

**OSUM OIL SANDS CORP.**

**Notice of Meeting  
and  
Information Circular**

**in respect of an**

**ANNUAL MEETING  
OF SHAREHOLDERS**

**to be held on May 7, 2019**

**MANAGEMENT  
INFORMATION CIRCULAR**

**Dated March 25, 2019**

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**OSUM OIL SANDS CORP.  
NOTICE OF MEETING OF SHAREHOLDERS**

to be held on May 7, 2019

TO THE SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an Annual Meeting (the “Meeting”) of shareholders of Osum Oil Sands Corp. (the “Company”) will be held in the Strand/Tivoli Room at the Metropolitan Centre, 333 – 4<sup>th</sup> Avenue SW, Calgary, Alberta on Tuesday, May 7, 2019 at 9:00 a.m. (Calgary time) for the following purposes:

1. To receive the audited consolidated financial statements for the year ended December 31, 2018 and the report of the auditors thereon.
2. To appoint the auditors of the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors.
3. To elect the directors of the Company for the ensuing year.
4. To transact such other business as may properly be brought before the Meeting or any adjournment or adjournments thereof.

Shareholders are referred to the attached Management Information Circular for more detailed information with respect to the matters to be considered at the Meeting.

**The proxy accompanying this notice, to be acted upon, must be deposited with the Company’s transfer agent – Alliance Trust Company at Suite 1010, 407 – 2<sup>nd</sup> Street SW, Calgary, Alberta, T2P 2Y3 or by fax at (403) 237-6181 or by internet voting no later than 48 hours prior to the time of the Meeting or any adjournment(s) thereof, or with the chairman of the Meeting on the day of the Meeting or any adjournment(s) thereof.**

The directors of the Company have fixed March 25, 2019 as the record date. Holders of Common Shares of record at the close of business on March 25, 2019 are entitled to notice of the Meeting and to vote thereat or at any adjournment(s) thereof.

BY ORDER OF THE BOARD OF DIRECTORS

(signed)  
William A. Friley  
Chairman

Calgary, Alberta  
March 25, 2019

# OSUM OIL SANDS CORP.

## MANAGEMENT INFORMATION CIRCULAR

### FOR THE ANNUAL MEETING OF SHAREHOLDERS

TO BE HELD ON TUESDAY, MAY 7, 2019

#### PURPOSE OF SOLICITATION

**This Information Circular (“Information Circular”)** is furnished in connection with the solicitation of proxies by the management of Osum Oil Sands Corp. (the “Company”) for use at the Annual Meeting (the “Meeting”) of the shareholders of the Company. The Meeting will be held in the Strand/Tivoli Room at the Metropolitan Centre, 333 – 4<sup>th</sup> Avenue SW, Calgary, Alberta, on Tuesday, May 7, 2019, at 9:00 a.m. (Calgary time), and at any adjournments thereof, for the purposes set forth in the Notice of Meeting of Shareholders accompanying this Information Circular. Information contained herein is given as of March 25, 2019 unless otherwise specifically stated.

This solicitation of proxies is being made on behalf of management of the Company and will be primarily by mail but may also be by telephone, facsimile or in person by directors, officers and employees of the Company who will not be additionally compensated therefor. Brokers, nominees or other persons holding shares in their names for others shall be reimbursed for their reasonable charges and expenses in forwarding proxies and proxy material to the beneficial owners of such shares. The costs of soliciting proxies will be borne by the Company.

#### APPOINTMENT AND REVOCATION OF PROXIES

Enclosed herewith is a form of proxy for use at the Meeting. The persons named in the form of proxy are directors or officers of the Company. **A shareholder submitting a proxy has the right to appoint a nominee (who need not be a shareholder) to represent him at the Meeting other than the persons designated in the enclosed proxy form by inserting the name of his chosen nominee in the space provided for that purpose on the form and by striking out the printed names.**

A form of proxy will not be valid for the Meeting or any adjournment thereof unless it is signed by the shareholder or by the shareholder’s attorney authorized in writing or, if the shareholder is a corporation, it must be executed by a duly authorized officer or attorney thereof. **The proxy, to be acted upon, must be deposited with the Company’s transfer agent – Alliance Trust Company at Suite 1010, 407 – 2<sup>nd</sup> Street SW, Calgary, Alberta, T2P 2Y3 or by fax at (403) 237-6181 or by internet voting, no later than 48 hours prior to the time of the Meeting or any adjournment(s) thereof, or with the chairman of the Meeting on the day of the Meeting or any adjournment(s) thereof.**

A shareholder who has given a proxy may revoke it prior to its use, in any manner permitted by law, including by instrument in writing executed by the shareholder or by his attorney authorized in writing or, if the shareholder is a corporation, executed by a duly authorized officer or attorney thereof and deposited at the office of the Company at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used, or with the chairman of the Meeting on the day of the Meeting or any adjournment thereof.

