

This document is important and requires your immediate attention. If you are in any doubt as to how to deal with it, you should consult your investment dealer, stock broker, bank manager, lawyer or other professional advisor.

This document does not constitute an offer or a solicitation to any person in any jurisdiction in which such offer or solicitation is unlawful. The Offer (as defined below) is not being made to Shareholders (as defined below) in any jurisdiction in which the making of the Offer would not be in compliance with the laws of such jurisdiction. This Offer has not been approved by any securities regulatory authority nor has any securities regulatory authority passed upon the fairness or merits of the Offer or upon the adequacy of the information contained in this document. Any representation to the contrary is an offense.

For U.S. Shareholders: The Offer is made by a British Virgin Islands issuer listed on a stock exchange in Canada, for its own Class B Shares (as defined below), and while the Offer is subject to the disclosure requirements of the province of Alberta and the other provinces and territories of Canada, U.S. Shareholders should be aware that these disclosure requirements are different from those of the United States. The financial statements of Orca have been prepared in accordance with International Financial Reporting Standards (IFRS) and therefore, they may not be comparable to financial statements of U.S. companies. The enforcement by U.S. Shareholders of civil liabilities under U.S. federal and state securities laws may be adversely affected by the fact that Orca is incorporated under the BVI Business Companies Act, 2004 and its principal assets are located in Tanzania and held by a subsidiary, and that certain of its directors and officers are residents of Canada or other countries other than the United States.

January 28, 2020



**OFFER TO PURCHASE FOR CASH
UP TO C\$50,000,000 IN VALUE OF ITS CLASS B SUBORDINATE VOTING SHARES AT A PURCHASE
PRICE OF NOT LESS THAN C\$6.50 AND NOT MORE THAN C\$7.50 PER CLASS B SUBORDINATE
VOTING SHARE**

Orca Exploration Group Inc. ("**Orca**", the "**Company**", "**we**", "**us**" or "**our**") hereby offers, upon the terms and subject to the conditions described herein, to purchase for cancellation a number of Orca's Class B Subordinate Voting Shares (the "**Class B Shares**") for an aggregate purchase price not exceeding C\$50,000,000. Only Class B Shares will be taken up and purchased for cancellation pursuant to the Offer. Holders of Orca's Class A Common Shares (the "**Class A Shares**" and collectively with the Class B Shares, the "**Shares**") are entitled to participate in the Offer by depositing their Class A Shares to the Offer. Only those Class A Shares taken up by the Company will be converted into Class B Shares immediately prior to take up.

The offer by the Company is subject to the terms and conditions set forth in this offer to purchase (the "**Offer to Purchase**"), the accompanying issuer bid circular (the "**Circular**"), and the related letter of transmittal (the "**Letter of Transmittal**") and notice of guaranteed delivery (the "**Notice of Guaranteed Delivery**") (which together constitute, and are herein referred to as, the "**Offer**").

The Offer commences on the date hereof and expires at 5:00 p.m. (Toronto time) on March 4, 2020 unless withdrawn, extended or varied by the Company (such time on such date, the "**Expiration Date**"). The Offer is not conditional upon any minimum number of Class B Shares being properly deposited under the Offer. The Offer is, however, subject to other conditions and the Company reserves the right, subject to applicable laws, to withdraw, extend or vary the Offer if, at any time prior to the payment of any Class B Shares, certain events occur. See Section 7 of the Offer to Purchase, "*Certain Conditions of the Offer*".

Holders of Shares (collectively, the "**Shareholders**") wishing to tender to the Offer may do so pursuant to:

- auction tenders in which the tendering Shareholders specify a price of not less than C\$6.50 per Class B Share and not more than C\$7.50 per Class B Share in increments of C\$0.05 per Class B Share ("**Auction Tenders**"); or
- purchase price tenders in which the tendering Shareholders do not specify a price per Share, but rather agree to have Class B Shares purchased at the Purchase Price (as defined below) that is determined as provided herein ("**Purchase Price Tenders**").

Promptly following the Expiration Date, the Company will determine a single price per Class B Share (the "**Purchase Price**"), taking into account the total number of Shares tendered and the prices specified, or deemed specified, by tendering Shareholders, which will not be less than C\$6.50 per Class B Share and not more than C\$7.50 per Class B Share, that is the lowest price that enables it to purchase the maximum number of Class B Shares properly tendered and not withdrawn pursuant to the Offer having an aggregate Purchase Price not exceeding C\$50,000,000. If the Purchase Price is determined to be C\$6.50 (which is the minimum Purchase Price under the Offer), the maximum number of Class B Shares that may be purchased by the Company is 7,692,307 Class B Shares. If the Purchase Price is determined to be C\$7.50 (which is the maximum Purchase Price under the Offer), the maximum number of Class B Shares that may be purchased by the Company is 6,666,666 Class B Shares. For the purpose of determining the Purchase Price, Shares tendered pursuant to a Purchase Price Tender will be considered to have been tendered at C\$6.50 per Class B Share (which is the minimum Purchase Price under the Offer). All Class B Shares purchased under the Offer will be purchased at the same Purchase Price, even if some of the Shares are tendered below the Purchase Price. However, Shares tendered by a Shareholder pursuant to an Auction Tender will not be purchased by the Company pursuant to the Offer if the price specified by the Shareholder is greater than the Purchase Price. A Shareholder who wishes to tender Shares, but who does not wish to specify a price at which such Shares may be purchased by the Company, should make a Purchase Price Tender. Shareholders who tender Shares without making a valid Auction Tender or Purchase Price Tender will be deemed to have made a Purchase Price Tender, understanding that for the purpose of determining the Purchase Price, Shares tendered pursuant to a Purchase Price Tender will be considered to have been tendered at the minimum price of C\$6.50 per Class B Share. Each Shareholder should understand that making a Purchase Price Tender may cause the Purchase Price to be lower than would otherwise be the case.

Each Shareholder who has properly tendered Shares pursuant to an Auction Tender at or below the Purchase Price or pursuant to a Purchase Price Tender, and who has not properly withdrawn such Shares, will receive the Purchase Price, payable in cash (subject to applicable withholding taxes, if any), for all Class B Shares purchased, on the terms and subject to the conditions of the Offer, including the provisions relating to pro-ration and the preferred acceptance of Odd Lots described herein.

If the aggregate Purchase Price for the Shares properly tendered and not withdrawn pursuant to the Offer by Purchase Price Tender or by Auction Tender at or below the Purchase Price (the "**Successfully Tendered Shares**") by Shareholders (the "**Successful Shareholders**") exceeds C\$50,000,000, then the Successfully Tendered Shares will be purchased on a pro rata basis according to the number of Shares tendered (or deemed to be tendered) by the Successful Shareholders (with adjustments to avoid the purchase of fractional Class B Shares), except that Odd Lot tenders (as described herein) will not be subject to pro-ration. For purposes of the Offer, the term "**Odd Lots**" means all Successfully Tendered Shares tendered by or on behalf of the Successful Shareholders who individually beneficially own, as of the close of business on the Expiration Date, an aggregate of fewer than 100 Class B Shares ("**Odd Lot Holders**"). See Section 3 of the Offer to Purchase, "*Number of Shares and Proration*".

The Purchase Price will be payable in Canadian dollars. However, Shareholders may elect to use the Depositary's currency exchange services to convert any amounts payable to them from Canadian dollars into United States dollars pursuant to a currency election as described in the Offer. The risk of any fluctuation in exchange rates, including risks relating to the particular date and time at which funds are converted, will be borne solely by the Shareholder.

All tendered Shares not purchased, including all Shares tendered pursuant to Auction Tenders at prices greater than the Purchase Price, Shares not purchased due to pro-ration and Shares not accepted for purchase, will be returned to the tendering Shareholder promptly after the Expiration Date or termination of the Offer without expense to the tendering Shareholder.

As of January 27, 2020, there were 32,557,185 Class B Shares and 1,750,567 Class A Shares issued and outstanding. The Offer would be for approximately 22.4% of the total number of issued and outstanding Shares if the Purchase Price is determined to be C\$6.50 (which is the minimum price per Class B Share under the Offer) or approximately 19.4% of the total number of issued and outstanding Shares if the Purchase Price is determined to be C\$7.50 (which is the maximum price per Class B Share under the Offer).

The Class B Shares are listed and posted for trading on the TSX Venture Exchange (the "TSXV") under the trading symbol "ORC.B". On January 23, 2020, the last full trading day prior the date of announcement of the Company's intention to make the Offer, the closing price of the Class B Shares on the TSXV was C\$6.20 per Class B Share. On January 27, 2020, the last full trading day prior to the public announcement by Orca of the price range being offered under the Offer, the closing price of the Class B Shares on the TSXV was C\$6.46 per Class B Share.

Orca is relying on the "liquid market exemption" specified in Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("MI 61-101") from the requirement to obtain a formal valuation applicable to the Offer. Accordingly, the valuation requirements of securities regulatory authorities in Canada applicable to issuer bids generally are not applicable in connection with the Offer.

Orca's board of directors (the "Board of Directors") has received a liquidity opinion (the "Liquidity Opinion") from Canaccord Genuity Corp. ("Canaccord") in accordance with section 1.2(1)(b) of MI 61-101 confirming that, as at the date of the Liquidity Opinion, being the date that the Offer was publicly announced, a liquid market for the Class B Shares exists. Based on the maximum number of Class B Shares that may be purchased under the Offer and the other considerations set out in the Liquidity Opinion, the Liquidity Opinion also provides that, as at the date of the Liquidity Opinion, being the date of the Offer, it is reasonable to conclude that, following the completion of the Offer in accordance with its terms, there will be a market for holders of the Class B Shares who do not participate in the Offer that is not materially less liquid than the market that existed at the time of the making of the Offer. A copy of the Liquidity Opinion is attached to the Circular as Schedule A.

The Board of Directors has approved the Offer. However, none of Orca, its Special Committee (as defined herein) or its Board of Directors or the Depositary (as defined herein) makes any recommendation to any Shareholder as to whether to deposit or refrain from depositing Shares under the Offer, whether the Shareholders should elect an Auction Tender or a Purchase Price Tender, or as to the purchase price or purchase prices at which the Shareholders should tender Shares under the Offer. Shareholders are urged to carefully evaluate all information in the Offer, consult their own financial, legal, investment and tax advisors and make their own decisions as to whether to deposit Shares under the Offer, and, if so, how many Shares to deposit and the price or prices at which to tender. No director or officer of the Company has advised the Company that he or she intends to deposit Shares under the Offer. See Section 3 of the Circular "Purpose and Effect of the Offer", Section 8 of the Circular "Interest of Directors and Officers - Ownership of Orca's Securities" and Section 9 of the Circular "Arrangements Concerning Shares - Acceptance of the Offer".

Shareholders should carefully consider the income tax consequences of having Class B Shares being purchased under the Offer. See Section 12 of the Circular, "Income Tax Considerations".

Shareholders wishing to deposit all or any portion of their Shares pursuant to the Offer must comply in all respects with the delivery procedures described herein. See Section 5 of the Offer to Purchase, "Procedure for Depositing Shares".

NO PERSON HAS BEEN AUTHORIZED TO EITHER (A) MAKE ANY RECOMMENDATION ON BEHALF OF ORCA, THE SPECIAL COMMITTEE OR THE BOARD OF DIRECTORS AS TO WHETHER YOU SHOULD DEPOSIT OR REFRAIN FROM DEPOSITING SHARES PURSUANT TO THE OFFER, WHETHER YOU SHOULD ELECT AN AUCTION TENDER OR A PURCHASE PRICE TENDER, OR AS TO THE PURCHASE PRICE OR PRICES AT WHICH YOU SHOULD TENDER SHARES, OR (B) GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS IN CONNECTION WITH THE OFFER OTHER THAN AS SET FORTH IN THE OFFER. IF GIVEN OR MADE, ANY SUCH RECOMMENDATION OR ANY SUCH INFORMATION OR REPRESENTATION MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY ORCA.

No Canadian, U.S. or foreign securities commission has approved or disapproved of this Offer or passed upon the merits or fairness of this Offer or passed upon the adequacy or accuracy of the information contained in this Offer. Any representation to the contrary is a criminal offense.

Any questions or requests for information regarding the Offer should be directed to AST Trust Company (Canada) (the "**Depository**" or "**AST Trust Company**") at the addresses and telephone numbers of the Depository set forth on the last page of the accompanying Circular.

The Offer will expire at 5:00 p.m. (Toronto time) on March 4, 2020, unless extended, varied or withdrawn.

The Depository for the Offer is:

AST Trust Company (Canada)

By Mail (Except Registered Mail)

P.O Box 1036
Adelaide Street Postal Station
Toronto, Ontario
M5C 2K4
Attention: Corporate Actions

By Hand, Courier or Registered Mail

1 Toronto Street
Suite 1200
Toronto, Ontario
M5C 2V6
Attention: Corporate Actions

Telephone (outside North America): 1 (416) 682-3860

Toll Free (within North America): 1 (800) 387-0825

Email: inquiries@astfinancial.com

WHERE YOU CAN FIND MORE INFORMATION

You may access our disclosure documents and any reports, statements or other information that we file with the securities regulatory authorities in each of the provinces of British Columbia, Alberta and New Brunswick through the Internet on the Canadian System for Electronic Document Analysis and Retrieval ("**SEDAR**") and which may be accessed at www.sedar.com. The most recent interim financial statements of the Company will be sent without charge to any Shareholder requesting them.

You are invited to read and copy any reports, statements or other information that the Company files with the securities regulatory authorities in each of the provinces of British Columbia, Alberta and New Brunswick at their respective public reference rooms.

FORWARD-LOOKING INFORMATION

Certain statements in this Offer to Purchase and Circular, including but not limited to: the aggregate amount of Class B Shares to be purchased for cancellation under the Offer; the expected Expiration Date of the Offer; the price range and date on which the Company will announce the final results of the Offer or pay for tendered Class B Shares; the Company's expectation that it will fund any purchases of Class B Shares pursuant to the Offer from cash on hand; the Company continuing to have sufficient financial resources and working capital and the Offer not being expected to preclude the Company from pursuing its foreseeable business opportunities or the future growth of the Company's business; the Company's expectation that there will continue to be demand for Orca's natural gas driven by the installation of new gas fired generation capacity and increased consumption from Tanzania's existing industrial base; the market for the Class B Shares not being materially less liquid than the market that exists at the time of the making of the Offer; future purchases of additional Class B Shares following expiry of the Offer, if any; stated intentions of directors, officers and major Shareholders of the Company to tender Class B Shares to the Offer; the Company's belief that the purchase of Class B Shares pursuant to the Offer will not result in the Company ceasing to be a reporting issuer in any jurisdiction in Canada or the Class B Shares being delisted from the TSXV; the Company's plan to introduce a dividend policy in the first half of 2020 providing for regular dividends determined on an annual basis; the purchase of the Class B Shares under the Offer being in the best interest of the Company and the Shareholders; and the Company's current and future plans, projections, expectations and intentions, results, levels of activity, performance, goals or achievements or any other characterization of future events or developments, constitute "**forward-looking information**" within the meaning of applicable Canadian securities laws. The words "**may**", "**will**", "**would**", "**should**", "**could**", "**expects**", "**plans**", "**intends**", "**trends**", "**indications**", "**anticipates**", "**believes**", "**estimates**", "**predicts**", "**likely**" or "**potential**" or the negative or other variations of these words or other comparable words or phrases, are intended to identify forward-looking information. Forward-looking information is based on estimates and assumptions made by the Company in light of its experience and perception of historical trends, current conditions and expected future developments, as well as other factors that the Company believes are appropriate and reasonable in the circumstances, but there can be no assurance that such estimates and assumptions will prove to be correct or that the Company's expectations regarding this Offer or the Company's actual results, level of activity, performance or achievements or future events or developments will be achieved.

The forward-looking information contained in this Offer to Purchase and Circular involves substantial known and unknown risks and uncertainties, certain of which are beyond the Company's control, and many factors could cause the Company's actual results to differ materially from those expressed or implied in any forward-looking information contained in this Offer to Purchase and Circular. Additionally, such forward-looking information is based on certain assumptions made by the Company in light of its experience and perception of historical trends, current conditions and expected future developments, as well as other factors the Company believes are appropriate in the circumstances. Please see the Company's material change report dated January 24, 2020 filed on www.sedar.com for a discussion of such risks, uncertainties, and assumptions.

The forward-looking information contained in this Offer to Purchase and Circular is provided as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking information, whether as a result of new information, future events or otherwise, unless so required by applicable Canadian securities laws.

NOTICE TO HOLDERS OF CLASS A SHARES

The Offer is made only for Class B Shares and is not made for any Class A Shares. Any holder of Class A Shares who wishes to participate in the Offer should, to the extent permitted by the terms hereof, duly deposit such Class A Shares in accordance with the terms and conditions of the Offer. Holders of Class A Shares depositing Class A Shares to the Offer will be electing to convert all Class A Shares that are taken up by the Company into Class B Shares. Class A Shares will be automatically converted into Class B Shares immediately prior to take up. See Section 5 of the Offer to Purchase, "*Procedure for Depositing Shares - Holders of Class A Shares*".

INFORMATION FOR UNITED STATES SHAREHOLDERS

The Offer is made by Orca, a British Virgin Islands issuer listed on a Canadian stock exchange, for its own Class B Shares. Orca is not registered under Section 12 of the United States Exchange Act of 1934, as amended (the "**U.S. Exchange Act**"), and the Offer is subject to the disclosure requirements of the province of Alberta and the other provinces and territories of Canada. The Offer is not subject to Section 14(d) of the U.S. Exchange Act or Regulation 14D promulgated by the U.S. Securities and Exchange Commission thereunder. The Offer is made in the United States with respect to securities of a "foreign private issuer", as such term is defined in Rule 3b-4 under the U.S. Exchange Act. U.S. Shareholders should be aware that Canadian and British Virgin Islands corporate and securities disclosure requirements are different from those of the United States. Financial statements of Orca have been prepared in accordance with International Financial Reporting Standards (IFRS) and therefore, they may not be comparable to financial statements of U.S. companies.

