



ORCA ENERGY GROUP INC.

### Notice of Annual General Meeting of Shareholders

Notice is hereby given that the annual general meeting (the "**Meeting**") of shareholders of Orca Energy Group Inc. (the "**Company**") will be held as a virtual only meeting via live audio webcast online at <https://web.lumiagm.com/169227750> on the 17<sup>th</sup> day of September, 2020 at 8:00 a.m. (Calgary time) for the following purposes:

1. to receive the audited consolidated financial statements of the Company for the year ended December 31, 2019 together with the report of the auditors thereon;
2. to fix the number of directors to be elected at the Meeting at four (4);
3. to elect directors;
4. to appoint auditors of the Company and authorize the directors to fix their remuneration as such; and
5. to transact such other business as may properly come before the Meeting or any adjournment thereof.

Particulars of the matters referred to above are set forth in the management proxy circular accompanying and forming part of this Notice of Annual General Meeting of Shareholders.

**This year, out of an abundance of caution, to proactively deal with the unprecedented health impact of COVID-19, and to mitigate risks to the health and safety of our communities, shareholders, employees and other stakeholders, Orca is holding its Meeting in a virtual-only format, which will be conducted via live audio webcast commencing at 8:00am (Calgary time) on Thursday September 17, 2020 at <https://web.lumiagm.com/169227750>. At this website, shareholders will have the opportunity to attend, ask questions and vote their shares at the Meeting, regardless of their geographic location. No shareholders or guests will be able to attend the Meeting in person.**

Shareholders of the Company who are unable to attend the virtual Meeting are requested to date, sign and return the enclosed form of proxy to the Secretary of the Company care of AST Trust Company (Canada), P.O. Box 721, Agincourt, Ontario, M1S 0A1, Attn: Proxy Department or by facsimile to (416) 368-2502 or at [www.astvotemyproxy.com](http://www.astvotemyproxy.com). In order to be valid and acted upon at the Meeting, forms of proxy must be returned to the aforesaid address not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting or any adjournments thereof. Shareholders are cautioned that the use of the mail to transmit proxies is at each shareholder's risk.

Only registered shareholders and duly appointed proxyholders will be entitled to attend, ask questions and vote at the Meeting online. Non-registered shareholders (being shareholders who beneficially own shares that are registered in the name of an intermediary such as a bank, trust company, securities broker or other nominee, or in the name of the depository of which the intermediary is a participant) who have not duly appointed themselves as proxyholder will be able to attend the Meeting online as guests, but guests will not be able to vote or ask questions at the Meeting.

Shareholders of the Company who wish to appoint a person other than the Orca proxyholders identified on the form of proxy (including a non-registered shareholder who wishes to appoint themselves as proxyholder in order to attend the Meeting online) must carefully follow the instructions in the information circular and on

**their form of proxy accompanying this Notice of Annual General Meeting. These instructions include the additional step of registering such proxyholder with our transfer agent, AST Trust Company (Canada) ("AST"), after submitting a form of proxy. Failure to register will result in the proxyholder not receiving a Control Number, which is used as their online sign-in credentials and is required for them to vote at the Meeting. Without a Control Number, such proxyholder will only be able to attend the Meeting online as a guest. Non-registered shareholders located in the United States must also provide AST with a duly completed legal proxy if they wish to vote at the Meeting or appoint a third party as their proxyholder.**

The board of directors of the Company has fixed the record date for the Meeting at the close of business on August 13, 2020 (the "**Record Date**"). Each shareholder is entitled to one vote for each Class B Subordinate Voting Share in the capital of the Company and 20 votes for each Class A Common Share in the capital of the Company shown as registered in the shareholder's name on the list of shareholders prepared as of the Record Date. However, in the event of any transfer of shares by any such shareholder after such date, the transferee is entitled to vote those shares if the transferee produces properly endorsed share certificates or otherwise establishes that the transferee owns the shares, and requests AST Trust Company (Canada), as transfer agent, at 600, 333 – 7th Avenue S.W., Calgary, Alberta T2P 2Z1 or 1 Toronto Street, Suite 1200, Toronto, ON M5C 2V6 to include the transferee's name in the shareholders' list not later than ten days before the Meeting.

DATED August 17, 2020.

**By Order of the Board of Directors**

(Signed) "*David W. Ross*"  
David W. Ross  
Secretary