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MAY 12, 2026

Notice of Annual & Special  
General Meeting &  
Management Proxy Circular

Annual General & Special Meeting

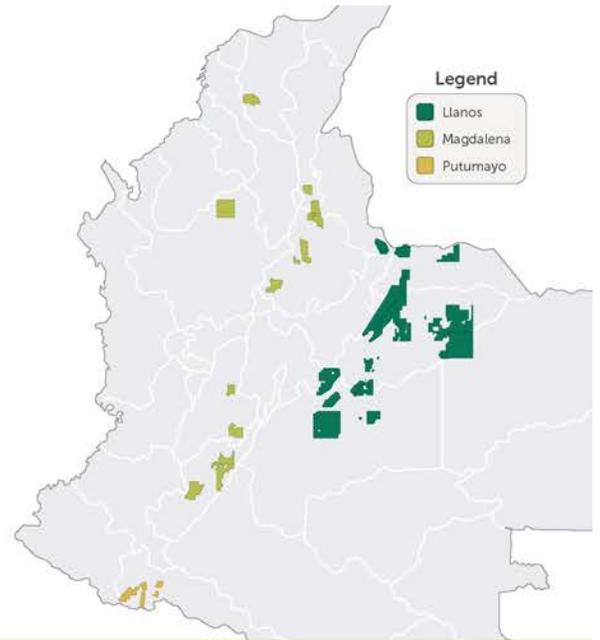
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# About Parex Resources

Parex is one of the largest independent exploration and production (E&P) companies in Colombia, focused on sustainable, conventional oil & gas production.

With its corporate headquarters in Calgary, Canada, and an operating office in Bogotá, Colombia, Parex has a strong track record of delivering strong shareholder returns as well as partnering with community stakeholders to achieve long-term local benefits.

In support of our Colombia-focused strategy, we are leveraging industry-proven technology and continue to unlock our extensive land base. As the largest independent landholder in Colombia, we are developing sustainable assets with a disciplined focus on optimal capital allocation, while capturing exploration upside in what we believe is one of the world's premier oil & gas jurisdictions.<sup>1</sup>



## 2025 Operating & Financial Highlights

<b>44,701 boe/d</b> average production <sup>2</sup>	<b>US\$455 million</b> Funds flow provided by operations <sup>3</sup>
<b>\$145 million</b> free funds flow <sup>4</sup>	<b>US\$134 million</b> returned to shareholders <sup>5</sup>
<b>C\$1.54</b> per share regular dividend <sup>6</sup>	<b>2.4 million</b> shares repurchased

## 2025 ESG Highlights

<b>Methane emissions</b> ~40% YoY reduction <sup>8</sup> due to continuing venting recovery and leak repairs	<b>Environment</b> Avoided ~193,682 tCO <sub>2</sub> e <sup>6</sup> of scope 1 emissions through higher gas utilization, reduced flaring, grid & solar use at Cabrestero, and cogeneration at Capachos
<b>GHG emissions</b> intensity decreased ~11% YoY, supported by improved gas utilization and a ~44% reduction in flaring	<b>Launched second solar farm development</b> at Cabrestero
<b>~US\$13 MM</b> invested to deliver social and Work for Taxes projects <sup>7</sup>	<b>Exceptional 91% participation</b> in Employee Engagement Survey

## Business Fundamentals

<b>Leverage</b> Colombia advantage & ESG performance	<b>Drive</b> Safe & sustainable operations	<b>Strategic</b> Transformational upside	<b>Deliver</b> Return of capital
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<sup>1</sup>Parex Resources is the largest independent land holder in Colombia when compared against independent Colombian oil and gas producers. <sup>2</sup>For the year ended December 31, 2025 (Light & medium crude oil: 11,635 bbl/d, heavy crude oil: 31,887 bbl/d, conventional natural gas: 7,071 mcf/d). <sup>3</sup>Capital management measure which is not a standardized measure under IFRS and may not be comparable to similar capital management measures used by other entities. Please see "Advisories – Non-GAAP and other Financial Measures Advisory" for the composition of such capital management measure, an explanation of how such capital management measure provides useful information to a reader and the purposes for which Management uses the capital management measure, and a reconciliation of the capital management measure to the most directly comparable IFRS measure. <sup>4</sup>Non-GAAP financial measure which is not a standardized measure under IFRS and may not be comparable to similar non-GAAP financial measures used by other entities. Please see "Advisories – Non-GAAP and other Financial Measures Advisory" for the composition of such Non-GAAP financial measure, an explanation of how such Non-GAAP financial measure provides useful information to a reader and the purposes for which Management uses the Non-GAAP financial measure, and a reconciliation of the Non-GAAP financial measure to the most directly comparable IFRS measure. <sup>5</sup>Supplementary financial measure. Please see "Advisories – Non-GAAP and other Financial Measures Advisory" for the composition of such measure. <sup>6</sup>Emissions have been calculated in accordance with GHG Protocol and Intergovernmental Panel on Climate Change (IPCC) guidance. <sup>7</sup>Work for Taxes is a Colombian Government program, launched in 2017 to foster development in Zones Most Affected by Armed Conflict (ZOMAC). Through the program, companies with activities in Colombia can direct up to 50% of their tax obligations to fund infrastructure and other development projects, granted by the Government, that directly benefit and improve local conditions in the ZOMAC.

## Board Chair's Message

On behalf of the Board of Directors (the "Board") and Management of Parex Resources Inc. ("Parex" or the "Company"), we are pleased to invite you to participate in our Annual General and Special Meeting of Shareholders (the "Meeting") to be held on May 12<sup>th</sup>, 2026, at 11:00 a.m. MT. The Meeting will be held in person at the Conference Centre on the 4<sup>th</sup> floor of Eighth Avenue Place East Tower, 525 – 8th Avenue S.W., Calgary, Alberta T2P 1G1, and will also be accessible virtually at <https://meetings.lumiconnect.com/400-300-692-772>. The accompanying Management Information Circular contains important information regarding the Meeting, including details on how to attend and vote.

As I reflect on 2025, it was marked as a year of recovery for Parex, characterized by consistent and predictable results that underpinned strong performance across the business. With a continued focus on operational execution and capital discipline, Management successfully advanced our strategic priorities across the portfolio, including:

- Executing a multi-year technology program at LLA-34 and Cabrestero to enhance reservoir productivity. In 2025, results began to materialize, with stabilized decline rates supporting strong cash flow generation.
- Secured access to the Putumayo basin and initiated early-stage operations to test initial concepts and build inventory depth. Preliminary results in 2026 are encouraging.
- Continued advancement of our exploration strategy, delivering near-field successes and critical milestones to support the Company's first high-impact Foothills well in 2026.

In addition to advancing our strategic priorities in support of long-term profitability and sustainability, Parex delivered several in-year milestones. These included the tuck-in acquisition at LLA-32, where the Company successfully increased peak production by three times initial rates; small-e exploration success at LLA-74, contributing to production and reserve additions; and a strong operating environment, with less than 1% social downtime, reflecting the strength of our social team and relationships with local communities. These achievements enabled Parex to meet its production guidance and deliver strong reserve results. Collectively, the team's efforts contributed to a year-over-year share price increase of 27%, while strengthening investor confidence.

As this year marks my final year as the Chair of Parex, it offers a natural moment for me, as one of the founders, to reflect on the journey we have taken as a Company. From our inception in 2009 to today, Parex has been built on a commitment to disciplined execution, strong community partnerships, and long-term value creation. Those principles continue to underpin our results and position us well for the future. I take great pride in the many milestones and achievements that Parex has delivered for its shareholders, employees, partners and community neighbours since its inception, with notable highlights including:

- **Establishing Parex as one of the largest independent oil and gas operators in Colombia.** Through organic growth, strategic partnerships, and acquisitions, Parex has grown its production from zero to peak volumes of over 60,000 boe/d and is positioned to continue this growth trajectory through base development, meaningful exploration, and accretive M&A activity.
- **Generating significant, industry-leading shareholder value.** As one of the pioneers in the oil and gas industry to introduce meaningful share buyback programs in addition to dividends, Parex has returned over CAD\$2 billion to shareholders, which in relative terms is more than the Company's total market capitalization as of December 31, 2025.
- **Strengthening the communities where Parex employees live and work.** For over 16 years, Parex has invested over US\$118 million – comprised of ~US\$66 million through the Works for Taxes program and US\$52 million in direct social investment – in support of several landmark initiatives. These include the Simón Bolívar Hospital Burn Unit in Bogotá, which delivers leading medical care across South America; Parex's Water for All and Energy for All programs, which have provided approximately 39,000 people with access to essential services; and Plan Padrino, an employee-led initiative that has delivered 25 homes in local communities.
- **Best-in-class environmental, social and governance performance.** Since launching our Sustainability Report in 2011, Parex has consistently strengthened its disclosures, earning top quartile performance from several ESG ratings agencies over the last three years, underscoring our commitment to responsible operations.<sup>(1)</sup> Importantly, with the evolution of ESG, Parex has continually advanced its approach to governance, with board renewal and leadership succession prioritized and embedded in the Board's activities.

These highlights reflect the disciplined approach of Management and the Board over the Company's 16-year history in making strategic decisions that generate shareholder value, advance responsible operations, and generate shared benefits for our communities and stakeholders.

In closing, I would like to thank our employees, leadership team and directors, past and present, for their engagement and support throughout this journey. Together, we have built a strong foundation, positioning Parex for its next phase of development in Colombia. Under Imad and his leadership team, I am confident the coming years will bring continued opportunity and success. Additionally, shareholders and stakeholders can also be assured that under Glenn's leadership, the Board will continue to provide disciplined oversight and effective stewardship through the challenges that arise along the way.

It has been a privilege to work alongside all of you, and I wish Parex and its stakeholders continued success in the future.



*"Wayne Foo"*

**Wayne Foo**  
Chair of the Board of Directors

## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

<b>Date &amp; Time:</b>	May 12, 2026 at 11:00 a.m. (MT)
<b>Place:</b>	In person at the Conference Centre on the 4th floor of Eighth Avenue Place East Tower, 525 - 8th Avenue S.W., Calgary, Alberta T2P 1G1 and virtually at <a href="https://meetings.lumiconnect.com/400-300-692-772">https://meetings.lumiconnect.com/400-300-692-772</a>
<b>Record Date:</b>	March 24, 2026

### TO THE HOLDERS OF COMMON SHARES

Notice is hereby given that the Annual General and Special Meeting (the "**Meeting**") of holders ("**Shareholders**") of common shares ("**Common Shares**") of Parex Resources Inc. ("**Parex**" or the "**Company**") will be held on May 12, 2026 at 11:00 a.m. (MT) for the following purposes:

1. to receive and consider the financial statements of the Company for the year ended December 31, 2025, and the auditors' report thereon;
2. to fix the number of directors to be elected at the Meeting at nine (9);
3. to elect nine (9) directors;
4. to appoint the auditors of the Company and to authorize the directors to fix their remuneration as such;
5. to consider and, if deemed advisable, to pass an ordinary resolution approving all unallocated options issuable under the stock option plan of the Company, as more particularly described in the management information circular of the Company dated March 24, 2026 (the "**Information Circular**");
6. to consider an advisory, non-binding resolution (a "**Say on Pay**" vote) on the Company's approach to executive compensation as more particularly described in the Information Circular; and
7. to transact such further and other business as may properly come before the Meeting or any adjournments or postponements thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the Information Circular.

The record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting is March 24, 2026 (the "**Record Date**"). Shareholders whose names have been entered in the register of Shareholders at the close of business on that date will be entitled to receive notice of and to vote at the Meeting, provided that, to the extent a Shareholder transfers the ownership of any of such Shareholder's Common Shares after such date and the transferee of those Common Shares establishes that the transferee owns the Common Shares and requests, not later than 10 days before the Meeting, to be included in the list of Shareholders eligible to vote at the Meeting, such transferee will be entitled to vote those Common Shares at the Meeting.

This year, we continue to offer Shareholders a choice of attending the Meeting either in-person or virtually. Participation at virtual Shareholder meetings enables access to a wider spectrum of Shareholders, including our own Colombian employee base, than is possible through an exclusively in-person Shareholder meeting. With these benefits in mind, we are happy to offer a hybrid meeting for 2026. We hope that Shareholders will take the opportunity to join the Meeting in-person, where possible, and look forward to seeing even more Shareholders at the Meeting virtually.

The in-person Meeting for this year will be held at the Conference Centre on the 4th floor of Eighth Avenue Place East Tower, 525 - 8th Avenue S.W., Calgary, Alberta T2P 1G1. For those attending the Meeting virtually, it can be accessed at <https://meetings.lumiconnect.com/400-300-692-772>. Registered Shareholders and duly appointed proxyholders who attend the Meeting virtually will be able to ask questions and vote, all in real time, provided that they are connected to the internet and comply with all of the requirements set out in the Information Circular. Non-registered (beneficial) Shareholders who have not duly appointed themselves as proxyholder will be able to attend the Meeting virtually as guests, but will not be able to participate or vote at the Meeting. Further details and instructions are provided in the Information Circular under the heading "**Proxies**".

The persons named in the enclosed form of proxy are directors and/or officers of the Company. Each Shareholder has the right to appoint a proxyholder other than such persons, who need not be a Shareholder, to act for such Shareholder and on such Shareholder's behalf at the Meeting. Registered Shareholders who wish to appoint a third party proxyholder other than the named Parex proxy nominees can do so by printing the proxyholder's name in the space provided in the enclosed form of proxy. Non-registered (beneficial) Shareholders who wish to vote at the Meeting will be required to appoint themselves as proxyholder in advance of the Meeting by writing their own name in the space provided on the voting instruction form provided by their intermediary, generally being a bank, trust company, securities broker, trustee or other institution. In all cases, Shareholders must carefully follow the instructions set out in their applicable proxy or voting instruction forms AND those set out in the Information Circular under the heading "**Proxies – Solicitation and Appointment of Proxies – How to Vote**".

Registered Shareholders and duly appointed proxyholders (including beneficial Shareholders who have duly appointed themselves as proxyholders) who participate at the Meeting virtually will be able to listen to the Meeting, ask questions and vote, all in real time, provided that they are connected to the internet. Guests, including non-registered Shareholders who have not duly appointed themselves as proxyholder, can log in to the Meeting as set out in the Information Circular, under the heading “*Proxies – Solicitation and Appointment of Proxies – Attending the Meeting as a Guest*”. Guests attending the Meeting virtually can listen to the Meeting but will not be able to participate or vote.

If you attend the Meeting virtually and you are a registered Shareholder or duly appointed proxyholder and wish to vote at the Meeting, it is important that you remain connected to the internet at all times during the Meeting in order to vote when balloting commences. **It is your responsibility to ensure connectivity for the duration of the Meeting.** You should allow ample time to check into the Meeting online and complete the related procedures. If you have questions regarding your ability to participate or vote at the Meeting, please contact our registrar and transfer agent Odyssey Trust Company at **1-888-290-1175**.

If you do not wish to attend the Meeting, either in-person or virtually, please refer to the enclosed Meeting materials for information on how to vote by appointing a proxyholder, submitting a proxy in advance of the Meeting or, in the case of a non-registered Shareholder, through an intermediary. Voting by proxy is the easiest way to vote, as it enables someone else to vote at the Meeting on your behalf. Voting in advance of the Meeting is available via the means described in your proxy or voting instruction form and our Meeting materials, and include the following:

			
<b>BY MAIL</b> Odyssey Trust Company Proxy Department, Trader’s Bank Building 1100 - 67 Yonge Street Toronto, Ontario M5E 1J8	<b>BY HAND</b> Odyssey Trust Company Trader’s Bank Building 1100 - 67 Yonge Street Toronto, Ontario M5E 1J8	<b>BY FACSIMILE</b> 1-800-517-4553	<b>BY INTERNET</b> Use the 12-digit control number at <a href="https://vote.odysseytrust.com">https://vote.odysseytrust.com</a>

All proxies must be received no later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of Alberta) prior to the time set for the Meeting or any adjournments or postponements thereof. Instructions are listed in the enclosed form of proxy and see also “*Proxies - Solicitation and Appointment of Proxies - General*” in the Information Circular. In the event of a strike, lockout or other work stoppage involving postal employees, the enclosed proxy should be deposited with Odyssey by hand delivery, by facsimile or through the internet.

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 corporation, under its corporate seal by an officer or attorney thereof duly authorized.

Shareholders who have questions or need assistance with voting may contact Kingsdale Advisors by telephone at 1-855-476-6890 (toll-free in North America) or 1-437-561-5026 (text and call enabled outside North America), or by email at [contactus@kingsdaleadvisors.com](mailto:contactus@kingsdaleadvisors.com).

DATED at Calgary, Alberta this 24th day of March, 2026

**BY ORDER OF THE BOARD OF DIRECTORS**



*“Imad Mohsen”*

**Imad Mohsen**  
*President and Chief Executive Officer and a Director*

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# INFORMATION CIRCULAR – MANAGEMENT PROXY STATEMENT

## FOR THE ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON MAY 12, 2026

### PROXIES

#### Solicitation and Appointment of Proxies

##### General

This information circular – management proxy statement (the "Information Circular") is furnished in connection with the solicitation of proxies by or on behalf of the management of Parex Resources Inc. ("Parex" or the "Company") for use at the annual general and special meeting (the "Meeting") of the holders ("Shareholders") of common shares ("Common Shares") of Parex to be held in person at the Conference Centre on the 4th floor of Eighth Avenue Place East Tower, 525 - 8th Avenue S.W., Calgary, Alberta T2P 1G1 and virtually at <https://meetings.lumiconnect.com/400-300-692-772> on May 12, 2026 at 11:00 a.m. (MT), and any adjournments or postponements thereof for the purposes set forth in the accompanying Notice of Annual General and Special Meeting. Only Shareholders of record on March 24, 2026 (the "Record Date") are entitled to notice of, and to attend and vote at, the Meeting, unless a Shareholder has transferred any Common Shares subsequent to that date and the transferee shareholder, not later than 10 days before the Meeting, establishes ownership of the Common Shares and demands that the transferee's name be included on the list of shareholders eligible to vote at the Meeting.

Unless otherwise stated information contained in this Information Circular is given as at March 24, 2026. **All amounts set forth in this Information Circular are stated in Canadian dollars, unless otherwise noted.**

This year, we continue to offer Shareholders a choice of attending the Meeting either in-person or virtually. Participation at virtual Shareholder meetings has enabled access to a wider spectrum of Shareholders, including our own Colombian employee base, than is possible through an exclusively in-person Shareholder meeting. With these benefits in mind, we are happy to offer a hybrid meeting for 2026. We hope that Shareholders will take the opportunity to join the Meeting in-person, where possible, and look forward to seeing even more Shareholders at the Meeting virtually.

If you attend the Meeting virtually and you are a registered Shareholder or proxyholder and wish to vote at the Meeting, it is important that you remain connected to the internet at all times during the Meeting in order to vote when balloting commences. It is your responsibility to ensure connectivity for the duration of the Meeting. You should allow ample time to check into the Meeting online and complete the related procedures, as set forth below. If you have questions regarding your ability to participate or vote at the Meeting, please contact our registrar and transfer agent, Odyssey Trust Company ("Odyssey") at **1-888-290-1175**.

##### Notice-And-Access

Parex has elected to use the "notice-and-access" provisions (the "Notice-and-Access Provisions") under National Instrument 54-101 – Communication with Beneficial Owners of Securities of a Reporting Issuer ("NI 54-101") for the Meeting in respect of the mailing of the Company's Meeting materials, annual financial statements and management's discussion and analysis to the beneficial holders of Common Shares (i.e., a Shareholder who holds their Common Shares in the name of a broker or an agent) but not in respect of mailings to registered holders of the Common Shares (i.e., a Shareholder whose name appears on the Company's records as a holder of Common Shares). The Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators that reduce the volume of materials that must be physically mailed to shareholders by allowing a reporting issuer to post its information circular in respect of a meeting of its shareholders and related materials online.

Parex has also elected to use procedures known as "stratification" in relation to the Company's use of the Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of an information circular and, if applicable, a paper copy of financial statements and related management's discussion and analysis ("Financial Information"), to some shareholders together with a notice of a meeting of its shareholders. In relation to the Meeting, registered Shareholders will receive a paper copy of the Notice of the Annual General and Special Meeting, this Information Circular, a form of proxy and the Company's Financial Information whereas all Beneficial Shareholders (as defined herein) will receive a notice containing information prescribed by the Notice-and-Access Provisions and a voting instruction form. In addition, a paper copy of the Notice of Annual General and Special Meeting, this Information Circular, a voting instruction form and the Financial Information will be mailed to those Beneficial Shareholders who have previously requested to receive paper copies of these materials.

The Company will be delivering proxy-related materials to non-objecting Beneficial Shareholders with the assistance of Broadridge Financial Solutions, Inc. ("Broadridge") and the non-objecting Beneficial Shareholder's intermediary. Parex intends to pay the costs for intermediaries to deliver proxy-related materials to objecting Beneficial Shareholders.

## Proxies

The persons named in the accompanying form of proxy are directors and/or officers of the Company. As a Shareholder submitting a proxy you have the right to appoint a person or company (who need not be a Shareholder) to represent you at the Meeting other than the persons designated in the form of proxy furnished by Parex. To exercise this right, you should insert the name of the desired representative in the blank space provided in the form of proxy or include the name of the desired representative in the appropriate field when voting through the internet. A proxy must be executed by the Shareholder or his or her attorney authorized in writing, or if the Shareholder is a corporation, under its corporate seal by a duly authorized officer or attorney of the corporation. In order to be effective, the proxy must be deposited with the Company's registrar and transfer agent, Odyssey: (a) by mail, using the enclosed return envelope or one addressed to Odyssey Trust Company, Proxy Department, Trader's Bank Building, 1100, 67 Yonge Street Toronto, Ontario M5E 1J8; (b) by hand delivery to Odyssey Trust Company, Trader's Bank Building, 1100 – 67 Yonge Street Toronto, Ontario M5E 1J8; (c) by facsimile to 1-800 517-4553; or (d) through the internet by using the 12 digit control number ("Control Number") located at the bottom of your proxy at <https://vote.odysseytrust.com> (see below for further information), not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of Alberta) prior to the time set for the Meeting or any adjournments or postponements thereof. All instructions are listed in the enclosed form of proxy.

Shareholders who wish to vote through the internet may use the internet site at <https://vote.odysseytrust.com> to transmit their voting instructions. Shareholders should have their form of proxy in hand when they access the web site and will be prompted to enter their 12-digit Control Number, which is located at the bottom of the form of proxy. The website may be used to appoint a proxy-holder to attend and vote on a Shareholder's behalf at the Meeting and to convey a Shareholder's voting instructions. Please note that if a Shareholder appoints a proxy holder and submits their voting instructions and subsequently wishes to change their appointment, a Shareholder may resubmit their proxy and/or voting direction, prior to the deadline noted above. When resubmitting a proxy, the most recently submitted proxy will be recognized as the only valid one, and all previously submitted proxies will be disregarded and considered as revoked, provided that the last proxy is submitted by the deadline noted above.

Registered Shareholders and duly appointed proxyholders (including Beneficial Shareholders who have duly appointed themselves as proxyholders as described below) who participate at the Meeting online will be able to listen to the Meeting, ask questions and vote, all in real time, provided that they are connected to the internet. Guests, including Beneficial Shareholders who have not duly appointed themselves as proxyholder, can log in to the Meeting as set out below under "*Attending the Meeting as a Guest*". Guests attending the Meeting virtually can listen to the Meeting but will not be able to participate or vote.

For any assistance, Shareholders may contact Kingsdale Advisors, by telephone at 1-855-476-6890 (toll-free in North America) or 1-437-561-5026 (text and call enabled outside North America), or by email at [contactus@kingsdaleadvisors.com](mailto:contactus@kingsdaleadvisors.com).

## How to Vote

### Registered Shareholders

Registered Shareholders may vote at the Meeting by: (A) completing and submitting their form of proxy in advance of the Meeting; or (B) attending the Meeting and completing a ballot at the Meeting that will be made available either in-person or virtually during the Meeting.

#### (A) Voting by Proxy Before the Meeting

If you are a registered Shareholder, you may vote before the Meeting by completing your form of proxy in accordance with the instructions provided therein. Voting by proxy is the easiest way to vote, as it enables someone else to vote at the Meeting on your behalf. All forms of proxy must be received and all proxyholders must be registered before 11:00 a.m. (MT) on May 8, 2026 or, in the case of any adjournment or postponement of the Meeting, not less than 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of Alberta) prior to the time fixed for the adjourned or postponed Meeting in order to participate and vote at the Meeting. The time limit for deposit of proxies may be waived or extended by the Chair of the Meeting at his or her discretion, without notice.

Proxyholders must vote your Common Shares according to the instructions provided in the completed proxy, including on any ballot that may be called. If there are changes to the items of business or new items properly come before the Meeting, a proxyholder can vote as he or she sees fit.

As a Shareholder submitting a form of proxy you have the right to appoint a person or company (who need not be a Shareholder) to represent you at the Meeting other than the persons designated in the form of proxy furnished by Parex (being directors and officers of Parex). If you wish to appoint a third party proxyholder to vote on your behalf at the Meeting, you must appoint such proxyholder by inserting their name in the blank space provided on the form of proxy sent to you or in the appropriate field if voting via the internet and follow all other instructions provided, prior to 11:00 a.m. (MT) on May 8, 2026 or, in the case of any adjournment or postponement of the Meeting, not less than 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of Alberta) prior to the time fixed for the adjourned or postponed Meeting in order to participate and vote at the Meeting. **Shareholders appointing a third party proxyholder (other than the Parex proxy nominees) that wish to vote virtually at the Meeting must ALSO register their proxyholder by email to [appointee@odysseytrust.com](mailto:appointee@odysseytrust.com) before 11:00 a.m. (MT) on May 8, 2026 or, in the case of any adjournment or postponement of the Meeting, not less than 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of Alberta) prior to the time fixed for any adjourned or postponed Meeting in order to participate and vote at the Meeting virtually.** You will need to provide Odyssey the required proxyholder contact information, amount of shares appointed, and name of registered Shareholder so that Odyssey can provide the proxyholder with a username via email. Without a username, proxyholders will not be able to participate or vote virtually at the Meeting but will be able to listen as a guest (see instructions below under "Attending the Meeting as a Guest").

The duly appointed proxyholder can follow steps 1 through 3 set out below under the heading "How to Vote – Registered Shareholders – (B) Attending the Meeting and Voting" to attend and vote at the Meeting virtually.

### (B) Attending the Meeting and Voting

Parex is holding a hybrid format meeting, allowing Shareholders to attend the Meeting in person or virtually. Registered Shareholders and duly appointed proxyholders attending the Meeting virtually will be able to participate, ask questions and vote in real time at the Meeting, regardless of their geographic location. If you are a registered Shareholder or duly appointed proxyholder and wish to attend and vote at the Meeting virtually, please follow these steps:

1. Log into <https://meetings.lumiconnect.com/400-300-692-772> at least 30 minutes before the Meeting starts.
2. Click "I have a Control Number/Username" and enter your Control Number or username and the password "parex2026" (case sensitive).
3. Follow the instructions to view the Meeting and vote when prompted.

Once you log into the Meeting, voting by online ballot on matters put forth at the Meeting will revoke any and all proxies you previously submitted for the Meeting.

### Revoking a Proxy as a Registered Shareholder

A registered Shareholder who has given a proxy has the power to revoke it. If a person who has given a proxy attends the Meeting at which the proxy is to be voted (either in-person or virtually), such person may revoke the proxy and vote at the Meeting. In addition to revocation in any other manner permitted by law, a proxy may be revoked by a form in writing signed by the Shareholder or his or her attorney authorized in writing, or, if the Shareholder is a corporation, under its corporate seal and signed by a duly authorized officer or attorney for the corporation, and deposited at the registered office of Parex at any time up to and including the last day (other than Saturdays, Sundays and statutory holidays in the Province of Alberta) preceding the date of the Meeting at which the proxy is to be used, or any adjournments or postponements thereof. If a registered Shareholder uses a 12-digit Control Number to login to the Meeting virtually and accepts the terms and conditions, voting by online ballot on matters put forth at the Meeting will revoke any and all previously submitted proxies for the Meeting.

### Non-Registered (Beneficial) Shareholders

The information set forth in this section is of significant importance to many Shareholders of Parex, as a substantial number of the Shareholders of Parex do not hold Common Shares in their own name. Shareholders who do not hold their Common Shares in their own name (referred to in this Information Circular as "**Beneficial Shareholders**") should note that only proxies deposited by Shareholders whose names appear on the records of Parex as the registered holders of Common Shares can be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those Common Shares will not be registered in the Shareholder's name on the records of Parex. Such Common Shares will more likely be registered under the name of the Shareholder's broker or an agent of that broker. In Canada, the vast majority of such Common Shares are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depository Services, Inc., which acts as nominee for many Canadian brokerage firms). Common Shares held by brokers or their nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, brokers/nominees are prohibited from voting Common Shares for their clients. The directors and officers of Parex do not know for whose benefit the Common Shares registered in the name of CDS & Co. are held.

Beneficial Shareholders may vote at the Meeting by: (A) completing and submitting their voting instruction form in advance of the Meeting; or (B) attending the Meeting as proxyholder for the registered Shareholder and completing a ballot at the Meeting that will be made available either in-person or virtually during the Meeting.

Beneficial Shareholders are asked to consider signing up for electronic delivery (“E-delivery”) of the Meeting materials. E-delivery has become a convenient way to make distribution of materials more efficient and is an environmentally responsible alternative by eliminating the use of printed paper and the carbon footprint of the associated mail delivery process. Signing up is quick and easy, go to [www.proxyvote.com](http://www.proxyvote.com) and sign in with your Control Number, vote for the resolutions being considered at the Meeting and following your vote confirmation, you will be able to select the electronic delivery box and provide an email address. Having registered for electronic delivery, going forward you will receive your Meeting materials by email and will be able to vote on your device by simply following a link in the email sent by your financial intermediary, provided your intermediary supports this service.

#### (A) Voting by Proxy Before the Meeting

Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. Often, the voting instruction form supplied to a Beneficial Shareholder by its broker is identical to the form of proxy provided to registered Shareholders. However, its purpose is limited to instructing the registered Shareholders how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining voting instructions from clients to Broadridge. Broadridge typically applies a special sticker to the voting instruction forms, mails those forms to the Beneficial Shareholders and asks Beneficial Shareholders to return the voting instruction forms to Broadridge. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. A Beneficial Shareholder receiving a voting instruction form with a Broadridge sticker on it cannot use that form to vote Common Shares directly at the Meeting. The voting instruction form must be returned to Broadridge well in advance of the Meeting in order to have the Common Shares voted.

**As a Beneficial Shareholder submitting a voting instruction form you have the right to appoint a person or company (who need not be a Shareholder) to represent you at the Meeting, and indirectly vote your Common Shares as proxyholder for the registered Shareholder, which person or company can be someone other than the persons designated in the voting instruction form furnished by your intermediary or Broadridge. If you wish to appoint a third party as your "proxyholder" to indirectly vote on your behalf at the Meeting, you must appoint such proxyholder by inserting their name in the blank space provided on the voting instruction form sent to you or in the appropriate field if voting via the internet and follow all other instructions provided.**

**Beneficial Shareholders appointing a third party proxyholder (other than the Parex proxy nominees) that wish to vote virtually at the Meeting must ALSO register their proxyholder prior to 11:00 a.m. (MT) on May 8, 2026 or, in the case of any adjournment or postponement of the Meeting, not less than 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of Alberta) prior to the time fixed for any adjourned or postponed Meeting in order to participate and vote at the Meeting virtually.** You will need to provide Odyssey the required proxyholder contact information, amount of shares appointed, name of broker where the shares are held so that Odyssey can provide the proxyholder with a username via email. Without a username, proxyholders will not be able to participate or vote virtually at the Meeting but will be able to listen as a guest (see instructions below under "*Attending the Meeting as a Guest*").

Beneficial Shareholders who do not object to their name being made known to the Company may be contacted by Kingsdale Advisors to assist in conveniently voting their Common Shares directly by telephone. Parex may also utilize the Broadridge QuickVote™ service to assist such Shareholders with voting their Common Shares.

#### (B) Attending the Meeting as Proxyholder

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his or her broker (or agent of the broker), a Beneficial Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote Common Shares in that capacity. Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder for the registered Shareholder should enter their own names in the blank space on the voting instruction form provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker (or agent), well in advance of the Meeting.

Beneficial Shareholders who have not duly appointed themselves as proxyholder will not be able to participate or vote at the Meeting but will be able to join the Meeting as a guest (see instructions below under "*Attending the Meeting as a Guest*").

**Beneficial Shareholders appointing themselves as proxyholder that wish to vote virtually at the Meeting must ALSO register with Odyssey as proxyholder by email at [appointee@odysseytrust.com](mailto:appointee@odysseytrust.com) before 11:00 a.m. (MT) on May 8, 2026 or, in the case of any adjournment or postponement of the Meeting, not less than 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of Alberta) prior to the time fixed for the adjourned or postponed Meeting in order to participate and vote at the Meeting virtually.** You will need to provide Odyssey the required proxyholder contact information, amount of shares appointed, name in which the shares are registered if they are a registered shareholder, or name of broker where the shares are held if a beneficially so that Odyssey can provide the proxyholder with a Username via email. Without a Username, proxyholders will not be able to participate or vote virtually at the Meeting but will be able to listen as a guest (see instructions below under "*Attending the Meeting as a Guest*"). As a duly appointed proxyholder, you can follow steps 1 through 3 set out above under the heading "*How to Vote – Registered Shareholders – (B) Attending the Meeting and Voting*" to attend and vote at the Meeting. Without a Username, proxyholders will not be able to participate or vote at the Meeting but will be able to listen as a guest (see instructions below under "*Attending the Meeting as a Guest*").

If you are a Beneficial Shareholder, please contact your stockbroker or other intermediary as soon as possible to determine what additional procedures must be followed to appoint yourself or a third party as your proxyholder (including whether to obtain a separate valid legal form of proxy from your intermediary if you are located outside of Canada).

### Revoking Voting Instructions as a Beneficial Shareholder

A Beneficial Shareholder who has given a proxy, in the manner prescribed above, has the power to revoke it. If you have provided your voting instructions and change your mind about your vote, you can revoke your voting instructions by contacting your intermediary. If your intermediary provides the option of voting over the internet, you can change your instructions by updating your voting instructions on the website provided by your intermediary, so long as you submit your new instructions before the intermediary's deadline.

For assistance, Shareholders may contact Kingsdale Advisors, by telephone at 1-855-476-6890 (toll-free in North America) or 1-437-561-5026 (text and call enabled outside North America), or by email at [contactus@kingsdaleadvisors.com](mailto:contactus@kingsdaleadvisors.com).

### Attending the Meeting as a Guest

Guests who wish to attend the Meeting virtually can log into the Meeting by following these steps:

1. Log into <https://meetings.lumiconnect.com/400-300-692-772> at least 30 minutes before the Meeting starts.
2. Click "I am a Guest" and then complete the online form to access the Meeting.

Guests attending the Meeting virtually can listen to the Meeting but are not able to participate or vote at the Meeting.

### Persons Making the Solicitation

**This solicitation is made on behalf of the management of Parex.** The costs incurred in the preparation and mailing of the form of proxy, Notice of Annual General and Special Meeting and this Information Circular will be borne by Parex. In addition to solicitation by mail, proxies may be solicited by personal interviews, telephone or by other means of communication and by directors and officers of Parex, who will not be specifically remunerated therefor. While no arrangements have been made to date by Parex, Parex may contract for the distribution and solicitation of proxies for the Meeting. The costs incurred by Parex in soliciting proxies will be paid by Parex.

These securityholder materials are being sent to both registered Shareholders and Beneficial Shareholders. If you are a Beneficial Shareholder, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of Common Shares, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

Parex has retained Kingsdale Advisors to provide a broad array of strategic advisory, governance, strategic communications, digital and investor campaign services on a global retainer basis in addition to certain fees accrued during the life of the engagement upon the discretion and direction of Parex.