The enforcement by Shareholders of civil liabilities under U.S. federal and state securities laws may be adversely affected by the fact that Orca is incorporated under the BVI Business Companies Act, 2004 and its principal assets are located in Tanzania and held by a subsidiary and that certain of its directors and officers are residents of Canada or other countries other than the United States. In addition, U.S. Shareholders should not assume that courts in Canada or in the countries where such directors and officers reside or in which Orca's assets or the assets of such persons are located (i) would enforce judgments of U.S. courts obtained in actions against Orca or such persons predicated upon civil liability provisions of U.S. federal and state securities laws as may be applicable, or (ii) would enforce, in original actions, any asserted liabilities against Orca, its subsidiaries or such persons predicated upon such laws. Enforcement of any asserted civil liabilities under U.S. securities laws may be further adversely affected by the fact that some or all of the experts named in the Offer may be residents of Canada.

U.S. Shareholders in the United States should be aware that the disposition of Shares by them as described herein may have tax consequences both in the United States and in Canada. The United States tax consequences are not described herein and such holders are urged to consult their tax advisors.

CURRENCY

All dollar references in the Offer to Purchase and the Circular are in Canadian dollars except where otherwise indicated.

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SUMMARY

This summary is provided for your convenience. It highlights certain material information relating to the Offer, but you should understand that it does not describe all of the details of the Offer to the same extent as described elsewhere herein. The Company therefore urges you to read the entire Offer to Purchase, Circular, Letter of Transmittal and Notice of Guaranteed Delivery because they each contain important information. References have been included to certain sections of the Offer where you will find a more complete discussion.

- | | |
|---|--|
| Who is offering to purchase my Class B Shares? | Orca Exploration Group Inc. |
| Why is Orca making the Offer? | Orca believes that the purchase of Class B Shares is in the best interests of the Company and its Shareholders, and permits the Company to return up to C\$50,000,000 of capital to Shareholders who elect to tender their Shares. See Section 3 of the Circular, " <i>Purpose and Effect of the Offer</i> ". |
| When does the Offer expire? | The Offer expires at 5:00 p.m. (Toronto time) on March 4, 2020 or at such later time and date to which the Offer may be extended or varied by the Company. See Section 1 of the Offer to Purchase, " <i>The Offer</i> ". |
| When will I be paid for my Class B Shares? | Orca will take up the Class B Shares (including any Class B Shares issued on the conversion of Class A Shares that have been properly deposited under the Offer) to be purchased pursuant to the Offer as soon as reasonably practicable after the Expiration Date and in any event not later than ten (10) days after the Expiration Date, subject to applicable laws, provided that the conditions of the Offer (as the same may be varied) have been satisfied or waived. Any Class B Shares taken up will be paid for as soon as reasonably practicable, but in any event no later than three (3) business days after they are taken up (subject to the ten (10) day limit for taking up and paying for Class B Shares discussed above) in accordance with applicable Canadian securities laws. See Section 9 of the Offer to Purchase, " <i>Taking Up and Payment for Deposited Shares</i> ". |
| In what currency will I be paid? | The Purchase Price will be denominated in Canadian dollars and payments of amounts owing to Shareholders whose Class B Shares are taken up will be made in Canadian dollars. However, Shareholders may elect to use the Depository's currency exchange services to convert any amounts payable to them from Canadian dollars into United States dollars pursuant to a currency election as described in the Offer. In such case, the risk of any fluctuation in exchange rates, including risks relating to the particular date and time at which funds are converted, will be borne solely by the Shareholder. See Section 2 of the Offer to Purchase, " <i>Purchase Price</i> ". |
| What options do I have to tender my Shares? | Shareholders wishing to tender to the Offer may do so pursuant to: <ul style="list-style-type: none"> • Auction Tenders in which the tendering Shareholders specify a price of not less than C\$6.50 and not more than C\$7.50 per Class B Share in increments of C\$0.05 per Class B Share; or • Purchase Price Tenders in which the tendering Shareholders do not specify a price per Class B Share, but rather agree to have a specified number of Class B Shares purchased at the Purchase Price that is determined as provided herein. |

How will the Purchase Price for the Class B Shares be determined?

Orca is conducting the Offer through a procedure commonly called a "modified Dutch auction." This procedure allows Shareholders to select the price within a price range specified by the Company at which Shareholders are willing to sell their Class B Shares. The price range for the Offer is C\$6.50 to C\$7.50 per Share.

Orca will select the lowest Purchase Price that will allow us to purchase the maximum number of Class B Shares properly tendered and not withdrawn pursuant to the Offer having an aggregate Purchase Price not exceeding C\$50,000,000.

Orca will purchase all Class B Shares purchased under the Offer at the same Purchase Price, even if some of the Shares are tendered below the Purchase Price, but the Company will not purchase any Class B Shares above the Purchase Price.

Orca will determine the Purchase Price for the tendered Class B Shares promptly after the Expiration Date. Shareholders who tender Class B Shares without making a valid Auction Tender or Purchase Price Tender will be deemed to have made a Purchase Price Tender, understanding that for the purposes of determining the Purchase Price, Class B Shares tendered pursuant to a Purchase Price Tender will be considered to have been tendered at the minimum price of C\$6.50 per Share.

If a Shareholder's Class B Shares are purchased under the Offer, that Shareholder will be paid the Purchase Price in cash, without interest, not later than three (3) business days after they are taken up (subject to the ten (10) day limit for taking up and paying for Class B Shares discussed herein). Under no circumstances will Orca pay interest on the Purchase Price, even if there is a delay in making payment. See Section 2 of the Offer to Purchase, "*Purchase Price*".

How can I maximize the chance that my Class B Shares will be purchased?

If you wish to maximize the chance that your Class B Shares will be purchased, you should tender them by "Purchase Price Tender", indicating that you will accept the Purchase Price that the Company selects, or by Auction Tender at the minimum Purchase Price of C\$6.50 per Class B Share. You should understand that a Purchase Price Tender election will have the same effect as if you have selected the minimum Purchase Price of C\$6.50 per Class B Share.

How many Class B Shares will be Purchased?

Orca is offering to purchase Class B Shares that have an aggregate Purchase Price not exceeding C\$50,000,000. At the maximum Purchase Price of C\$7.50 per Class B Share, Orca could purchase 6,666,666 Class B Shares. At the minimum Purchase Price of C\$6.50, the Company could purchase 7,692,307 Class B Shares. Since the Purchase Price can only be determined after the Expiration Date, the number of Class B Shares that will be purchased will not be known until after the Expiration Date.

See Section 3 of the Offer to Purchase, "*Number of Shares and Proration*".

What will happen if too many Class B Shares are tendered to the Offer?

If the aggregate Purchase Price for Class B Shares properly tendered and not withdrawn pursuant to the Offer by Purchase Price Tender or by Auction Tender at or below the Purchase Price exceeds C\$50,000,000, then the Company will purchase the Successfully Tendered Shares on a pro rata basis according to the number of Shares tendered by the Successful

Shareholders (with adjustments to avoid the purchase of fractional Class B Shares), except that Odd Lot tenders will not be subject to pro-ration.

See Section 3 of the Offer to Purchase, "*Number of Shares and Proration*".

What do I do if I own an Odd Lot of Class B Shares?

If you beneficially own fewer than 100 Class B Shares as of the Expiration Date and you tender all such Class B Shares, Orca will accept for purchase, without pro-ration but otherwise subject to the terms and conditions of the Offer, all of your Class B Shares tendered pursuant to an Auction Tender at or below the Purchase Price or pursuant to a Purchase Price Tender. You should check the appropriate box in the Letter of Transmittal.

Furthermore, partial tenders will not qualify for this preference and this preference is not available to a Shareholder who holds separate certificates for fewer than 100 Class B Shares or holds fewer than 100 Class B Shares in different accounts if such Shareholder beneficially owns in the aggregate 100 or more Class B Shares.

See Section 3 of the Offer to Purchase, "*Number of Shares and Proration*".

How do I tender my Shares?

Each Shareholder wishing to deposit Shares pursuant to the Offer must:

- provide certificates for all deposited Shares in proper form for transfer, together with a properly completed and duly executed Letter of Transmittal, in accordance with the instructions in such Letter of Transmittal, together with all other documents required by the Letter of Transmittal and must be delivered to, and received by, the Depository at one of the addresses listed in the Letter of Transmittal by the Expiration Date;
- follow the guaranteed delivery procedure described in Section 5 of the Offer to Purchase, "*Procedure for Depositing Shares*"; or
- transfer Class B Shares pursuant to a book-entry transfer, provided that a Book-Entry Confirmation through the CDSX system (in the case of Shares held in CDS) or an Agent's Message (as defined below)(in the case of Shares held in DTC) is received by the Depository at its office in Toronto, Ontario prior to the Expiration Date (as such terms are defined herein).

A Shareholder who wishes to deposit Shares under the Offer and who holds such Shares through an investment dealer, stock broker, bank, trust company or other nominee should immediately contact such nominee in order to take the necessary steps to be able to deposit such Shares under the Offer. See Section 5 of the Offer to Purchase, "*Procedure for Depositing Shares*".

Can I tender part of my Shares at different prices?

Yes, you can elect to tender your Shares in separate lots at different prices and/or different types of tender for each lot. However, you cannot tender the same Shares at different prices. If you tender some Shares at one price and other Shares at another price, you must use a separate Letter of Transmittal for each tender.

See Section 5 of the Offer to Purchase, "*Procedure for Depositing Shares*".

Will I pay brokerage commissions?

Shareholders depositing Shares will not be obligated to pay brokerage fees or commissions to the Company or to the Depositary. However, Shareholders are cautioned to consult with their own brokers or other intermediaries to determine whether any fees or commissions are payable to their own brokers or other intermediaries in connection with a deposit of Shares pursuant to the Offer. See Section 9 of the Offer to Purchase, "*Taking Up and Payment for Deposited Shares*".

Is the Offer subject to any conditions?

The obligation of the Company to take up and pay for any Class B Shares deposited under the Offer is subject to the conditions described in Section 7 of the Offer to Purchase, "*Certain Conditions of the Offer*".

Can I withdraw Shares that I have tendered?

Shares deposited pursuant to the Offer may be withdrawn by the Shareholder (a) at any time if the Shares have not been taken up by the Company before actual receipt by the Depositary of a notice of withdrawal in respect of such Shares, (b) at any time before the expiration of ten (10) days from the date that a notice of change or variation (unless (i) the Company has taken up the Shares deposited pursuant to the Offer before the date of the notice of change or variation, (ii) the variation consists solely of an increase in the consideration offered for those Class B Shares pursuant to the Offer where the time for deposit is not extended for greater than ten (10) days after the date of the notice of variation, subject to applicable laws, or (iii) the variation consists solely of the waiver of a condition of the Offer) has been given in accordance with Section 8 of the Offer to Purchase, "*Extension and Variation of the Offer*", or (c) if the Shares have been taken up but not paid for by the Company, within three (3) business days of being taken up.

How do I withdraw Shares that I have tendered?

For a withdrawal to be effective, a written notice of withdrawal must be received in a timely manner by the Depositary at its office as set forth in the Letter of Transmittal or Notice of Guaranteed Delivery in respect of the relevant Shares. Any such notice of withdrawal must be signed by or on behalf of the person who signed the Letter of Transmittal or Notice of Guaranteed Delivery that accompanied the Shares being withdrawn and must specify the name of the person who deposited the Shares to be withdrawn, the name of the registered holder, if different from that of the person who deposited such Shares, and the number of Shares to be withdrawn. Some additional requirements apply if the Shares to be withdrawn have been delivered to the Depositary or if your Shares have been tendered under the procedure for book-entry transfer. The withdrawal will take effect only upon actual receipt by the Depositary of the properly completed and executed written notice.

Has Orca, the Special Committee, or the Board of Directors made a recommendation on the Offer?

None of Orca, its Special Committee, or its Board of Directors makes any recommendation to any Shareholder as to whether to deposit or refrain from depositing Shares under the Offer, whether the Shareholders should elect an Auction Tender or a Purchase Price Tender, or as to the purchase price or purchase prices at which the Shareholders should tender Shares under the Offer. Shareholders are urged to carefully evaluate all information in the Offer, consult their own financial, legal, investment and tax advisors and make their own decisions as to whether to deposit Shares under the Offer, and, if so, how many Shares to deposit and the price or prices at which to tender. See Section 1 of the Offer to Purchase, "*The Offer*".

Will Orca's directors or officers tender to the Offer?	No director or officer of the Company has advised the Company that he or she intends to deposit Class A Shares or Class B Shares under the Offer. See Section 8 of the Circular, " <i>Interest of Directors and Officers - Ownership of Orca's Securities</i> " and Section 9 of the Circular, " <i>Arrangements Concerning Shares</i> ".
Will there be tax consequences of tendering my Shares?	Shareholders should carefully consider the income tax consequences of having Class B Shares being purchased under the Offer. See Section 12 of the Circular, "<i>Income Tax Considerations</i>".
How have the Class B Shares been trading?	On January 23, 2020, the last full trading day prior the date of announcement of the Company's intention to make the Offer, the closing price of the Class B Shares on the TSXV was C\$6.20 per Class B Share. On January 27, 2020, the last full trading day prior to the public announcement by Orca of the price range being offered under the Offer, the closing price of the Class B Shares on the TSXV was C\$6.46 per Class B Share. During the 6-month period ended January 27, 2020, the closing prices of the Class B Shares on the TSXV has ranged from a low of C\$6.00 to a high of C\$6.79. See Section 4 of the Circular, " <i>Price Range of Shares</i> ".
Where can I get further information regarding the Offer?	For further information regarding the Offer, Shareholders may contact the Depositary or consult their own brokers or other professional advisors. The address and telephone numbers and email of the Depositary are set forth on the back cover of the Offer.

NO PERSON HAS BEEN AUTHORIZED TO EITHER (A) MAKE ANY RECOMMENDATION ON BEHALF OF ORCA, THE SPECIAL COMMITTEE OR THE BOARD OF DIRECTORS AS TO WHETHER YOU SHOULD DEPOSIT OR REFRAIN FROM DEPOSITING SHARES PURSUANT TO THE OFFER, WHETHER YOU SHOULD ELECT AN AUCTION TENDER OR A PURCHASE PRICE TENDER, OR AS TO THE PURCHASE PRICE OR PRICES AT WHICH YOU SHOULD TENDER SHARES, OR (B) GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS IN CONNECTION WITH THE OFFER OTHER THAN AS SET FORTH IN THE OFFER. IF GIVEN OR MADE, ANY SUCH RECOMMENDATION OR ANY SUCH INFORMATION OR REPRESENTATION MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY ORCA.

OFFER TO PURCHASE

To the holders of Class B Shares of Orca:

1. THE OFFER

The Company hereby offers, upon the terms and subject to the conditions described in this Offer to Purchase, the accompanying Circular, the related Letter of Transmittal and the Notice of Guaranteed Delivery, to purchase for cancellation a number of Class B Shares having an aggregate purchase price not exceeding C\$50,000,000.

The Offer will commence on January 28, 2020, the date of this Offer to Purchase, and expire at 5:00 p.m. (Toronto time) on March 4, 2020, or at such later time and date to which the Offer may be extended by Orca.

THE OFFER IS NOT CONDITIONAL UPON ANY MINIMUM NUMBER OF SHARES BEING DEPOSITED. THE OFFER IS, HOWEVER, SUBJECT TO CERTAIN OTHER CONDITIONS. SEE SECTION 7 OF THE OFFER TO PURCHASE, "*CERTAIN CONDITIONS OF THE OFFER*".

Each Shareholder who has properly tendered Shares pursuant to an Auction Tender at or below the Purchase Price or pursuant to a Purchase Price Tender and who has not withdrawn such Shares will receive the Purchase Price, payable in cash (subject to applicable withholding taxes, if any), for all Class B Shares purchased, on the terms and subject to the conditions of the Offer, including the provision relating to pro-ration and the preferential acceptance of Odd Lots described herein.

Orca will return all Shares not purchased under the Offer (including Shares not purchased because of proration or invalid tenders), or properly withdrawn before the Expiration Date.

None of Orca, its Special Committee, or its Board of Directors or the Depositary makes any recommendation to any Shareholder as to whether to deposit or refrain from depositing Shares under the Offer, whether the Shareholders should elect an Auction Tender or a Purchase Price Tender, or as to the purchase price or purchase prices at which the Shareholders should tender Shares under the Offer. Shareholders are urged to carefully evaluate all information in the Offer, consult their own financial, legal, investment and tax advisors and make their own decisions as to whether to deposit Shares under the Offer, and, if so, how many Shares to deposit and the price or prices at which to tender. **Shareholders should carefully consider the income tax consequences of having Class B Shares being purchased under to the Offer. See Section 12 of the Circular, "*Income Tax Considerations*".**

The accompanying Circular and Letter of Transmittal contain important information and should be read carefully before making a decision with respect to the Offer.

2. PURCHASE PRICE

Purchase Price

Promptly following the Expiration Date, the Company will determine a single Purchase Price per Class B Share, taking into account the total number of Shares tendered and the prices specified or deemed specified by tendering Shareholders, which will not be less than C\$6.50 per Class B Share and not more than C\$7.50 per Class B Share, that is the lowest price that enables it to purchase the maximum number of Class B Shares properly tendered and not withdrawn pursuant to the Offer having an aggregate Purchase Price not exceeding C\$50,000,000. For the purpose of determining the Purchase Price, Shares tendered pursuant to a Purchase Price Tender will be considered to have been tendered at C\$6.50 per Class B Share (which is the minimum Purchase Price under the Offer). All Class B Shares purchased under the Offer will be purchased at the same Purchase Price, even if some of the Shares are tendered below the Purchase Price. However, Shares tendered by a Shareholder pursuant to an Auction Tender will not be purchased by the Company pursuant to the Offer if the price specified by the Shareholder is greater than the Purchase Price. A Shareholder who wishes to tender Shares, but who does not wish to specify a price at which such Shares may be purchased by the Company, should make a Purchase Price Tender. Shareholders who tender Shares without making a valid Auction Tender or Purchase Price Tender will be deemed to have made a Purchase Price Tender, understanding

that for the purpose of determining the Purchase Price, Shares tendered pursuant to a Purchase Price Tender will be considered to have been tendered at the minimum price of C\$6.50 per Class B Share. Each Shareholder should understand that making a Purchase Price Tender may cause the Purchase Price to be lower than would otherwise be the case.

