

# CHAIR RESOURCES INC. CHAIR HOLDINGS LIMITED

# OVERVIEW INFORMATION

Bid Deadline: 12:00 pm October 1, 2020

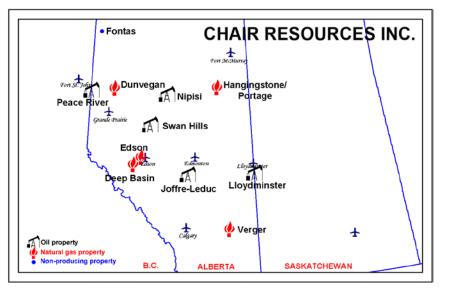


# Property Divestiture Various Non-Operated Interests 1,432 boe/d (7.1 MMcf/d, 253 bbl/d)

# CHAIR RESOURCES INC.

Chair Resources Inc. and Chair Holdings Limited (collectively "Chair" or the "Company") has engaged Sayer Energy Advisors ("Sayer") to assist it with the sale of all of the assets of the Company which are located throughout western Canada.

The Company's oil and natural gas assets consist of long-life, low-decline, nonoperated oil and natural gas working interests and royalty interests in the *Deep Basin, Joffre-Leduc, Dunvegan, Edson, Swan Hills, Verger, Nipisi, Hangingstone/Portage* and *Fontas* areas of Alberta, as well as the *Lloydminster* area of Alberta and Saskatchewan and the *Peace River* area of Alberta and British Columbia (the "Properties").



The Company share of production from the Properties was approximately 1,432 barrels of oil equivalent per day (7.1 MMcf/d of natural gas and 253 barrels of oil and natural gas liquids per day) in June 2020.

Details on the Company's facilities and infrastructure is available in the data room for parties that execute a confidentiality agreement.

# PROCESS & TIMELINE

Sayer Energy Advisors is accepting cash offers to acquire the Properties until **12:00 pm on Thursday**, **October 1, 2020**.

	Timeline	
Week of August 24, 2020		Preliminary Information Distributed
Week of August 31, 2020		Data Room Opens
October 1, 2020	12:00 noon	Bid Deadline
October 1, 2020		Effective Date
November 2020		Closing Date

Sayer Energy Advisors does not conduct a "second-round" bidding process; the intention is to attempt to conclude transaction(s) with the party(ies) submitting the most acceptable proposal(s) at the conclusion of the process.

# Sayer Energy Advisors is accepting offers from interested parties until noon on Thursday, October 1, 2020.



# **Production Overview**

The Company share of production from the Properties was approximately 1,432 barrels of oil equivalent per day (7.1 MMcf/d of natural gas and 253 barrels of oil and natural gas liquids per day) in June 2020.

	COMP	ANY SHAR	E OF PRODUC	CTION	NOI
DRODERTY		June			
PROPERTY	Oil	Ngl	Nat. Gas	Total	2020
	bbl/d	bbl/d	Mcf/d	boe/d	Monthly
Deep Basin	39	74	3,611	715	\$132,400
Joffre-Leduc <sup>(1)</sup>	27	4	46	39	\$24,100
Dunvegan	3	18	1,157	213	\$55,100
Edson	0	14	748	139	\$59,000
Swan Hills	37	22	21	62	\$62,800
Verger	0	0	1,198	200	(\$1,000)
Nipisi	13	1	6	15	(\$7,100)
Lloydminster	0	0	0	0	(\$800)
Peace River	1	0	0	1	(\$700)
Hangingstone/Portage	0	0	291	48	(\$8,000)
Fontas	0	0	0	0	(\$4,700)
TOTAL	120	133	7,078	1,432	\$311,100

(1) See update on shut-in production

# **Reserves Overview**

*Trimble Engineering Associates Ltd.* ("Trimble") prepared an independent reserves evaluation of Chair's properties as part of the Company's year-end reporting (the "Trimble Report"). The Trimble Report is effective December 31, 2019, using Trimble's January 1, 2020 forecast pricing.

Trimble estimates that as of December 31, 2019 the Properties contained remaining proved plus probable reserves of 2.5 million barrels of oil and natural gas liquids and 49.2 Bcf of natural gas (10.7 million boe), with an estimated net present value of approximately \$51.0 million using forecast pricing at a 10% discount.

	Trimble Engineering Associates Ltd. as of December 31, 2019					019	
	CC	MPANY GROS	SRESER	/ES	PV BEFORE TAX		
	Oil	Natural Gas	Ngl	Total	10%	12%	15%
	Mbbl	MMcf	Mbbl	MBOE		(000s)	
Proved Developed Producing	471	20,405	520	4,392	\$25,892	\$24,136	\$21,885
Proved Non-Producing/Undeveloped	228	12,917	391	2,772	\$7,721	\$6,354	\$4,666
Total Proved	699	33,321	911	7,164	\$33,613	\$30,489	\$26,551
Probable	396	15,905	521	3,568	\$17,356	\$14,815	\$11,849
Total Proved Plus Probable	1,096	49,226	1,432	10,732	\$50,969	\$45,305	\$38,401

The reserve estimates and forecasts of production and revenues for the Company's properties were prepared within the context of the Company's year-end evaluation, which was an evaluation of all of the Company's properties in aggregate. Extraction and use of any individual property evaluation outside of this context may not be appropriate without supplementary due diligence. Values in the "Total" row may not correspond to the total of the values presented due to rounding.



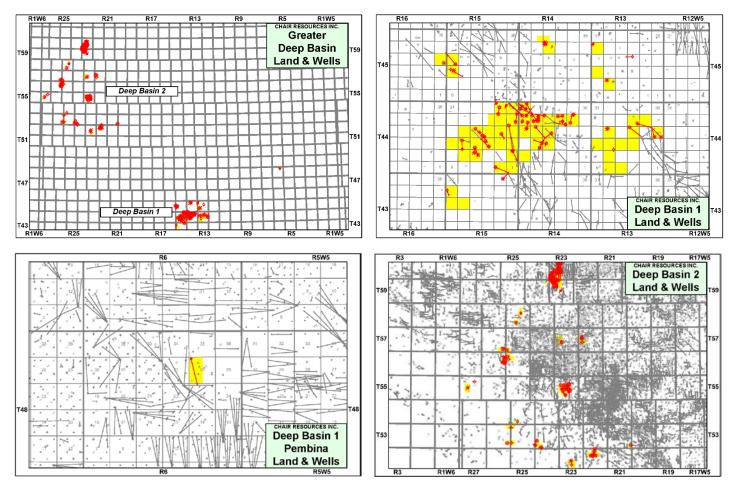


# **Deep Basin Property**

# Township 43-60, Range 6-26 W5

In the Deep Basin, the Company holds various non-operated working interests in certain lands.

The Company share of production from *Deep Basin* in June 2020 was approximately 715 boe/d (3.6 MMcf/d of natural gas and 113 barrels of oil and natural gas liquids per day). Chair's net operating income from *Deep Basin* in June 2020 was approximately \$132,400 or \$1.6 million on an annualized basis.



#### Deep Basin, Alberta – Gross Production Group Plot of Chair's Oil & Natural Gas Wells





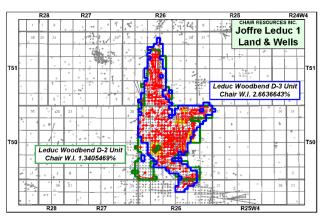


## **Joffre-Leduc Property**

At *Joffre-Leduc*, Chair holds various working interests in certain lands as well as a 1.3405469% working interest in the *Leduc Woodbend D-2 Unit* operated by **Aspenleaf Energy Limited**, a 2.6636643% working interest in the *Leduc Woodbend D-3 Unit* operated by Aspenleaf, and a 6.840442% working interest in the *Joffre D-2 Unit No. 1* operated by **DEL Canada Limited Partnership**.

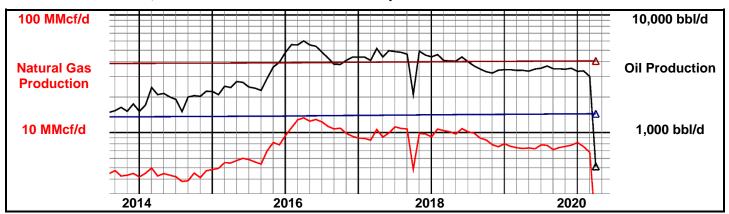
The Company share of production from *Joffre-Leduc* in June 2020 was approximately 39 boe/d (31 barrels of oil and natural gas liquids per day and 46 Mcf/d of natural gas).

# Township 38-51, Range 20 W4-4 W5



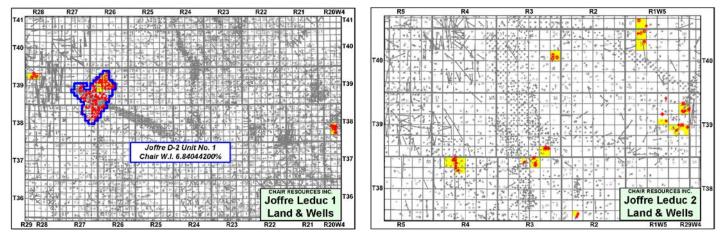
Chair's net operating income from *Joffre-Leduc* in June 2020 was approximately \$24,100 or \$289,200 on an annualized basis.

The Leduc D2 and D3 Units were shut-in from mid-April to mid-August 2020 for a gas plant turnaround. The plant turnaround timing was accelerated due to the market disruptions brought on by the COVID-19 Pandemic and OPEC power struggles. Pre-shutdown production levels of 94 boe/d (74 barrels of oil and natural gas liquids per day and 121 Mcf/d of natural gas) are expected by mid-September, along with monthly net operating income returning to 2019 average levels of approximately \$81,000.



Joffre-Leduc, Alberta – Gross Production Group Plot of Chair's Oil & Natural Gas Wells

In addition to its unit interests at *Joffre-Leduc*, Chair also holds working interests in 12 sections of non-unit land west of the fifth Meridian as shown on the following maps.







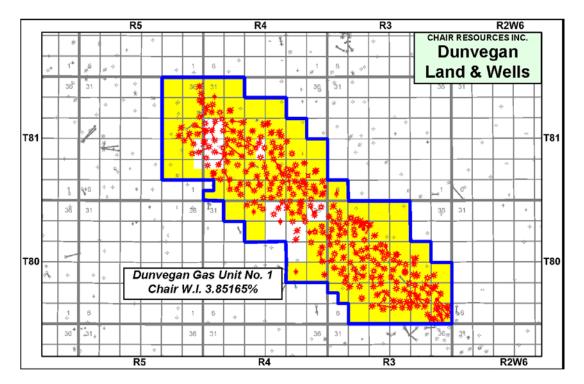
# **Dunvegan Property**

# Township 80-81, Range 3-8 W6

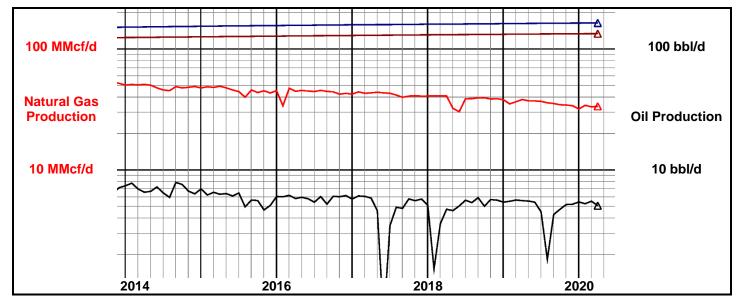
At *Dunvegan*, Chair holds various working interests in certain lands as well as a 3.85165% working interest in the *Dunvegan Gas Unit No. 1* operated by **Canadian Natural Resources Limited.** 

The Company share of production from *Dunvegan* in June 2020 was approximately 213 boe/d (1.2 MMcf/d of natural gas and 21 barrels of oil and natural gas liquids per day).

Chair's net operating income from *Dunvegan* in June 2020 was approximately \$55,100, or \$661,200 on an annualized basis.



Dunvegan, Alberta – Gross Production Group Plot of Chair's Oil & Natural Gas Wells







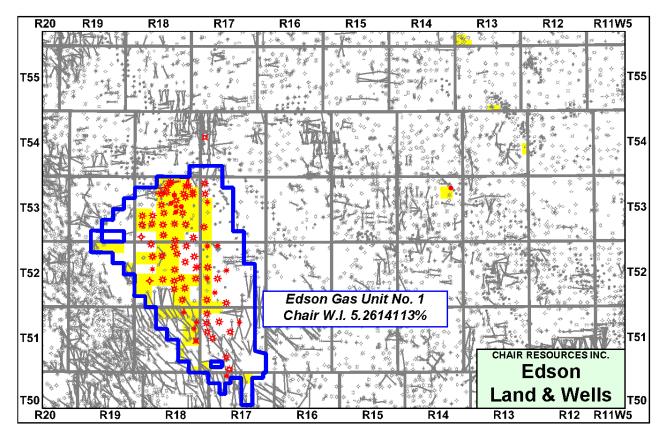
# **Edson Property**

# Township 50-56, Range 13-19 W5

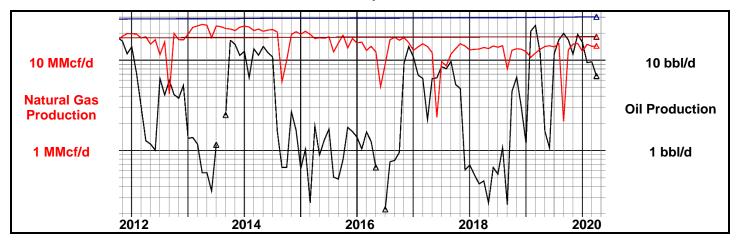
At *Edson*, the Company holds various non-operated working interests in certain lands as well as a 5.2614113% working interest in the *Edson Gas Unit No. 1* operated by **Repsol Canada Energy Partnership**.

