grants may be made and Restricted Rights which have not been allocated as of March 24, 2019, and Restricted Rights which are outstanding as of March 24, 2019, and which are subsequently cancelled, terminated or exercised, will not be available for a new grant of Restricted Rights under the Restricted Rights Plan. Previously allocated Restricted Rights will continue to be unaffected by the approval or disapproval of the resolution. If approval is not obtained at the Meeting, the Compensation and Corporate Governance Committee and the Board will have to consider alternate forms of performance based compensation, including additional cash bonuses, a share appreciation plan or other means in order to attract and retain qualified personnel.

Recommendation of the Board

The Board unanimously recommends that Shareholders vote FOR the foregoing resolution.

Approval of Reduction of Share Capital for Accounting Purposes

General

Management is proposing to reduce our share capital for accounting purposes, without payment of or reduction to our stated capital or paid-up capital, by the amount of the deficit on December 31, 2018. Management believes the elimination of the accounting deficit of \$1,242,342,000 as at December 31, 2018 is beneficial on a go-forward basis. The accounting deficit reflects the cumulative payment of cash distributions exceeding \$1 billion by the Corporation and its predecessors. The reduction of our share capital for accounting purposes is an accounting entry only and has no tax or legal implications to shareholders.

Shareholder Approval

At the Meeting, Shareholders will be asked to consider and, if thought appropriate, pass the following ordinary resolution approving the reduction of share capital for accounting purposes:

BE IT RESOLVED THAT:

1. the Corporation's share capital for accounting purposes be reduced, without payment of or reduction to the Corporation's stated capital or paid up capital, by the amount of the accounting deficit of the Corporation on December 31, 2018;
2. notwithstanding that this resolution has been duly passed, the board of directors of the Corporation may, without further notice to or approval of the shareholders of the Corporation, revoke this resolution at any time prior to the implementation of the reduction to the Corporation's share capital without further approval of the shareholders of the Corporation; and
3. any one director or officer of the Corporation is hereby authorized and directed for and in the name of and on behalf of the Corporation to execute or cause to be executed, whether under corporate seal of the Corporation or otherwise, and to deliver or cause to be delivered all such documents, and to do or cause to be done all such acts and things, as in the opinion of such director or officer may be necessary or desirable in order to carry out the terms of this resolution, such determination to be conclusively evidenced by the execution and delivery of such documents or the doing of any such act or thing.

Recommendation of the Board

The Board unanimously recommends that Shareholders vote FOR the foregoing resolution.

DIRECTOR NOMINEES

The following pages set out the names of the proposed nominees for election as directors, together with their age, place of primary residence, principal occupation, year first elected or appointed as a director, independence status on the Board, membership on committees of the Board as at December 31, 2018 and related qualifications, attendance at Board and Committee meetings during 2018, directorships of other public entities and votes for and withheld at the most recent Annual Shareholder Meeting held May 16, 2018 ("**2018 AGM**"). Also indicated for each director nominee is the number of Common Shares and Common Share equivalents beneficially owned, or controlled or directed, directly or indirectly, on December 31, 2018 and, as at such date, the value of such Common Shares and Common Share equivalents.

The Board has determined that all of the nominees with the exception of Susan L. Riddell Rose are Independent Directors as defined under National Instrument 58-101.

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| <p>SUSAN L. RIDDELL ROSE President and Chief Executive Officer of Perpetual Calgary, Alberta, Canada Age: 54 Director Since: June 2002 Non-Independent</p> | <p>Ms. Riddell Rose is the President and Chief Executive Officer of Perpetual and predecessor Paramount Energy Trust since inception in 2002. Ms. Riddell Rose graduated from Queen's University, Kingston, Ontario with a Bachelor of Science in Geological Engineering (1986) and has over 30 years of experience in the Canadian oil and natural gas industry. She began her career as a geological engineer with Shell Canada. From 1990 until 2002 Sue was employed by Paramount Resources in various capacities culminating in the position of Corporate Operating Officer. She has been a director of Paramount Resources since 2000. Ms. Riddell is also on the board of directors of Tervita Corporation and AltaLink LP. She is a member of the Association of Professional Engineers, Geologists and Geophysicists of Alberta, the Canadian Society of Petroleum Geologists, the American Association of Petroleum Geologists and is a Governor of the Canadian Association of Petroleum Producers.</p> | |
| <p>Board/Committee Membership</p> | <p>Director, Chairman of the Board</p> | |
| <p>Overall Meeting Attendance in 2018</p> | <p>100%</p> | |
| <p>Current Other Public Board Membership</p> | <p>Paramount Resources, Tervita Corporation</p> | |
| <p>Voting Results of 2018 AGM</p> | <p>Number of Votes</p> | <p>% of Votes</p> |
| <p>Votes For</p> | <p>33,758,518</p> | <p>94.26</p> |
| <p>Votes Withheld</p> | <p>2,055,088</p> | <p>5.74</p> |
| <p>Common Shares⁽¹⁾⁽²⁾</p> | <p>Number of Common Shares</p> | <p>Value⁽³⁾</p> |
| | <p>19,339,701</p> | <p>\$3,867,940</p> |
| | <p>Number of Deferred Shares</p> | <p>Value⁽⁴⁾</p> |
| | <p>Nil</p> | <p>Nil</p> |

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| <p>ROBERT A. MAITLAND Independent Businessman Victoria, British Columbia, Canada Age: 66 Director Since: February 2008 Independent</p> | <p>Mr. Maitland has over 40 years of senior business experience, primarily in the oil and gas industry. He received a Bachelor of Commerce degree in 1975 from the University of Calgary, received his Chartered Accountant designation in 1977 and his ICD.D designation from the Institute of Corporate Directors in 2005. Since 2007, he has been a financial consultant. Previous to 2007, he has been the Vice President and Chief Financial Officer of Fairquest Energy Ltd., Fairborne Energy Ltd., Canadian Midstream Services Limited, Shiningbank Energy Income Fund, Post Energy Ltd. and Summit Resources Ltd. Mr. Maitland currently sits on the board of Altura Energy Inc.</p> | |
| <p>Board/Committee Membership</p> | <p>Director Chairman of Audit Committee Member of Compensation and Corporate Governance Committee Member of Reserves Committee</p> | |
| <p>Overall Meeting Attendance in 2018</p> | <p>100%</p> | |
| <p>Current Other Public Board Membership</p> | <p>Altura Energy Inc.</p> | |
| <p>Voting Results of 2018 AGM</p> | <p>Number of Votes</p> | <p>% of Votes</p> |
| <p>Votes For</p> | <p>33,794,821</p> | <p>94.36</p> |
| <p>Votes Withheld</p> | <p>2,018,785</p> | <p>5.64</p> |
| <p>Common Shares⁽¹⁾</p> | <p>Number of Common Shares</p> | <p>Value⁽³⁾</p> |
| | <p>119,621</p> | <p>\$23,924</p> |
| | <p>Number of Deferred Shares</p> | <p>Value⁽⁴⁾</p> |
| | <p>132,965</p> | <p>\$25,263</p> |
| <p>Audit Committee Qualifications</p> | <p>Mr. Maitland has been a Chartered Accountant since 1977 and was Chief Financial Officer and Vice President Finance of private and publicly listed companies for over 30 years.</p> | |
| <p>Compensation & Corporate Governance Committee Qualifications</p> | <p>Mr. Maitland has over 30 years of senior business experience and was the Chief Financial Officer and Vice President Finance and Administration of various private and publicly listed companies where he acquired extensive training and knowledge in personnel administration. He is also a graduate of the Institute of Corporate Directors – Directors Education Program.</p> | |

**Reserves Committee
Qualifications**

Mr. Maitland was previously the Chief Financial Officer and Vice President Finance and Administration at 6 publicly traded oil and gas exploration and production companies. He has over 30 years of experience as a senior member of management where he was involved and reviewed aspects of the Reserve Reports of those companies and prospective acquisitions.

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| <p>GEOFFREY C. MERRITT Independent Businessman Calgary, Alberta, Canada Age: 64 Director Since: June 2010 Independent</p> | <p>Mr. Merritt has over 35 years of experience in the upstream oil and gas sector. He was the founder of Masters Energy Inc., a public exploration and production company, incorporated in 2003 until its merger with Zargon Oil & Gas Ltd. in 2009. From 1998 to 2003, Mr. Merritt was the President and CEO of Sunfire Energy. Prior to 1998, he was the Vice President and General Manager of the oil and gas division of Pembina Corporation. Mr. Merritt received a B.Sc. in Chemical Engineering from the University of Alberta in 1978 and is a graduate of the Harvard Business School.</p> | |
| <p>Board/Committee Membership</p> | <p>Director Chairman of Environmental, Health & Safety Committee Member of Audit Committee Member of Reserves Committee</p> | |
| <p>Overall Meeting Attendance in 2018</p> | <p>100%</p> | |
| <p>Current Other Public Board Membership</p> | <p>Zargon Oil & Gas Ltd.</p> | |
| <p>Voting Results of 2018 AGM</p> | <p>Number of Votes</p> | <p>% of Votes</p> |
| <p>Votes For</p> | <p>33,580,828</p> | <p>93.77</p> |
| <p>Votes Withheld</p> | <p>2,232,778</p> | <p>6.23</p> |
| <p>Common Shares⁽¹⁾</p> | <p>Number of Common Shares</p> | <p>Value⁽³⁾</p> |
| | <p>6,673</p> | <p>\$1,335</p> |
| | <p>Number of Deferred Shares</p> | <p>Value⁽⁴⁾</p> |
| | <p>132,965</p> | <p>\$25,263</p> |
| <p>Audit Committee Qualifications</p> | <p>As CEO of a public company for ten years, Mr. Merritt was required to be financially literate. He has taken several accounting courses at the University of Calgary and attended the Harvard Business School (Advanced Management Program) which taught accounting as part of its program. Mr. Merritt is currently a member of the Audit Committee at one other public oil and gas company.</p> | |
| <p>Reserves Committee Qualifications</p> | <p>Mr. Merritt was previously the CEO of two public oil and gas companies where he was responsible for all corporate activities including reserves. Prior to becoming a CEO, Mr. Merritt was responsible for corporate reserves at a mid-sized private oil and gas company. Mr. Merritt is currently a member of the Reserves Committee at one other public oil and gas company.</p> | |

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| <p>DONALD J. NELSON President of Fairway Resources Inc. Calgary, Alberta, Canada Age: 70 Director Since: June 2002 Independent</p> | <p>Mr. Nelson has over 40 years of experience in the oil and gas industry, and is the President of Fairway Resources Inc., a private oil and gas consulting services firm. Mr. Nelson was with Summit Resources Limited from 1996 to 2002, until its acquisition by Paramount Resources, where he held the position of Vice President, Operations from 1996 to 1998 and President and Chief Executive Officer from 1998 to 2002. Mr. Nelson is a director of Keyera Corp., a publicly traded issuer and also sits on the boards of a number of private oil and gas companies. He is a professional engineer and is an active member of the Association of Professional Engineers, Geologists and Geophysicists of Alberta and of the Society of Petroleum Engineers.</p> | |
| <p>Board/Committee Membership</p> | <p>Director Chairman of Reserves Committee Member of Environmental, Health & Safety Committee</p> | |
| <p>Overall Meeting Attendance in 2018</p> | <p>100%</p> | |
| <p>Current Other Public Board Membership</p> | <p>Keyera Corp.</p> | |
| <p>Voting Results of 2018 AGM</p> | <p>Number of Votes</p> | <p>% of Votes</p> |
| <p>Votes For</p> | <p>33,604,794</p> | <p>93.83</p> |
| <p>Votes Withheld</p> | <p>2,208,812</p> | <p>6.17</p> |
| <p>Common Shares⁽¹⁾</p> | <p>Number of Common Shares</p> | <p>Value⁽⁴⁾</p> |
| | <p>12,463</p> | <p>\$2,493</p> |
| | <p>Number of Deferred Shares</p> | <p>Value⁽⁵⁾</p> |
| | <p>132,965</p> | <p>\$25,263</p> |
| <p>Reserves Committee Qualifications</p> | <p>Mr. Nelson is a practicing professional engineer (P.Eng) and a member of APEGA. He was previously the CEO of a mid-sized public oil and gas company responsible for all corporate areas including reserves. Prior to becoming a CEO, Mr. Nelson was responsible for corporate reserves for both mid-size (Summit Resources) and major (Amerada Hess, Home Oil) public oil and gas companies and one large private company (Placer CEGO Petroleum). Mr. Nelson is currently a member of the reserve committee on one other public and one private oil and gas company.</p> | |

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| <p>RYAN A. SHAY Independent Businessman Calgary, Alberta, Canada Age: 47 Director Since: October 2017 Independent</p> | <p>Mr. Shay has in excess of 20 years of experience in the oil and gas industry and was most recently Managing Director, Head of Investment Banking at Cormark Securities Inc. until he retired therefrom in June 2016. Mr. Shay was a member of Cormark's Executive Committee, Risk Committee, Capital Markets Committee, Compensation Committee, Compliance Committee and Audit Committee. Mr. Shay joined Cormark in 1999 as an Energy Research Analyst and was promoted to the Executive Committee of the firm in 2000. Mr. Shay transitioned careers from Research to Investment Banking in 2007 and was promoted to Co-Head of Investment Banking in 2010 and Head of Investment Banking in 2013. Mr. Shay began his career in the investment industry with Peters & Co. Limited in 1996, earning his Chartered Financial Analyst designation in 1999 and was formerly with Deloitte & Touche in 1993, earning his Chartered Accountant designation in 1996. Mr. Shay received his Bachelor of Commerce from the University of Saskatchewan and graduated with Great Distinction. Mr. Shay also sits on the board of Journey Energy Inc., Crew Energy Inc. and the National Board of the Juvenile Diabetes Research Foundation.</p> | |
| <p>Board/Committee Membership</p> | <p>Director Member of Audit Committee Chairman of Compensation and Corporate Governance Committee</p> | |
| <p>Overall Meeting Attendance in 2018</p> | <p>100%</p> | |
| <p>Current Other Public Board Membership</p> | <p>Journey Energy Inc., Crew Energy Inc.</p> | |
| <p>Voting Results of 2018 AGM</p> | <p>Number of Votes</p> | <p>% of Votes</p> |
| <p>Votes For</p> | <p>33,794,972</p> | <p>94.36</p> |
| <p>Votes Withheld</p> | <p>2,018,634</p> | <p>5.64</p> |
| <p>Common Shares⁽¹⁾</p> | <p>Number of Common Shares</p> | <p>Value⁽³⁾</p> |
| | <p>260,000</p> | <p>\$52,000</p> |
| | <p>Number of Deferred Shares</p> | <p>Value⁽⁴⁾</p> |
| | <p>55,000</p> | <p>\$10,450</p> |
| <p>Audit Committee Qualifications</p> | <p>Mr. Shay has over 20 years of experience in corporate finance and has been a chartered accountant since 1996. Investment banking and energy research responsibilities required detailed analysis of financial statements and consistent monitoring of financial performance in the energy</p> | |