Upon determination of the Purchase Price, the Company will publicly announce the Purchase Price for the Class B Shares, and upon the terms and subject to the conditions of the Offer (including the pro-ration provisions described herein), all Shareholders who have properly tendered and not withdrawn their Shares either pursuant to Auction Tenders at prices at or below the Purchase Price or pursuant to Purchase Price Tenders will receive the Purchase Price, payable in cash (but subject to applicable withholding taxes, if any), for all Class B Shares purchased on the terms and subject to the conditions of the Offer, including the provision relating to pro-ration and the preferential acceptance of Odd Lots described herein. The Purchase Price will be denominated in Canadian dollars and payments of amounts owing to a tendering Shareholder will be made in Canadian dollars. See Section 9 of the Offer to Purchase, "*Taking Up and Payment for Deposited Shares*".

Currency

Each registered Shareholder who has tendered Shares under the Offer will receive payment of the Purchase Price for purchased Class B Shares in Canadian dollars, unless such Shareholder exercises the applicable election in the Letter of Transmittal to use the Depository's currency exchange services to convert payment of the Purchase Price of the tendered Shares into United States dollars as described below. There is no additional fee payable by Shareholders who elect to use the Depository's currency exchange services.

Each non-registered or beneficial Shareholder who has tendered Shares under the Offer will receive payment of the Purchase Price for purchased Class B Shares in Canadian dollars, unless such non-registered Shareholder contacts the intermediary in whose name such Shareholder's Shares are registered and requests that the intermediary make an election on its behalf to receive the Purchase Price in United States dollars as described below.

The exchange rate that will be used to convert payments from Canadian dollars into United States dollars will be the rate available from the Depository, in its capacity as foreign exchange service provider, on the date on which the funds are converted, which rate will be based on the prevailing market rate on such date. The risk of any fluctuations in such rates, including risks relating to the particular date and time at which funds are converted, will be borne solely by the Shareholder. The Depository will act as principal in such currency conversion transactions.

3. NUMBER OF SHARES AND PRORATION

Orca will purchase, upon the terms and subject to the conditions of the Offer, at the Purchase Price, deposited Shares up to a maximum aggregate purchase price not exceeding C\$50,000,000. Since the Purchase Price will only be determined after the Expiration Date, the number of Class B Shares that will be purchased will not be known until after the Expiration Date. If the Purchase Price is determined to be C\$6.50 per Class B Share, the minimum Purchase Price pursuant to the Offer, the maximum number of Class B Shares that will be purchased pursuant to the Offer is 7,692,307. If the Purchase Price is determined to be C\$7.50 per Class B Share, the maximum Purchase Price pursuant to the Offer, the maximum number of Class B Shares that will be purchased pursuant to the Offer is 6,666,666.

As of January 27, 2020, there were 32,557,185 Class B Shares and 1,750,567 Class A Shares issued and outstanding. Accordingly, the Offer is for approximately 23.6% of the total number of issued and outstanding Class B Shares (22.4% if all Class A Shares are converted to Class B Shares on their terms) if the Purchase Price is determined to be C\$6.50 (which is the minimum price per Class B Share pursuant to the Offer) or approximately 20.5% of the total number of issued and outstanding Class B Shares (19.4% if all Class A Shares are converted to Class B Shares on their terms) if the Purchase Price is determined to be C\$7.50 (which is the maximum price per Class B Share pursuant to the Offer).

If the aggregate Purchase Price of the Successfully Tendered Shares does not exceed C\$50,000,000, the Company will, upon the terms and subject to the conditions of the Offer, purchase all Successfully Tendered Shares at the Purchase Price. If the aggregate Purchase Price of the Successfully Tendered Shares exceeds C\$50,000,000, the

Company will accept Shares for purchase first from all Successful Shareholders who are Odd Lot Holders. With respect to Successful Shareholders who are not Odd Lot Holders, the Company will accept Shares for purchase at the Purchase Price on a pro rata basis according to the number of Successfully Tendered Shares, less the number of Class B Shares purchased from Odd Lot Holders (with adjustments to avoid the purchase of fractional Class B Shares).

As set forth above, Odd Lots will be accepted for purchase before any pro-ration. In order to qualify for this preference, an Odd Lot Holder must properly tender, pursuant to an Auction Tender at a price at or below the Purchase Price or pursuant to a Purchase Price Tender, all Class B Shares beneficially owned by such Odd Lot Holder. Furthermore, partial tenders will not qualify for this preference and this preference is not available to a Shareholder who holds separate certificates for fewer than 100 Class B Shares or holds fewer than 100 Class B Shares in different accounts if such Shareholder beneficially owns in the aggregate 100 or more Class B Shares. Any Odd Lot Holder wishing to tender all Class B Shares beneficially owned, without pro-ration, must complete the appropriate box on the Letter of Transmittal and, if applicable, on the Notice of Guaranteed Delivery. Shareholders owning an aggregate of less than 100 Class B Shares whose Class B Shares are purchased pursuant to the Offer not only will avoid the payment of brokerage commissions, but will also avoid any odd lot discounts, each of which may be applicable on a sale of their Shares in a transaction on the TSXV.

4. ANNOUNCEMENT OF RESULTS OF THE OFFER

The Company will publicly announce the results of the Offer, including the Purchase Price, the number of Shares validly tendered to the Offer and the aggregate purchase price of the Class B Shares to be purchased for cancellation pursuant to the Offer, as promptly as reasonably practicable after the Expiration Date.

5. PROCEDURE FOR DEPOSITING SHARES

Proper Deposit of Shares

Shareholders who wish to accept the Offer may do so by making Auction Tenders or Purchase Price Tenders. A Shareholder who wishes to make an Auction Tender will be required to specify, among other things, the number of Shares that it wishes to sell and the price per Class B Share (not less than C\$6.50 and not more than C\$7.50 per Class B Share and in increments of C\$0.05 per Class B Share) at which it is prepared to sell those Shares. Shares deposited pursuant to an Auction Tender in compliance with the procedures set forth herein will be taken up (it being understood that any Class A Shares proposed to be taken up will be converted into Class B Shares immediately prior to take up) only if the Auction Price specified in the Auction Tender is equal to or less than the Purchase Price.

A Shareholder who wishes to make a Purchase Price Tender may not specify an Auction Price. A Shareholder who wishes to make a Purchase Price Tender agrees to have the specified number of Class B Shares purchased at the Purchase Price, understanding that for the purposes of determining the Purchase Price, Class B Shares tendered pursuant to a Purchase Price Tender will be considered to have been tendered at the minimum price of C\$6.50 per Share.

A Shareholder may make multiple Auction Tenders but not in respect of the same Shares (i.e., Shareholders may deposit different Shares at different prices but cannot deposit the same Shares at different prices), and must do so by completing separate Letters of Transmittal for each tender. A Shareholder may also make an Auction Tender in respect of certain Shares and a Purchase Price Tender in respect of other Shares by completing separate Letters of Transmittal. Odd Lot Holders making an Auction Tender or a Purchase Price Tender will be required to tender all their Class B Shares.

Shareholders who tender Shares without making a valid Auction Tender or Purchase Price Tender will be deemed to have made a Purchase Price Tender. If multiple boxes are checked in the same Letter of Transmittal indicating that Shares are being deposited pursuant to an Auction Tender and/or Purchase Price Tender, all Shares identified will be deemed to have been tendered pursuant to a Purchase Price Tender.

Holders of Class B Shares

To deposit Class B Shares pursuant to the Offer, holders of Class B Shares must (a) provide certificates for all deposited Class B Shares in proper form for transfer, together with a properly completed and duly executed Letter of Transmittal (or a manually executed photocopy thereof), in accordance with the instructions in such Letter of Transmittal, together with all other documents required by the Letter of Transmittal and must be delivered to, and received by, the Depository at one of the addresses listed in the Letter of Transmittal by the Expiration Date, (b) follow the guaranteed delivery procedure described below, or (c) transfer Class B Shares pursuant to the procedures for book-entry transfer, provided that the Depository receives at its office in Toronto, Ontario prior to the Expiration Date, (i) in the case of Class B Shares held by CDS Clearing and Depository Services Inc. ("**CDS**"), a confirmation of a book-entry transfer (a "**Book-Entry Confirmation**") of Class B Shares into the Depository's account established at CDS in accordance with the terms of the Offer, through the book-entry system administered by CDS ("**CDSX**"), or (ii) in the case of Class B Shares held in The Depository Trust Company ("**DTC**"), a message, transmitted by DTC, to and received by the Depository and forming a part of a DTC Book-Entry Confirmation.

A non-registered Shareholder who desires to deposit Class B Shares under the Offer should immediately contact such Shareholder's investment dealer, stock broker, commercial bank, trust company or other nominee in order to take the necessary steps to be able to deposit such Class B Shares under the Offer.

If an investment dealer, stock broker, bank, trust company or other nominee holds Class B Shares for a Shareholder, it is likely the nominee has established an earlier deadline for that Shareholder to act to instruct the nominee to accept the Offer on its behalf. A Shareholder should immediately contact the Shareholder's investment dealer, stock broker, bank, trust company or other nominee to find out the nominee's deadline.

Participants of CDS should contact CDS to obtain instructions as to the method of depositing Class B Shares under the terms of the Offer. CDS will be issuing instructions to CDS participants as to the method of depositing Class B Shares under the terms of the Offer.

Holders of Class A Shares

To deposit Class B Shares pursuant to the Offer, holders of Class A Shares must (a) provide certificates for all deposited Class A Shares in proper form for transfer, together with a properly completed and duly executed Letter of Transmittal (or a manually executed photocopy thereof), in accordance with the instructions in such Letter of Transmittal, together with all other documents required by the Letter of Transmittal and must be delivered to, and received by, the Depository at one of the addresses listed in the Letter of Transmittal by the Expiration Date, or (b) follow the guaranteed delivery procedure described below.

By delivering the Letter of Transmittal, holders of Class A Shares will be electing to convert all Class A Shares that are taken up by the Company into Class B Shares. Class A Shares will be automatically converted on a one-for-one basis into Class B Shares immediately prior to take up. If less than all of the Class A Shares deposited are taken up by the Company, the holder shall be entitled to receive a new certificate representing the Class A Shares represented by the deposited certificate which are not taken up and automatically converted.

Signature Guarantees

No signature guarantee is required on the Letter of Transmittal if (a) the Letter of Transmittal is signed by the registered holder of the Shares exactly as the name of the registered holder appears on the share certificate deposited therewith, and payment is to be made directly to such registered holder, or (b) Shares are deposited for the account of a Canadian Schedule I chartered bank, a member of the Securities Transfer Agent Medallion Program (STAMP), a member of the Stock Exchanges Medallion Program (SEMP) or a member of the New York Stock Exchange Inc. Medallion Signature Program (MSP) (each such entity, an "**Eligible Institution**"). In all other cases, all signatures on the Letter of Transmittal must be guaranteed by an Eligible Institution. See the appropriate instructions in the Letter of Transmittal.

If a certificate representing Shares is registered in the name of a person other than the signatory to a Letter of Transmittal, or if payment is to be made, or certificates representing Shares not purchased are to be issued, to a person

other than the registered holder, the certificate must be endorsed or accompanied by an appropriate stock power, in either case, signed exactly as the name of the registered holder appears on the certificate with the signature on the certificate or stock power signature guaranteed by an Eligible Institution.

Book-Entry Transfer Procedures

An account with respect to the Class B Shares will be established at CDS for purposes of the Offer. Any financial institution that is a participant in CDS may make book-entry delivery of the Class B Shares through CDSX by causing CDS to transfer such Class B Shares into the Depository's account in accordance with CDS' procedures for such transfer. Delivery of Class B Shares to the Depository by means of a book-entry transfer through CDSX will constitute a valid tender under the Offer.

Shareholders may accept the Offer by following the procedures for a book-entry transfer established by CDS, provided that a Book-Entry Confirmation through CDSX is received by the Depository at its Toronto, Ontario office address set forth on the back-cover page of this Offer prior to the Expiration Date. Shareholders, through their respective CDS participants, who utilize CDSX to accept the Offer through a book-entry transfer of their holdings into the Depository's account with CDS shall be deemed to have completed and submitted a Letter of Transmittal and to be bound by the terms thereof and, therefore, such instructions received by the Depository are considered a valid tender in accordance with the terms of the Offer. **Delivery of documents to CDS does not constitute delivery to the Depository.**

Shareholders who have an account maintained by DTC may accept the Offer by following the procedures for book-entry transfer established by DTC, provided that a Book-Entry Confirmation, together with an Agent's Message (as defined below) in respect thereof, or a properly completed and duly executed Letter of Transmittal and any other required documents, are received by the Depository at its office specified in the Letter of Transmittal prior to the Expiration Date of the Offer. If necessary, the Depository will establish an account at DTC for the purpose of the Offer. Any financial institution that is a participant in DTC's systems may cause DTC to make a book-entry transfer of a Shareholder's Class B Shares into the Depository's account in accordance with DTC's procedures for such transfer. However, as noted above, although delivery of Class B Shares may be effected through book-entry transfer at DTC, either a Letter of Transmittal (or a manually signed facsimile copy thereof), properly completed and duly executed, together with any required signature guarantees, or an Agent's Message (as defined below) in lieu of a Letter of Transmittal, and any other required documents, must, in any case, be received by the Depository, at its office specified in the Letter of Transmittal prior to the Expiration Date. Delivery of documents to DTC in accordance with its procedures does not constitute delivery to the Depository. The term "**Agent's Message**" means a message, transmitted by DTC to and received by the Depository and forming a part of the Book-Entry Confirmation, which states that DTC has received an express acknowledgement from the tendering participant, which acknowledgement states that such participant has received and agreed to be bound by the Letter of Transmittal and that the Company may enforce such Letter of Transmittal against such participant.

Method of Delivery

The method of delivery of certificates representing Shares and all other required documents is at the option and risk of the depositing Shareholder. If certificates representing Shares are to be sent by mail, registered mail that is properly insured is recommended and it is suggested that the mailing be made sufficiently in advance of the Expiration Date to permit delivery to the Depository on or prior to such date. Delivery of a share certificate representing Shares will only be made upon actual receipt of such share certificate representing Shares by the Depository.

Procedure for Guaranteed Delivery

If a Shareholder wishes to deposit Shares pursuant to the Offer and cannot deliver certificates for such Shares, or the book-entry transfer procedures described above cannot be completed, prior to the Expiration Date, or time will not permit all required documents to reach the Depository by the Expiration Date, such Shares may nevertheless be deposited if all of the following conditions are met:

- (a) such deposit is made by or through an Eligible Institution;

- (b) a properly completed and duly executed Notice of Guaranteed Delivery substantially in the form provided by the Company through the Depository is received by the Depository, at its Toronto office listed in the Notice of Guaranteed Delivery, by the Expiration Date; and
- (c) the share certificates for all Shares proposed to be taken up in proper form for transfer, together with a properly completed and duly executed Letter of Transmittal (or a manually executed photocopy thereof) or, in the case of a book-entry transfer, a Book-Entry Confirmation through CDSX (in the case of Shares held in CDS) or an Agent's Message (in the case of Shares held in DTC), and any other documents required by the Letter of Transmittal, are received by the Toronto office of the Depository, before 5:00 p.m. (Toronto time) on or before the second trading day on the TSXV after the Expiration Date.

The Notice of Guaranteed Delivery may be hand delivered, couriered, mailed or transmitted by electronic mail transmission to the Toronto office of the Depository listed in the Notice of Guaranteed Delivery, and must include a guarantee by an Eligible Institution in the form set forth in the Notice of Guaranteed Delivery.

Notwithstanding any other provision hereof, payment for Class B Shares (including Class B Shares underlying Class A Shares) accepted for payment pursuant to the Offer will be made only after timely receipt by the Depository of the share certificates for all Shares proposed to be taken up in proper form for transfer, together with a properly completed and duly executed Letter of Transmittal (or a manually executed photocopy thereof) or Book-Entry Confirmation in lieu thereof relating to such Shares, with signatures that are guaranteed if so required in accordance with the Letter of Transmittal, and any other documents required by the Letter of Transmittal.

The tender information specified in a Notice of Guaranteed Delivery by a person completing such Notice of Guaranteed Delivery will, in all circumstances, take precedence over the tender information that is specified in the related Letter of Transmittal that is subsequently deposited.

Determination of Validity, Rejection and Notice of Defect

All questions as to the number of tenders to be accepted, the form of documents and the validity, eligibility (including time of receipt) and acceptance for payment of any Class B Shares (including Class B Shares underlying Class A Shares) will be determined by the Company, in its sole discretion, which determination shall be final and binding on all parties. Orca reserves the absolute right to reject any deposits of Shares determined by it not to be in proper form or completed in accordance with the instructions herein and in the Letter of Transmittal or the acceptance for payment of or payment for which may, in the opinion of the Company's counsel, be unlawful. Orca also reserves the absolute right to waive any of the conditions of the Offer or any defect or irregularity in the deposit of any particular Shares and Orca's interpretation of the terms of the Offer (including these instructions) will be final and binding on all parties. No individual deposit of Shares will be deemed to be properly made until all defects and irregularities have been cured or waived. Unless waived, any defects or irregularities in connection with deposits must be cured within such time as Orca shall determine. **None of Orca, the Depository nor any other person is or will be obligated to give notice of defects or irregularities in deposits, nor shall any of them incur any liability for failure to give any such notice.** The Company's interpretation of the terms and conditions of the Offer (including the Letter of Transmittal and the Notice of Guaranteed Delivery) will be final and binding.