The Company share of production from *Edson* in June 2020 was approximately 139 boe/d (748 Mcf/d of natural gas and 14 barrels of oil and natural gas liquids per day).

Chair's net operating income from *Edson* in June 2020 was approximately \$59,000, or \$708,000 on an annualized basis.

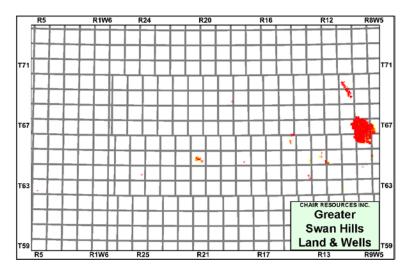


Edson, Alberta – Gross Production Group Plot of Chair's Oil & Natural Gas Wells





# **Swan Hills Property**



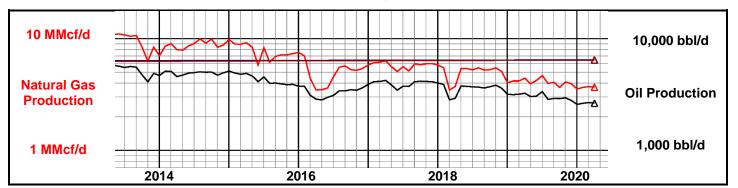
Township 63-70, Range 7 W5-5 W6

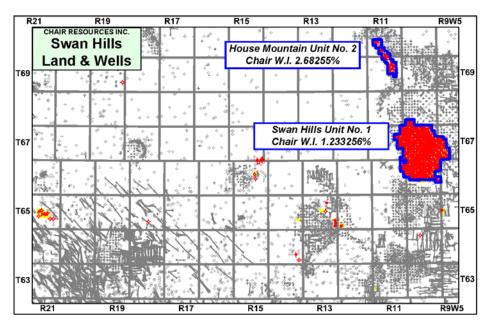
At *Swan Hills,* Chair holds various working interests in certain lands including a 2.68255% working interest in the *House Mountain Unit No. 2* operated by **Cardinal Energy Ltd.** and a 1.233256% working interest in the *Swan Hills Unit No. 1* operated by **Canadian Natural Resources Limited.** 

The Company share of production from *Swan Hills* in June 2020 was approximately 62 boe/d (59 barrels of oil and natural gas liquids per day and 21 Mcf/d of natural gas).

Chair's net operating income from *Swan Hills* in June 2020 was approximately \$62,800, or \$753,600 on an annualized basis.









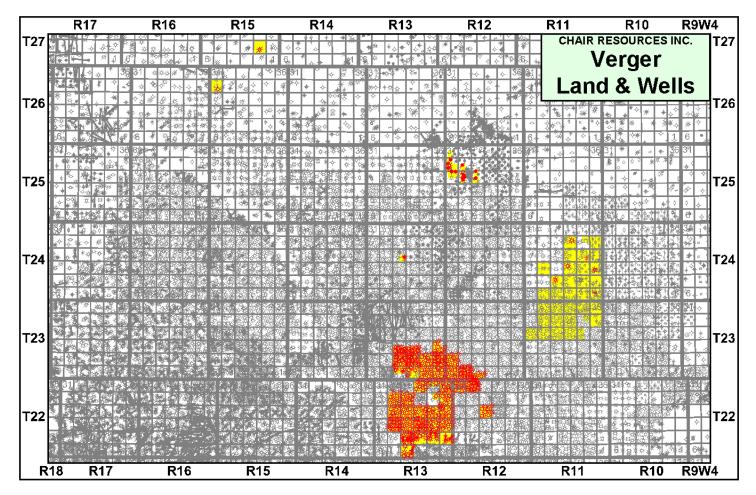


# **Verger Property**

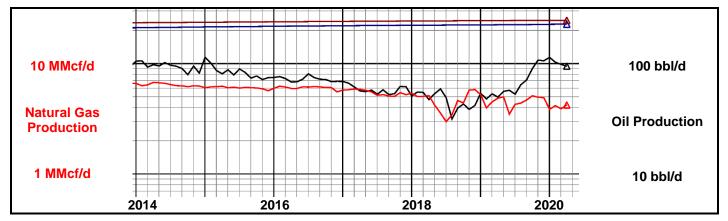
# Township 22-27, Range 11-15 W4

At Verger, the Company holds various non-operated working interests in certain lands.

The Company share of production from *Verger* in June 2020 was approximately 200 boe/d (1.2 MMcf/d of natural gas).



*Verger*, Alberta – Gross Production Group Plot of Chair's Oil & Natural Gas Wells





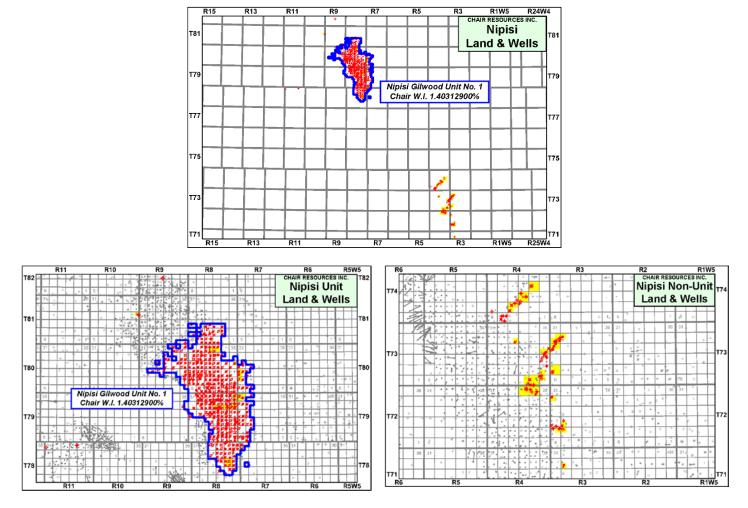


# **Nipisi Property**

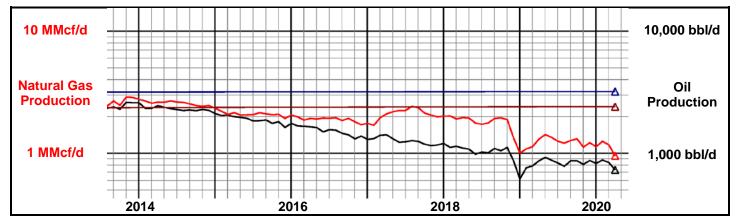
# Township 71-82, Range 3-11 W5

At *Nipisi*, Chair holds various working interests in certain lands as well as a 1.403129% working interest in the *Nipisi Gilwood Unit No. 1* operated by **Canadian Natural Resources Limited.** 

The Company share of production from *Nipisi* in June 2020 was approximately 15 boe/d (14 barrels of oil and natural gas liquids per day and six Mcf/d of natural gas).



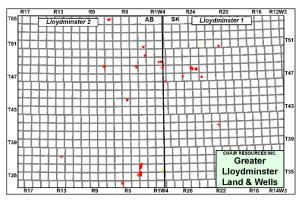
Nipisi, Alberta – Gross Production Group Plot of Chair's Oil & Natural Gas Wells







# Lloydminster Property



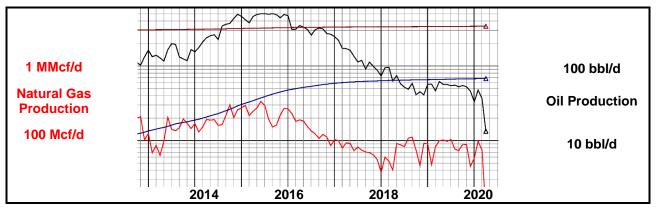
# Township 34-54, Range 21 W3-13 W4

At *Lloydminster*, the Company holds various non-operated working interests in certain lands.

There is currently no production from the *Lloydminster* property.

There are several additional non-operated wells in Saskatchewan, specifically Township 3-7, Range 32 W1-15W2 which are included in the *Lloydminster* property.

#### Lloydminster, Saskatchewan/Alberta – Gross Production Group Plot of Chair's Oil & Natural Gas Wells

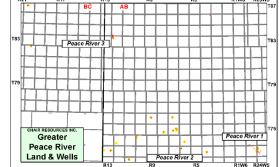


# **Peace River Property**

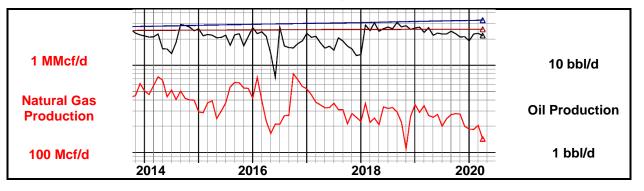
At *Peace River*, Chair has various working interests in certain lands located in Alberta and British Columbia as shown on the adjacent map.

The Company share of production from *Peace River* in June 2020 was approximately one barrel of oil per day.





#### Peace River, Alberta – Gross Production Group Plot of Chair's Oil & Natural Gas Wells





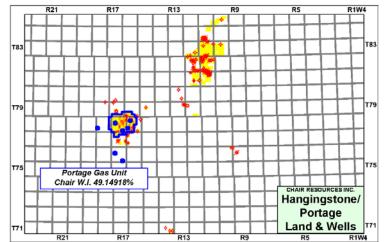


Township 71-85, Range 9-18 W4

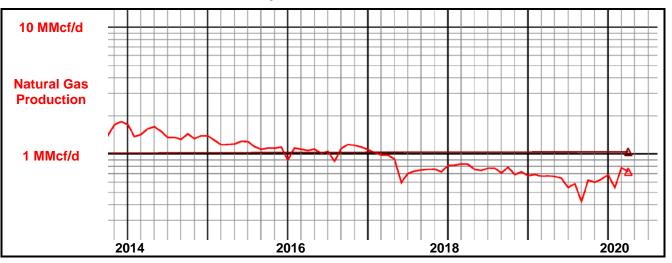
# Hangingstone/Portage Property

In the *Hangingstone/Portage* area, Chair holds various working interests in certain lands, as well as a 49.14918% working interest in the *Portage Gas Unit* operated by **IPC Canada Ltd.** 

The Company share of production from *Hangingstone/Portage* in June 2020 was approximately 48 boe/d (291 Mcf/d of natural gas).



Hangingstone/Portage, Alberta Gross Production Group Plot of Chair's Oil & Natural Gas Wells



# **Fontas Property**



 R12
 R11
 R10
 R0
 R8
 R7
 R6W6

 T105
 T105
 T105
 T105
 T105
 T105

 T104
 T105
 T104
 T104
 T103

 R12
 R11
 R10
 R9
 R8
 R7
 R0W6

In the *Fontas* area, Chair holds various working interests in certain lands. Chair receives minor amounts of processing revenue from its non-operated facility working interest at *Fontas*.

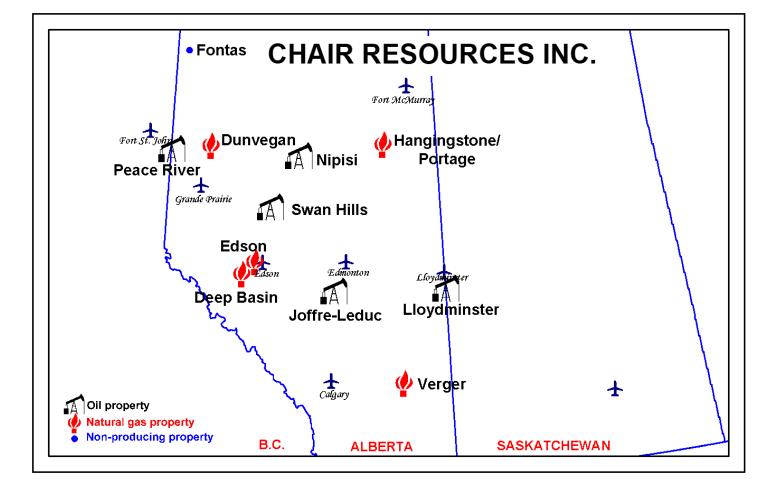
There is currently no production from the Fontas property.