Shareholders may contact Kingsdale Advisors, by telephone at 1-855-476-6890 (toll-free in North America) or 1-437-561-5026 (text and call enabled outside North America), or by email at [contactus@kingsdaleadvisors.com](mailto:contactus@kingsdaleadvisors.com).

### Asking Questions at the Meeting Virtually

Registered Shareholders and Beneficial Shareholders who have appointed themselves as proxyholders and proxyholders accessing the Meeting virtually will have an opportunity to ask questions at the Meeting in writing by sending a message to the Chair of the Meeting online through the virtual Meeting platform. Shareholders attending the Meeting virtually will have the same opportunity to ask questions on matters of business before the Meeting as Shareholders attending the meeting in person.

The Company will answer written questions submitted during the Meeting through <https://meetings.lumiconnect.com/400-300-692-772> (using the Control Number included on the form of proxy) for Shareholders participating virtually. Only Shareholders and duly appointed proxyholders may submit questions at the Meeting. Guests will not be able to submit questions at the Meeting. It is recommended that Shareholders and duly appointed proxyholders attending the Meeting virtually submit their questions as soon as possible during the Meeting so that they can be addressed at the appropriate time.

Questions related to the matters of business will be addressed at the time such matter is being discussed. Other questions will be addressed during the question and answer period after the business of the Meeting has been completed. Questions on the same topic or otherwise substantially similar may be grouped, summarized and addressed at the same time to avoid repetition. The Chair of the Meeting reserves the right to edit questions or to reject questions that are inappropriate. Any questions pertinent to the Meeting that cannot be answered during the Meeting due to time constraints will be posted and answered on Parex's website. Questions and answers will be available as soon as practicable after the Meeting and will remain available until one week after posting.

## Difficulties in Accessing the Meeting Virtually

Shareholders with questions regarding the virtual Meeting portal or requiring assistance accessing the Meeting website may contact [heldesk.us@lumiglobal.com](mailto:heldesk.us@lumiglobal.com). Technical support can also be accessed at: <https://support.lumiglobal.com/knowledge/virtual>.

If you are accessing the Meeting virtually you must remain connected to the internet at all times during the Meeting in order to vote when balloting commences. As previously noted, it is your responsibility to ensure internet connectivity for the duration of the Meeting. If you lose connectivity once the Meeting has commenced, there may be insufficient time to resolve your issue before ballot voting is completed. Therefore, even if your current plan is to access the Meeting and vote during the live webcast, you should consider voting your Common Shares in advance or by proxy so that your vote will be counted in the event you experience any technical difficulties or are otherwise unable to access the Meeting.

## Exercise of Discretion by Proxy

The Common Shares represented by the form of proxy enclosed with the accompanying Notice of Annual General and Special Meeting and this Information Circular will be voted for or against or withheld from voting on any ballot that may be called for in accordance with the instructions of the Shareholder, but if no specification is made, they will be voted in favour of the matters set forth in the proxy. If any amendments or variations are proposed at the Meeting or any adjournments or postponements thereof to matters set forth in the proxy and described in the accompanying Notice of Annual General and Special Meeting and this Information Circular, or if any other matters properly come before the Meeting or any adjournments or postponements thereof, the form of proxy confers upon the Shareholder's proxyholder discretionary authority to vote on such amendments or variations or such other matters according to the best judgement of the person voting the proxy at the Meeting. At the date of this Information Circular, management of Parex knows of no such amendments or variations or other matters to come before the Meeting.

## ADVISORIES

All dollar amounts in this Information Circular are in Canadian dollars, unless otherwise noted.

### Oil & Gas Matters Advisory

This Information Circular contains certain oil and gas metrics, including finding, development and acquisition ("**FD&A**") costs, reserve additions, recycle ratio, and reserves replacement ratio. These oil and gas metrics have been prepared by management and do not have standardized meanings or standard methods of calculation and therefore such measures may not be comparable to similar measures used by other companies and should not be used to make comparisons; however, such measures are not reliable indicators of the future performance of the Company and future performance may not compare to the performance in previous periods and therefore such metrics should not be unduly relied upon. Management uses these oil and gas metrics for its own performance measurements and to provide security holders with measures to compare the Company's operations over time. Readers are cautioned that the information provided by these metrics, or that can be derived from the metrics presented in this Information Circular, should not be relied upon for investment or other purposes. See the below as well as under the heading "Advisories – Non-GAAP and Other Financial Measures Advisory" for the composition of some of these such measures.

FD&A is the sum of total capital expenditures incurred in the period and the change in future development capital ("**FDC**") required to develop reserves.

FD&A cost per barrel of oil ("**bbl**") is determined by dividing current period net reserve additions into the corresponding period's FD&A cost.

Total capital expenditures includes both capital expenditures incurred and changes in FDC required to bring proved undeveloped reserves and probable reserves to production during the applicable period.

Reserve additions are calculated as the change in reserves from the beginning to the end of the applicable period excluding production.

Reserves replacement ratio is calculated by dividing the annual reserve additions by annual production.

The aggregate of the exploration and development costs incurred in the most recent financial year and the change during that year in estimated FD&A generally will not reflect total finding and development costs related to reserves additions for that year.

The term "Boe" may be misleading, particularly if used in isolation. A Boe conversion ratio of six thousand cubic feet of natural gas to one barrel of oil equivalent (6 Mcf: 1 bbl) is based on an energy equivalency conversion method primarily applicable at the burner tip and does not represent a value equivalency at the wellhead. As the value ratio between natural gas and crude oil based on the current prices of natural gas and crude oil is significantly different from the energy equivalency of 6:1, utilizing a conversion on a 6:1 basis may be misleading as an indication of value.

## Non-GAAP and Other Financial Measures Advisory

This Information Circular uses various "non-GAAP financial measures", "non-GAAP ratios", "supplementary financial measures" and "capital management measures" (as such terms are defined in National Instrument 52-112 - *Non-GAAP and Other Financial Measures Disclosure*). Such measures are not standardized financial measures under International Financial Reporting Standards ("GAAP") and might not be comparable to similar financial measures disclosed by other issuers. Such Non-GAAP measures should not be considered as alternatives to, or more meaningful than measures determined in accordance with GAAP. These measures facilitate management's comparisons to the Company's historical operating results in assessing its results and strategic and operational decision-making and may be used by financial analysts and others in the oil and natural gas industry to evaluate the Company's performance. Further, management believes that such financial measures are useful supplemental information to analyze operating performance and provide an indication of the results generated by the Company's principal business activities. Please refer to the Company's management's discussion and analysis for the years ended December 31, 2025 and 2024 dated March 3, 2026 ("**MD&A**") under "Non-GAAP and Other Financial Measures Advisory", which is available at the Company's website at [www.parexresources.com](http://www.parexresources.com) and on the Company's profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) for additional information about such financial measures, including reconciliations to the nearest GAAP measures, as applicable.

Enterprise value is a supplementary financial measure that is calculated as market capitalization plus net debt, minus cash. Enterprise value is used to assess the valuation of the Company.

Recycle ratio is a supplementary financial measure that is calculated as fourth quarter funds flow provided by operations for the noted year per bbl divided by FD&A costs per bbl for that year.

Total shareholder return or total return is a supplementary financial measure that is comprised of dividends declared and Common Shares repurchased during the period.

Free funds flow, is a non-GAAP financial measure that is determined by funds flow provided by operations less capital expenditures. The Company considers free funds flow to be a key measure as it demonstrates Parex's ability to fund returns of capital, such as the normal course issuer bid or dividends, without accessing outside funds.

Funds flow provided by operations, is a capital management measure that includes all cash generated from operating activities and is calculated before changes in non-cash assets and liabilities. The Company considers funds flow provided by operations to be a key measure as it demonstrates Parex's profitability after all cash costs.

Dividends per share is a supplementary financial measure that is comprised of dividends declared, as determined in accordance with IFRS, divided by the number of shares outstanding at the dividend record date.

## Reserve Advisory

The recovery and reserve estimates of crude oil reserves provided in this Information Circular are estimates only, and there is no guarantee that the estimated reserves will be recovered. Actual crude oil reserves may eventually prove to be greater than, or less than, the estimates provided herein. Certain reserves information contained in this Information Circular is based upon an evaluation prepared by GLJ Ltd. ("**GLJ**") dated March 3, 2026 and effective December 31, 2025 and an evaluation prepared by GLJ dated March 4, 2025 and effective December 31, 2024. Each report was prepared in accordance with the standards contained in the Canadian Oil and Gas Evaluation Handbook and the reserves definitions contained in National Instrument 51-101 - *Standards of Disclosure for Oil and Gas Activities* ("**NI 51-101**"). All December 31, 2025 reserves presented are based on GLJ's forecast pricing effective January 1, 2026 and all December 31, 2024 reserves presented are based on GLJ's forecast pricing effective January 1, 2025.

"1P" or "Proved" reserves are those reserves that can be estimated with a high degree of certainty to be recoverable. It is likely that the actual remaining quantities recovered will exceed the estimated proved reserves.

"2P" reserves include Proved and Probable reserves.

"Probable" reserves are those additional reserves that are less certain to be recovered than proved reserves. It is equally likely that the actual remaining quantities recovered will be greater or less than the sum of the estimated proved plus probable reserves.

"Proved Developed Producing Reserves" or "PDP reserves" are those proved reserves that are expected to be recovered from completion intervals open at the time of the estimate. These reserves may be currently producing or, if shut-in, they must have previously been on production, and the date of resumption of production must be known with reasonable certainty.

## Advisory on Forward Looking Statements

This document contains forward-looking information (collectively, "**forward-looking statements**") within the meaning of applicable Canadian securities laws. Forward-looking statements are often, but not always, identified by the use of words such as "anticipate", "believe", "plan", "intent", "objective", "scheduled", "continuous", "ongoing", "estimate", "expect", "may", "will", "project", "should", or similar words suggesting future events, circumstances or outcomes, including, but not limited to: the Company's strategy, plans, priorities and focus; Parex's growth strategy and plans; Parex's expectations regarding Colombia's potential; that Parex will continue to deliver on its returns of capital; Parex's operational plans, the timing thereof and the benefits derived therefrom; the anticipated timing of when Parex will publish its 2025 Sustainability Report; Parex's aim to deliver top-tier environmental, social and governance ("**ESG**") performance; Parex's executive compensation program including the principles and key objectives thereof; Parex's belief that its approach to executive compensation demonstrates strong alignment between the Company's annual performance outcomes and Shareholder interests; the anticipated benefits to be derived from Parex's cybersecurity program; the anticipated benefits from Parex's solar farm at Cabrestero; that Parex continues to be a leader in delivering social projects; anticipated benefits of waterflood at LLA-34; anticipated development potential in the Putumayo area; anticipated benefits from the Piedemonte Convenio Extended Area Agreement; the anticipated benefits to be derived from Parex's agreements with local communities; the anticipated benefits to be derived from Parex's interactions with its Shareholders; and the goals and the anticipated effects of the Company's executive compensation strategy described under the heading "*Statement of Executive Compensation – Executive Compensation Components*".

In addition, forward-looking statements contained in this Information Circular include, statements relating to "reserves", which are by their nature forward-looking statements, as they involve the implied assessment, based on certain estimates and assumptions that the reserves described can be profitably produced in the future. The recovery and reserve estimates of Parex's reserves provided herein are estimates only and there is no guarantee that the estimated reserves will be recovered.

All such forward-looking statements are subject to important risks and uncertainties, including but not limited to: the risk that Parex may not grow its operations in Colombia or that Parex's expectations regarding Colombia's potential may be inaccurate; the risk that Parex's cybersecurity program may not mitigate cybersecurity risks; the risk that Parex may not deliver returns of capital to its Shareholders; the risk that Parex may not meet its operational plans nor the desired benefits; the risk that Parex is not able to realize the anticipated benefits of its executive compensation program; the risk that the solar farm at Cabrestero does not result in the benefits anticipated therefrom; the risk that Parex is unable to realize the anticipated potential of the Putumayo area; the risk that waterflood at LLA-34 does not result in the anticipated benefits; the risk that Parex may not publish its 2025 Sustainability Report when anticipated, or at all; the risk that Parex's approach to executive compensation may not demonstrate strong alignment between the Company's annual performance outcomes and Shareholder interests; the risk that the board of directors of the Company (the "**Board**" or the "**Board of Directors**") may not declare dividends in the future or that Parex's dividend policy changes; the risk that Parex is unable to realize the anticipated benefits of acquisitions and divestitures that risk that Parex's interactions with Shareholders may not align the interests of Shareholders with the interests of the Board and management team; the risk that Parex's refined leadership team program may not enhance capability and skill building; and the risks disclosed in the Company's MD&A under the heading "Risk Factors".

With respect to the forward-looking statements contained herein, Parex has made assumptions regarding, among other things: current and future commodity prices and royalty regimes; Parex's availability of skilled labour; timing and amount of capital expenditures; the impact of increasing competition; conditions in general economic and financial markets; availability of equipment; effects of regulation by governmental agencies; recoverability of reserves and future production rates; future operating costs; that the Company will have sufficient cash flow, debt or equity sources or other financial resources required to fund its capital and operating expenditures and requirements as needed; that the Company's conduct and results of operations will be consistent with its expectations; that the Company will have the ability to develop the Company's oil and gas properties in the manner currently contemplated; current or, where applicable, proposed industry conditions, laws and regulations will continue in effect or as anticipated as described herein; that Parex will have sufficient financial resources in the future to pay a dividend; that the Board will declare dividends in the future; that the Company will continue to meet its diversity targets and compensation strategy; and that the Company will be able to meet its ESG related targets. Unless otherwise indicated, forward-looking statements in this document describe the Company's expectations as at the date hereof and, accordingly are subject to change after such date. The Company's actual results and events could differ materially from those expressed or implied in the forward-looking statements in this Information Circular, if known or unknown risks affect the business of the Company, or if its estimates or assumptions turn out to be inaccurate. As a result, the Company cannot guarantee that the results or events expressed or implied in any forward-looking statement will materialize, and accordingly, you are cautioned against relying on these forward-looking statements. The Company disclaims any intention and assumes no obligation to update or revise any forward-looking statement even if new information becomes available, as a result of future events or for any other reason, except in accordance with applicable Canadian securities laws.

This Information Circular contains information that may be considered a financial outlook under applicable securities laws about the Company's potential financial position, including, but not limited to: that Parex will continue to deliver on its track record of returns of capital; all of which are subject to numerous assumptions, risk factors, limitations and qualifications, including those set forth in the above paragraphs. The actual results of operations of the Company and the resulting financial results will vary from the amounts set forth in this Information Circular and such variations may be material. This information has been provided for illustration only and with respect to future periods are based on budgets and forecasts that are speculative and are subject to a variety of contingencies and may not be appropriate for other purposes. Accordingly, these estimates are not to be relied upon as indicative of future results. Except as required by applicable securities laws, the Company undertakes no obligation to update such financial outlook. The financial outlook contained in this Information Circular was made as of the date of this Information Circular and was provided for the purpose of providing further information about the Company's potential future business operations. Readers are cautioned that the financial outlook contained in this Information Circular is not conclusive and is subject to change.

## **Distribution Advisory**

The Company's future shareholder distributions, including but not limited to the payment of dividends and the acquisition by the Company of its Common Shares pursuant to its normal course issuer bid, if any, and the level thereof is uncertain. Any decision to pay further dividends on the Common Shares (including the actual amount, the declaration date, the record date and the payment date in connection therewith and any special dividends) or acquire Common Shares of the Company will be subject to the discretion of the Board and may depend on a variety of factors and conditions existing from time to time, including, without limitation the Company's business performance, financial condition, financial requirements, growth plans, expected capital requirements and other conditions existing at such future time including, without limitation, agreements governing the Company's credit facilities, contractual restrictions and satisfaction of the solvency tests imposed on the Company under applicable corporate law. Further, the actual amount, the declaration date, the record date and the payment date of any dividend are subject to the discretion of the Board. There can be no assurance that the Company will pay dividends or repurchase any Common Shares in the future. The Board intends to review the dividend program from time to time, at its discretion. Depending on the foregoing factors and any other factors that the Board deems relevant from time to time, many of which are beyond the control of Parex, the Board may change the program following any such review or at any other time that the Board deems appropriate. Any such change may include, without restriction, future cash dividends being reduced or suspended entirely.

## **Information Regarding Public Issuer Counterparties**

Certain information contained in this Information Circular relating to the Company's public issuer counterparties or public issuers forming part of the peer group and the nature of their respective businesses is taken from and based solely upon information published by such issuers. The Company has not independently verified the accuracy or completeness of any such information.

## **VOTING SHARES AND PRINCIPAL HOLDERS THEREOF**

The Company is authorized to issue an unlimited number of Common Shares without nominal or par value. As at March 24, 2026 there were 96,086,019 Common Shares issued and outstanding.

The holders of Common Shares are entitled to one vote per Common Share at meetings of Shareholders, to receive any dividend as and when declared by the Board of Directors and to receive *pro rata* upon liquidation, dissolution or winding-up of the Company, the remaining property of the Company.

To the best of the knowledge of the directors and executive officers of the Company, as of March 24, 2026, no person or company, beneficially owns or controls or directs, directly or indirectly, Common Shares carrying more than ten percent (10%) of the votes attached to all of the issued and outstanding Common Shares.

## OTHER MATTERS RELATED TO THE MEETING

### Majority Voting for Directors

The Board has adopted a policy stipulating that if the "WITHHOLD" votes in respect of the election of a director nominee at the Meeting represent more than the "FOR" votes, the nominee will immediately submit his or her resignation for the Board's consideration. The Board will consider such resignation within 90 days and after reviewing the matter will determine, having regard to all matters it deems relevant, whether to accept such resignation or not. The Board will accept such resignation absent exceptional circumstances and the resignation will be effective upon acceptance by the Board. The Board's decision to accept or reject the resignation will be disclosed to the public through the issuance of a news release within 90 days of the Meeting, a copy of which will be provided by the Company to the Toronto Stock Exchange (the "TSX"). If the Board determines not to accept the nominee's resignation, such news release will disclose the reasons for the Board's decision. The nominee will not participate in any Board deliberations on the resignation. The policy does not apply in circumstances involving contested director elections.

### Advance Notice By-law

Amended and Restated By-law No. 1 of the Company (the "**By-law**"), which was ratified by Shareholders at the Company's annual general and special meeting of Shareholders held in 2018, contains advance notice provisions, which provide Shareholders, the Board and management of the Company with a clear framework for nominating directors to help ensure orderly business at shareholder meetings by effectively preventing a Shareholder from putting forth director nominations from the floor of a shareholder meeting without prior notice. Among other things, the By-law fixes a deadline by which Shareholders must submit notice of director nominations to the Company prior to any annual or special meeting of Shareholders. It also specifies the information that a nominating Shareholder must include in the notice to the Company regarding each director nominee and the nominating Shareholder for the notice to be in proper written form in order for any director nominee to be eligible for nomination and election at any annual or special meeting of Shareholders of the Company. These requirements are intended to provide all Shareholders with the opportunity to evaluate and review the proposed candidates and vote on an informed and timely manner regarding such nominees. The By-law does not affect nominations made pursuant to a "proposal" made in accordance with the *Business Corporations Act* (Alberta) ("**ABCA**") or a requisition of a meeting of Shareholders made pursuant to the ABCA. As of the date of this Information Circular, the Company has not received any nominations pursuant to the advance notice provisions contained in the By-law.

If Notice-and-Access Provisions are used for delivery of proxy related materials in respect of a meeting described above and the notice date in respect of the meeting is not less than 50 days before the date of the applicable meeting, the notice must be received not later than the close of business on the 40th day before the date of the applicable meeting.

## MATTERS TO BE ACTED UPON AT THE MEETING

### Receipt of the Financial Statements and Auditors' Report

At the Meeting, Shareholders will receive and consider the financial statements of the Company for the year ended December 31, 2025 and the Auditors' Report thereon, but no vote by the Shareholders with respect thereto is required or proposed to be taken.

### Fixing the Number of Directors and Election of Directors

At the Meeting, it is proposed that the number of directors to be elected be fixed at nine (9) directors and that such directors be elected to hold office until the next annual general meeting of the Company, or until their successors are duly elected or appointed in accordance with the ABCA. Mr. Foo will not be standing for re-election to the Board.

Unless otherwise directed, it is the intention of management to vote proxies in the accompanying form of proxy in favour of an ordinary resolution fixing the number of directors to be elected at the Meeting at nine (9) directors, and in favour of the election of the nine (9) nominees hereinafter set forth as directors of the Company:

Lynn Azar  
Alberto Consuegra  
Sigmund Cornelius  
Mona Jasinski  
Jeff Lawson

G.R. (Bob) MacDougall  
Glenn McNamara  
Imad Mohsen  
Carmen Sylvain

### 2025 Voting Results

Motions	Outcome of Vote	Votes For		Against/Withheld	
		Number	Percentage	Number	Percentage
Fixing the number of directors at nine (9)	Approved	64,751,283	99.76	156,766	0.24
Election of the following nominees as directors:					
Lynn Azar	Elected	62,918,512	99.41	375,419	0.59
Sigmund Cornelius	Elected	62,944,736	99.45	349,195	0.55
Wayne Foo	Elected	62,310,205	98.45	983,726	1.55
Mona Jasinski	Elected	63,129,923	99.74	164,008	0.26
Jeff Lawson	Elected	63,139,409	99.76	154,522	0.24
G. R. (Bob) MacDougall	Elected	62,919,221	99.41	374,710	0.59
Glenn McNamara	Elected	61,042,306	96.44	2,251,625	3.56
Imad Mohsen	Elected	62,933,860	99.43	360,071	0.57
Carmen Sylvain	Elected	61,670,398	97.43	1,623,533	2.57
Appointment of Auditors	Approved	64,027,165	98.64	880,883	1.36
Advisory vote on executive compensation	Approved	60,727,818	95.95	2,566,113	4.05

# Board of Directors At-a-Glance

## Director Nominees



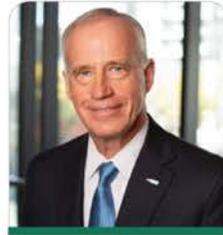
**Glenn McNamara**  
Chair of the Board\*  
Committee: ●●



**Lynn Azar**  
Committee: ●●



**Alberto Consuegra**  
Committee: ●●



**Sigmund Cornelius**  
Committee: ●●



**Mona Jasinski**  
Committee: ●●



**Jeff Lawson**  
Committee: ●



**G.R. (Bob) MacDougall**  
Committee: ●●



**Imad Mohsen**  
President & Chief  
Executive Officer



**Carmen Sylvain**  
Committee: ●●

\*Glenn McNamara will be appointed as Chair of the Board in May 2026.

## Committees

**Finance & Audit Committee**

**KEY RESPONSIBILITIES**

- Financial, enterprise risk & cybersecurity management
- Audit
- Financial disclosure

**HR & Compensation Committee**

**KEY RESPONSIBILITIES**

- Executive compensation
- Executive performance & succession
- Employee engagement
- Talent development
- DE&I

**Corporate Governance & Nominating Committee**

**KEY RESPONSIBILITIES**

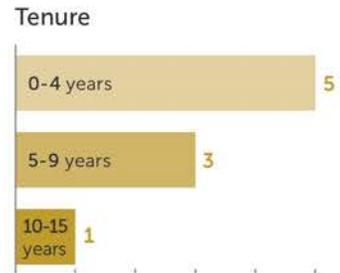
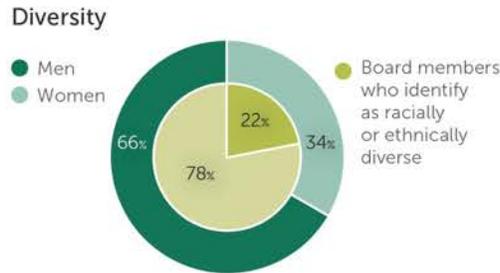
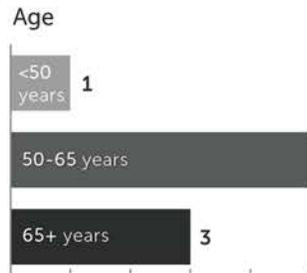
- Governance
- Board diversity
- Board renewal & effectiveness

**HSE & Reserves Committee**

**KEY RESPONSIBILITIES**

- Oil & gas reserves
- Disclosure, safety & operational performance
- ESG (GHG emissions management)

## Board Diversity



## Director Profiles

The name, province and country of residence, and age of the persons nominated for election as directors, the number of voting securities of the Company beneficially owned or controlled or directed, directly or indirectly by each nominee, the period served as director and, the principal occupation of each nominee and certain other information in respect of each of the nominees is set forth below:



**Ms. Azar brings over 20 years of senior leadership experience across the energy and technology / entertainment sectors. She is currently the SVP, Finance, Corporate Development and Strategy at Sony Interactive Entertainment.**

### Lynn Azar

**Age:** 46 | **Residence:** The Hague, Netherlands | **Director since:** July 13, 2022 | Independent

#### Parex Board and Committees

Board of Directors  
Finance and Audit  
Human Resources and Compensation

#### Meeting Attendance<sup>(5)</sup>

10/10 Board of Directors (100%)  
2/2 Finance and Audit (100%)  
2/2 Human Resources and Compensation (100%)  
2/2 HSE and Reserves (100%)

#### Key Experience and/or Expertise

- Financial Experience
- Financial Literacy
- International Operations
- Mergers and Acquisitions
- General Oil and Gas Industry
- Capital Markets
- Risk Management

#### Other Public Boards

None

Ms. Azar is a senior finance executive who is currently the Senior Vice President, Finance, Corporate Development and Strategy at Sony Interactive Entertainment. Previously she held the role of SVP and Head of Finance at PlayStation Studios, a division of Sony Interactive Entertainment. Prior to this role, she spent 18 years in the energy industry at Shell Plc, holding senior financial and commercial roles. Ms. Azar has a Bachelors' and Masters' degree in Economics and Finance from the American University of Beirut, is a Certified Management Accountant (CMA) and is a Chartered Financial Analyst (CFA) charter holder.

Annual General Meeting Voting Results		Share Ownership Requirement		
Year	% of votes For	Target Level (\$) <sup>(3)</sup>	Current holding as multiple of Target	Status
2024	99.50	\$292,500	0.9 times	Comply
<b>2025</b>	<b>99.41</b>	<b>\$292,500</b>	<b>2.2 times</b>	<b>Comply</b>

Securities Held	2025		2024	
	Number	Value <sup>(1)</sup>	Number	Value <sup>(2)</sup>
Common Shares	5,401	\$ 108,362	2,539	\$ 54,198
DSUs	15,225	\$ 343,515	8,198	\$ 119,527
CosRSUs	9,156	\$ 189,192	5,437	\$ 79,271
CosPSUs	—	\$ —	—	\$ —
<b>Total:</b>		<b>\$ 641,069</b>		<b>\$ 252,996</b>



**Mr. Consuegra brings over 30 years of executive and operational experience in the Colombian energy sector, including extensive leadership in large-scale and complex operations.**

## Alberto Consuegra

**Age:** 66 | **Residence:** Bogota, Colombia | **Director since:** June 1, 2025 | Independent

Parex Board and Committees	Meeting Attendance <sup>(5)</sup>	Key Experience and/or Expertise
Board of Directors	6/6 Board of Directors (100%)	<ul style="list-style-type: none"> <li>• General Oil and Gas Industry</li> <li>• Corporate Governance</li> <li>• Strategy</li> <li>• International Operations</li> <li>• Health, Safety and Environment</li> <li>• ESG / Sustainability</li> <li>• Human Resources</li> <li>• Reserves Evaluation</li> <li>• Risk Management</li> <li>• Financial Literacy</li> </ul>
Finance and Audit	2/2 Finance and Audit (100%)	
HSE and Reserves	2/2 HSE and Reserves (100%)	
Other Public Boards		
None		

Mr. Consuegra brings extensive industry experience to Parex’s Board of Directors, with over 30 years of leadership and operational experience in the Colombian energy sector and remains actively engaged in advisory roles to several companies of the sector. Currently, Mr. Consuegra is the CEO of Amazonica LNG. Prior thereto he was the Chief Operating Officer of Ecopetrol, Colombia’s national oil company and for a period of time acted as Ecopetrol’s interim CEO. Mr. Consuegra has also held executive positions at CENIT, Ecopetrol’s transportation and midstream subsidiary, where he served as President, and prior thereto at Equion Energia Ltd. and BP Exploration, where he contributed to strategic and operational initiatives across the value chain. Mr. Consuegra holds a Civil Engineering degree from the Universidad de Cartagena and a Master’s degree in Civil Engineering from Texas A&M University.

Annual General Meeting Voting Results		Share Ownership Requirement <sup>(4)</sup>		
Year	% of votes For	Target Level (\$) <sup>(3)</sup>	Current holding as multiple of Target	Status
2024	N/A	N/A	N/A	N/A
<b>2025</b>	<b>N/A</b>	<b>\$292,500</b>	<b>0.6 times</b>	<b>Comply</b>

Securities Held	2025		2024	
	Number	Value <sup>(1)</sup>	Number	Value <sup>(2)</sup>
Common Shares	—	\$ —	—	—
DSUs	4,479	\$ 82,641	—	—
CosRSUs	4,479	\$ 82,641	—	—
CosPSUs	—	\$ —	—	—
<b>Total:</b>		<b>\$ 165,282</b>		<b>\$ —</b>



**Mr. Cornelius brings over 40 years of financial and strategic leadership experience in the energy sector to Parex. He is currently the Finance and Audit Committee Chair for Parex and has served on the boards of numerous public and privately held companies.**

## Sigmund Cornelius

**Age:** 71 | **Residence:** Texas, USA | **Director since:** May 14, 2020 | Independent

### Parex Board and Committees

Board of Directors  
Finance and Audit (Chair)  
HSE and Reserves

### Meeting Attendance

10/10 Board of Directors (100%)  
4/4 Finance and Audit (100%)  
4/4 HSE and Reserves (100%)

### Key Experience and/or Expertise

- Capital Markets
- Financial Experience
- Financial Literacy
- General Oil and Gas Industry
- Mergers and Acquisitions
- Corporate Governance
- Strategy
- Government Relations
- Geopolitical
- International Operations
- Health, Safety and Environment
- ESG/Sustainability
- Reserves Evaluation
- Risk Management

### Other Public Boards:

Phillips 66 Co.

Mr. Cornelius joined the Parex Board of Directors in 2020, where he currently serves as Chair of the Finance and Audit Committee and is a member of the HSE and Reserves Committee. Mr. Cornelius brings over 40 years of leadership in finance and strategic management to the Board. He was President of Freeport LNG Development L.P., from 2014-2023, a private company based in Houston, Texas. From 1980 to 2010, he held various senior leadership positions at ConocoPhillips Company, retiring as Senior Vice President and Chief Financial Officer in 2010. He currently serves on the board of Phillips 66 Co. and has previously served on the board of other public and private companies, including the Electric Reliability Council of Texas (ERCOT), Western Refining Inc., NiSource Inc., Andeavor Logistics LP, DCP Midstream LP, Parallel Energy Trust, United States Enrichment Corporation, Carbo Ceramics Inc., Columbia Pipeline Group Inc., and Chevron Phillips Chemical Co.

Annual General Meeting Voting Results		Share Ownership Requirement		
Year	% of votes For	Target Level (\$) <sup>(3)</sup>	Current holding as multiple of Target	Status
2024	99.62	\$382,500	<b>3.2 times</b>	Comply
<b>2025</b>	<b>99.45</b>	<b>\$382,500</b>	<b>5.4 times</b>	<b>Comply</b>

Securities Held	2025		2024	
	Number	Value <sup>(1)</sup>	Number	Value <sup>(2)</sup>
Common Shares	52,916	\$ 1,101,718	42,916	\$ 819,493
DSUs	43,416	\$ 959,295	28,130	\$ 410,135
CosRSUs	—	\$ —	—	\$ —
CosPSUs	—	\$ —	—	\$ —
<b>Total:</b>		<b>\$ 2,061,013</b>		<b>\$ 1,229,628</b>



**Ms. Jasinski brings over 30 years of human resources, corporate strategy, communications and leadership expertise to the Parex Board with experience spanning the energy and chemicals sectors as well as non profit boards.**

## Mona Jasinski

**Age:** 62 | **Residence:** Alberta, Canada | **Director since:** May 8, 2025 | Independent

Parex Board and Committees	Meeting Attendance <sup>(5)</sup>	Key Experience and/or Expertise
Board of Directors	5/6 Board of Directors (83%)	<ul style="list-style-type: none"> <li>General Oil and Gas Industry</li> </ul>
Human Resources and Compensation	2/2 Human Resources and Compensation (100%)	<ul style="list-style-type: none"> <li>Human Resources</li> </ul>
Corporate Governance & Nominating	3/3 Corporate Governance & Nominating (100%)	<ul style="list-style-type: none"> <li>Mergers and Acquisitions</li> <li>Strategy</li> </ul>
Other Public Boards		
None		

Ms. Jasinski is currently the Senior Vice President, HR & Communications at NOVA Chemicals, where she leads the company’s HR and Communications functions. Ms. Jasinski joined NOVA Chemicals in January 2021, bringing decades of experience in human resources, organizational effectiveness, and corporate strategy. Prior to this role, Ms. Jasinski built deep energy-specific experience, serving as Executive Vice President, People and Culture at Vermilion Energy for 12 years, and holding leadership roles at Royal Dutch Shell and TransCanada Pipelines where she specialized in strategy, leadership effectiveness, and talent management.

Ms. Jasinski holds a Master of Business Administration from the University of Calgary and an ICD.D designation from the Institute of Corporate Directors. She is a current board member of the Alberta Children’s Hospital Foundation. Previously, Mona was President and a member of the Board of Governors of the Calgary Petroleum Club and a Board member and Chair of the Governance Committee at Calgary YWCA.

Annual General Meeting Voting Results		Share Ownership Requirement <sup>(4)</sup>		
Year	% of votes For	Target Level (\$) <sup>(3)</sup>	Current holding as multiple of Target	Status
2024	N/A	N/A	N/A	N/A
<b>2025</b>	<b>99.74</b>	<b>\$292,500</b>	<b>1 times</b>	<b>Comply</b>

	2025		2024	
Securities Held	Number	Value <sup>(1)</sup>	Number	Value <sup>(2)</sup>
Common Shares	3,650	\$ 67,343	—	\$ —
DSUs	12,323	\$ 227,362	—	\$ —
CosRSUs	—	\$ —	—	\$ —
CosPSUs	—	\$ —	—	\$ —
<b>Total:</b>		<b>\$ 294,705</b>		<b>\$ —</b>



**Mr. Lawson brings extensive experience in corporate strategy, mergers and acquisitions, investments and corporate restructurings to the Parex Board gained through senior leadership roles across the energy, investment banking, and legal sectors.**

## Jeff Lawson

**Age:** 57 | **Residence:** Alberta, Canada | **Director since:** May 8, 2025 | Independent

### Parex Board and Committees

Board of Directors  
HSE and Reserves

### Meeting Attendance<sup>(5)</sup>

6/6 Board of Directors (100%)  
2/2 HSE and Reserves (100%)

### Key Experience and/or Expertise

- Capital Markets
- Corporate Governance
- ESG/Sustainability
- General Oil and Gas Industry
- Government Relations
- Legal
- Mergers and Acquisitions
- Strategy

### Other Public Boards

None

Mr. Lawson brings extensive experience in corporate strategy, mergers and acquisitions, investments and corporate restructurings gained through senior leadership roles across the energy, finance, and legal sectors. Currently the Senior Vice-President, Corporate Development and Chief Sustainability Officer at Cenovus Energy, Mr. Lawson oversees the Company's strategic and business development initiatives, sustainability, and stakeholder engagement efforts. Prior to Cenovus, Mr. Lawson spent 15 years at Peters & Co. Limited in a variety of senior finance roles, contributing to the firm's success in capital markets and advisory services. Earlier in his career, he was a securities lawyer at Burnet, Duckworth and Palmer LLP for 14 years, where he co-led the Securities Group and served on the firm's executive committee.