Under no circumstances will interest be paid by the Company by reason of any delay in making payment to any person using the guaranteed delivery procedures, including without limitation any delay arising because the Class B Shares to be delivered pursuant to the guaranteed delivery procedures are not so delivered to the Depository, and therefore payment by the Depository on account of such Class B Shares is not made until after the date the payment for the deposited Class B Shares taken up pursuant to the Offer is to be made by the Company.

Formation of Agreement

The proper deposit of Shares pursuant to any one of the procedures described above will constitute a binding agreement between the depositing Shareholder and the Company, effective as of the Expiration Date, upon the terms

and subject to the conditions of the Offer. Such agreement will be governed by and construed in accordance with the laws of the Province of Alberta and the federal laws of Canada applicable therein.

Further Assurances

Each Shareholder accepting the Offer covenants under the terms of the Letter of Transmittal to execute, upon request of Orca, any additional documents, transfers and other assurances as may be necessary or desirable to complete the sale, assignment and transfer of any Class B Shares proposed to be taken up by the Company. Each authority therein conferred or agreed to be conferred may be exercised during any subsequent legal incapacity of such Shareholder and shall, to the extent permitted by law, survive the death or incapacity, bankruptcy or insolvency of the Shareholder and all obligations of the Shareholder therein shall be binding upon the heirs, personal representatives, successors and assigns of such Shareholder.

6. WITHDRAWAL RIGHTS

Except as otherwise provided in this Section, deposits of Shares pursuant to the Offer will be irrevocable. Shares deposited pursuant to the Offer may be withdrawn by the Shareholder (a) at any time if the Shares have not been taken up by the Company before actual receipt by the Depositary of a notice of withdrawal in respect of such Shares, (b) at any time before the expiration of ten (10) days from the date that a notice of change or variation (unless (i) the Company has taken up the Shares deposited pursuant to the Offer before the date of the notice of change or variation, (ii) the variation consists solely of an increase in the consideration offered for those Class B Shares pursuant to the Offer where the time for deposit is not extended for greater than ten (10) days after the date of the notice of variation, subject to applicable laws, or (iii) the variation consists solely of the waiver of a condition of the Offer) has been given in accordance with Section 8 of the Offer to Purchase, "*Extension and Variation of the Offer*"; or (c) if the Shares have been taken up but not paid for by the Company, within three (3) business days of being taken up.

For a withdrawal to be effective, a written notice of withdrawal must be actually received by the Depositary by the applicable date specified above at its office as set forth in the Letter of Transmittal or Notice of Guaranteed Delivery in respect of the relevant Shares. Any such notice of withdrawal must be signed by or on behalf of the person who signed the Letter of Transmittal or Notice of Guaranteed Delivery in respect of the Shares being withdrawn or, in the case of Shares tendered by a CDS participant through CDSX, be signed by such participant in the same manner as the participant's name is listed on the applicable Book-Entry Confirmation or, in the case of Class B Shares tendered by a DTC participant, be signed by such participant in the same manner as the participant's name is listed on the applicable Agent's Message, and must specify the name of the person who deposited the Shares to be withdrawn, the name of the registered holder, if different from that of the person who deposited such Shares, and the number of Shares to be withdrawn. If the certificates for the Shares deposited pursuant to the Offer have been delivered or otherwise identified to the Depositary, then, prior to the release of such certificates, the depositing Shareholder must submit the serial numbers shown on the particular certificates evidencing the Shares to be withdrawn and the signature on the notice of withdrawal must be guaranteed by an Eligible Institution, except in the case of Shares deposited by an Eligible Institution. **A withdrawal of Shares deposited pursuant to the Offer may only be accomplished in accordance with the foregoing procedure. The withdrawal shall take effect only upon actual receipt by the Depositary of the properly completed and executed written notice of withdrawal.**

A Shareholder who wishes to withdraw Shares under the Offer and who holds Shares through an investment dealer, stock broker, bank, trust company or other nominee should immediately contact such nominee in order to take the necessary steps to be able to withdraw such Shares under the Offer. Participants of CDS or DTC should contact these depositaries with respect to the withdrawal of Shares under the Offer.

All questions as to the form and validity (including time of receipt) of notices of withdrawal will be determined by the Company, in its sole discretion, which determination shall be final and binding. None of the Company, the Depositary or any other person shall be obligated to give any notice of any defects or irregularities in any notice of withdrawal and none of them shall incur any liability for failure to give any such notice.

Any Shares properly withdrawn will thereafter be deemed not deposited for purposes of the Offer. However, withdrawn Shares may be redeposited prior to the Expiration Date by again following the procedures described in Section 5 of the Offer to Purchase, "*Procedure for Depositing Shares*".

If the Company extends the period of time during which the Offer is open, is delayed in its purchase of Class B Shares or is unable to purchase Class B Shares pursuant to the Offer for any reason, then, without prejudice to the Company's rights under the Offer, the Depositary may, subject to applicable law, retain on behalf of the Company all deposited Shares, and such Shares may not be withdrawn except to the extent that depositing Shareholders are entitled to withdrawal rights as described in this Section.

7. CERTAIN CONDITIONS OF THE OFFER

Notwithstanding any other provision of the Offer, the Company shall not be required to accept for purchase, to purchase or, subject to any applicable rules or regulations, to pay for any Class B Shares deposited, and may terminate, cancel or amend the Offer or may postpone the payment for Class B Shares deposited, if, at any time before the payment for any such Class B Shares, any of the following events shall have occurred (or shall have been determined by the Company to have occurred) which, in the Company's sole judgment, acting reasonably, in any such case and regardless of the circumstances, makes it inadvisable to proceed with the Offer or with such acceptance, purchase or payment:

- (a) there is pending or shall have been threatened or taken any action, suit or proceeding by any government or governmental authority or regulatory or administrative agency in any jurisdiction, or by any other person in any jurisdiction, before any court or governmental authority or regulatory or administrative agency in any jurisdiction (i) challenging or seeking to cease trade, make illegal, delay or otherwise directly or indirectly restrain or prohibit the making of the Offer, the acceptance for payment of some or all of the Class B Shares by the Company or otherwise directly or indirectly relating in any manner to or affecting the Offer, or (ii) seeking material damages or that otherwise, in the Company's sole judgment, acting reasonably, has or may have a material adverse effect on the Shares, or the business, income, assets, liabilities, condition or position (financial or otherwise), properties, operations, results of operations or prospects of the Company and its direct or indirect subsidiaries taken as a whole or has impaired or may materially impair the contemplated benefits of the Offer to the Company or otherwise make it inadvisable to proceed with the Offer;
- (b) there shall have been any action or proceeding threatened, pending or taken or approval withheld or any statute, rule, regulation, stay, decree, judgment or order or injunction proposed, sought, enacted, enforced, promulgated, amended, issued or deemed applicable to the Offer or the Company or any of its subsidiaries by or before any court, government or governmental authority or regulatory or administrative agency or any statute, rule or regulation shall become operative or applicable in any jurisdiction that, in the Company's sole judgment, acting reasonably, might directly or indirectly result in any of the consequences referred to in clauses (i) or (ii) of paragraph (a) above or would or might prohibit, prevent, restrict or delay consummation of the Offer or would or might impair the contemplated benefits of the Offer to the Company;
- (c) there shall have occurred (i) any general suspension of trading in, or limitation on prices for, securities on any securities exchange or in the over-the-counter market in Canada or the United States, (ii) the declaration of a banking moratorium or any suspension of payments in respect of banks in Canada, the United States, Tanzania, Jersey, or Mauritius (whether or not mandatory), (iii) a natural disaster or the commencement of a war, armed hostilities, act of terrorism or other international or national calamity directly or indirectly involving Canada, the United States, United Kingdom, Tanzania or any other country or countries bordering it, Jersey, or Mauritius, (iv) any limitation (whether or not mandatory) by any government or governmental authority or regulatory or administrative agency or any other event that, in the Company's sole judgment, acting reasonably, might affect the extension of credit by banks or other lending institutions, (v) any significant decrease, in the Company's sole judgment, acting reasonably, in the market price of the Class B Shares since the close of business on January 27, 2020 (including, without limitation, a decrease in excess of 10% of the market price of the Class B Shares on the TSXV since the close of business on January 27, 2020), (vi) any change in the general political, market, economic or financial conditions that, in the Company's sole judgment, acting reasonably, has or may have a material adverse effect on the Company's or its subsidiaries', taken as a whole, business, operations or prospects or the trading in, or value of, the Class B Shares, or (vii) any decline in any of the

S&P/TSX Composite Index, the Dow Jones Industrial Average or the S&P 500 Index by an amount in excess of 10%, measured from the close of business on January 27, 2020, or (viii) in the case of any of the foregoing existing at the time of the commencement of the Offer, an acceleration or worsening thereof;

- (d) there shall have occurred any change or changes (or any development involving any prospective change or changes) in the business, earnings, assets, liabilities, properties, condition (financial or otherwise), operations, results of operations or prospects of the Company or any of its direct or indirect subsidiaries that, in the Company's sole judgment, acting reasonably, has, have or may have, individually or in the aggregate, material adverse effect with respect to the Company and its direct or indirect subsidiaries taken as a whole;
- (e) any take-over bid or tender or exchange offer with respect to some or all of the securities of Orca, or any merger, amalgamation, arrangement, business combination or acquisition proposal, disposition of assets, or other similar transaction with or involving Orca or any of its affiliates, other than the Offer, or any solicitation of proxies, other than by management, to seek to control or influence the Board of Directors, shall have been proposed, announced or made by any individual or entity;
- (f) the Company shall have determined, in its sole judgment, acting reasonably, that the Purchase Price for a Class B Share exceeds the fair market value of such Class B Share at the time of the acquisition of such Class B Share by the Company pursuant to the Offer, determined without reference to the Offer;
- (g) the Company shall have concluded, in its sole judgment, acting reasonably, that the Offer or the take up and payment for any or all of the Class B Shares by the Company is illegal or not in compliance with applicable law, or that necessary exemptions under applicable securities legislation are not available to the Company for the Offer and, if required under any such legislation, the Company shall not have received the necessary exemptions from or waivers of the appropriate courts or securities regulatory authorities in respect of the Offer, or such exemptions or waivers are rescinded or modified in a manner that is not in form and substance satisfactory to the Company;
- (h) any changes shall have occurred or been proposed to (i) the *Income Tax Act* (Canada) (the "**Tax Act**"), the *Income Tax Act 2004* (Tanzania), or the tax laws, policies, or practices of Canada or Tanzania or their taxation authorities; or (ii) the *Petroleum Act, 2015*, the *Fair Competition Act No.8 of 2003*, or similar legislation, that, in the Company's sole judgment are detrimental to Orca or its direct or indirect subsidiaries taken as a whole or any one or more Shareholders, or with respect to making the Offer or taking up and paying for Class B Shares deposited under the Offer;
- (i) the completion of the Offer subjects the Company to any material tax liability in any jurisdiction;
- (j) Canaccord shall have withdrawn or amended the Liquidity Opinion provided by it in connection with the Offer; or
- (k) the Company reasonably determines that the completion of the Offer and the purchase of the Class B Shares may cause the Class B Shares or Class A Shares to be delisted from the TSXV.

The foregoing conditions are for the sole benefit of the Company and may be asserted by the Company in its sole discretion, acting reasonably, regardless of the circumstances (including any action or inaction by the Company) giving rise to any such conditions, or may be waived by the Company, in its sole discretion, in whole or in part at any time. The failure by the Company at any time to exercise its rights under any of the foregoing conditions shall not be deemed a waiver of any such right; the waiver of any such right with respect to particular facts and other circumstances shall not be deemed a waiver with respect to any other facts and circumstances; and each such right shall be deemed an ongoing right which may be asserted at any time or from time to time. Any determination by the Company concerning the events described in this Section 7 shall be final and binding on all persons.

Any waiver of a condition or the withdrawal of the Offer by Orca shall be deemed to be effective on the date on which notice of such waiver or withdrawal by the Company is delivered or otherwise communicated to the Depository. Orca, after giving notice to the Depository of any waiver of a condition or the withdrawal of the Offer, shall immediately make a public announcement of such waiver or withdrawal and provide or cause to be provided notice of such waiver or withdrawal to the TSXV and the applicable Canadian securities regulatory authorities. If the Offer is withdrawn, the Company shall not be obligated to take up, accept for purchase or pay for any Class B Shares deposited under the Offer, and the Depository will return all certificates for deposited Shares, Letters of Transmittal and Notices of Guaranteed Delivery and any related documents to the parties by whom they were deposited.

8. EXTENSION AND VARIATION OF THE OFFER

The Company expressly reserves the right, in its sole discretion, and regardless of whether or not any of the conditions specified in Section 7 of this Offer to Purchase, "*Certain Conditions of the Offer*" shall have occurred, at any time and from time to time, to vary the terms and conditions of the Offer, including the right to extend the Expiration Date, by giving written notice of the variation to the Depository and by causing the Depository to provide to all registered Shareholders, as soon as practicable thereafter, a copy of the notice of variation in the manner set forth in Section 12 of this Offer to Purchase, "*Notice*". Promptly after giving the notice of variation to the Depository, the Company will make a public announcement of the variation, including any extension to the Expiration Date, and provide or cause to be provided the notice of variation to the TSXV and the applicable Canadian securities regulatory authorities.

Where the terms of the Offer are varied (other than a variation consisting solely of the waiver of a condition of the Offer), the period during which Shares may be deposited pursuant to the Offer shall not expire before a minimum of ten (10) days after the date of the notice of variation, subject to applicable laws. If a variation as set out herein occurs fewer than ten (10) days prior to the Expiration Date, the Company will extend the Expiration Date as necessary to accommodate this 10-day period. During any extension or in the event of any other variation, all Class B Shares previously deposited and not taken up or withdrawn will remain subject to the Offer and may be accepted for purchase by the Company in accordance with the terms of the Offer, subject to Section 6 of this Offer to Purchase, "*Withdrawal Rights*". An extension of the Expiration Date or a variation of the Offer does not constitute a waiver by the Company of its rights in Section 7 of this Offer to Purchase, "*Certain Conditions of the Offer*".

The Company also expressly reserves the right, in its sole discretion, to (a) terminate the Offer and not take up and pay for any Class B Shares not theretofore taken up and paid for upon the occurrence of any of the conditions specified in Section 7 of this Offer to Purchase, "*Certain Conditions of the Offer*", and/or (b) at any time or from time to time, vary the Offer in any respect, including increasing or decreasing the aggregate purchase price for Class B Shares that the Company may purchase or the range of prices it may pay pursuant to the Offer, subject to compliance with applicable Canadian securities legislation.

Any such extension, delay, termination or variation will be followed promptly by a public announcement. Without limiting the manner in which the Company may choose to make any public announcement, except as provided by applicable law, the Company shall have no obligation to publish, advertise or otherwise communicate any such public announcement other than by making a release through a widely circulated news wire service.

9. TAKING UP AND PAYMENT FOR DEPOSITED SHARES

Upon the terms and provisions of the Offer (including proration) and subject to and in accordance with applicable securities laws, the Company will take up and pay for Class B Shares properly deposited under the Offer (including any Class B Shares issued on the conversion of Class A Shares that have been properly deposited under the Offer) in accordance with the terms thereof as soon as reasonably practicable after the Expiration Date, but in any event not later than ten (10) days after the Expiration Date, subject to applicable laws, provided that the conditions of the Offer (as the same may be varied) have been satisfied or waived. Any Class B Shares taken up will be paid for as soon as reasonably practicable, but in any event no later than three (3) business days after they are taken up, subject to the ten (10) day limit for taking up and paying for Class B Shares discussed above, in accordance with applicable Canadian securities laws.

For the purpose of the Offer, the Company will be deemed to have taken up and accepted for payment validly tendered Class B Shares having an aggregate Purchase Price not exceeding C\$50,000,000 if, as and when the Company gives written notice or other communication confirmed in writing to the Depositary to that effect.

The Company reserves the right, in its sole discretion, to delay taking up or paying for any Class B Shares or to terminate the Offer and not take up or pay for any Class B Shares upon the occurrence of any of the conditions specified in Section 7 of this Offer to Purchase, "*Certain Conditions of the Offer*" by giving written notice thereof or other communication confirmed in writing to the Depositary. The Company also reserves the right, in its sole discretion and notwithstanding any other condition of the Offer, to delay taking up and paying for Class B Shares in order to comply, in whole or in part, with any applicable law.

In the event of proration of Class B Shares deposited pursuant to the Offer, the Company will determine the proration factor and pay for those deposited Class B Shares accepted for payment as soon as reasonably practicable after the Expiration Date and subject to the ten (10) day limit for taking up and paying for Class B Shares discussed above. However, the Company does not expect to be able to announce the final results of any such proration until approximately three (3) business days after the Expiration Date.

Certificates for all Class B Shares not purchased, including Class B Shares not purchased due to proration, will be returned (in the case of certificates representing Class B Shares all of which are not purchased), or replaced with new certificates representing the balance of Class B Shares not purchased (in the case of certificates representing Class B Shares of which less than all are purchased), as soon as practicable after the Expiration Date or termination of the Offer without expense to the depositing Shareholder.

The Company will pay for Class B Shares taken up under the Offer by providing the Depositary with sufficient funds (by bank transfer or other means satisfactory to the Depositary) for transmittal to depositing Shareholders. Receipt of such funds by the Depositary will be deemed to constitute receipt of payment thereof by Shareholders depositing Shares. **Under no circumstances will interest accrue or be paid by the Company or the Depositary on the Purchase Price of the Class B Shares purchased by the Company, regardless of any delay in making such payment or otherwise.**

Depositing Shareholders will not be obligated to pay brokerage fees or commissions to the Company or the Depositary. However, Shareholders are cautioned to consult with their own brokers or other intermediaries to determine whether any fees or commissions are payable to their brokers or other intermediaries in connection with a deposit of Class B Shares pursuant to the Offer. Orca will pay all fees and expenses of the Depositary in connection with the Offer.

The Depositary will act as agent of persons who have properly deposited Class B Shares under the Offer and have not properly withdrawn them, for the purposes of receiving payment from the Company and transmitting payment to such persons. Receipt by the Depositary from Orca of payment for such Class B Shares will be deemed to constitute receipt of payment by persons depositing Class B Shares.