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| | <p>industry. He was formerly a member of the audit committee of Cormark Securities and is currently a member of the audit committee for Journey Energy Inc. and for Crew Energy Inc.</p> |
| <p>Compensation & Corporate Governance Committee Qualifications</p> | <p>Mr. Shay served as Managing Director in a mid-sized investment firm for a number of years during which he had direct responsibility for dealing with compensation matters. He was formerly a member of the compensation committee of Cormark Securities and is currently a member of the compensation and governance committee for Journey Energy Inc.</p> |

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| <p>HOWARD R. WARD Calgary, Alberta, Canada Age: 73 Director Since: June 2002 Independent</p> | <p>Prior to his retirement in February 2014, Mr. Ward had been a partner with International Energy Counsel LLP, a law firm, since December 2002. Prior thereto, Mr. Ward was counsel with the law firm McCarthy Tétrault LLP from June 2002 to December 2002. Prior to that, he was counsel with Donahue and Partners LLP and, for more than 22 years, partner with Burstall Ward (now Burstall LLP), Barristers and Solicitors. He had been a member of the Law Society of Alberta since 1975. He also has served as a director of the following publicly traded entities: Blue Sky Resources Ltd. (July 1999 to July 2000); Cabre Exploration Ltd. (June 1981 to December 2000); Jet Energy Corp. (August 1995 to November 1999); and Tuscany Resources Ltd. (October 1997 to October 2001).</p> | |
| <p>Board/Committee Membership</p> | <p>Director Member of Compensation and Corporate Governance Committee Member of Environmental, Health & Safety Committee</p> | |
| <p>Overall Meeting Attendance in 2018</p> | <p>100%</p> | |
| <p>Current Other Public Board Membership</p> | <p>None</p> | |
| <p>Voting Results of 2018 AGM</p> | <p>Number of Votes</p> | <p>% of Votes</p> |
| <p>Votes For</p> | <p>33,604,348</p> | <p>93.83</p> |
| <p>Votes Withheld</p> | <p>2,209,258</p> | <p>6.17</p> |
| <p>Common Shares⁽¹⁾</p> | <p>Number of Common Shares</p> | <p>Value⁽³⁾</p> |
| | <p>16,148</p> | <p>\$3,230</p> |
| | <p>Number of Deferred Shares</p> | <p>Value⁽⁴⁾</p> |
| | <p>132,965</p> | <p>\$25,263</p> |
| <p>Compensation & Corporate Governance Committee Qualifications</p> | <p>Mr. Ward served as Managing Partner in a mid-sized law firm for a number of years during which he had direct responsibility for dealing with compensation matters. Mr. Ward also served on the Compensation Committee of Cabre Exploration Ltd., a company listed on the TSE, for a number of years.</p> | |

Notes:

- ¹⁾ The information as to Shares beneficially owned or controlled or directed, directly or indirectly, is based upon information furnished to the Corporation by the nominees as of December 31, 2018.
- ²⁾ Ms. Riddell Rose holds 1,912,587 Shares directly. The majority of Ms. Riddell Rose's indirect ownership of Shares is held through Dreamworks Investment Holdings Ltd., which holds 16,396,814 Shares. Ms. Riddell Rose exercises control and direction over Dreamworks Investment Holdings Ltd. A further 1,030,300 Shares are held indirectly by Ms. Riddell Rose's spouse and children.
- ³⁾ Calculated based on the market value of the Shares at December 31, 2018 (\$0.20/share).
- ⁴⁾ Calculated based on the difference between the market value of the Shares at December 31, 2018 (\$0.20/share) and the exercise price for both vested and unvested DSUs, as the case may be.

STATEMENT OF EXECUTIVE COMPENSATION

Introduction

The following sets forth information concerning annual compensation, including short, medium and long term compensation programs for each of the named executive officers ("**NEOs**") as defined in NI 51-102 and the directors for the financial year ended December 31, 2018. None of the NEOs that were also directors of the Corporation received any compensation for their services as a director.

Role and Composition of the Compensation and Corporate Governance Committee

The Compensation and Corporate Governance Committee (the "**Committee**") is comprised of the following individuals, all of whom are independent directors: Ryan Shay (Chair), Robert Maitland and Howard Ward. The Committee's mandate includes the review of overall human resource policies, procedures and compensation plans, and oversight of the development and administration of the Corporation's executive compensation program. In addition to its other responsibilities, the Committee makes recommendations to the Board regarding the aggregate corporate compensation for the Corporation's employees, and specifically, regarding the appropriate levels and structures of executive compensation for the President and Chief Executive Officer ("**CEO**") and other executive officers of the Corporation, including the NEOs.

In conducting their reviews, the Committee considers current compensation levels and published industry surveys, independent reports and other publicly available data as well as individual and corporate performance. Perpetual's CEO is responsible for providing the Committee with data and information respecting the benchmarking process, performance information regarding the officers of Perpetual in fulfilling their responsibilities and advancing business objectives, and recommendations, excluding herself, as to executive compensation. These recommendations are based in part on alignment and accountability agreements for each executive which are undertaken by the executive with the CEO and on individual and corporate performance. This information is considered by the Committee in determining its recommendations for executive compensation.

See "*Director Nominees*" for the relevant education and experience of each member of the Committee that enables such member to make decisions on the suitability of the Corporation's compensation policies and practice.

Compensation Consultant

The Corporation has not retained a compensation consultant or advisor to assist the Board or the Committee in the past two years.

Compensation Discussion and Analysis

The following Compensation Discussion and Analysis applies to all executive officers including the NEOs.

Elements, Objectives and Design of Executive Compensation

The Corporation is strongly committed to a "pay for performance" philosophy and has adopted this throughout the organization. Through this commitment, the compensation program is designed to enable Perpetual to attract and retain a highly qualified team, while motivating performance in alignment with the interests of Shareholders.

The executive compensation program at Perpetual strives to provide a fair and competitive base level of compensation coupled with an appropriate level of risk and reward directly related to Perpetual's performance. The executive compensation program is comprised of four primary components: base salary and benefits, annual bonus, medium term incentives, and long term incentives. Collectively, these components form part of a talent management strategy designed to achieve the following objectives:

- attract and retain top quality executives in the organization for the benefit of the Shareholders;
- ensure that compensation policies are fair, equitable and competitive with the Corporation's competitors in the oil and gas industry in Western Canada; and
- ensure the incentive mechanism of remuneration is properly aligned with short, medium and long term interests of Shareholders.

Base salary and benefits are intended to attract and retain top quality executives and reflect an executive's primary duties and responsibilities. Decisions regarding base salary and benefits are somewhat independent from decisions regarding short, medium and long term incentives, as it is the Committee's view that an appropriate base salary and benefits package are core components of competitive compensation for highly capable executives.

The annual bonus program is intended to reward extraordinary annual performance and corporate results that are above and beyond the expected standard of excellence. Medium and long term incentive programs are designed to reward performance and align executives with the interests of the Corporation and its Shareholders.

Due to the fact that each compensation element caters to a different compensation goal, decisions regarding each element generally remain distinct. However, the Committee considers the cumulative compensation that would be afforded by a combination of each compensation element, and may adjust individual elements so that overall compensation and the proportion of each compensation element is appropriate for a particular executive. Collectively, the various elements form a comprehensive, performance-based compensation program that remunerates on the basis of both essential and distinctive service.

Base Salary And Benefits

The Corporation's compensation philosophy is that aggregate executive salaries and benefits should be set at competitive levels, relative to the Corporation's Peer Group (as defined below) and as compared to the Independent Compensation Surveys (as defined below, see "Benchmarking"), giving consideration to factors such as level of responsibility, experience, technical expertise and competency, attitude and behaviours for accountability and teamwork, commitment, leadership capabilities and results. For executives who are highly experienced in their roles and who meet or exceed all of the performance expectations for their roles, base salary is targeted to levels at or above the industry average. This same method of considering experience and performance is used for all salaried employees and is intended to attract and retain top talent throughout the organization, and to ensure pay equity practices are established.

On April 1, 2018, the Company reinstated its Company-wide savings plan which provides a benefit of up to 7.5 percent of base salary to employees and executives.

As a result of the 2018 compensation review, in December 2018 the Committee recommended a modest increase in 2019 base salaries for certain executive officers.

Certain benefits and perquisites are also provided to employees and executives which are competitive with peer companies in the Western Canadian oil and gas industry. These additional health and wellness related benefits enhance the executive officers' ability to meet and exceed their accountabilities. The Corporation does not have a pension plan.

Annual Bonus

The Corporation's executive compensation structure includes a short term incentive in the form of an annual bonus, paid in cash or short term incentives, which is based on the principle of rewarding extraordinary performance in the achievement of certain annual objectives. The annual bonus pool is established by the Board, based on recommendations by the Committee, giving consideration to performance with respect to two components: a corporate performance and a corporate excellence component. The corporate performance component is based on quantitative analysis of the Corporation's performance relative to certain targets and performance metrics that are established annually based on strategic objectives, budgets and the expected performance of its Peer Group. The corporate excellence component of the bonus pool is qualitative in its application, and recognizes exceptional performance in advancing strategic goals and priorities that are important to short and long term value creation for our Shareholders and also considers overall return to Shareholders, changes in net asset value, market conditions, the overall business climate and other general considerations.

Each year the Committee recommends: (a) a target compensation matrix designating the target and maximum size of the bonus pool, typically as a percentage of the base salary pool; (b) the proportionate split of the bonus pool that will be based on the corporate performance component and the corporate excellence component; (c) performance hurdles; and (d) a performance matrix outlining the performance targets and their relative weighting to be used to establish the corporate performance component of the bonus pool, giving consideration to budgets, stretch targets and Peer Group performance expectations.

The target compensation matrix for determination of the 2018 bonus pool for senior executives and the CEO is outlined below:

| <i>(% of Salary Pool)</i> | Corporate Excellence Component Target/Maximum | Corporate Performance Component Target/Maximum | Target/Maximum |
|---------------------------|--|---|-----------------------|
| CEO | 0-10 | 0-60/120 | 0-130 |
| Senior Executives | 0-10 | 0-30/60 | 0-70 |

Prior to the end of February each year, the Committee recommends and the Board approves the actual earned bonus pool for the organization for the previous year and distribution of the bonus pool for individual executive team members, as well as aggregate bonus levels for management, field and office employees. The payment of an annual bonus is not guaranteed and the Board has discretion to adjust the magnitude of the bonus pool or defer any bonus payments. The approved bonus pool is distributed on a discretionary basis to all staff based on individual merit, considering performance and contribution to the corporate goals, initiatives and results.

Annual Bonus Performance Measures:

Corporate Excellence Component: Results relative to the Corporation's strategic priorities guide the determination of the corporate excellence component of the annual bonus pool. In 2018, Perpetual's top four strategic priorities were:

1. Grow value of Greater Edson liquids-rich gas;
2. Grow value of Eastern Alberta portfolio;
3. Advance high impact opportunities; and
4. Optimize balance sheet for growth.

Other considerations for the corporate excellence component of the annual bonus pool include overall return to Shareholders, change in net asset value, general market conditions, the overall business climate and other considerations that relate to the relative performance of the Company.

Corporate Performance Component: Performance metrics, including various operational and financial measures, are incorporated into a performance matrix annually to establish the corporate performance component of the annual bonus pool. For each performance metric, both a target and a stretch goal are set, each of which attracts a different level of bonus pool contribution. The target is typically derived based on Perpetual's budget expectations. The stretch goals are set giving consideration to extraordinary performance for detailed components that comprise each metric and expected top quartile performance metrics of Perpetual's Peer Group. See "Benchmarking" in this information circular. The performance metrics are weighted and considered key to measuring the Corporation's fundamental goal of value creation for its Shareholders.

The Board has the discretion to adjust the final performance factors when considering other qualitative factors relative to building longer-term value for the Corporation's Shareholders, and accordingly, the discretion to increase or decrease the size of any annual bonus payout regardless of whether these performance measures were attained. The actual calculations are derived from Perpetual's consolidated financial statements, production reports, and reserve reports. The calculations are prepared by management and reviewed and approved by the Compensation and Corporate Governance Committee.

2018 Bonus Program: In 2018, the quantitative performance metrics, weighted equally, to establish the corporate performance component of the bonus pool included:

- (a) year-end net debt⁽¹⁾;
- (b) oil and liquids production;
- (c) adjusted funds flow⁽¹⁾;
- (d) net asset value per share⁽¹⁾; and
- (e) all cash costs⁽¹⁾.

Furthermore, a minimum adjusted funds flow hurdle of \$25 million was established for the bonus pool, with discretion retained by the Board of Directors. Based on 2018 financial results this minimum adjusted funds flow hurdle was met and the target was exceeded for two metrics. Bonuses for 2018 were approved by the Board in February 2019.

(1) Net debt, adjusted funds flow, net asset value per share and all cash costs do not have standardized terms prescribed by GAAP. Management believes that in addition to net income (loss) and net cash flows from operating activities as defined by GAAP, these terms are useful supplemental measures to evaluate operating performance. Users are cautioned however that these measures should not be construed as an alternative to net income (loss) or net cash flows from operating activities determined in accordance with GAAP as an indication of Perpetual's performance and may not be comparable with the calculation of similar measurements by other entities.

For additional reader advisories in regards to non-GAAP financial measures, including Perpetual's method of calculation and reconciliation of these terms to their corresponding GAAP measures, see the section entitled "Non-GAAP Measures" within the Company's MD&A filed on SEDAR.

