
NOTICE OF SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON AUGUST 31, 2022

TO: The Shareholders of Avila Energy Corporation

TAKE NOTICE that in order to comply with the measures imposed by the federal and provincial governments in the context of the COVID-19 pandemic, and in order to mitigate the risks for the health and safety of our communities, Shareholders, employees and other stakeholders, the special meeting (the “Meeting”) of Shareholders of Avila Energy Corporation (the “Company”) will be held in virtual format only via conference call. Registered Shareholders, proxyholders and appointees will all have an equal opportunity to participate at the Meeting by conference call, regardless of their geographic location. However, the vast majority of Shareholders vote by proxy in advance, and you are encouraged to vote by proxy ahead of the Meeting.

NOTICE IS HEREBY GIVEN that the Special Meeting of Shareholders of Avila Energy Corporation (the "Company") will be held via a conference call (Shareholders must compose the following number : 1-866-392-3207; Conference: 1090743, on **August 31, 2022, at 10:00 AM** (Calgary time) for the following purposes:

1. To consider and, if deemed advisable, to pass, with or without variation, a special resolution (the “**Resolution**”) approving the Proposed Acquisition attached hereto as Schedule “B”; and
2. To transact such other business as may properly come before the Meeting or any adjournments thereof.

The information circular (the “**Circular**”) provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. Also accompanying this Notice and the Circular, is a Request for Financial Statements and form of proxy for use at the Meeting. Any adjourned meeting resulting from an adjournment of the Meeting will be held at a time and place to be specified at the Meeting. Only Shareholders of record at July 25, 2022, will be entitled to receive notice of and vote at the Meeting.

Pursuant to the Company’s by-laws, any Shareholders may participate in a meeting of Shareholders by means of telephone or other communication facilities that permit all persons participating in the meeting to hear each other. A Shareholder participating in a meeting by means of telephone or other communication facilities is deemed to be present at the meeting.

The Resolution of the Proposed Acquisition must be approved by “majority of the minority” basis pursuant to Part 8 of Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions (“**MI 61-101**”) in person or by proxy. The details of these matters, including the full text of the Resolution, are set forth in the Circular and Schedule “B” of the Circular.

Accordingly, to be effective, the Resolution must be approved, with or without variation, by the affirmative vote of:

- (a) pursuant to the Company’s articles, at least 66 2/3% of the votes cast by the Company Shareholders present in person or represented by proxy and entitled to vote at the Meeting pursuant to section 193 of the BCAA; and
- (b) a majority of the votes cast by minority Shareholders present in person or represented by proxy and entitled to vote at the Meeting, excluding for this purpose votes attached to any Shareholder whose votes are required to be excluded in accordance with the policies of the CSE and MI 61-101.

All Shareholders will be entitled to vote on the Resolution; however, non-minority Shareholders’ votes are to be restricted. The transfer agent will act as scrutineer of the Meeting and will conduct two tabulations of the votes; one for all Shareholders and one for minority Shareholders, taking only into consideration the votes of the minority Shareholders.

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his stead. If you are

unable to attend the Meeting, please read the Circular and enclosed proxy (the “**Proxy**”) and then complete, sign, date and return the Proxy, together with the power of attorney or other authority, if any, under which it was signed or a notarial certified copy to the Company’s registrar and transfer agent, Computershare Trust Company of Canada, attention Proxy Department, 100 University Ave, 8th Floor Toronto, ON M5J 2Y1 or via fax at 1-866-249-7775 at least 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or any adjournment. Failure to do so may result in your shares not being voted at the Meeting. As set out in the notes to the Proxy, the Proxy is solicited by management, but you may amend it, if you so desire, by striking out the names listed on it and inserting in the space provided the name of the person you wish to have represent you at the Meeting. Unregistered Shareholders who received the Proxy through an intermediary must deliver the proxy in accordance with the instructions given by the intermediary.

DATED at Calgary, Alberta, this July 25, 2022.

AVILA ENERGY CORPORATION

“Leonard Van Betuw”

Chief Executive Officer