The settlement with each Shareholder who has deposited Class B Shares under the Offer will be effected by the Depositary by forwarding a cheque, representing the cash payment (subject to applicable withholding taxes, if any) for such Shareholder's Class B Shares taken up under the Offer. The cheque will be issued in the name of the person as specified by properly completing the appropriate box in the Letter of Transmittal. Unless the depositing Shareholder instructs the Depositary to hold the cheque for pick-up by checking the appropriate box in the Letter of Transmittal, the cheque will be forwarded by first class mail, postage prepaid, to the payee at the address specified in the Letter of Transmittal. If no such address is specified, the cheque will be sent to the address of the depositing Shareholder as it appears in the registers maintained in respect of the Class B Shares. Cheques mailed in accordance with this paragraph will be deemed to have been delivered at the time of mailing.

All Class B Shares purchased by the Company pursuant to the Offer will be cancelled.

Each registered Shareholder who has tendered Shares under the Offer will receive payment of the Purchase Price for purchased Class B Shares in Canadian dollars, unless such Shareholder exercises the applicable election in the Letter of Transmittal to use the Depositary's currency exchange services to convert payment of the Purchase Price of the

tendered Shares into United States dollars as described below. There is no additional fee payable by Shareholders who elect to use the Depositary's currency exchange services.

Each non-registered or beneficial Shareholder who has tendered Shares under the Offer will receive payment of the Purchase Price for purchased Class B Shares in Canadian dollars, unless such non-registered Shareholder contacts the intermediary in whose name such Shareholder's Shares are registered and requests that the intermediary make an election on its behalf to receive the Purchase Price in United States dollars as described below.

The exchange rate that will be used to convert payments from Canadian dollars into United States dollars will be the rate available from the Depositary, in its capacity as foreign exchange service provider, on the date on which the funds are converted, which rate will be based on the prevailing market rate on such date. The risk of any fluctuations in such rates, including risks relating to the particular date and time at which funds are converted, will be borne solely by the Shareholder. The Depositary will act as principal in such currency conversion transactions.

10. PAYMENT IN THE EVENT OF MAIL SERVICE INTERRUPTION

Notwithstanding the provisions of the Offer, cheques in payment for Class B Shares purchased under the Offer and certificates for any Class B Shares or Class A Shares to be returned will not be mailed if the Company determines that delivery by mail may be delayed. Persons entitled to cheques or certificates that are not mailed for this reason may take delivery at the office of the Depositary at which the deposited certificates for the Shares were delivered until the Company has determined that delivery by mail will no longer be delayed. Orca will provide notice, in accordance with Section 12 of this Offer to Purchase, "*Notice*" of any determination not to mail under this Section 10 as soon as reasonably practicable after such determination is made.

11. LIENS AND DIVIDENDS

Class B Shares acquired pursuant to the Offer shall be acquired by the Company free and clear of all liens, charges, encumbrances, security interests, claims, restrictions and equities whatsoever, together with all rights and benefits arising therefrom, provided that any dividends or distributions that may be paid, issued, distributed, made or transferred on or in respect of such Class B Shares to Shareholders of record on or prior to the date upon which the Class B Shares are taken up and paid for under the Offer shall be for the account of such Shareholders. Each Shareholder of record on that date will be entitled to receive that dividend or distribution whether or not such Shareholder deposits Class B Shares pursuant to the Offer.

12. NOTICE

Without limiting any other lawful means of giving notice, any notice to be given by the Company or the Depositary under the Offer will be deemed to have been properly given if it is mailed by first-class mail, postage prepaid, to the registered holders of Shares at their respective addresses as shown on the share registers maintained in respect of the Shares and will be deemed to have been received on the first business day following the date of mailing. These provisions apply despite (a) any accidental omission to give notice to any one or more Shareholders, and (b) an interruption of mail service following mailing. In the event of an interruption of mail service following mailing, the Company will use reasonable efforts to disseminate the notice by other means, such as publication. If post offices are not open for deposit of mail, or there is reason to believe there is or could be a disruption in all or any part of the postal service, any notice which the Company or the Depositary may give or cause to be given under the Offer will be deemed to have been properly given and to have been received by Shareholders if it is issued by way of a news release and if it is published once in *The Globe and Mail* or the National Post and in a French language daily newspaper of general circulation in the Province of Quebec.

13. OTHER TERMS

No broker, dealer or other person has been authorized to give any information or to make any representation on behalf of the Company other than as contained in the Offer, and, if any such information or representation is given or made, it must not be relied upon as having been authorized by the Company.

Shareholders should carefully consider the income tax consequences of accepting the Offer. See Section 12 of the Circular, "*Income Tax Considerations*".

The Offer and all contracts resulting from the acceptance thereof shall be governed by and construed in accordance with the laws of the Province of Alberta and the laws of Canada applicable therein.

The Company, in its sole discretion, shall be entitled to make a final and binding determination of all questions relating to the interpretation of the Offer, the validity of any acceptance of the Offer and the validity of any withdrawals of Class B Shares. The Offer is not being made to, and deposits of Class B Shares will not be accepted from or on behalf of, Shareholders residing in any jurisdiction in which the making of the Offer or the acceptance thereof would not be in compliance with the laws of such jurisdiction. Orca may, in its sole discretion, take such action as it may deem necessary to make the Offer in any such jurisdiction and extend the Offer to Shareholders in any such jurisdiction.

The accompanying Circular, together with this Offer to Purchase, constitutes the issuer bid circular required under Canadian provincial securities legislation applicable to Orca with respect to the Offer.

The accompanying Circular contains additional information relating to the Offer.

DATED January 28, 2020 at Calgary, Alberta.

Orca Exploration Group Inc.

By: (signed) "Nigel Friend"
Nigel Friend
Chief Executive Officer and Director

ISSUER BID CIRCULAR

This Circular is being furnished in connection with the Offer by Orca to purchase for cancellation a number of Class B Shares for an aggregate purchase price not exceeding C\$50,000,000 at a Purchase Price of not less than C\$6.50 per Class B Share and not more than C\$7.50 per Class B Share. Terms defined in the Offer to Purchase and not otherwise defined herein have the same meaning in this Circular. The terms and conditions of the Offer to Purchase, Letter of Transmittal and the Notice of Guaranteed Delivery are incorporated into and form part of this Circular. Reference is made to the Offer to Purchase for details of its terms and conditions.

1. ORCA EXPLORATION GROUP INC.

General

The Company was incorporated under the BVI Business Companies Act, 2004 on April 28, 2004 under the name East Coast Energy Corporation with company number 594335. On February 2, 2007, the Company changed its name to Orca Exploration Group Inc. The Company's head and registered office is located as Vistra Corporate Services Centre, Wickhams Cay II, Road Town, Tortola, British Virgin Islands, VG1110.

Additional Information

Orca is subject to the information and reporting requirements of Canadian securities laws, and the rules of the TSXV, and in accordance therewith files periodic reports and other information with certain securities regulatory authorities in Canada and the TSXV relating to its business, financial condition and other matters. Shareholders may access documents on the Company's profile on the SEDAR website at www.sedar.com.

Risk Factors

Before making an investment decision to accept or reject the Offer, Shareholders should consider and read carefully the risks and uncertainties described under the heading "Risk Factors" in the Company's material change report dated January 24, 2020, together with all of the other information contained in the Offer and the Company's other disclosure documents and any reports, statements or other information that Orca files with the securities regulatory authorities in each of the provinces of Canada, copies of which can be accessed on Orca's website at www.orcaexploration.com and under Orca's issuer profile at www.sedar.com (the "Risk Factors"). If any of the risks and uncertainties described in the Risk Factors actually occurs, Orca's business, business prospects, financial condition, results of operations or cash flows could be materially adversely affected. The risks and uncertainties described in the Risk Factors are not the only ones that Orca faces. Also, certain risks and uncertainties described in the Risk Factors are not ones that Orca currently faces but, rather, ones that may affect Orca's business in the future to the extent that Orca executes on its strategy to acquire and develop a sustainable, integrated gas business elsewhere in Africa. Additional risks not currently known to Orca or that Orca currently deems immaterial may also adversely affect the Company.

2. AUTHORIZED CAPITAL

The Company's authorized share capital consists of a maximum of 250,000,000 shares without par value divided into 50,000,000 Class A Shares of no par value, 100,000,000 Class B Shares of no par value and 100,000,000 First Preferred Shares of no par value ("**Preferred Shares**"). As at January 27, 2020, 1,750,567 Class A Shares, 32,557,185 Class B Shares and no Preferred Shares were issued and outstanding. The Class B Shares are "restricted securities" within the meaning of such term under applicable Canadian securities laws.

Class A Common Voting Shares

The holders of Class A Shares are entitled to 20 votes in respect of each Class A Share at meetings of the holders of Class A Shares, to receive dividends if, as and when declared by the directors and, subject to the rights of holders of any other class of shares entitled to receive assets of the Company in priority or rateably with the holders of Class A Shares, to participate rateably with the holders of Class B Shares in any distribution of the assets of the Company in

the event of liquidation, dissolution or winding-up of the Company. The Class A Shares are convertible at any time at the option of the holder into Class B Shares on a one-for-one basis.

Class B Subordinate Voting Shares

The holders of Class B Shares are entitled to one vote in respect of each Class B Share at meetings of the holders of Class B Shares, to receive dividends if, as and when declared by the directors and, subject to the rights of holders of any other class of shares entitled to receive assets of the Company in priority or rateably with the holders of Class B Shares, to participate rateably with the holders of Class A Shares in any distribution of the assets of the Company in the event of the liquidation, dissolution or winding-up of the Company.

Subject to the terms and conditions of conversion specified in the memorandum of association and articles of association of the Company, the Class B Shares are convertible into Class A Shares on a one for one basis if an offer is made to purchase Class A Shares that: (i) must, by reason of applicable securities legislation or the requirements of a stock exchange on which the Class A Shares are listed, be made to all or substantially all of the holders of Class A Shares; and (ii) is not made concurrently with an offer to purchase Class B Shares that is identical to the offer to purchase Class A Shares and that has no condition attached other than the right not to take up and pay for shares tendered if no shares are purchased pursuant to the offer for Class A Shares. The conversion right does not come into effect under certain events specified in the memorandum of association of the Company, including, without limitation, the prior delivery to the Company's transfer agent and to the Secretary of the Company of a certificate signed by one or more Shareholders owning more than 50% of the then outstanding Class A Shares.

Based on the number of Shares issued and outstanding as at January 27, 2020, the Class B Shares represented approximately 94.9% of the Company's total issued and outstanding Shares (representing 48.18% of the aggregate voting rights attached to Orca's securities) and the Class A Shares represented approximately 5.1% of the Company's total issued and outstanding Shares (representing 51.82% of the aggregate voting rights attached to Orca's securities).

3. PURPOSE AND EFFECT OF THE OFFER

The Board of Directors believes that the purchase of Class B Shares is in the best interests of the Company and its Shareholders, and permits the Company to return up to C\$50,000,000 of capital to Shareholders who elect to tender their Shares while at the same time increasing the equity ownership of Shareholders who elect not to tender.

After giving effect to the Offer, the Company will continue to have sufficient financial resources and working capital to conduct its ongoing business and operations and the Offer is not expected to preclude the Company from pursuing its foreseeable business opportunities or the future growth of its business.

As of January 27, 2020, there were 32,557,185 Class B Shares and 1,750,567 Class A Shares issued and outstanding. Accordingly, the Offer is for approximately 22.4% of the total number of issued and outstanding Shares if the Purchase Price is determined to be C\$6.50 (which is the minimum price per Class B Share under the Offer) or approximately 19.4% of the total number of issued and outstanding Shares if the Purchase Price is determined to be C\$7.50 (which is the maximum price per Class B Share under the Offer). Assuming that the Offer is fully subscribed, the effect of the Offer would be to increase the equity ownership of each Shareholder who does not tender any Shares to the Offer by 28.9% if the Purchase Price is determined to be C\$6.50 (which is the minimum price per Class B Share under the Offer) or 24.1% if the Purchase Price is determined to be C\$7.50 (which is the maximum price per Class B Share under the Offer).

As of January 27, 2020, Shaymar Limited ("**Shaymar**") holds 59.5% of the aggregate voting rights attached to the Class A Shares and Class B Shares. Assuming that the Offer is fully subscribed and that all 1.7 million Class B Shares Shaymar intends to tender to the Offer are taken up, the effect of the Offer would be to increase the voting rights of Shaymar to 64.4% of the aggregate voting rights attached to the Class A Shares and Class B Shares if the Purchase Price is determined to be C\$6.50 (which is the minimum price per Class B Share under the Offer) or 63.3% of the aggregate voting rights attached to the Class A Shares and Class B Shares if the Purchase Price is determined to be C\$7.50 (which is the maximum price per Class B Share under the Offer). Additionally, any proration applied to the take up of Shaymar's Shares would serve to further increase Shaymar's pro rata voting interest.

Class B Shares acquired by the Company pursuant to the Offer will be cancelled.

Canadian securities laws prohibit the Company, persons acting jointly or in concert with the Company, control persons of the Company, or persons acting jointly or in concert with control persons of the Company from acquiring, or making or entering into an agreement, commitment or understanding to acquire, or selling, or making or entering into an agreement, commitment or understanding to sell, any Class B Shares, or securities that are convertible into Class B Shares (which would include Class A Shares), beginning on the day of the announcement the intention to make the bid until the Expiration Date. Further, Canadian securities laws prohibit the Company, persons acting jointly or in concert with the Company, control persons of the Company, or persons acting jointly or in concert with control persons of the Company from acquiring or offering to acquire beneficial ownership of any Class B Shares, other than pursuant to the Offer, for a period beginning on the Expiration Date and ending at the end of the 20th business day after the Expiration Date, except, in the case of acquisitions during the period following the Expiration Date, pursuant to certain acquisitions effected in the normal course on a published market where certain conditions have been satisfied or as otherwise permitted by applicable law.

Subject to applicable law, the Company may in the future purchase additional Class B Shares on the open market, in private transactions, through issuer bids or otherwise. Any such purchases may be on the same terms or on terms that are more or less favourable to Shareholders than the terms of the Offer. Any possible future purchases by the Company will depend on many factors, including the market price of the Class B Shares, the Company's business and financial position, the results of the Offer and general economic and market conditions.

Background to the Offer

The Offer is the result of a thorough review of the options available to the Company to maximize shareholder value. The following is a summary of the political, business and market environment in which Orca operates, which informed the Special Committee and Board of Directors' deliberations, as well as the principal events leading to the establishment of the Special Committee, the outcome of Orca's strategic review process and the Offer.

Political, business and market environment

Orca's principal operating asset is an interest in a Production Sharing Agreement ("**PSA**") with the Tanzanian Production Development Corporation ("**TPDC**") and the Government of Tanzania ("**GoT**") in the United Republic of Tanzania. The PSA covers the production and marketing of certain gas from the Songo Songo Development Licence Area offshore Tanzania.

While Tanzania is a politically stable and peaceful country, as well as a regional leader in East Africa, there are concerns about long-term prospects for foreign direct investment in the country as a result of recently adopted GoT policies. For example, the GoT has passed a series of laws directed at the natural resources sector in Tanzania, which, among other things, are directed at removing rights of foreign investors to international arbitration and giving the Tanzanian Parliament the unilateral right to rewrite undefined "unconscionable" contracts without any review or oversight of the Tanzanian courts. These and other GoT initiatives, have resulted in a challenging business environment for Orca to operate and continue to invest.

Notwithstanding this environment, it is expected that there will continue to be strong demand for Orca's natural gas through to the end of the PSA on October 11, 2026 driven by the installation of new gas fired generation capacity and increased consumption from Tanzania's existing industrial base. Beginning in the fourth quarter of 2018, the Company began delivering and selling gas through the recently completed National Natural Gas Infrastructure (the "**NNGI**") which allowed the Company to increase gas deliveries significantly. In June 2019, PanAfrican Energy Tanzania Limited ("**PAET**") completed the installation of a refrigeration unit on the Songas Limited ("**Songas**") gas processing facility. The addition of the refrigeration unit increased the volumes that can be transported from the field to Dar es Salaam through the Songas facilities to 95 MMscfd. On May 29, 2019, Orca announced that PAET had entered into a new long-term Gas Sales Agreement with TPDC for the supply of up to 20 MMscfd of natural gas to the NNGI where the gas will be processed and transported to Dar es Salaam, primarily for power generation.

Strong operational and financial performance, coupled with Tanzania Electric Supply Company Limited (TANESCO) making excess payments over sales invoiced for long-term arrears, resulted in Orca building cash beginning in 2018 and continuing into 2019. As at December 31, 2018, Orca had cash and cash equivalents of US\$64.7 million, investment in short-term bonds of US\$66.8 million and working capital of US\$84.2 million.

Beginning in February 2019, Swala Oil & Gas (Tanzania) PLC ("**Swala**") submitted a series of non-binding proposals for a transaction that would result in Swala acquiring Orca. On May 31, 2019, Orca announced that the Board of Directors had unanimously rejected Swala's latest proposal to acquire Orca. Orca became aware that Swala was discussing the details of its proposals with certain Shareholders and decided to issue a news release to ensure details of the proposals, and the Board of Directors' view of them, were generally disseminated to the market.

During 2019, the Company began building-out its business development team and capabilities and evaluated several investment opportunities outside of Tanzania.

Through-out this period, the Board of Directors engaged in discussions with several major Shareholders on Swala's proposals and their views of the future direction of Orca and its capital allocation priorities. Many of these shareholders communicated their view to the Board of Directors that Orca should actively engage with Swala on its proposals, return a material portion of Orca's excess cash to Shareholders or both.

On May 29, 2019, the Board of Directors appointed Ms. Linda Beal and Mr. Jay Lyons to the Board of Directors.

On June 10, 2019, Orca announced that it would commence a normal course issuer bid (the "**NCIB**") commencing on June 14, 2019 for up to 1.0 million Class B Shares.