2019 Bonus Program: The target compensation matrix for determination of the 2019 bonus pool is outlined below:

| <i>(% of Salary Pool)</i> | Corporate Excellence Component | Corporate Performance Component | Target/Maximum |
|---------------------------|---------------------------------------|--|-----------------------|
| | Target/Maximum | Target/Maximum | |
| CEO | 0-10 | 0-60/120 | 0-130 |
| Senior Executives | 0-10 | 0-30/60 | 0-70 |

In 2019, the Corporate Excellence component of the bonus pool will be measured with respect to results related to Perpetual's 2019 top four strategic priorities:

1. Improve balance sheet and manage risk;
2. Maximize value of Greater Edson liquids-rich gas;
3. Grow value of Eastern Alberta portfolio; and
4. Advance high impact, diversifying new ventures.

The quantitative performance metrics, weighted equally, to establish the corporate performance component of the 2019 bonus pool include:

- (a) 2019 year-end net debt/2019 adjusted funds flow;
- (b) total production;
- (c) capital efficiency;
- (d) net asset value per share; and
- (e) all cash costs.

For 2019, a minimum adjusted funds flow hurdle of \$25 million has been established for the bonus pool, with discretion retained by the Board of Directors (see footnote ⁽¹⁾ "Annual Bonus Performance Measures").

Medium Term Incentives

The Corporation's executive officers participate in a medium term incentive plan with an integrated, risk-reward component that aims to clearly focus executives on value creation for Shareholders.

For Perpetual's executive officers (including the NEOs), the Board has implemented a Performance Share Rights Plan (the "**PSR Plan**") which includes the possible issuance of Restricted Rights in accordance with the Restricted Rights Plan. Performance Share Rights ("**PSRs**") generally vest two years from their date of grant (the "**Performance Period**"), and are tied to a performance metric determined by the Board. For PSRs issued in 2011 through 2018, the performance metric was determined to be based on a percentage increase in net asset value per share during the Performance Period. The number of PSRs that vest at the end of the Performance Period is determined in direct correlation to the value of the performance metric achieved, minimum and maximum vesting amounts having been set at the time of grant. Vested PSRs are payable to the grantee in cash, Restricted Rights, or a combination of both, at the discretion of Perpetual. Target grant levels under the PSR Plan are based on market-competitive compensation but will adjust based on a multiplier positively or negatively, to a maximum of 2.0 times or a minimum of 0.5 times as the case may be, with Perpetual's performance. All PSR's that have vested in 2011 to 2018 have been satisfied through the issuance of Restricted Rights.

Long Term Incentives

Perpetual also grants Options to acquire Shares under its Share Option Plan. The purpose of the Share Option Plan is to ensure that executive officers are aligned with Shareholders and have a continuing stake in the long term success of Perpetual. The Share Option Plan is a further risk-reward component of the total compensation plan for executive officers. The objective of the long term incentive portion of the compensation program is to establish a meaningful and effective incentive to reward participants on the basis of long term performance and value creation for Shareholders, while enhancing the Corporation's ability to attract and retain a talented team and aligning team members with Shareholders. Options typically vest over a period of three or four years, which provides incentive and retention for the Corporation's key personnel who will contribute to the future success and prosperity of the Corporation, thus enhancing the value of the Shares for the benefit of all Shareholders. See "*Incentive Plan Awards – Share Option Plan*".

For Perpetual's executive officers (including the NEOs), the Board implemented a Performance-Based Long Term Incentive Award Plan (the "**PLTI Plan**") in 2018 which includes the possible issuance of Restricted Rights in accordance with the Restricted Rights Plan or cash payment or combination thereof at the discretion of the Corporation. The purposes of the PLTI Plan is to: (a) incentivize the Corporation's senior leadership by establishing a direct link between long term performance and compensation; (b) retain members of the Corporation's senior leadership; (c) ensure the competitiveness of overall long term incentive compensation for the Corporation's senior leadership; (d) reward historic, ongoing and future contributions to positive corporate performance; and (e) align the priorities of the Corporation's senior leadership with the Corporation's long term strategic goals and objectives. The awards granted pursuant to the PLTI Plan (the "**PLTI Awards**") are tied to specific individual based performance metrics established by the Board which include "total shareholder return" or other metrics specifically designed to align with value creation for Shareholders and, as indicated above, to incentivize and retain key members of the Corporation's senior leadership team. The PLTI Awards are subject to specified term based vesting criteria and expiry dates.

Benchmarking

The total compensation for the executive officers is reviewed by the Committee and compared to the total compensation of similar positions of executives in other Canadian oil and gas exploration and production companies with a view to ensuring that such overall compensation packages are set at competitive levels relative to individual skill sets, expertise and the Corporation's Peer Group. The Corporation reviews comparative compensation data received through annual compensation surveys, conducted by an independent consultant, Mercer (Canada) Limited ("**Mercer**"), for salary, benefits and incentive programs ("**Independent Compensation Surveys**"), as well as other compensation information derived from analysis of information based on oil and gas companies in Canada considered by the Committee to be most closely comparable with Perpetual for these purposes. When determining the appropriate comparison group for benchmarking purposes, the Committee recognizes measures such as market capitalization, production levels, enterprise value, and number of employees. The Corporation used the following junior oil & gas companies based on average production of between 5,000 and 40,000 boe/d for its Peer Group in 2018: Athabasca Oil Corporation; Bellatrix Exploration Ltd.; BlackPearl Resources Inc.; Cardinal Energy Ltd.; Cequence Energy Ltd.; Chinook Energy Inc.; Cona Resources Ltd.; Dephi Energy Corp.; Gear Energy Ltd.; Journey Energy Inc.; Marquee Energy Ltd.; Pine Cliff Energy Ltd.; RMP Energy Inc.; Storm Resources Ltd.; Surge Energy Inc.; and Tamarack Valley Energy Ltd. (collectively, the "**Peer Group**").

Risks Associated with the Corporation's Policies and Practices

The Committee and the Board have considered risks associated with Perpetual's compensation program, and believes that there is no identified risk that is reasonably likely to have a material adverse effect on the Corporation. Several factors help to mitigate any risks associated with the compensation program, including the following:

1. the relatively even distribution of compensation into short, medium and long term components;
2. the fact that compensation policies and practices are shared between executives and other staff and do not differentiate between business units;
3. the fact that the compensation expense to executive officers does not represent a significant percentage of revenue; and
4. with the exception of the Share Option Plan, Restricted Rights Plan, Performance Share Rights Plan and Performance-Based Long Term Incentive Award Plan which align with the market price of the Shares, all compensation components impose a maximum earnable payout limit.

The Share Option Plan and Restricted Rights Plan will generally be settled by the issuance of common shares, and may only be settled in cash if deemed appropriate by the Corporation. Effective risk management and regulatory compliance, while not performance metrics themselves, are implied as necessary in order to achieve every performance measure used to establish short term incentives. Further, the distribution of the cash bonus plan is discretionary. Therefore, the Committee and the Board are able to consider other factors such as personal contributions to corporate performance and strategic and operational elements of corporate performance which allows the Committee and the Board to consider whether executive officers have too heavily prioritized short term results at the expense of the long term success of the Corporation in determining executive compensation as well as financial means of the Company and market conditions. In addition, the compensation package for NEOs is reviewed and assessed annually by the Committee and the Board which balances the level of risk taking while also focusing on generating long term and sustainable value for Shareholders. Furthermore, the Committee monitors compensation governance and risk assessment practices on an ongoing basis to ensure that the compensation program is appropriately structured.

The Corporation's directors, officers and all employees are prohibited from selling, directly or indirectly, a security of the Corporation if such person selling such security does not own or has not fully paid for the security to be sold. In addition, directors, officers and employees of the Corporation are prohibited from, directly or indirectly, buying or selling a call or put in respect of a security of the Corporation.

Incentive Plan Awards

Option-Based Awards

Option-based awards are a part of Perpetual's long term incentives. The CEO recommends to the Committee appropriate option-based awards under the Share Option Plan for executive officers. The Committee holds an in-camera session and determines an appropriate level of Options for the CEO. The Committee then considers the propriety of all Options having regard to the Corporation's compensation philosophy and criteria, and dilution to shareholders and determines what recommendation will be made to the Board. Upon receipt of such recommendation, the Board determines whether to approve the granting of Options for executives. The number of Options granted by the Board is based on the experience level, contribution potential, and performance of the individual receiving the Options as well as competitor Peer Group compensation practices and the expected value of the option. Previous grants of Option-based awards are taken into account when considering new grants. If an amendment to the Share Option Plan is suggested, the Committee first considers whether such amendment would be appropriate to recommend to the Board; following such a recommendation, the Board as a whole considers whether to approve the potential amendment. See "*Compensation Discussion and Analysis – Elements, Objectives and Design of Executive Compensation – Long Term Incentives*" above and "*Share Option Plan*" below.

Share Option Plan

The Share Option Plan permits the granting of Options to officers, directors, employees, consultants and other service providers ("**Optionees**") of Perpetual and its subsidiaries. The Share Option Plan is intended to afford persons who provide services to Perpetual an opportunity to obtain an ownership interest in Perpetual by permitting them to purchase Shares, thereby aligning Optionees with the interests of Shareholders and to aid in attracting as well as retaining and encouraging the continued involvement of such persons with Perpetual.

The maximum number of Shares issuable on exercise of Options in combination with Restricted Rights outstanding at any time under all security based compensation arrangements shall be limited, in the aggregate, to 10% of the issued and outstanding Shares. At December 31, 2018 this maximum number of Shares issuable was 6,090,156 Shares. In 2018, 902,500 Options were issued under the Share Option Plan, representing 14.8% of the maximum issuable. Any increase in the issued and outstanding Shares (whether as a result of exercise of Options, or otherwise) will result in an increase in the number of Shares that may be issued on exercise of Options outstanding at any time and any increase in the number of Options granted, upon exercise, makes new grants available under the Share Option Plan. Options that are cancelled, terminated or expire prior to exercise of all or a portion thereof shall result in the Shares that were reserved for issuance thereunder being available for a subsequent grant of Options pursuant to the Share Option Plan.

As of March 29, 2019, 4,723,750 Options are issued and outstanding and will convert to 4,723,750 Shares upon exercise, which number has been reserved for issuance under the Share Option Plan and which represents 7.8% of the total outstanding Shares. Of the 4,723,750 Options issued, 3,192,064 had not vested in accordance with their terms.

The number of Shares issuable pursuant to Options granted under the Share Option Plan or any other security based compensation arrangements of Perpetual: (i) to insiders at any time may not exceed 10% of the outstanding Shares; and (ii) issued to insiders within any one year period may not exceed 10% of the outstanding Shares. In addition, the number of Shares issuable at any time pursuant to Options to directors that are not officers or employees of Perpetual or its subsidiaries may not in the aggregate exceed 1% of the outstanding Shares. The value of Options granted to any one director of the Corporation who is not an officer or employee of the Corporation or its subsidiaries during a calendar year, as calculated on the date of grant, shall not exceed \$100,000. Options granted under the Share Option Plan are personal to the Optionee and are not assignable except to a "permitted assignee" which means, for an Optionee, (i) an executor, trustee, custodian or administrator acting on behalf of, or for the benefit of the Optionee; (ii) a holding entity of the Optionee; (iii) a RRSP, RRIF, or TFSA of the Optionee; (iv) a spouse of the Optionee; (v) a trustee, custodian, or administrator acting on behalf of, or for the benefit of the spouse of the Optionee; (vi) a holding entity of the spouse of the Optionee; or (vii) a registered charity or foundation.

Options will have a term not to exceed five years and, subject to the terms of the Share Option Plan, will vest in such manner as determined by the Board. In the absence of any determination to the contrary, Options with a five year term will vest and be exercisable as to one-fourth on each of the first, second, third and fourth anniversaries of the date of grant, subject to the acceleration of vesting in the discretion of the Board. If an Option is set to expire within any "Black Out Period" (as such term is defined in the Share Option Plan) and the Optionee is subject to the Black Out Period, the expiry date of the Option shall be extended for ten (10) business days following the Black Out Period.

The exercise price of any Options granted will be determined by the Board, provided that the exercise price shall not be less than the volume weighted average trading price of the Shares on the TSX (or other stock exchange on which the Shares may be listed) for the five consecutive trading days immediately preceding the date of grant.

The Share Option Plan provides Optionees with an election, if permitted by the Board, for a cashless exercise ("**Cashless Exercise**") of an Optionee's vested and exercisable Options. If an Optionee elects a Cashless Exercise the Optionee shall surrender each Option in exchange for the issuance by Perpetual of that number of Shares equal to the number determined by dividing the Market Price (as defined in the Share Option Plan and as calculated as at the date of exercise) into the difference between the Market Price and the exercise price of such Option. In addition, the Share Option Plan also provides that an Optionee has the right to make an offer (the "**Surrender Offer**") to Perpetual to surrender any of the Options held by such person for an amount (not to exceed the fair market value) specified therein by the Optionee and Perpetual may, but is not obligated to, accept the Surrender Offer, subject to any regulatory approval required.

If an Optionee ceases to be a Service Provider (as defined in the Share Option Plan) for any reason, the Optionee shall have a period not in excess of six months as prescribed at the time of grant (12 months in the case of death, and in the absence of any determination to the contrary will be 6 months from the date of death), succeeding his or her ceasing to be a Service Provider to exercise Options held to the extent that the Optionee was entitled to exercise the options at the date of such cessation.

In the event that the share capital of the Corporation is consolidated or subdivided prior to the exercise by the Optionee, in full, of any Option in respect of all of the shares granted or the Corporation pays a dividend upon the Common Shares by way of issuance to the holders thereof of additional Common Shares, Options with respect to any shares which have not been purchased at the time of any such consolidation, subdivision or stock dividend shall be proportionately adjusted so that the Optionee shall from time to time, upon the exercise of an Option, be entitled to receive the number of shares of the Corporation the Optionee would have held following such consolidation, subdivision or stock dividend if the Optionee had purchased the shares and had held such shares immediately prior to such consolidation, subdivision or stock dividend. Upon any such adjustments being made, the Optionee shall be bound by such adjustments and shall accept the terms of such Options in lieu of the Options previously outstanding.

At the sole discretion of the Board, vesting of Options may be accelerated and all unexercised Options may be exercised prior to the expiry date of such Option upon the effective date of a "change of control" of Perpetual or its subsidiaries and affiliates. A "change of control" is deemed to occur upon the effective date of the earlier of any of the following events, provided that such event results in an actual change of control to Perpetual or its subsidiaries and affiliates: (a) the issuance to or acquisition by any person, or group of persons acting in concert excluding officers, directors or other insiders of Perpetual or its subsidiaries and affiliates, of Shares which in the aggregate total 20% or more of the then outstanding issued Shares, as the case may be; or (b) a "take-over bid" as such term is defined in Multilateral Instrument 62-104.