## VOTING OF PROXIES

All shares represented at the Meeting by properly executed proxies will be voted or withheld from voting, in accordance with the instructions of the shareholder, on any ballot that may be called for and, where a choice with respect to any matter to be acted upon has been specified in the accompanying form of proxy, the shares represented by the proxy will be voted in accordance with such instructions given by the shareholder. **In the absence of any such instruction, the persons whose names appear on the printed form of proxy will vote in favour of all the matters set out thereon. The enclosed form of proxy confers discretionary authority upon the persons named therein. If any other business or amendments or variations to matters identified in the Notice of Meeting properly comes before the Meeting then discretionary authority is conferred upon the person appointed in the proxy to vote in the manner they see fit, in accordance with their best judgment.**

At the time of printing of this Information Circular, management of the Company knows of no such amendment, variation or other matter to come before the Meeting.

## INFORMATION CONCERNING THE COMPANY

### Voting Shares and Principal Holders Thereof

The directors of the Company have fixed March 25, 2019 as the record date. Holders of common shares of the Company of record (“Common Shares”) at the close of business on March 25, 2019 are entitled to receive notice of the Meeting and to vote thereat or at any adjournments thereof on the basis of one vote for each Common Share held.

As of March 25, 2019, 131,036,039 Common Shares were issued and outstanding as fully paid and non-assessable.

To the knowledge of the directors and officers of the Company, the following are the only persons, firms or corporations that beneficially own, directly or indirectly, or exercise control or direction over ten percent (10%) or more of the issued and outstanding Common Shares of the Company:

- **WP X Holdings B.V., a subsidiary of certain funds managed by Warburg Pincus LLC – 25,792,170 Common Shares or 19.68%**<sup>(1)</sup>
- **Blackstone Capital Partners – 26,242,982 Common Shares or 20.03%**<sup>(2)</sup>

As of March 25, 2019, the directors and officers as a group owned beneficially, directly and indirectly, 2,271,038 Common Shares of the Company representing 1.73% of the issued and outstanding Common Shares. All of the outstanding share amounts and ownership percentages noted above do not include any securities convertible into, or exercisable for, Common Shares, such as stock options.

<sup>(1)</sup> WP X Holdings, B.V. is a company incorporated under the laws of the Netherlands (“WP X”), a subsidiary of certain funds managed by Warburg Pincus LLC, a New York limited liability company.

<sup>(2)</sup> The Blackstone Group L.P. and Blackstone Family GP L.L.C. indirectly control certain funds which indirectly own corporations which collectively own an aggregate of 26,242,982 Common Shares. Blackstone Group Management L.L.C. is the general partner of The Blackstone Group L.P. Blackstone Group Management L.L.C. and Blackstone Family GP L.L.C. are wholly-owned by Blackstone's senior managing directors and controlled by their founder, Steven A. Schwarzman.

### Interest of Insiders in Material Transactions

During the year ended December 31, 2018 there were no material transactions involving insiders of the Company.

## **Interest of Certain Persons In Matters to be Acted Upon**

Other than as set forth herein, management of the Company is not aware of any material interest, direct or indirect, of any person who has been a director or executive officer of the Company at any time since the beginning of the Company's last financial year, or of any associate or affiliate of any such persons, in any matter to be acted upon at the Meeting.

## **ANNUAL MEETING BUSINESS**

### **Financial Statements and Auditors' Report**

The Company's 2018 Annual Report, including audited consolidated financial statements for the fiscal period ended December 31, 2018 and the report of the auditors thereon, is enclosed for Shareholders of record as of March 25, 2019. The presentation of such audited consolidated financial statements to the shareholders at the Meeting will not constitute a request for approval or disapproval. Shareholders may request copies of the consolidated financial statements and management's discussion and analysis of the Company by completing the form attached or by contacting the Chief Financial Officer of Osum Oil Sands Corp., Suite 1900, 255 – 5<sup>th</sup> Avenue S.W., Calgary, Alberta, T2P 3G6, telephone (403) 283-3224.