Strategic review process

Given the uncertainties associated with the Company's Tanzanian business, its cash position, Swala's efforts to complete a transaction with Orca, and the competing views of certain of Orca's major shareholders and other stakeholders of the Company, the Board of Directors determined that it was in the best interests of the Company and its shareholders that the Board of Directors form a special committee of independent directors (the "**Special Committee**") to review strategic alternatives that might be available to the Company to maximize shareholder value.

On July 25, 2019, the Board of Directors constituted the Special Committee with Ms. Linda Beal and Mr. Jay Lyons as its initial members. The Board of Directors mandated the Special Committee to review strategic alternatives that might be available to the Company to maximize shareholder value, including a substantial issuer bid, a secondary listing of the Company's shares on another exchange, a reorganization of the Company's share capital, a secondary offering of the Company's outstanding shares, and the acquisition of the Company or other arrangement, merger transaction or business combination with another company resulting in asset and/or jurisdiction diversification and a larger, more liquid market, for the equity of the combined company. In carrying out its responsibilities, the Special Committee was given a broad mandate to consider such other matters as in its judgment were relevant to the discharge of its responsibilities, to make such inquiries and take such actions as it may in its discretion consider necessary or advisable for the proper discharge of its responsibilities and to determine in its sole discretion whether and when its responsibilities under its mandate had been performed and were at an end.

To assist it in discharging its mandate, the Special Committee engaged Burnet, Duckworth & Palmer LLP ("**BD&P**"), Orca's legal counsel, as its principal legal advisor, and other law firms in the British Virgin Islands, the United States and Tanzania for legal advice on matters relevant to the Special Committee's mandate. The Special Committee also engaged RBC Dominion Securities Inc. ("**RBC**"), a member company of RBC Capital Markets, as its financial advisor with respect to the Special Committee's strategic alternatives process.

On September 3, 2019, the Board of Directors appointed Mr. David W. Ross as Chair of the Board of Directors and appointed Ms. Frannie Leautier, Mr. Ebbie Haan and Ms. Carole Wainaina to the Board of Directors whereafter Messrs. William Smith and Glenn Gradeen stepped down from the Board of Directors. Concurrent with his appointment to the Board of Directors, the Board of Directors appointed Mr. Haan a member of the Special Committee.

On October 17, 2019, the Company engaged Canaccord to prepare and provide the Liquidity Opinion, if requested by the Special Committee.

On October 18, 2019, Orca announced that it completed the NCIB. Under the NCIB, Orca repurchased 933,028 Class B Shares at a weighted average price of C\$6.43 per share for aggregate consideration of approximately C\$6.0 million.

From September 5, 2019 to November 27, 2019, the Special Committee met in person and by telephone on 26 separate occasions to deliberate and review potential alternatives that might be available to the Company. During that time, RBC engaged with Swala's management, financial advisor, and financing sources to understand the details and plan outlined in Swala's proposal and then reported the outcomes of those meetings to the Special Committee on a regular basis. In the course of its evaluation, the Special Committee determined, in consultation with its financial and legal advisors, that a secondary listing of the Company's shares on another exchange, a reorganization of the Company's share capital, a secondary offering of the Company's outstanding shares, and the acquisition of the Company were either not available to the Company at that time or were not value enhancing or otherwise not in the best interests of the Company or its Shareholders at that time.

Having evaluated and eliminated certain of the alternatives it was mandated to consider, the Special Committee focused its evaluation on alternatives to return capital to shareholders and, in conjunction with Orca's management, the development of a new strategy for the Company focused on becoming one of the leading African developers and operators of natural gas resources for domestic consumption. In that regard, Orca's management, under the direction and supervision of the Special Committee, evaluated a number of potential investment opportunities.

During the week of November 25, 2019, Ms. Beal and Mr. Lyons spoke with several major Shareholders to receive their views on Orca's strategic direction and capital allocation priorities.

On November 26, 2019, the Special Committee met with its advisors and Orca's management to review and discuss the Special Committee and RBC's review of alternatives available to the Company.

On November 27, 2019, the Special Committee and its advisors met with the Board of Directors to present the results of the Special Committee's review. Ms. Beal and Mr. Lyons reported on their discussions with certain major Shareholders to the Board of Directors. The opportunities, risks and uncertainties associated with the proposed new strategy for the Company were discussed. Following that discussion, it was determined that the Special Committee and Board of Directors would meet again with Orca's management to further consider and evaluate, among other things, the proposed new strategy for the Company.

The Special Committee and Board of Directors then met again with Orca's management on December 18 and 20, 2019, respectively, to discuss a substantial issuer bid and a new strategic direction for the Company. At that meeting, the Board of Directors and management refined their thinking on the new strategic direction and potential investment opportunities under evaluation whereafter the Board of Directors authorized management, together with the legal and financial advisors to the Company, to finalize terms and conditions and documents for a substantial issuer bid for the Special Committee and Board of Directors' consideration.

On January 17, 2020, the Special Committee and its legal advisors met with Canaccord to understand the factual basis to support Orca's reliance on the "liquid market exemption" specified in MI 61-101 from the requirement to obtain a formal valuation applicable to a potential substantial issuer bid and to discuss Canaccord's preliminary opinion at that time. At that meeting, the Special Committee also reviewed and discussed a strategy position paper prepared by management and agreed to recommend that the Board of Directors approve the proposal.

On January 23, 2020, the Special Committee and Board of Directors met to receive the Special Committee's recommendations and advice of its legal and financial advisors. The Board of Directors, on the recommendation of the Special Committee, and having carefully considered alternatives, and after consulting with Orca's financial and legal advisors, unanimously determined, that it would be in the best interests of the Company and the Shareholders to continue operating as an independent company with a view to enhancing value to its shareholders through a balanced approach, focused on:

- (a) the return of retained cash to shareholders in the form of share repurchases and/or dividends;
- (b) the continued value maximization and monetization of the Company's rights to develop the Songo Songo natural gas field in Tanzania; and
- (c) strategic reinvestment utilizing the Company's core competency to develop a sustainable, integrated gas business in Africa with accretive returns.

At that meeting, the Board of Directors was advised that Shaymar intended to tender 1.7 million Class B Shares to the Offer. The Board of Directors, on the recommendation of the Special Committee, having carefully considered the proposed terms of the Offer and consulting with Orca's financial and legal advisors, then unanimously approved the proposed terms of the Offer (other than Mr. David W. Ross who abstained from voting on the Offer) and unanimously approved the draft forms of the Offer to Purchase, the Circular, the Letter of Transmittal and the Notice of Guaranteed Delivery. The Board of Directors' approval was made subject to final approval of the forms of the Offer to Purchase, the Circular, the Letter of Transmittal and the Notice of Guaranteed Delivery, the pricing and other terms as determined by a committee of the Board of Directors (the "**Bid Committee**"), consisting of Mr. Jay Lyons, and Mr. Nigel Friend, pursuant to authority and parameters delegated by the Board of Directors.

In evaluating the Offer, and determining that it would be in the best interests of the Company and the Shareholders, the Special Committee and the Board of Directors gave careful consideration to a number of factors, including, without limitation, the following:

- (a) that the recent trading price range of the Class B Shares is not considered to be fully reflective of the value of the Company's business and future prospects, consequently the repurchase of Class B Shares represents an attractive investment and an appropriate and desirable use of available funds;
- (b) after giving effect to the Offer, the Company will continue to have sufficient financial resources and working capital to conduct its ongoing business and operations and the Offer is not expected to preclude Orca from pursuing its foreseeable business opportunities or the future growth of the Company's business;
- (c) the views of several major Shareholders, including Shaymar (in consultation with Mr. Ross in his capacity as protector of the W. David Lyons (2008) Settlement), that Orca should return a material portion of Orca's excess cash to Shareholders;
- (d) the success of the NCIB indicating that many of the Shareholders are seeking liquidity;
- (e) the Offer provides Shareholders with an opportunity to realize on all or a portion of their investment in the Company;
- (f) the deposit of Class B Shares under the Offer is optional, the option is available to all Shareholders, and all Shareholders are free to accept or reject the Offer;
- (g) Shareholders wishing to tender Class B Shares may do so pursuant to Auction Tenders or Purchase Price Tenders;
- (h) the stated intentions of Shaymar to tender 1.7 million Class B Shares and the implications thereof;
- (i) the Offer provides Shareholders who are considering the sale of all or a portion of their Class B Shares with the opportunity to sell such Class B Shares for cash without the usual transaction costs associated with market sales;
- (j) the Offer is not conditional on any minimum number of Class B Shares being deposited;

- (k) Shareholders who do not deposit their Class B Shares under the Offer will realize an increase in their equity ownership in the Company to the extent that Class B Shares are purchased by the Company pursuant to the Offer;
- (l) the advice of the Company's financial advisor, RBC, in respect of the Offer;
- (m) the Liquidity Opinion from Canaccord regarding the liquidity of the market for the Class B Shares as at the time that the Offer was publicly announced and after completion of the Offer; and
- (n) the fact that it is reasonable to conclude that, based solely on the Liquidity Opinion, following the completion of the Offer in accordance with its terms, there will be a market for holders of Class B Shares who do not tender to the Offer that is not materially less liquid than the market that existed at the time of the making of the Offer (see "*Liquidity of Market*" below).

The foregoing summary of the factors considered by the Special Committee and the Board of Directors is not, and is not intended to be, exhaustive. In view of the variety of factors and the amount of information considered in connection with its determination to proceed with the Offer, the Special Committee and the Board of Directors did not find it practical to, and did not, quantify or otherwise attempt to assign any relative weight to each specific factor considered in reaching their conclusions.

On January 27, 2020, the Bid Committee reviewed the Liquidity Opinion, as set forth in Schedule A, and together with its financial advisor, reviewed potential terms of the Offer, and, following such review, Mr. Lyons and Mr. Friend, determined the specific price range and final terms for the Offer and approved the forms of the Offer to Purchase, the Circular, the Letter of Transmittal and the Notice of Guaranteed Delivery.

None of Orca, its Special Committee, or its Board of Directors makes any recommendation to any Shareholder as to whether to deposit or refrain from depositing Shares under the Offer, whether the Shareholders should elect an Auction Tender or a Purchase Price Tender, or as to the purchase price or purchase prices at which the Shareholders should tender Shares under the Offer. Shareholders are urged to carefully evaluate all information in the Offer, consult their own financial, legal, investment and tax advisors and make their own decisions as to whether to deposit Shares under the Offer, and, if so, how many Shares to deposit and the price or prices at which to tender. See Section 12 of this Circular, "*Income Tax Considerations*".

Notwithstanding the foregoing considerations, before making any decision to tender or not tender Shares to the Offer, Shareholders should carefully consider the risks associated with the Company's business, including the risks described in the Company's material change report dated January 24, 2020, a copy of which can be accessed on the Company's website at www.orcaexploration.com and under its issuer profile at www.sedar.com, and the risks and uncertainties impacting Orca's business as described from time to time in the Company's other periodic filings with Canadian securities regulators.

Liquidity of Market

As at January 27, 2020, there were 32,557,185 Class B Shares issued and outstanding, of which 27,115,825 Class B Shares comprise the public float, which excludes Class B Shares beneficially owned, or over which control or direction is exercised, by "related parties" of the Company and Class B Shares that are not "freely tradeable" (each as defined in MI 61-101) (the "**public float**"). The maximum number of Class B Shares that the Company is offering to purchase pursuant to the Offer, if the Purchase Price is determined to be C\$6.50 (being the minimum price per Class B Share under the Offer), represents approximately 23.6% of the Class B Shares outstanding as at January 27, 2020. If the Company purchases such maximum number of Class B Shares, there will be approximately 24,864,878 Class B Shares outstanding following completion of the Offer (assuming for such purposes that no Class A Shares converted and taken up under the Offer).

Orca is relying on the "liquid market exemption" specified in MI 61-101 from the requirement to obtain a formal valuation applicable to the Offer. Accordingly, the valuation requirements of securities regulatory authorities in Canada applicable to issuer bids generally are not applicable in connection with the Offer.

There is a "liquid market" for the Class B Shares, as such term is defined in MI 61-101, as of the date of making of the Offer because:

- (a) There is a published market for the Class B Shares (i.e., the TSXV); and
- (b) Orca has received the Liquidity Opinion of Canaccord in accordance with section 1.2(1)(b) of MI 61-101 confirming that, as at the date of the Liquidity Opinion, being the date that the Offer was publicly announced, a liquid market for the Class B Shares exists. Based on the maximum number of Class B Shares that may be purchased under the Offer and the other considerations set out in the Liquidity Opinion, the Liquidity Opinion also provides that, as at the date of the Liquidity Opinion, being the date of the Offer, it is reasonable to conclude that, following the completion of the Offer in accordance with its terms, there will be a market for holders of the Class B Shares who do not participate in the Offer that is not materially less liquid than the market that existed at the time of the making of the Offer. A copy of the Liquidity Opinion is attached hereto as Schedule A.

Accordingly, the valuation requirements of securities regulatory authorities in Canada applicable to issuer bids generally are not applicable in connection with the Offer.

Disclosure Regarding Canaccord

Engagement of Canaccord

Canaccord was formally engaged by the Special Committee through an agreement between the Company and Canaccord dated as of October 17, 2019 (the "**Engagement Agreement**"). The terms of the Engagement Agreement provide that Canaccord is to be paid a fixed fee for the preparation and delivery of the Liquidity Opinion, no part of which is contingent upon the completion or success of the Offer or the conclusions of the Liquidity Opinion and notwithstanding that the Liquidity Opinion may be subsequently amended, supplemented or withdrawn in accordance with the Engagement Agreement. In addition, Canaccord is to be reimbursed for its reasonable out-of-pocket expenses and to be indemnified by the Company in certain circumstances. The Board of Directors does not believe that the compensation paid for the services provided in any way interfered with Canaccord's independence

Credentials of Canaccord

The Board of Directors has determined that Canaccord is qualified to produce the Liquidity Opinion. The Special Committee selected Canaccord based on Canaccord's qualifications, expertise and reputation and its knowledge of the business and affairs of Orca. Canaccord is an independent investment bank providing a full range of corporate finance, merger and acquisition, financial restructuring, sales and trading, and equity research services. Canaccord has professionals and offices across Canada, as well as the United States, Europe, Australia and China. The Liquidity Opinion is the opinion of Canaccord and the form and content of the Liquidity Opinion was reviewed and approved for release by a committee of its managing directors, each of whom is experienced in merger, acquisition, divestiture and liquidity opinion matters. The Liquidity Opinion is not a recommendation to any Shareholder as to whether to tender or refrain from tendering Shares under the Offer. Shareholders should read the Liquidity Opinion in its entirety. See Schedule A to this Circular.

Independence of Canaccord

The Board of Directors has determined that Canaccord is independent from Orca for the purposes of MI 61-101, based on the elements regarding their independence noted in the Liquidity Opinion, together with the following in mind:

- (a) neither Canaccord nor any of its affiliated entities is an issuer insider, associated entity or affiliated entity of the Company or any control person (as such terms are defined in MI 61-101) (each an "**Interested Party**"). Neither Canaccord nor any of its affiliates has acted as a lead or co-lead underwriter or provided any valuation or financial advisory services to an Interested Party within the past two years, other than pursuant to the Engagement Agreement, or had a material financial

interest in any transaction involving an Interested Party. Neither Canaccord nor any of its affiliates has a material financial interest in the completion of the Offer; and

- (b) Canaccord acts as a trader and dealer, both as principal and agent, in major financial markets and, as such, may have had and may in the future have positions in the Shares or other securities of the Company, or any of its associates or affiliates and, from time to time, may have executed or may execute transactions on behalf of such companies or clients for which it received or may receive compensation. As an investment dealer, Canaccord conducts research on securities and may, in the ordinary course of its business, provide research reports and investment advice to its clients on investment matters, including with respect to the Company or the Offer. It is possible that, in the normal course of business, certain employees of Canaccord currently own, or may have owned, securities of the Company.

Additional Securities Law Considerations

Orca is a reporting issuer (or the equivalent thereof) in the provinces of British Columbia, Alberta and New Brunswick, and the Class B Shares are listed on the TSXV. Orca believes that the purchase of Class B Shares pursuant to the Offer will not result in: (i) Orca ceasing to be a reporting issuer in any jurisdiction in Canada, or (ii) the Class B Shares being delisted from the TSXV. See section 7 of the Offer to Purchase, "*Certain Conditions of the Offer*".

4. PRICE RANGE OF SHARES

The Class A Shares and Class B Shares are listed on the TSXV under the symbols "**ORC.A**" and "**ORC.B**", respectively.

TSXV Class A Shares

In August, 2019, 100 Class A Shares were traded at a price of \$7.00 per share. No other Class A Shares were traded during the 6-month period ended January 27, 2020.

TSXV Class B Shares

The following table sets forth the monthly high and low closing prices per Class B Share and the total trading volume of Class B Shares as reported by the TSXV for the 6-month period ended January 27, 2020:

Month	High (C\$)⁽¹⁾	Low (C\$)⁽¹⁾	Total Volume (#)
2019			
July	6.280	6.000	206,220
August	6.790	6.250	550,093
September	6.660	6.200	501,750
October	6.640	6.140	197,042
November	6.300	6.000	102,965
December	6.300	6.000	51,161
2020			
January 1- 27	6.600	6.140	457,196

Note:

- (1) Share price data reflects unadjusted share price as provided by TMX Datalinx.

On January 23, 2020, the last full trading day prior the date of announcement of the Company's intention to make the Offer, the closing price of the Class B Shares on the TSXV was C\$6.20 per Class B Share. On January 27, 2020, the last full trading day prior to the public announcement by Orca of the price range being offered under the Offer, the closing price of the Class B Shares on the TSXV was C\$6.46 per Class B Share.

Shareholders are urged to obtain current market quotations for the Class B Shares.

5. DIVIDEND POLICY

On January 18, 2018, the Company's Board of Directors declared a cash dividend of C\$0.60 per share for holders of its Class A Shares and Class B Shares. The dividend was paid on February 7, 2018 to Shareholders of record at the close of business on January 31, 2018.