Without the prior approval of the shareholders of Perpetual, as may be required by the TSX or the stock exchange upon which Perpetual Shares are listed for trading, the Board may not: (i) make any amendment to the Share Option Plan to increase the percentage of Shares issuable on exercise of outstanding Perpetual Options at any time, (ii) reduce the exercise price of any outstanding Options, (iii) extend the term of any outstanding Option beyond the original expiry date of such Option, (iv) increase the maximum limit on the number of securities that may be issued to insiders, (v) increase the maximum number of Shares issuable to directors who are not officers or employees of Perpetual or its subsidiaries, (vi) make any amendment to the Share Option Plan to permit an Optionee to transfer or assign Options to a new beneficial Optionee other than in the case of death of the Optionee, or (vii) amend the restrictions on amendments that are provided in the Share Option Plan. Subject to the restrictions set out above, the Board may amend or discontinue the Share Option Plan and Options granted thereunder without shareholder approval; provided any amendment to the Share Option Plan that requires approval of any stock exchange on which the Shares are listed for trading may not be made without approval of such stock exchange. In addition, no amendment to the Share Option Plan or Options granted pursuant to the Share Option Plan may be made without the consent of the Optionee, if it adversely alters or impairs any Option previously granted to such Optionee.

In light of the passing of Mr. Clayton H. Riddell on September 15, 2018, the Corporation's former Executive Chairman, in the Fall of 2018, the Board, in recognition of Mr. Riddell's long standing service and significant contributions to Perpetual, made certain amendments to his Options which included: (i) accelerating the vesting of his Options so that no vesting restriction exists entitling the Estate of Mr. Riddell to exercise his Options at any time until expiry; and (ii) extending the date that the Estate of Mr. Riddell is entitled to exercise the Options from six months following the date of his passing to the applicable expiry date of the Options. These amendments were permitted to be made by the Board in accordance with the Share Option Plan and they were specifically approved by the Toronto Stock Exchange.

Share-Based Awards

Share-based awards are part of Perpetual's medium term incentives and the Board has discretion to utilize share based awards as part of Perpetual's annual bonus. See "*Compensation Discussion and Analysis – Elements, Objectives and Design of Executive Compensation – Annual Bonus*" and "*Medium Term Incentives*" above and "*Restricted Rights Plan*".

Restricted Rights Plan

Perpetual's Restricted Rights Plan is intended to provide a combination of medium and long term incentives to persons who provide services to Perpetual. The Restricted Rights Plan will permit the granting of Restricted Rights to officers, directors, employees, consultants and other service providers ("**Restricted Right Holders**") of Perpetual and its subsidiaries. Restricted Rights may also be used to pay a portion of employees' annual bonus. Restricted Rights are generally issued to executives based on performance measures as per the Performance Share Rights Plan. See "*Medium Term Incentives*".

The maximum number of Shares issuable on exercise of Restricted Rights in combination with Options, outstanding at any time under all security based compensation arrangements shall be limited, in the aggregate, to 10% of the issued and outstanding Shares. As at December 31, 2018 this maximum number of Shares issuable was 6,090,156 Shares. In 2018, 1,201,900 Restricted Rights were issued under the Restricted Rights Plan, representing 19.7% of the maximum issuable. Any increase in the issued and outstanding Shares (whether as a result of exercise of Restricted Rights, or otherwise) will result in an increase in the number of Shares that may be issued on exercise of Restricted Rights outstanding at any time and any increase in the number of Restricted Rights granted, upon exercise, makes new grants available under the Restricted Rights Plan. Restricted Rights that are cancelled, terminated or expire prior to exercise of all or a portion thereof shall result in the Shares that were reserved for issuance thereunder being available for a subsequent grant of Restricted Rights pursuant to the Restricted Rights Plan.

As of March 29, 2019, 16,900 Restricted Rights have been issued and will convert to 16,900 Shares upon exercise, which number has been reserved for issuance under the Restricted Rights Plan and which represents less than 0.03% of the total outstanding Shares. Of the 16,900 Restricted Rights issued, nil had not vested in accordance with their terms.

The number of Shares issuable pursuant to Restricted Rights granted under the Restricted Rights Plan or any other security based compensation arrangements of Perpetual: (i) to any one service provider may not at any time exceed 5% of the outstanding Shares; (ii) to insiders at any time may not exceed 10% of the outstanding Shares; and (iii) issued to insiders within any one year period may not exceed 10% of the outstanding Shares. In addition, the number of Shares issuable at any time pursuant to Restricted Rights to directors that are not officers or employees of Perpetual or its subsidiaries may not in the aggregate exceed 1% of the outstanding Shares. The value of Restricted Rights granted to any one director of the Corporation who is not an officer or employee of the Corporation or its subsidiaries during a calendar year, as calculated on the date of grant, shall not exceed \$100,000. Restricted Rights granted under the Restricted Rights Plan are personal to the Restricted Right Holder and are not assignable except to a "permitted assign" which means, for a Restricted Right Holder, (i) an executor, trustee, custodian or administrator acting on behalf of, or for the benefit of the Restricted Right Holder; (ii) a holding entity of

the Restricted Right Holder; (iii) a RRSP, RRIF, or TFSA of the Restricted Right Holder; (iv) a spouse of the Restricted Right Holder; (v) a trustee, custodian, or administrator acting on behalf of, or for the benefit of the spouse of the Restricted Right Holder; (vi) a holding entity of the spouse of the Restricted Right Holder; or (vii) a registered charity or foundation.

Restricted Rights will have a term not to exceed five years and, subject to the terms of the Restricted Rights Plan, will vest in such manner as determined by the Board. In the absence of any determination to the contrary, Restricted Rights will vest and be exercisable as to one-third on each of the grant date, first and second anniversaries of the date of grant, subject to the acceleration of vesting in the discretion of the Board. If a Restricted Right is set to expire within any "Black Out Period" (as such term is defined in the Restricted Rights Plan) or within ten (10) business days following the end of a Black Out Period and the Restricted Right Holder is subject to the Black Out Period, the expiry date of the Restricted Right shall be extended for ten (10) business days following the Black Out Period.

The exercise price of any Restricted Rights granted will be \$0.01 per Share. In addition, the number of Restricted Rights (whether exercisable or not) of a Restricted Right Holder will be increased on a dollar for dollar basis by the amount of any dividends which would have accumulated to the Restricted Right Holder if the Restricted Rights were held as Shares by the Restricted Right Holder from the day of the grant of the Restricted Rights up to and including the date of delivery of an exercise notice by a Restricted Right Holder with respect to such Restricted Rights.

The Restricted Rights Plan provides Restricted Right Holders with an election, if permitted by the Board, for a cashless exercise ("**Cashless Exercise**") of a Restricted Right Holder's vested and exercisable Restricted Rights. If a Restricted Right Holder elects a Cashless Exercise the Restricted Right Holder shall surrender each Restricted Right in exchange for the issuance by Perpetual of that number of Shares equal to the number determined by dividing the closing price of the Shares on the TSX on the date of exercise of such Restricted Rights into the difference between such closing price and the exercise price of such Restricted Right. In addition, the Restricted Rights Plan also provides that a Restricted Right Holder has the right to make an offer (the "**Surrender Offer**") to Perpetual to surrender any of the Restricted Rights held by such person for an amount (not to exceed the fair market value) specified therein by the Restricted Right Holder and Perpetual may, but is not obligated to, accept the Surrender Offer, subject to any regulatory approval required.

If a Restricted Right Holder ceases to be a Service Provider for any reason, the Restricted Right Holder shall have a period not in excess of thirty days as prescribed at the time of grant (six months in the case of death), succeeding his or her ceasing to be a Service Provider to exercise Restricted Rights held to the extent that the Restricted Right Holder was entitled to exercise the Restricted Rights at the date of such cessation.

In the event that the share capital of the Corporation is consolidated or subdivided prior to the exercise by the holder of Restricted Rights, in full, of any Restricted Rights in respect of all of the shares granted or the Corporation pays a dividend upon the Common Shares by way of issuance to the holders thereof of additional Common Shares, Restricted Rights with respect to any shares which have not been purchased at the time of any such consolidation, subdivision or stock dividend shall be proportionately adjusted so that the holder of Restricted Rights shall from time to time, upon the exercise of a Restricted Right, be entitled to receive the number of shares of the Corporation the holder of Restricted Rights would have held following such consolidation, subdivision or stock dividend if the holder of Restricted Rights had purchased the shares and had held such shares immediately prior to such consolidation, subdivision or stock dividend. Upon any such adjustments being made, the holder of Restricted Rights shall be bound by such adjustments and shall accept the terms of such Restricted Rights in lieu of the Restricted Rights previously outstanding.

At the sole discretion of the Board, vesting of Restricted Rights may be accelerated and all unexercised Restricted Rights may be exercised prior to the expiry date of such Restricted Rights upon the effective date of a "change of control" of Perpetual or its subsidiaries and affiliates. A "change of control" is deemed to occur upon the effective date of the earlier of any of the following events, provided that such event

results in an actual change of control to Perpetual or its subsidiaries and affiliates: (a) the issuance to or acquisition by any person, or group of persons acting in concert excluding officers, directors or other insiders of Perpetual or its subsidiaries and affiliates, of Shares which in the aggregate total 20% or more of the then outstanding issued Shares, as the case may be; or (b) a "take-over bid" as such term is defined in Multilateral Instrument 62-104.

Without the prior approval of the Shareholders of Perpetual, as may be required by such exchange, the Board may not: (i) make any amendment to the Restricted Rights Plan to increase the percentage of Shares issuable on exercise of outstanding Restricted Rights at any time, (ii) reduce the exercise price of any outstanding Restricted Rights, (iii) extend the term of any outstanding Restricted Right beyond the original expiry date of such Restricted Right, (iv) increase the maximum limit on the number of securities that may be issued to insiders, (v) increase the maximum number of Shares issuable to directors who are not officers or employees of Perpetual or its subsidiaries, (vi) make any amendment to the Restricted Rights Plan to permit a Restricted Right Holder to transfer or assign Restricted Rights to a new beneficial Restricted Right Holder other than in the case of death of the Restricted Right Holder, or (vii) amend the restrictions on amendments that are provided in the Restricted Rights Plan. Subject to the restrictions set out above, the Board may amend or discontinue the Restricted Rights Plan and Restricted Rights granted thereunder without shareholder approval; provided any amendment to the Restricted Rights Plan that requires approval of any stock exchange on which the Shares are listed for trading may not be made without approval of such stock exchange. In addition, no amendment to the Restricted Rights Plan or Restricted Rights granted pursuant to the Restricted Rights Plan may be made without the consent of the Restricted Right Holder, if it adversely alters or impairs any Restricted Right previously granted to such Restricted Right Holder.

Annual Burn Rate Disclosure

| Year | Options Granted | Weighted Average number of securities outstanding ⁽¹⁾ | Annual Burn Rate |
|------|-----------------|--|------------------|
| 2018 | 902,500 | 60,038,609 | 1.5% |
| 2017 | 2,015,000 | 58,017,319 | 3.5% |
| 2016 | 2,275,000 | 50,732,659 | 4.5% |

| Year | Restricted Rights Granted | Weighted Average number of securities outstanding ⁽¹⁾ | Annual Burn Rate |
|------|---------------------------|--|------------------|
| 2018 | 1,201,900 | 60,038,609 | 2.0% |
| 2017 | 621,817 | 58,017,319 | 1.1% |
| 2016 | 1,084,528 | 50,732,659 | 2.1% |

Note:

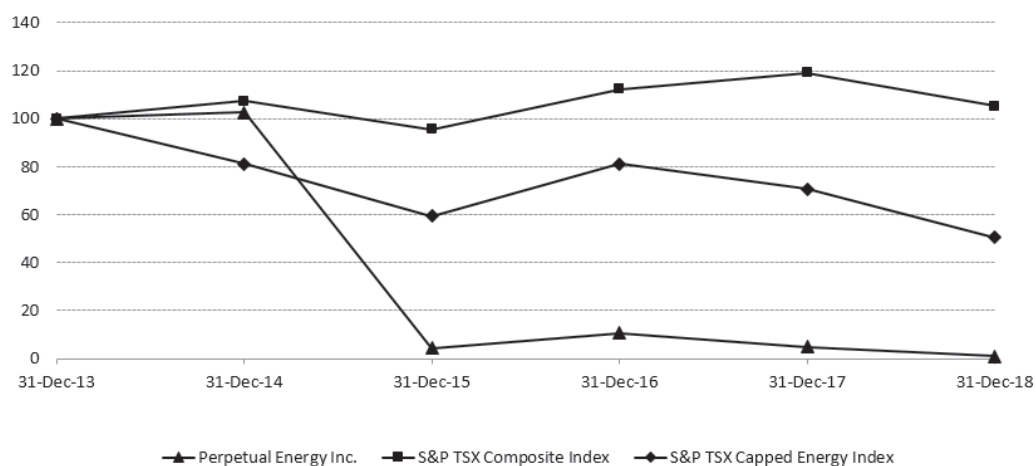
¹⁾ The weighted average number of securities outstanding during the period is the number of securities outstanding at the beginning of the period, adjusted by the number of securities bought back or issued during the period multiplied by a time-weighting factor. The time-weighting factor is the number of days that the securities are outstanding as a proportion of the total number of days in the period; a reasonable approximation of the weighted average is adequate in many circumstances. The weighted average number of securities outstanding is to be calculated in accordance with the CPA Canada Handbook, as such may be amended or superseded from time to time.