Mr. Lawson has extensive board experience, having served on the boards of several public and private companies, as well as charitable organizations, demonstrating his commitment to governance and community service. He holds a Bachelor of Laws from the University of Alberta.

Annual General Meeting Voting Results		Share Ownership Requirement <sup>(4)</sup>		
Year	% of votes For	Target Level (\$) <sup>(3)</sup>	Current holding as multiple of Target	Status
2024	N/A	N/A	N/A	N/A
<b>2025</b>	<b>99.76</b>	<b>\$292,500</b>	<b>0.8 times</b>	<b>Comply</b>

	2025		2024	
	Number	Value <sup>(1)</sup>	Number	Value <sup>(2)</sup>
Securities Held				
Common Shares	—	—	—	—
DSUs	6,161	113,670	—	—
CosRSUs	6,161	113,670	—	—
CosPSUs	—	—	—	—
<b>Total:</b>		<b>227,340</b>		



**Mr. MacDougall brings over 30 years of industry and senior leadership experience to Parex. From 2004 to 2012, Mr. MacDougall was Executive Vice President and the Chief Operating Officer of Vermilion Energy Corporation.**

## G.R. (Bob) MacDougall

**Age:** 62 | **Residence:** Alberta, Canada | **Director since:** October 4, 2016 | Independent

### Parex Board and Committees

Board of Directors  
Finance and Audit  
HSE and Reserves (Chair)

### Meeting Attendance

9/10 Board of Directors (90%)  
4/4 Finance and Audit (100%)  
4/4 HSE and Reserves (100%)

### Key Experience and/or Expertise

- General Oil and Gas Industry
- Reserves Evaluation
- Health, Safety and Environment
- International Operations
- Risk Management
- Mergers and Acquisitions
- Strategy
- Financial Literacy
- Human Resources
- ESG / Sustainability

### Other Public Boards

None

Mr. MacDougall is a professional engineer with over 30 years of domestic and international oil and gas operations and executive management experience. Mr. MacDougall was the Executive Vice President and Chief Operating Officer of Vermilion Energy Corporation from 2004 to 2012 and is currently a member of the Institute of Corporate Directors having completed the Directors Education Program.

Annual General Meeting Voting Results		Share Ownership Requirement		
Year	% of votes For	Target Level (\$) <sup>(3)</sup>	Current holding as multiple of Target	Status
2024	99.50	\$360,000	3.8 times	Comply
<b>2025</b>	<b>99.41</b>	<b>\$360,000</b>	<b>6.1 times</b>	<b>Comply</b>

Securities Held	2025		2024	
	Number	Value <sup>(1)</sup>	Number	Value <sup>(2)</sup>
Common Shares	34,134	\$ 636,723	34,134	\$ 531,459
DSUs	74,723	\$ 1,547,790	56,452	\$ 823,070
CosRSUs	—	\$ —	—	\$ —
CosPSUs	—	\$ —	—	\$ —
<b>Total:</b>		<b>\$ 2,184,513</b>		<b>\$ 1,354,529</b>



**Mr. McNamara brings significant industry and leadership experience to Parex, having led numerous oil and gas companies throughout his career. Mr. McNamara is currently the Vice Chair & Lead Director of Parex's Board, and will be appointed Chair of the Board following the 2026 Meeting.**

## Glenn McNamara

**Age:** 73 | **Residence:** Alberta, Canada | **Director since:** October 4, 2016 | Independent

### Parex Board and Committees

Board of Directors (Vice Chair & Lead Director)  
Human Resources and Compensation (Chair)  
Corporate Governance & Nominating

### Meeting Attendance

10/10 Board of Directors (100%)  
4/4 Human Resources and Compensation (100%)  
4/4 Corporate Governance & Nominating (100%)

### Key Experience and/or Expertise

- Capital Markets
- Corporate Governance
- ESG/Sustainability
- General Oil and Gas Industry
- Government Relations
- Health, Safety and Environment
- Human Resources
- International Operations
- Mergers and Acquisitions
- Reserves Evaluation
- Risk Management
- Strategy
- Financial Literacy

### Other Public Boards:

Whitecap Resources Inc.  
PrairieSky Royalty Ltd.  
Atlas Energy Corp.

Mr. McNamara joined the Parex Board of Directors in 2016, and is currently the Board's Vice Chair & Lead Director. Following the Meeting, Mr. McNamara will take on the role of Board Chair. As a Professional Engineer with more than 40 years of industry and leadership experience, Mr. McNamara has held senior roles in Canada and across a variety of international regions, including South America, the United States, Europe and Asia Pacific. Most recently, he was the President and Chief Executive Officer of Heritage Resources LP, a private oil & gas royalty business, wholly owned by Ontario Teachers Pension Plan until his retirement in 2023. Prior to that Mr. McNamara was the Chief Executive Officer and a director of PMI Resources Ltd. (formerly, Petromanas Energy Inc.), the President of BG Canada (part of the BG Group PLC), and held several senior positions with ExxonMobil, ExxonMobil Canada, and Mobil Oil Canada, including President of ExxonMobil Canada West. Mr. McNamara is a director of Whitecap Resources Inc., PrairieSky Royalty Ltd., and Alta Energy Corp., and is a member of the Institute of Corporate Directors having completed the Directors Education Program.

Annual General Meeting Voting Results		Share Ownership Requirement		
Year	% of votes For	Target Level (\$) <sup>(3)</sup>	Current holding as multiple of Target	Status
2024	98.66	\$450,000	2.4 times	Comply
<b>2025</b>	<b>96.44</b>	<b>\$517,500</b>	<b>3.4 times</b>	<b>Comply</b>

	2025		2024	
	Number	Value <sup>(1)</sup>	Number	Value <sup>(2)</sup>
Securities Held				
Common Shares	21,912	\$ 436,939	18,973	\$ 327,029
DSUs	63,226	\$ 1,257,896	45,157	\$ 658,389
CosRSUs	3,159	\$ 79,468	5,687	\$ 82,916
CosPSUs	—	\$ —	—	\$ —
<b>Total:</b>		<b>\$ 1,774,303</b>		<b>\$ 1,068,334</b>



**Mr. Mohsen is currently the President and Chief Executive Officer of Parex and brings significant international, industry, and leadership experience from both public and privately held companies.**

## Imad Mohsen

**Age:** 52 | **Residence:** Alberta, Canada | **Director since:** February 4, 2021 | Non-Independent

### Parex Board and Committees

Board of Directors

### Meeting Attendance

10/10 Board of Directors (100%)

### Key Experience and/or Expertise

- Capital Markets
- General Oil and Gas Industry
- Reserves Evaluation
- Health, Safety and Environment
- International Operations
- Government Relations
- Mergers and Acquisitions
- Strategy
- ESG/Sustainability
- Financial Literacy
- Geopolitical
- Strategy

### Other Public Boards:

None

Mr. Mohsen joined Parex as the President & Chief Executive Officer in 2021, and is accountable for the Company's overall leadership, strategic vision and delivery of shareholder value. With 30 years of experience in senior leadership positions, he has a proven track record leading teams to execute growth through exploration, project management excellence, stakeholder relations and financial discipline.

Prior to joining Parex, Mr. Mohsen held numerous senior leadership roles at private and public companies. Most recently, Mr. Mohsen was the Chief Executive Officer at Tulip Oil Holding B.V. ("Tulip"), a private equity backed upstream company. Under his leadership, Tulip had success with near field, short-cycle time exploration and development of gas in the challenging environment of the Dutch North Sea. Prior to Tulip, Mr. Mohsen spent 15 years at Shell where he held notable roles including Development Manager for Shell's Subsea Gulf of Mexico assets, and the General Manager, Operations for Shell's Egypt JV (Bapetco).

Mr. Mohsen holds an engineering degree from the Paris School of Mines. He is a former Board member of NOGEP (Dutch E&P Producers Association) and Nextstep (Dutch Decommissioning E&P Producers Associations).

Annual General Meeting Voting Results		Share Ownership Requirement		
Year	% of votes For	Target Level (\$) <sup>(3)</sup>	Current holding as multiple of Target	Status
2024	99.65	\$3,375,000	1.1 times	Comply
<b>2025</b>	<b>99.43</b>	<b>\$3,375,000</b>	<b>2.1 times</b>	<b>Comply</b>

	2025		2024	
	Number	Value <sup>(1)</sup>	Number	Value <sup>(2)</sup>
Securities Held <sup>(6)</sup>				
Common Shares	125,722	\$ 2,589,116	89,597	\$ 1,797,012
DSUs	—	\$ —	—	\$ —
LDRSUs	51,918	\$ 1,588,115	37,428	\$ 545,700
LDPSUs	103,835	\$ 2,023,732	74,856	\$ 1,091,400
CosRSUs	6,491	\$ 147,786	33,216	\$ 484,289
CosPSUs	38,943	\$ 886,716	128,833	\$ 1,878,385
<b>Total:</b>		<b>\$ 7,235,465</b>		<b>\$ 5,796,786</b>



**Ms. Sylvain is a former Canadian Ambassador and Assistant Deputy Minister with over 30 years of experience in foreign affairs, international trade and investment.**

## Carmen Sylvain

**Age:** 65 | **Residence:** Quebec, Canada | **Director since:** July 7, 2017 | Independent

### Parex Board and Committees:

Board of Directors

Corporate Governance and Nominating (Chair)

Human Resources and Compensation

### Meeting Attendance:

10/10 Board of Directors (100%)

4/4 Corporate Governance and Nominating (100%)

4/4 Human Resources and Compensation (100%)

### Key Experience and/or Expertise

- Risk Management
- Strategy
- Government Relations
- Corporate Governance
- Geopolitical
- Health Safety and Environment

### Other Public Boards:

None

Ms. Sylvain is a former Canadian Ambassador and Assistant Deputy Minister with over 30 years of combined experience in foreign affairs, international trade and investment. She was Canada's Ambassador to Colombia, Morocco and Mauritania and served as Assistant Deputy Minister for Europe, Africa and the Middle East as well as Assistant Deputy Minister for Strategic Planning within Global Affairs. In the private sector, she was a strategic advisor to Borealis Infrastructure and the OMERS pension fund. Ms. Sylvain is a member of the Institute of Corporate Directors having completed the Directors Education Program, the DCRO Qualified Risk Directors Program and the DCRO Certificate in Cyber Risk Governance.

Annual General Meeting Voting Results		Share Ownership Requirement		
Year	% of votes For	Target Level (\$) <sup>(3)</sup>	Current holding as multiple of Target	Status
2024	98.62	\$360,000	2.2 times	Comply
<b>2025</b>	<b>97.43</b>	<b>\$360,000</b>	<b>3.9 times</b>	<b>Comply</b>

	2025		2024	
	Number	Value <sup>(1)</sup>	Number	Value <sup>(2)</sup>
Securities Held				
Common Shares	10,089	\$ 223,964	9,080	\$ 184,868
DSUs	53,032	\$ 1,147,582	36,828	\$ 536,952
CosRSUs	2,059	\$ 49,544	3,772	\$ 54,996
CosPSUs	—	\$ —	—	\$ —
<b>Total:</b>		<b>\$ 1,421,090</b>		<b>\$ 776,816</b>

#### Notes:

- (1) Pursuant to Parex's Share Ownership Policy, the value of the Common Shares for 2025 is the number of Common Shares held as of December 31, 2025 multiplied by the higher of the purchase price paid for such Common Shares and the closing price of the Common Shares on the TSX on December 31, 2025 of \$18.45. The value of DSUs (as defined herein) for 2025 is the number of DSUs held by each nominee as of December 31, 2025 multiplied by the higher of the grant price for such DSUs and the closing price of the Common Shares on the TSX on December 31, 2025 of \$18.45. The value of longer duration restricted share units ("LDRSUs"), longer duration performance share units ("LDPSUs"), cash/share settled restricted share units ("CosRSUs") and cash/share settled performance share units ("CosPSUs") for 2025 is the number of LDRSUs, LDPSUs, CosRSUs and CosPSUs held by each nominee, as applicable, as of December 31, 2025 multiplied by the higher of the grant price and the closing price of the Common Shares on the TSX on December 31, 2025 of \$18.45. The value of CosPSUs and LDPSUs assumes a payout multiplier of 1x.
- (2) Pursuant to Parex's Share Ownership Policy, the value of the Common Shares for 2024 is the number of Common Shares held by each nominee as of December 31, 2024 multiplied by the higher of the purchase price paid for such Common Shares and the closing price of the Common Shares on the TSX on December 31, 2024 of \$14.58. The value of DSUs for 2024 is the number of DSUs held by each nominee as of December 31, 2024 multiplied by the closing price of the Common Shares on the TSX on December 31, 2024 of \$14.58. The value of LDRSUs, LDPSUs, CosRSUs and CosPSUs for 2024 is the number of LDRSUs, LDPSUs, CosRSUs and CosPSUs held by each nominee, as applicable, as of December 31, 2024 multiplied by the closing price of the Common Shares on the TSX on December 31, 2024 of \$14.58. The value of CosPSUs and LDPSUs assumes a payout multiplier of 1x.
- (3) Target Level is determined by multiplying the director's base annual retainer by 4.5, pursuant to the Share Ownership Policy. The qualifying value for independent directors will be calculated using any mix of Common Shares, DSUs, and unvested and CosRSUs. Mr. McNamara's Target Level was adjusted in 2025 to reflect his appointment as Chair of the Human Resources & Compensation Committee, and associated annual retainer increase. Refer to "Corporate Governance - Governance - Share Ownership Policy" in this Information Circular for the named executive officer share ownership requirement for Mr. Mohsen.
- (4) Ms. Jasinski and Mr. Lawson have until May 2030, and Mr. Consuegra has until June 2030 to meeting the minimum share ownership thresholds. Each is considered to be compliant until that time.
- (5) Meeting attendance is reflective of changes in the Committees' constitutions upon the elections of Ms. Jasinski, Mr. Lawson and Mr. Consuegra to the Board.
- (6) Mr. Mohsen also held 254,273 Options as at December 31, 2025 and 141,065 Options as at December 31, 2024. Parex's non-executive directors do not receive Options. Pursuant to the Share Ownership Policy, Options that have been granted to executive employees, but have not been exercised, will be excluded for the purpose of calculating the value of share ownership for the purposes of the Share Ownership Policy. Pursuant to Parex's Share Ownership Policy, 50% of the unvested CosRSUs, CosPSUs, LDRSUs and LDPSUs may be used in the calculation of share ownership; the numbers in the table above reflect 50% of those values.

The information as to Common Shares beneficially owned or controlled or directed, directly or indirectly, is based upon information furnished to the Company by the respective nominees.

As at March 24, 2026, the directors and executive officers of the Company, as a group, beneficially owned or controlled or directed, directly or indirectly, 1,951,079 Common Shares constituting approximately 2.0% of the issued and outstanding Common Shares. The value of Common Shares beneficially owned or controlled or directed, directly or indirectly, and the value of the applicable equity compensation held, by each director and executive officer of the Company exceeds the share ownership requirements under the Share Ownership Policy for executive directors and officers that was implemented by the Company. See "Corporate Governance – Governance – Share Ownership Policy" in this Information Circular.

### Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Other than as noted below, to the knowledge of the directors, no proposed director of the Company (nor any personal holding company of any such persons):

- (a) is, as at the date of this Information Circular, or has been, within ten years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including Parex), that:
  - (i) was subject to a cease trade order (including a management cease trade order), an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, in each case that was in effect for a period of more than 30 consecutive days (collectively, an "**Order**") that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
  - (ii) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer;
- (b) is, as at the date of this Information Circular, or has been, within ten years before the date of this Information Circular, a director or executive officer of any company (including Parex) that, while that person was acting in that 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; or
- (c) has, within the ten years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

In addition, no proposed director of the Company has been subject to: (i) 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 (ii) 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. Cornelius was a director of CARBO from November 2009 to July 2020. In March 2020, CARBO and its direct wholly owned subsidiaries filed voluntary petitions for reorganization under Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Southern District of Texas. As part of the process, CARBO entered into an agreement with Wilks Brothers, LLC. Pursuant to such agreement, CARBO emerged from Chapter 11 bankruptcy protection under new ownership of the Wilks Brothers, LLC.

## Appointment of Auditors

Unless otherwise directed, it is management's intention to vote the proxies in favour of an ordinary resolution to appoint the firm of PricewaterhouseCoopers LLP, Chartered Professional Accountants, Calgary, Alberta, ("**PwC**") to serve as auditors of the Company until the next annual general meeting of Shareholders and to authorize the directors to fix their remuneration as such. PwC have been the auditors of the Company since September 29, 2009.

### External Auditor Service Fees

The Finance and Audit Committee has reviewed the nature and amount of non-audit services provided by PwC to ensure auditor independence. Fees paid to PwC for audit and non-audit services in the last two fiscal years are outlined in the following table.

Nature of Services	Fees Paid to Auditor in the Year Ended December 31, 2025	Fees Paid to Auditor in the Year Ended December 31, 2024
Audit Fees <sup>(1)</sup>	\$756,322	\$719,166
Audit-Related Fees <sup>(2)</sup>	\$84,250	\$—
Tax Fees - Compliance <sup>(3)</sup>	\$65,628	\$115,601
Tax Fees - Consulting <sup>(4)</sup>	\$87,146	\$43,232
All Other Fees <sup>(5)</sup>	\$—	\$109,509
Total	\$993,346	\$987,508

Notes:

- (1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Company's consolidated financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) "Audit-Related Fees" include services that are traditionally performed by the auditor.
- (3) "Tax Fees - Compliance" include fees related to tax compliance work for statutory tax obligations in the international jurisdictions that the Company operated in.
- (4) "Tax Fees - Consulting" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice.
- (5) "All Other Fees" include all other non-audit products and services.

Additional information regarding the Finance and Audit Committee, including information that is required to be disclosed in accordance with National Instrument 52-110 – *Audit Committees* is contained in the Company's annual information form for the year ended December 31, 2025, an electronic copy of which is available on the Company's SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca)

## Approval of Unallocated Options

Section 613(a) of the TSX Company Manual provides that every three (3) years after the institution of a security-based compensation arrangement all unallocated rights, options or other entitlements under such arrangement which do not have a fixed maximum number of securities issuable must be approved by a majority of the issuer's directors and by the issuer's security holders. As the Company's stock option plan (the "**Option Plan**") is considered to be a security based compensation arrangement under the TSX Company Manual and the Option Plan provides that the maximum number of Common Shares reserved for issuance from time to time pursuant to outstanding stock options of the Company ("**Options**") is not a fixed number and instead shall not exceed a number of Common Shares equal to a percentage of the issued and outstanding Common Shares from time to time (less the number of Common Shares issuable pursuant to all other security based compensation arrangements), approval will be sought at the Meeting to approve the grant of unallocated Options under the Option Plan. When Options have been granted pursuant to the Option Plan, Common Shares that are reserved for issuance under outstanding Options are referred to as allocated Common Shares. The Company has additional Common Shares that may be reserved for issuance pursuant to future grants of Options under the Option Plan, but as they are not subject to current Option grants, they are referred to as unallocated Options.

The maximum number of Common Shares issuable under the Option Plan and all other security-based compensation arrangements of the Company, including the LDRSU Plan may not exceed 5.0% of the Common Shares outstanding from time to time. The maximum number of treasury issued Common Shares ("**Treasury Shares**") reserved for issuance under the LDRSU Plan pursuant to outstanding LDRSUs and LDPSUs is 4,000,000 Treasury Shares.

As at the Record Date, the Company had Options to acquire 1,314,528 Common Shares outstanding under the Option Plan, representing 1.4% of the issued and outstanding Common Shares as at that date, leaving up to 3,489,773 Common Shares available for future grants under the Option Plan before taking into account LDRSU and LDPSU grants which further reduces the unallocated entitlements. In addition, as at the Record Date, the Company had LDRSUs and LDPSUs to acquire an aggregate of 1,217,117 Common Shares outstanding under the LDRSU Plan. Assuming all of the holders of the LDRSUs and LDPSUs exercise their vested LDRSUs and LDPSUs and elect to receive Common Shares from treasury, such 1,217,117 Common Shares represent 1.3% of the issued and outstanding Common Shares as at the Record Date, leaving up to 2,272,656 Common Shares available for future grants under the Option Plan and all other security based compensation arrangements, based on the number of Common Shares outstanding as at the Record Date.

If any Options granted under the Option Plan shall be exercised or shall expire, terminate or be cancelled for any reason without having been exercised in full, any unpurchased Common Shares to which such Options relate will be unallocated and available for the purposes of future grants under the Option Plan and all other security-based compensation arrangements of the Company. For a summary of the current terms of the Option Plan see "*Statement of Executive Compensation – Executive Compensation Components – Long-Term Incentives – Options*" in this Information Circular. Also see a copy of the Option Plan attached hereto as Appendix "F".

## Shareholder Approval

If approval of the grant of unallocated Options under the Option Plan is obtained at the Meeting, the Board of Directors will be able to grant Options and the Company will not be required to seek further approval for unallocated Options under the Option Plan until May 12, 2029. If approval is not obtained at the Meeting, Options which have not been allocated as of May 11, 2026 and Common Shares which are reserved for issuance pursuant to Options which are outstanding as of May 11, 2026 and which are subsequently cancelled, terminated or exercised will not be available for a new grant of Options under the Option Plan. Previously allocated Options will continue to be unaffected by the approval or disapproval of the resolution.

At the Meeting, the following ordinary resolution (the "**Unallocated Option Resolution**") will be presented:

"BE IT RESOLVED, as an ordinary resolution of the shareholders of the Company, that:

1. all unallocated Options under the Option Plan are approved and authorized until May 12, 2029;
2. any one officer or director of the Company be and is hereby authorized to execute and deliver all such agreements and documents, whether under the corporate seal or otherwise, and to take all action, as such officer or director shall deem necessary or appropriate to give effect to the foregoing resolutions; and
3. notwithstanding that this resolution has been duly passed by the shareholders of the Company, the directors of the Company are hereby authorized and empowered to revoke this resolution, without any further approval of the shareholders of the Company, at any time if such revocation is considered necessary or desirable by the directors."

In order for the Unallocated Option Resolution to be passed, it must be approved by a simple majority of the votes cast by Shareholders who vote in person or by proxy at the Meeting. Unless otherwise directed, it is the intention of management to vote proxies in favour of the Unallocated Option Resolution.

## Shareholder Advisory Vote on Executive Compensation

The Board believes that Shareholders should have the opportunity to receive information to assist them in understanding the objectives, philosophy and principles used in its approach to executive compensation and to provide feedback to the Board on such matters. As such, the Board includes a Shareholder advisory vote (the "**Say on Pay Vote**") on executive compensation at the Company's annual general meetings of Shareholders. The Say on Pay Vote is a non-binding advisory vote on the Board's approach to executive compensation. The purpose of the Say on Pay Vote is to provide Board accountability to the Shareholders for the Board's compensation decisions by giving Shareholders a formal opportunity to provide their views on the disclosed objectives of the Company's executive compensation plans, and on the plans themselves. At the Company's annual general meeting of Shareholders held in 2025, Shareholders voted 95.95% in favour of the Company's approach to executive compensation described in the Company's management information circular dated March 25, 2025.

Shareholders will be asked at the Meeting to vote, on an advisory basis, on the acceptance of Parex's approach to executive compensation as set forth in the "*Statement of Executive Compensation*" section of this Information Circular. Shareholders are encouraged to carefully review the information set forth in that section before voting on this matter. The "*Statement of Executive Compensation*" section discusses our compensation philosophy, the objectives of the different elements of our compensation programs and the way the Board assesses performance and makes decisions. It explains how the Company's compensation programs are centered on a pay-for-performance culture and are aligned with the long-term development strategy of our business and taking into account the interests of our Shareholders.

As this is an advisory vote, the results will not be binding upon the Board, however, the Board places a great deal of importance on the views of Shareholders and will take the results of the vote into account, as appropriate, when considering future compensation policies, procedures and decisions. The Board believes that it is essential for Shareholders to be well informed of Parex's approach to executive compensation and consider the advisory vote to be an important part of the ongoing process of engagement between the Shareholders and the Board. The Company will disclose the results of the Shareholder advisory vote as a part of its report on voting results.

In the event that the advisory resolution is not approved by a majority of the votes cast at the Meeting, the Board will consult with its Shareholders (particularly those who are known to have voted against it) to understand their concerns and will review the Board's approach to compensation in the context of those concerns. Results from any such Board review, if necessary, will be discussed in the Company's management information circular for the annual meeting of Shareholders to be held in 2027. In addition, Shareholders may contact the Corporate Secretary of the Company by mail at the Company's head office at 2700 Eighth Avenue Place, West Tower, 585-8 Avenue S.W., Calgary, Alberta T2P 1G1, if they wish to share their view on executive compensation with the Board.

At the Meeting, Shareholders will be asked to approve the following resolution (the "**Say on Pay Resolution**"):

"BE IT RESOLVED, on an advisory basis and not to diminish the role and responsibilities of the Board of Directors of Parex Resources Inc. (the "**Company**"), that the shareholders accept the approach to executive compensation as disclosed in the "*Statement of Executive Compensation*" section in the management information circular of the Company dated March 24, 2026."

**Unless otherwise directed, it is the intention of management to vote proxies in favour of the Say on Pay Resolution.**

## Other Matters

Management knows of no amendment, variation or other matter to come before the Meeting other than the matters referred to in the Notice of Annual General and Special Meeting. However, if any other matter properly comes before the Meeting, the accompanying proxy will be voted on such matter in accordance with the best judgement of the person or persons voting the proxy.

## Director Compensation

### General

The Human Resources and Compensation Committee ("**HR&C Committee**") retained compensation advice throughout 2025 from Meridian Compensation Partners ("**Meridian**"), which included benchmarking director compensation (against the Company's peers). See "*Statement of Executive Compensation – Compensation Discussion and Analysis – Comparator Group*" in this Information Circular. As a result of such advice, changes were made to the Company's Director compensation package effective January 2026 to better align with peers. Changes include an increase in the directors' annual cash retainers by \$15,000 and an increase in the directors' equity grant by \$10,000. No changes were made to the committee annual retainer fees. In addition, the Board approved the removal of all per-meeting fees previously payable to directors in connection with Board and Committee meeting attendance effective August 1, 2025. These changes are aligned with market practices and ensure Parex's director compensation remains competitive with peers. The current directors' compensation program is as follows, which is only available to directors who are not also NEOs (as defined herein).

Components of Director Compensation for 2025 and 2026		
	2025	2026
<b>Cash Retainer</b>		
<i>Annual Retainer Fees</i>		
Member of the Board	\$65,000	\$80,000
Chair of the Board	\$115,000	\$130,000
Vice Chair and Lead Director of the Board <sup>(1)</sup>	\$100,000	\$115,000
<i>Committee Annual Retainer Fees</i>		
Standing Committee Member	\$0	\$0
Chair of Finance and Audit Committee	\$20,000	\$20,000
Chair of HR&C Committee	\$15,000	\$15,000
Chair of HSE and Reserves Committee	\$15,000	\$15,000
Chair of Governance & Nominating Committees	\$15,000	\$15,000
Chair of a standing committee of the Board other than the Finance and Audit, HR&C and HSE and Reserves	\$15,000	\$15,000
<b>Long Term Incentive Compensation</b>		
100% DSUs or 50% DSUs and 50% CosRSUs		
Member of the Board	\$125,000	\$135,000
Chair of the Board	\$175,000	\$185,000
Vice Chair and Lead Director of the Board <sup>(1)</sup>	\$135,000	\$145,000

<sup>(1)</sup> Following Mr. Foo's retirement at the Meeting, Parex will no longer have a Vice Chair and Lead Director position.

Directors' annual cash retainers are paid quarterly. Long-term incentive compensation is in the form of participation in the cash or share settled restricted share unit plan (the "**Cash/Share Settled RSU Plan**") and the company's deferred share unit plan ("**DSU Plan**"). The number of long-term incentives granted, if any, is to be reviewed each year by the HR&C Committee for grants to be approved by the Board and awarded following any blackout period subsequent to the annual meeting of Shareholders. Directors may elect to take their annual long term incentive grants as either 100% DSUs, or 50% CosRSUs and 50% DSUs.

The DSU Plan was approved by the Board on April 1, 2015 and by Shareholders on May 12, 2015, and was amended by the Board most recently on March 3, 2026. The amendments included the addition of change of control provisions and revisions to the blackout provisions to remove restrictions that may otherwise have applied when a participant was no longer a director, as well as other housekeeping and clarification changes. DSU grants were last made on May 9, 2025. For a summary of the terms of the DSU Plan, see Appendix "C" to this Information Circular.

The Cash/Share Settled RSU Plan was approved by the Board on February 7, 2019, and was amended most recently on March 3, 2026. It does not, pursuant to TSX policies, require Shareholder approval. The most recent amendments included the addition of provisions addressing circumstances in which participants are on a leave of absence, revisions to the blackout provisions to remove restrictions on payments where an election was previously made when the participant was not subject to a blackout period, and the removal of the cash payment component for the payout multiplier for CosPSUs where the participant has elected to receive payment in Common Shares, as well as housekeeping and clarification amendments. CosRSUs were last granted to independent directors on May 9, 2025. For a summary of the terms of the Cash/Share Settled RSU Plan, see Appendix “D” to this Information Circular.

Directors are reimbursed for miscellaneous out-of-pocket expenses, if any, incurred in carrying out their duties as directors.

## Director Compensation<sup>(1)</sup>

The table below summarizes the director compensation for 2025:

Name	Fees earned <sup>(2)</sup> (\$)	Share-based awards		Option-based awards <sup>(5)</sup> (\$)	All other compensation (\$)	Total (\$)
		(DSUs) <sup>(3)</sup> (\$)	(CosRSUs) <sup>(4)</sup> (\$)			
Lynn Azar	72,500	67,033	67,056	—	—	206,589
Lisa Colnett <sup>(6)</sup>	32,888	—	—	—	—	32,888
Alberto Consuegra	37,917	61,679	61,679	—	—	161,275
Sigmund Cornelius	94,106	134,078	—	—	—	228,184
Bob Engbloom <sup>(6)</sup>	27,565	—	—	—	—	27,565
Wayne Foo	121,000	155,528	—	—	—	276,528
Mona Jasinski	41,979	134,078	—	—	—	176,057
Jeff Lawson	46,479	67,033	67,056	—	—	180,568
G. R. (Bob) MacDougall	87,500	134,078	—	—	—	221,578
Glenn McNamara	117,750	144,803	—	—	—	262,553
Carmen Sylvain	83,000	134,078	—	—	—	217,078

Notes:

- (1) The Company does not provide non equity incentive plan or pension plan compensation to directors.
- (2) See “*Director Compensation – General*”.
- (3) The grant date fair value of share-based awards (DSUs) is \$10.88 on May 9, 2025 and \$13.77 on June 2, 2025 being the weighted average of the price at which the Common Shares traded on the TSX for the five trading days immediately preceding the grant date of May 9, 2025 and June 2, 2025 (date of Mr. Consuegra’s grant on appointment), respectively, as per the terms of the DSU Plan and a commonly accepted methodology for valuing compensation among the Company’s peer comparator group. It is the same methodology used by the Company to determine the accounting fair value of the DSUs in accordance with International Financial Reporting Standard 2 – Share Based Payments.
- (4) The grant date fair value of share-based awards (CosRSUs) is \$10.88 and \$13.77 on June 2, 2025, being the weighted average of the price at which the Common Shares traded on the TSX for the three trading days immediately preceding the grant date of May 9, 2025 and June 2, 2025 (date of Mr. Consuegra’s grant on appointment), respectively. This methodology for accounting fair value of CosRSUs is in accordance with International Financial Reporting Standards 2 – Cash-Based Payments.
- (5) Directors were not granted option-based awards (Options) in 2025.
- (6) Ms. Colnett and Mr. Engbloom retired from the Board in May 2025. The compensation Ms. Colnett and Mr. Engbloom received is for the period from January 1, 2025 to May 8, 2025.
- (7) Mr. Mohsen, a director of the Company, is also the President and CEO (as defined herein) of the Company and is therefore an NEO and does not receive compensation as a director. See “*Statement of Executive Compensation - NEO Summary Compensation Table*” for information with respect to Mr. Mohsen’s compensation.

## Director Fees

Fees were paid to directors in 2025 in accordance with the schedule of annual retainers and meeting fees in effect for 2025. Mr. McNamara and Mr. Lawson also received cash compensation of \$1500 per meeting, for each Special Committee meeting attended in 2025 which Special Committee was formed with respect to the Company’s proposal to acquire GeoPark in 2025. The number of meetings attended by each director is outlined under the “*Matters to be Acted Upon at the Meeting - Fixing the Number of Directors and Election of Directors - Director Profiles*” section in this Information Circular.

## Incentive Compensation

In accordance with the directors' compensation program, remuneration in the form of cash-settled DSUs and CosRSUs were provided to directors in 2025. No non-equity incentive compensation was provided to directors in 2025. Directors have not been granted option-based awards (Options) since 2013.

Parex's intention is for the timing of annual equity incentive plan awards to coincide with the election of directors at the Company's annual general meeting of Shareholders.

## Outstanding Option-based and Share-based Awards – Independent Directors (as at December 31, 2025)

The directors did not hold any outstanding option-based awards (Options) as at December 31, 2025. No non-equity incentive compensation was provided to directors in 2025.

Name	Number of common shares or units of common shares that have not vested		Market or payout value of share-based awards that have not vested <sup>(2)</sup>		Market or payout value of vested share-based awards not paid out or distributed <sup>(3)</sup>	
	DSUs	CosRSUs	DSUs	CosRSUs	DSUs	CosRSUs
Lynn Azar	—	9,156	—	168,922	280,895	—
Lisa Colnett <sup>(4)</sup>	—	2,995	—	55,251	636,176	—
Alberto Consuegra	—	4,479	—	82,641	82,641	—
Sigmund Cornelius	—	—	—	—	801,030	—
Bob Engbloom <sup>(4)</sup>	—	3,069	—	56,631	702,748	—
Wayne Foo	—	3,472	—	64,066	1,171,773	—
Mona Jasinski	—	—	—	—	227,362	—
Jeff Lawson	—	6,161	—	113,671	113,671	—
G. R. (Bob) MacDougall	—	—	—	—	1,378,643	—
Glenn McNamara	—	3,159	—	58,278	1,166,523	—
Carmen Sylvain	—	2,059	—	37,992	978,441	—

Notes:

- (1) On March 7, 2017, the Board approved certain amendments to the DSU Plan to provide for the cash settlement of all DSUs (including the DSUs noted in the above table) rather than the settlement through the issuance of Common Shares.
- (2) Based on multiplying the closing price of the Common Shares on the TSX on December 31, 2025 of \$18.45 by the number of DSUs and CosRSUs, as applicable, that were not vested as at December 31, 2025.
- (3) Based on multiplying the closing price of the Common Shares on the TSX on December 31, 2025 of \$18.45 by the number of DSUs and CosRSUs, as applicable, that were vested but not paid out or distributed as at December 31, 2025.
- (4) Ms. Colnett and Mr. Engbloom retired from the Board in May 2025. Refer to "Appendix C - DSU Plan" for payout of DSUs for retired directors.

Name	Option-based awards – value vested during the year (\$)	Share-based Awards value vested during the year <sup>(1)</sup>		Non-equity incentive plan compensation – value earned during the year <sup>(2)</sup> (\$)
		DSUs (\$)	CosRSUs (\$)	
Lynn Azar	N/A	73,809	40,933	N/A
Lisa Colnett <sup>(3)</sup>	N/A	—	32,593	N/A
Alberto Consuegra	N/A	61,679	—	N/A
Sigmund Cornelius	N/A	147,631	—	N/A
Bob Engbloom <sup>(3)</sup>	N/A	—	33,407	N/A
Wayne Foo	N/A	171,249	46,145	N/A
Mona Jasinski	N/A	147,631	—	N/A
Jeff Lawson	N/A	73,809	—	N/A
G. R. (Bob) MacDougall	N/A	147,631	—	N/A
Glenn McNamara	N/A	159,440	40,157	N/A
Carmen Sylvain	N/A	147,631	24,538	N/A

Notes:

- (1) Based on multiplying the closing price of the Common Shares on the TSX on the vesting date by the number of DSUs and CosRSUs, as applicable, that vest on such date.
- (2) The Company did not provide non-equity incentive plan compensation to independent directors during the year ended December 31, 2025.
- (3) Ms. Colnett and Mr. Engbloom retired from the Board in May 2025.