EADLINE: 12:00 pm October 1, 2020

# Chair Resources Inc. Property Divestiture Fall 2020



#### CONTACT

Parties wishing to receive a Confidential Information Binder with detailed technical information relating to this opportunity should execute the Confidentiality Agreement which is available on Sayer Energy Advisors' website (<u>www.sayeradvisors.com</u>) and return one copy to Sayer Energy Advisors by courier, email (<u>tpavic@sayeradvisors.com</u>) or fax (403.266.4467).

Included in the Confidential Information Binder is the following: summary land information, most recent net operations summary, the Trimble Report and other relevant technical information.

To receive further information on the Properties please contact Tom Pavic, Ben Rye or Grazina Palmer at 403.266.6133.





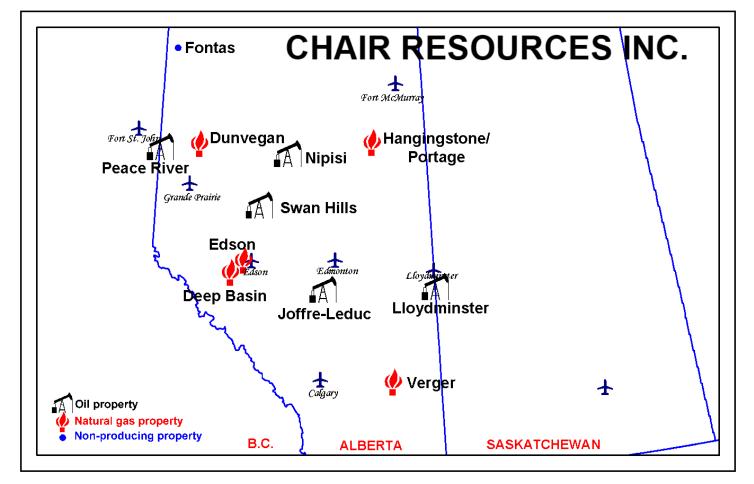
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#### **Overview Map Showing the Location of Chair's Divestiture Properties**





# **Production Overview**

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	COMP		E OF PRODUC	CTION	NOI
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<sup>(1)</sup> See update on shut-in production

### **Reserves Overview**

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	Trimble Engineering Associates Ltd. as COMPANY GROSS RESERVES				s of December 31, 2019 PV BEFORE TAX		
					15%		
Proved Developed Producing	471	20,405	520	4,392	\$25,892	\$24,136	\$21,885
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Total Proved Plus Probable	1,096	49,226	1,432	10,732	\$50,969	\$45,305	\$38,401

The reserve estimates and forecasts of production and revenues for the Company's properties were prepared within the context of the Company's year-end evaluation, which was an evaluation of all of the Company's properties in aggregate. Extraction and use of any individual property evaluation outside of this context may not be appropriate without supplementary due diligence. Values in the "Total" row may not correspond to the total of the values presented due to rounding.





# LMR Summary

Chair does not operate any wells or facilities.

# Seismic

Chair has differing quantities and ownership in 2D and 3D seismic data over portions of several Properties including *Swan Hills, Nipisi, Lloydminster, Peace River* and *Hangingstone/Portage*.

Information on the seismic ownership will be made available in the data room to parties that execute a confidentiality agreement.







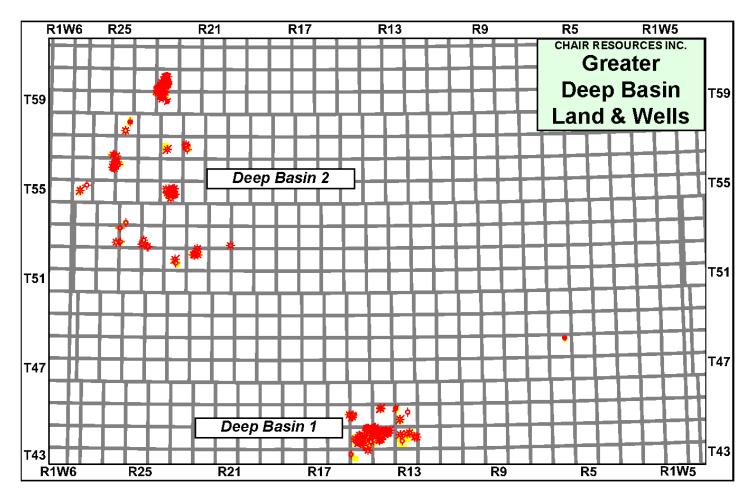
# **Deep Basin Property**

# Township 43-60, Range 6-26 W5

In the *Deep Basin*, the Company holds various non-operated working interests in certain lands.

The Company share of production from *Deep Basin* in June 2020 was approximately 715 boe/d (3.6 MMcf/d of natural gas and 113 barrels of oil and natural gas liquids per day).

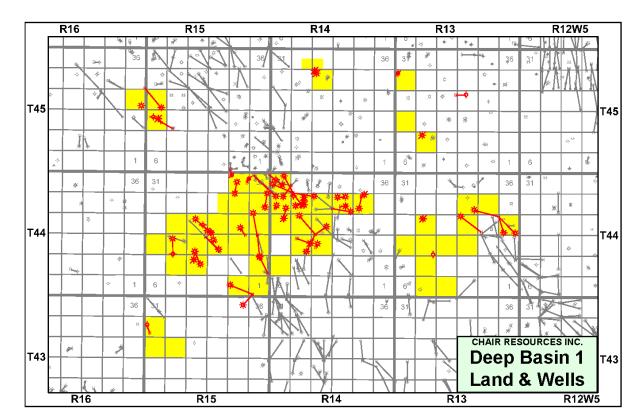
Chair's net operating income from *Deep Basin* in June 2020 was approximately \$132,400 or \$1.6 million on an annualized basis.

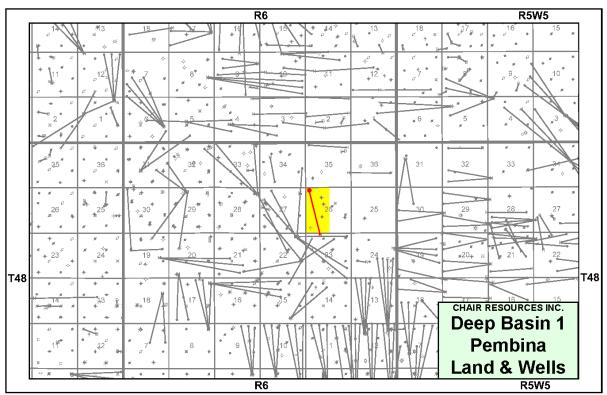




# Deadline 12:00 pm October 1, 2020



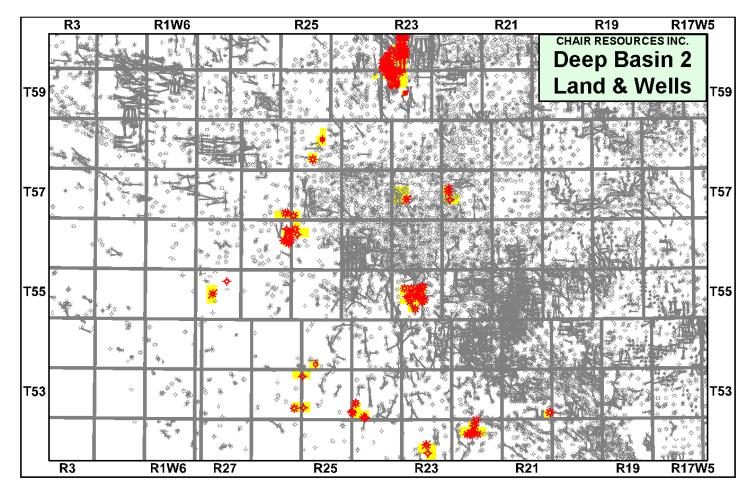




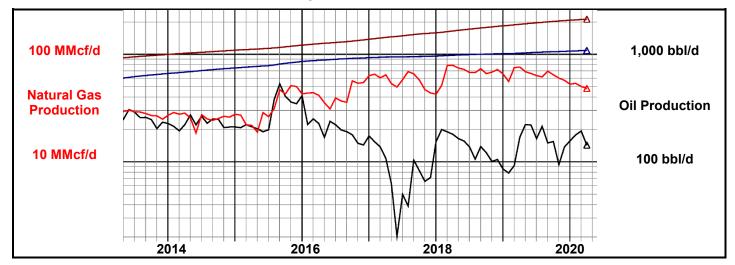


# Deadline 12:00 pm October 1, 2020





Deep Basin, Alberta Gross Production Group Plot of Chair's Oil & Natural Gas Wells







# **Deep Basin Facilities**

At *Deep Basin*, the Company holds a 14.142% working interest in the Tower Creek facility located at 14-15-055-27W5 which is operated by **Delphi Energy Corp**. Chair also holds a 10% working interest in the Bigstone oil battery located at 10-06-060-23W5 operated by **DEL Canada Limited Partnership**, a 3.75% working interest in the Berland River battery at 02-32-059-23W5 operated by **Cenovus Energy Inc.**, 6% and 7.5% working interests in two Berland River compressors at 10-22-058-25W5 and 10-18-045-15W5, both of which are operated by **Tourmaline Oil Corp**.

# **Deep Basin Marketing**

The Company sells its natural gas and liquids through **BP Canada Energy Resources Company** through a short-term agreement. Chair has a crude oil purchase agreement with **Trafigura Canada General Partnership**.

At *Deep Basin*, Chair also has a crude oil and natural gas liquids purchase contract with **Keyera Partnership**, and a sulphur purchase agreement with **Petrosul International Ltd.** 

#### **Deep Basin Reserves**

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Trimble estimates that as of December 31, 2019 the *Deep Basin* property contained remaining proved plus probable reserves of 1.1 million barrels of oil and natural gas liquids and 30.9 Bcf of natural gas (6.3 million boe), with an estimated net present value of approximately \$25.4 million using forecast pricing at a 10% discount.

	Trimble Engineering Associates Ltd. as of December 31, 2019 COMPANY GROSS RESERVES PV BEFORE TAX						
	Oil Natural Gas Ngl Total 10% 12% 15 Mbbl MMcf Mbbl MBOE (000s)			15%			
Proved Developed Producing	26	6,926	207	1,387	\$9,540	\$8,969	\$8,241
Proved Non-Producing/Undeveloped	87	12,340	369	2,513	\$6,110	\$4,949	\$3,522
Total Proved	112	19,267	576	3,900	\$15,650	\$13,918	\$11,763
Probable	34	11,649	394	2,369	\$9,714	\$8,166	\$6,371
Total Proved Plus Probable	146	30,915	970	6,269	\$25,364	\$22,083	\$18,134

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# **Deep Basin Well List**

See well list in Excel.





# **Joffre-Leduc Property**

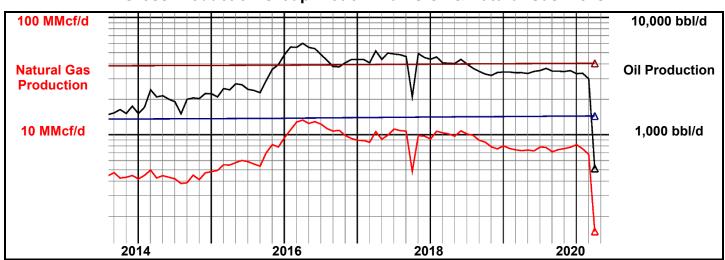
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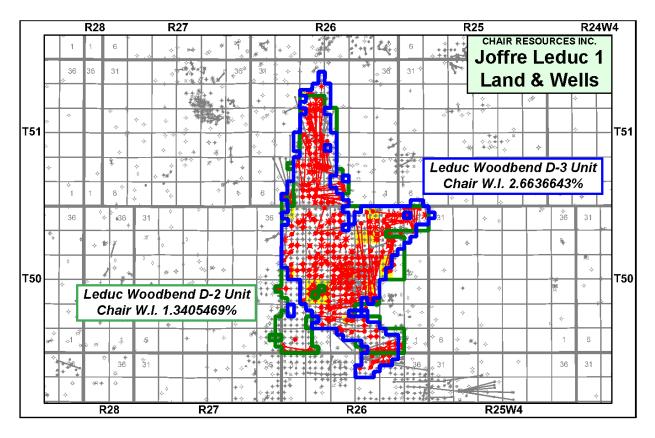


#### *Joffre-Leduc*, Alberta Gross Production Group Plot of Chair's Oil & Natural Gas Wells





Oil and natural gas from the *Leduc Woodbend D-2 Unit* is produced from the Nisku Formation. Oil and natural gas from the *Woodbend D-3 Unit* is produced from the Viking, Ellerslie and Detrital formations.



#### Leduc Woodbend D-2 Unit

Interest Holders

Interest %	Participant Name
(%)	
96.30570780	ASPENLEAF ENERGY LIMITED
1.34054690	CHAIR RESOURCES INC.
1.11576980	COMPUTERSHARE TRUST COMPANY OF CANADA
1.07057530	HC EXPLORATION LTD.
0.10428600	SEREDA OILS LTD
0.03545370	1814890 ALBERTA ULC
0.01259380	ADANAC OIL & GAS LIMITED
0.01181800	1814884 ALBERTA ULC
0.00324870	CANADIAN SPOONER RESOURCES INC.