Securities Authorized for Issuance under Equity Compensation Plans

| Plan Category | Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights at December 31, 2018 | Weighted Average Exercise Price of Outstanding Options, Warrants and Rights | Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans |
|--|--|---|--|
| Equity Compensation Plan Approved by Shareholders | 4,723,750 Shares | \$1.33 per Share | 1,294,486 Shares |
| Equity Compensation Plans Not Approved by Shareholders | Nil | n/a | Nil |
| Total | 4,723,750 Shares | \$1.33 per Share | 1,294,486 Shares |

Performance Graph

The following graph illustrates changes from December 31, 2013 to December 31, 2018, in cumulative Shareholder return, assuming an initial investment of \$100 in Shares with all cash distributions/dividends reinvested, compared to the S&P/TSX Composite Index and the S&P/TSX Capped Energy Trust Index with all dividends and distributions reinvested.



| | 31-Dec-13 | 31-Dec-14 | 31-Dec-15 | 31-Dec-16 | 31-Dec-17 | 31-Dec-18 |
|-----------------------------|-----------|-----------|-----------|-----------|-----------|-----------|
| Perpetual Energy Inc. | 100 | 103 | 5 | 11 | 5 | 1 |
| S&P/TSX Composite Index | 100 | 107 | 96 | 112 | 119 | 105 |
| S&P/TSX Capped Energy Index | 100 | 81 | 59 | 81 | 71 | 51 |

From December 31, 2013 to December 31, 2018, Perpetual's Share price has decreased by 99% with a corresponding increase in the S&P/TSX Composite Index of 5% and decrease in the S&P/TSX Capped Energy Index of 49%. This decrease is reflective of not only the challenging environment for natural gas focused exploration and production companies but also as a result of certain company specific one-time events that have had a significant impact on the Corporation's share price. These events include a rights offering completed in January 2016 and the receipt of the statement of claim described in further detail below.

In keeping with the competitiveness of executive pay among peers within the industry and for retention purposes, there has been a very modest increase in annual compensation for NEOs over the past five years. Share and option-based compensation form important components of total compensation and their value to the NEOs increases and decreases with the price of the Common Shares. Value realized by NEOs upon vesting and expiration of options related to long term compensation has been negligible over the past five years. Value realized by NEOs upon vesting and expiration of share based awards related to medium term compensation during the past five years has been on target using a range established by industry-based Mercer data.

On August 3, 2018, Perpetual received a Statement of Claim that was filed by PricewaterhouseCoopers Inc. LIT ("PwC"), in its capacity as trustee in bankruptcy of Sequoia, with the Alberta Court of Queen's Bench (the "Court"), against Perpetual. The claim relates to an almost two year old transaction when, on October 1, 2016, Perpetual closed the Shallow Gas Disposition to an arm's length third party at fair market value at the time after an extensive and lengthy marketing, due diligence and negotiation process. This transaction was one of several completed by Sequoia. Sequoia assigned itself into bankruptcy on March 23, 2018. PwC is seeking an order from the Court to either set this transaction aside or declare it void, or award damages of approximately \$217 million. On August 27, 2018, Perpetual filed a Statement of Defense and Application for Summary Dismissal with the Court in response to the Statement of Claim. All allegations made by PwC have been denied and an application to the Court to dismiss all claims has been made on the basis that there is no merit to any of them and that they constitute an abuse of process. Perpetual's Application for Summary Dismissal was heard on November 8, 9 and December 17. The Court's Decision is expected in the second quarter of 2019.

Summary Compensation Table

Outlined below is a summary description of the compensation earned by the NEOs for the three most recently completed financial years, being the CEO, the CFO and the three other most highly compensated executive officers of Perpetual whose total compensation exceeds \$150,000 for the most recent financial year.

| NEO Name and Principal Position | Year | Salary ⁽¹⁾ (\$) | Share-based Awards (Restricted Rights) ^(2,3) (\$) | Option-based Awards (Share Options) ⁽³⁾ (\$) | Annual Incentive Plans (Cash Bonus) ^(4,5) (\$) | All Other Compensation ⁽⁶⁾ (\$) | Total Compensation (\$) |
|--|------|-------------------------------|---|--|--|---|----------------------------|
| Susan L. Riddell Rose President and Chief Executive Officer | 2018 | 405,000 | 239,200 | 27,455 | 50,000 | 24,881 | 746,536 |
| | 2017 | 405,000 | 130,200 | 356,021 | Nil | 2,318 | 893,539 |
| | 2016 | 371,250 | 113,400 | 400,543 | Nil | 5,661 | 890,854 |
| W. Mark Schweitzer ⁽⁷⁾ Vice President, Finance and Chief Financial Officer | 2018 | 280,000 | Nil | 13,977 | 50,000 | 19,950 | 363,927 |
| | 2017 | 175,000 | 74,474 | 181,247 | Nil | 2,625 | 433,346 |
| Marcello M. Rapini Vice President, Marketing | 2018 | 305,000 | 104,000 | Nil | 100,000 | 19,256 | 528,256 |
| | 2017 | 305,000 | 60,900 | 178,011 | Nil | 2,318 | 546,229 |
| | 2016 | 292,292 | 52,150 | 200,272 | Nil | 5,036 | 549,750 |
| Linda L. McKean Vice President, Exploration & Development | 2018 | 260,192 | 104,000 | 13,728 | 25,000 | 16,458 | 419,378 |
| | 2017 | 261,250 | 52,500 | 178,011 | Nil | 2,318 | 494,079 |
| | 2016 | 234,167 | 44,133 | 171,141 | Nil | 4,485 | 453,926 |
| Jeffrey R. Green Vice President, Corporate & Engineering Services | 2018 | 260,000 | 104,000 | 7,987 | 22,500 | 16,725 | 411,212 |
| | 2017 | 260,000 | 52,500 | 103,570 | Nil | 2,318 | 418,388 |
| | 2016 | 238,333 | 44,133 | 171,141 | Nil | 4,755 | 458,362 |

Notes:

- 1) There were no 2017 or 2018 salary increases outside of one merit increase. 2017 salaries are up due to the reductions that occurred in 2015 and 2016 salaries due to mandated reduced working days through office closures.
- 2) Share-based awards include both (i) the Restricted Rights granted under the Restricted Rights Plan and (ii) the Restricted Rights issued upon settlement of PSRs granted under the PSR Plan. Excluded from the share-based awards are the PSRs granted under the PSR Plan as the PSRs are recorded as awarded when they are settled at vesting through issuance of Restricted Rights or other compensation. See " – Compensation Discussion and Analysis – Elements, Objectives and Design of Executive Compensation – Medium Term Incentives" above. As at December 31, 2018, Sue Riddell Rose holds an aggregate of 490,000 PSRs, W. Mark Schweitzer holds an aggregate of 245,000 PSRs, Marcello Rapini holds an aggregate of 230,000 PSRs, Jeff Green holds an aggregate of 170,000 PSRs and Linda McKean holds an aggregate of 215,000 PSRs. Also excluded from the share-based awards are the PLTI Awards granted under the PLTI Plan as the PLTI Awards are recorded as awarded when they are settled at vesting through issuance of Restricted Rights or other compensation. See " – Compensation Discussion and Analysis – Elements, Objectives and Design of Executive Compensation – Long Term Incentives" above. As at December 31, 2018, Sue Riddell Rose holds an aggregate of 425,000 PLTI Awards, W. Mark Schweitzer holds an aggregate of 235,000 PLTI Awards, Jeff Green holds an aggregate of 170,000 PLTI Awards and Linda McKean holds an aggregate of 212,500 PLTI Awards. Marcello Rapini's PLTI Award is tied to the performance of marketing contracts.
- 3) Dollar amounts are based on grant date fair value of the awards. Grant date fair value of option based awards are calculated using the Black Scholes option valuation model. The valuation methodology is based on a number of variables including share volatility, a dividend yield, risk-free interest rate, market price, award exercise price and the option term. Perpetual typically grants Options that vest equally over a four-year period. During 2018 as part of its regular annual compensation, the Corporation granted Options to executives in November 2018.
- 4) Cash bonuses are generally paid in February pertaining to results from the previous calendar year and as such are recorded in the year paid.
- 5) The bonus earned for the 2018 bonus year was paid in February 2019 as follows: Susan Riddell Rose \$72,500; W. Mark Schweitzer \$60,000; Marcello Rapini \$120,000; Linda McKean \$50,000; Jeff Green \$40,000.
- 6) Includes amounts paid under Perpetual's employee savings program as well as a parking allowance.
- 7) W. Mark Schweitzer was appointed Vice President, Finance and Chief Financial Officer as of May 24, 2017.

Incentive Plan Awards

Outstanding Share-based Awards and Option-based Awards

The following table sets forth all Options and Restricted Rights awards outstanding for each NEO at December 31, 2018.

| Name | Option based Awards (Options) | | | | Share-based Awards (Restricted Rights) | | |
|------------------------------|---|----------------------------|------------------------|---|---|---|--|
| | Number of securities underlying unexercised options (#) | Option exercise price (\$) | Option expiration date | Value of unexercised in-the-money options ⁽¹⁾ (\$) | Number of Restricted Rights that have not vested ⁽²⁾ (#) | Market or payout value of share-based awards that have not vested ⁽¹⁾ (\$) | Market or payout value of vested share based awards not paid out or distributed (\$) |
| Susan L. Riddell Rose | 27,500 | 2.00 | August 19, 2020 | Nil | Nil | Nil | Nil |
| | 550,000 | 1.42 | June 3, 2021 | Nil | | | |
| | 550,000 | 1.72 | May 24, 2022 | Nil | | | |
| | 275,000 | 0.25 | November 27, 2023 | Nil | | | |
| W. Mark Schweitzer | 280,000 | 1.72 | May 24, 2022 | Nil | Nil | Nil | Nil |
| | 140,000 | 0.25 | November 27, 2023 | Nil | | | |
| Marcello M. Rapini | 12,500 | 2.00 | August 19, 2020 | Nil | Nil | Nil | Nil |
| | 275,000 | 1.42 | June 3, 2021 | Nil | | | |
| | 275,000 | 1.72 | May 24, 2022 | Nil | | | |
| Linda L. McKean | 10,750 | 2.00 | August 19, 2020 | Nil | Nil | Nil | Nil |
| | 235,000 | 1.42 | June 3, 2021 | Nil | | | |
| | 275,000 | 1.72 | May 24, 2022 | Nil | | | |
| | 137,500 | 0.25 | November 27, 2023 | Nil | | | |
| Jeffrey R. Green | 10,750 | 2.00 | August 19, 2020 | Nil | Nil | Nil | Nil |
| | 235,000 | 1.42 | June 3, 2021 | Nil | | | |
| | 160,000 | 1.72 | May 24, 2022 | Nil | | | |
| | 80,000 | 0.25 | November 27, 2023 | Nil | | | |

Notes:

- ¹⁾ Calculated based on the difference between the market value of the Shares at December 31, 2018 (\$0.20/share) and the exercise price for both vested and unvested Options and Restricted Rights, as the case may be.
- ²⁾ Holders of Restricted Rights are entitled to one Share of Perpetual per Restricted Right. See *"Restricted Rights Plan"*.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table reflects the value vested or earned during the 2018 calendar year of all Share Options and Restricted Rights awards for each NEO.

| Name | Option-based awards (Options) Value vested during the year⁽¹⁾ (\$) | Share-based awards (Restricted Rights) Value vested during the year⁽¹⁾ (\$) | Non-equity incentive plan compensation Value earned during the year (\$) |
|-----------------------|--|---|---|
| Susan L. Riddell Rose | Nil | 239,200 | Nil |
| W. Mark Schweitzer | Nil | Nil | Nil |
| Marcello M. Rapini | Nil | 104,000 | Nil |
| Linda L. McKean | Nil | 104,000 | Nil |
| Jeffrey R. Green | Nil | 104,000 | Nil |

Note:

¹⁾ Calculated based on the difference between the market price of the Shares on the vesting date and the exercise price on the vesting date.

Pension Plan Benefits

The Corporation does not have a pension plan in place for any executive officers or directors.

Termination and Change of Control Benefits

The table set forth below outlines the NEOs that are party to a contract, agreement, plan or arrangement that provides for payments at, following or in connection with termination (whether voluntary, involuntary or constructive), resignation, retirement, a change of control of the Company or a change in an NEO's responsibilities (collectively, the "**Contractual Payments**").

The Contractual Payments arise in instances where there is (i) a "change of control" of the Company and within three months following a change of control an NEO terminates his or her employment arrangement due to constructive dismissal or (ii) an NEO's employment is terminated by the Company in certain instances.

"Change of control" for the purposes of the Contractual Payments will occur if any of the following events occur (i) there is the acquisition by anyone (other than insiders of Perpetual) of Shares which in the aggregate total more than 20% of the then issued and outstanding Shares, (ii) there is an offer for the acquisition of Shares and the offeror has taken up and paid for, together with Shares already held, in the aggregate 20% or more of the then outstanding Shares, (iii) Perpetual enters into any agreement to merge or amalgamate with, be absorbed into or be acquired by a non-Perpetual affiliated entity, (iv) upon the sale to a non-arm's length third party of more than 60% of those Perpetual voting securities collectively held collectively by James H. T. Riddell, Susan L. Riddell Rose, the Riddell Family Charitable Foundation, Dreamworks Investment Holdings Ltd., Treherne Resources Ltd., Warner Investment Holdings Ltd. and other associates thereof or (v) the completion of any transaction or the first of a series of transactions which would have the same or similar effect as any transaction or series of transactions referred to in (i), (ii), (iii) or (iv) above.

In certain instances, upon termination of certain NEOs employment without cause or termination of an NEOs employment within three months following a "change of control" if there is also constructive dismissal, an NEO may be entitled to a termination payment consisting generally of annual base salary earned and vacation pay accrued and owing up to the date of termination, a retiring allowance of 1.5 times then annual base salary plus a benefits allowance of 0.2 times base salary, and in certain instances a bonus allowance equal to 1.5 times the average yearly bonus received by the executive over the three years prior to the termination date and a service allowance equal to 0.1 times up to a maximum of 1.0 times the executive's base salary for every full and completed year of service following the executive's 15th anniversary of employment. Required withholdings are deducted from all components of any termination payment. In exchange for the termination payment, the NEO must execute a release of liability, which includes confidentiality provisions respecting, amongst other things, the terms of the release.

Any employment contracts may also terminate upon mutual written agreement of the parties, or upon the executive providing two (2) months written notice. In those circumstances, and in circumstances where the NEO is terminated for just cause, the only payment owed to the NEO is annual base salary up to the termination date plus any outstanding vacation pay and approved expenses. Short and long term disability benefits cease as of the termination date.

NEOs who are subject to employment contracts are also bound by the terms of the contract to keep a broad range of information confidential for an indefinite period of time following termination. Further, the agreements provide that each NEO subject to such agreements must not, for a period of twelve (12) months after the termination date, directly or indirectly solicit, induce, encourage or facilitate employees or consultants of the Corporation to leave the employment or consulting relationship of the Corporation. Waiver of a breach of any provisions of the employment contracts is not binding unless in writing; such a waiver is not a waiver of any other or subsequent breach.