## Corporate Governance

National Instrument 58-101 - Disclosure of Corporate Governance Practices ("**NI 58-101**") requires reporting issuers to disclose their corporate governance practices with reference to a series of guidelines for effective corporate governance set forth in National Policy 58-201 - Corporate Governance Guidelines. Set out below is a description of the corporate governance practices of the Company.

### Strategy

#### Strategic Planning

The Board oversees the development and execution of a long-range strategic plan and a short-range business plan for Parex which are designed to achieve Parex's primary objectives and identify the principal strategic and operational opportunities and risks of the Company's business. To assist the Board in meeting this responsibility, the agenda for every regularly scheduled Board meeting includes a discussion of the progress of the short-term business plan and quarterly financial results as well as management's views in respect of some, if not all of the following: a review of business development, exploration, financial forecasts, human resources, ESG issues, cybersecurity, and emerging opportunities and threats designed to provide the Board the information required for them to discuss and analyze the main risks associated with the Company's business plan and make recommendations to adjust the plan if necessary.

In addition, the Board sets aside at least two days every year for a strategic planning session where they meet with management and discuss the long-term plan for the organization in detail. From time to time, external advisors are invited to present at these meetings. A fulsome in-camera (without management present) session concludes each of these sessions.

#### Board Accountability

Board effectiveness is critical to the success of the Company. Each year, the Corporate Governance and Nominating Committee ("**CGNC**"), in consultation with the Board Chair, determines the process by which assessments of the Board, Board committees and individual directors will be conducted on their effectiveness and contribution. The process includes the use of questionnaires and one-on-one interviews with each director by the Board Chair and the Vice Chair and Lead Director. A written report on the assessment is provided to the Board members and is discussed at the CGNC. The CGNC believes that while the traditional annual assessment process is robust and effective, from time to time the process may be supplemented with the engagement of a third-party consultant in order to provide additional insights. A third-party consultant was engaged for the 2024 Board performance assessment, using an enhanced survey format. For 2025, the same survey was used and the evaluation conducted internally.

Consistent with 2024, an anonymous peer evaluation of the directors was completed by Board members and the executive management team. Following the completion of the Board effectiveness survey and peer evaluations, the Board Chair and Vice Chair & Lead Director met with each director one-on-one to engage in an open two-way discussion on any issues that either wanted to raise, with an emphasis placed on maximizing the contribution of each director to the Board and continually improving the effectiveness of the Board. The Board as a whole discussed the results of the findings and go-forward suggestions during in-camera sessions that took place following the Board meeting held in the first quarter of 2026. The final piece of the individual assessment process is the review of the skills matrix noted below, outlining the experience and background of the directors in a variety of key subject areas. This matrix is maintained so that the members of the Board can identify areas for strengthening the Board as a whole and address them through the board renewal process. The Board Chair and Vice Chair & Lead Director, also use the information obtained through these surveys to decide whether any changes are needed in Board processes, mandates, composition, or committee structure.

#### Enterprise Risk Management

The Board and management are responsible for overseeing Parex's enterprise risk management process ("**ERM process**"). The Board has delegated to the appropriate Board committee responsibility to review and assess the identification and management of enterprise risk management matters as follows:

**Finance and Audit Committee:** Oversight of financial risks including balance sheet risk, climate-related risk and review of appropriate risk management policies and strategies. Engaging directly with our external auditors and internal control auditors with respect to financial controls and financial disclosure.

**HSE and Reserves Committee:** Oversight of the disclosure of Parex's oil and gas reserves and reporting requirements, including the appointment of a qualified external reserves evaluator. Oversight of Parex's environmental, social, health and safety practices and programs; environmental and safety protection; monitoring of surface access, including security risk; and investments in reducing energy consumption and greenhouse gas ("**GHG**") emissions.

**HR&C Committee:** Oversight of compensation risk, including ensuring compensation practices do not motivate undue risk taking and short-term decision making at the expense of long-term goals. Oversight of employee relations, executive development and succession planning and diversity.

The HR&C Committee is comprised entirely of independent directors and is responsible for the functions of a compensation committee. See "Statement of Executive Compensation – Compensation Governance".

The HR&C Committee reviews competitive market data from third-party sources for compensation for directors and officers of the Company and makes recommendations regarding the format and quantum of such compensation to the Board for approval. As part of this process, external consultants may be engaged by the HR&C Committee to conduct a competitive review of, and to make specific recommendations on, compensation for directors and officers. See "*Statement of Executive Compensation – Compensation Governance*".

**Corporate Governance and Nominating:** Oversight of corporate governance practices including Board composition, director orientation and education, diversity and effectiveness.

The Board as a whole has retained oversight on CEO succession, Parex's business strategy, ethics-related practices and policies, cybersecurity, impact of climate-related issues on strategy and ESG risk management, and Parex's overall approach to corporate sustainability and community relations efforts.

The Board receives quarterly cyber risk updates as well as an annual presentation on current Parex operational cybersecurity statistics (firewall, phishing and e-mail filtering), the Company's cybersecurity program, milestones completed and planned work. During this session the Board is provided with general industry updates, and key risk/areas of concern that pertain to the industry or our regions. Parex has a robust cybersecurity program in place to mitigate risk, and in 2025, the Company did not experience any notable cybersecurity issues. Further, Parex has not experienced an information security breach from a third party, or otherwise.

Parex's ERM process, approved by the Board of Directors, outlines the Company's risk management principles and expectations, as well as the roles and responsibilities of all staff. The ERM process includes a risk management framework and risk assessment tools, including a risk matrix. Parex's risk management framework contains the key attributes recommended by the International Standards Organization ("**ISO**") in its ISO 31000 – Risk Management Guidelines (2017). The results of the Company's ERM process are documented in a semi-annual summary presented to the Board of Directors as well as through regular updates.

## Governance

### Board Assessments

The CGNC in conjunction with the Chair of the Board, has responsibility for assessing the performance of the Board as a whole, the committees of the Board and the individual directors. The size of the Board allows for significant and consistent communication amongst the directors and management with respect to matters of effectiveness. On an annual basis, the Chair and Vice Chair & Lead Director meet individually with each member of the Board to review their peer assessment and the overall Board effectiveness survey results. See "*Corporate Governance – Strategy – Board Accountability*".

The process evaluates the purpose, performance and priorities of the Board and the organization. Ultimately, the Board and management team gain important performance feedback to strengthen relationships and focus on matters of relevance, and on creating Shareholder value. The outcome of this evaluation process is an integrated set of actionable priorities for the coming year for the Board as a whole, its Chair, its committees, the CEO and individual directors. Priorities set this year provide a basis for performance reviews to be completed next year.

### Ethical Business Conduct

The Company has had a code of conduct since its inception in 2009. The code of conduct was most recently reviewed and amended in 2025. A copy of the code of conduct can be obtained on the Company's SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca) or upon written request to the Company.

As discussed above, the Board conducts an annual assessment process, a part of which focuses on the ethical business conduct of the Board and the organization as a whole. In 2025, all directors reviewed and approved the Company's Code of Conduct, Whistleblower Policy and Anti-Bribery and Anti-Corruption Policies and completed their certification with respect thereto.

The Company has not filed any material change reports since its inception that pertains to any conduct of a director or executive officer that constitutes a departure from the Code of Conduct.

### Board and Committee Meetings without Management

The Board and each Committee of the Board has a written mandate. In accordance with the mandates, time is set aside at every meeting to meet in-camera to facilitate open and candid discussion. In 2025, the Board held 10 meetings, and the HSE and Reserves Committee, Finance and Audit Committee, CGNC, and HR&C Committee each held four meetings. In-camera sessions were held at the beginning and/or end of each of those meetings, and the independent directors also routinely met without non-independent directors or members of management in attendance.

## Share Ownership Policy

The Company has a Board-approved share ownership policy for directors and executive officers to emphasize the importance of building and maintaining share ownership in Parex (“**Share Ownership**”).

Independent directors are required to acquire and hold a minimum value of Share Ownership representing a minimum value of 4.5 times their annual cash retainers within five years from the date of their appointment to the Board. The qualifying value of Share Ownership for independent directors will be calculated using any mix of Common Shares, DSUs, and unvested CosRSUs.

The CEO is required to acquire and hold a Share Ownership value of five times his base annual salary, the CFO is required to acquire and hold a Share Ownership value of three times his base annual salary, and the other named executive officers are required to acquire and hold a Share Ownership value of two times their base annual salary.

In calculating Share Ownership, for executives, the following will be included: Common Shares, employee equity purchased through Parex’s Employee Share Purchase Program; the vested portion of Company-purchased shares under the Employee Share Purchase Program; 50% of the unvested CosRSUs, and CosPSUs; and 50% of the unvested and vested LDRSUs and LDPSUs. Options are excluded from the Share Ownership calculation.

Determinations of the Share Ownership value held by any director or executive officer will be the trading price of the Common Shares on the TSX. In the event that the market value of Common Shares falls below the original purchase price actually paid by the director or executive officer for such Common Shares, the original purchase price may be used when calculating the Common Share ownership. If the market value of other vehicles included in Share Ownership falls below the original grant price, the original grant price may be used when calculating the director’s or executive’s Share Ownership.

Named executive officers have a period of five years from the date of their appointment as a named executive officer of the Company to acquire the value required. Any time the Share Ownership requirement increases, the named executive officers will have five years from the effective date of such change to accumulate the incremental increase in Share Ownership. As of December 31, 2025, all of the directors and executive officers of the Company were in compliance with the share ownership policy.

### Named Executive Officer Share Ownership Requirement - as at December 31, 2025

Name and Principal position	Salary (\$) <sup>(1)</sup>	Target ownership guideline level (\$) <sup>(2)</sup>	Current Holdings					Comply with share ownership policy	Current holdings as a multiple of Target
			Common Shares (#) <sup>(3)</sup>	Common Shares (\$) <sup>(4)</sup>	LDRSUs (#) <sup>(5)</sup>	CosRSUs (#) <sup>(6)</sup>	LDRSU & CosRSU Value (\$) <sup>(7)</sup>		
Imad Mohsen President and CEO	675,000	3,375,000	125,722	2,589,116	155,753	45,433	4,646,349	Yes	2.1
Cameron Grainger Chief Financial Officer <sup>(8)</sup>	300,000	900,000	57,502	1,060,915	33,185	14,838	924,151	Yes	2.2
Eric Furlan Chief Operating Officer	429,682	859,364	131,897	2,467,200	66,872	20,355	1,766,824	Yes	4.9
Michael Kruchten SVP Capital Markets & Corp Planning	347,412	694,824	72,812	1,374,186	55,271	16,824	1,459,286	Yes	4.1
Daniel Ferreiro President Parex Resources (Colombia) Ltd.	378,000	756,000	64,310	1,250,019	49,321	14,261	1,285,993	Yes	3.4

- Notes:
- (1) Salary at December 31, 2025.
  - (2) Target ownership guideline level is five times base annual salary for the CEO, three times base annual salary for the CFO, and two times base annual salary for all other named executive officers. NEOs have five years to meet the threshold for ownership levels.
  - (3) Represents the aggregate number of Common Shares, Employee ESPP Shares and Employer vested Shares held as at December 31, 2025.
  - (4) The market value of Common Shares for the NEOs is the number of Common Shares held by each NEO as of December 31, 2025 multiplied by the higher of the purchase price paid for such Common Shares and the closing price of the Common Shares on the TSX on December 31, 2025 of \$18.45.
  - (5) In 2024, the Board approved a Restricted Share Unit Plan (Longer Duration) (“**LDRSU Plan**”) which replaces the Cash/Share Settled RSU Plan go-forward for executives and provides executives with optionality to hold LDRSUs for a period up to 10 years. LDRSUs disclosed in the table above are a combination of vested and unvested LDRSUs and LDPSUs at December 31, 2025 with a maximum of 50% of the unvested LDRSUs and LDPSUs being applied towards the target total ownership.
  - (6) CosRSUs disclosed in the table above are a combination of vested and unvested CosRSUs and CosPSUs at December 31, 2025 with a maximum of 50% of the unvested CosRSUs and CosPSUs being applied towards the target total ownership.
  - (7) Value is calculated using number of LDRSUs, LDPSUs, CosRSUs and CosPSUs using higher of the grant price and the closing price of the Common Shares on the TSX on December 31, 2025 of \$18.45 per Common Share multiplied by the number of CosRSUs and LDRSUs held at December 31, 2025. The value of CosPSUs and LDPSUs assumes a payout multiplier of 1x. The total share ownership value will be calculated using Common Shares and 50% of the unvested CosRSUs, CosPSUs, LDRSU, and LDPSUs.
  - (8) Mr. Grainger was appointed as Interim CFO effective September 21, 2024, and CFO effective March 5, 2025.

## ESG & Climate Change Governance

Parex's ESG governance structure is designed to ensure effective management and oversight of material ESG and climate-related impacts, risks, and opportunities ("IROs") across the organization. It enables the flow of key information to all levels of oversight and decision-making, ensuring that material IROs are identified, prioritized, managed, and embedded into the corporate strategy, scorecard, and enterprise risk and performance management processes. The discussion below briefly highlights Parex's current structure:

**ESG Oversight and Management:** The Board oversees ESG and climate governance with the support of four Board committees as well as the ESG Steering Committee ("ESG SC") and the Sustainability Working Group with each having specific mandates and roles in ensuring that Parex integrates ESG and climate-related considerations into decision-making.



Management updates the Board and its committees each quarter on ESG-related performance, including progress on the annual ESG scorecard objectives linked to Parex's strategy. ESG leadership resides with the ESG SC, which is chaired by President and CEO and composed of executives and senior staff. This committee guides ESG strategy, risk management, performance, and disclosures. Meeting quarterly, the ESG SC supports the Board's oversight of material ESG and climate-related IROs. Committee members deliver quarterly ESG performance updates to the Board, including the Chief Operating Officer's environmental and social report card to the HSE and Reserves Committee as well as presentation of the annual sustainability report to the CG&NC.

**Risk Management:** ESG and climate risks are integrated in the ERM process and reviewed bi-annually by the appropriate Board committee. Parex's ESG and climate risks are fully disclosed in the Company's annual information form for the year-ended December 31, 2025 under the "Risk Factors" section and the Company's risk management approach can be found in the "Corporate Governance - Strategy - Enterprise Risk Management" in this Information Circular.

Consistent with the treatment of other business and enterprise risks, Management reports ESG risks and risk assessments to the Board committees with oversight of the respective risk type. In turn, the committees submit to the Board for a full review the top risks assessed based on likelihood and impact scores. For any ESG or climate risk ranked in the top five risks, responsibility for management is assigned to an executive and mitigation responses and/or action plans are developed.

**ESG and Climate Reporting:** Annually, Parex provides external disclosure of certain performance data on material ESG topics. The Company produces a comprehensive sustainability report in alignment with recognized international sustainability reporting standards, documenting the Company's assessment of IROs, management approach, progress and challenges pertaining to sustainability factors. The content and methods used in the Company's voluntary sustainability disclosures are informed by the Sustainability Accounting Standards Board (SASB), the Task force on Climate-Related Financial Disclosures ("TCFD") Recommendations, and the Global Reporting Initiative Standards (GRI). The 2024 Sustainability Report, including TCFD aligned disclosures, is available on the Company's sustainability web-page (<https://parexresources.com/sustainability-reporting/>), where the Company's GHG emissions performance metrics and initiatives up to December 31, 2024 are disclosed (see pages 18-22 of the 2024 Sustainability Report). Parex expects to publish the 2025 Sustainability Report in the third quarter of 2026, with the Board's approval. The report will provide a progress update on the Company's performance related to material ESG IROs.

## Stakeholder Engagement

Parex is focused on engaging all stakeholders, including Shareholders. Through active regular dialogue with its Shareholders, Parex believes that direct interaction allows for strong alignment of the interests of Shareholders with the interests of the Board and management team. Parex's shareholder base is primarily comprised of institutional investors. The Company conducts regular engagement with investors through non-deal roadshows, face-to-face meetings and broker-sponsored conferences. Additionally, our executive leadership team hosts conference calls to discuss our quarterly financial and operating results. Conference calls are available to research analysts, Shareholders and the public. The Company's annual Shareholders meeting is also typically a forum where multiple stakeholders have an opportunity to directly engage with the Board and management. The Board of Directors can be directly contacted via email at [boardofdirectors@parexresources.com](mailto:boardofdirectors@parexresources.com).

## Board Composition

### Director Independence

The Company currently has 10 directors, of which nine are independent directors within the meaning of NI 58-101. Imad Mohsen, who is the current President and CEO of the Company, is not independent. Wayne Foo, who was the Company's CEO until May 11, 2017 became independent under the definition of independence in NI 58-101 on May 11, 2020 as it was then three years since his retirement as an employee or executive officer of Parex. In the view of the Board, Mr. Foo has no direct or indirect relationship with Parex that could reasonably interfere in Mr. Foo's independent judgment, however, the Board has appointed an independent director as Lead Director in observance of governance best practices. As part of Board succession planning, Glenn McNamara was appointed Vice Chair & Lead Director on November 7, 2023. As Mr. Foo is retiring from the Board, Mr. McNamara will be appointed Board Chair, following the Meeting. As Mr. McNamara is independent, the Board will no longer have a Vice Chair and Lead Director upon appointment of Mr. McNamara to the Board Chair role. On at least an annual basis, the Board conducts an analysis and makes a determination as to the "independence" of each member of the Board. The Finance and Audit Committee, HR&C Committee, CGNC and HSE and Reserves Committee of the Board are all comprised entirely of independent directors.

The Company has adopted a written description for the Chair of the Board detailing the roles and responsibilities of the position which include the following:

- determining the schedules and agendas of the meetings of the Board and the Shareholders;
- enabling the design and implementation of effective committees of the Board including the selection of members;
- supporting the Board director recruitment process, the orientation of new and the continued education of incumbent directors and the review and assessment of director attendance, compensation and the size and composition of the Board;
- providing leadership in the process of reviewing and deciding upon matters that exert major influence on the manner in which the Company's business is conducted, such as corporate strategic planning, corporate governance, policy formulation, and mergers and acquisitions;
- overseeing the administration of the annual evaluation of performance and effectiveness of the Board, Board committees and committee Chairs; and
- facilitating communication between the Board, management and Shareholders.

The mandate of the Board is attached as Appendix "A" hereto.

### Director Participation with Other Reporting Issuers

Certain directors are presently directors of other issuers that are reporting issuers (or the equivalent). Mr. McNamara is currently a director of Whitecap Resources Inc., PrairieSky Royalty Ltd., and Atlas Energy Corp. Mr. Cornelius is a director of Phillips 66 Co.

### Conflicts of Interest

Parex's Code of Conduct addresses conflicts of interest. In order to manage potential conflicts of interest, the members of the Board and executive officers are required to declare the nature and extent of any material interest in any transactions or agreements and may not vote in relation to any such matter. In certain cases, an independent committee may be formed to deliberate on such matters in the absence of the interested party.

The majority of the Board is comprised of independent directors. In any situation where a potential conflict may arise, a director must disclose such conflict and abstain from consideration of the particular transaction or agreement and voting as a result.

To enhance Parex's governance practices, the Board approved a Board of Directors' Conflict of Interest Policy in July, 2025. This policy supplements the existing conflict of interest provisions within Parex's Code of Conduct. In addition to the conflict of interest requirements, it outlines obligations in compliance with directors' fiduciary duties and applicable law, and enhances the process for declaring and tracking conflicts.

### Other Board Committees and Position Descriptions

The Company has established the Finance and Audit Committee, the HR&C Committee, the CGNC and the HSE and Reserves Committee of the Board, each comprised entirely of independent directors. The Board has also developed mandates for each of the committees of the Board which detail the composition, duties and responsibilities of the committees. Certain information regarding the Finance and Audit Committee, including the mandate of the Finance and Audit Committee is contained in the Company's annual information form for the year ended December 31, 2025, an electronic copy of which is available on the internet on the Company's SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca) and see "*Statement of Executive Compensation – Compensation Governance – Mandate of the HR&C Committee*" in this Information Circular for a description of the mandate of the HR&C Committee.

The HSE and Reserves Committee is responsible for:

- assisting management in fulfilling its responsibilities under NI 51-101 with respect to the oil and natural gas reserves evaluation process;
- reviewing any public disclosure and regulatory filings with respect to any reserves evaluation and related oil and natural gas activities;
- acting as the steward of the Company's operational performance;
- reviewing and being satisfied that the Company has in place an adequate process to review all material major projects and capital investments in order to assess where value has been created and improve decisions;
- reviewing and monitoring the adequacy of the Company's health, safety and environmental emergency response policies, plans, reporting and resources;
- reviewing and monitoring the Company's ESG related disclosures as they relate to the Company's production, reserves and exploration and development activities; and
- reviewing and assessing the identification and management of enterprise risk management matters pertaining to the HSE and Reserves Committee.

See "*Corporate Governance - Succession - Orientation of Directors*" and "*Corporate Governance - Governance - Board Assessments*" for a description of the responsibilities of the CGNC.

The Board has developed a written position description for the Chair of the Board and the Chair of each Board committee. See "*Corporate Governance - Governance - Board Composition - Director Independence*" above for a summary of the written position description for the Chair of the Board. Each of the Company's written committee mandates provide that the committee shall appoint one member as committee Chair who will lead the committee meetings including determining agendas and schedules of the meetings, meeting with independent external consultants, and reporting committee activity and recommendations to the Board as a whole.

The Board has also developed a mandate for the CEO, which details the duties and responsibilities of the CEO as the following:

- leading and managing the Company within the parameters established by the Board;
- directing and monitoring the activities of the Company in a manner that safeguards and optimizes the assets of the Company in the best interest of the Shareholders;
- developing and recommending to the Board the overall corporate organizational structure;
- establishing and maintaining an annual Board approved plan for the appointment, development and succession of management;
- meeting all reporting requirements to the relevant authorities and to the Company's Shareholders; and
- fostering a corporate culture that promotes ethical practices and encourages individual integrity and social responsibility.

### **Nomination of Directors**

The CGNC is responsible for oversight of the Company's corporate governance, board development, executive appointments, disclosures and performance assessment functions. While the CGNC is ultimately responsible for recommending nominations for directors, all members of the Board are encouraged to identify skill sets that they deem most important in filling any director vacancies, and become actively involved in identifying suitable candidates to fill such vacancies.

When deemed appropriate to ensure that a reasonable number of suitably qualified candidates are identified and considered for any director vacancies, the Board will retain an experienced third party search firm for this purpose.

## Education of Directors

Parex updated its directors education policy in 2024 to a Directors Orientation and Continuing Education Policy to support directors through orientation and add a robust strategic education program, in addition to the continuing education support already provided for. In 2025, individual directors of the Board, in addition to the full Board, participated in presentations and received educational information on a variety of topics presented by management and external experts, including those set out in the table below:

Event / Topic	Attended By
Annual Anti-Bribery & Anti-Corruption Policy Certification	Board
Annual Code of Conduct Certification	Board
Annual Whistleblower Policy Certification	Board
Annual Cyber Security Update	Board
Charting the Future of Canadian Governance	Glenn McNamara
Colombia Risk Analysis	Board
Cybersecurity Awareness	Board
ESG Greenwashing Awareness (Bill C-59)	Board
Energy and Capital Market Update	Board
ICD Annual Conference: Thinking Beyond the Boardroom	Bob MacDougall
IFC Nominee Director Conference: Interaction of Financial and Human Capital; Future of Work; Remuneration and Nomination Committee Trends and Insights	Carmen Sylvain
IFC Nominee Director Training: Navigating Social Media and Reputation	Carmen Sylvain
Implications of an Evolving Economy in Alberta	Glenn McNamara
NACD Webinar: Technology Oversight in the Age of AI Risks and Opportunities	Carmen Sylvain
Organizational Resilience: Why it Matters	Glenn McNamara
PwC Year-End Audit Committee Webcast	Sigmund Cornelius
Reserves 101	Board
The Complexities of CEO Performance and Succession	Carmen Sylvain
The Future of Sustainability Reporting with ISSB Standards	Glenn McNamara
TPH & Co: 2025 Projections, Elections and Energy	Bob MacDougall
TPH & Co: Board Resolutions Series - Cross-Board Transactions, Why, What, When, Where, Who and How?	Mona Jasinski
TPH & Co: Cross Border Transactions ICD Conference	Bob MacDougall
TPH & Co: Natural Gas, US Euphoria and Canadian Pessimism	Bob MacDougall

## Diversity

Parex recognizes the benefits of diversity at the Board level and across the organization. The Board has adopted a Diversity Policy that supports an inclusive culture and promotes diversity in Board composition. For this purpose, diversity includes a range of perspectives and characteristics, including business and industry experience, gender, ethnicity, nationality, age, geographic background, and other personal attributes.

In recommending director nominees, the CGNC applies the Board skills matrix and considers the skills, experience, diversity and needs of the Board at the relevant time, with the objective of maintaining an effective and well-balanced Board comprised of highly qualified directors from diverse backgrounds.

Gender diversity is a key element of the Board's approach to diversity. The Board has established an objective that each gender represent at least 30% of directors. Of the nine director nominees standing for election this year, three are women (33%).

In addition, directors voluntarily self-disclosing whether they identify as racially or ethnically diverse. Of the director nominees to be considered this year by Shareholders, two of the nine self-identify as racially or ethnically diverse (22%).

Under its mandate, the CGNC may retain external advisors to assist in identifying qualified candidates, and such advisors are informed of the Company's Diversity Policy and diversity objectives, including the expectation that candidate searches include both female and male candidates.

Beyond the Board, the Company seeks to promote a diverse and inclusive workplace and to attract and retain highly skilled individuals who contribute to the Company's long-term success. The Board and the CGNC support equality of opportunity in employment, development, promotion and compensation across the organization. As of March 24, 2026, 1 of 7 members of Parex's executive management team are women (14.3%). Across the broader leadership population, including the executive team, of 110 employees, 29 (26%) are women and 86 (78%) are employees from South America.

## Skills Matrix

The following table lists the experience and skills of the directors standing for election at the Meeting. The skills and/or experience (denoted by "●") of director nominees are reflected within the table. In addition, Ms. Azar and Mr. Cornelius, who are both members of the Finance and Audit Committee, are each considered an "audit financial expert", as defined by Glass Lewis. Ms. Azar is a CMA and CFA with deep financial experience including several roles overseeing the overall finance function of large business units, and Mr. Cornelius is a former CFO.

	Lynn Azar	Alberto Consuegra	Sigmund Cornelius	Mona Jasinski	Jeff Lawson	Bob MacDougall	Glenn McNamara	Imad Mohsen	Carmen Sylvain
<b>Board Demographics</b>									
Independent	Y	Y	Y	Y	Y	Y	Y	N	Y
Director Since	2022	2025	2020	2025	2025	2016	2016	2021	2017
Age	46	66	71	62	57	62	73	52	65
Location	NL	CO	US	AB	AB	AB	AB	AB	QC
<b>Education and/or Expertise</b>									
<b>Capital Markets:</b> ability to assess capital market opportunities and regulations in connection with same	●	○	●	○	●	●	●	●	○
<b>Corporate Governance:</b> experience with or understanding of the requirements of good corporate governance	●	●	●	●	●	●	●	●	●
<b>ESG/Sustainability:</b> experience with or knowledge of evaluating and managing impacts, risks and opportunities related to a broad range of evolving environmental, climate related, and social criteria, including but not limited to emissions, water, land and energy use, and overall stakeholder engagement	●	●	●	●	●	●	●	●	●
<b>Financial Experience:</b> financial management experience or financial accounting, reporting, internal controls, corporate finance and/or investment management	●	○	●	●	●	●	●	●	●
<b>Financial Literacy:</b> ability to critically read and analyze financial statements	●	●	●	●	●	●	●	●	●
<b>General Oil and Gas Industry:</b> experience with various aspects of oil and gas business and operations, including exploration, development, production, marketing, technology and innovation	●	●	●	●	●	●	●	●	●
<b>Geopolitical:</b> experience with analysis of how a country's or region's geography, history, culture and economy influences its politics and regional dynamics and the resulting impact on business.	○	●	●	●	●	●	●	●	●
<b>Government Relations:</b> experience in government relations, broad regulatory, political and public policy processes in Canada and international jurisdictions at local, national and international levels	●	●	●	●	●	●	●	●	●
<b>Health, Safety and Environment:</b> direct experience with industry regulations and best practices related to workplace health, safety, and environmental issues in Canada and internationally	●	●	●	●	●	●	●	●	●
<b>Human Resources:</b> experience with responsibility for human resources, including knowledge of creating effective compensation, benefits and long and short-term incentives plans and succession planning	●	●	●	●	○	●	●	●	●
<b>International Operations:</b> international oil and gas, or comparable extractive industry, experience and perspective	●	●	●	●	●	●	●	●	●
<b>Legal:</b> experience with laws governing extractive industries, capital markets, M&A, disclosure, and reporting requirements	●	○	●	●	●	●	●	●	●
<b>Mergers and Acquisitions:</b> experience in identifying, evaluating, and executing strategic, value-add assets/opportunities and leading an organization through mergers, acquisitions, and developmental opportunities	●	○	●	●	●	●	●	●	●
<b>Reserves Evaluation:</b> experience with oil and gas reserves evaluation and reporting	○	●	●	○	●	●	●	●	○
<b>Risk Management:</b> experience in evaluating and managing a large range of business risks facing a business, including ESG issues and IT cyber security.	●	●	●	●	●	●	●	●	●
<b>Strategy:</b> experience in development and implementation of strategic planning	●	●	●	●	●	●	●	●	●
<ul style="list-style-type: none"> <li>● Expertise: Advanced degree of experience or expertise in the specific area due to specific training and extensive experience.</li> <li>● General Experience: General experience in the specific area through training and/or direct work experience or supervision function.</li> <li>○ Limited Experience: Some experience or expertise in the specific area, with a basic understanding through previous training/exposure.</li> </ul>									

## Succession

### Succession Planning

The Board is responsible for the stewardship of the Company with oversight in several key areas, including succession planning. Board succession planning is a regular topic of discussion at CGNC meetings. The CGNC also leads these discussions during in-camera sessions at certain Board meetings throughout the year where potential Board candidates are considered and discussed.

The Board also has a governance responsibility for officer succession planning and includes specific accountability for the succession planning for the President and CEO. Succession planning for officers was regularly discussed at HR&C Committee meetings and Board meetings, in camera, with the President and CEO. These discussions summarized details regarding executive development, leadership and performance alignment with the strategic needs of the Company, while providing insights on the internal succession pipeline for future executives. The Board participates in the annual year-end performance assessment for the President and CEO, while providing input on the remainder of the executive team's leadership and delivery against their agreed goals.

The Company is committed to promoting a learning mindset and building the capability of its talent from early career to senior executive. This is achieved through a continuous, multi-faceted approach which includes: annual leadership development programs, individual development plans, and professional and 360 assessments. Our cultural behaviours, which inform 'how' we work together, is deeply woven into the fabric of our talent programs and measured annually through employee engagement and pulse surveys. Where appropriate, we leverage external expertise to ensure market alignment and continuous process improvement.

Parex executives are regularly invited to participate in Board meetings, and to the annual strategic planning session, which provides additional opportunities for the Board to interact with management. Additionally, senior managers are invited to certain meetings throughout the year to provide visibility to Board members of internal succession candidates.

### Director Term Limits and Board Renewal

As disclosed above, to ensure adequate Board renewal, the CGNC is responsible for conducting annual assessments of the Board as a whole, the committees of the Board and the individual directors. These assessments evaluate the tenure and performance of individual directors and review the composition and effectiveness of the Board and its committees. See "*Corporate Governance – Governance – Board Assessments*". Parex does not currently have a policy regarding term limits for its directors. Board composition is assessed by the CGNC as required to ensure that the Board has the right mix of skills and experience that will enable the Board to provide strong stewardship for the Company. Board renewal is facilitated by the Director Retirement Policy. See "Director Retirement Policy".

### Director Retirement Policy

The Company's director retirement policy applies to non-executive directors of Parex. Under the policy, if a non-executive director is 75 years of age on or before January 31 of any calendar year, or will turn 75 later in that year before the annual general meeting, the director is required to offer his or her resignation as a director to the Board Chair. Any such resignation, if accepted by the Board, will be effective immediately prior to the annual general meeting held in that calendar year.

In all cases, the Board will review the resignation and determine, in its discretion, whether to accept the resignation or to waive its application until the following calendar year, taking into account the Board's composition, succession planning considerations, the director's experience and continued contribution, and such other factors as the Board considers appropriate.

Where the Board waives the resignation and the director is elected at the annual general meeting, such director will still be required, on an annual basis, to tender his or her resignation for consideration to the Board.

For the purposes of the Company's Cash/Share Settled RSU Plan a director's eligibility for retirement will be determined based on: (i) if a participant: (A) has continually been a director of the Company for a minimum of 8 years, (B) has at all times carried out his or her duties as a director of the Company, in compliance with his or her fiduciary duties at law, (C) has provided the Company with 6 months prior written notice with the intention to retire as a director and, (D) is offered to enter into a Retirement Agreement (as defined herein), and subsequently enters into a Retirement Agreement, or (ii) as otherwise determined by the Board subject to the Company's director retirement policy.

### Orientation of Directors

The Chair of the Board, in conjunction with the CGNC, is mandated to facilitate the recruitment of new directors and ensure adequate orientation in order for new directors to fully understand the role the Board and its committees play in the organization. All new directors are provided with comprehensive background information about the Company and its operations to allow for informed decision making. The Company has an online secure site that provides the directors with regular information about Parex. The Company coordinates an annual offsite strategic planning session for all directors and management to review the strategic planning, operations, and organizational development of the Company.

## Compensation Letter to Shareholders

The Human Resources & Compensation (“HR&C”) Committee provides oversight for executive compensation and compensation practices, executive succession and development, and employee relations. The Committee is pleased to share our executive compensation approach, which continues to demonstrate strong alignment between the Company’s annual performance outcomes and Shareholder interests.

### Corporate Performance in 2025

As outlined in the Board Chair letter to Shareholders, 2025 was a year of meaningful strategic execution and operational advancement for Parex. Management delivered measurable progress against the Company’s long-term strategy, strengthening the sustainability of its base business and enhancing future growth optionality.

Key accomplishments during the year include:

- **Technology Application Drove Improved Capital Efficiency and Inventory Runway:** Continued application of technology (i.e. waterflood & polymer applications) minimized decline rates in key assets at LLA-34 and Cabrestero.
- **Strategic M&A Activity:** Executed a tuck-in acquisition at LLA-32, allowing the Company to more than triple peak production rates in the acquired area, enhancing scale and operating leverage.
- **Near-field Exploration Success:** Achieved a 75% success rate with its near-field exploration program, adding approximately 2,500 bbl/d of production and 3.8 million barrels of 2P reserves, demonstrating disciplined capital allocation and repeatable exploration execution.
- **Strengthened Llanos Foothills Position:** Finalized the Piedemonte Convenio Extended Area agreement with Ecopetrol S.A., establishing a 50/50 strategic partnership across the basin and reinforcing Parex’s position in a highly prospective core area.
- **Reserves Sustainability:** Achieved a strong reserves evaluation delivering reserves per share growth and full reserves replacement across PDP, 1P and 2P categories.
- **Delivered Strong Shareholder Returns:** Relative total shareholder return outperformed peers, supported by disciplined execution and increased investor confidence in the Company’s ability to deliver.

While performance in 2025 was strong across several strategic, operational and financial measures, the Company experienced one fatality during the year. The loss of a colleague is felt across our organization and serves as a solemn reminder that safety must underpin everything we do. Safe and reliable operations are core to how Parex operates and remains a key driver assessed by the Board in determining compensation.