On January 22, 2019, the Company's Board of Directors declared a cash dividend of C\$0.05 per share for holders of its Class A Shares and Class B Shares. The dividend was paid on April 30, 2019 to Shareholders of record at the close of business on March 31, 2019.

On June 26, 2019, the Company's Board of Directors declared a cash dividend of C\$0.06 per share for holders of its Class A Shares and Class B Shares. The dividend was paid on July 31, 2019 to Shareholders of record at the close of business on June 30, 2019.

On September 17, 2019, the Company's Board of Directors declared a cash dividend of C\$0.06 per share for holders of its Class A Shares and Class B Shares. The dividend was paid on October 31, 2019 to Shareholders of record at the close of business on September 30, 2019.

On November 28, 2019, the Company's Board of Directors declared a cash dividend of C\$0.06 per share for holders of its Class A Shares and Class B Shares. The dividend will be paid on January 31, 2020 to Shareholders of record at the close of business on December 31, 2019.

The Company plans to introduce a dividend policy in the first half of 2020 providing for regular dividends determined on an annual basis and will assess from time-to-time incremental returns of capital to Shareholders relative to the merits of available investment opportunities. Any decision to pay further dividends on the Shares will be subject to the discretion of the Board of Directors and may depend on a variety of factors, including the Company's earnings, financial position, financial requirements and other conditions existing at such future time including, without limitation, satisfaction of the solvency tests imposed on the Company under applicable corporate law. The actual amount, the declaration date, the record date and the payment date of any dividend are subject to the discretion of the Board of Directors.

6. PREVIOUS PURCHASES OF SHARES

Except for the purchase of Class B Shares pursuant to the Company's NCIB described below, no securities of the Company have been purchased by the Company during the 12 months preceding the date of the Offer.

On June 10, 2019, Orca was authorized by the TSXV to purchase up to 1.0 million Class B Shares pursuant to the NCIB for the 12-month period commencing on June 14, 2019 and ending June 14, 2020. Between June 24, 2019 and October 17, 2019, Orca purchased for cancellation 933,028 Class B Shares at weighted average price of C\$6.43 per Class B Share for aggregate consideration of approximately \$6.0 million. Purchases pursuant to the NCIB were by way of open market transactions on the TSXV and/or other exchanges and alternative trading systems.

7. PREVIOUS DISTRIBUTIONS AND SALES OF SECURITIES BY ORCA

During the five (5) years preceding the date of the Offer, no securities of Orca were sold or distributed by the Company.

8. INTEREST OF DIRECTORS AND OFFICERS

Interest of Directors and Officers

Except as set forth in the Offer, neither the Company nor, to its knowledge, any of its officers or directors, associates or affiliates of the issuer, associates or affiliates of an insider of the issuer, insiders of the issuer other than directors or officers, and each person acting jointly or in concert with the issuer, are a party to any contract, arrangement or understanding, formal or informal, with any Shareholder relating, directly or indirectly, to the Offer or with any other person or company with respect to any Class B Shares in relation to the Offer, nor are there any contracts or arrangements made or proposed to be made between the Company and any of its directors or officers and no payments or other benefits are proposed to be made or given by way of compensation for loss of office or as to such directors or officers remaining in or retiring from office if the Offer is successful.

Except as set forth in the Offer or as otherwise publicly disclosed, neither the Company nor, to its knowledge, any of its officers or directors have current plans or proposals which relate to, or would result in, any extraordinary corporate transaction involving the Company, such as a "going private transaction", a merger, a reorganization, the sale or transfer of a material amount of the Company's assets or the assets of any of the Company's subsidiaries (although Orca from time to time may consider various acquisition or divestiture opportunities), any material change in the Company's present Board of Directors or management, any material change in the Company's indebtedness or capitalization, any other material change in its business or corporate structure, any material change in its memorandum of association and articles of association, or actions that could cause the Class B Shares to be delisted from the TSXV or any actions similar to any of the foregoing.

Ownership of Orca's Securities

To the knowledge of the Company, after reasonable inquiry, the following table indicates, as at January 27, 2020, the number of securities of the Company beneficially owned, directly or indirectly, or over which control or direction is exercised, by each director and officer of the Company who owns or controls or directs Shares as of such date, and, after reasonable inquiry, each insider of the Company (other than directors and officers) and their respective associates and affiliates, and each associate or affiliate of the Company or person or company acting jointly or in concert with the Company in connection with the Offer.

Name	Relationship with the Company	Number of Class A Shares	Percentage of Class A Shares	Number of Class B Shares	Percentage of Class B Shares	Percentage of Outstanding Shares
Nigel A. Friend	Chief Executive Officer and a Director	NIL	NIL	15,900	<0.01%	<0.01%
Jay C. Lyons	Director	50	<0.1%	NIL	NIL	<0.1%
Blaine Karst	Chief Financial Officer	NIL	NIL	33,000	0.1%	0.1%
Shaymar Limited	Shareholder	1,741,975	99.51%	5,392,460	16.56%	20.80%

Note:

- (1) Other than as disclosed above, no directors or officers of Orca beneficially owned, directly or indirectly, or exercised control or direction over, any Shares as of January 27, 2020.
- (2) Orca's directors and officers hold an aggregate of 1,438,000 stock appreciation rights ("**SARs**") and 109,200 restricted stock units ("**RSUs**"), each issued under the Company's long term incentive plan. The SARs and RSUs are settled in cash and no Shares are issued in connection with the exercise of SARs or RSUs.

9. ARRANGEMENTS CONCERNING SHARES

Acceptance of the Offer

Shaymar has advised the Company that it intends to tender 1.7 million Class B Shares to the Offer.

To the knowledge of the Company, after reasonable inquiry, none of the directors or officers of the Company intends to tender Shares to the Offer.

The intentions of Shaymar, the directors and officers of the Company and their respective associates or affiliates as described above may change or, subject to compliance with applicable laws, Shares may be sold on the TSXV during the period of the Offer depending on the change in circumstance of such parties.

Commitments to Acquire Class B Shares

Orca has no agreements, commitments or understandings to acquire securities of the Company other than pursuant to the Offer. To the knowledge of the Company, after reasonable inquiry, no person or company referred to in this Circular under Section 8 of this Circular, "*Interest of Directors and Officers - Ownership of Orca's Securities*" has any agreement, commitment or understanding to acquire securities of the Company.

Benefits from the Offer

Except as described or referred to in the Offer, no person or company named under Section 8 of this Circular, "*Interest of Directors and Officers - Ownership of Orca's Securities*" will receive any direct or indirect benefit from accepting or refusing to accept the Offer other than the Purchase Price for any Class B Shares purchased by the Company in accordance with the terms of the Offer and any benefit available to any Shareholder who does or does not participate in the Offer. See Section 3 of this Circular, "*Purpose and Effect of the Offer*".

Agreements, Commitments or Understandings with Shareholders

Except as described or referred to in the Offer or in this Circular, there are no agreements, commitments or understandings, formal or informal, made or proposed to be made between the Company and any holder of any securities of the Company in relation to the Offer.

10. MATERIAL CHANGES IN THE AFFAIRS OF THE COMPANY

Except as described or referred to in the Offer or as otherwise publicly disclosed, the Company is not aware of any plans or proposals for material changes in the affairs of the Company.

11. PRIOR VALUATIONS AND *BONA FIDE* OFFERS

To the knowledge of the directors and officers of the Company, after reasonable inquiry, no "prior valuation" (as defined in MI 61-101) in respect of the Company has been made in the 24 months before the date hereof. Other than as disclosed in this Circular, no bona fide prior offer that relates to the Class B Shares or is otherwise relevant to the Offer has been received by the Company during the 24 months preceding January 28, 2020 (the date on which the launch of the Offer was publicly announced).

As discussed under Section 3 of the Circular, "*Purpose and Effect of the Offer - Background to the Offer*," since February 2019, Swala has delivered various iterations of a non-binding proposal to acquire all of the issued and outstanding Shares. On June 15, 2019, Swala presented the Board of Directors with the latest version of the non-binding proposal for Swala to acquire all of the issued and outstanding shares of Orca (the "**Proposal**") for either:

- (a) C\$8.25 per Share, less any dividends, distributions or extraordinary payments made by Orca from the June 15, 2019 until closing; or

- (b) C\$7.75 per Share, less any dividends, distributions or extraordinary payments made by Orca from the June 15, 2019 until closing, and one common share of Swala for each Share.

The Proposal contemplated that (i) 50% of the Shares would be paid for in cash pursuant to option (a) above, and (ii) 50% of the Shares would be paid for by way of a combination of cash and common shares of Swala, with Shareholders electing option (b) above holding in aggregate approximately 15% of Swala on closing.

As a part of the strategic review process and in consultation with its legal and financial advisors, the Special Committee carefully reviewed and considered the Proposal. Orca's financial advisor engaged with Swala's management, financial advisor and financing sources to understand the details and plan outlined in the Proposal. Following that review, the Special Committee determined, and the Board of Directors agreed, that the Proposal did not constitute a basis for engaging in further dialogue with Swala. For further details please see Orca's press release dated January 24, 2020 available on Orca's website at www.orcaexploration.com and under Orca's issuer profile at www.sedar.com.

12. INCOME TAX CONSIDERATIONS

Certain Canadian Federal Income Tax Considerations

The Company has been advised by BD&P that the following summary describes certain of the principal Canadian federal income tax considerations pursuant to the Tax Act generally applicable, as at the date hereof, to a disposition of Class B Shares (including Class B Shares that are acquired through the deposit and exchange of Class A Shares) pursuant to the Offer.

This summary is based on the current provisions of the Tax Act, the regulations thereunder, all specific proposals to amend the Tax Act and the regulations thereunder publicly announced by the Minister of Finance (Canada) prior to the date hereof (the "**Proposed Amendments**") and counsel's understanding of the current administrative policies and assessing practices of the Canada Revenue Agency published in writing prior to the date hereof. This summary assumes that the Proposed Amendments will be enacted in the form currently proposed. No assurances can be given that the Proposed Amendments will be enacted as currently proposed, or at all. This summary does not otherwise take into account or anticipate any changes in law or administrative policies or assessing practices, whether by judicial, governmental or legislative decision or action, nor does it take into account provincial, territorial or foreign tax considerations, which may differ significantly from those discussed herein.

This summary is not applicable to a Shareholder: (i) that is a "financial institution", (ii) that is a "specified financial institution", (iii) an interest in which is a "tax shelter investment", (iv) that reports its "Canadian tax results" in a currency other than Canadian dollars, (v) that has entered into a "derivative forward agreement" or a "dividend rental arrangement" in respect of the Class B Shares, or (vi) in respect of which the Company is or is deemed to be a "foreign affiliate" or a "controlled foreign affiliate", as each of those terms is defined in the Tax Act. This summary is also not applicable to a Shareholder that acquired Class B Shares pursuant to the exercise of an employee stock option and who disposes of such Class B Shares pursuant to the Offer. Such Shareholders should consult their own tax advisors regarding their particular circumstances.

This summary is of a general nature only and is not exhaustive of all possible Canadian federal income tax considerations. This summary is not, and should not be construed as, legal or tax advice to any particular Shareholder and no representations with respect to Canadian federal income tax consequences to any particular Shareholder are made. Accordingly, Shareholders are urged to consult their own tax advisors with respect to their particular circumstances.

For purposes of the Tax Act, all amounts relating to the acquisition, holding or disposition of Class B Shares must be expressed in Canadian dollars. This summary assumes that at all relevant times the Class B Shares will be listed on a "designated stock exchange" as defined in the Tax Act (which currently includes the TSXV) and that Orca will be a non-resident of Canada for purposes of the Tax Act.

Residents of Canada

This portion of the summary is applicable to a Shareholder who, at all relevant times for the purposes of the Tax Act and any applicable income tax treaty or convention (i) is or is deemed to be a resident of Canada, (ii) deals at arm's length with Orca and is not affiliated with Orca, (iii) is not exempt from tax under Part I of the Tax Act, and (iv) holds its Class B Shares as capital property (a "**Resident Shareholder**"). Generally, Class B Shares will be considered to be capital property to a Resident Shareholder provided that the Resident Shareholder does not hold the Class B Shares in the course of carrying on a business and has not acquired the Class B Shares in one or more transactions considered to be an adventure or concern in the nature of trade.

Exchange of Class A Shares into Class B Shares

A Resident Shareholder who receives the Class B Shares in exchange for Class A Shares pursuant to the Offer will not realize a capital gain (or capital loss) as a result of the exchange. The Resident Shareholder will be deemed to have disposed of such Class A Shares for proceeds of disposition equal to the aggregate adjusted cost base of those Class A Shares to the Resident Shareholder, determined immediately before the exchange, and the Resident Shareholder will be deemed to have acquired the Class B Shares at an aggregate cost equal to such adjusted cost base of the Class A Shares. This cost will be averaged with the adjusted cost base of all other Class B Shares held by that Resident Shareholder as capital property for the purposes of determining the adjusted cost base of each Class B Share held by that Resident Shareholder as capital property.

Disposition of Class B Shares

A Resident Shareholder will realize a capital gain (or capital loss) on a disposition of Class B Shares under the Offer equal to the amount by which the proceeds of disposition of the Class B Shares exceed (or are exceeded by) the adjusted cost base to the Resident Shareholder of such Class B Shares, plus any reasonable costs of disposition. The tax treatment of any such capital gain (or capital loss) is described below under "*Certain Canadian Federal Income Tax Considerations — Residents of Canada — Taxation of Capital Gains and Capital Losses*".

Taxation of Capital Gains and Losses

One half of any capital gain (a "**taxable capital gain**") realized by a Resident Shareholder in a taxation year will be required to be included in computing the Resident Shareholder's income in that year, and one half of any capital loss (an "**allowable capital loss**") realized by a Resident Shareholder in a taxation year must be deducted against taxable capital gains realized by the Resident Shareholder in that year. Allowable capital losses not deductible in the taxation year in which they are realized may ordinarily be deducted by the Resident Shareholder against net taxable capital gains realized in any of the three preceding taxation years or any subsequent taxation year, to the extent and under the circumstances described in the Tax Act.

A Resident Shareholder that is throughout the year a "Canadian-controlled private corporation" (as defined in the Tax Act) may be liable to pay, in addition to tax otherwise payable under the Tax Act, a refundable tax on certain investment income, including taxable capital gains.

Capital gains realized by an individual, including certain trusts, may give rise to alternative minimum tax under the Tax Act.

Non-Residents of Canada

This portion of the summary is applicable to a Shareholder who, at all relevant times for purposes of the Tax Act and any applicable income tax treaty or convention: (i) is not resident or deemed to be resident in Canada, (ii) does not use or hold, and is not deemed to use or hold, its Class B Shares in connection with carrying on a business in Canada, (iii) deals at arm's length with Orca and is not affiliated with Orca, and (iv) is not an insurer that carries on an insurance business in Canada and elsewhere (a "**Non-Resident Shareholder**").

Exchange of Class A Shares into Class B Shares

A Non-Resident Shareholder that exchanges Class A Shares for Class B Shares will generally not be subject to tax in Canada on such exchange unless the Class A Shares constitute, or are deemed to constitute, taxable Canadian property to the Non-Resident Shareholder at the time of disposition and the Non-Resident Shareholder is not entitled to relief from Canadian taxation under an applicable income tax treaty. See below under the heading "*Non-Residents of Canada – Disposition of Class B Shares*". Where the Class A Shares constitute taxable Canadian property to a Non-Resident Shareholder and the Non-Resident Shareholder is not entitled to relief from Canadian taxation under an applicable income tax treaty, the Non-Resident Shareholder will generally be subject to the same Canadian tax treatment as a Resident Shareholder as described above under the heading "*Residents of Canada - Exchange of Class A Shares into Class B Shares*".

Disposition of Class B Shares

A disposition by a Non-Resident Shareholder of Class B Shares will not be subject to tax under the Tax Act unless such Class B Shares constitute "taxable Canadian property" (as defined in the Tax Act) to the Non-Resident Shareholder at the time of the disposition and relief from taxation is not available under an applicable income tax treaty or convention.

Assuming the Shares will be listed on a "designated stock exchange" for purposes of the Tax Act (which includes TSXV) at the time of the disposition, Class B Shares generally will not constitute taxable Canadian property to a Non-Resident Shareholder at that time unless at any time during the 60-month period that ends at that time, both (i) 25% or more of the issued shares of any class of the Company were owned by or belonged to one or any combination of (A) the Non-Resident Shareholder, and (B) persons with whom the Non-Resident Shareholder did not deal at arm's length (as defined for purposes of the Tax Act), and (ii) more than 50% of the fair market value of the Shares was derived directly or indirectly (otherwise than through a corporation, partnership or trust the shares or interests in which were not themselves taxable Canadian property at the particular time) from one or any combination of real or immovable property situated in Canada, Canadian resource properties, timber resource properties, options in respect of, interests in, or for civil law rights in, any of the foregoing properties whether or not such property exists.

13. LEGAL MATTERS AND REGULATORY APPROVALS

Orca is not aware of any license or regulatory permit that is material to the Company's business that might be adversely affected by the Company's acquisition of Class B Shares pursuant to the Offer or, except as noted below, of any approval or other action by any government or governmental, administrative or regulatory authority or agency in any jurisdiction, that would be required for the acquisition of Class B Shares by the Company pursuant to the Offer and that has not been obtained on or before the date hereof. Should any such approval or other action be required, the Company currently contemplates that such approval will be sought or other action will be taken. Orca cannot predict whether it may determine that it must delay the acceptance for payment of Class B Shares deposited pursuant to the Offer pending the outcome of any such matter.

There can be no assurance that any such approval or other action, if needed, would be obtained or would be obtained without substantial conditions or that the failure to obtain any such approval or other action might not result in adverse consequences to the Company's business.

The Company is relying on the "liquid market exemption" specified in MI 61-101. Accordingly, the valuation requirements of securities regulatory authorities in Canada applicable to issuer bids generally are not applicable in connection with the Offer.

14. SOURCE OF FUNDS

The Company expects to fund the purchase of Class B Shares pursuant to the Offer, including all related fees and expenses, with available cash on hand.