### **Re-appointment of Auditors**

The Company recommends the re-appointment of its current auditors, PricewaterhouseCoopers LLP, Chartered Accountants, as auditors of the Company, to hold office until the next annual meeting of the Company at remuneration to be fixed by the Board of Directors. PricewaterhouseCoopers LLP was originally appointed auditor of the Company in 2006.

### **Election of Directors**

The articles of the Company currently provide that the Board of Directors shall consist of a minimum of one and a maximum of eleven directors to be elected annually. At the Meeting, a board of nine directors is proposed to be elected. Under the Company's by-laws, the shareholders may set the number of directors, by way of an ordinary resolution, to be elected within the minimum and maximum number set out in the articles. The shareholders have previously set the number of directors at nine. The term of office for each director is from the date of the meeting at which he is elected until the annual meeting next following or until his successor is elected or appointed. Pursuant to the articles of the Company and the provisions of the Business Corporations Act (Alberta), the directors may appoint additional directors to the Board of Directors between meetings of the shareholders, provided that the number of additional directors appointed does not exceed 1/3 of the number of directors elected at this Meeting.

Pursuant to the terms of an agreement dated August 21, 2008, as amended, entered into among BCP Cayman Family OSUM S.À.R.L, BCP Cayman V-A OSUM S.À.R.L, BCP Cayman V-AC OSUM S.À.R.L, BCP Cayman V OSUM S.À.R.L (collectively, "Blackstone"), the Company and certain management shareholders of the Company, the Company agreed, subject to Blackstone holding no less than 10,837,524 Common Shares and at least 10% of the issued and outstanding Common Shares<sup>(1)</sup>, to do all things necessary to appoint or cause to be appointed two nominee directors of Blackstone. Blackstone is also entitled to representation on the Company's Compensation Committee, Audit Committee and any other committees the Board of Directors

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<sup>(1)</sup>Blackstone is entitled to only one nominee if less than 10,837,524 Common Shares are held or if less than 10% of the issued and outstanding Common Shares are held. If the size of the Board of Directors changes and Blackstone owns more than 10% of the issued and outstanding Common Shares, it is entitled to nominate 20% of the new number of directors, rounded up to the nearest whole number.

may establish. As at March 25, 2019, Blackstone held in excess of the aforementioned minimum requirement to have two nominee directors included in the slate proposed for appointment to the Board of Directors of the Company. Messrs. Angelo Acconcia and Jun Hyung (John) Lee are the nominee directors of Blackstone.

Pursuant to the terms of an agreement dated August 21, 2008, as amended, among WP X Holdings, B.V. (“WP X”) (a subsidiary of certain funds managed by Warburg Pincus LLC), the Company and certain management shareholders of the Company, the Company agreed, subject to WP X holding no less than 10,837,524 Common Shares and at least 10% of the issued and outstanding Common Shares<sup>(2)</sup>, to do all things necessary to appoint or cause to be appointed two nominee directors of WP X. WP X is also entitled to representation on the Company’s Compensation Committee, Audit Committee and any other committees the Board of Directors may establish. As at March 25, 2019, WP X held in excess of the aforementioned minimum requirement to have two nominee directors included in the slate proposed for appointment to the Board of Directors of the Company. Messrs. Roy Ben-Dor and Brian Reinsborough are the nominee directors of WP X. WP X also has a right to nominate an independent director to the Company’s Board of Directors. Mr. Vincent Chahley is the nominee of WP X as independent director.

Pursuant to the terms of an agreement dated November 23, 2010 among Tiger Cats Investment, S.A R.L. (“KIC”) (a subsidiary of the Korea Investment Corporation) and the Company, if KIC holds more than 10% of the issued and outstanding Common Shares, KIC shall be entitled, but not obligated, to include a nominee in the slate recommended to the Company’s shareholders for election to the Board of Directors. As at March 25, 2019, KIC did not hold more than 10% of the issued and outstanding Common Shares of the Company.