#### Leduc Woodbend D-3 Unit

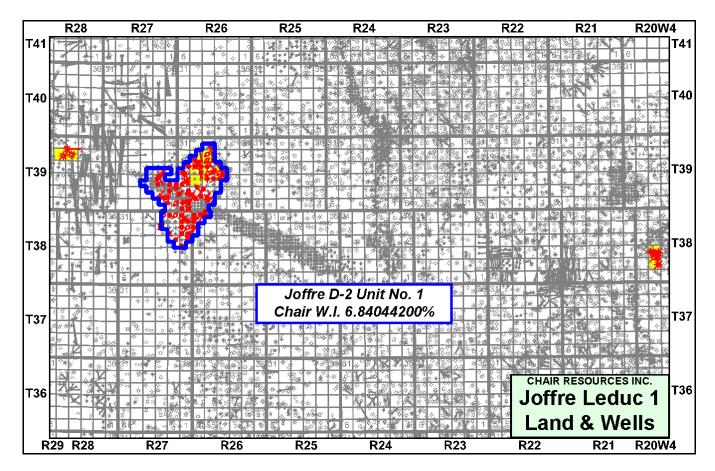
#### Interest Holders

Interest %	Participant Name
(%)	
92.65871300	ASPENLEAF ENERGY LIMITED
3.84489040	MAGA ENERGY OPERATIONS LTD.
1.34187540	CHAIR HOLDINGS LIMITED
1.32178890	CHAIR RESOURCES INC.
0.43292990	SEREDA OILS LTD
0.39980240	COMPUTERSHARE TRUST COMPANY OF CANADA





Oil and natural gas from the Joffe D-2 Unit No. 1 is produced from the Nisku Formation.



#### Joffre D-2 Unit No. 1

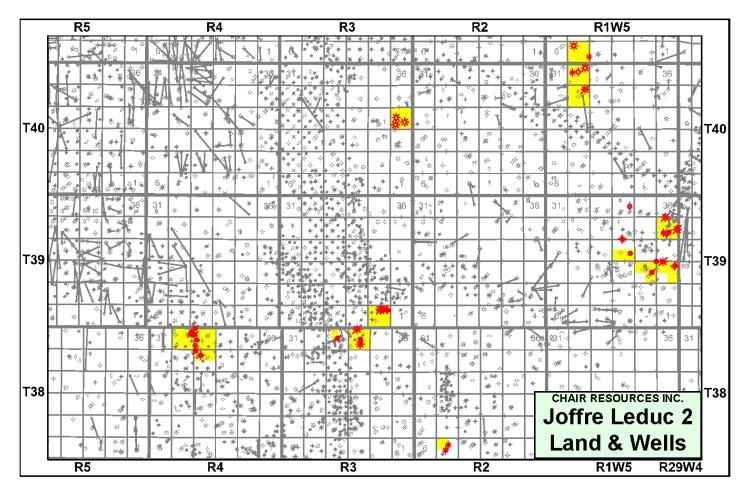
Interest Holders

Interest %	Participant Name
(%)	
79.15456200	DEL CANADA GP LTD.
13.84811000	CONSERVE OIL POC GROWTH IV LIMITED PARTNERSHIP
6.84044200	CHAIR HOLDINGS LIMITED
0.15688600	CAROLINE PETROLEUMS (1985) LTD.





In addition to its unit interests at *Joffre-Leduc*, Chair also holds working interests in 12 sections of non-unit land west of the fifth Meridian as shown on the following map.



# **Joffre-Leduc Facilities**

The Company holds a 6.840442% working interest in the Joffre D-2 Gas Processing Plant located at NE17-039-26-W4 which is operated by **DEL Canada Limited Partnership**, a 4.1445% working interest in the Prevo 16-14-039-01W5 battery and compressor operated by **Husky Oil Operations Limited**, and a 2.21473% working interest in the Gilby 11-24-040-03W5 compressor station, pipeline and related production facilities operated by **Cenovus Energy Inc.** Chair also holds a 16.5150907% working interest in the Medicine River Jurassic "O" Pool Gas Gathering System at 12-33-038-04W5 and a 14.6667% working interest in a multi-well battery at 02-17-038-20W4 operated by **NAL Resources Limited**.







# **Joffre-Leduc Marketing**

At *Joffre-Leduc*, Chair has a crude oil purchase agreement with **Trafigura Canada General Partnership**.

### **Joffre-Leduc Reserves**

*Trimble Engineering Associates Ltd.* ("Trimble") prepared an independent reserves evaluation of Chair's properties as part of the Company's year-end reporting (the "Trimble Report"). The Trimble Report is effective December 31, 2019, using Trimble's January 1, 2020 forecast pricing.

Trimble estimates that as of December 31, 2019 the *Joffre-Leduc* property contained remaining proved plus probable reserves of 371,000 barrels of oil and natural gas liquids and 499 MMcf of natural gas (454,000 boe), with an estimated net present value of approximately \$7.3 million using forecast pricing at a 10% discount.

	Trimble Engineering Associates Ltd. as of December 31, 2019 COMPANY GROSS RESERVES PV BEFORE TAX						
	Oil Mbbl	Natural Gas MMcf	Ngl Mbbl	Total MBOE	10%	12% (000s)	15%
Proved Developed Producing	194	247	21	256	\$4,596	\$4,288	\$3,904
Proved Non-Producing/Undeveloped	49	95	7	72	\$906	\$794	\$656
Total Proved	243	342	28	328	\$5,502	\$5,082	\$4,560
Probable	89	157	11	126	\$1,824	\$1,601	\$1,334
Total Proved Plus Probable	332	499	39	454	\$7,327	\$6,683	\$5,895

The reserve estimates and forecasts of production and revenues for the Company's properties were prepared within the context of the Company's year-end evaluation, which was an evaluation of all of the Company's properties in aggregate. Extraction and use of any individual property evaluation outside of this context may not be appropriate without supplementary due diligence. Values in the "Total" row may not correspond to the total of the values presented due to rounding.

# **Joffre-Leduc Well List**

See well list in Excel.





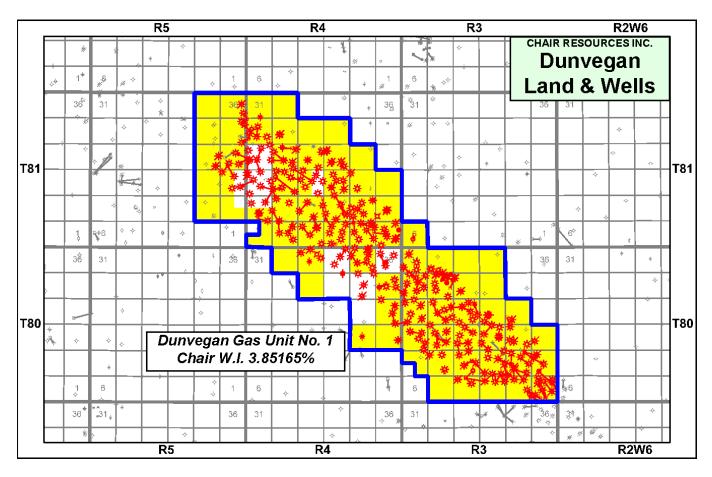
# **Dunvegan Property**

# Township 80-81, Range 3-8 W6

At *Dunvegan*, Chair holds various working interests in certain lands as well as a 3.85165% working interest in the *Dunvegan Gas Unit No. 1* operated by **Canadian Natural Resources Limited.** 

The Company share of production from *Dunvegan* in June 2020 was approximately 213 boe/d (1.2 MMcf/d of natural gas and 21 barrels of oil and natural gas liquids per day).

Chair's net operating income from *Dunvegan* in June 2020 was approximately \$55,100, or \$661,200 on an annualized basis.



#### Dunvegan Gas Unit No. 1

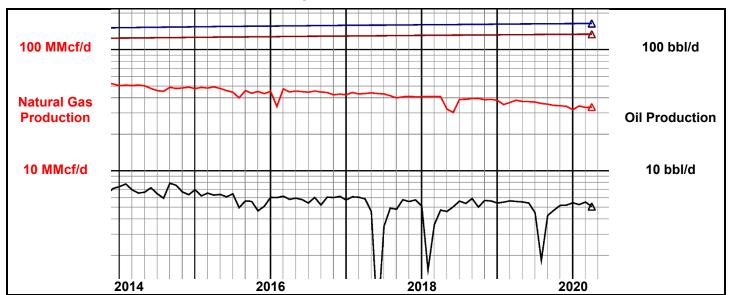
Interest Holders

Interest % Participant Name (%) 83.45431130 CANADIAN NATURAL RESOURCES 4.29312350 TAQA NORTH 3.85165000 CHAIR RESOURCES INC. 3.21984980 W. F. BROWN EXPLORATION LTD. 1.54706000 PRAIRIE BIRCH ROYALTIES LTD. 0.95898000 SIGNALTA RESOURCES LIMITED 0.92106000 119307 ALBERTA CORPORATION 0.69999000 CUMULUS INVESTMENTS LTD 0.55263000 ARDEE RESOURCES LTD 0.50133000 389592 ALBERTA LTD





*Dunvegan*, Alberta Gross Production Group Plot of Chair's Oil & Natural Gas Wells



# **Dunvegan Facilities**

The Company holds a working interest in the Northwest Belloy 16-36-079-03W6 gas processing facility, a 9.53024% working interest in the Dunvegan Debolt "BB" Oil Pool 14-29-080-03W6 production facility and a 3.85165% working interest in the Dunvegan gas facilities, all of which are operated by **Canadian Natural Resources Limited**.

### **Dunvegan Marketing**

At *Dunvegan*, the Company sells its natural gas through a purchase agreement with **BP Canada Energy Resources Company**.





### **Dunvegan Reserves**

*Trimble Engineering Associates Ltd.* ("Trimble") prepared an independent reserves evaluation of Chair's properties as part of the Company's year-end reporting (the "Trimble Report"). The Trimble Report is effective December 31, 2019, using Trimble's January 1, 2020 forecast pricing.

Trimble estimates that as of December 31, 2019 the *Dunvegan* property contained remaining proved plus probable reserves of 340,000 barrels of oil and natural gas liquids and 4.9 Bcf of natural gas (1.2 million boe), with an estimated net present value of approximately \$4.7 million using forecast pricing at a 10% discount.

	Trimble Engineering Associates Ltd. a COMPANY GROSS RESERVES			as of December 31, 2019 PV BEFORE TAX			
	Oil Mbbl	Natural Gas MMcf	Ngl Mbbl	Total MBOE	10%	12% (000s)	15%
Proved Developed Producing	26	3,351	211	795	\$3,378	\$3,116	\$2,783
Proved Non-Producing/Undeveloped	0	248	15	57	\$182	\$157	\$126
Total Proved	26	3,598	226	852	\$3,560	\$3,273	\$2,909
Probable	7	1,289	81	303	\$1,145	\$956	\$742
Total Proved Plus Probable	33	4,887	307	1,154	\$4,705	\$4,229	\$3,651

The reserve estimates and forecasts of production and revenues for the Company's properties were prepared within the context of the Company's year-end evaluation, which was an evaluation of all of the Company's properties in aggregate. Extraction and use of any individual property evaluation outside of this context may not be appropriate without supplementary due diligence. Values in the "Total" row may not correspond to the total of the values presented due to rounding.

# **Dunvegan Well List**

See well list in Excel.





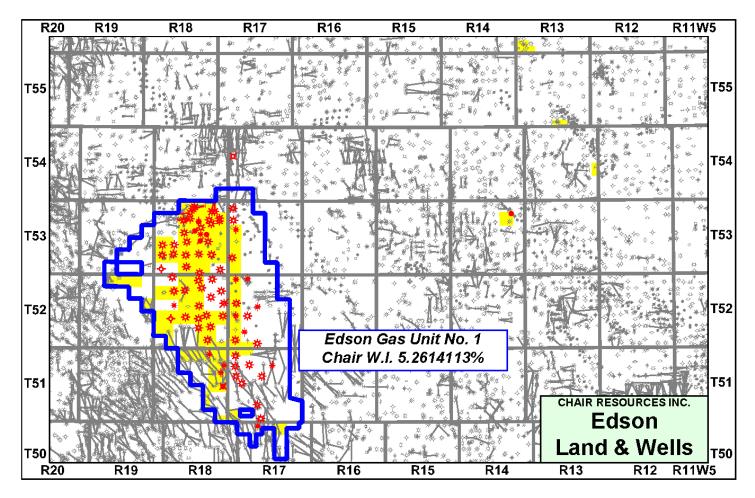
# **Edson Property**

Township 50-56, Range 13-19 W5

At *Edson*, the Company holds various non-operated working interests in certain lands as well as a 5.2614113% working interest in the *Edson Gas Unit No. 1* operated by **Repsol Canada Energy Partnership.** 

The Company share of production from *Edson* in June 2020 was approximately 139 boe/d (748 Mcf/d of natural gas and 14 barrels of oil and natural gas liquids per day).