Furthermore, as a term of the employment contracts, NEOs subject to such contracts are required to own Shares, which represents a minimum of 0.5 times their base salary based on the greater of the acquisition cost or market value of the shares. A time period of up to five years from the date of execution of the Employment Contracts is provided to accumulate the required ownership, which as of the date hereof, a number of NEOs have already satisfied.

In the event a Contractual Payment is triggered effective December 31, 2018, the total Contractual Payment that would have been received by each NEO is as follows:

| Named Executive Officer | Contractual Payments | | |
|-------------------------|--|--|------------|
| | Termination Payment Based on Annual Base Salary (\$) | Termination Payment Based on Benefits/Bonus/Service Allowance/Savings Plan/Vacation (\$) | Total (\$) |
| Susan L. Riddell Rose | 607,500 | 584,114 | 1,191,614 |
| W. Mark Schweitzer | 420,000 | 84,000 | 504,000 |
| Marcello M. Rapini | 457,500 | 166,061 | 623,561 |
| Linda L. McKean | 412,500 | 115,479 | 527,979 |
| Jeffrey R. Green | 390,000 | 110,188 | 500,188 |

DIRECTOR COMPENSATION

The compensation program for the Corporation's non-management directors is intended to fairly compensate them for the time and effort required of a director based upon the size and complexity of the Corporation's business. Compensation to directors takes the form of monetary cash consideration as well as equity which involve the grant of Deferred Shares Units ("**DSUs**") and Options, to further align the interests of the Corporation's directors with Shareholders.

The amount and form of director compensation is reviewed by the Committee annually, with any resulting recommendations made to the Board, to ensure that such compensation realistically reflects the responsibilities and risks associated with carrying out their duties as an effective director. To assist in its evaluation of director compensation, the Committee and the Board periodically reviews comparable compensation information based on the Peer Group and other public companies, all while taking into account various factors and circumstances unique or specific to the Corporation. For 2018, all directors, with the exception of Ms. Riddell Rose, received an annual cash retainer in the amount of \$25,000 per annum and the Chairman of the Board received \$45,000 per annum. A reduction of \$15,000 from cash retainer levels in previous years. The re-allocation of this reduction to equity compensation to further align with shareholders was paid in an annual grant of 18,000 DSUs. In 2019, this DSU retainer will be granted quarterly. In addition, for each meeting attended (including regular Board meetings, special Board meetings and committee meetings), the non-management directors received \$1,500. The chair of the Audit Committee received an additional \$15,000 per annum and the chair of every other committee received an additional \$7,500 per annum. While the Corporation continues its work to improve adjusted funds flow levels and liquidity, the independent directors have voluntarily requested to continue to take a greater proportion of their compensation in the form of DSUs and Options as opposed to monetary compensation.

The following table set out all amounts of compensation provided to Perpetual's non-management directors in 2018.

| Name | Fees earned (\$) | Share-based awards (DSUs) ⁽¹⁾⁽²⁾ (\$) | Option-based awards (Options) ⁽²⁾ (\$) | Non-equity incentive plan compensation (\$) | Pension value (\$) | All other compensation (\$) | Total (\$) |
|---------------------|------------------|--|---|---|--------------------|-----------------------------|------------|
| Robert A. Maitland | 65,500 | 7,820 | 3,794 | Nil | Nil | Nil | 77,114 |
| Geoffrey C. Merritt | 55,000 | 7,820 | 3,794 | Nil | Nil | Nil | 66,614 |
| Donald J. Nelson | 49,000 | 7,820 | 3,794 | Nil | Nil | Nil | 60,614 |
| Ryan A. Shay | 53,896 | 7,820 | 3,794 | Nil | Nil | Nil | 65,510 |
| Howard R. Ward | 44,500 | 7,820 | 3,794 | Nil | Nil | Nil | 56,114 |

Notes:

- DSUs vest upon retirement and are payable at the sole discretion of the Corporation, in (i) Restricted Rights (with a 180 day expiry term), (ii) cash, (iii) Shares purchased on the open market, or (iv) a combination of the foregoing. The DSUs are calculated based on the five-day volume weighted average trading price of the Shares on the TSX calculated at the date of retirement.
- Dollar amounts are based on grant date fair value of the awards. Grant date fair value of option based awards are calculated using the Black Scholes option valuation model. The valuation methodology is based on a number of variables including share volatility, a dividend yield, risk-free interest rate, market price, award exercise price and the option term.

The Corporation maintains ownership guidelines for directors as a way of aligning directors and Shareholder interests. Directors are expected to own Shares, the number of which represents a minimum of three times the annual base retainer at any given time and is based on the greater of the acquisition cost or market value of the Shares. Deferred Shares are included in the share ownership amount. Directors are required to continuously maintain his/her ownership of Shares in the Corporation at three times the annual base

retainer and as such, any increases over time to the annual base retainer, the Directors shall have until July 1st of the year following any such increase in annual base retainer being made to increase his/her ownership of Shares to the required amount. For new directors, a time period of up to five years is provided to accumulate the required ownership. Incorporating the provisions noted above, all directors meet Perpetual's required share ownership guidelines.

Share-Based Awards, Option-Based Awards and Non-Equity Incentive Plan Compensation

The following table sets forth all Share Options and Restricted Rights awards outstanding for each non-management director at December 31, 2018.

| Name | Option-based Awards (Options) | | | | Share-based Awards (DSUs) | |
|---------------------|---|----------------------------|------------------------|---|---|---|
| | Number of securities underlying unexercised options (#) | Option exercise price (\$) | Option expiration date | Value of unexercised in-the-money options ⁽¹⁾ (\$) | Number of DSUs that have not vested (#) | Market or payout value of share-based awards that have not vested ⁽¹⁾ (\$) |
| Robert A. Maitland | 1,500 | 2.00 | August 19, 2020 | Nil | 132,965 | 25,263 |
| | 40,000 | 1.42 | June 3, 2021 | Nil | | |
| | 40,000 | 1.72 | May 24, 2022 | Nil | | |
| | 38,000 | 0.25 | November 27, 2023 | Nil | | |
| Geoffrey C. Merritt | 1,500 | 2.00 | August 19, 2020 | Nil | 132,965 | 25,263 |
| | 40,000 | 1.42 | June 3, 2021 | Nil | | |
| | 40,000 | 1.72 | May 24, 2022 | Nil | | |
| | 38,000 | 0.25 | November 27, 2023 | Nil | | |
| Donald J. Nelson | 1,500 | 2.00 | August 19, 2020 | Nil | 132,965 | 25,263 |
| | 40,000 | 1.42 | June 3, 2021 | Nil | | |
| | 40,000 | 1.72 | May 24, 2022 | Nil | | |
| | 38,000 | 0.25 | November 27, 2023 | Nil | | |
| Ryan A. Shay | 40,000 | 1.15 | October 18, 2022 | Nil | 55,000 | 10,450 |
| | 38,000 | 0.25 | November 27, 2023 | Nil | | |
| Howard R. Ward | 1,500 | 2.00 | August 19, 2020 | Nil | 132,965 | 25,263 |
| | 40,000 | 1.42 | June 3, 2021 | Nil | | |
| | 40,000 | 1.72 | May 24, 2022 | Nil | | |
| | 38,000 | 0.25 | November 27, 2023 | Nil | | |

Notes:

¹⁾ Calculated based on the difference between the market value of the Shares at December 31, 2018 (\$0.20/share) and the exercise price for both vested and unvested Share Options and DSUs, as the case may be.

The following table sets forth the value vested or earned during the year of all Options and DSUs for each non-management director.

| Name | Option-based awards (Options) Value vested during the year ⁽¹⁾ (\$) | Share-based awards (DSUs) Value vested during the year ⁽²⁾ (\$) | Non-equity incentive plan compensation Value earned during the year (\$) |
|---------------------|--|--|--|
| Robert A. Maitland | Nil | Nil | Nil |
| Geoffrey C. Merritt | Nil | Nil | Nil |
| Donald J. Nelson | Nil | Nil | Nil |
| Ryan A. Shay | Nil | Nil | Nil |
| Howard R. Ward | Nil | Nil | Nil |

Notes:

- ¹⁾ Calculated based on the difference between the market price of the Shares on the vesting date and the exercise price on the vesting date.
- ²⁾ DSUs vest upon retirement from the Board.

CORPORATE GOVERNANCE DISCLOSURE

National Instrument 58-101 – *Disclosure of Corporate Governance Practices* ("**NI 58-101**") requires that if management of an issuer solicits proxies from its securityholders for the purpose of electing directors, certain prescribed disclosure respecting corporate governance matters be included in its management information circular.

The prescribed corporate governance disclosure for Perpetual is that contained in Form 58-101F1 – *Corporate Governance Disclosure* ("**Form 58-101F1 Disclosure**").

The Board is responsible for the overall governance and stewardship of the Corporation, and has put in place standards and benchmarks by which that responsibility can be measured. Set out below is a description of the Corporation's current corporate governance practices, relative to the Form 58-101F1 Disclosure (which is set out below in italics).

At all meetings of the Board every question shall be decided by a majority of the votes cast on the question. In the case of equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote.

1. Board of Directors

- (a) *Disclose the identity of directors who are independent.*

Robert A. Maitland, Geoffrey C. Merritt, Donald J. Nelson, Ryan A. Shay and Howard R. Ward are independent directors of Perpetual.

- (b) *Disclose the identity of directors who are not independent, and describe the basis for that determination.*

Susan L. Riddell Rose is not independent as she is an executive officer of Perpetual.

- (c) ***Disclose whether or not a majority of directors are independent. If a majority of directors are not independent, describe what the board of directors (the board) does to facilitate its exercise of independent judgment in carrying out its responsibilities.***

The Board of Directors presently consists of six (6) directors, five (5) of whom are independent, therefore a majority (83%) of Perpetual's directors are independent.

- (d) ***If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.***

Certain directors are presently directors of other issuers that are reporting issuers (or the equivalent). See "Director Nominees" in this Information Circular.

- (e) ***Disclose whether or not the independent directors hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. If the independent directors hold such meetings, disclose the number of meetings held since the beginning of the issuer's most recently completed financial year. If the independent directors do not hold such meetings, describe what the board does to facilitate open and candid discussion among its independent directors.***

The independent directors meet without members of management and without non-independent directors at the end of every meeting of the Board of Directors and every meeting of any committee of the Board of Directors. Since the beginning of Perpetual's most recently completed financial year, the independent directors have held in camera sessions without non-independent directors at every Board and independent committee meeting. See (g) below for the number of independent director meetings.

The Compensation and Corporate Governance Committee, Environmental, Health and Safety Committee, Reserves Committee and Audit Committee are all made up of independent directors of Perpetual. Their meetings provide another forum for open and candid discussion among Perpetual's independent directors.

Further, the independent directors will meet on an ad hoc basis where circumstances warrant. Aside from the 18 independent director meetings highlighted in (g) below, there was no other separate meeting of the independent directors during the most recently completed financial year. The independent members of the Board are authorized to retain independent financial, legal and other experts as required whenever, in their opinion, matters come before the Board which requires an independent analysis by the independent members of the Board.

- (f) ***Disclose whether or not the chair of the board is an independent director. If the board has a chair or lead director who is an independent director, disclose the identity of the independent chair or lead director, and describe his or her role and responsibilities. If the board has neither a chair that is independent nor a lead director that is independent, describe what the board does to provide leadership for its independent directors.***

The Chairman of the Board is Susan L. Riddell Rose who is not an independent director. At this time a lead director or independent chair has not been appointed. Due to the high percentage of independent directors and their level of experience, Perpetual's independent directors each play an important leadership role on the Board and have considerable influence on Board decisions. Each of the Board committees has an independent chairman that takes the leadership role during meetings of the independent directors related to the scope of each committee's mandate. See

"Director Nominees" in this information circular. In addition, as mentioned above, the independent directors meet regularly in the absence of Perpetual's non-independent directors and management. Further, Perpetual's independent directors are empowered to retain independent experts.

(g) ***Disclose the attendance record of each director for all board meetings held since the beginning of the issuer's most recently completed financial year.***

The attendance record for each director at Board and committee meetings held in 2018 is set forth in the table below.

| Name | Board Meetings⁽¹⁾ Attended / Held | Audit Committee Meetings⁽¹⁾ Attended / Held | Compensation & Corporate Governance Committee Meetings⁽¹⁾ Attended / Held | Reserves Committee⁽¹⁾ Attended / Held | Environmental, Health & Safety Committee⁽¹⁾ Attended / Held |
|--------------------------------------|---|---|---|---|---|
| Susan L. Riddell Rose ⁽²⁾ | 6/6 | 4/4 | 4/4 | 2/2 | 2/2 |
| Robert A. Maitland | 6/6 | 4/4 | 4/4 | 2/2 | n/a |
| Geoffrey C. Merritt | 6/6 | 4/4 | n/a | 2/2 | 2/2 |
| Donald J. Nelson | 6/6 | n/a | n/a | 2/2 | 2/2 |
| Ryan A. Shay | 6/6 | 4/4 | 4/4 | n/a | n/a |
| Howard R. Ward | 6/6 | n/a | 4/4 | n/a | 2/2 |

Notes:

- ¹⁾ Independent directors' meetings, excluding management and non-independent directors, were held as in-camera sessions after each Board meeting and committee meeting in 2018.
- ²⁾ Ms. Riddell Rose attended Audit Committee, Compensation and Corporate Governance Committee, Reserves Committee and Environmental, Health and Safety Committee meetings as a representative of management.

2. Board Mandate

(a) ***Disclose the text of the board's written mandate. If the board does not have a written mandate, describe how the board delineates its role and responsibilities.***

Perpetual has a written mandate for its Board and for its Board committees. The Board, or a committee of the Board, reviews these mandates on an annual basis. Perpetual's directors have a corporate governance manual that is also reviewed on an annual basis. Revisions to these documents are made as required. Perpetual's Board mandate is as follows:

The Board must ensure the long term financial viability and operational efficiency of Perpetual. To help meet these objectives the Board must establish, implement and monitor procedures, policies and processes. Specifically, the Board must:

- select and appoint directors; assess the contribution of the Board, committees and all directors annually; and evaluate the President and CEO of the Corporation;
- plan the succession of the Board;
- ensure an appropriate, formal orientation program for new Directors;
- ensure that the Corporation performs efficiently and in accordance with its mandate by reviewing and approving:

- the strategic direction of the Corporation, including the establishment of a strategic planning process and the monitoring of performance versus plans;
- annual budgets as well as corporate objectives, including monitoring of performance and compliance;
- the principal risks to the Corporation and ensuring the implementation of systems to manage these risks;
- the internal control systems and disclosure control systems and processes, as evidenced in the Management Responsibility for Internal Control Policy and the Disclosure Policy;
- succession planning, including appointing, training and monitoring the performance of senior management; and
- the compensation of the senior management team.