Overall, the Committee determined that 2025 performance demonstrated meaningful advancement of the Company’s strategy, strengthened the sustainability of the base business and enhanced long-term value potential for Shareholders.

### 2025 Incentive Compensation Outcomes

In early 2025, the Board approved changes to the Company’s corporate scorecard, with all in-year metrics directly aligned to operational and business-related targets. Following a comprehensive review of corporate performance against the approved scorecard, the Board approved an overall corporate performance factor of 125% for the Company’s annual short-term incentive (“STI”) program. Following an assessment of safety performance, and at the recommendation of Management, the Board exercised discretion to the scorecard to recognize the fatality, applying a zero score for the lagging safety indicator metric, and reinforcing the importance of safety at Parex. After the downward discretion applied for safety, the corporate score remained higher than previous years and reflects the strong in-year performance delivered by the team.

CosPSUs granted in 2023 also recently vested, with a performance factor of 167%. This result is determined by the CosPSU performance scorecard inclusive of five categories for the period of 2023 to 2025. For more discussion of 2023 CosPSU results, refer to “Statement of Executive Compensation - Executive Compensation Components.” Long-term incentive outcomes continue to reinforce alignment with the shareholder experience over multi-year periods, with performance metrics focused on sustainable value creation.

### Compensation Approach & Governance

The HR&C Committee’s overall approach remains unchanged with a pay-for-performance philosophy continuing to underpin Parex’s compensation framework. By aligning compensation with the shareholder experience, market competitive practices and opportunities to outperform when scorecard key performance indicators (KPIs) are exceeded, Parex encourages executives and employees to deliver both short-term operational excellence and long-term strategic outperformance.

### Looking Ahead to 2026

In preparation for 2026, the HR&C Committee recommended, and the Board approved several governance and program updates:

- **Executive Compensation Adjustments:** Aligned with market increases, the Board has approved a 2-3% increase for all executives’ total direct compensation, with additional enhancements made for the CFO and President & Country Manager to recognize growth in the scope of their roles.
- **Board Compensation Adjustments:** Board meeting fees were removed in 2025, and total Board compensation was adjusted to better align to market.

- **Scorecard & PSU Refinement:** A strategy component has been added to the 2026 corporate scorecard objectives and 2026 PSU performance measures to enhance alignment with long-term strategic execution and peer practices.
- **Peer Group Review:** The Company's compensation peer group has been updated to reflect sector M&A activity.

Lastly, as per the Board succession plan and as previously announced, Glenn McNamara will assume the role of Chair of the Board effective May 12, 2026 and Mona Jasinski will assume the role of HR&C Committee Chair. Mona brings significant professional experience in executive compensation, succession and governance oversight, and the Board looks forward to her contributions as Committee Chair.

As in prior years, we welcome shareholder feedback through our 'Say on Pay' voting process. Continued shareholder support reflects confidence in the Committee's oversight and the alignment of pay with performance.

Sincerely,  
Human Resources & Compensation Committee

## Compensation Discussion and Analysis

The Company was incorporated in August 2009 and since inception the HR&C Committee has reviewed all aspects of compensation to be provided to the Company's executive officers, including the President and CEO, the CFO and with specific review of the three most highly compensated executive officers of the Company (including the Company's subsidiaries), other than the CEO and CFO, earning over \$150,000 (collectively, the "NEOs" or "Executives").

At the recommendation of the HR&C Committee, the Board approved an executive compensation program (the "**Executive Compensation Program**"), based on the following guiding principles and key objectives:

### Guiding Principles

- executive compensation must be directly linked to the Company's business model, strategy, goals, and performance;
- executive compensation promotes long-term thinking and strategy;
- executive compensation aligns the CEO and Executive incentives with the interests of Shareholders; and
- the Executive Compensation Program is founded on sound governance practices for the development and administration of executive compensation.

### Key Objectives

- rewarding performance according to the achievement of business and personal objectives and overall job performance;
- competitiveness with an external comparator group representative of the market, against which the Company is measured and with which the Company competes for talent; and
- attraction, engagement and retention of leadership focused on managing the Company's operations, finances and assets.

The Executive Compensation Program is designed to focus Executives' efforts and to reward the attainment of individual and Company performance goals and sustained performance, as measured by overall job performance and long-term growth and profitability.

### Comparator Group

The Company's comparator group is comprised of oil and natural gas exploration, development and production companies based principally in Calgary, Canada. Additionally, several of the companies have an international operational focus, similar to Parex. The companies in the comparator group are approved by the HR&C Committee, upon management's recommendation. The composition of the group will continue to be reviewed annually by the HR&C Committee for its ongoing business relevance to Parex. The goal is for Parex to be at approximately the 50<sup>th</sup> percentile of key financial metrics compared to its peers, including in assets and total enterprise value.

In 2025, the HR&C Committee reviewed the comparator group and removed Veren Inc. and Whitecap Resources Inc. due to their business combination and Canacol Energy due to size and added Saturn Oil & Gas Inc. and Spartan Delta Corp. These changes will be reflected in the 2026 comparator group disclosure.

The composition of the group for setting 2025 compensation is comprised as follows:

Company	Enterprise Value <sup>(1)(2)</sup> (\$ Millions)	Market Capitalization <sup>(1)(2)</sup> (\$Millions)	2025 Revenue <sup>(1)</sup> (\$Millions)
Athabasca Oil Corporation	3,286	3,255	1,306
Birchcliff Energy Ltd.	2,201	1,565	772
Canacol Energy Ltd. <sup>(4)</sup>	1,045	89	302
Baytex Energy Corp.	4,535	2,512	1,461
Frontera Energy Corporation	728	421	1,398
GeoPark Limited	1,015	458	688
Gran Tierra Energy Inc.	1,206	214	834
International Petroleum Corp.	3,208	2,785	958
Kosmos Energy Ltd.	5,163	1,105	1,816
MEG Energy Corp. <sup>(5)</sup>	8,791	7,858	3,073
Murphy Oil Corporation	1,551	1,243	785
NuVista Energy Ltd. <sup>(6)</sup>	10,392	7,717	3,767
Paramount Resources Ltd.	3,535	3,114	840
Peyto Exploration & Development Corp.	2,554	3,222	1,007
Tamarack Valley Energy Ltd.	3,683	2,983	1,328
Vermilion Energy Inc	3,466	1,531	1,765
Veren Energy <sup>(7)</sup>	7,570	4,521	3,972
Whitecap Resources Inc. <sup>(8)</sup>	17,478	14,084	3,338
Peer Comparator Group Average	4,706	3,394	1,664
<b>Parex Resources Inc. <sup>(1)(3)</sup></b>	<b>1,727</b>	<b>1,771</b>	<b>1,229</b>

Notes:

- (1) Information was obtained from Bloomberg on March 9, 2026 (values in CAD).
- (2) Enterprise value and market capitalizations as of December 31, 2025.
- (3) Parex 2025 revenue reflects oil and natural gas sales less royalties as reported on Parex's income statement for the year ended December 31, 2025.
- (4) Canacol revenue reflects results for the three months ended September 30, 2025 as full year 2025 financial results are not available.
- (5) MEG Energy Corp. revenue reflects results for the three months ended September 30, 2025, due to its acquisition by Cenovus Energy Inc.
- (6) NuVista Energy Ltd. revenue reflects results for the three months ended September 30, 2025, due to its acquisition by Ovintiv.
- (7) Veren revenue reflects results for the twelve months ended December 31, 2024 due to its acquisition by Whitecap Resources Inc.
- (8) Whitecap revenue reflects results for the twelve months ended December 31, 2024, prior to Whitecap's acquisition of Veren Resources in Q1, 2025.

While this peer group provides a proxy for the broader marketplace in which the Company competes for executive talent; the HR&C Committee has identified a sub-group of four companies with more directly comparable operations to provide information on the compensation practices of Parex's closest peers within the broader energy market. The four companies in this sub-group are: Frontera Energy Corporation, Gran Tierra Energy Inc., GeoPark Limited, and Vermilion Energy Inc.

Compensation data from the comparator group was used as a key factor in the review and consideration of competitive levels and composition of compensation for the Company's Executives. Additional factors taken into consideration are corporate and individual performance, experience, time in role, and scope of responsibility. Peer benchmarking data is supplemented by data from the 2025 Mercer Total Compensation Survey for the Canadian energy industry for companies that met parameters typical of a mid-size exploration and production company with international operations similar to Parex.

## Compensation Risk

The HR&C Committee reviews the Executive Compensation Program to be satisfied that it is structured to encourage decision making and outcomes that are in the best interests of Parex and its Shareholders while accepting an appropriate level of risk consistent with the Company's business plan as determined by the Board. The compensation structure rewards actions that result in a balance of the achievement of short-term goals and long-term strategies and does not encourage sub-optimization or reward actions that could produce short-term success at the cost of long-term Shareholder results. As well, annual budgets and quarterly and annual financial results are reviewed and approved by the Board. The compensation framework is structured to align with Parex's short and long-term strategic plans, such that corporate objectives are a key factor in assessing executive and employee performance. The HR&C Committee's risk oversight of the Company's Executive Compensation Program is accomplished in the following ways:

- a significant portion of executive compensation is at risk (it is not guaranteed) and is variable year-over-year. For example, annual bonuses and annual long-term incentive grants are at the discretion of the Board from year to year and the Board has the discretion to amend total direct compensation in the event of extraordinary circumstances. As well, PSUs are a more significant component of executive compensation (60% of long term incentive mix), these do not vest until after three years from grant date and will have a nil payout if certain minimum corporate performance metrics are not reached (see "Statement of Executive Compensation – Executive Compensation Components");
- short-term incentive payouts are capped based on a percentage of salary and subject to overall maximum thresholds;
- the Company's Option Plan, Cash/Share Settled RSU Plan and LDRSU Plan are designed to motivate long term performance, as Options have a term of five-years and vest over a three-year period, the CosRSUs (grants last made in 2023) have a term of three

years and vest over a three-year period, the CosPSUs have a three-year cliff vesting period, the LDRSUs have a term of ten years and vest over a three-year period and the LDPSUs have a three-year cliff vesting period with a term of ten years. These factors encourage long term sustainable Common Share price appreciation;

- recommendations for annual long-term incentive grants are reviewed by the HR&C Committee for recommendation to the Board for approval, with such recommendations being developed and reviewed relative to, amongst other things, executive retention needs, and appropriate total compensation positioning compared to similar positions in the market.
- a balanced set of corporate performance goals is used to assess overall corporate results and to determine the corporate portion of the annual bonus program. These are also a major driver in determining the individual portions of the annual bonuses for executives and employees;
- third party verifications, such as independent engineering evaluations, of appropriate elements of the corporate performance goals are incorporated before the results are finalized;
- threshold corporate performance goals must be met for each element of the analysis. If a minimum threshold for performance is not met, there will be a zero bonus payout for that element;
- recommendations for annual bonus payments are reviewed by the HR&C Committee for recommendation to the Board for approval, with such recommendations being developed and reviewed relative to, amongst other things, corporate performance goal results and performance assessments completed with executives;
- special awards may be paid to employees with outstanding performance and high potential and where significant contributions are made to the organization. Projects, key contributors and awards are recommended and ranked by the HR&C Committee and approved by the Board;
- compensation policies and practices in Parex's subsidiaries are substantially similar to those in Parex;
- compensation policies and practices are substantially similar for all executives and employees; and
- the compensation expense for NEOs is not a significant percentage of Parex's revenue as outlined below:

	2023	2024	2025
NEO Compensation (CAD thousands) <sup>(1)</sup>	\$ 13,314	\$ 11,262	\$ 11,338
Oil & Natural Gas Sales (CAD thousands) <sup>(2)</sup>	\$ 1,901,326	\$ 1,753,384	\$ 1,405,966
<b>NEO compensation/revenue (%)</b>	<b>0.70</b>	<b>0.64</b>	<b>0.81</b>

Notes:

- (1) See "Statement of Executive Compensation – NEO Summary Compensation Table". NEO compensation is comprised of salary, short-term incentive (bonus) and long term incentives.
- (2) Represents oil and natural gas sales before royalties converted to CAD from USD using the Bank of Canada closing average rate for the period (December 31, 2025: \$1.3978; December 31, 2024: \$1.3698; and December 31, 2023: \$1.3497).

The HR&C Committee did not identify any risks associated with Parex's compensation policies and practices for the year ended December 31, 2025 that were reasonably likely to have a material adverse effect on Parex. The HR&C Committee intends to monitor compensation governance and risk assessment practices, as these continue to evolve.

## Executive Compensation Components

### Compensation Philosophy

Parex's executive compensation philosophy outlines how the Company remunerates its leadership team (and why), emphasizing the alignment of corporate culture and business strategy with the total rewards package offered. The Company's compensation philosophy is also the driver behind:

- the peer group(s) and markets against which the Company benchmarks its compensation arrangements;
- the desired competitive positioning against the markets for each element of pay; and,
- the desired performance emphasis of pay, focusing on either fixed or at risk compensation.

The Company continues to subscribe to a pay-for-performance compensation philosophy whereby total compensation is competitive with the external market, with short-term and long-term incentives providing the opportunity to earn above-market total compensation for high levels of corporate and individual performance. The value of executive compensation is assessed as a total compensation package, based on the competitiveness of each key component, individually and in the aggregate.

# Executive Compensation Program Components

	Element	Award	Timeframe	Program Determinants
 <b>Fixed</b>	<b>Base Salary</b>	Cash	Annual	<ul style="list-style-type: none"> <li>• Performance</li> <li>• Experience</li> <li>• Roles and Responsibilities</li> <li>• Market benchmarking</li> </ul>
	<b>Short-Term Incentive Bonus</b>	Cash	Annual	<ul style="list-style-type: none"> <li>• Corporate and individual performance-based</li> <li>• Performance based on company scorecard measured and approved by the Board</li> <li>• Payout range is between 0 and 200% of target incentive based on assessment, with 0% awarded below 50% threshold of performance</li> </ul>
 <b>At Risk</b>	<b>Long-Term Incentives</b>	Options	<ul style="list-style-type: none"> <li>• Vests in 1/3 each year over three years</li> <li>• Expires 5 years after grant</li> </ul>	<ul style="list-style-type: none"> <li>• Ensures market competitiveness and aligns with strategy to attract and retain talent</li> <li>• Realized value based on stock price performance</li> </ul>
	<b>Long-Term Incentives</b>	<b>Restricted Share Unit Plan (Longer Duration)</b>	<ul style="list-style-type: none"> <li>• Vests in 1/3 each year over three years</li> <li>• Expires 10 years after grant with election of share or cash settlement</li> </ul>	<ul style="list-style-type: none"> <li>• Ensures market competitiveness and aligns with strategy to attract and retain talent</li> <li>• Realized value based on stock price performance</li> <li>• Settled in cash payment or through Shares at the election of the participant</li> </ul>
	<b>Long-Term Incentives</b>	<b>Restricted Share Unit Plan (Longer Duration) (PSUs)</b>	<ul style="list-style-type: none"> <li>• Cliff vesting after a three-year period with election of share or cash settlement, with participant to determine share or cash settlement</li> </ul>	<ul style="list-style-type: none"> <li>• Realized value is determined by the Board in its assessment of the performance of the Corporation for the applicable vesting period based on the predefined Performance Measures</li> <li>• Upon the assessment of all Performance Measures, the Board shall approve the applicable Payout Multiplier, which shall not be less than zero (0) and not more than two (2)</li> </ul>

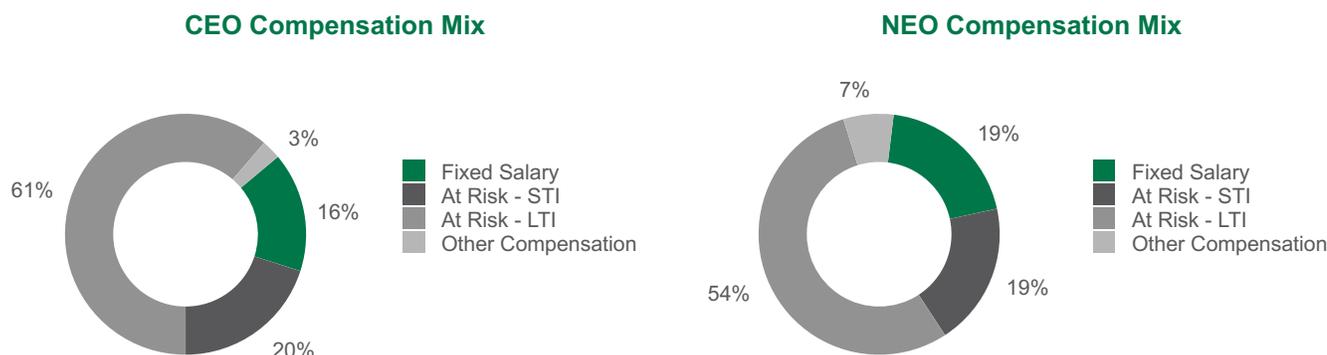
<sup>1</sup>See "Short Term Incentive" table for a breakdown of bonus allocation per executive.

\*Outstanding RSUs and PSUs granted prior to 2024 reflect cash/share settled RSU Plan (See Appendix E).

As of 2024, with the introduction of the LDRSU Plan, the 2024 components of the executive compensation plan include base salary, short-term incentives (bonus) and long-term incentives (made up of LDRSUs, LDPSUs and Options). Fixed annual base salary compensates executives for the roles they perform and provides a competitive foundation for each executive's total compensation. Annual at risk compensation in the form of a cash incentive bonus is intended to motivate and reward the accomplishment of specific business and operating objectives within a one-year time period. Long-term at-risk compensation, which is provided in the form of LDRSUs and LDPSUs and Options, focuses executives' performance on long-term strategic priorities, the creation of Shareholder value and acts to link executive and Shareholder interests. In addition to these key components, the Company provides group benefits on a competitive level with peer comparator companies. Perquisites are also offered to executives in the form of taxable paid monthly parking.

## Target Compensation Mix

The target mix of key compensation elements is designed to place a significant portion of the executive's annual compensation at-risk, where the value received is contingent on meeting defined performance requirements. At-risk compensation consists of the annual incentive bonus and long-term incentives (Options, LDRSUs and LDPSUs).



## Base Salary

The base salary amounts for each executive are targeted within a competitive range of the market median of the Company's peer comparator group and are reviewed annually. The positioning of an executive's salary within the range is based on the executive's current and sustained performance, skills or potential, and the scope of the Executive's responsibilities as compared to market. Based on results from a benchmarking study conducted by Meridian in 2025, the HR&C Committee recommended and the Board approved a 2-3% increase to all executives total direct compensation to align with market increases. Additional increases were applied to the Chief Financial Officer role and President & Country Manager role, to recognize growth in scope.

The base salary for the President and CEO is approved by the Board, upon the recommendation of the HR&C Committee. The base salary level for all other executives is recommended by the President and CEO for consideration and Board approval by the HR&C Committee. Decisions for all positions are based upon comprehensive analyses of market data for similar positions, including the peer comparator group and the noted industry compensation survey.

## Short-Term Incentive

The short term incentive program is aligned with our pay-for-performance philosophy where 100% target payouts are set to generally align with the company meeting guidance and scorecard objectives. For 2025, the range of payout for the annual short term incentive is between 0% (when the company fails to meet minimally acceptable threshold performance goals), and 200% of target (where the company meaningfully exceeds performance goals e.g. 90th percentile achievement).

In 2025 the HR&C Committee recommended and the Board approved changes to members of the executive teams payout in terms of their performance weighting. The President & CEO role is now 100% corporately weighted and the Chief Operating Officer and President & Country Manager roles are 85% corporate / 15% individually weighted. This change was made to further align the short-term incentive program with that of industry peers, with additional weighting to roles with direct impact on corporate performance and outcomes, thereby further enhancing the pay-for-performance focus of the scorecard.

Position	Performance Weighting Corporate/Individual <sup>(1)</sup>	Target Incentive Bonus (% Base Salary) <sup>(2)</sup>	Incentive Bonus Range (Payment as % of Target Incentive Bonus)	
			Below Threshold	Exceptional
President & CEO	100% / 0%	100%	NIL	200%
Chief Financial Officer	75% / 25%	75%	NIL	200%
Chief Operating Officer	85% / 15%	75%	NIL	200%
SVP Capital Markets & Corp Planning	75% / 25%	75%	NIL	200%
President Parex Resources (Colombia) Ltd.	85% / 15%	75%	NIL	200%

- Notes:
- (1) As at December 31, 2025.
- (2) For 2025, the Board approved changes to the performance weighting factors for the CEO, COO and Country Manager. CEO STI will be awarded based on 100% corporate performance; COO and Country Manager STI will be awarded based on 85% corporate performance / 15% individual performance.

The Board approves corporate performance goals, based on business and performance measures commonly used in the oil and natural gas industry. Corporate goals for 2025 were approved in early 2025 for each of the performance areas. These goals are determined by the Board to be key annual performance requirements for the Company, and included: production, growth of reserves, HSE and social initiatives, and other milestones for 2025. The Board approved a final payout for 2025 of 125.0% of target.

Objectives	Weight	Target	Year-End Result	Performance Results	Payout
<b>HSE &amp; Social</b>					
• Leading Indicators	5%	Deliver 14 leading indicators, identified as key safety drivers TRIF <sup>(1)</sup> : 1.05	Outperform TRIF: 1.01	• Delivered all but one of 14 leading indicators at or above target across five categories (community, risk awareness, operations, process safety and transportation)	7%
• Lagging Indicators	5%	LTIF <sup>(2)</sup> : 0.33 MVA <sup>(3)</sup> : 0.2 PSM <sup>(4)</sup> : 0.48	LTIF: 0.14 MVA: 0.2 PSM: 0.54	• The Board elected to give 0% payout due to fatality that occurred in year	—%
• Deliver Cabrestero energy projects	2%	Deliver one of two projects	Project completed within year	• Commenced construction on Cabrestero solar farm; electrification project delayed until 2026	2%
• Delivery of “Work for Taxes” Program and Social Investment (\$MM)	3%	\$11MM	\$13MM	• Contributed approximately \$13MM in social investment and the Work for Taxes program, building on the Company’s reputation as a community partner of choice	5%
<b>Operational</b>					
• Corporate Production (boe/d)	30%	45,000	44,701 <sup>(5)</sup>	• Production was within annual corporate guidance	26%
• Capital Expenditures (\$MM)	5%	\$300	\$310	• Capital program was slightly above budget, driven by increased activity following tuck-in acquisition at LLA-32	2%
• 1P Reserve Replacement Ratio	17.5%	100%	106%	• Achieved meaningful 1P reserve replacement additions, with 106% added	22%
• Operating Expenses per BOE	5%	\$15.5	\$13.6	• Achieved lower than target operating expense per BOE	10%
<b>Financial</b>					
• Recycle Ratio (operating Netback PDP FD&A) <sup>(6)</sup>	12.5%	1.5X	1.9X	• Recycle ratio result exceeded threshold	25%
• Gross G&A (US\$MM)	2.5%	\$86MM	\$81MM	• Gross G&A result meaningfully exceeded target, demonstrating strong capital discipline	5%
• Full Year free Cash Flow -Pre-Dividend (US\$MM)	12.5%	\$145MM	\$164MM	• Target was exceeded accounting for non reoccurring items including business development costs, severance and inventory	21%
Total	100%				125.0%
<b>Payout</b>					<b>125.0%</b>

Notes:  
(1) Total Recordable Injury Frequency (TRIF) rate calculated per million person hours  
(2) Lost Time Injury Frequency (LTIF) rate calculated per million person hours  
(3) Motor Vehicle Accident (MVA) rate calculated per million kilometers  
(4) Process Safety Management (PSM) rate calculated on number of Tier 1 & Tier 2 incidents  
(5) 2025 annual average production consists of light & medium crude oil: 11,635 bbl/d; heavy crude oil: 31,887 bbl/d; and conventional natural gas: 7,071 mcf/d.  
(6) Recycle Ratio is a “supplementary financial measure,” which is not a standardized financial measure under IFRS and might not be comparable to similar financial measures disclosed by other issuers. See “Advisories -Non-GAAP and Other Financial Measures Advisory”.

The President & CEO evaluates the leadership and overall performance of each Executive. Based on the executive's achievement of performance goals, the President & CEO recommends the incentive bonus for each Executive to the HR&C Committee. The HR&C Committee evaluates the performance of the President & CEO and recommends the incentive bonus level for all Executives to the Board for approval.

The incentive bonus is paid during the first quarter of the year following the performance year, so that performance goal achievements relating to full year performance results can be verified.

## Changes to 2026 Performance Scorecard

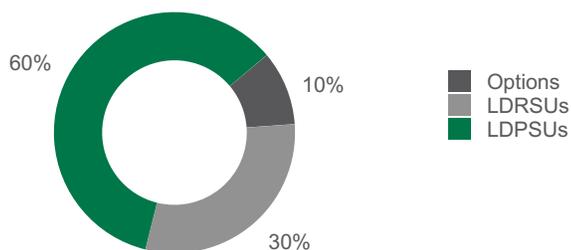
In 2026, Management recommended and the Board approved, changes to the categories and weighting of the 2026 Performance Scorecard. As indicated below, adjustments reflect Management and the Board's objective to maintain focus on operational deliverables/priorities while promoting delivery of longer-term strategic goals.

Objective	Metric	Weight
Health, Safety, Social & Environment	Leading & Lagging HSE Metrics	10.0 %
	Environmental Activities	2.0 %
	Community Investment	3.0 %
Operational	Production	22.5 %
	Capital Expenditures	7.5 %
	1P Reserve Replacement Ratio	7.5 %
	2P Reserve Replacement Ratio	7.5 %
	Operating Expense per boe	5.0 %
	PDP Recycle Ratio	10.0 %
Financial	Gross G&A Expense	2.5 %
	Free Funds Flow (pre-dividend)	12.5 %
Strategy	Progress Technology, Gas, Exploration & People Elements of Strategy	10 %
<b>Total</b>		<b>100 %</b>

## Long-Term Incentives

Long-term incentives recommended by the HR&C Committee are granted by the Board in order to attract and retain high performing executives in a competitive market environment, using criteria of retention requirements, past performance, individual potential, annual strategic planning by the Company and total executive compensation. In 2025, these incentives were provided in the form of Options, LDRSUs and LDPSUs. The value of each individual's long term incentive is determined by taking into account individual and Company performance, position with the Company as well as the value of total direct compensation versus compensation comparators. In 2025, the unit allocation of the long term incentives were again awarded with a mix of 10% Options, 30% LDRSUs and 60% LDPSUs. The Board views a 60% weighting to performance-based equity to be market leading and strongly aligned with investor interests over the longer term.

### Long Term Incentive Mix



The number of Options, LDRSUs and LDPSUs are determined based on grant date fair value (see "Statement of Executive Compensation – NEO Summary Compensation Table") as well as on the dilutive impact on Shareholders and the number of Common Shares available for issuance. The Option Plan provides for the issuance of Options to a maximum of 5.0% of the issued and outstanding Common Shares of the Company, provided that the maximum number of Common Shares issuable pursuant to outstanding Options and all other security based compensation arrangements (as defined in the TSX Company Manual), shall not exceed 5.0% of the Common Shares outstanding from time to time.

## Options

The Option Plan is administered by the Board or a committee thereof. For a summary of the Option Plan, as amended by the Board most recently on March 3, 2026, see Appendix "B" attached to this Information Circular. The most recent amendments were of a housekeeping nature and to provide greater clarity. Under the Option Plan, grants to executives other than the President & CEO are recommended by the President & CEO, reviewed by the HR&C Committee and approved by the Board. The Board approves Option grants for the President & CEO, upon the recommendation of the HR&C Committee. As of March 24, 2026, Options to purchase an aggregate of 1,314,528 Common Shares are issued and outstanding, representing 1.4% of total shares outstanding.

Under the Option Plan, the exercise price of each Option is to be determined at the discretion of the Board at the time of the granting of the Option, as are the term and vesting provisions, provided that the exercise price shall not be less than the closing trading price per Common Share on the TSX (or if the Common Shares are not listed on the TSX, on such stock exchange as the Common Shares are then traded) on the last trading day preceding: (i) the issuance of a news release in respect of the Option grant; or (ii) if a news release is not issued announcing the Option grant, the date of grant, or, if the Common Shares are not listed on any stock exchange, a price determined by the Board, and provided that no Option shall have a term exceeding five years.

Options are normally granted to each executive at the time of hire and are also granted annually. Replacement grants are not awarded. Any grant of Options is subject to the restrictions of the Option Plan.

## LDRSUs

The LDRSU Plan was approved by the Board on March 25, 2024 and by Shareholders on May 9, 2024, and was amended by the Board most recently on March 3, 2026. The amendments included the addition of provisions addressing circumstances in which participants are on a leave of absence, revisions to the calculation of "Fair Market Value" to be by reference to the volume weighted average trading price of the Common Shares for the last three trading days prior to and inclusive of such reference date, rather than to the closing trading price on the last trading day preceding such date, as well as housekeeping and clarification amendments. The LDRSU Plan is administered by the Board or a committee thereof. For a summary of the LDRSU Plan, see Appendix "E" to this Information Circular.

Under the LDRSU Plan, grants of LDRSUs representing the right to either receive a Cash Payment, Payment Shares or Treasury Shares and LDPSUs representing the right to either receive, subject to meeting certain conditions, a Cash Payment, Payment Shares or Treasury Shares to executives other than the President & CEO are recommended by the President & CEO, reviewed by the HR&C Committee and approved by the Board. The Board approves LDRSU and LDPSU grants for the President & CEO, upon recommendation of the HR&C Committee. As of March 24, 2026, 395,900 LDRSUs and 821,217 LDPSUs are issued and outstanding. Any grant of LDRSUs and LDPSUs is subject to the restrictions of the LDRSU Plan.

## Calculation of Performance of the Long Term Incentive Plan

In February 2023, the HR&C Committee established the performance measures detailed in the table below in order to calculate the 2026 performance payout multiplier, which is used to determine the number of Common Shares to be issued pursuant to Cash/Share Settled PSUs granted in 2023. The HR&C Committee, along with the Board, assessed performance against these measures.

CosPSUs provide a performance multiplier on the base grant of 0 to 2 times grant, depending upon Company performance over a three-year cliff vesting period. The five corporate performance measures for the 2023 for 2026 CosPSU vestings each with a one-fifth weighting, are as follows:

- **Relative Total Shareholder Return ("TSR"):** The payout multiplier will be based on Parex's relative TSR within a selected group of oil weighted Canadian and international exploration and production companies with similar size and operations to Parex. Relative TSR will be calculated using the volume weighted daily average relative performance over the three-year period.
- **Absolute TSR:** The payout multiplier will be based on Parex's absolute TSR over the three-year period compared against pre-defined total return benchmarks and corresponding payout multipliers. Absolute TSR will be calculated using the volume weighted daily average performance over the three-year period.
- **ESG:** The payout multiplier will be based on Parex's relative Sustainalytics ranking within a selected group of oil weighted Canadian and international exploration and production companies with similar size and operations to Parex. ESG will be calculated using the weighted annual relative Sustainalytics ranking over the three-year period.
- **Strategy:** The payout multiplier will be based on successful execution of predefined operational, technological and corporate targets as approved by the Parex Board. The outcome will be determined by the achievement of these deliverables over the three years that meaningfully progress the Company's strategy.
- **Cash flow per fully diluted share ("CFPS"):** The payout multiplier will be based on Parex's relative CFPS growth within a selected group of oil weighted Canadian and international exploration and production companies with similar size and operations to Parex. CFPS will be calculated as the weighted relative annual CFPS growth over the three-year period.

## CosPSU Grants Issued in 2023 and Paid Out in March of 2026 <sup>(3)(4)</sup>:

Performance Measures	Results/Quartile Ranking	Multiplier	Weighting	Weighted Multiplier Score
TSR vs. the oil weighted peer group calculated on the basis of a rolling 3 year weighted average <sup>(1)</sup>	Parex's TSR for the 2023-2025 period was 26% which ranked 1/14 within the pre-defined peer group resulting in a 2x multiplier.	2.00	0.20	0.40
TSR on an absolute basis over a 3 year period. <sup>(2)</sup>	Parex's TSR for the 2023-2025 period was 26%, resulting in a 131% payout. The Company's target for a 100% payout was achieving a 20% TSR.	1.31	0.20	0.26
Progression of the Company's strategic pillars: 1) Deploying new technology; 2) Advancing Gas Strategy; 3) Exploration; and 4) People, Capabilities & Culture	Over the 2023-2025 period Parex successfully executed on the majority of its strategy targets resulting in a combined weighted multiplier of 1.75x.	1.75	0.20	0.35
ESG performance compared to annual peer group relative ranking on Sustainalytics Survey	On a three year period, Parex outranked its peer group for 2023 and 2024 and was ranked third in its peer group for 2025. This represents top quartile for all three years compared to all listed E&P companies (2023: 1/14; 2024: 1/14 and 2025: 3/14).	1.9	0.20	0.38
Cash flow per share growth relative to peers.	Parex's relative cash flow per fully diluted share growth over the 2023-2025 period was -6%, -2% and -27% respectively which resulted in a weighted average multiplier of 1.38x.	1.38	0.20	0.28
<b>Total Score</b>				1.67
<b>Payout Multiplier</b>				<b>1.67x</b>

### Notes:

- (1) Calculated using the volume weighted average share price over the 2023-2025 period compared against a December 2022 volume weighted average price starting point. TSR includes dividends paid within the period.
- (2) Calculated by taking production growth expressed as a percentage each year in the 3 year performance period and dividing by the weighted average shares outstanding adjusted by the amount of change in net working capital (including bank debt if any) to on a notational basis buy back shares and to reduce the weighted average share count used in the calculation, or in the case of a reduction in net working capital or an increase in net bank debt sell shares on a notional basis to fund the reduced working capital or increase in bank debt.
- (3) Parex's CosPSU peer group is evaluated on an annual basis and considers the following criteria: market capitalization, oil weighting, Latin America E&P exposure and investors' portfolio capital allocation. The 2023 peer group included: Geopark Ltd., Gran Tierra Energy Inc., Frontera Energy Corp., Vermilion Energy Inc., Whitecap Resources Inc. Veren Energy Inc. (formerly Crescent Point Energy Corp.), Baytex Energy Corp., Enerplus Corp., International Petroleum Corp., Tamarack Valley Energy Ltd., Kosmos Energy Ltd., Tullow Oil PLC., and Capricorn Energy PLS.
- (4) Peer group changes for all 2024 PSU plans included adding Obsidian Energy Inc., and Cardinal Energy Ltd., and removing Enerplus Corp. and Capricorn Energy PLC.
- (5) Peer group changes for all 2025 PSU plans include adding PetrolTal Corp., Surge Energy Inc., Africa Oil Corp., Headwater Exploration Inc., and Saturn Oil and Gas Inc., and removing Vermillion Energy and Veren Energy Inc.

The payout multiplier for CosPSU grants issued in 2023 and paid out in March, 2026 was 1.67x, which is representative of 150% of the 2023 grant value of \$22.77/share (or a 71% increase in total value).

## LDPSU 2025 Grant Changes<sup>(1)</sup>

In February 2026, the Board approved changes to the LDPSU scorecard governing 2026 grants. The changes, which apply to LDPSU grants made for 2026 and beyond, include adding a strategy metric and adjustments to metric weightings, with greater focus placed on financial metrics. This change reinforced the HR&C Committee's pay-for-performance philosophy and further aligns management compensation to the shareholder experience over the calculated period.