Chair's net operating income from *Edson* in June 2020 was approximately \$59,000, or \$708,000 on an annualized basis.

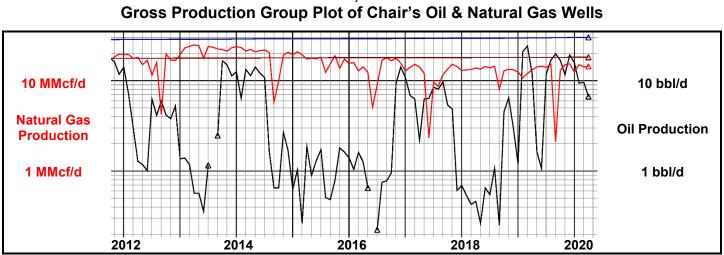


Interest Holders

Interest %	Participant Name
(%)	
69.37916510	REPSOL CANADA ENERGY PARTNERSHIP
21.04564500	GAIN ENERGY LTD.
5.26141130	CHAIR RESOURCES INC.
2.56713520	CANADIAN PETROLEUM INVESTMENTS ULC
1.74664340	HAMILTON BROTHERS CANADIAN GAS COMPANY LTD.







# Edson, Alberta

# **Edson Facilities**

At Edson, the Company holds a 4.787244% working interest in the Edson Gas Plant located at 04-11-053-18W5 which is operated by **Repsol Canada Energy Partnership**. Chair also holds an overall 1.491% working interest in the Edson Bluesky-Gething Gas Gathering Facilities operated by **Repsol Canada Energy Partnership** as well as a joint use agreement in the EGP Fractionation Project.

# **Edson Marketing**

At Edson, the Company sells its natural gas through BP Canada Energy Resources Company through a short-term agreement. Chair has a crude oil purchase agreement with Trafigura Canada General Partnership.

Chair also has a sulphur purchase agreement with **Petrosul International Inc.** 





## **Edson Reserves**

*Trimble Engineering Associates Ltd.* ("Trimble") prepared an independent reserves evaluation of Chair's properties as part of the Company's year-end reporting (the "Trimble Report"). The Trimble Report is effective December 31, 2019, using Trimble's January 1, 2020 forecast pricing.

Trimble estimates that as of December 31, 2019 the *Edson* property contained remaining proved plus probable reserves of 80,000 barrels of oil and natural gas liquids and 4.0 Bcf of natural gas (749,000 boe), with an estimated net present value of approximately \$4.1 million using forecast pricing at a 10% discount.

	Trimble Engineering Associates Ltd. a COMPANY GROSS RESERVES				as of December 31, 2019 PV BEFORE TAX		
	Oil Mbbl	Natural Gas MMcf	Ngl Mbbl	Total MBOE	10%	12% (000s)	15%
Proved Developed Producing	2	3,079	53	568	\$3,247	\$2,907	\$2,506
Proved Non-Producing/Undeveloped	0	0	0	0	\$0	\$0	\$0
Total Proved	2	3,079	53	568	\$3,247	\$2,907	\$2,506
Probable	1	937	25	181	\$854	\$723	\$577
Total Proved Plus Probable	3	4,016	77	749	\$4,101	\$3,630	\$3,083

The reserve estimates and forecasts of production and revenues for the Company's properties were prepared within the context of the Company's year-end evaluation, which was an evaluation of all of the Company's properties in aggregate. Extraction and use of any individual property evaluation outside of this context may not be appropriate without supplementary due diligence. Values in the "Total" row may not correspond to the total of the values presented due to rounding.

# **Edson Well List**

See well list in Excel.





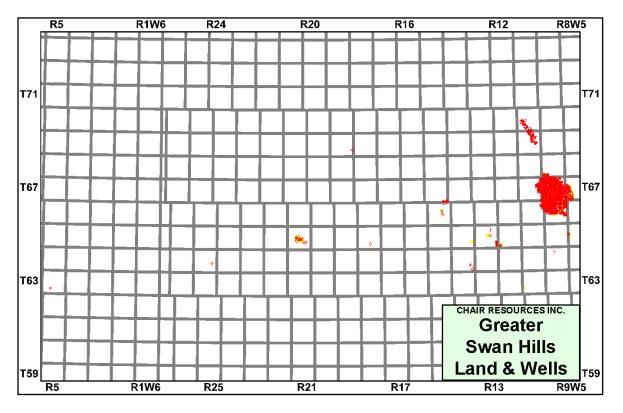
# **Swan Hills Property**

# Township 63-70, Range 7 W5-5 W6

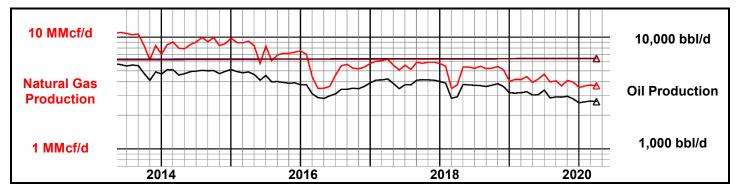
*At Swan Hills,* Chair holds various working interests in certain lands including a 2.68255% working interest in the *House Mountain Unit No. 2* operated by **Cardinal Energy Ltd.** and a 1.233256% working interest in the *Swan Hills Unit No. 1* operated by **Canadian Natural Resources Limited.** 

The Company share of production from *Swan Hills* in June 2020 was approximately 62 boe/d (59 barrels of oil and natural gas liquids per day and 21 Mcf/d of natural gas).

Chair's net operating income from *Swan Hills* in June 2020 was approximately \$62,800, or \$753,600 on an annualized basis.



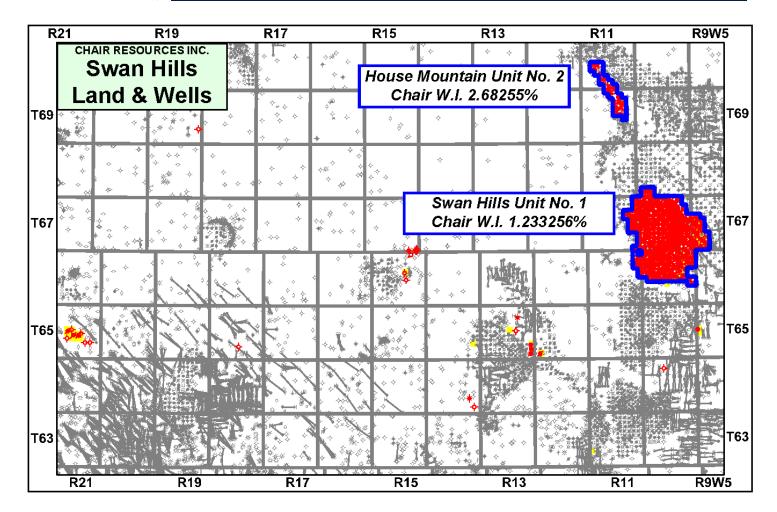
*Swan Hills*, Alberta Gross Production Group Plot of Chair's Oil & Natural Gas Wells







# Deadline 12:00 pm October 1, 2020



#### House Mountain Unit No. 2

Interest Holders

Interest % Participant Name (%) 61.65911000 CARDINAL ENERGY LTD. 25.32972000 ACQUISITION OIL CORP. 7.05544000 ACCEL CANADA HOLDINGS LIMITED 3.27318000 TAQA NORTH 2.68255000 CHAIR RESOURCES INC.

#### Swan Hills Unit No. 1

Interest Holders

- [	Interest %	Participant Name
	(%)	
1	31.87154260	CANADIAN NATURAL RESOURCES LIMITED
1	24.70568220	SABRE ENERGY PARTNERSHIP
1	24.00878780	ACCEL CANADA HOLDINGS LIMITED
1	13.10387330	RAZOR ENERGY CORP.
1	1.77729570	ARC RESOURCES LTD.
1	1.18300000	DIVOT ENERGY CORPORATION
1	1.06010760	439 ROYALTY CORF.
1	1.00000000	CHAIR RESOURCES INC.
1	0.68906510	CANADIAN KENWOOD COMPANY
1	0.29169800	BUCOLIC RESOURCES LTD.
1	0.23325600	CHAIR HOLDINGS LIMITED
	0.07569170	LINTUS RESOURCES LIMITED





## **Swan Hills Facilities**

At *Swan Hills*, the Company holds workings interest in the House Mountain central treating plant, House Mountain gas conservation facilities, House Mountain high pressure water injection plant and House Mountain west leg injection line, House Mountain booster pump station No. 1 and the House Mountain main gathering system, all of which are operated by **Cardinal Energy Ltd.** 

Chair also holds working interests in the Judy Creek Gas Plant located at 15-25-064-11W5 which is operated by **ACCEL Energy Canada Limited**, the Swan Hills gas gathering system operated by **Canadian Natural Resources Limited** and the Freeman Lake water plant operated by **Razor Energy Corp.** 

#### Swan Hills Marketing

At Swan Hills, Chair has a crude oil purchase agreement with Trafigura Canada General Partnership.

### Swan Hills Reserves

*Trimble Engineering Associates Ltd.* ("Trimble") prepared an independent reserves evaluation of Chair's properties as part of the Company's year-end reporting (the "Trimble Report"). The Trimble Report is effective December 31, 2019, using Trimble's January 1, 2020 forecast pricing.

Trimble estimates that as of December 31, 2019 the *Swan Hills* property contained remaining proved plus probable reserves of 250,000 barrels of oil and natural gas liquids and 188 MMcf of natural gas (282,000 boe), with an estimated net present value of approximately \$3.1 million using forecast pricing at a 10% discount.

	Trimble Engineering Associates Ltd. a COMPANY GROSS RESERVES				ns of December 31, 2019 PV BEFORE TAX		
	Oil Mbbl	Natural Gas MMcf	Ngl Mbbl	Total MBOE	10%	12% (000s)	15%
Proved Developed Producing	176	154	26	228	\$2,778	\$2,529	\$2,230
Proved Non-Producing/Undeveloped	0	0	0	0	\$0	\$0	\$0
Total Proved	176	154	26	228	\$2,778	\$2,529	\$2,230
Probable	40	34	8	53	\$334	\$275	\$213
Total Proved Plus Probable	216	188	34	282	\$3,111	\$2,804	\$2,443

The reserve estimates and forecasts of production and revenues for the Company's properties were prepared within the context of the Company's year-end evaluation, which was an evaluation of all of the Company's properties in aggregate. Extraction and use of any individual property evaluation outside of this context may not be appropriate without supplementary due diligence. Values in the "Total" row may not correspond to the total of the values presented due to rounding.

# Swan Hills Well List

See well list in Excel.



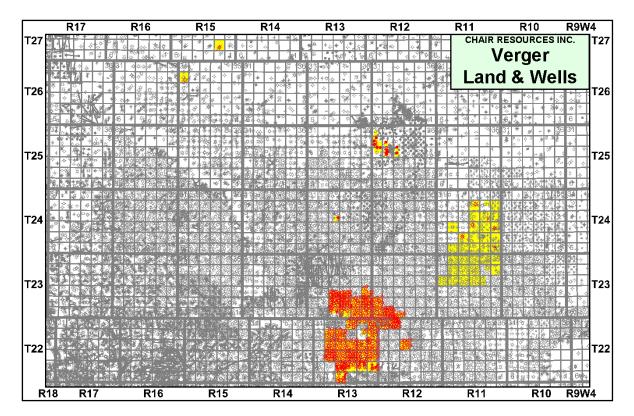


# **Verger Property**

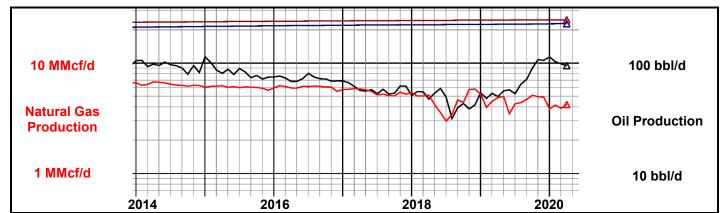
# Township 22-27, Range 11-15 W4

At Verger, the Company holds various non-operated working interests in certain lands.

The Company share of production from *Verger* in June 2020 was approximately 200 boe/d (1.2 MMcf/d of natural gas).



*Verger*, Alberta Gross Production Group Plot of Chair's Oil & Natural Gas Wells







# **Verger Facilities**

The Company holds a 28.79% working interest in the Verger gas plant located at 08-26-022-13W4 which is operated by **Canadian Natural Resources Limited**.

Chair also holds a 12.5% working interest in the Verger/Cessford compressor plant located at 06-07-022-12W4 which is operated by **Canadian Natural Resources Limited**.

# Verger Marketing

The Company sells its natural gas through **BP Canada Energy Resources Company** through a short-term agreement.