15. DEPOSITARY

Orca has appointed AST Trust Company to act as the Depositary for, among other things, (a) the receipt of certificates representing Shares and related Letters of Transmittal deposited under the Offer, (b) the receipt of Notices of Guaranteed Delivery delivered pursuant to the procedures for guaranteed delivery set forth in Section 5 of the Offer to Purchase, "*Procedure for Depositing Shares*", (c) the receipt from the Company of cash to be paid in consideration of the Class B Shares acquired by the Company under the Offer, as agent for the depositing Shareholders, and (d) the transmittal of such cash to the Successful Shareholders, as agent for the depositing Shareholders, including the conversion of such cash from Canadian dollars to United States dollars for depositing Shareholders who elect to receive payment of the Purchase Price for their Class B Shares in United States dollars. The Depositary may contact Shareholders by mail, telephone or facsimile and may request brokers, dealers and other nominee Shareholders to forward materials relating to the Offer to beneficial owners. The Depositary is not an affiliate of the Company and the Depositary acts as the Company's transfer agent and registrar.

16. FEES AND EXPENSES

Orca expects to incur expenses of approximately C\$800,000 in connection with the Offer, which includes filing fees, advisory fees, the fees of RBC, Canaccord, and AST Trust Company, and legal, translation, accounting, transfer agent and printing fees.

Orca will not pay any fees or commissions to any broker or dealer or any other person for soliciting deposits of Class B Shares pursuant to the Offer. Brokers, dealers, commercial banks and trust companies will, upon request, be reimbursed by the Company for reasonable and necessary costs and expenses incurred by them in forwarding materials to their customers.

17. CANADIAN STATUTORY RIGHTS

Securities legislation in the provinces and territories of Canada provides Shareholders with, in addition to any other rights they may have at law, one or more rights of rescission, price revision or to damages, if there is a misrepresentation in a circular or notice that is required to be delivered to the Shareholders. However, such rights must be exercised within prescribed time limits. Shareholders should refer to the applicable provisions of the securities legislation of their province or territory for particulars of those rights or consult a lawyer.

APPROVAL AND CERTIFICATE

January 28, 2020

The board of directors of Orca Exploration Group Inc. has approved the contents of the Offer to Purchase and the accompanying Issuer Bid Circular dated January 28, 2020, and the delivery thereto to Shareholders. The foregoing contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made.

(Signed) *NIGEL FRIEND*
Nigel Friend

Chief Executive Officer

(Signed) *BLAINE KARST*
Blaine Karst

Chief Financial Officer

On behalf of the Board of Directors:

(Signed) *DAVID ROSS*
David Ross

Director

(Signed) *JAY LYONS*
Jay Lyons

Director

CONSENT OF CANACCORD GENUITY CORP.

TO: The Board of Directors of Orca Exploration Group Inc.

We consent to the inclusion of our liquidity opinion dated January 28, 2020 as Schedule A to the Circular dated January 28, 2020, which schedule is incorporated by reference in the Circular and consent to the inclusion of our name and reference to our liquidity opinion on the face pages of the Circular, in the section titled "*Certain Conditions of the Offer*" in the Offer, and in the sections titled "*Purpose and Effect of the Offer - Liquidity of Market*", "*Purpose and Effect of the Offer – Disclosure Regarding Canaccord*" and "*Fees and Expenses*" of the Circular. Our liquidity opinion was given as at January 28, 2020 and remains subject to the assumptions, qualifications and limitations contained therein. In providing our consent, we do not intend that any person other than the directors of Orca Exploration Group Inc. will be entitled to rely upon our opinion.

January 28, 2020

(Signed) Canaccord Genuity Corp.
Canaccord Genuity Corp.

CONSENT OF BURNET, DUCKWORTH & PALMER LLP

TO: The Board of Directors of Orca Exploration Group Inc.

We consent to the inclusion of our name in the Circular dated January 28, 2020 and to the reference to our advice in the section titled "*Income Tax Considerations - Certain Canadian Federal Income Tax Considerations*" in that Circular.

January 28, 2020

(Signed) Burnet, Duckworth & Palmer LLP
Burnet, Duckworth & Palmer LLP

SCHEDULE A
LIQUIDITY OPINION OF CANACCORD GENUITY CORP.

See Attached.



Canaccord Genuity Corp.
Centennial Place – East Tower
520 3rd Avenue SW, Suite 2400
Calgary, AB
Canada T2P 0R3

T: 403.508.3800
TF: 800.818.4119
cgf.com

January 28, 2020

Orca Exploration Group Inc.
c/o PanAfrican Energy Tanzania
Oyster Plaza Building, 5th Floor
Haile Selassie Road, Box 80139
Dar es Salaam, Tanzania

To the Board of Directors:

Canaccord Genuity Corp. ("**Canaccord Genuity**", "**we**" or "**us**"), understands that Orca Exploration Group Inc. (the "**Company**") is proposing to make a substantial issuer bid (the "**Substantial Issuer Bid**") to acquire up to \$50 million in value of the Class B subordinate voting shares (the "**Class B Shares**") of the Company by way of a modified Dutch auction at a price not less than \$6.50 per Class B Share and not more than \$7.50 per Class B Share. Holders of Class A common shares ("**Class A Shares**", and collectively with the Class B Shares, the "**Shares**") of the Company will be entitled to participate in the Substantial Issuer Bid by depositing their Class A Shares, and the Class A Shares taken up by the Company will be converted into Class B Shares on a one-for-one basis immediately prior to the take up.

Canaccord Genuity understands that Shaymar Limited ("**Shaymar**") holds 1,741,975 Class A Shares and 5,392,460 Class B Shares, respectively, which in the aggregate represent approximately 99.51% and 16.56% of all issued and outstanding Class A Shares and Class B Shares as at the date hereof, respectively. We understand that Shaymar has advised the Company that it intends to tender 1.7 million Class B Shares under the Substantial Issuer Bid. Canaccord Genuity also understands that the terms and conditions of the Substantial Issuer Bid will be set forth in an offer to purchase and issuer bid circular to be dated January 28, 2020 (the "**Offer to Purchase**") and mailed to the holders of the Class A Shares and Class B Shares, together with the related letter of transmittal and notice of guaranteed delivery, in connection with the Substantial Issuer Bid. The terms used herein which are used or defined in the Offer to Purchase and not otherwise defined herein will have the same meaning as used in the Offer to Purchase.

Canaccord Genuity has been retained by a special committee composed of independent directors (the "**Special Committee**") of the Company to prepare and deliver to the Board of Directors of the Company (the "**Board**") a written opinion (the "**Opinion**"), in accordance with Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"), as to whether, as of the date hereof, (i) a "liquid market" (as defined in MI 61-101) for the Class B Shares exists, and (ii) it is reasonable to conclude that, following the completion of the Substantial Issuer Bid in accordance with its terms, there will be a market for holders of the Class B Shares who do not tender to the Substantial Issuer Bid that is not materially less liquid than the market that existed at the time of the making of the Substantial Issuer Bid. The Board has obtained the Opinion from Canaccord Genuity as the basis for relying on an exemption from the requirement to obtain a formal valuation in respect of the Class B Shares in accordance with MI 61-101.

Canaccord Genuity was formally engaged by the Special Committee through an agreement between the Company and Canaccord Genuity dated as of October 17, 2019, 2019 (the "**Engagement Agreement**"). The terms of the Engagement Agreement provide that Canaccord Genuity is to be paid a fixed fee for the preparation and delivery of the Opinion, no part of which is contingent upon the completion or success of the Substantial Issuer Bid or the conclusions of the Opinion and notwithstanding that the Opinion may be subsequently amended, supplemented or withdrawn in accordance with the Engagement Agreement. In addition, Canaccord Genuity is to be reimbursed for its reasonable out-of-pocket expenses and to be indemnified by the Company in certain circumstances. Canaccord Genuity consents to: (i) the inclusion of the Opinion in its entirety, and a summary thereof in a form acceptable to Canaccord Genuity, in the Offer to Purchase to be mailed to holders of Shares and to the filing thereof, as necessary, by the Company with the securities commissions or similar regulatory authorities in Canada; and (ii) the inclusion of references to the Opinion, and a summary thereof in a form acceptable to Canaccord Genuity, in any press release issued by the Company in respect of the Substantial Issuer Bid.

Relationship with Interested Parties

Neither Canaccord Genuity nor any of its affiliates is an "issuer insider", "associated entity" or "affiliated entity" (as those terms are defined in MI 61-101) of the Company or any control person of the Company (collectively, the "**Interested Parties**").

Neither Canaccord Genuity nor any of its affiliates has acted as a lead or co-lead underwriter or provided any valuation or financial advisory services to an Interested Party within the past two years, other than pursuant to the Engagement Agreement, or had a material financial interest in any transaction involving an Interested Party. Neither Canaccord Genuity nor any of its affiliates has a material financial interest in the completion of the Substantial Issuer Bid. The fixed fee payable to Canaccord Genuity pursuant to the Engagement Agreement does not depend in whole or in part on an agreement, arrangement or understanding that gives Canaccord Genuity a financial incentive in respect of the conclusions reached in the Opinion or the outcome of the Substantial Issuer Bid.

Canaccord Genuity acts as a trader and dealer, both as principal and agent, in major financial markets and, as such, may have had and may in the future have positions in the Shares or other securities of the Company, or any of its associates or affiliates and, from time to time, may have executed or may execute transactions on behalf of such companies or clients for which it received or may receive compensation. As an investment dealer, Canaccord Genuity conducts research on securities and may, in the ordinary course of its business, provide research reports and investment advice to its clients on investment matters, including with respect to the Company or the Substantial Issuer Bid. It is possible that, in the normal course of business, certain employees of Canaccord Genuity currently own, or may have owned, securities of the Company.

Credentials of Canaccord Genuity Corp.

Canaccord Genuity is an independent investment bank providing a full range of corporate finance, merger and acquisition, financial restructuring, sales and trading, and equity research services. Canaccord Genuity has professionals and offices across Canada, as well as the United States, Europe, Australia and China. The Opinion expressed herein represents the opinion of Canaccord Genuity and the form and content herein have been approved for release by a committee of its managing directors, each of whom is experienced in merger, acquisition, divestiture and liquidity opinion matters.

Scope of Review

In connection with our Opinion, we have reviewed and relied upon, or carried out, among other things, the following:

1. a draft of the Offer to Purchase dated January 27, 2020 (the "**Draft Offer to Purchase**");
2. the trading activity, volumes and price history of the Class B Shares on the TSX Venture Exchange and other alternative trading venues on which the Class B Shares trade from time-to-time as we determined necessary in order to provide the Opinion;
3. the trading activity and volumes of equity securities of other entities listed and traded on the TSX Venture Exchange as we determined necessary in order to provide the Opinion;
4. the profile of the distribution and ownership of the Class B Shares, to the extent publicly disclosed or provided to us by the Company;
5. the number of Class B Shares issued and outstanding;
6. the number of Class B Shares proposed to be purchased under the Substantial Issuer Bid relative to the total number of Class B Shares issued and outstanding;
7. public information with respect to the Company, the Class A Shares and the Class B Shares;
8. the definition of "liquid market" as outlined in MI 61-101 and certain other parameters in MI 61-101;
9. certain precedent issuer bids that were considered relevant;
10. discussions with senior management of the Company; and
11. such other corporate, industry, and financial market information, investigations and analyses as Canaccord Genuity considered necessary or appropriate in the circumstances.

Assumptions and Limitations

The Opinion is subject to the assumptions and limitations set forth below.

With the Board's approval and as provided for in the Engagement Agreement, Canaccord Genuity has relied upon the completeness, accuracy, and fair representation of all of the financial and other information, data, advice, opinions, or representations obtained by it from public sources, senior management of the Company, and their consultants and advisors (collectively, the "**Information**"). The Opinion is conditional upon such completeness, accuracy, and fair presentation of such Information. Subject to the exercise of professional judgment and except as expressly described herein, we have not attempted to verify independently the completeness, accuracy, or fair representation of any of the Information.

Senior officers of the Company have represented to Canaccord Genuity in a certificate delivered as of the date hereof, among other things, that (i) the Information as filed under the Company's profile on SEDAR, as amended or supplemented from time to time, and the Information provided orally by, or in the presence of, an officer or employee of the Company or in writing by the Company, any of its affiliates (as such term is defined in National Instrument 62-104 *Take-Over Bids and Issuer Bids* of the Canadian Securities

Administrators) or any of their respective agents or advisors, for the purpose of preparing the Opinion was at the date provided to Canaccord Genuity and is, or in the case of historical Information, was, at the date of preparation, complete, true and correct in all material respects, and did not and does not contain any untrue statement of material fact, and did not and does not omit to state any material fact necessary to make such Information or any statement contained therein, not misleading in the circumstances in which it was made or provided to Canaccord Genuity, and (ii) since the dates on which the Information was provided to Canaccord Genuity, except as disclosed in writing to Canaccord Genuity, there has been no material change or change in material facts, financial or otherwise, which might reasonably be considered material to the Opinion.

In preparing the Opinion, Canaccord Genuity has made several assumptions, including that the Substantial Issuer Bid will be completed in accordance with the terms and conditions of, and substantially within the time frames specified in, the Draft Offer to Purchase without any waiver or amendment of any material term or condition thereof, that there will be no significant change in the holdings of the Class B Shares other than as a result of the Substantial Issuer Bid and that the disclosure provided or incorporated by reference in the Draft Offer to Purchase with respect to the Company, its subsidiaries and affiliates and the Substantial Issuer Bid is accurate in all material respects. In rendering the Opinion, Canaccord Genuity expresses no opinion as to the likelihood that the conditions to the Substantial Issuer Bid will be satisfied or waived or that the Substantial Issuer Bid will be implemented within the time frame set out in the Draft Offer to Purchase.

In rendering the Opinion, Canaccord Genuity excluded from its review and reliance the trading activity and volume of trades in Class B Shares in connection with the Company's normal course issuer bid completed on October 18, 2019.

The Opinion is rendered on the basis of securities markets, economic, financial and general business conditions prevailing as at the date hereof and conditions, financial or otherwise, affecting the Company and the Class B Shares at the date hereof as they were reflected in the Information.

The Opinion has been provided for use of the Board and may not be used by any other person or relied upon by any other person other than the Board without the express prior written consent of Canaccord Genuity. The Opinion does not constitute a recommendation to the Board as to whether the Company should proceed with the Substantial Issuer Bid.

The Opinion is given as of the date hereof and Canaccord Genuity disclaims any undertaking or obligation to advise any person of any change in any fact or matter affecting the Opinion which may come or be brought to Canaccord Genuity's attention after the date hereof. Without limiting the foregoing, in the event that there is any material change in any fact or matter affecting the Opinion after the date hereof, or in the event Canaccord Genuity becomes aware of any material fact, matter or change not disclosed to Canaccord Genuity prior to the date hereof, or the disclosure of any such material change in fact or matter affecting the Opinion is otherwise not approved by Canaccord Genuity, Canaccord Genuity reserves the right to change, modify, or withdraw the Opinion, but is not obligated to do so.

Canaccord Genuity believes that its analyses must be considered as a whole and that selecting portions of the analyses or the factors considered by it, without considering all factors and analyses together, could create a misleading view of the process underlying the Opinion. The preparation of an opinion is a complex process and is not necessarily susceptible to partial analysis or summary description. Any attempt to do so could lead to undue emphasis on any particular factor or analysis. The Opinion is not to be construed as a recommendation to any holder of Shares as to whether to tender their Shares to the Substantial Issuer Bid, or as an opinion, from a financial point of view, of the consideration offered to the

shareholders pursuant to the Substantial Issuer Bid or as a formal valuation of the Company or any of its securities or assets.

For purposes of the Opinion, the phrase "liquid market" has the meaning ascribed thereto in MI 61-101.

Conclusion

Based upon and subject to the foregoing, including other matters as Canaccord Genuity considered relevant, Canaccord Genuity is of the opinion that, as of the date hereof, (i) a liquid market for the Class B Shares exists, and (ii) it is reasonable to conclude that, following the completion of the Substantial Issuer Bid in accordance with its terms, there will be a market for holders of the Class B Shares who do not tender to the Substantial Issuer Bid that is not materially less liquid than the market that existed at the time of the making of the Substantial Issuer Bid.

Yours truly,

A handwritten signature in blue ink, appearing to read "Neil Duffy", with a stylized flourish at the end.

Neil Duffy

Managing Director, Investment Banking

CANACCORD GENUITY CORP.

The Letter of Transmittal, the Notice of Guaranteed Delivery, certificates for Shares and any other required documents must be sent or delivered by each tendering Shareholder or the tendering Shareholder's investment dealer, stock broker, bank, trust company or other nominee to the Depositary at one of its mailing addresses specified below. Any other questions or requests may be directed to the Depositary at the email address, facsimile and telephone numbers specified below.

The Depositary for the Offer is:

AST Trust Company (Canada)

By Mail (Except Registered Mail)

P.O Box 1036
Adelaide Street Postal Station
Toronto, Ontario
M5C 2K4
Attention: Corporate Actions

By Hand, Courier or Registered Mail

1 Toronto Street
Suite 1200
Toronto, Ontario
M5C 2V6
Attention: Corporate Actions

Telephone (outside North America): 1 (416) 682-3860

Toll Free (within North America): 1 (800) 387-0825

Email: inquiries@astfinancial.com

DELIVERY OF THE LETTER OF TRANSMITTAL TO AN ADDRESS OTHER THAN AS SET FORTH ABOVE WILL NOT CONSTITUTE A VALID DELIVERY TO THE DEPOSITARY.

Any questions or requests for information regarding the Offer should be directed to the Depositary at the addresses and telephone numbers set forth above. Shareholders also may contact their investment dealer, stock broker, bank, trust company or other nominee for assistance concerning the Offer. Additional copies of the Offer to Purchase and Circular, the Letter of Transmittal and the Notice of Guaranteed Delivery may be obtained from the Depositary. Manually executed photocopies of the Letter of Transmittal will be accepted.