

**KARSTEN ENERGY CORP.**  
328 – 20<sup>th</sup> Avenue West  
Vancouver, British Columbia V5Y 2C6  
Telephone: (604) 687-0888

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**AND**  
**NOTICE THAT PROXY MATERIALS AVAILABLE ONLINE**

NOTICE IS HEREBY GIVEN that the annual general meeting of the shareholders of Karsten Energy Corp. (the "**Company**") will be held at 10<sup>th</sup> Floor, 595 Howe Street, Vancouver, British Columbia, on Thursday, September 28, 2017, at 10:00 a.m. (Pacific Time) (the "**Meeting**") for the following purposes:

1. To receive and consider the report of the directors and the financial statements of the Company together with the auditor's report thereon for the financial year ended December 31, 2016.
2. To fix the number of directors at three (3).
3. To elect directors for the ensuing year.
4. To appoint the auditor for the ensuing year.
5. To consider and, if thought fit, to pass an ordinary resolution approving and ratifying the Company's stock option plan, subject to regulatory approval, as more fully set forth in the information circular accompanying this notice.
6. To transact such further or other business as may properly come before the Meeting and any adjournments thereof.

The information circular with respect to the Meeting is available online, as further described below. It provides additional information about the matters to be dealt with at the Meeting and is deemed to form part of this notice. Disclosure regarding the election of directors may be found in the section of the information circular entitled "Election of Directors", disclosure regarding the appointment of auditor may be found in the section of the information circular entitled "Appointment of Auditors", and disclosure regarding the approval of the Company's stock option plan may be found in the section of the information circular entitled "Particulars of Other Matters to be Acted Upon".

The information circular has been prepared to help you make an informed decision on each of the matters to be voted on at the Meeting. Please review the information circular carefully before voting.

The Company has elected to use the notice-and-access provisions under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (the "**Notice and Access Provisions**") for the Meeting. The Notice and Access Provisions allow the Company to post proxy-related materials both on SEDAR and a non-SEDAR website, rather than delivering the materials by mail. Shareholders will still receive this Notice of Meeting and a form of proxy (or voting instruction form, if applicable) and may choose to receive a paper copy of the information circular. The Company will not use procedures known as "stratification" in connection with the Meeting. Stratification occurs when a reporting issuer using notice-and-access provides a paper copy of the relevant information circular to some, but not all, shareholders with the notice package in relation to the relevant meeting.

The Meeting materials, including the information circular, are available online at [www.pemcorp.com](http://www.pemcorp.com) and will remain on the website for at least one full year from the date of this Notice of Meeting. The Meeting materials are also available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

If you are unable to attend the Meeting in person, please return the enclosed form of proxy within the time and in accordance with the instructions set out in the form of proxy accompanying this notice.

Any shareholder who wishes to receive a printed paper copy of the information circular may request a copy from the Company by sending an e-mail to [mjo@pemcorp.com](mailto:mjo@pemcorp.com) or by calling 1-844-282-7897. If a shareholder requests a printed copy of the information circular prior to the date of the Meeting, the Company will send a printed paper copy of the information circular to the requesting shareholder at no cost to them within three business days of the request. If a shareholder requests a printed paper copy of the information circular after the date of the Meeting, the Company will send printed paper copies of the information circular to requesting shareholders at no cost to them within ten calendar days of their request. A shareholder may also contact the Company at the contact number or address above to request and receive a copy of the Company's financial statements and MD&A.

In order to allow for reasonable time to be allotted for a shareholder to receive and review a paper copy of the information circular prior to the proxy deadline, any shareholder wishing to request a paper copy of the information circular as described above, should ensure such request is received by September 18, 2017.

To obtain additional information about the Notice and Access Provisions, a shareholder may contact the Company at 1-844-282-7897.

All shareholders are invited to attend the Meeting. Only shareholders at the close of business on August 14, 2017 are entitled to receive notice of and vote at the Meeting. If you are a registered shareholder, you will have received this Notice of Meeting and a form of proxy. Registered shareholders who are unable to attend the Meeting are requested to read the notes included in the form of proxy enclosed and then to complete, date, sign and mail the enclosed form of proxy, or to complete the proxy by telephone or the internet, in accordance with the instructions set out in the proxy. Completed proxies must be received by 10:00 a.m. (Pacific Time) on September 26, 2017, unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently.

For non-registered shareholders, use the enclosed voting instruction form to provide voting instructions. The voting instruction form contains instructions on how to complete the form, where to return it to and the deadline for returning it. It is important to read and follow the instructions on the voting instruction form in order to have your vote count.

DATED at Vancouver, British Columbia, this 14th day of August, 2017.

**BY ORDER OF THE BOARD OF DIRECTORS**

*"Murray Oliver"*

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Murray Oliver

President and Chief Executive Officer