### Verger Reserves

*Trimble Engineering Associates Ltd.* ("Trimble") prepared an independent reserves evaluation of Chair's properties as part of the Company's year-end reporting (the "Trimble Report"). The Trimble Report is effective December 31, 2019, using Trimble's January 1, 2020 forecast pricing.

Trimble estimates that as of December 31, 2019 the *Verger* property contained remaining proved plus probable reserves of 18,000 barrels of oil and 8.1 Bcf of natural gas (1.4 million boe), with an estimated net present value of approximately \$2.1 million using forecast pricing at a 10% discount.

		mble Engineerir MPANY GROS	as of December 31, 2019 PV BEFORE TAX				
	Oil Mbbl	Natural Gas MMcf	Ngl Mbbl	Total MBOE	10%	12% (000s)	15%
Proved Developed Producing	15	6,567	0	1,109	\$1,709	\$1,711	\$1,640
Proved Non-Producing/Undeveloped	0	0	0	0	\$0	\$0	\$0
Total Proved	15	6,567	0	1,109	\$1,709	\$1,711	\$1,640
Probable	3	1,511	0	255	\$366	\$290	\$208
Total Proved Plus Probable	18	8,077	0	1,365	\$2,074	\$2,001	\$1,848

The reserve estimates and forecasts of production and revenues for the Company's properties were prepared within the context of the Company's year-end evaluation, which was an evaluation of all of the Company's properties in aggregate. Extraction and use of any individual property evaluation outside of this context may not be appropriate without supplementary due diligence. Values in the "Total" row may not correspond to the total of the values presented due to rounding.

# Verger Well List

See well list in Excel.



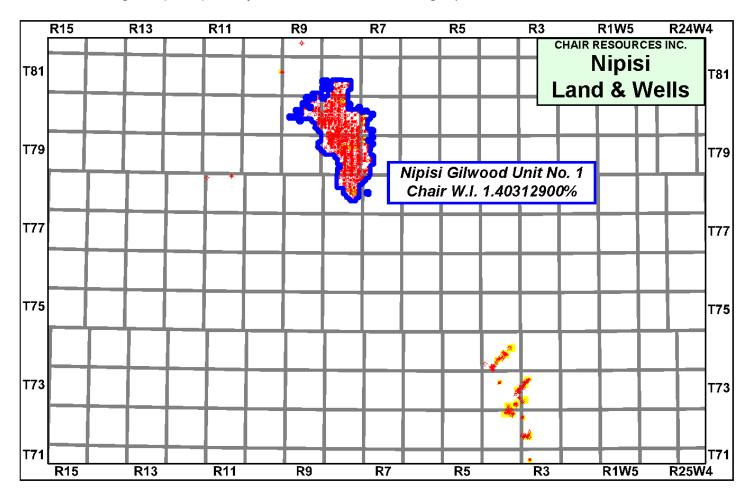


# **Nipisi Property**

# Township 71-82, Range 3-11 W5

At *Nipisi*, Chair holds various working interests in certain lands as well as a 1.403129% working interest in the *Nipisi Gilwood Unit No. 1* operated by **Canadian Natural Resources Limited.** 

The Company share of production from *Nipisi* in June 2020 was approximately 15 boe/d (14 barrels of oil and natural gas liquids per day and six Mcf/d of natural gas).



#### Nipisi Gilwood Unit No. 1

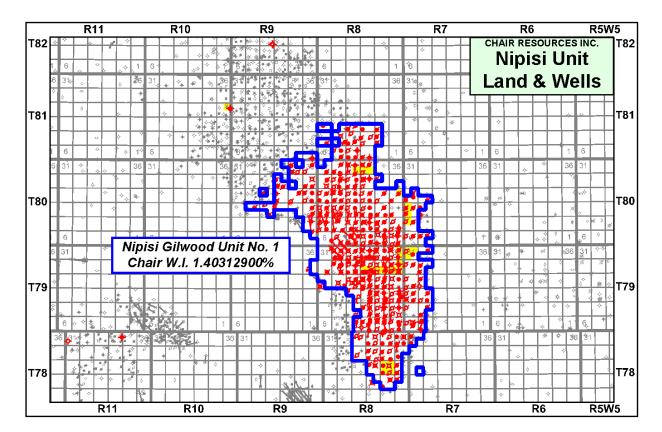
Interest Holders

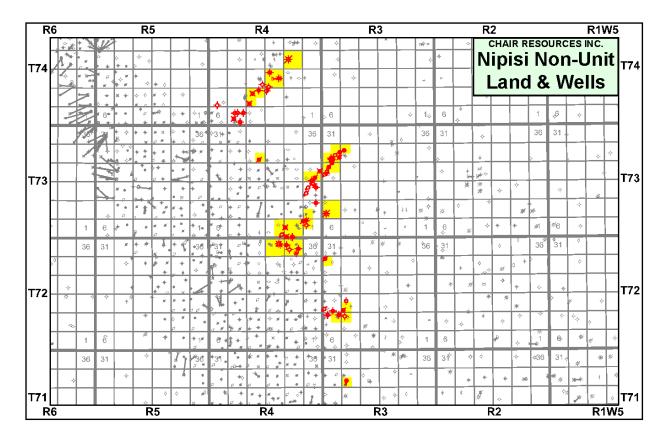
Interest %<br/>(%)Participant Name<br/>(%)90.31985390CANADIAN NATURAL RESOURCES7.36868590GAIN ENERGY LTD.1.40312900CHAIR RESOURCES INC.0.67450820CANADIAN PETROLEUM INVESTMENTS ULC0.13678160ALLARO RESOURCES LTD.0.09704140HAMILTON BROTHERS CANADIAN GAS COMPANY LTD.



# Deadline 12:00 pm October 1, 2020



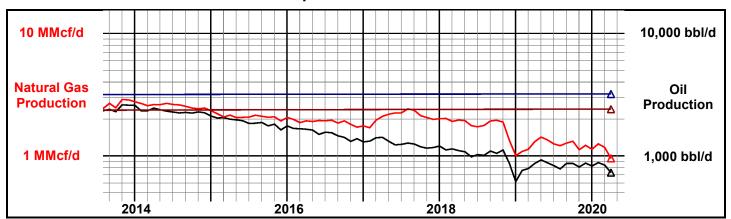








*Nipisi*, Alberta Gross Production Group Plot of Chair's Oil & Natural Gas Wells



# **Nipisi Facilities**

The Company holds a 1.4031290% working interest in the Nipisi gas processing facilities which are operated by **Canadian Natural Resources Limited**.

Chair also holds a 24.223% working interest in a water injection facility located at 09-30-073-03W5 which is operated by **Aeneid Exploration Inc.** 

# Nipisi Marketing

The Company sells its natural gas through **BP Canada Energy Resources Company** through a shortterm agreement. Chair has a crude oil purchase agreement with **Trafigura Canada General Partnership**.





#### **Nipisi Reserves**

*Trimble Engineering Associates Ltd.* ("Trimble") prepared an independent reserves evaluation of Chair's properties as part of the Company's year-end reporting (the "Trimble Report"). The Trimble Report is effective December 31, 2019, using Trimble's January 1, 2020 forecast pricing.

Trimble estimates that as of December 31, 2019 the *Nipisi* property contained remaining proved plus probable reserves of 39,000 barrels of oil and natural gas liquids and 26 MMcf of natural gas (43,000 boe), with an estimated net present value of approximately \$652,000 using forecast pricing at a 10% discount.

	Trimble Engineering Associates Ltd. as of December 31, 2019 COMPANY GROSS RESERVES PV BEFORE TAX											
	Oil Mbbl	Natural Gas MMcf	Ngl Mbbl	Total MBOE	10%	12% (000s)	15%					
Proved Developed Producing	21	14	2	25	\$375	\$367	\$354					
Proved Non-Producing/Undeveloped	0	0	0	0	\$0	\$0	\$0					
Total Proved	21	14	2	25	\$375	\$367	\$354					
Probable	15	12	2	19	\$277	\$256	\$227					
Total Proved Plus Probable	35	26	4	43	\$652	\$622	\$582					

The reserve estimates and forecasts of production and revenues for the Company's properties were prepared within the context of the Company's year-end evaluation, which was an evaluation of all of the Company's properties in aggregate. Extraction and use of any individual property evaluation outside of this context may not be appropriate without supplementary due diligence. Values in the "Total" row may not correspond to the total of the values presented due to rounding.

# Nipisi Well List



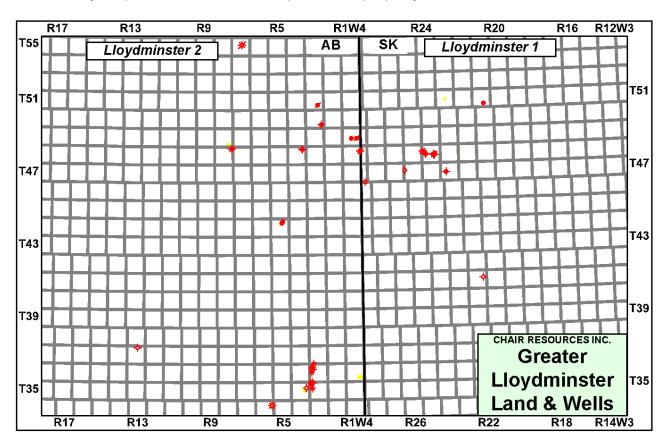


# **Lloydminster Property**

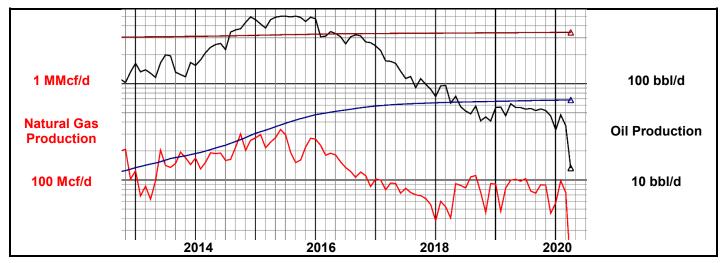
# Township 34-54, Range 21 W3-13 W4

At *Lloydminster*, the Company holds various non-operated working interests in certain lands.

There is currently no production from the *Lloydminster* property.



*Lloydminster*, Saskatchewan/Alberta Gross Production Group Plot of Chair's Oil & Natural Gas Wells

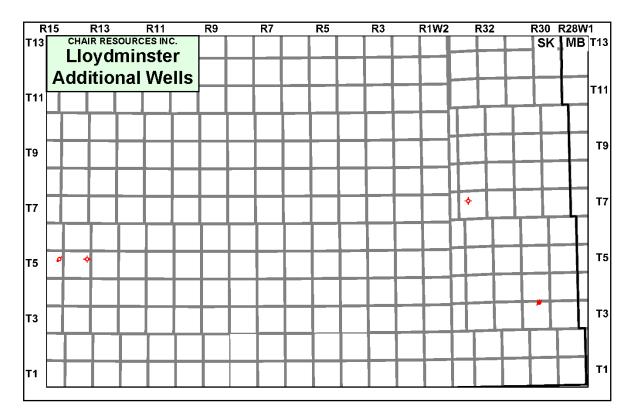






# Additional Wells Included in Lloydminster Property

There are several additional non-operated wells in Saskatchewan, specifically Township 3-7, Range 32 W1-15W2 which are included in the *Lloydminster* property as shown on the following map.



# **Lloydminster Facilities**

The Company does not have an interest in any facilities at *Lloydminster*.

#### Lloydminster Marketing

The Company sells its natural gas through **BP Canada Energy Resources Company** through a shortterm agreement. Chair has a crude oil purchase agreement with **Trafigura Canada General Partnership**.





#### Lloydminster Reserves

*Trimble Engineering Associates Ltd.* ("Trimble") prepared an independent reserves evaluation of Chair's properties as part of the Company's year-end reporting (the "Trimble Report"). The Trimble Report is effective December 31, 2019, using Trimble's January 1, 2020 forecast pricing.

Trimble estimates that as of December 31, 2019 the *Lloydminster* property contained remaining proved plus probable reserves of 302,000 barrels of oil and 30 MMcf of natural gas (308,000 boe), with an estimated net present value of approximately \$3.1 million using forecast pricing at a 10% discount.

	Trimble Engineering Associates Ltd. as of December 31, 2019 COMPANY GROSS RESERVES PV BEFORE TAX											
	Oil Natural Gas Ngl Total 10% 12% Mbbl MMcf Mbbl MBOE (000											
Proved Developed Producing	4	15	0	7	\$67	\$64	\$61					
Proved Non-Producing/Undeveloped	92	0	0	92	\$464	\$398	\$311					
Total Proved	96	15	0	98	\$530	\$462	\$372					
Probable	206	16	0	209	\$2,556	\$2,287	\$1,942					
Total Proved Plus Probable	302	30	0	308	\$3,087	\$2,749	\$2,314					

The reserve estimates and forecasts of production and revenues for the Company's properties were prepared within the context of the Company's year-end evaluation, which was an evaluation of all of the Company's properties in aggregate. Extraction and use of any individual property evaluation outside of this context may not be appropriate without supplementary due diligence. Values in the "Total" row may not correspond to the total of the values presented due to rounding.

