

**PETROTAL CORP.**  
**Executive Officer and Non-Executive Director**  
**Share Ownership Guidelines**

**Effective as and from January 22, 2018 (the “Effective Date”)**

The Board of Directors (the “**Board**”) of PetroTal Corp. (the “**Corporation**”) has determined that, to further align the long-term interests of the Corporation’s shareholders and its senior executives and non-executive directors, it is in the best interest of the Corporation to require its senior executives and non-executive directors to maintain significant direct ownership in the Corporation’s common shares and other equity-based securities. As a result, the Board has adopted these Executive Officer and Non-Executive Director Share Ownership Guidelines (these “**Guidelines**”) to provide for an appropriate level of equity ownership.

**Definitions**

In addition to terms defined elsewhere in these Guidelines, the following terms shall have the meanings set forth below.

“**Commencement Date**” means the later of: (a) the subject individual’s Election/Hire Date; and (b) the Effective Date.

“**Common Shares**” means common shares in the capital of the Corporation.

“**Election/Hire Date**” means: (a) for a non-executive director, the date of his or her first election to the Board; and (b) for an officer of the Corporation, his or her date of hire as, or promotion to, an officer of the Corporation.

“**Guideline Securities**” means Common Shares and Common Share equivalents such as restricted share units and performance share units, both vested and unvested, in each case which are:

- (a) owned directly by an officer/director or his or her immediate family members residing in the same household;
- (b) held in trust for the benefit of an officer/director or his or her immediate family members residing in the same household; or
- (c) owned by a partnership, corporation or other entity to the extent of an officer/director’s interest therein (or the interest therein of his or her immediate family members residing in the same household), but only if the officer/director has or shares power to vote and dispose of the subject securities.

**Executive Officer Share Ownership Guidelines**

Each of the following officers of the Corporation is required, within three years following his or her Commencement Date, to have Guideline Securities having an aggregate value at least equal to:

- three times annual base salary for the Chief Executive Officer; and
- two times annual base salary for each other officer of the Corporation.

## **Non-Executive Director Share Ownership Guidelines**

Each non-executive director is required within three years following his or her Commencement Date, to have Guideline Securities having an aggregate value at least equal to three times the amount of the annual Board retainer that the Corporation then provides to such director for service on the Board, including the value of any equity-based consideration (whether restricted share units or otherwise) (the “**Annual Retainer Amount**”). Non-executive directors are subject to these Guidelines for as long as they continue to serve on the Board.

### **Determination Date**

For purposes of determining compliance with these Guidelines, the aggregate value of the Guideline Securities required for each applicable year shall be determined as of January 2<sup>nd</sup> of such year (or if such date is not a trading date, the next trading date) (the “**Determination Date**”) based on the closing price of the Common Shares as reported on the exchange on which the Corporation’s Common Shares are listed for the fiscal year ended immediately prior to such Determination Date.

For the purposes of these Guidelines, the value of restricted share units shall be equal to the value of the Common Share(s) issuable upon the vesting and redemption thereof as if such vesting and redemption occurred on the Determination Date.

### **Hardship Exceptions**

There may be rare instances in which compliance with these Guidelines would place a severe hardship on an individual or would prevent an individual from complying with a court order, such as in the case of a divorce or settlement. In these instances, the Board will evaluate whether exceptions to these Guidelines should be made. If an exception is granted in whole or in part, the Board will, in consultation with the individual, develop an alternative share ownership plan that reflects both the intention of these Guidelines and the individual’s particular circumstances. Any such granted exception and alternative stock ownership plan shall be deemed to be consistent with these Guidelines and shall not be deemed a waiver.

### **Failure to Meet Ownership Requirement**

Failure to meet or show sustained progress toward meeting the ownership requirements set forth in these Guidelines may result in a reduction in future short and long term incentive grants. Such failure may also result in the Board determining that the subject individual’s continuation in his or her position with the Corporation is inappropriate.

### **Reduction in Share Valuation**

Should there be a significant reduction in share value caused by market fluctuations that results in a previously met ownership criteria dropping below the ownership guideline, the subject director will have a reasonable opportunity to rectify the share position to conform to these Guidelines, as reasonably determined by the Board.

### **Amendment**

The Board may amend these Guidelines at any time and from time to time in its sole discretion.