Metric	Weight	Calculation Period	Measurement
Relative TSR	25.0%	End of 3 Years	Parex Total Shareholder Return over a volume weighted 3-year period against oil weighted peer group
Absolute TSR	25.0%	End of 3 Years	Total shareholder return (equity change + dividends) to align with shareholder outcome (December v. 3-year total volume weighted volume weighted average share price)
Strategy	15.0%	Averaged Annual Results	As assessed by Board. Key strategic elements include: 1) deploy new technology; 2) execute gas strategy; 3) unlock exploration portfolio; 4) people capabilities and culture
ESG	10.0%	Averaged Annual Results	Annual relative Sustainalytics risk rating to peer group
Financial Metric	25.0%	Averaged Annual Results	Annual relative debt adjusted cash flow per fully diluted share growth relative to peers (measured as debt adjusted FFO per fully diluted share)

### Note:

- (1) LDPSU peer group changes for 2026 LDPSU grant include removing Frontera Energy Corp and PetrolTal Corp.

## Compensation Governance

### Human Resources and Compensation Committee

The HR&C Committee is responsible for reviewing all aspects of compensation to be provided to the Company's executive officers and make recommendations to the Board consistent with this mandate. The current members of the HR&C Committee are all independent and include Glenn McNamara (Chair), Carmen Sylvain, Lynn Azar and Mona Jasinski. The HR&C Committee members have experience in leadership roles involving human resources, environment, health and safety and corporate governance, strong knowledge of the energy industry, a mix of functional experience and competency, and tenure as directors of various public companies. This background provides the HR&C Committee with the collective experience, skills and qualities to effectively support the Board in carrying out its mandate. Further information on HR&C Committee member experience and skills is provided in their biographies and the skills matrix - see "Corporate Governance - Board Composition - Skills Matrix" in this Information Circular.

### Mandate of the HR&C Committee

The HR&C Committee of the Board is responsible for oversight of the Company's executive appointments; succession planning; compensation; human resources; long-term incentive plans disclosures and performance assessment functions.

In particular, the HR&C Committee's responsibilities include, but are not limited to:

1. establishing a process for identifying, recruiting and appointing officers of the Company;
2. monitoring, assessing and making recommendations regarding compensation, benefits, short and long-term incentive programs and employee retention programs, to ensure that the Company's compensation programs are competitive and that the Company is in a position to attract, motivate and retain the quality of personnel required to meet its business objectives;
3. encouraging alignment between the tactical performance of the officers and the Company and the strategic objectives and goals of the Company;
4. reviewing and, after having received input from the appropriate members of management, recommending to the Board:
  - (a) appointments of the officers of the Company, including through internal promotions and new hires;
  - (b) the approval of termination of the employment of, and severance arrangements for officers;
  - (c) approval of officers' (other than the CEO) annual compensation and benefits package and related terms of employment based on the officers' annual performance evaluations and any changes thereto, as well as competitive market data from third party sources for compensation of officers;
  - (d) approval of annual compensation and benefits packages for the employees of the Company, employment contracts and other related terms of employment, including the forms of incentive compensation payable; and
  - (e) overall budget salary changes for the Company's employees (including officers, other than the CEO) including cash compensation consisting of salary and bonuses, and the number of new Options, LDRSUs and the corporate performance goals and objectives relevant to such compensation;
5. reviewing and recommending to the Board:
  - (a) the approval of the CEO's annual compensation and benefits package and related terms of employment based on the CEO's annual performance evaluations and any changes thereto, as well as competitive compensation market data from third party sources;
  - (b) corporate performance goals and objectives relevant to the CEO's compensation, evaluate the CEO's performance in light of such goals and objectives, and recommend to the Board the CEO's compensation level based on this evaluation; and
  - (c) overall budget salary increases for the CEO, including cash compensation consisting of salary and bonuses, and any long-term incentive grants and the corporate performance goals and objectives relevant to such compensation;
6. reviewing annually in conjunction with the CGNC the adequacy of directors' compensation to ensure it reflects the responsibilities and risks of membership on the Board and its committees and make recommendations relating to the directors' compensation;
7. reviewing overall human resource policies and procedures including recruitment, performance management, compensation, benefit programs, resignations/terminations, training and development, succession planning and organizational planning and design;
8. recommending to the Board, approval of the terms of the Option Plan, LDRSU Plan and any other security based compensation plans and any amendments thereto and approval of corporate performance measures and targets used to calculate Option Plan and LDRSU Plan annual grants and other compensation plans; and
9. reviewing and recommending to the Board the payout multiplier to be applied at the time of vesting of LDRSUs and LDPSUs within the LDRSU Plan.

The HR&C Committee's responsibilities include the Company having in place a process to provide for the orderly succession of management. The Board reviews the succession plan for the President and CEO as well as for other management positions at least once per year, including at the annual Board strategic planning meeting.

## Compensation Consultants

The HR&C Committee selected Meridian Compensation Partners in 2022 as its independent compensation advisors through a rigorous evaluation process. Since then, Meridian has been retained to review the Company's peer group and benchmark and make recommendations for Executive and directors' compensation against the Company's revised peer group of companies. A summary of 2024 and 2025 expenses related to compensation advisory is listed below.

Consultant	Date Retained	Mandate	2024	2025
Meridian Compensation Partners	January 2025 - December 2025 and January 2024 - December 2024	Share ownership analysis, option valuations, proxy advisor modeling, peer group review, Executive and Board pay benchmarking and realizable pay and performance analysis, annual disclosure preparation and attendance at all HR&C Committee meetings in 2025.	\$170,586.00	\$141,724.50
Willis Towers Watson	January 2024 - December 2024	Pay Fairness Analysis & Education	\$43,192.00	\$—

## Other Information Concerning Executive Compensation

### Clawback Policy

The Board has made it a priority to oversee that appropriate checks and balances are in place to govern responsible and ethical behaviours amongst the Company's executive officers. All executive officers are required to annually confirm compliance with the Company's Code of Business Conduct.

The Company has an Executive Compensation Clawback Policy (the "**Clawback Policy**") applicable to executive officers of the Company (the "**Clawback Executives**"), which Clawback Policy has been agreed to by each of the current Clawback Executives. If, in the opinion of the independent directors of the Board, a Clawback Executive engaged in willful misconduct, fraud, theft or embezzlement which had a detrimental effect on the Company and/or its subsidiaries, regardless of whether there was a restatement of all or part of the Company's financial statements or Parex's financial results are materially restated because of material non-compliance with any financial reporting requirements under laws, rules and regulations applicable to the Company and the Clawback Executives engaged in fraud or willful misconduct that caused or substantially caused the need for the restatement, the independent directors have the discretion to use such efforts as they deem necessary to remedy the willful misconduct, fraud, theft or embezzlement, as applicable, and prevent its recurrence. In the absence of admission by a Clawback Executive, the determination of whether a Clawback Executive engaged in willful misconduct, fraud, theft or embezzlement, as applicable, shall be made by the independent directors, acting reasonably and in good faith upon completion of an internal investigation.

When a Clawback Executive admits or the independent directors determine that a Clawback Executive engaged in willful misconduct, fraud, theft or embezzlement, as applicable, Parex's independent directors may direct that Parex recover all or a portion of any bonus or incentive compensation paid, or cancel all, or part of, the equity-based awards granted, to a Clawback Executive (such bonus, incentive, compensation and/or equity based awards being "**Incentive Compensation**"). In addition, the independent directors may also seek to recover any gains realized with respect to equity-based awards comprising the Incentive Compensation, including Options, LDRSUs, LDPSUs, CosRSUs, CosPSUs or other incentive payments made or required to be made by Parex under any discretionary, non-discretionary, targeted or other compensation plan of Parex, regardless of when issued or required to be issued at a future date.

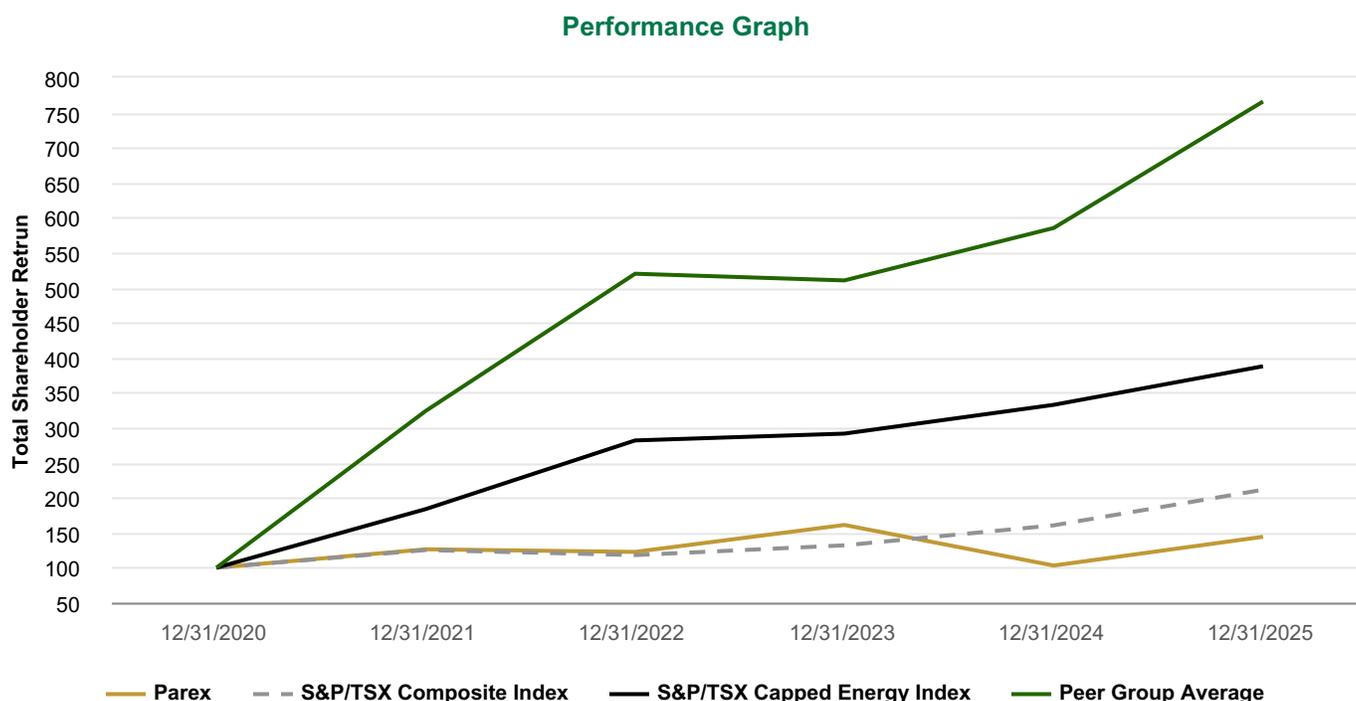
The remedies that may be sought by the independent directors are subject to a number of conditions, including, that: (a) the Incentive Compensation to be recovered was based on the achievement of objective financial or other similar criteria or factors and was calculated based upon the financial results that were restated; (b) the Incentive Compensation calculated or to be calculated under the restated financial results is less than the amount actually paid or awarded or to be paid or awarded; and (c) no remedy, action or proceeding for the recovery of any Incentive Compensation from a Clawback Executive that is provided for in the policy may be commenced after a period of three years from the date such Clawback Executive ceases to be employed by the Company, for any reason.

## Hedging Policies

Pursuant to the Company's Disclosure, Confidentiality, Insider Trading, Blackout Period and Anti-Hedging Policy and Procedures, directors, officers and employees of the Company shall not, knowingly sell, directly or indirectly, a security of the Company if such person selling such security does not own or have a right to own such security (i.e. a "short sale"). Additionally, under such policy, directors, officers and employees of the Company shall not, directly or indirectly, sell a "call option" or buy a "put option" in respect of a security of the Company or purchase or write any financial instruments, such as prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, or enter into any other derivative instruments or arrangements, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by such director or officer, or employee that would have the effect of altering, directly or indirectly, the person's economic interest in the Company's equity securities.

## Performance Graph

The following graph shows the total cumulative shareholder return for \$100 invested in the Common Shares of the Company, from the closing price on December 31, 2020 to December 31, 2025. The Company's total shareholder return is compared with the cumulative total return of the S&P/TSX Capped Energy Index and of the S&P/TSX Composite Index.



	12/31/2020	12/31/2021	12/31/2022	12/31/2023	12/31/2024	12/31/2025
Parex Resources Inc.	100	126	123	161	103	144
S&P/TSX Composite Index	100	125	118	132	160	211
S&P/TSX Capped Energy Index	100	184	282	291	333	388
Peer Group Average	100	324	520	510	585	766

If \$100 was invested in the Common Shares on December 31, 2020, it would have resulted in a cumulative shareholder return of 44% on December 31, 2025. In comparison, the same amount invested in the S&P/TSX Composite Index for the same period would have resulted in a cumulative shareholder return of 111%, and the same amount invested in the S&P/TSX Capped Energy Index would have resulted in a cumulative shareholder return of 288%.

From December 31, 2020 to December 31, 2025, the total compensation awarded to the three Parex NEOs who were NEOs for this full time period, as reported in the "Statement of Executive Compensation - NEO Summary Compensation Table" in this Information Circular, increased by 44%.

NEO total compensation is generally consistent with the benchmark set by the Board for compensation to target the 50th percentile of compensation for similar positions in the Company's peer comparator group of companies for satisfactory performance and results.

## 2025 CEO & NEO Compensation

### CEO Compensation Rationale

In determining compensation outcomes, the Board considers performance against the 2025 scorecard and the CEO's annual objectives. In 2025, the Company stabilized decline rates at its core assets in LLA-34 and Cabrestero, achieved production growth at LLA-32 following an effective tuck-in acquisition, and executed a successful near-field exploration program that added incremental production and reserves. This performance enabled the Company to meet its annual production guidance and deliver a 27% year-over-year increase in share price. After assessing overall performance, the Board awarded Mr. Mohsen a short-term incentive payment of 125% of target, aligning directly with the 2025 corporate performance factor.

Key outcomes from 2025 are listed below:

#### HSE & Social

- Tragically recorded one fatality during the year, bringing the lagging safety indicator to zero on the corporate scorecard.
- Achieved external recognition in ESG leadership, including inclusion in the Morningstar Sustainalytics' 2025 ESG Industry Top Rated list and maintaining its Morgan Stanley Capital International (MSCI) rating of "AA".<sup>(1)</sup>
- Commenced construction of the Company's second solar farm at Cabrestero, which once complete will supply ~10% of Cabrestero's energy needs with renewable power.
- Made meaningful social investments of approximately US\$13 million through direct community investment (US\$4.7 million) as well as Colombia's Work for Taxes Program (US\$8.3 million), where Parex continues to be a leader in delivering social projects.

#### Operational

- Delivered production volumes of 44,701 boe/d<sup>(2)</sup>, achieving the Company's full year guidance range of 43,000 to 47,000 boe/d, supported by strong performance at core assets LLA-34 and Cabrestero as well as new production from LLA-32 and LLA-74.
- Successfully implemented polymer injection in Cabrestero and continued to advance waterflood at LLA-34 to flatten decline rates, lower go-forward maintenance costs and ensure free cash flow remains strong.
- Raised peak production to over three times pre-acquisition levels at LLA-32 and added reserves through successful delineation.
- Executed a near-field exploration program that added meaningful production and reserve volumes added at LLA-74; strategic refinements to the Company's exploration approach enabled a 75% success rate.
- Fully replaced total 2025 production (approximately 16.3 mmoe), with reserve replacement ratios of 106% for both PDP and 1P and 152% for 2P; increased both PDP and 1P reserves per share by 4% and 2P reserves per share by 8%, compared to 2024.<sup>(3)</sup>

#### Financial

- Delivered strong financial results despite a weakened commodity price environment, including funds flow from operations of US\$455 million<sup>(4)</sup> and free funds flow of US\$145 million<sup>(4)</sup>.
- Achieved strong capital efficiency, with PDP, 1P and 2P finding development and acquisition ("FD&A") cost per boe of \$17.74, \$15.28 and \$12.91 respectively, resulting in PDP, 1P, and 2P FD&A recycle ratios of 2.0x, 2.3x, and 2.8x.<sup>(3)</sup>
- Continued to build on the Company's track record of delivering strong Shareholder returns, including the return of US\$108 million in regular dividends as well as US\$27 million of share buybacks through repurchasing 2.4 million Common Shares under the Company's normal course issuer bid.

#### Strategic Milestones

- Executed successful tuck-in acquisition of LLA-32, gaining 100% operatorship and demonstrating the Company's execution capability to acquire high-quality assets with identified upside and applying basin and operational knowledge and technology to grow production, add reserves, and scale efficiently.
- Secured initial access to the Putumayo, an area where significant development potential exists.
- Initiated a strategic equity position in a partner company to reinforce alignment and preserve optionality.
- Finalized the Piedemonte Convenio Extended Area agreement with Ecopetrol S.A., establishing a 50/50 strategic partnership and positioning the Company to spud its first Foothills well in 2026.

#### Notes:

(1) As of March 6, 2026, Parex received an ESG Risk Rating of 26.8 from Morningstar Sustainalytics and was assessed to be at Medium Risk of experiencing material financial impacts from ESG factors (7th Percentile). In no event will Morningstar Sustainalytics be construed as investment advice or expert opinion as defined by the applicable legislation. Such information and data are proprietary of Sustainalytics and/or its third-party suppliers and are provided for informational purposes only. As of March 6, 2026, Parex received an MSCI ESG Rating of AA (on a scale of AAA-CCC). The use by Parex of MSCI ESG Research LLC or its affiliates ("MSCI") data, and the use of MSCI logos, trademarks service marks or Index names herein, do not constitute a sponsorship, endorsement, recommendation, or promotion of Parex by MSCI. MSCI services and data are the property of MSCI or its information providers and are provided "as-is" and without warranty. MSCI names and logos are trademarks or services marks of MSCI.

(2) 2025 annual average production consists of light & medium crude oil: 11,635 bbl/d; heavy crude oil: 31,887 bbl/d; and conventional natural gas: 7,071 mcf/d.

(3) See "Advisories – Reserve Advisory" and "Advisories – Oil & Gas Matters Advisory".

(4) Funds flow provided by operations is capital management measure and free funds flow is a non-GAAP financial measure. See "Advisories - Non-GAAP and Other Financial Measures Advisory".

## NEO Profiles

Set forth below are the biographies of each Named Executive Officer (NEO), which provide an overview of each NEO's role, responsibilities, 2025 total compensation, comparison to 2024 compensation and 2025 target compensation mix.



**Mr. Mohsen is the President and Chief Executive Officer of Parex. In this role, he is accountable for the Company's overall leadership, strategic vision, and delivery of Shareholder value.**

### Imad Mohsen

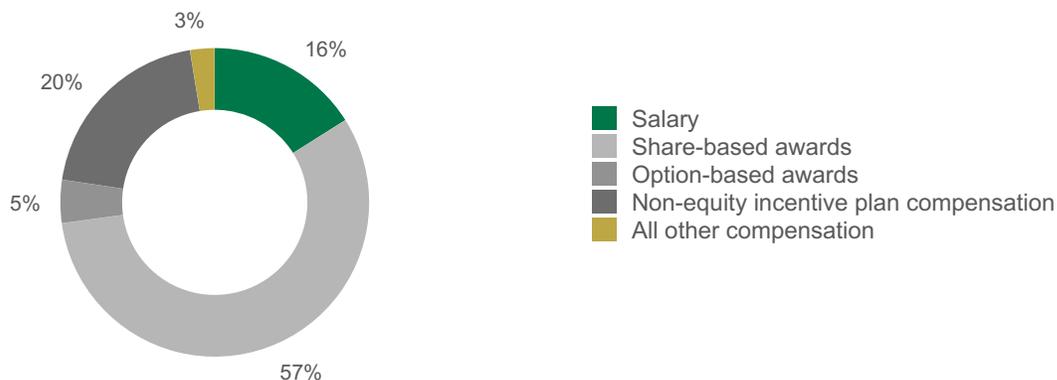
President & CEO

Mr. Mohsen joined Parex as President and Chief Executive Officer in 2021, and is accountable for the Company's overall leadership, strategic vision and delivery of Shareholder value. With 25 years of experience in senior leadership positions, he has a proven track record leading teams to execute growth through exploration, project management excellence, stakeholder relations and financial discipline.

Prior to joining Parex, Mr. Mohsen held numerous senior leadership roles at private and public companies. Most recently, Mr. Mohsen was the Chief Executive Officer at Tulip, a private equity backed upstream company. Under his leadership, Tulip had success with near field, short-cycle time exploration and development of gas in the challenging environment of the Dutch North Sea. Prior to Tulip, Mr. Mohsen spent 15 years at Shell where he held notable roles including Development Manager for Shell's Subsea Gulf of Mexico assets, and the General Manager, Operations for Shell's Egypt JV (Bapetco). Mr. Mohsen holds an engineering degree from the Paris School of Mines. He is a former Board member of NOGEP (Dutch E&P Producers Association) and Nextstep (Dutch Decommissioning E&P Producers Associations).

Compensation	2025	2024
Salary	675,000 \$	675,000
Share-based awards	2,387,454	2,364,692
Option-based awards	190,189	237,667
Non-equity incentive plan compensation	843,750	490,050
All other compensation	108,224	198,951
<b>Total</b>	<b>\$ 4,204,617</b>	<b>\$ 3,966,360</b>

### 2025 Compensation Mix (%)



## CEO Target Total Direct v. Realized & Realizable Compensation

Aligned with the Company's pay-for-performance philosophy the majority of CEO target total direct compensation is directly aligned with Company performance through share-based awards. In 2025, fully at-risk short- and long-term incentives represented the dominant components of CEO compensation, at 82% (this allocation is consistent with previous years). Of this, 62% of CEO target compensation is denominated in long-term incentives (60% LDPSUs, 30% LDRSUs, and 10% Options), which are designed to focus the CEO on Parex's long-term success and align fully with the Shareholder experience. The majority of long term incentives is directly affected by the performance of Parex's Common Share price:

- Options only have value when the share price increases; and
- LDRSUs and LDPSUs are impacted by share price, and LDPSUs are further subject to performance measures (both absolute and relative).

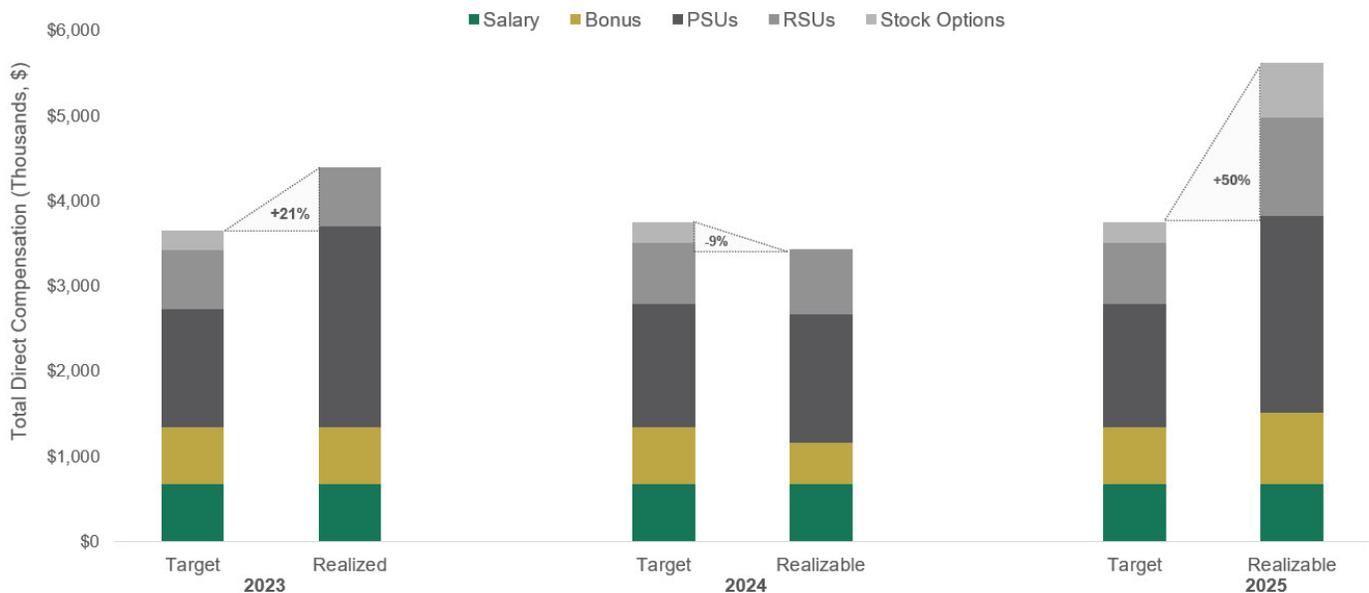
The table below provides an overview of the last three years of Mr. Mohsen's target versus realized/realizable pay, comparing grant date total target direct pay to the realized and realizable value of this compensation. It also provides a comparison between CEO compensation and a Shareholder's return on investment. The analysis is based on the return of a \$100 investment by a Shareholder at the start of a period, and the reinvestment of dividends over the period, compared to \$100 of total direct compensation for the CEO for each year.

	Target Direct Pay <sup>(1)</sup>	Realized/ Realizable Pay <sup>(2)</sup>	From	To	Value of \$100	
					CEO	Shareholder
2023	\$3,500,000	\$4,401,296	December 31, 2022		\$121	\$118
2024	\$3,650,000	\$3,430,911	December 31, 2023	December 31, 2025	\$91	\$90
2025	\$3,750,000	\$5,623,676	December 31, 2024		\$150	\$140
				Average	\$121	\$116

(1) Total target direct pay includes salary, target bonus, targeted value of long-term incentive grant of CosPSUs, CosRSUs, LDRSUs, LDPSUs, as applicable and Options as reported in the NEO Summary Compensation Table. Excludes all other compensation value.

(2) Realized and realizable pay includes salary, actual bonus paid, value of Options that are in-the-money, and the market value of unvested CosPSUs, CosRSUs, LDPSUs and LDRSUs, as applicable, including dividend equivalents (assuming CosPSUs and LDPSUs, as applicable, vest at target for 2024 and 2025 grants, actual of 167% for 2023 cycle). Equity valued as at December 31, 2025 closing share price. Excludes all other compensation value.

### CEOTarget Total Direct vs. Realized and Realizable Compensation (2023-2025)





**Mr. Grainger is Parex’s Chief Financial Officer, where he is responsible for managing the Company’s financial and risk activities, and ensuring Parex has the financial strength to deliver on its corporate strategy.**

## Cameron Grainger

Chief Financial Officer

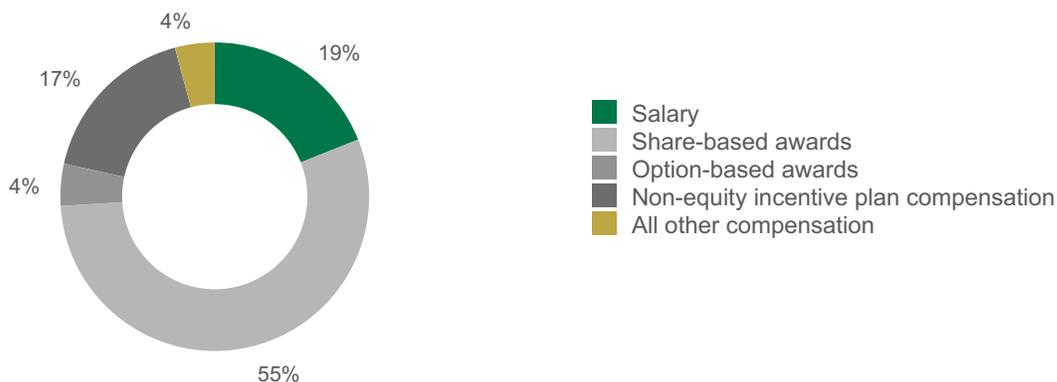
Mr. Grainger was appointed Interim Chief Financial Officer in September, 2024 and Chief Financial Officer on March 5, 2025. With over 20 years of experience in finance, strategy, and corporate tax, Mr. Grainger is responsible for managing Parex’s financial and risk activities and ensuring Parex has the financial strength to deliver on its corporate strategy.

Mr. Grainger has been an integral member of the Parex team since 2011, holding senior leadership roles with increasing levels of responsibility including Vice President, Finance & Controller, and prior to that being the Company’s Controller. Before joining Parex, Mr. Grainger worked in the Audit and Assurance practice for PwC. He is a Chartered Professional Accountant and holds a Bachelor of Science degree from the University of Calgary.

Compensation		2025	2024
Salary <sup>(1)</sup>	\$	291,282	\$ 250,185
Share-based awards		845,554	460,121
Option-based awards		67,358	35,925
Non-equity incentive plan compensation		267,188	123,591
All other compensation		63,660	54,358
<b>Total</b>	<b>\$</b>	<b>1,535,042</b>	<b>\$ 924,180</b>

(1) Mr. Grainger was appointed Interim CFO on September 21, 2024. At this time, there was no change to his base salary, he was awarded a one-time CosRSU grant in the amount of \$100,000 in recognition of the expanded scope of his role. Mr. Grainger was appointed as Parex’s Chief Financial Officer on March 5, 2025.

### 2025 Compensation Mix (%)





**Mr. Furlan is the Chief Operating Officer of Parex and has responsibility for the oversight of drilling, operations, production, reserves and development activities within the Company.**

**Eric Furlan**  
Chief Operating Officer

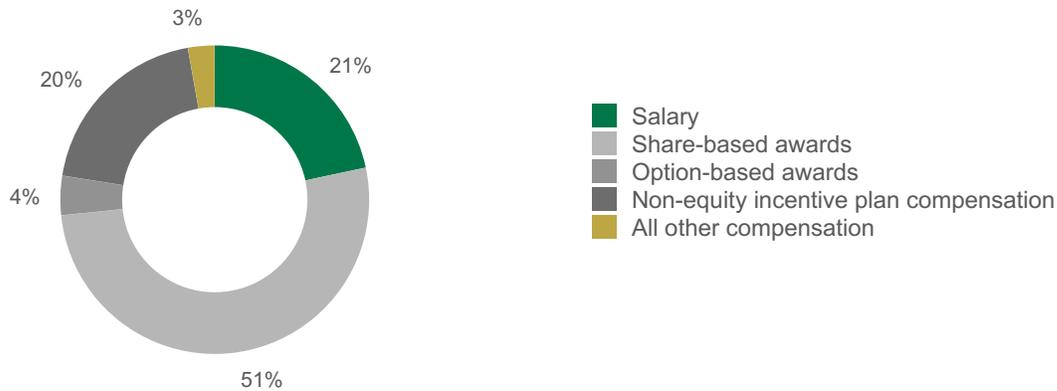
Mr. Furlan was appointed Chief Operating Officer in 2018 and is accountable for overseeing the drilling, operations, production, reserves and development activities of the Company. He has over 30 years of experience in field operations, reservoir development planning and execution and executive leadership. Prior to his current role, Mr. Furlan was the Senior Vice President of Engineering from 2017 to 2018 and the Vice President of Engineering from 2012 to 2017, where he focused on appraisal and development strategies to support production and reserves growth.

Prior to joining Parex, Mr. Furlan was the General Manager of Development in Petro Andina, Parex’s predecessor, where he managed the development of the Company’s fields in the Neuquén Basin of Argentina increasing operating production from zero to over 30,000 barrels of oil per day. He has also held leadership and senior technical positions with Chevron Corporation both in Canada and internationally.

Mr. Furlan graduated from the University of British Columbia with a Bachelor of Applied Science in Chemical Engineering. He is a member of APEGA - Association of Professional Engineers and Geoscientists of Alberta, and the Society of Petroleum Engineers.

Compensation		2025		2024
Salary	\$	429,682	\$	429,682
Share-based awards		1,025,051		1,015,284
Option-based awards		81,658		102,039
Non-equity incentive plan compensation		390,742		233,962
All other compensation		75,232		71,609
<b>Total</b>	<b>\$</b>	<b>2,002,365</b>	<b>\$</b>	<b>1,852,576</b>

**2025 Compensation Mix (%)**





**Mr. Kruchten is the Senior Vice President of Capital Markets and Corporate Planning for Parex. In this role he is responsible for Investor Relations, financial forecasting, strategic planning and sustainability.**

## Mike Kruchten

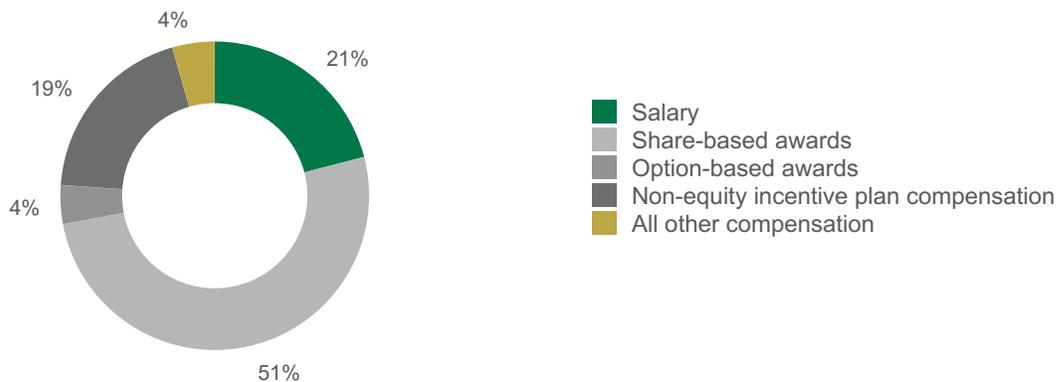
Senior Vice President, Capital Markets & Corporate Planning

As the Senior Vice President, Capital Markets and Corporate Planning, Mr. Kruchten is responsible for the Investor Relations, financial forecasting and strategic planning functions. Prior to this role, Mr. Kruchten was Manager, Corporate Planning and Investor Relations at Petro Andina, Parex’s predecessor, from 2008 to 2009. Before joining Petro Andina, he held several financial leadership roles with BP p.l.c in Calgary, Aberdeen and Dubai, and began his career as a gas economist with Union Gas (Enbridge) in 1994.

Mr. Kruchten holds a MBA from Queen’s University, a Masters in Economics from the University of Waterloo and a Bachelor of Economics degree (with honours) from Saint Francis Xavier University. He also holds the Certified Professional in Investor Relations (CPIR) designation from the Ivey Business School (University of Western Ontario).

Compensation		2025		2024
Salary	\$	347,412	\$	347,412
Share-based awards		847,216		839,138
Option-based awards		67,491		84,336
Non-equity incentive plan compensation		322,442		189,166
All other compensation		73,460		73,470
<b>Total</b>	<b>\$</b>	<b>1,658,021</b>	<b>\$</b>	<b>1,533,522</b>

**2025 Compensation Mix (%)**





**Mr. Ferreiro is the President & Country Manager in Colombia for Parex. In this role, he is responsible for all in-country operations, with a focus on the safe execution of the Company’s business plan.**

## Daniel Ferreiro

**President & Country Manager Parex Resources Colombia**

Mr. Ferreiro was appointed as the President & Country Manager of Parex Resources (Colombia) Ltd. in 2020 and is accountable for all in-country operations, with a focus on the successful execution of the Company’s plan and budget. Mr. Ferreiro has been with Parex and its predecessor, Petro Andina, for over 15 years and has over 25 years of operations and leadership experience. At Parex, Mr. Ferreiro has held numerous roles of increasing responsibility including Manager of Operations, Vice President of Operations and Senior Vice President of Operations.

Prior to joining Parex, Mr. Ferreiro worked at Chauvco Resources Ltd. and Pioneer Natural Resources in Argentina moving from field positions in the Neuquén Province, to development and planning roles in the central office in Buenos Aires.

Mr. Ferreiro graduated from the Instituto Tecnológico de Buenos Aires as a Petroleum Engineer.

Compensation		2025		2024
Salary	\$	378,000	\$	378,000
Share-based awards		756,024		748,805
Option-based awards		60,226		75,261
Non-equity incentive plan compensation		352,249		205,821
All other compensation		391,800		229,571
<b>Total</b>	<b>\$</b>	<b>1,938,299</b>	<b>\$</b>	<b>1,637,458</b>

**2025 Compensation Mix (%)**



## NEO Summary Compensation Table

The following table sets forth information concerning the compensation paid and awarded to the NEOs for the years ended December 31, 2023, 2024 and 2025.