# Lloydminster Well List



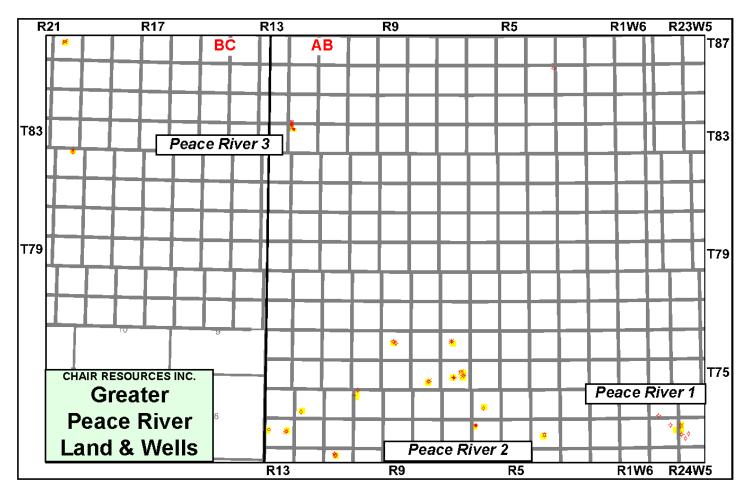


# **Peace River Property**

# Township 72-87, Range 24 W5-21 W6

At *Peace River*, Chair has various working interests in certain lands located in Alberta and British Columbia as shown on the following maps.

The Company share of production from *Peace River* in June 2020 was approximately one barrel of oil per day.

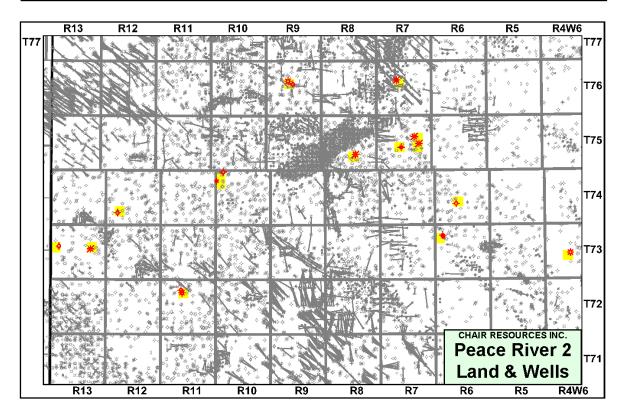




# Deadline 12:00 pm October 1, 2020

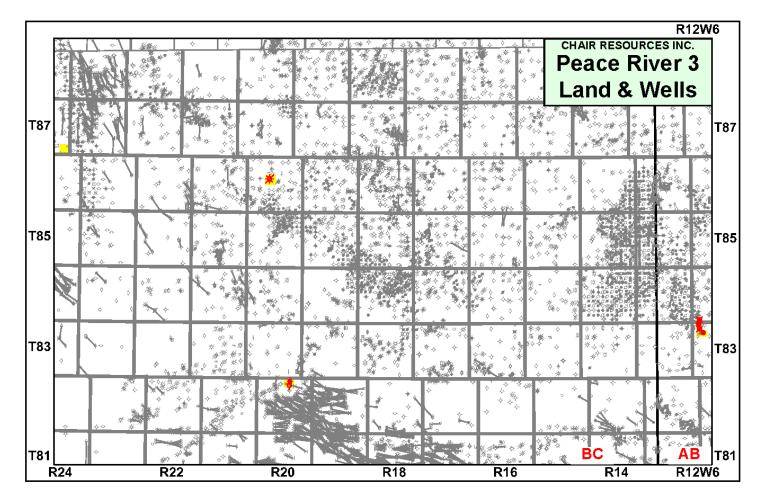


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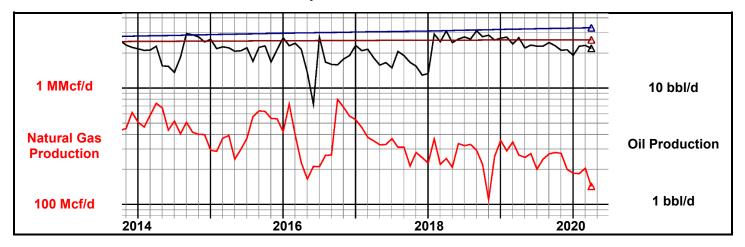




# Deadline 12:00 pm October 1, 2020



*Peace River*, Alberta Gross Production Group Plot of Chair's Oil & Natural Gas Wells







# **Peace River Facilities**

The Company holds a 21.66% working interest in the Puskwa gas plant located at 01-24-073-26W5 and a 1.456291% working interest in a gathering pipeline from 14-29-073-06W6 to 06-16-073-06W6 and satellite at 14-29-073-06W6, all of which is operated by **Canadian Natural Resources Limited**.

Chair also holds a 6.66% working interest in the Stoddart 11-21-086-20W6 compressor facility operated by **Predator Oil BC Ltd.** 

# **Peace River Marketing**

There are no marketing arrangements in place specifically for the *Peace River* property.

#### **Peace River Reserves**

*Trimble Engineering Associates Ltd.* ("Trimble") prepared an independent reserves evaluation of Chair's properties as part of the Company's year-end reporting (the "Trimble Report"). The Trimble Report is effective December 31, 2019, using Trimble's January 1, 2020 forecast pricing.

Trimble estimates that as of December 31, 2019 the *Peace River* property contained remaining proved plus probable reserves of 10,000 barrels of oil and 4 MMcf of natural gas (11,000 boe), with an estimated net present value of approximately \$213,000 using forecast pricing at a 10% discount.

	Trimble Engineering Associates Ltd. as of December 31, 2019 COMPANY GROSS RESERVES PV BEFORE TAX											
	Oil Mbbl	12% (000s)	15%									
Proved Developed Producing	8	3	0	8	\$188	\$170	\$150					
Proved Non-Producing/Undeveloped	0	0	0	0	\$0	\$0	\$0					
Total Proved	8	3	0	8	\$188	\$170	\$150					
Probable	2	1	0	2	\$25	\$21	\$16					
Total Proved Plus Probable	10	4	0	11	\$213	\$191	\$166					

The reserve estimates and forecasts of production and revenues for the Company's properties were prepared within the context of the Company's year-end evaluation, which was an evaluation of all of the Company's properties in aggregate. Extraction and use of any individual property evaluation outside of this context may not be appropriate without supplementary due diligence. Values in the "Total" row may not correspond to the total of the values presented due to rounding.

# **Peace River Well List**



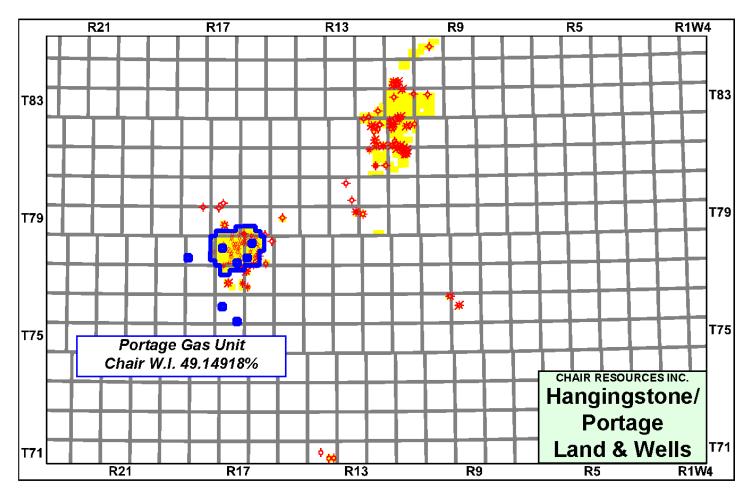


# Hangingstone/Portage Property

# Township 71-85, Range 9-18 W4

In the *Hangingstone/Portage* area, Chair holds various working interests in certain lands, as well as a 49.14918000% working interest in the *Portage Gas Unit* operated by **IPC Canada Ltd.** 

The Company share of production from *Hangingstone/Portage* in June 2020 was approximately 48 boe/d (291 Mcf/d of natural gas).



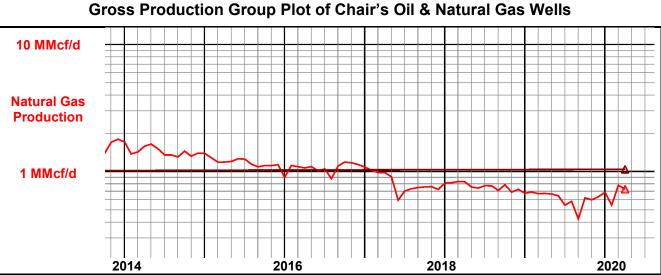
# Portage Gas Unit

#### Interest Holders

Interest %	Participant Name
(%)	
49.14918000	CHAIR RESOURCES INC.
44.61124000	IPC CANADA LTD.
3.93368000	SEQUOIA RESOURCES CORP.
2.30590000	SIGNALTA RESOURCES LIMITED







# Hangingstone/Portage, Alberta

# Hangingstone/Portage Facilities

At Hangingstone/Portage, the Company holds a 20% working interest in the battery and compressor at 02-05-082-11W4 and compressors at 11-34-083-11W4 and 14-09-082-12W4 operated by Connacher Oil and Gas Limited.

Chair also holds an 83.4% working interest in a compressor located at 08-01-078-17W4 which is operated by IPC Canada Ltd.

# Hangingstone/Portage Marketing

There are no marketing arrangements in place specifically for the Hangingstone/Portage property.





#### Hangingstone/Portage Reserves

*Trimble Engineering Associates Ltd.* ("Trimble") prepared an independent reserves evaluation of Chair's properties as part of the Company's year-end reporting (the "Trimble Report"). The Trimble Report is effective December 31, 2019, using Trimble's January 1, 2020 forecast pricing.

Trimble estimates that as of December 31, 2019 the *Hangingstone/Portage* property contained remaining proved plus probable reserves of 584 MMcf of natural gas (97,000 boe), with an estimated net present value of approximately \$336,000 using forecast pricing at a 10% discount.

	Trimble Engineering Associates Ltd. as of December 31, 2019 COMPANY GROSS RESERVES PV BEFORE TAX										
	Oil Mbbl	12% (000s)	15%								
Proved Developed Producing	0	51	0	8	\$14	\$15	\$16				
Proved Non-Producing/Undeveloped	0	234	0	39	\$60	\$56	\$51				
Total Proved	0	284	0	47	\$74	\$71	\$67				
Probable	0	299	0	50	\$262	\$243	\$217				
Total Proved Plus Probable0584097\$336\$314											

The reserve estimates and forecasts of production and revenues for the Company's properties were prepared within the context of the Company's year-end evaluation, which was an evaluation of all of the Company's properties in aggregate. Extraction and use of any individual property evaluation outside of this context may not be appropriate without supplementary due diligence. Values in the "Total" row may not correspond to the total of the values presented due to rounding.

# Hangingstone/Portage Well List



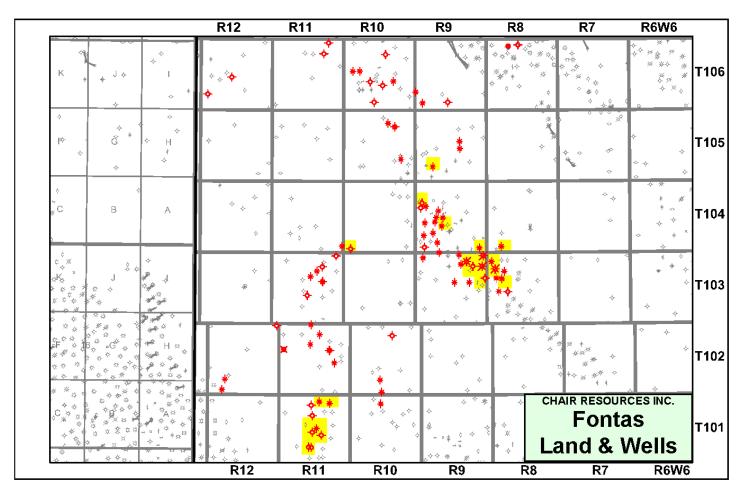


# **Fontas Property**

# Township 101-106, Range 8-12 W6

In the *Fontas* area, Chair holds various working interests in certain lands. Chair receives minor amounts of processing revenue from its non-operated facility working interest at *Fontas*.

There is currently no production from the *Fontas* property.







# **Fontas Facilities**

The Company holds a 15% working interest in the Fontas gas plant located at 02-28-102-11W6 which is operated by **NuVista Energy Ltd**.

#### **Fontas Marketing**

There are no marketing arrangements in place specifically for the Fontas property.

#### **Fontas Reserves**

The *Fontas* property was not evaluated as part of the Company's year-end reporting.