Pursuant to the terms of an agreement dated December 22, 2011 among Azimuth Energy Partners GP III LP (formerly known as KERN Energy Partners GP III LP), in its capacity as general partner of Azimuth Energy Partners III, LP (formerly known as KERN Energy Partners III LP) and Azimuth Energy Partners III U.S. LP (formerly known as KERN Energy Partners III U.S. LP), Caisse de Depot et Placement du Québec, INFRA-PSP Canada Inc., Pacific Mezz Investco SARL, (collectively, the “Azimuth Group”) and the Company, the Company agreed, subject to the Azimuth Group holding at least 10% of the issued and outstanding Common Shares<sup>(3)</sup>, to do all things necessary to appoint or cause to be appointed one nominee director of the Azimuth Group (or two nominee directors if the Azimuth Group’s holding is greater than 20%). The Azimuth Group is also entitled to representation on the Company’s Compensation Committee, Audit Committee and any other committees the Board of Directors may establish. As at March 25, 2019, the Azimuth Group holding was sufficient to have one nominee director included in the slate proposed for appointment to the Board of Directors of the Company. Mr. Francesco Mele is the nominee director of the Azimuth Group.

In the event that a nominee director of Blackstone, WP X, KIC or the Azimuth Group is not approved by the shareholders or is otherwise unable to serve as a director of the Company, pursuant to the terms of the agreements referenced above, the Company must receive the consent from Blackstone, WP X, KIC and the Azimuth Group, respectively, for significant corporate actions which generally would otherwise require only the approval of the directors of the Company.

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<sup>(2)</sup> WP X is entitled to only one nominee if less than 10,837,524 Common Shares are held or if less than 10% of the issued and outstanding Common Shares are held. If the size of the Board of Directors changes and WP X owns more than 10% of the issued and outstanding Common Shares, it is entitled to nominate 20% of the new number of directors, rounded up to the nearest whole number. If more than 10% of the issued and outstanding Common Shares are held, WP X is entitled to an independent nominee.

<sup>(3)</sup> If the size of the Board of Directors changes and the Azimuth Group owns more than 10% of the issued and outstanding Common Shares, it is entitled to nominate 10% of the new number of directors, rounded down to the nearest whole number.

**It is the intention of the persons named in the enclosed form of proxy, if not expressly directed to the contrary in such form of proxy, to vote such proxies FOR the election of the nominees specified below as directors of the Company. If, prior to the Meeting, any vacancies occur in the slate of proposed nominees herein submitted, the persons named in the enclosed form of proxy intend to vote FOR the election of any substitute nominee or nominees recommended by management of the Company and FOR the remaining proposed nominees. Management has been informed that each of the proposed nominees listed below is willing to serve as a director if elected.**

The following table states the names of all persons proposed to be nominated for election as directors, the position or office now held by them, if applicable, their principal occupation or employment, the date on which they became directors of the Company and the number of Common Shares in the capital of the Company beneficially owned directly or indirectly or over which they exercise control or direction as of the date of this circular.

<b>Name and Municipality of Residence</b>	<b>Office Held</b>	<b>Principal Occupation</b>	<b>Director Since</b>	<b>Number of Common Shares Held</b>
William A. Friley <sup>(3)(4)</sup> Calgary, Alberta, Canada	Chairman	Independent Businessman	March 21, 2007	170,789
Angelo Acconcia <sup>(3)</sup> New York, New York, United States	Director	Senior Managing Director in the Private Equity Group of Blackstone Capital Partners and Blackstone Energy Partners	May 16, 2012	Nil <sup>(1)</sup>
Roy Ben-Dor <sup>(2)(3)(5)</sup> New York, New York, United States	Director	Principal, Warburg Pincus LLC	May 3, 2018	Nil <sup>(6)</sup>
Vincent Chahley <sup>(2)</sup> Calgary, Alberta, Canada	Director	Independent Businessman	December 14, 2006	292,425
George Crookshank <sup>(2)(3)</sup> Canmore, Alberta, Canada	Director	Independent Businessman	May 10, 2007	10,789
Jun Hyung (John) Lee <sup>(4)</sup> New York, New York, United States	Director	Principal, Blackstone Capital Partners and Blackstone Energy Partners	September 13, 2017	Nil <sup>(1)</sup>
Francesco Mele <sup>(2)(3)</sup> Calgary, Alberta, Canada	Director	Partner of Azimuth Energy Partners Management III Ltd., the general partner of Azimuth Energy Partners GP III LP, which in turn is the general partner of Azimuth Energy Partners III LP and Azimuth Energy Partners III US, LP	March 30, 2017	Nil <sup>(7)</sup>
Brian Reinsborough <sup>(4)(5)</sup> Dallas, Texas, United States	Director	Founder and Chief Executive Officer of Novara Energy LLC	May 16, 2012	789
Steve Spence Calgary, Alberta, Canada	Director, President	President and CEO of the Company	May 16, 2012	196,708