Name and Position	Year	Non-equity incentive plan compensation (\$) <sup>(1)</sup>			Annual incentive plans <sup>(5)</sup>	All other compensation <sup>(6)</sup> (\$)	Total compensation <sup>(7)</sup> (\$)
		Salary (\$)	Share-based awards <sup>(2)(3)</sup> (\$)	Option-based awards <sup>(4)</sup> (\$)			
Imad Mohsen President and CEO	2023	675,000	2,198,386	208,997	675,000	223,012	3,980,395
	2024	675,000	2,364,692	237,667	490,050	198,951	3,966,360
	2025	675,000	2,387,454	190,189	843,750	108,224	4,204,617
Cameron Grainger <sup>(8)</sup> Chief Financial Officer	2024	250,185	460,121	35,925	123,591	54,358	924,180
	2025	291,282	845,554	67,358	267,188	63,660	1,535,042
Eric Furlan Chief Operating Officer	2023	409,221	984,920	93,633	287,120	59,541	1,834,435
	2024	429,682	1,015,284	102,039	233,962	71,609	1,852,576
	2025	429,682	1,025,051	81,658	390,742	75,232	2,002,365
Michael Kruchten SVP Capital Markets & Corporate Planning	2023	340,600	814,048	77,389	251,746	67,323	1,551,106
	2024	347,412	839,138	84,336	189,166	73,470	1,533,522
	2025	347,412	847,216	67,491	322,442	73,460	1,658,021
Daniel Ferreira President Parex Resources (Colombia) Ltd.	2023	360,000	690,041	65,598	259,335	445,979	1,820,953
	2024	378,000	748,805	75,261	205,821	229,571	1,637,458
	2025	378,000	756,024	60,226	352,249	391,800	1,938,299
Sanjay Bishnoi Former Chief Financial Officer & Corporate Secretary <sup>(9)(10)</sup>	2023	100,000	731,232	—	70,163	13,808	915,203
	2024	297,500	1,025,000	—	—	2,556	1,325,056

### Notes:

- (1) The Company did not provide long-term non-equity incentive plan or pension plan compensation in 2023, 2024 and 2025.
- (2) As per the prescribed requirements for the NEO Summary Compensation Table, CosPSUs have been combined with CosRSUs as share-based awards for 2023 and 2024. In 2025 CosPSUs, CosRSUs, LDPSUs and LDRSUs have been combined as share-based awards. Although the grant date fair values are the same for CosPSUs, CosRSUs, LDRSUs and LDPSUs, the grant date fair value calculations are shown separately in Note (3) below for CosRSUs, CosPSUs, LDRSUs and LDPSUs. CosRSUs and CosPSUs are shown separately in tables that follow the NEO Summary Compensation Table in this Information Circular.
- (3) The fair value of each CosRSU and CosPSU granted in 2023 and 2024 and the fair value of LDRSUs and LDPSUs granted in 2024 and is based on the market price of the Common Shares on the date of issuance. It is the same methodology used by the Company to determine the accounting fair value of the CosRSUs, CosPSUs, LDRSUs and LDPSUs, in accordance with International Financial Reporting Standard 2 – Share Based Payments.

Grant Date	Grant date fair value per CosRSU/LDRSU	Grant date fair value per CosPSU/LDPSU
February 6, 2023	22.77	22.77
March 4, 2024	21.06	21.06
September 20, 2024	12.01	12.01
March 6, 2025	12.74	12.74

- (4) The grant date fair value of option-based awards (Options) has been calculated using the Black-Scholes methodology, a commonly accepted methodology for valuing compensation among the Company's peer comparator group. It is the same methodology used by the Company to determine the accounting fair value of the Options, in accordance with International Financial Reporting Standard 2 – Share Based Payments. The following assumptions were used for calculating the grant date fair value of Option-based awards granted to the NEOs:

Assumptions	Option Grant Date		
	February 6, 2023	March 4, 2024	March 6, 2025
Expected life of Options	4.0 years	4.0 years	4.0 years
Risk-free interest rate	3.38%	3.67%	2.66%
Expected volatility	47.53%	46.83%	41.27%
Expected dividend yield	6.01%	10.56%	11.48%
Grant date fair value per Option	\$5.97	\$5.09	\$1.68

- (5) Incentive plan bonuses for 2023 were paid in February 2024, for 2024 were paid in February 2025, and for 2025 were paid in March, 2026.
- (6) All other compensation for Messrs. Mohsen, Grainger, Furlan and Kruchten includes the value of paid parking and benefits payments equal to 15% of the of base salary, capped at \$50,000 per year and the ESPP equal to 10% of the base salary. All other cash compensation and perquisites for Mr. Ferreira include benefits payments equal to 20% of his base salary, ESPP equal to 10% of the officer's base salary, foreign service premium, location allowance, tax protection payments, dependent education costs, security cost, and housing costs related to his expatriate assignment in Colombia, which were reduced in 2024 pursuant to policy terms.
- (7) Total compensation equals salary plus all other cash compensation and perquisites and the grant date fair value of option-based awards and share-based awards.
- (8) Mr. Grainger was appointed Interim CFO effective September 21, 2024, there was no change to Mr. Grainger's base salary, but a one-time CosRSU payment in the amount of \$100,000 was awarded in recognition of the expanded scope of his role. Mr. Grainger's base salary from January 1, 2025 to March 3, 2025 was \$250,185 annualized and increased to \$300,000 annualized from March 5, 2025 to December 31, 2025 when he was appointed CFO. .
- (9) Mr. Bishnoi was appointed CFO and Corporate Secretary of Parex effective October 2, 2023. Mr. Bishnoi's salary in the table above is for the period from October 2, 2023 to December 31, 2023. Mr. Bishnoi's 2023 full-year salary was \$400,000.
- (10) Mr. Bishnoi resigned from his position as CFO and Corporate Secretary effective September 20, 2024. Mr. Bishnoi's full-year 2024 salary was \$420,000.

## NEO Incentive Plan Awards

### Outstanding Option-based and Share-based Awards (as at December 31, 2025)

Name and Principal position	Grant Date	Number of securities underlying unexercised Options	Option-Based Awards		
			Options exercise price (\$/Common Share)	Option expiration date	Value of unexercised in-the-money Options (\$) <sup>(1)</sup>
Imad Mohsen President and CEO	8-Feb-2021	33,584	21.65	8-Feb-2026	Nil
	7-Feb-2022	25,780	27.02	7-Feb-2027	Nil
	6-Feb-2023	35,008	22.77	6-Feb-2028	Nil
	4-Mar-2024	46,693	21.06	4-Mar-2029	Nil
	6-Mar-2025	113,208	12.74	6-Mar-2030	646,418
Cam Grainger <sup>(2)</sup> Chief Financial Officer	8-Feb-2021	3,648	21.65	8-Feb-2026	Nil
	7-Feb-2022	3,812	27.02	7-Feb-2027	Nil
	6-Feb-2023	4,806	22.77	6-Feb-2028	Nil
	4-Mar-2024	7,058	21.06	4-Mar-2029	Nil
	6-Mar-2025	40,094	12.74	6-Mar-2030	228,937
Eric Furlan Chief Operating Officer	8-Feb-2021	14,705	21.65	8-Feb-2026	Nil
	7-Feb-2022	12,480	27.02	7-Feb-2027	Nil
	6-Feb-2023	15,684	22.77	6-Feb-2028	Nil
	4-Mar-2024	20,047	21.06	4-Mar-2029	Nil
	6-Mar-2025	48,606	12.74	6-Mar-2030	277,540
Michael Kruchten SVP Capital Markets & Corp. Planning	8-Feb-2021	8,120	21.65	8-Feb-2026	Nil
	7-Feb-2022	10,336	27.02	7-Feb-2027	Nil
	6-Feb-2023	12,963	22.77	6-Feb-2028	Nil
	4-Mar-2024	16,569	21.06	4-Mar-2029	Nil
	6-Mar-2025	40,173	12.74	6-Mar-2030	229,388
Daniel Ferreira President Parex Resources (Colombia) Ltd.	8-Feb-2021	10,363	21.65	8-Feb-2026	Nil
	7-Feb-2022	8,801	27.02	7-Feb-2027	Nil
	6-Feb-2023	10,988	22.77	6-Feb-2028	Nil
	4-Mar-2024	14,786	21.06	4-Mar-2029	Nil
	6-Mar-2025	35,849	12.74	6-Mar-2030	204,698

Notes:

(1) Based on the difference between the closing price of the Common Shares on the TSX on December 31, 2025 of \$18.45 and the exercise price of the Options.-

(2) Mr. Grainger was appointed Interim CFO on September 21, 2024 and appointed CFO on March 5, 2025.

Name	Share-Based Awards				Market or payout value of share-based awards that have not vested (\$) <sup>(1)</sup>			
	Number of Common Shares or units of Common Shares that have not vested							
	LDRSU	LDPSU	CosRSUs	CosPSUs	LDRSU	LDPSU	CosRSUs	CosPSUs
Imad Mohsen	103,835	207,670	12,981	77,885	1,915,756	3,831,512	239,499	1,436,978
Cam Grainger <sup>(2)</sup>	22,124	44,246	18,076	11,600	408,188	816,339	333,502	214,020
Eric Furlan	44,582	89,162	5,816	34,894	822,538	1,645,039	107,305	643,794
Michael Kruchten	36,847	73,695	4,808	28,840	679,827	1,359,673	88,708	532,098
Daniel Ferreira	32,880	65,762	4,076	24,446	606,636	1,213,309	75,202	451,029

Notes:

(1) Based on multiplying the closing price of the Common Shares on the TSX on December 31, 2025 of \$18.45 by the number of CosRSUs, CosPSUs, LDRSUs and LDPSUs that were not vested as at December 31, 2025.

(2) Mr. Grainger was appointed Interim CFO on September 21, 2024 and CFO on March 5, 2025.

The following table sets forth for each NEO, the value of option-based awards and share-based awards which vested during the year ended December 31, 2025 and the value of non-equity incentive plan compensation earned during the year ended December 31, 2025.

Name	Option-based awards – Value vested during the year <sup>(1)</sup> (\$)	Share-based awards Value vested during the year (\$) <sup>(2),(5)</sup>				Non-equity incentive plan compensation – Value earned during the year <sup>(3)</sup> (\$)
		CosRSUs	CosPSUs	LDRSUs	LDPSUs	
Imad Mohsen	—	293,619	950,395	173,474	—	843,750
Cameron Grainger <sup>(4)</sup>	—	197,202	46,848	—	—	267,188
Eric Furlan	—	136,385	460,063	74,483	—	390,742
Michael Kruchten	—	112,834	381,017	61,559	—	322,442
Daniel Ferreiro	—	95,828	324,426	54,922	—	352,249

- Notes:
- (1) Based on multiplying the difference between the closing price of the Common Shares on the TSX on the vesting date and the exercise price of the Options on the vesting date by the number of Options that vest on such date. As of December 31, 2025, there were no outstanding in-the-money Options.
  - (2) Based on multiplying the closing price of the Common Shares on the TSX on the vesting date by the number of CosRSUs, CosPSUs, LDRSUs and LDPSUs that vested on such date.
  - (3) Incentive plan bonuses for 2025 were paid in March 2026.
  - (4) Mr. Grainger was appointed Interim CFO on September 21, 2024 and appointed CFO on March 5, 2025
  - (5) No LDPSUs vested during 2025. All CosRSUs and CosPSUs vested during the year have been paid out. LDRSUs that have vested in 2025 have not been paid out or distributed.

## Securities Authorized for Issuance Under Equity Compensation Plans

The Option Plan and the LDRSU Plan are the Company's only compensation plan under which equity securities have been authorized for issuance going forward. The following sets forth information in respect of securities authorized for issuance under the Company's Option Plan and LDRSU Plan as at December 31, 2025.

Plan Category	Number of securities to be issued upon exercise of outstanding Options, warrants and rights <sup>(4)</sup> (a)	Weighted average exercise price of outstanding Options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) <sup>(1),(3)</sup>
Equity compensation plans approved by security holders			
Option Plan <sup>(2)</sup>	1,253,608	18.69	See Note 3
LR RSU Plan <sup>(5)</sup>	See Note 5		See Note 3
<b>Total</b>	<b>1,253,608</b>	<b>—</b>	<b>3,545,099</b>

- Notes:
- (1) As at December 31, 2025, the Option Plan provided for the issuance of Options to a maximum of 5% of the issued and outstanding Common Shares of the Company, provided that the maximum number of Common Shares issuable pursuant to outstanding Options and all other security based compensation arrangements (as defined in the TSX Company Manual) shall not exceed 5% of the Common Shares outstanding from time to time.
  - (2) Of the 1,253,608 outstanding Options as of December 31, 2025, 518,558 were in-the-money as of that date, based on the closing price of the Common Shares on the TSX on December 31, 2025 of \$18.45.
  - (3) The total number of securities remaining available for future issuance under equity compensation plans as at December 31, 2025 was equal to 5% of the number of Common Shares outstanding as at December 31, 2025 less the number of Options outstanding under the Option Plan as at December 31, 2025. As at December 31, 2025, there were 1,253,608 Options outstanding, leaving 3,545,099 Common Shares available for issuance under the Option Plan. The total number of securities remaining available for future issuance under equity compensation plans as at March 24, 2026, the Record Date, was equal to 5% of the number of Common Shares outstanding as at March 24, 2026 less the number of Options outstanding under the Option Plan as at March 24, 2026. As at March 24, 2026, there were 1,314,528 Options outstanding, leaving 3,489,773 Common Shares available for issuance under the Option Plan. The maximum number of treasury issued Common Shares reserved for issuance under the LDRSU Plan pursuant to outstanding LDRSUs and LDPSUs is 4,000,000 treasury Common Shares. As at March 24, 2026, the Company had LDRSUs and LDPSUs to acquire an aggregate of 1,217,117 Common Shares outstanding under the LDRSU Plan. Assuming all the holders of the LDRSUs and LDPSUs exercise their vested LDRSUs and LDPSUs and elect to receive treasury Common Shares, such 1,217,117 Common Shares represent 1.3% of the issued and outstanding Common Shares as at the Record Date, leaving up to 2,272,656 Common Shares available for future grants under the Option Plan and all other security based compensation arrangements based on the number of Common Shares outstanding as at the Record Date.
  - (4) During the year ended December 31, 2025, no Common Shares were issued on exercise of Options.
  - (5) Vested LDRSUs and LDPSUs may be settled for a Cash Payment, Payment Shares or Treasury Shares. See Appendix "E" (*Restricted Share Unit Plan (Longer Duration)*) to this Information Circular.

## Burn Rate

The following table sets forth the annual burn rate for each of the three most recently completed fiscal years for each of the Company's incentive plans requiring settlement by treasury issuances of Common Shares. The burn rate has been calculated by dividing the number of awards granted under the arrangement during the applicable fiscal year, by the weighted average number of Common Shares outstanding for the applicable fiscal year:

Plans	2023 <sup>(1)</sup>		2024 <sup>(2)</sup>		2025 <sup>(3)</sup>	
	Number Granted	Burn Rate	Number Granted	Burn Rate	Number Granted	Burn Rate
Options	196,853	0.19%	248,842	0.25%	533,022	0.55%

Notes:

(1) The weighted average number of Common Shares outstanding for December 31, 2023 is 106,247,093 Common Shares.

(2) The weighted average number of Common Shares outstanding for December 31, 2024 is 101,413,728 Common Shares.

(3) The weighted average number of Common Shares outstanding for December 31, 2025 is 97,176,254 Common Shares.

## Value Realized From Equity Exercises During the Year

	Imad Mohsen	Cam Grainger <sup>(2)</sup>	Eric Furlan	Michael Kruchten	Daniel Ferreiro
<b>Options<sup>(1)</sup></b>					
Securities acquired on exercise	—	—	—	—	—
Aggregated value realized (\$)	—	—	—	—	—
Number of resulting shares held	—	—	—	—	—
Number of resulting shares sold	—	—	—	—	—
<b>Cash/Share Settled PSUs<sup>(3)</sup></b>					
Securities acquired on exercise	67,385	3,321	32,620	27,015	23,002
Aggregated value realized (\$)	940,018	46,333	455,046	376,857	320,880
Number of resulting shares held	—	—	—	—	—
Number of resulting shares sold	67,385	3,321	32,620	27,015	23,002
<b>Cash/Share Settled RSUs<sup>(3)</sup></b>					
Securities acquired on exercise	21,472	13,502	9,972	8,250	7,007
Aggregated value realized (\$)	299,655	196,169	139,163	115,131	97,779
Number of resulting shares held	—	—	—	—	—
Number of resulting shares sold	21,472	13,502	9,972	8,250	7,007
<b>Long Duration PSUs<sup>(3)</sup></b>					
Securities acquired on exercise	—	—	—	—	—
Aggregated value realized (\$)	—	—	—	—	—
Number of resulting shares held	—	—	—	—	—
Number of resulting shares sold	—	—	—	—	—
<b>Long Duration RSUs<sup>(3)</sup></b>					
Securities acquired on exercise	—	—	—	—	—
Aggregated value realized (\$)	—	—	—	—	—
Number of resulting shares held	—	—	—	—	—
Number of resulting shares sold	—	—	—	—	—

Notes:

(1) Value based on multiplying the difference between the sales price of the Common Shares on the TSX on the date of exercise and the exercise price of the Options by the number of Options exercised on such date.

(2) Mr. Grainger was appointed as Interim CFO effective September 21, 2024, and CFO effective March 5, 2025.

(3) Value based on multiplying the closing price of the Common Shares on the TSX on the exercise date by the number of CosRSUs, CosPSUs and Long Duration RSUs that were exercised on such date. No LDRSUs or LDPSUs were exercised during 2025. No LDPSUs have vested during 2025.

## Three Year NEO Compensation Versus Financial Measures

	2023	2024	2025
Total NEO Compensation (\$ millions) <sup>(1)</sup>	13.31	11.26	11.34
Funds Flow Provided by Operations (\$ millions) <sup>(2)(3)</sup>	883.21	895.33	636.52
NEO Compensation as % of Funds Flow Provided by Operations	2%	1%	2%
Enterprise Value (\$ millions) <sup>(2)(4)</sup>	2,519	1,374	1,727
NEO Compensation as % of Enterprise Value	0.5%	0.8%	0.7%
Annual Shareholder Return	24%	(35)%	40%
FX Rate USD-CAD at December 31	1.3226	1.4389	1.399

Notes:

(1) See "Statement of Executive Compensation – NEO Summary Compensation Table". NEO compensation is comprised of salary, short-term incentive (bonus) and long-term incentives.

(2) Components in the calculation of funds flow provided by operations and enterprise value were converted from USD to CAD using the closing foreign exchange rate of 1.3226 for December 31, 2023, 1.4389 for December 31, 2024 and 1.399 for December 31, 2025.

(3) "Capital management measure". Please see "Advisories – Non-GAAP and Other Financial Measures Advisory".

(4) Enterprise value is a "supplementary financial measure," which is not a standardized financial measure under IFRS and might not be comparable to similar financial measures disclosed by other issuers. See "Advisories – Non-GAAP and Other Financial Measures Advisory."

## Termination and Change of Control Benefits and Payments

The Company recognizes that its Executives are critical to Parex's ongoing business. It is therefore vital for the Company to retain the services of each Executive, support them in the event of employment interruption caused by a change in control of the Company, and to treat them in a fair and equitable manner. The Company has an employment agreement (the "**Employment Agreements**") with each of Mr. Mohsen, Mr. Grainger, Mr. Furlan, Mr. Kruchten and Mr. Ferreiro.

The Employment Agreements provide for payment of compensation in the event of termination of the Executive's employment by the Company without cause, upon resignation of employment by the Executive for reason of constructive dismissal, upon resignation of employment by the Executive for good reason in the event of a change of control of the Company, or for Messrs. Furlan and Kruchten upon resignation of employment by the Executive in the event of a triggering change of control of the Company, as shown in the chart below.

Termination without cause refers to termination of the Executive's employment by the Company for reasons other than for just cause, mutual agreement or the death of the Executive.

For Messrs. Mohsen, Grainger, Furlan, Kruchten and Ferreiro, a change of control includes, but is not limited to, any acquisition of Common Shares or other securities of the Company that carry the right to cast more than 50% of the votes attaching to all Common Shares in the capital of the Company, the sale, lease or other disposition of all or substantially all of the assets of the Company to a third party, the liquidation or dissolution of the Company and the Company ceasing to be publicly traded on a recognized exchange. For Messrs. Furlan and Kruchten, a triggering change of control is a change of control that results from an unsolicited offer in response to which the Board publishes a circular recommending rejection of the offer and continues to recommend rejection of the offer up to the closing date of such transaction.

Resignation for reason of constructive dismissal refers to the resignation of employment by the Executive due to circumstances constituting constructive dismissal at common law, including any material reduction in benefits or remuneration paid by the Company to the Executive, or an adverse change in the Executive's position, duties, responsibilities, title or office.

Termination Event	Name	Incremental Compensation
Termination Without Cause	Imad Mohsen Cameron Grainger Eric Furlan Michael Kruchten Daniel Ferreiro	<p>Retiring allowance equal to the sum of: (i) the Executive's annual base salary; plus (ii) the average of any cash bonuses paid in the two years preceding the termination date; plus (iii) an amount equal to the lesser of fifteen percent of the Executive's annual base salary or \$50,000 to compensate for loss of benefits, and for Messrs. Mohsen, Grainger, Furlan, Kruchten, and Ferreiro multiplied by two (2).</p> <p>Pursuant to the Option Plan, if the Executive's employment is terminated by the Company with or without cause, or the Executive elects to terminate his employment, the Executive may exercise any Options that were vested by the date of termination of employment for up to ninety (90) days following that date or the expiration date of the Options, whichever occurs first. All other Options would be terminated.</p> <p>Pursuant to the Cash/Share Settled RSU Plan and the LDRSU Plan, if the Executive's employment is terminated by the Company without cause, then a pro rata portion of the unvested CosRSUs and CosPSUs and LDRSUs and LDPSUs, respectively, shall be deemed to have vested immediately prior to the forfeiture date. All other CosRSUs, CosPSUs, LDRSUs and LDPSUs pursuant to the applicable plan, would be terminated.</p>
Change of Control and Good Reason	Imad Mohsen Cameron Grainger Eric Furlan Michael Kruchten Daniel Ferreiro	<p>All applicable incremental payments for Messrs. Mohsen, Grainger, Furlan, Kruchten and Ferreiro are calculated as specified above for termination without cause.</p> <p>Pursuant to the Option Plan, in the event of a change in control of the Company, all unvested Options for each Executive shall vest and all issued and outstanding Options will immediately be exercisable for up to the earlier of the expiry time of the Options 30 days after the occurrence of such change of control.</p> <p>The Cash/Share Settle RSU Plan and the LDRSU Plan provide for accelerated vesting of CosRSUs and CosPSUs and LDRSUs and LDPSUs, respectively, in the event of a termination of employment, other than for cause, on a change of control or in the 12 months following a change of control (or upon the Executive voluntarily resigning his employment with Good Reason in the 12 months following a change of control).</p>
Triggering Change of Control	Eric Furlan Michael Kruchten	<p>All applicable incremental payments for Messrs. Furlan, and Kruchten are calculated as specified above for termination without cause.</p> <p>Pursuant to the Option Plan, in the event of a change in control of the Company, all unvested Options for each Executive shall vest and all issued and outstanding Options will immediately be exercisable for up to the earlier of the expiry time of the Options and 30 days after the occurrence of such change of control.</p> <p>The Cash/Share Settled RSU Plan and the LDRSU Plan provide for accelerated vesting of CosRSUs, and CosPSUs, and LDRSUs and LDPSUs, respectively in the event of a termination of employment, other than for cause, on a change of control or in the 12 months following a change of control (or upon the Executive voluntarily resigning his employment with Good Reason in the 12 months following a change of control).</p>

Termination Event	Name	Incremental Compensation
Resignation For Reason of Constructive Dismissal	Imad Mohsen	All applicable incremental payments for Messrs. Furlan, and Kruchten are calculated as specified above for termination without cause.
	Cameron Grainger	
	Eric Furlan	
	Michael Kruchten	
	Daniel Ferreiro	Pursuant to the Option Plan, in the event of a change in control of the Company, all unvested Options for each Executive shall vest and all issued and outstanding Options will immediately be exercisable for up to 30 days after the occurrence of such change of control.
<p>The Cash/Share Settled RSU Plan and the LDRSU Plan provide for accelerated vesting of CosRSUs and CosPSUs and LDRSUs and LDPSUs, respectively, in the event of a termination of employment, other than for cause, on a change of control or in the 12 months following a change of control (or upon the Executive voluntarily resigning his employment with Good Reason in the 12 months following a change of control).</p>		
Retirement	Imad Mohsen	<p>Provided none of the above events have been triggered, and the following retirement criteria have been met (or such other meaning of "retirement" as determined by the Board from time to time has been satisfied by the applicable participant who is an officer of the Company or a subsidiary ("<b>Participant</b>") under the Option Plan or Cash/Share Settled RSU Plan, as applicable, or the LDRSU Plan, all outstanding unvested awards granted under the Option Plan and Cash/Share Settled RSU Plan and LDRSU Plan shall continue to vest as per their original vesting schedule. The retirement criteria are that a Participant reaches the age of sixty (60) and voluntarily ceases to be an officer or employee, provided that the Participant: (A) has, at such time, provided continuous services to the Company or a subsidiary for a minimum of ten (10) years; (B) has provided the Company with six (6) months prior written notice of the Participant's intention to retire; and (C) is offered by the Company the opportunity to and enters into an agreement (which shall include non-competition and non-solicitation covenants and the consequences of breaching such covenants including the immediate termination of all outstanding CosRSUs and Options, as applicable) with the Company (a "Retirement Agreement") (the foregoing being "Retirement (70)"). Pursuant to the Option Plan as a result of the Participant's Retirement (70) as aforesaid, the terms, of all Options held by such Participant shall not change as a result of such retirement and the provisions of the Option Plan outlining that all Options held by the Participant shall terminate 90 days after a Participant ceases to be an officer or employee of the Company or a subsidiary shall not apply to the Participant or the Options held by the Participant, the Cash/Share Settled RSU Plan and the LDRSU, as a result of the Participant's Retirement (70), the terms of all CosRSUs, CosPSUs, LDRSUs or LDPSUs held by such Participant, including, with restriction, the term during which such CosRSUs, CosPSUs, LDRSUs or LDPSUs may be outstanding, shall not change as a result of such retirement. Without restriction to the operation of foregoing paragraph, and provided none of the above events have been triggered and the following retirement criteria have been met (or such other meaning of "retirement" as determined by the Board from time to time has been satisfied by the applicable Participant under the Option Plan or LDRSU Plan, as applicable), all outstanding unvested awards granted under the Option and Cash/Share Settled RSU Plan on or after January 1, 2024 shall continue to vest as per their original vesting schedule. The retirement criteria are that a Participant who is an officer reaches the age of fifty-five (55) and voluntarily ceases to be an officer or employee, provided that: (A) the Participant has, at such time, provided continuous services to the Company or a subsidiary for a minimum of five (5) years; (B) the combination of the Participant's age and years of continuous service to the Company or a subsidiary aggregate at least sixty-five (65); (C) the Participant has provided the Company with six (6) months prior written notice of the Participant's intention to retire; and (D) is offered by the Company the opportunity to and enters into an agreement (which shall include non-competition and non-solicitation covenants and the consequences of breaching such covenants including the immediate termination of all outstanding CosRSUs, LDRSUs and/or Options) with the Company (the foregoing being "<b>Retirement (65)</b>"). Pursuant to the Option Plan as a result of the Participant's retirement pursuant to Retirement (65), the terms, of all Options held by such Participant granted on or after January 1, 2024 shall not change as a result of such Retirement (65) and the provisions of the Option Plan outlining that such Options held by the Participant shall terminate 90 days after a Participant ceases to be an officer or employee of the Company or a subsidiary shall not apply to the Participant or the Options held by the Participant. Pursuant to the Cash/Share Settled Plan and LDRSU Plan, as a result of the Participant's retirement pursuant to Retirement (65), the terms of all CosRSUs, CosPSUs, LDRSUs or LDPSUs held by such Participant granted on or after January 1, 2024 including, with restriction, the term during which such CosRSUs or CosPSUs may be outstanding, shall not change as a result of such Retirement (65).</p>
	Cameron Grainger	
	Eric Furlan	
	Michael Kruchten	
	Daniel Ferreiro	

Under the Employment Agreements for Messrs. Furlan and Kruchten, in the event of a change of control or a triggering change of control, the Executive, at the Company's request, agrees to remain employed by the Company for up to one (1) month following the change of control to assist with the orderly transition of management. Under the Employment Agreements for Messrs. Mohsen, Grainger, and Ferreiro, in the event of a change of control, the Executive, at the Company's request, agrees to remain employed by the Company for up to two (2) months following the change of control to assist with the orderly transition of management.

The Company has attempted to remain abreast of trends in employment law, such that changes in the Employment Agreements and employment contracts, which are made from time to time, reflect what the Company believes to be competitive terms, as at the time of each Executive's hiring.

In exchange for payments received upon termination of employment, the Executive agrees to sign and provide to the Company a full and final release (releasing the Company and its affiliates) in a form that is satisfactory to the Company.

The table below discloses the estimated incremental payments, payables and benefits to our Executives that are triggered by or result from termination without cause, resignation for good reason, change of control or triggering change of control effective December 31, 2025.

### Estimated Incremental Compensation on Termination Without Cause, Resignation by Reason of Constructive Dismissal (based on hypothetical termination as at December 31, 2025)

Name	Compensation Components									
	Severance Period (months)	2X Annual Base Salary (\$)	2X Average of Last 2 Incentive Bonus Payments <sup>(1)</sup> (\$)	2X Annual Benefits (\$)	Options <sup>(2)</sup> (\$)	LDRSUs (\$) <sup>(3)</sup>	LDPSUs (\$) <sup>(3)</sup>	CosRSUs <sup>(3)</sup> (\$)	CosPSUs <sup>(3)</sup> (\$)	Total (\$)
Imad Mohsen	24	1,350,000	1,333,800	100,000	—	701,767	1,657,954	239,499	1,436,978	6,819,998
Cameron Grainger <sup>(4)</sup>	24	600,000	390,779	90,000	—	113,386	226,761	148,280	175,558	1,744,764
Eric Furlan	24	859,364	624,704	100,000	—	301,307	711,833	107,305	643,794	3,348,307
Michael Kruchten	24	694,824	511,608	100,000	—	249,029	588,352	88,708	532,098	2,764,619
Daniel Ferreiro	24	756,000	558,070	151,200	—	222,220	525,015	75,202	451,029	2,738,736

- Notes:
- (1) The annual incentive plan bonuses for 2025 were not paid until March 2026, as previously disclosed in Note (5) to the NEO Summary Compensation Table.
  - (2) Pursuant to the Option Plan, if the Executive's employment is terminated by the Company with or without cause, or the Executive elects to terminate his employment, the Executive may exercise any Options that were vested by the date of termination of employment for up to ninety (90) days following that date or the expiration date of the Options, whichever occurs first. All other Options would be terminated. There were no vested options in the money at December 31, 2025 based on the closing price of the Common Shares on the TSX on December 31, 2025 of \$18.45.
  - (3) Pursuant to the Cash/Share Settled RSU Plan and the LDRSU Plan, if the Executive's employment is terminated by the Company with or without cause, or the Executive elects to terminate his employment, any Common Shares corresponding to any remaining vested grant of CosRSUs or CosPSUs or LDRSUs or LDPSUs shall be delivered to the Executive as soon as practicable. In addition, if the Executive's employment is terminated by the Company without cause, then a pro rata portion of the unvested long term incentives shall be deemed to have vested immediately prior to the Forfeiture Date (as defined herein), which pro rata portion of unvested long term incentives will be calculated as set forth under Appendix "D" (Cash/Share Settled RSU Plan) and Appendix "E" (Restricted Share Unit Plan (Longer Duration)). All other CosRSUs, CosPSUs, LDRSUs and LDPSUs would be terminated.
  - (4) Mr. Grainger was appointed Interim CFO on September 21, 2024 and appointed CFO on March 5, 2025.

**Estimated Incremental Compensation Upon a Triggering Change of Control, Upon a Change of Control with Good Reason (based on hypothetical change of control as at December 31, 2025)**

Compensation Components										
Name	Severance Period (months)	2X Annual Base Salary (\$)	2X Average of Last 2 Incentive Bonus Payments <sup>(2)</sup> (\$)	2X Annual Benefits (\$)	Options <sup>(3)</sup> (\$)	LDRSUs <sup>(4)</sup> (\$)	LDPSUs <sup>(4)</sup> (\$)	CosRSUs <sup>(4)</sup> (\$)	CosPSUs <sup>(4)</sup> (\$)	Total (\$)
Imad Mohsen	24	1,350,000	1,333,800	100,000	646,418	1,915,756	3,831,512	239,499	1,436,978	10,207,545
Cameron Grainger <sup>(5)</sup>	24	600,000	390,779	90,000	228,937	408,188	816,339	333,502	214,020	2,852,828
Eric Furlan	24	859,364	624,704	100,000	277,540	822,538	1,645,039	107,305	643,794	4,802,744
Michael Kruchten	24	694,824	511,608	100,000	229,388	679,827	1,359,673	88,708	532,098	3,966,738
Daniel Ferreira	24	756,000	558,070	151,200	204,698	606,636	1,213,309	75,202	451,029	3,811,446

- Notes:
- (1) The above table denotes the incremental compensation each Executive would be entitled to in the event of a Change of Control With Good Reason, and for Messrs. Furlan, and Kruchten the entitlement for a Triggering Change of Control.
  - (2) The annual incentive plan bonuses for 2025 were not paid until March 2026, as previously disclosed in Note (5) to the NEO Summary Compensation Table. However, the 2025 bonus amounts are included in the incentive bonus calculations for the above table based on the assumption that they would have been included in the NEOs incremental compensation should there have been a termination on December 31, 2025 due to termination without cause, resignation for good reason or upon a change of control.
  - (3) In accordance with the Option Plan, in the event of a change in control of the Company, all unvested Options for each Executive shall vest and all issued and outstanding Options will immediately be exercisable for up to 30 days after the occurrence of such change of control, or at such earlier time as may be established by the Board. Based on a hypothetical change of control as at December 31, 2025 and based on the closing price of the Common Shares on the TSX on December 31, 2025 of \$18.45.
  - (4) The Cash/Share Settled RSU Plan and the LDRSU Plan also provides for accelerated vesting of CosRSUs and CosPSUs and LDRSUs and LDPSUs, respectively, upon a Change of Control (as defined in the Cash/Share Settled RSU Plan and LDRSU Plan) as described under Appendix "D" (Cash/Share Settled RSU Plan) and Appendix "E" (Restricted Share Unit Plan (Longer Duration)). Based on a hypothetical change of control as at December 31, 2025 and based on the closing price of the Common Shares on the TSX on December 31, 2025 of \$18.45 and CosPSU and LDPSU payout multiplier approved by the Board of 1.0.
  - (5) Mr.Grainger was appointed Interim CFO on September 21, 2024 and CFO effective March 5, 2025.

## Other Disclosure

### Indebtedness of Directors and Senior Officers

As at the date hereof there is no indebtedness outstanding by directors, Executives or former directors and Executives of the Company to the Company or its subsidiaries and there has been no such indebtedness at any time since incorporation.

### Interest of Certain Persons and Companies in Matters to be Acted Upon

Management of the Company is not aware of any material interest, direct or indirect, by way of beneficial ownership or otherwise, of any director or executive officer or anyone who has held office as such since the beginning of the Company's last financial year, any proposed nominee for election as a director of the Company or of any associate or affiliate of any of the foregoing in any matter to be acted on at the Meeting, other than the election of directors or the appointment of auditors or as disclosed herein.

### Interest of Informed Persons in Material Transactions

There are no material interests, direct or indirect, of any informed person of the Company (as such term is defined in National Instrument 51-102 – *Continuous Disclosure Obligations*), any proposed director of the Company or any associate or affiliate of any informed person or proposed director of the Company in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries, other than as disclosed herein.

