

## STANS ENERGY CORP.

### NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON TUESDAY, JANUARY 22, 2019

**NOTICE IS HEREBY GIVEN** that an Annual General and Special Meeting (**the "Meeting"**) of the holders (the **"Shareholders"**) of Common Shares (**"Common Shares"**) of Stans Energy Corp. (the **"Corporation"**) will be held at 1 Yonge Street, Suite 104, 19<sup>th</sup> Floor, Toronto, Ontario M5E 1E5 on January 22, 2019, at 1:00 PM (Toronto time) for the following purpose:

- A. To review and consider the audited consolidated financial statements for the fiscal years ended December 31, 2017, together with the notes thereto and the auditors' report thereon;
- B. To elect directors for the ensuing year;
- C. To appoint auditors for the ensuing year and to authorize the Board of Directors to fix the remuneration to be paid to the auditors;
- D. To approve the Corporation's Stock Option Plan;
- E. To transact such further and other business as may properly come before the said Meeting or any adjournment of adjournments thereof.

PROXIES ARE BEING SOLICITED BY THE MANAGEMENT OF THE CORPORATION.

The nature of the business to be transacted at the Meeting is described in further detail in the accompanying management information circular (the **"Circular"**).

The record date for the determination of shareholders entitled to receive notice of and to vote at the Meeting is at the close of business on December 12, 2018 (the **"Record Date"**). Shareholders whose names have been entered in the register of shareholders at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting.

**Shareholders entitled to vote who do not expect to be present at the Meeting are urged to date, sign and return the form of Proxy or voting instruction form delivered to them with the Notice-and-Access Notification (defined below).**

Notice is also hereby given that the Corporation has decided to use the notice-and-access method of delivery of meeting materials for this Annual and Special Meeting of Shareholders. The notice-and-access method of delivery of meeting materials allows the Corporation to deliver the meeting materials over the internet in accordance with the notice-and-access rules adopted by the Ontario Securities Commission under National Instrument 54-101 Communication with Beneficial Owners of Securities of a Reporting Issuer. Under the notice-and-access system, shareholders still receive a proxy or voting instruction form (as applicable) enabling them to vote at the Meeting. However, instead of a paper copy of the Circular, the Annual Financial Statements and related Annual MD&A and other meeting materials (collectively the **"Meeting Materials"**), shareholders receive a notification (the **"Notice-and-Access Notification"**) with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and will also reduce the cost of printing and mailing materials to shareholders. Shareholders are reminded to view the Meeting Materials prior to voting.

Meeting materials, including the Circular, are available under the Corporation's SEDAR profile at [www.sedar.com](http://www.sedar.com) and at <http://www.stansenergy.com/agm-2018/> and at <https://docs.tsxtrust.com/2095>.

If you wish to receive a paper copy of the Meeting materials, or have questions about notice-and-access, please call TSX Trust Company toll-free at 1-866-600-5869 in North America. Non-registered holders can call Broadridge Investor Communications Solutions, Canada toll free at 1-877-830-4936 on or before the day of the Meeting, or any adjournment thereof.

In order to allow reasonable time for you to receive and review a paper copy of the Circular or other document prior to the proxy deadline, you should make your request for a paper copy of the Meeting materials by 5:00 p.m. (EDT) on January 8, 2019.

**A shareholder may attend the Meeting or any adjournment thereof in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment thereof in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment thereof. To be effective, the form of proxy for the Meeting must be deposited with the Corporation's registrar and transfer agent, TSX Trust Company, Proxy Department, at 100 Adelaide Street West, Suite 301, Toronto, Ontario, M5H 4H1, Facsimile No. (416) 595-9593, no later than 1:00 p.m. (EST) on January 18, 2019 or at least 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario) before any adjournment or postponement of the Meeting.**

The instrument appointing a proxy shall be in writing and shall be executed by the shareholder or the shareholder's attorney authorized in writing or, if the shareholder is a company, under its corporate seal by an officer or attorney thereof duly authorized.

**The persons named in the form of proxy for the Meeting are directors and/or officers of the Corporation. Each shareholder of the Corporation has the right to appoint a proxyholder other than such persons, who need not be a shareholder, to attend and to act for such shareholder and on such shareholder's behalf at the Meeting. To exercise such right, the names of the nominees of management should be crossed out and the name of the shareholder's appointee should be legibly printed in the blank space provided.**

SHAREHOLDERS ARE REMINDED TO REVIEW THE CIRCULAR BEFORE VOTING.

DATED at Toronto, Ontario, as of the 12th day of December, 2018.

**BY ORDER OF THE BOARD OF DIRECTORS**

*"Rodney Irwin"*

Rodney Irwin  
Interim Chief Executive Officer and President

NOTE: The directors have fixed the hour of 1:00 o' clock in the afternoon (Toronto time) January 18, 2019 before which time the instrument of proxy to be used at the Meeting must be deposited with the Corporation c/o TSX Trust Company, 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H 4H1.