- (1) Mr. Acconcia is a Senior Managing Director and Mr. Lee is a Principal of the private equity group of The Blackstone Group L.P. The Blackstone Group L.P. and Blackstone Family GP L.L.C. indirectly control certain funds which indirectly own corporations which collectively own an aggregate of 26,242,982 Common Shares. Blackstone Group Management L.L.C. is the general partner of The Blackstone Group L.P. Blackstone Group Management L.L.C. and Blackstone Family GP L.L.C. are wholly-owned by Blackstone's senior managing directors and controlled by their founder, Steven A. Schwarzman.
- (2) Member of the Audit Committee.
- (3) Member of the Compensation, Governance and Nominating Committee.
- (4) Member of the Health, Safety, Environment and Reserves Committee.
- (5) Mr. Reinsborough and Mr. Ben-Dor represent WP X.
- (6) WP X is an indirect, wholly-owned subsidiary of Warburg Pincus Private Equity X, L.P., a Delaware limited partnership, together with its affiliated limited partnership (together, the "WP X Funds"). Warburg Pincus X, L.P., a Delaware limited partnership ("WP X GP"), is the general partner of the WP X Funds. Warburg Pincus X LLC, a Delaware limited liability company ("WP X LLC"), is the general partner of WP X GP. Warburg Pincus Partners LLC, a New York limited liability company ("WP Partners"), is the sole member of WP X LLC. Warburg Pincus & Co., a New York general partnership ("WP"), is the managing member of WP Partners. Warburg Pincus LLC, a New York limited liability company ("WP LLC"), is the manager of the WP X Funds. Messrs. Charles R. Kaye and Joseph P. Landy are the Managing General Partners of WP, and Managing Members and Co-Chief Executive Officers of WP LLC. Each of the Warburg Pincus entities, Messrs. Kaye and Landy disclaims beneficial ownership of all Commons Shares that may be deemed to be beneficially owned by the Warburg Pincus entities, except to the extent of any pecuniary interest therein.
- (7) Mr. Mele represents the Azimuth Group which represents 22,800,000 Common Shares or 17.41% of the outstanding Common Shares. Mr. Mele is a Partner of Azimuth Energy Partners Management III Ltd., the general partner of Azimuth Energy Partners GP III LP, which in turn is the general partner of Azimuth Energy Partners III, L.P. and Azimuth Energy Partners III U.S., L.P., two of the members of the Azimuth Group. Mr. Mele disclaims beneficial ownership of all securities held by the Azimuth Group, except to the extent of any pecuniary interest therein.

Except as set forth below, to the knowledge of management, no proposed director: (i) is, or has been in the last ten years, a director, chief executive officer or chief financial officer of a company that, (a) while that person was acting in that capacity was the subject of a cease trade order or similar order or an order that denied the issuer access to any exemptions under securities legislation, for a period of more than 30 consecutive days, (b) was subject to an event that occurred while that person was acting in the capacity of director, chief executive officer or chief financial officer, which resulted, after that person ceased to be a director, chief executive officer or chief financial officer, in the issuer being the subject of a cease trade or similar order or an order that denied the issuer access to any exemption under securities legislation, for a period of more than 30 consecutive days, or (c) while that person was acting in the capacity or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, (ii) has, within the last ten years, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangements or compromises with creditors, or had a receiver, receiver manager or trustee appointed to hold their assets; or (iii) has been subject to: (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable shareholder in deciding whether to vote for a proposed director.

Mr. Roy Ben-Dor was a director of Endurance Energy Ltd. ("Endurance") from December of 2015 until November of 2016. On May 30, 2016, Endurance obtained an initial order under the Companies' Creditors Arrangement Act (the "CCAA"). On July 4, 2017, Endurance obtained an order which, among other things, approved a final distribution to its lenders and terminated the proceedings under the CCAA. Mr. Ben-Dor resigned as a director of Endurance on November 11, 2016.

## **OTHER BUSINESS**

Management is not aware of any other business to come before the Meeting other than as set forth in the Notice of Meeting of Shareholders. If any other business properly comes before the Meeting, it is the intention of the persons named in the proxy to vote the Common Shares represented thereby in accordance with their best judgment on such matter.

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