3. Position Descriptions

- (a) *Disclose whether or not the board has developed written position descriptions for the chair and the chair of each board committee. If the board has not developed written position descriptions for the chair and/or the chair of each board committee, briefly describe how the board delineates the role and responsibilities of each such position.*

Perpetual has developed written position descriptions for the Chairman of the Board and the Chairman of each Board committee. The Board charges each chair with overseeing each meeting and with ensuring that each committee discharges its duties in accordance with its committee mandate/charter.

- (b) *Disclose whether or not the board and CEO have developed a written position description for the CEO. If the board and CEO have not developed such a position description, briefly describe how the board delineates the role and responsibilities of the CEO.*

Perpetual has developed a written position description for its CEO.

4. Orientation and Continuing Education

- (a) *Briefly describe what measures the board takes to orient new directors regarding (i) the role of the board, its committees and its directors and (ii) the nature and operation of the issuer's business.*

The Board has an orientation program for all new directors, which provides new directors with access to all background documents of Perpetual, including its Corporate Governance Director's Manual, all corporate records and prior Board materials. The orientation program is designed to build each director's understanding of Perpetual's operations and other relevant matters through introduction to members of Perpetual's executive team, update sessions, technical overview sessions, and strategic planning sessions in conjunction with Board meetings throughout the year. All directors have a standing invitation to attend all committee meetings, regardless of membership, and new directors are encouraged to attend committee meetings as part of their orientation process. Further, the Environmental, Health and Safety Committee has periodic field site visits and all directors are invited to attend to become more closely educated on Perpetual's operations.

- (b) *Briefly describe what measures, if any, the board takes to provide continuing education for its directors. If the board does not provide continuing education, describe how the board ensures that its directors maintain the skill and knowledge necessary to meet their obligations as directors.*

Perpetual is committed to an active program of training and development for its directors. Perpetual provides ongoing education and information for the Board through technical overview sessions, strategic planning sessions, regular reports from senior management on operations, finance and human resources activities, plant and operational site visits, internal presentations regarding aspects of Perpetual's business and operations, presentations by consultants and advisors, public education seminars, industry analyst reports and conferences and presentations from external consultants from time to time.

5. Ethical Business Conduct

- (a) *Disclose whether or not the board has adopted a written code for the directors, officers and employees. If the board has adopted a written code:*

- (i) **Disclose how a person or company may obtain a copy of the code.**

The Board has adopted a written Code of Business Conduct (the "**Code**") for the directors, officers, employees and consultants of Perpetual. Each director, officer, employee and consultant of Perpetual is provided with a copy of the Code at the beginning of that person's employment or tenure, and must complete a re-certification at the beginning of each calendar year. A copy of the Code is available for review on Perpetual's website at www.perpetualenergyinc.com.

- (ii) **Describe how the board monitors compliance with its code, or if the board does not monitor compliance, explain whether and how the board satisfies itself regarding compliance with its code.**

Upon commencement of their employment or tenure, each director, officer, employee and consultant of Perpetual is required to review the Code and certify in writing that the individual has read, understands, and is not in violation of the Code. This certification must also be used by a director, officer, employee or consultant to disclose any conflict of interest situation that arises during that individual's employment or tenure. Directors of Perpetual are required to provide this certification annually to the CEO and Chairman of the Board. The Code itself requires individuals to seek input from their supervisor, the CEO or the CFO if they have any questions about a specific situation they may be involved in or aware of that relates to business ethics. If necessary, the directors are also encouraged to seek clarification of the Code from Perpetual's Compensation and Corporate Governance Committee. The Whistleblower Policy allows for identification of individuals that also may not be in compliance with the Code to be identified to the Chairman of the Audit Committee.

- (iii) *Provide a cross-reference to any material change report filed since the beginning of the issuer's most recently completed financial year that pertains to any conduct of a director or executive officer that constitutes a departure from the Code.*

Perpetual has not filed any such material change reports.

- (b) ***Describe any steps the board takes to ensure directors exercise independent judgment considering transactions and agreements in respect of which a director or executive officer has a material interest.***

Perpetual's directors are required to immediately report any event that may give rise to a conflict of interest situation to the President and CEO of the Corporation. Many examples of potential conflict situations are enumerated in the Code. Any potential conflict of interest must also be reported and documented at the next meeting of the Board of Directors. A director may not vote on any matter where a conflict of interest situation exists. If a conflict exists that cannot be effectively managed, the Board may require the director to resign from any specific position giving rise to the conflict of interest or alternatively, may require the director to resign from the Board.

- (c) ***Describe any other steps the board takes to encourage and promote a culture of ethical business conduct.***

Perpetual is committed to the highest standards of transparency, honesty and accountability. To this end, in addition to the Code, Perpetual has in place an employee whistleblower program and a workplace anti-violence and harassment policy. The whistleblower program provides an avenue for individuals to confidentially and anonymously report complaints and concerns regarding accounting, internal auditing controls or auditing matters without the fear of victimization, discrimination or disadvantage. The workplace anti-violence and harassment policy defines what behavior is considered as harassing, threatening, or violent in nature and to establish processes for resolving complaints and implementing disciplinary action.

Furthermore, Perpetual conducts an annual employee survey using an external company to gauge the company's fraud, compliance, controls and employee engagement.

6. Nomination of Directors

- (a) ***Describe the process by which the board identifies new candidates for board nomination.***

Perpetual has established a framework to guide Board composition which includes diversity considerations such as geography, sector and gender and incorporates a skills/competencies process that verifies the primary and secondary competencies of its member's spectrum of knowledge to provide in aggregate the full experience and perspective required to fulfill the Board's mandate.

The Board endeavours to ensure that its composition includes as many as possible of the following competencies:

- Executive Leadership / Enterprise Management
- Board and Corporate Governance Experience
- Business Development
- Strategic Planning
- Risk Evaluation & Management
- Operations
- Project Management
- Financial Literacy
- Accounting
- Corporate Finance
- Capital Markets
- Reserve Evaluation
- Human Resources / Executive Compensation
- EH&S Management

- Government/Public Policy
- Legal
- Communication / Investor Relations
- Chief Executive Officer
- other competencies as may from time to time be required

Perpetual's Compensation and Corporate Governance Committee, consisting entirely of independent directors, considers and recommends candidates to fill new positions on the Board created either by expansion or vacancies created by the resignation, retirement or removal of any of the Corporation's directors. The Compensation and Corporate Governance Committee reviews candidates recommended by or to it. This review includes conducting inquiries into the backgrounds and qualifications of possible candidates. If the committee is satisfied that specific potential candidates would be suitable members of the Board, the committee recommends the director nominees for approval by the Board. The Compensation and Corporate Governance Committee further establishes an "evergreen" list of potential director candidates containing information regarding background, skills and experience.

- (b) *Disclose whether or not the board has a nominating committee composed entirely of independent directors. If the board does not have a nominating committee composed entirely of independent directors, describe what steps the board takes to encourage an objective nomination process.*

The Board does not have a separate nominating committee; however, it is the responsibility of the Compensation and Corporate Governance Committee to handle the nomination process. All of the directors on the Compensation and Corporate Governance Committee are independent. This ensures, among other things, that the nomination process is objective.

- (c) *If the board has a nominating committee, describe the responsibilities, powers and operations of the nominating committee.*

See (b) above.

7. Compensation

- (a) *Describe the process by which the board determines the compensation for the issuer's directors and officers.*

The Board has constituted a Compensation and Corporate Governance Committee to ensure that the Corporation's compensation is fair, equitable, competitive and in line with the rest of industry in which Perpetual operates. The Compensation and Corporate Governance Committee also reviews and recommends the annual salary, incentive compensation and other benefits or perquisites of the executive and officers of Perpetual as well as the aggregate compensation of the employees of the Corporation. The Compensation and Corporate Governance Committee is also empowered to retain an outside consulting firm to evaluate the overall compensation arrangements for executives or to develop new compensation plans. Perpetual benchmarks the compensation of its officers and employees against the annual compensation survey/report prepared by Mercer (Canada) Limited and from public information disclosed relating to Perpetual's Peer Group of oil and gas exploration and production corporations. See "*Statement of Executive Compensation*" in this Information Circular.

The Compensation and Corporate Governance Committee makes recommendations to the Board to approve annual salaries, incentive compensation and other benefits for officers and for employees in aggregate. The Compensation and Corporate Governance Committee also makes recommendations for new or modified compensation plans if appropriate.

In addition, the Company reviews publically available peer data and has engaged third party consultants to assess director compensation. With respect to director's compensation, when changes are considered, management reviews industry Peer Group practices as they relate to directors and makes recommendations. Generally, if changes are recommended, a third party consultant is hired to review the recommendations and propose adjustments as required.

- (b) ***Disclose whether or not the board has a compensation committee composed entirely of independent directors. If the board does not have a compensation committee composed entirely of independent directors, describe what steps the board takes to ensure an objective process for determining such compensation.***

Perpetual's Compensation and Corporate Governance Committee is composed entirely of independent directors, to ensure, amongst other things, that the compensation process is objective.

- (c) ***If the board has a compensation committee, describe the responsibilities, powers and operation of the compensation committee.***

The responsibilities, powers and operation of Perpetual's Compensation and Corporate Governance Committee are set out as in 7(a) above and in more detail in the Compensation and Corporate Governance Committee charter, which is available for review on Perpetual's website at www.perpetualenergyinc.com.

8. Other Board Committees

If the board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.

The Board has an Audit Committee, a Reserves Committee, a Compensation and Corporate Governance Committee and an Environmental, Health and Safety Committee.

The Audit Committee's purpose is to provide assistance to the Board in fulfilling its legal, regulatory and fiduciary obligations with respect to financial accounting, internal control processes, continuous public disclosure, the independent audit function, non-audit services provided by Auditors and such other related matters as may be delegated by the Board of Directors.

The Reserves Committee's purpose is to provide assistance to the Board with respect to Perpetual's selection and remuneration of the Reserves Evaluator; establishment of processes and procedures to ensure flow of relevant information to the Reserves Evaluator; review of the annual and periodic independent engineering reports; compliance with regulatory requirements; disclosure of reserves information; review of the externally disclosed oil and gas reserves data of Perpetual; and review of the reserves data of the Reserves Evaluator charged with evaluating the Corporation's reserves.

The Environmental, Health & Safety Committee's overall purpose is to ensure that the Corporation's policies and procedures meet the obligations of the Board of Directors to achieve regulatory compliance and meet acceptable industry standards with respect to health, safety and environmental matters. This includes review and monitoring on behalf of the Board of Directors matters involving: environmental policies and obligations which might arise as a result of the business and operations of the Corporation; and the policies and activities of the Corporation as they relate to health, safety and occupational work standards in the workplace in which the Corporation carries on business.

9. Assessments

Disclose whether or not the board, its committees and individual directors are regularly assessed with respect to their effectiveness and contribution. If assessments are regularly conducted, describe the process used for the assessments. If assessments are not regularly conducted, describe how the board satisfies itself that the board, its committees, and its individual directors are performing effectively.

On an annual basis, the Compensation and Corporate Governance Committee assesses the effectiveness of the entire Board, as well as that of each director. To assist in this process, the Compensation and Corporate Governance Committee has created a Board Assessment and Evaluation Questionnaire, which is completed by each director annually. The first part of the Questionnaire assesses the overall effectiveness of the Board as a whole, based on a range of relevant factors. The second part of the Questionnaire is a Director Peer Feedback section, which assesses the contribution of each director based on a range of factors. The results of both parts of the Questionnaire are utilized to identify areas for improvement in performance of the Board and individual directors, and to also identify and evaluate requirements for new Board nominees.

The Board Assessment and Evaluation Questionnaire is completed by the directors and returned to the CEO and Vice President, Corporate and Engineering Services and/or the Corporation's Legal Assistant, who then compiles the results and communicates them to the Compensation and Corporate Governance Committee. The CEO and Vice President, Corporate and Engineering Services reviews the assessments, determines if any specific action is required related to suggestions for improvement or areas of concern, and follows up with members of the Board as required.

10. Director Term Limits and Other Mechanisms of Board Term Limit

Disclose whether or not the issuer has adopted term limits for the directors on its board or other mechanisms of board Term Limit and, if so, include a description of those director term limits or other mechanisms of board Term Limit. If the issuer has not adopted director term limits or other mechanisms of board Term Limit, disclose why it has not done so.

Based on the recommendations of the Compensation and Corporate Governance Committee, the Board has adopted a Board Diversity and Term Limit Policy (the "**Diversity and Term Limit Policy**"). Under the Diversity and Term Limit Policy, the Compensation and Corporate Governance Committee annually reviews the skills and experience of the current directors of the Corporation to assess whether the Board's skills and experience need to be strengthened in any area. In addition to considering the skills and experience of the Board, the Compensation and Corporate Governance Committee also assesses the knowledge, character and diversity of perspectives of all nominees to the Board and other factors such as independence of the directors to ensure that the Board is operating independently of management and performing at a high level of effectiveness.

The Board does not believe that fixed term limits or mandatory retirement ages are in the best interest of the Corporation; however, pursuant to the Diversity and Term Limit Policy the Governance Committee considers both the term of service and age of individual directors, the average term of the Board as a whole and turnover of directors over the prior years when proposing nominees for election of the directors of the Corporation. The Compensation and Corporate Governance Committee considers the benefits of regular renewal in the context of the needs and diversity of the Board at the time and the benefits of the institutional knowledge of the Board members.

11. Policies Regarding the Representation of Women on the Board

- (a) *Disclose whether the issuer has adopted a written policy relating to the identification and nomination of women directors. If the issuer has not adopted such a policy, disclose why it has not done so.*

The Diversity and Term Limit Policy as adopted by the Board addresses the identification and nomination of women directors of the Corporation.

- (b) *If an issuer has adopted a policy referred to in (a), disclose the following in respect of the policy:*
- (i) *a short summary of its objectives and key provisions,*
 - (ii) *the measures taken to ensure that the policy has been effectively implemented,*
 - (iii) *annual and cumulative progress by the issuer in achieving the objectives of the policy, and*
 - (iv) *whether and, if so, how the board or its nominating committee measures the effectiveness of the policy.*

The main principle of the Diversity and Term Limit Policy is that Board nominations and executive officer appointments should be made on the basis of the skills, knowledge, experience and character of individual candidates and the requirements of the Board and management at the time. The Corporation is committed to a meritocracy and believes that considering the broadest group of individuals who have the skills, knowledge, experience and character required to provide leadership needed to achieve our business objectives, without prejudice to their age or gender is in the best interests of the Corporation and all of its stakeholders.