# **Fontas Well List**



# [RECIPIENT COMPANY LETTERHEAD]

2021

CHAIR RESOURCES INC. c/o Sayer Energy Advisors 1620, 540 - 5<sup>th</sup> Avenue SW Calgary, Alberta T2P 0M2

Attention: Tom Pavic

#### Re: Confidentiality Agreement Property Divestiture

("**Recipient**") has expressed an interest in the purchase of certain oil and natural gas interests owned by Chair Resources Inc. and /or its Affiliates (collectively, "**Chair**") in the areas as indicated on Schedule "A" (the "**Properties**"). Chair may provide Recipient access to certain information relating to the Properties, including but not limited to land schedules; leases and agreements and correspondence and other information in respect thereof; information relating to or obtained from drilling and operating wells and other oilfield operations; the kind, quantity or rate production of substances from wells and related information; costs and expenses; royalty payments; financial results; marketing materials; geological and geophysical information and other documentation.

Subject to Clause 4 of this Agreement, the information that is disclosed by Chair to Recipient in connection with a possible sale of the Properties by Chair to Recipient (a "**Possible Sale**") is referred to in this Agreement as "**Confidential Information**".

In this Agreement, "**Representatives**" means, in relation to a party to this Agreement, such party's Affiliates (as hereinafter defined) and its and its Affiliates' directors, employees, agents, consultants, representatives and advisors.

In consideration of Chair providing the Confidential Information, Recipient agrees as follows:

- 1. Recipient shall keep the Confidential Information in the strictest of confidence and shall not use the Confidential Information for any purpose whatsoever other than for the purpose of appraising the Properties in connection with a Possible Sale. Recipient shall not disclose any Confidential Information to any person other than its Representatives to the extent they have a need to know such information for the purpose of appraising the Properties in connection with a Possible Sale. Recipient shall take all steps that are necessary to ensure that its Representatives are aware of the terms and conditions of this Agreement and that such terms and conditions are binding upon any and all of its Representatives. Upon request, Recipient shall provide Chair with a list of its Representatives who have received Confidential Information.
- 2. Recipient agrees that it and its Representatives shall not disclose to any person or publish or disperse in any form, the possibility of a Possible Sale or any terms, conditions or other facts with respect to any Possible Sale except to Recipient's Representatives to the extent they have a need to know such information for the purpose of appraising the Properties in connection with a Possible Sale.

- 3. If Recipient or any of its Representatives is required to disclose any Confidential Information by:
  - a) any law, rule or regulation applicable to Recipient or its Representatives;
  - b) the rules of any listing authority or stock exchange with which Recipient or any of its Representatives is bound to comply; or
  - c) any legal or regulatory proceeding, order, subpoena or request of any court of competent jurisdiction or any other competent jurisdictional governmental, regulatory or supervisory body,

then:

- d) Recipient shall:
  - i) unless prohibited by law, provide Chair with prompt written notice of such request or requirement in order to enable Chair to seek an appropriate protective order or other remedy and, if Chair seeks such an order, provide such cooperation as Chair shall reasonably request in respect thereof;
  - ii) if requested by Chair, consult with Chair with respect to taking steps to resist or narrow the scope of such request or legal process; and
  - iii) use its commercially reasonable efforts to ensure that all Confidential Information so disclosed will be accorded confidential treatment; and
- e) Recipient and its Representatives may disclose that portion (and only that portion) of the Confidential Information that Recipient or such Representative is, on the advice of counsel, legally required to disclose after taking into consideration any protective order or other remedy obtained by Chair.
- 4. The restrictions set forth in Clauses 1 and 2 above shall not apply to any information (which will not be Confidential Information) which is:
  - a) now in the public domain or becomes part of the public domain other than through an act of Recipient or its Representatives; or
  - b) in the lawful possession of Recipient prior to its disclosure by Chair; or
  - c) becomes part of the public domain as a result of a disclosure pursuant to Clause
     3, provided that Chair was given notice pursuant to that Clause prior to such disclosure; or
  - d) made available to Recipient or its Representatives from a source who may reasonably be believed to legally hold such information and not be bound to Chair under a confidentiality agreement with respect to such Confidential Information.
- 5. Recipient acknowledges the competitive value of the Confidential Information. Accordingly, without limitation and in addition to any rights of Chair and its joint venture partners against Recipient arising by any breach hereof, Recipient shall:
  - a) be liable to Chair for all losses, costs, damages and expenses whatsoever which it may suffer, sustain, pay or incur; and in addition,
  - b) indemnify Chair against any and all actions, proceedings, claims, demands, losses, costs, damages and expenses whatsoever which may be brought against or suffered by Chair or which Chair may suffer, sustain, pay or incur;

resulting from disclosure or use of any part or parts of the Confidential Information by Recipient or its Representatives that is not permitted by the provisions of this Agreement.

- 6. If Recipient determines that it does not wish to continue discussions regarding a transaction between itself and Chair relating to of the Properties, it will promptly advise Chair of that decision. Irrespective of whether Recipient has provided such notice to Chair, upon request by Chair, Recipient and its Representatives will promptly either return to Chair or destroy (which destruction shall be certified to Chair by Recipient in writing) all Confidential Information (including all copies or reproductions thereof in whatever form or medium, including electronic copies), provided that, notwithstanding the foregoing:
  - a) if and to the extent that Recipient or any of its Representatives are required by law, applicable documentation retention policies or professional standards (in the case of accountants and other professional advisors) to retain an archival copy of any Confidential Information, Recipient or such Representative, as the case may be, may retain such copy for the period required by law, applicable document retention policy or professional standards, provided that such Confidential Information is at all times held pursuant to and in accordance with this Agreement; and
  - b) Recipient and/or its Representatives shall not be required to destroy Confidential Information which is solely contained on back-up servers or other data storage/archival systems if such Confidential Information is deleted from local hard drives and no attempt is made to recover or access such Confidential Information from such back-up servers or other data storage/archival systems.

Any oral Confidential Information and any Confidential Information retained pursuant to this Clause 6 will continue to be subject to the terms of this Agreement notwithstanding termination of this Agreement pursuant to Clause 13.

- 7. The parties hereto herby acknowledge and agree that neither of them now has or shall hereafter have any obligation to:
  - a) sell or purchase; or
  - b) make any offer to sell or purchase; or
  - c) enter into an agreement to sell or purchase

the Properties (in whole or in part) except as may arise under a legally binding and enforceable definitive agreement providing for the purchase and sale entered into after the date hereof (a "**Definitive Sale Agreement**").

For greater clarity, the Parties agree that (a) this Agreement does not constitute a Definitive Sale Agreement and (b) any letter of intent, memorandum of agreement or accepted offer or bid that (in any such case) is subject to execution of a definitive agreement (even if it requires good faith negotiation of the definitive agreement) shall not constitute a Definitive Sale Agreement.

- 8. Recipient understands that in providing access to the Confidential Information, Chair makes no representation or warranty as to the accuracy or completeness of the Confidential Information. Recipient agrees that neither Chair nor any of its Representatives shall have any liability to Recipient or any of its Representatives as a result of the use of the information by it or its Representatives.
- 9. Recipient acknowledges and agrees that money damages would be an insufficient remedy for any actual or threatened breach of this Agreement by it or its Representatives.

Therefore, without prejudice to the rights and remedies otherwise available to Chair, Chair shall be entitled to seek equitable relief by way of injunction or specific performance, without proof of actual damages and without the requirement of posting a bond or other security, if Recipient or any of its Representatives breaches or threatens to breach any of the provisions of this Agreement. In the event of litigation relating to this Agreement, if a court of competent jurisdiction determines in a final, non-appealable order that this Agreement has been breached by Recipient or its Representatives, then Recipient will reimburse Chair for its costs and expenses (including reasonable legal fees and expenses) incurred in connection with all such litigation.

- 10. Recipient understands and agrees that:
  - a) Chair shall be free to conduct (or not conduct) the process for the sale of the Properties as it shall determine in its sole and absolute discretion, including, without limitation, negotiating with any other person and entering into definitive agreements without prior notice to Recipient or any other person;
  - b) any procedures relating to the process for the sale of the Properties may be changed at any time without notice to Recipient or any other person, provided that any such changes will not affect Recipient's or its Representatives' obligations hereunder;
  - c) neither Chair nor any of its Representatives have any obligation to disclose any information to Recipient and may withhold any information in its sole and absolute discretion;
  - d) Chair shall have the right to reject or accept any proposal or offer from, or to terminate discussions and negotiations with, Recipient, at any time and for any reason whatsoever, in its sole discretion; and
  - e) neither Recipient nor any of its Representatives shall have any claims whatsoever against Chair or any of its Representatives arising out of or relating to a sale of the Properties (whether to Recipient or any other person) other than under a Definitive Sale Agreement entered into after the date hereof.
- 11. Recipient hereby acknowledges that it is aware of and that it will advise its Representatives privy to the Confidential Information that applicable security laws prohibit any person who has received from an issuer material, non-public information concerning the matters which are the subject of this Agreement from purchasing or selling securities of such issuer or from communicating such information to any other person, under circumstances in which it is reasonably foreseeable that such person is likely to purchase or sell such securities.
- 12. Recipient shall not initiate or arrange, directly or indirectly, or maintain contact regarding Chair's business operations, prospects or finances (except as contemplated herein and for those contacts made in the ordinary course of business unrelated to the possible transaction) with any Representative of Chair, or with any customer, supplier, sales representative, or competitor of Chair except with the express written permission of Chair. Any such permission granted by Chair may be revoked at any time.
- 13. Except as provided in Clause 6, this Confidentiality Agreement shall remain in force for a period of one year from the date hereof, provided that the termination of this Agreement shall not relieve any party from liability for any breach that occurs prior to such termination or any breach of provisions that survive termination.

- 14. This Agreement shall be construed and determined according to the laws of the Province of Alberta. Recipient hereby irrevocably and unconditionally:
  - agrees to submit to the exclusive jurisdiction of the courts of the Province of Alberta, in the judicial district of Calgary, for any actions, suits or proceedings arising out of or relating to this Agreement and the transactions contemplated hereby;
  - b) agrees not to commence any action, suit or proceeding relating thereto except in such courts;
  - c) waives any objection to the laying of venue of any action, suit or proceeding arising out of this Agreement in such courts; and
  - d) waives and agrees not to plead or claim in any such court that any such action, suit or proceeding brought in any such court has been brought in an inconvenient forum.
- 15. No failure or delay by Chair in exercising any right, power or privilege hereunder shall operate as a waiver thereof, nor shall any single or partial exercise thereof preclude any other or further exercise thereof or the exercise of any right, power or privilege hereunder.
- 16. This Agreement contains the entire agreement between the parties hereto concerning the use or confidentiality of the Confidential Information, and no modification of this Agreement or waiver of the terms and conditions hereof shall be binding, unless approved in writing by each party hereto.
- 17. If any provision of this Agreement is wholly or partially unenforceable for any reason, such unenforceability shall not affect the enforceability of the balance of this Confidentiality Agreement.
- 18. This Confidentiality Agreement shall be binding upon, and enure to the benefit of, the parties hereto, and their respective successors and permitted assigns.
- 19. In this Agreement:
  - a) "Affiliate" of a person means any person controlling, controlled by or under common control with such first person, in each case whether directly or indirectly; where "control" and any derivation thereof means the possession, directly or indirectly (other than in the capacity of an officer, director or employee of a person) of the power to direct or significantly influence the management, policies or business of a person whether through ownership of voting securities, partnership interests, by agreement or otherwise, provided that an investment fund, its investment fund manager, the fund's portfolio companies and any other investment funds managed by such investment fund manager and their portfolio companies shall be Affiliates;
  - b) "**person**" has a broad meaning and includes any individual, partnership, limited partnership, limited liability partnership, corporation, limited liability company, unlimited liability company, joint stock company, trust, unincorporated association, or other entity or governmental entity; and
  - c) "including" means "including, without limitation".
- 20. This Agreement may be executed in counterparts, each of which shall be deemed an original, but all of which together shall be deemed to be one and the same agreement. A signed copy of this Agreement delivered by facsimile, e-mail or other means of electronic transmission shall be deemed to have the same legal effect as delivery of an original signed copy of this Agreement.

Recipient accepts the Confidential Information provided by or on behalf of Chair in connection with its appraisal of the Properties in connection with a Possible Sale subject to the terms and conditions set forth in this Confidentiality Agreement and agrees to be bound by and observe the provisions thereof.

Yours truly,

COMPANY NAME

Accepted by Chair Resources Inc. this \_\_\_ day of \_\_\_\_\_, 2021

Alan Butler Vice President

#### SCHEDULE "A"

Recipient wishes to obtain additional information relating to the following Properties:

- \_\_\_\_ SWAN HILLS
- \_\_\_\_ VERGER
- \_\_\_\_ NIPISI
- \_\_\_\_ LLOYDMINSTER
- \_\_\_\_ HANGINGSTONE / PORTAGE
- \_\_\_\_ FONTAS