The Board recognizes the benefits of diversity within the Board and within management of the Corporation and, pursuant to the Diversity and Term Limit Policy, the Board encourages the consideration of the broadest group of individuals representative of the population of individuals generally known to meet the sought after criteria, who have the necessary skills, knowledge, experience and character when considering new potential candidates for the Board.

To ensure the effectiveness of Diversity and Term Limit Policy, the Compensation and Corporate Governance Committee will review the number of women considered or brought forward as potential nominees for Board positions and the skills, knowledge, experience and character of any such women candidates relative to other candidates to ensure that women candidates are being fairly considered along with other candidates. The Compensation and Corporate Governance Committee will also review the number of women actually appointed and serving on the Board to evaluate whether it is desirable to adopt additional requirements or policies with respect to the diversity of the Board in the future.

12. Consideration of the Representation of Women in the Director Identification and Selection Process

Disclose whether and, if so, how the board or nominating committee considers the level of representation of women on the board in identifying and nominating candidates for election or re-election to the board. If the issuer does not consider the level of representation of women on the board in identifying and nominating candidates for election or re-election to the board, disclose the issuer's reasons for not doing so.

As a result of the Corporation's commitment to meritocracy the level of representation of women on the Board is not specifically mandated and therefore is not a distinct determining factor in nominating candidates for election or re-election to the Board. However, pursuant to the Diversity and Term Limit Policy the Board encourages the consideration of the broadest group of individuals representative of the population of individuals generally known to meet the sought after criteria, who have the necessary skills, knowledge, experience and character when considering new potential candidates for the Board and therefore female candidates will be identified for consideration. The Compensation and Corporate Governance Committee will also review the number of women actually appointed and serving on the Board to evaluate whether it is desirable to adopt additional requirements or policies with respect to the diversity of the Board in the future.

13. Consideration Given to the Representation of Women in Executive Officer Appointments

Disclose whether and, if so, how the issuer considers the level of representation of women in executive officer positions when making executive officer appointments. If the issuer does not consider the level of representation of women in executive officer positions when making executive officer appointments, disclose the issuer's reasons for not doing so.

As a result of the Corporation's commitment to meritocracy the level of representation of women in executive officer positions is not specifically mandated but rather indirectly considered when making executive officer appointments. However, pursuant to the Diversity and Term Limit Policy the Board encourages the consideration of the broadest group of individuals representative of the population of individuals generally known to meet the sought after criteria, who have the necessary skills, knowledge, experience and character when considering new potential candidates for executive officer positions and therefore female candidates will be identified for consideration. The Compensation and Corporate Governance Committee will also review the number of women actually appointed and serving as executive officers to evaluate whether it is desirable to adopt additional requirements or policies with respect to the diversity of management in the future.

14. Issuer's Targets Regarding the Representation of Women on the Board and in Executive Officer Positions

- (a) *For purposes of this Item, a "target" means a number or percentage, or a range of numbers or percentages, adopted by the issuer of women on the issuer's board or in executive officer positions of the issuer by a specific date.*
- (b) *Disclose whether the issuer has adopted a target regarding women on the issuer's board. If the issuer has not adopted a target, disclose why it has not done so.*
- (c) *Disclose whether the issuer has adopted a target regarding women in executive officer positions of the issuer. If the issuer has not adopted a target, disclose why it has not done so.*

- (d) *If the issuer has adopted a target referred to in either (b) or (c), disclose:*
- (i) *the target, and*
 - (ii) *the annual and cumulative progress of the issuer in achieving the target.*

The Corporation has not imposed quotas or targets regarding the representation of women on the Board and in executive officer positions. The Board believes that imposing quotas or targets regarding the representation of women in executive officer positions would compromise the principles of meritocracy.

15. Number of Women on the Board and in Executive Officer Positions

(a) Disclose the number and proportion (in percentage terms) of directors on the issuer's board who are women (b) Disclose the number and proportion (in percentage terms) of executive officers of the issuer, including all major subsidiaries of the issuer, who are women.

There is presently one woman serving on the Board which represents approximately 16% of the number of directors on the Board.

There are presently two women serving in executive officer positions at the Corporation and its major subsidiaries which represents approximately 33% of the number of executive officer positions (excluding the Chairman) at the Corporation and its major subsidiaries.

GENERAL PROXY MATTERS

Solicitation of Proxies

This Information Circular is furnished in connection with the solicitation of proxies by the management of Perpetual to be used at the Meeting. Solicitations of proxies will be primarily by mail, subject to the use of the Notice and Access Provisions in relation to the delivery of the Information Circular, but may also be by written publication, in person or by telephone, fax, email or oral communication by directors, officers, employees or agents of Perpetual. All costs of the solicitation for the Meeting will be borne by Perpetual.

Appointment and Revocation of Proxies

Accompanying this Information Circular is a form of proxy for holders of Common Shares.

The persons named in the enclosed form of proxy are directors and officers of Perpetual. A Shareholder desiring to appoint a proxyholder other than the persons designated (who need not be a Shareholder) to represent such Shareholder at a Meeting, may do so either by inserting the name of the Shareholder appointee in the blank space provided in the form of proxy or by completing another form of proxy and, in either case, sending or delivering the completed proxy to the offices of Odyssey Trust Company, Attention: Proxy Department, 350, 300 – 5 Avenue SW, Calgary, Alberta, T2P 3C4. The form of proxy must be received by Odyssey by 9:00 a.m. (Calgary time) on Monday, May 13, 2019 or, if the Meeting is adjourned, 48 hours (excluding Saturdays and holidays) before the beginning of any adjournment of the Meeting. Failure to so deposit a form of proxy shall result in its invalidation.

A Shareholder who has given a form of proxy may revoke it as to any matter on which a vote has not already been cast pursuant to its authority by an instrument in writing executed by such Shareholder or by his attorney duly authorized in writing or, if the Shareholder is a corporation, by an officer or attorney thereof duly authorized, and deposited either at the above mentioned office of Odyssey on or before the second last business day immediately preceding the day of the Meeting or any adjournment thereof or with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof.

Record Date

The record date for determination of Shareholders entitled to receive notice of and to vote at the Meeting is March 29, 2019. Shareholders of the Corporation of record as at the Record Date are entitled to receive notice of the Meeting and to vote those Shares included in the list of Shareholders entitled to vote at the Meeting prepared as at the Record Date, unless any such Shareholder transfers Shares after the Record Date and the transferee of those Shares, having produced properly endorsed certificates evidencing such Shares or having otherwise established that he or she owns such Shares, demands, not later than 10 days before the Meeting, that his or her name be included in the list of Shareholders entitled to vote at the Meeting, in which case such individual shall be entitled to vote such Shares at the Meeting.

Signature of Proxy

The form of proxy must be executed by the Shareholder or his or her attorney authorized in writing, or if the Shareholder is a corporation, the form of proxy should be signed in its corporate name under its corporate seal by an authorized officer whose title should be indicated. A proxy signed by a person acting as attorney or in some other representative capacity should reflect such person's capacity following his or her signature and should be accompanied by the appropriate instrument evidencing qualification and authority to act (unless such instrument has been previously filed with Perpetual).

Voting of Proxies

The persons named in the accompanying form of proxy will vote the Shares in respect of which they are appointed in accordance with the direction of the Shareholder appointing them. In the absence of such direction, the Shares will be voted FOR the approval of the matters to be considered at the Meeting.

Exercise of Discretion of Proxy

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the accompanying Notice of Meeting and this Information Circular and with respect to other matters that may properly come before the Meeting. At the date of this Information Circular, management of Perpetual knows of no amendments, variations or other matters to come before the Meeting other than the matters referred to in the Notice of Meeting. If other matters do properly come before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote such proxy in their best judgment.

Beneficial Holders of Shares

The information set forth in this section is provided to beneficial holders of shares of the Corporation who do not hold their shares in their own name ("**Beneficial Shareholders**"). 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 listed in an account statement provided to a Beneficial Shareholder by a broker, 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 Beneficial Shareholder's broker or an agent of that broker. 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 nominees for many Canadian brokerage firms). Shares held by brokers or their nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, the broker/nominees are prohibited from voting shares for their clients. The Corporation does not know for whose benefit the shares registered in the name of CDS & Co. are held.

Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of Shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial

Shareholders in order to ensure that their shares are voted at the Meeting. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically provides a scannable voting request form or applies a special sticker to the proxy forms, mails those forms to the Beneficial Shareholders and asks Beneficial Shareholders to return the voting request forms or proxy forms to Broadridge. Often Beneficial Shareholders are alternatively provided with a toll-free telephone number to vote their shares or website address where shares can be voted. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. **A Beneficial Shareholder receiving a voting instruction request or a proxy with a Broadridge sticker on it cannot use that instruction request or proxy to vote shares directly at the Meeting as the proxy must be returned as directed by Broadridge well in advance of the Meeting in order to have the shares voted. Accordingly, it is strongly suggested that Beneficial Shareholders return their completed instructions or proxies as directed by Broadridge well in advance of the Meeting.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting shares registered in the name of his or her broker (or agent of the broker), a Beneficial Shareholder may attend at the Meeting as proxyholder for the registered shareholder and vote shares in that capacity. Beneficial Shareholders who wish to attend the Meeting and indirectly vote their shares as proxyholder for the registered shareholder should enter their own names in the blank space on the form of proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker (or agent), well in advance of the Meeting.

Notice and Access

The Notice and Access Provisions are a mechanism which allows reporting issuers other than investment funds to choose to deliver proxy-related materials to registered holders and beneficial owners of securities by posting such materials on a non-SEDAR website (usually the reporting issuer's website and sometimes the transfer agent's website) rather than delivering such materials by mail. The Notice and Access Provisions can be used to deliver materials for both special and general meetings. Reporting issuers may still choose to continue to deliver such materials by mail, and beneficial owners will be entitled to request delivery of a paper copy of the information circular at the reporting issuer's expense. The use of the Notice and Access Provisions reduces paper waste and mailing costs to the issuer.

Perpetual will be delivering proxy-related materials to non-objecting beneficial owners directly with the assistance of Broadridge. Perpetual does not intend to pay for delivery of materials to objecting beneficial holders ("OBO"). As a result, OBOs will not receive the materials unless the OBO's Intermediary assumes the cost of delivery.

Beneficial Shareholders may request paper copies of the meeting materials be sent to them by postal delivery at no cost. Requests for meeting material may be made up to one year from the date the Information Circular was filed on SEDAR, online at www.ProxyVote.com or by telephone at 1-877-907-7643 and entering the 16-digit control number located on the voting instruction form and following the instructions provided. If you do not have a 16-digit control number, please call toll-free at 1-855-887-2243 to receive a paper copy of the Information Circular. Requests should be received at least 5 business days in advance of the proxy deposit date and time set out in the accompanying proxy or voting instruction form in order to receive the meeting materials in advance of such date and the meeting date.

Voting Securities and Principal Holders Thereof

As at March 29, 2019, 60,920,965 Shares were issued and outstanding, each such Share carrying the right to one vote on a ballot at the Meeting. A quorum for the transaction of business at the Meeting will be present if there are not less than two persons present at the Meeting holding or representing by proxy not less than twenty-five percent (25%) of the Shares entitled to be voted at the Meeting.

To the best of the knowledge of the directors and executive officers of Perpetual, there is no person or corporation which beneficially owns or controls or directs, directly or indirectly, Shares carrying more than ten percent (10%) of the voting rights attached to the issued and outstanding Shares of the Corporation which may be voted on at the Meeting, except as set forth in the table below.

| Name | Number of Shares | Percent of Class |
|-----------------------------------|------------------|------------------|
| James Riddell ⁽¹⁾ | 7,397,941 | 12.1% |
| Susan Riddell Rose ⁽²⁾ | 19,339,701 | 31.8% |

Notes:

- ¹⁾ The majority of Mr. Riddell's indirect ownership of Shares is held through Treherne Resources Ltd., which holds 4,329,126 Shares and Warner Investment Holdings Ltd. which holds 3,068,815 Shares. Mr. Riddell exercises control and direction over Treherne Resources Ltd. and Warner Investment Holdings Ltd.
- ²⁾ Ms. Riddell Rose holds 1,912,587 Shares directly. The majority of Ms. Riddell Rose's indirect ownership of Shares is held through Dreamworks Investment Holdings Ltd., which holds 16,396,814 Shares. Ms. Riddell Rose exercises control and direction over Dreamworks Investment Holdings Ltd. A further 1,030,300 Shares are held indirectly by Ms. Riddell Rose's spouse and children.

As of March 29, 2019, the directors and officers of Perpetual and their associates, as a group, beneficially own, directly or indirectly, or exercise control or direction over, an aggregate of approximately 20,683,438 Shares, representing approximately 34.0% of the outstanding Shares.

Shareholder Resolutions

The Board has acted in accordance with all past shareholder resolutions.

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

Management of the Corporation is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any director or nominee for director, or executive officer of the Corporation or anyone who has held office as such since the beginning of the Corporation's last financial year or of any associate or affiliate of any of the foregoing in any matter to be acted on at the Meeting other than the election of directors.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

To the knowledge of the directors and executive officers of the Corporation, as of the Record Date there is no indebtedness of any director, executive officer, employee or former executive officer of the Corporation or any of its subsidiaries or any associate of any such director, officer or proposed nominee to the Corporation or any subsidiary of the Corporation or to any other entity which is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any subsidiary of the Corporation.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

There were no material interests, direct or indirect, of any informed persons (as defined in National Instrument 51-102) of the Corporation, any proposed director of the Corporation, or any associate or affiliate of any informed person or proposed director, in any transaction since the commencement of the most recently completed financial year of the Corporation or in any proposed transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on SEDAR at www.sedar.com. Financial information of the Corporation is provided in the Corporation's comparative annual financial statements and management's discussion and analysis for the most recently completed year. Copies of the Corporation's financial statements and management's discussion and analysis are available upon request from Perpetual at Suite 3200, 605 – 5th Avenue S.W., Calgary, Alberta, T2P 3H5, Attention: Investor Relations, telephone (403) 269-4400.