### Additional information

Additional information respecting the Company is available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). Financial information respecting the Company is provided in the Company's comparative annual financial statements and MD&A for its most recently completed financial year. Shareholders can access this information on the Company's profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) or by request to the Chief Financial Officer of the Company at 2700 Eighth Avenue Place, West Tower, 585 – 8<sup>th</sup> Avenue S.W., Calgary, Alberta T2P 1G1 or Fax (403) 265-8216. The Board of Directors can be contacted at [BoardofDirectors@parexresources.com](mailto:BoardofDirectors@parexresources.com).

# Appendix “A”

## Mandate of the Board of Directors

### 1. Purpose of the Mandate of the Board of Directors

- a) The purpose of this Mandate is to assist the Board of Directors (the “**Board**”) of Parex Resources Inc. (the “**Corporation**”) in the exercise of its duties. By virtue of approving this Mandate, the Board affirms its ongoing responsibility for the stewardship of the Corporation.
- b) The Board wishes to emphasize that the substance of good corporate governance is more important than its form; adoption of a set of guidelines and principles or any particular practice or policy is not a substitute for, and does not itself assure, good corporate governance.

### 2. Purpose of the Board of Directors

- a) The primary responsibility of the Board is to foster the long-term success of the Corporation.
- b) In overseeing the conduct of the business of the Corporation, the Board, through the Chief Executive Officer (“**CEO**”) of the Corporation, shall set the standards of conduct for the Corporation.

### 3. General Legal Obligations of the Board

- a) The *Business Corporations Act* (Alberta) identifies the following as legal requirements for the Board:
  - 1) To manage or supervise the management of the business and affairs of the Corporation.
  - 2) To act honestly and in good faith with a view to the best interests of the Corporation.
  - 3) To exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- b) The Board has the responsibility to oversee the conduct of the business of the Corporation and to oversee management of the Corporation (“**Management**”) which is responsible for the day-to-day conduct of business. In performing its functions, the Board also considers the legitimate interests which other stakeholders such as shareholders, employees, regulators, surface rights owners, indigenous persons, industry associations, suppliers, customers and communities may have in the Corporation.
- c) The Board is responsible for directing Management to ensure that legal requirements have been met, and that documents and records have been properly prepared, approved and maintained.

### 4. Procedures and Organization

The Board operates by delegating certain of its authorities, including spending authorizations, to Management and by reserving certain powers to itself. The current spending authorizations have been put in place by the Board through the passage of a resolution delegating authority to the CEO and Management (referred to as the “**Authority Grid**”).

- a) The Board retains the responsibility for managing its own affairs including:
  - 1) Appointing a Chair of the Board who is not a member of Management and is otherwise “independent” pursuant to securities policies or, failing that, ensuring that an independent “lead director” is appointed.
  - 2) Selecting the Chair for each meeting of the Board, or an acting Chair, if the Chair is absent from the meeting.
  - 3) Recruiting strong independent directors.
  - 4) Nominating candidates for election to the Board.
  - 5) Reviewing annually director compensation.
- b) Subject to the Articles of the Corporation and the *Business Corporations Act* (Alberta), the Board may constitute, seek the advice or recommendations of and delegate powers, duties and responsibilities to Board committees.

### 5. Expectations of Management

- a) The Board expects Management to work diligently towards enhancing the Corporation’s performance by ensuring that existing operations are managed prudently and that new business development opportunities are sought.
- b) The Board expects Management to provide the Board with all pertinent information regarding the operations and corporate development activities of the Corporation in order for the Board to properly assess whether the Corporation’s goals are being met. Management is expected to provide as much information as is required or requested so that the Board can participate actively in important discussions on the Corporation’s future, strategic planning and performance assessments. The Board expects Management to be completely forthcoming with respect to its assessment of opportunities and performance to allow the Board to make reasoned decisions.

## 6. Board Size

- a) The Board shall consist of such number of directors within the range set forth in the Corporation's articles of incorporation as the Board deems appropriate in order to facilitate effective decision-making. The Board delegates to the CGNC the responsibility of considering and making recommendations to the Board with respect to the appropriate Board size.
- b) Members of the Board should offer their resignation from the Board to the Chair of the Board following:
  - 1) Change in personal circumstances which would reasonably interfere with the ability to serve as a director.
  - 2) Change in personal circumstances which would reasonably reflect poorly on the Corporation (for example, conviction under the *Criminal Code* or securities legislation).
  - 3) If applicable, in accordance with the Corporation's majority voting policy, should a board member receive a greater number of votes "withheld" from his or her election than votes "for" his or her election.

## 7. Independence

- a) The Board must develop and voice objective judgment on corporate affairs, independently of Management. Practices promoting Board independence will be pursued. This includes constituting the Board with a majority of independent directors (as defined in Section 1.4 of National Instrument 52-110 – *Audit Committees* (as amended or replaced from time to time) of the Canadian Securities Administrators). Certain tasks suited to independent judgments will be delegated to specialized Board committees that are comprised of a majority or entirely of independent directors. The Board will develop broad standards to determine whether directors are independent and will conduct, on at least an annual basis, a determination of the independence of each of its members. The Board will disclose both the standards and the annual determinations as required by law.
- b) Any director who is not independent or whose circumstances change such that he or she might be considered to be no longer independent shall promptly advise the Board of the change in circumstances.

## 8. Performance

The Board will evaluate its own performance in a continuing effort to improve. For this purpose, the Board will establish criteria for Board and Board member performance, and pursue a self-evaluation process for evaluating overall Board performance.

## 9. Nomination

The Board shall, prior to nominating any directors on behalf of the Corporation:

- 1) Consider what competencies and skills the Board, as a whole, should possess; and
- 2) Assess what competencies and skills each existing director possesses.

In carrying out these functions, the Board shall consider the advice and input of the CGNC.

## 10. Duties and Responsibilities

In keeping with generally accepted corporate governance practices and, as part of the overall stewardship responsibility, the Board explicitly assumes responsibility for the following:

### a) Selection of Management & Succession Planning

The Board has the responsibility to:

- 1) Appoint and replace the CEO, to monitor CEO performance, to approve CEO compensation and to provide advice and counsel to the CEO in the execution of the CEO's duties.
- 2) Be responsible for plans being made for Management succession and development, including in respect of the CEO.
- 3) Assess and approve the entering into of agreements (which shall include non-competition and non-solicitation covenants and the consequences of breaching such covenants) with the Corporation respecting the retirement from any employment with the Corporation or a subsidiary by a director or officer of the Corporation or a subsidiary.

### b) Oversight of Management

The Board has the responsibility to:

- 1) Assess each officer's contribution to the implementation and achievement of the Corporation's strategic plan measured by performance against objectives established by the Board.
- 2) Establish a formal process for determining officers' compensation, in part, by using established criteria and objectives for measuring performance.
- 3) Acting upon the advice of the CEO, and the recommendation of the CGNC, the Board has the responsibility to approve the appointment and remuneration of all officers.

### c) Strategic Operating and Capital Plans

While the leadership for the strategic planning process comes from the Management of the Corporation, the Board shall bring objectivity and a breadth of judgment to the strategic planning process and will ultimately approve the strategy developed by Management as it evolves.

The Board has the responsibility to:

- 1) Oversee the development and approval of the mission of the Corporation.
- 2) Review, with Management, and approve the strategic plan for the Corporation and update such strategic plan at least annually.
- 3) Approve the annual operating and capital plans and budgets and review status of these plans and budgets at least quarterly including:
  - Capital spending;
  - Funds flow and working capital;
  - Operating and transportation cost; and
  - Production.
- 4) Approve the establishment of credit facilities and borrowings.
- 5) Approve issuances of additional shares or other securities.
- 6) Approve the repurchase of common shares in accordance with applicable securities laws.
- 7) Consider ESG (as defined below)-related issues, including as identified by Board committees, Environmental, Social and Governance Management Steering Committee (the “**ESG Management Steering Committee**”) and Management when reviewing and approving the Corporation's strategic plan, annual operating and capital plans and budgets, acquisition and divestiture activities, investor relations activities and general corporate strategy.
- 8) Be responsible for Management ensuring it has identified the principal risks of the Corporation's business and has taken reasonable steps to ensure that Management has implemented appropriate systems to effectively monitor and manage these risks with a view to the long-term viability of the Corporation and its assets, and that it conduct an annual review of the associated risks.
- 9) Be responsible for congruence between the strategic plan, stakeholder expectations and Management's performance.
- 10) Delegate to the appropriate Board committee the responsibility to review and assess the identification and management of Enterprise Risk Management matters pertaining to the applicable committee.

### d) Environmental, Social and Governance

The Board has the responsibility to:

- 1) In collaboration with the Board committees, the ESG Management Steering Committee and Management, establish procedures and processes to identify, manage, measure and assess risks and opportunities related to climate change, environmental and social factors relevant to the Corporation and the conduct of its business in a safe, socially responsible, ethical and transparent manner for the benefit of all stakeholders and the communities in which it operates, including physical and transition climate related risks, plausible future climate related macro scenarios, land and water use, human capital management, employee engagement, diversity and inclusion and health and safety (“**E&S**”).
- 2) In collaboration with the Board committees, the ESG Management Steering Committee and Management, establish E&S governance policies, procedures and practices for the Corporation (such governance factors, together with E&S, being referred to as “**ESG**”).
- 3) Review with Management on a regular basis ESG-related issues, risks and opportunities relevant to the Corporation's business, strategy and risk management processes and be responsible for assigning ESG-related responsibilities to Management, Board committees and the ESG Steering Committee, as applicable.
- 4) In collaboration with the Board committees, the ESG Management Steering Committee and Management, determine the reporting structure within the Corporation for ESG matters, and review and monitor the effectiveness of the reporting structure on a regular basis.
- 5) Together with the Board committees, the ESG Management Steering Committee and Management, review and assess the Corporation's performance against ESG metrics, targets, benchmarks and goals established by the Corporation from time to time.
- 6) Regularly review the Corporation's public disclosure and reporting and external communication practices pertaining to ESG issues, including the use of reporting frameworks and standards and assessments of materiality.

7) Review and approve the Corporation's annual ESG report and other ESG related public disclosure documents.

e) **New Business Development and Exploration**

The Board has the responsibility to:

- 1) Review proposed material acquisitions and divestments, including a review of the technical due diligence conducted, and be satisfied that the Corporation has in place an adequate process to review all material acquisitions and divestments.
- 2) Review at least annually, the Corporation's property portfolio management strategy and complete a quarterly review of any major projects, as applicable.
- 3) Review the Corporation's exploration plans, results versus expectations and material exploration efforts.

f) **Policies and Procedures**

The Board has the responsibility to:

- 1) Approve and monitor compliance with all significant policies and procedures which govern the Corporation's operations.
- 2) Direct Management to implement systems which are designed to ensure that the Corporation operates at all times within applicable laws and regulations.

g) **Monitoring and Acting**

The Board has the responsibility to:

- 1) Monitor the Corporation's progress towards its goals and objectives, and to revise and alter its direction through Management in light of changing circumstances.
- 2) Approve the Corporation's payment of dividends.
- 3) Direct Management to ensure systems are in place for the implementation and integrity of the Corporation's internal control and management information systems.
- 4) Be responsible for having an audit process in place for the Corporation, which can inform the Board of the integrity of the financial data and compliance of the financial information with generally accepted accounting principles.
- 5) Implement adequate measures for receiving feedback from the Corporation's stakeholders.

h) **Compliance Reporting and Corporate Communications**

The Board has the responsibility to:

- 1) Oversee that the financial performance of the Corporation is adequately reported to shareholders, other security holders and regulators on a timely and regular basis.
- 2) Oversee that the Corporation's financial results are reported fairly and in accordance with generally accepted accounting principles.
- 3) Oversee that procedures are in place to effect the timely reporting of any other developments that have a significant and material impact on the value of the Corporation.
- 4) Review, consider and where required, approve, the reports required under National Instrument 51-101 – *Standards for Disclosure of Oil and Gas Activities* (as amended or replaced from time to time) of the Canadian Securities Administrators.
- 5) Report annually to shareholders on the Board's stewardship for the preceding year (the Annual Report).
- 6) Oversee that the Corporation has in place a policy to enable the Corporation to communicate effectively with its shareholders and the public generally.
- 7) Recommend to shareholders of the Corporation a firm of chartered professional accountants to be appointed as the Corporation's auditors.

## 11. Meetings

- a) The Board shall meet at least once in each fiscal quarter, either in person or by teleconference. Additional meetings can be scheduled as required, at the discretion of the Board. Each director has a responsibility to attend and participate in Board meetings. Telephone or videoconference attendance is permissible with approval from the Chair.
- b) Minutes of each meeting of the Board will be prepared by the Corporate Secretary. Following each meeting, the Corporate Secretary will provide draft copies of the minutes of the meeting to the Board.
- c) The CEO and such other staff as appropriate to provide information to the Board shall attend meetings at the invitation of the Board.

- d) At each Board meeting, there shall be a private session of the independent directors from which the non-independent directors will be excused, under the leadership of the Chair of the Board, and if the Chair is not independent, the independent directors will also meet in camera under the leadership of the Lead Director without the Chair present.

## **12. Mandate Review**

Parex's Corporate Governance and Nominating Committee shall review this Mandate every other year, or more frequently as may be determined necessary by the Corporate Governance and Nominating Committee, to ensure the Board is achieving its purpose.

## **13. Authorization**

This Mandate of the Board of Directors is hereby approved on behalf of the Board . this 30th day of October, 2009 as amended on November 9, 2011, November 13, 2013, October 4, 2017, February 7, 2019, February 4, 2021, and August 3, 2022.

# Appendix "B"

## Option Plan

The Company has a "rolling" Option Plan reserving a maximum of 5.0% of the issued and outstanding Common Shares for issuance pursuant to Options, provided that the maximum number of Common Shares issuable pursuant to outstanding Options and all other security based compensation arrangements (as defined in the TSX Company Manual), shall not exceed 5.0% of the Common Shares outstanding from time to time.

The purpose of the Option Plan is to provide directors, officers and employees of Parex an incentive to achieve the longer term objectives of Parex; to give suitable recognition to the ability and industry of such persons who contribute materially to the success of Parex; and to attract and retain in the employ of Parex or any of its subsidiaries, persons of experience and ability by providing them with the opportunity to acquire an increased proprietary interest in Parex.

### Description of the Option Plan

#### Eligibility

The Option Plan provides for the granting of Options to purchase Common Shares of Parex to directors, officers and key employees of Parex and its subsidiaries.

#### Administration

The Option Plan is administered by the Board and the Board may, subject to applicable law, delegate its powers to administer the Option Plan to a committee of the Board. Options may be granted at the discretion of the Board, in such number that may be determined at the time of grant, subject to the limits set out in the Option Plan.

#### Exercise Price

The exercise price of Options granted under the Option Plan will be fixed by the Board at the time of grant, provided that the exercise price shall be not less than the closing trading price per Common Share on the TSX (or if the Common Shares are not listed on the TSX, on such stock exchange as the Common Shares are then traded) on the last trading day preceding: (i) the issuance of news release in respect of the Option grant, or (ii) if a news release is not issued announcing the Option grant, the date of grant, or in all cases, if the Common Shares are not listed at the applicable time on any stock exchange, a price determined by the Board.

#### Maximum Percentage of Common Shares Reserved

The aggregate maximum number of Common Shares that may be issued pursuant to the exercise of Options awarded under the Option Plan and all other share compensation arrangements of Parex is 5.0% of the Common Shares outstanding from time to time, subject to the following limitations:

1. the aggregate number of Common Shares reserved for issuance to any one person under the Option Plan, together with all other share compensation arrangements of Parex, within a 12-month period, must not exceed 5.0% of the outstanding issue of Common Shares (on a non-diluted basis);
2. the aggregate number of Common Shares reserved for issuance to any one Insider (as defined in the Option Plan) pursuant to the Option Plan, together with all other share compensation arrangements of Parex, must not exceed 5.0% of the outstanding issue of Common Shares;
3. the aggregate number of Common Shares issued to insiders pursuant to the Option Plan, together with all other share compensation arrangements of Parex, within a 12 month period, must not exceed 5.0% of the outstanding issue of Common Shares;
4. the aggregate number of Common Shares reserved for issuance to Insiders pursuant to the Option Plan, together with all other share compensation arrangements, at any time, must not exceed 5.0% of the issue of Common Shares;
5. the aggregate number of Common Shares reserved for issuance pursuant to the Option Plan to any one participant employed to provide investor relations activities (as defined in the Option Plan) within a 12 month period, must not exceed 2.0% of the outstanding issue of Common Shares;
6. the aggregate number of Common Shares reserved for issuance to all non-management directors pursuant to the Option Plan cannot exceed 1.0% of the outstanding issue of Common Shares; and
7. the aggregate value of all Options (calculated as of the date of grant) granted pursuant to the Option Plan to any non-management director cannot exceed \$100,000 in any 12-month period.

#### Transferability

The Options are not assignable or transferable by an optionee, except for a limited right of assignment in the event of the death of the optionee.

### Term and Vesting

The term of Options granted shall be determined by the Board in its discretion, to a maximum of five years from the date of the grant of the Option. The vesting period or periods within this period during which an Option or a portion thereof may be exercised shall be determined by the Board. In the absence of any determination by the Board as to vesting, vesting shall be as to one third on each of the first, second and third anniversaries of the date of grant. Further, the Board may, in exceptional circumstances and in its sole discretion at any time or in the Option agreement in respect of any Options granted, accelerate or provide for the acceleration of vesting of Options previously granted.

### Early Expiration

Unless otherwise provided in an agreement evidencing the grant of Options, Options shall terminate at the earlier of: (a) the close of business 90 days after the optionee ceasing (other than by reason of death or Retirement (as defined below) but including termination with or without cause) to be at least one of an officer, director or employee (in active employment carrying out regular and normal duties) of Parex or a subsidiary of Parex, as the case may be; (b) the close of business 90 days after the optionee has been provided with written notice of dismissal related to (a) above; and (c) the original expiry date of the Option. If before the expiry of an Option in accordance with the terms thereof a participant ceases to be an employee, officer or director of Parex or a subsidiary of Parex by reason of the death of the participant, any unvested portion of such Option shall immediately vest. In addition, such Option may, subject to the terms thereof and any other terms of the Option Plan, be exercised by the legal personal representative(s) of the participant's estate or at any time before 5:00 p.m. (Calgary time) up to one year after the date of death of the participant, or until the original expiry date of the Option, if earlier.

If before the expiry of an Option in accordance with the terms thereof an optionee ceases to be an employee or officer of the Company or a subsidiary of the Company, as the case may be, as a result of:

- a. the Participant's Retirement (70) (as defined below), then the terms, including, of all Options held by such optionee shall not change as a result of such retirement and the provisions of the Option Plan outlining that all Options held by the Participant shall terminate 90 days after a Participant ceases to be an officer or employee of the Company or a subsidiary shall not apply to the Participant or the Options held by the Participant, subject to the terms of the Retirement Agreement (as defined below) entered into by the optionee and the Company;
- b. the participant's Retirement (65) (as defined below), then: (i) the terms of all Options held by such optionee that were granted on or after January 1, 2024 shall not change as a result of such retirement and the provisions of the Option Plan outlining that all Options held by the Participant shall terminate 90 days after a Participant ceases to be an officer or employee of the Company or a subsidiary shall not apply to the Participant or the Options held by the Participant; and (ii) the terms of all Options held by such optionee that were granted prior to January 1, 2024 shall terminate 90 days after the optionee ceases to be an officer or employee of the Company or a subsidiary of the Company, as a result of such retirement, in either case subject to the terms of the Retirement Agreement entered into by the optionee and the Company.

For the purposes of the Option Plan,

- a. **"Retirement"** has the meaning set out in the Company's Retirement Policy - Officers and Employees, however, shall also mean: (a) the date that an optionee who is an officer or bona fide employee of the Company or a subsidiary reaches the age of sixty (60) and voluntarily ceases to be an officer or bona fide employee of the Company or a subsidiary, provided that the optionee: (i) has, at such time, provided continuous services to Company or a subsidiary for a minimum of ten (10) years; (ii) has provided the Company with six (6) months prior written notice of the optionee's intention to retire; and (iii) is offered by the Company the opportunity to and enters into an agreement (which shall include non-competition and non-solicitation covenants and the consequences of breaching such covenants including the immediate termination of all outstanding Options notwithstanding the provisions noted above in respect of such Retirement) (a **"Retirement Agreement"**) with the Company respecting such optionee's retirement from any employment with the Company or a subsidiary in a form that is acceptable to the Company; or (b) such other meaning as the CEO of the Company in the case of an optionee who is not an officer of the Company or a subsidiary, and the Board in all other cases, may determine from time to time (either (a) or (b) above being **"Retirement (70)"**)
- b. **"Retirement (65)"** has the meaning ascribed thereto in the Company's Retirement Policy – Officers and Employees, which, at the date hereof, is: (a) the date that an optionee who is an officer or bona fide employee of the Company or a subsidiary voluntarily ceases to be an officer or bona fide employee of the Company provided that at such time: (i) the optionee has reached the age of fifty-five (55); (ii) the optionee has provided continuous services to the Company or a subsidiary for a minimum of five (5) years; (iii) the combination of the optionee's age and years of continuous service to the Company or a subsidiary aggregate at least sixty five (65); (iv) the optionee has provided the Company with six (6) months prior written notice of the optionee's intention to retire; and (v) is offered by the Company the opportunity to enter into a Retirement Agreement, and subsequently enters into a Retirement Agreement, with the Company; or (b) such other meaning as the CEO of the Company in the case of a optionee who is not an officer or director of the Company or a subsidiary, and the Board in all other cases, may determine from time to time; provided that if at the relevant time the Participant satisfies the criteria of Retirement (65) and also satisfies the criteria of Retirement (70), such designation of Retirement (65) shall be deemed to mean, for all purposes, Retirement (70).

#### *Change of Control and Take-Over Acceleration Right*

In the event of a Change of Control (as defined in the Option Plan) occurring, all Options which have not otherwise vested in accordance with their terms shall be deemed to have vested immediately prior to the Change of Control and be exercisable, notwithstanding the other terms of the Options for a period of time ending on the earlier of the expiry time of the Option and the effective time of the Change of Control.

If approved by the Board, Options may provide that, whenever the Company's Shareholders receive a Take-over Proposal (as defined in the Option Plan), such Option may be exercised as to all or any of the Common Shares in respect of which such Option has not previously been exercised (including in respect of Options not otherwise vested at such time) by the holder of such Option (the "**Take-over Acceleration Right**"), but any such Option not otherwise vested and deemed only to have vested in accordance with the foregoing may only be exercised for the purposes of tendering to such Take-Over Proposal. If for any reason any such Common Shares are not so tendered or, if tendered, are not, for any reason taken up and paid for by the offeree pursuant to the Take-Over Proposal, any such Common Shares so purchased by the participant shall be and shall be deemed to be cancelled and returned to the treasury of the Company, and shall be added back to the number of Common Shares, if any, remaining unexercised under the Option (and shall thus be available for exercise of the Option in accordance with the terms thereof) and upon presentation to the Company of share certificates representing such Common Shares properly endorsed for transfer back to the Company, the Company shall refund to the participant all consideration paid by him or her in the initial purchase thereof. The Take-over Acceleration Right shall commence at such time as is determined by the Board, provided that, if the Board approves the Take-over Acceleration Right but does not determine commencement and termination dates regarding same, the Take-over Acceleration Right shall commence on the date of the Take-over Proposal and end on the earlier of the expiry time of the Option and the tenth (10th) day following the expiry date of the Take-over Proposal. Notwithstanding the foregoing, the Take-over Acceleration Right may be extended for such longer period as the Board may resolve.

#### **Voluntary Blackout Periods**

Pursuant to the Option Plan, the expiration of the term of any Options that would fall during a voluntary black out period or within 10 business days following the termination of a voluntary blackout period will be extended for a period of 10 business days following the expiry of such blackout period such that all optionees will always have a maximum of 10 business days following a voluntary blackout period to exercise Options. This provision applies to all options whatever the date of grant.

#### **Adjustments in Common Shares**

Appropriate adjustments in the number of Common Shares subject to the Option Plan and, as regards Options granted or to be granted, in the number of Common Shares optioned and in the exercise price, shall be made by the Board to give effect to adjustments in the number of Common Shares resulting from subdivisions, consolidations or reclassifications of the Common Shares, the payment of stock dividends by the Company (other than dividends in the ordinary course) or other relevant changes in the authorized or issued capital of the Company, which changes occur subsequent to the approval of the Option Plan by the Board.

#### **Amendments to Options**

The Option Plan provides that the Option Plan and any Options granted pursuant to the Option Plan may be amended, modified or terminated by the Board without approval of the Shareholders subject to any required approval of the TSX. Notwithstanding the foregoing, the Option Plan or any Options may not be amended without Shareholder approval to: (a) increase the number of Common Shares reserved for issuance under the Option Plan or the Option Plan maximum; (b) reduce the exercise price of any Option granted pursuant to the Option Plan; (c) extend the term of any outstanding Options beyond the original expiry date of the Option, other than as permitted pursuant to the Option Plan; (d) amend the Option Plan to increase the entitlements of non-management directors under the Option Plan; (e) permit an optionee to transfer or assign Options to a new beneficial holder, other than for estate settlement purposes; (f) any amendment to increase the number of Common Shares that may be issued to insiders above the restrictions contained in the Option Plan; or (g) amend the amendment provisions in the Option Plan.

In addition, no amendment to the Option Plan or Options granted pursuant to the Option Plan may be made without the consent of the optionee, if it adversely alters or impairs the rights of any optionee in respect of any Option previously granted to such optionee under the Option Plan.

Further, neither the Option Plan nor any Options may be amended without Shareholder approval to cancel any Options and issue the holder of such Options a new Option or other entitlement in replacement thereof or to amend such provision in the Option Plan.

## Appendix "C"

### DSU Plan

The DSU Plan allows the Board or the HR&C Committee to grant DSUs, each of which is a unit that is equivalent in value to a Common Share. DSUs will be fully vested upon grant and a DSU Participant (as defined below) will have the right to receive a Cash Payment (as defined below) on the Separation Date (as defined below) or such later date as the DSU Participant may elect by written notice delivered to the CFO (as defined herein) of the Company prior to the Separation Date. The purpose of the DSU Plan is to provide non-employee directors of the Company with the opportunity to acquire DSUs in order to allow them to participate in the long-term success of the Company and to promote a greater alignment of their interests with the interests of Shareholders. Any individual who is a member of the Board (an "**Eligible Director**") but who is not also an employee of the Company or any entity that is a subsidiary of the Company from time to time, any entity that is related to the Company for purposes of the *Income Tax Act* (Canada), and any other entity designated by the Board from time to time as a member of the "Parex Group" for the purposes of the DSU Plan (and, for greater certainty, including any successor entity of any of the aforementioned entities) (the "**Parex Group**") is eligible to participate in the DSU Plan.

The DSU Plan is administered by the HR&C Committee, which, from time to time in its sole discretion, will grant DSUs to Eligible Directors ("**DSU Participants**"). In respect of each grant of DSUs, the HR&C Committee will determine, among other things, the number of DSUs allocated to the DSU Participant and such other terms and conditions of the DSUs applicable to each grant.

DSUs will be fully vested upon being granted and credited to an account maintained by the Company for each DSU Participant by means of a book-keeping entry ("**Account**"). The term during which a DSU may be outstanding will, subject to the provisions of the DSU Plan which require or permit the acceleration or the extension of the term, be such period as may be determined from time to time by the Board or the HR&C Committee.

Except as required by law, the rights of a DSU Participant under the DSU Plan are not capable of being assigned, transferred, alienated, sold, encumbered, pledged, mortgaged or charged and are not capable of being subject to attachment or legal process for the payment of any debts or obligations of the DSU Participant.

Notwithstanding any other provision of the DSU Plan, the aggregate value of all DSUs (calculated as of the date of grant) granted pursuant to the DSU Plan in any calendar year (from January 1 to December 31 of such year) to any non-management director cannot exceed \$150,000 (excluding any DSU's granted in a one-time initial grant to a non-management director upon appointment to the Board provided the value of the DSU's granted in any such initial grant is not in excess of \$150,000).

A DSU Participant will receive a Cash Payment (as defined below) in respect of DSUs recorded in the DSU Participant's Account, on one or more of the following dates (the "**Distribution Date**"): (a) in one payment after the date on which the DSU Participant ceases to be a director of any member of, and is not at that time an employee or officer of any member of, the Parex Group (the "**Separation Date**") in respect of all of the DSUs recorded in the Participant's Account; or (b) provided the DSU Participant provides written notice to the CFO of the Company ("**Written Notice**") prior to the Separation Date that the Participant wishes to receive Cash Payments (and, for clarity, does not wish to receive a single Cash Payment for all of the DSUs recorded in the Participant's Account on the Separation Date), on up to four (4) different dates, each such date occurring on or after the Separation Date and on or prior to December 1 of the calendar year following the calendar year in which the Separation Date applicable to such DSU Participant occurs (December 1, the "**Final Payout Date**"), and in such event the following provisions shall apply: (i) the DSU Participant shall be required to select, by one or more additional written notices to the CFO of the Company (a "**Distribution Date Selection Notice**"), each Distribution Date, on which a Cash Payment in respect of Deferred Share Units recorded in the DSU Participant's Account is to occur and shall be required to deliver each Distribution Date Selection Notice no later than five (5) clear trading days (being days that the TSX is open for trading) prior to each corresponding Distribution Date (ii) the DSU Participant shall be required to include in each Distribution Date Selection Notice the number of DSUs recorded in the DSU Participant's Account in respect of which a Cash Payment is to be made on the applicable Distribution Date, provided that the number of DSUs that are the subject of a Distribution Date Selection Notice shall not be less than 10% of the aggregate number of DSUs recorded in the DSU Participant's Account at the Separation Date; and (iii) to the extent the aggregate number of DSUs that are the subject of all Distribution Date Selection Notices provided by the DSU Participant no later than five (5) clear trading days before the Final Payout Date is less than all of the DSUs recorded in such DSU Participant's Account at the Separation Date (the difference being the "**Remaining Deferred Share Units**"), such DSU Participant shall receive a Cash Payment in respect of the Remaining Deferred Share Units on the Final Payout Date.

In the event of a Change of Control (as defined in the DSU Plan) occurring, each DSU Participant will receive on the effective date of such Change of Control a Cash Payment equal in value to the number of DSUs recorded in the DSU Participant's Account on such date.

Unless otherwise determined by the Board:

- A. if a Blackout Period (as defined in the DSU Plan) is in effect, a DSU Participant may not deliver the Written Notice until the seventh (7th) business day after the end of the Blackout Period; and
- B. unless a Participant has previously delivered a Written Notice, if the Separation Date occurs during a Blackout Period, such DSU Participant's entitlement to receive one or more Cash Payments in respect of DSUs recorded in the DSU Participant's Account (as defined in the DSU Plan) shall be determined in accordance with the following: (i) the references to "the Separation Date" in sections 4.6 and 4.7 of the DSU Plan (other than the second reference in section 4.6(b)(ii) of the DSU Plan) shall be deemed to be references to "the date that is fifteen (15) business days after the end of such Blackout Period ("**Single Payment Entitlement Date**")"; and (ii) the Written Notice may only be provided by a DSU Participant following the 7th business day after the end of the Blackout Period and prior to the Single Payment Entitlement Date.

A DSU Participant (or in the event of the DSU Participant's death, his beneficiary or legal representative) will receive a payment (the "**Cash Payment**") equal in value to the number of DSUs recorded in the DSU Participant's Account on the Separation Date (or, as applicable, equal in value to the number of DSUs specified in the applicable Distribution Date Selection Notice) multiplied by the Fair Market Value (as defined below) per Common Share (the "**Distribution Value**") on the Distribution Date, as applicable, less any applicable withholding taxes, within ten (10) business days after the Separation Date, as applicable. Upon payment in full of the Cash Payment less any withholding taxes, the DSUs will be cancelled and no further payments will be made to the DSU Participant under the DSU Plan.

For the purposes of the DSU Plan, "Fair Market Value" with respect to a Common Share, as at any date, means the weighted average of the prices at which the Common Shares traded on the TSX (or, if the Common Shares are not then listed and posted for trading on the TSX or are then listed and posted for trading on more than one stock exchange, on such stock exchange on which the majority of the trading volume and value of the Common Shares occurs) for the five (5) trading days on which the Common Shares traded on the said exchange immediately preceding such date. In the event that the Common Shares are not listed and posted for trading on any stock exchange, the Fair Market Value shall be the fair market value of the Common Shares as determined by the Board in its sole discretion, acting reasonably and in good faith.

Upon the death of a DSU Participant prior to the distribution of the DSUs credited to the Account of such DSU Participant under the DSU Plan, a Cash Payment shall be made to the estate of such DSU Participant on or about the thirtieth (30th) day after the Company is notified of the death of the DSU Participant or on a later date elected by the DSU Participant's estate in the form prescribed for such purposes by the Company and delivered to the CFO of the Company not later than twenty (20) days after the Company is notified of the death of the DSU Participant, provided that such elected date is no later than December 1 of the calendar year following the calendar year in which the DSU Participant dies so that payment can be made on or before the last business day of the year. Such Cash Payment shall be equivalent to the amount which would have been paid to the DSU Participant pursuant to and subject to applicable withholding taxes, calculated on the basis that the day on which the DSU Participant dies, or the date elected by the estate, as applicable, is the Distribution Date.

Each DSU in a Participant's Account shall be credited with the equivalent amount of a dividend paid on a common share ("**Dividend Equivalents**") in the form of additional DSUs as of each dividend payment date in respect of which normal cash dividends are paid on the Common Shares. Such Dividend Equivalents shall be computed by dividing: (a) the amount obtained by multiplying the amount of the dividend declared and paid per Common Share by the number of DSUs recorded in the DSU Participant's Account on the record date for the payment of such dividend, by (b) the "**Dividend Market Value**" (being the Fair Market Value per Common Share on the dividend record date), with fractions computed to three decimal places.

The Board may amend, suspend or terminate the DSU Plan or any portion thereof and any DSU granted under it (together with any related agreement in respect of a DSU) at any time without prior notice. However, no such amendment, suspension or termination may materially adversely affect any DSU, or any rights pursuant thereto, granted previously to any DSU Participant without the consent of that DSU Participant.

## Appendix "D"

### Cash/Share Settled RSU Plan

The Cash/Share Settled RSU Plan allows the Board to grant Cash/Share Settled RSUs (also referred to as "**CosRSUs**" which includes performance Cash/Share Settled PSUs ("**CosPSUs**"), each of which is a right to receive a Cash Payment (as defined below) or Common Shares purchased on the open market by the plan agent (the "**Plan Agent**"). The purpose of the Cash/Share Settled RSU Plan is to: (a) aid in attracting, retaining and motivating directors, officers and employees (collectively, the "**Service Providers**") of the Parex Group by providing them CosRSUs; (b) more closely align Service Providers interests with those of Parex's Shareholders; (c) focus such Service Providers on operational and financial performance and long-term Shareholder value; and (d) motivate and reward Service Providers for their performance and contributions to the Company's long-term success.

The Board administers the Cash/Share Settled RSU Plan and has the authority to: (a) determine the Service Providers to whom CosRSUs may be granted (each a "**Participant**"); and (b) grant CosRSUs on such terms and conditions as it determines. The Board may delegate to a committee (the "**Committee**") of the Board or any director or officer of the Company all or any of the powers conferred on the Board under the Cash/Share Settled RSU Plan.

The Board or the Committee may, in its sole discretion, determine: (a) the time during which CosRSUs shall vest and whether there shall be any other conditions or performance criteria to vesting; (b) the method of vesting; or (c) that no vesting restriction shall exist. In the absence of any determination by the Board or the Committee to the contrary, CosRSUs will vest and be exercisable as to one-third of the total number of CosRSUs granted on each of the first, second and third anniversaries of the grant date, and all CosPSUs will vest on the third anniversary of the grant date thereof. Notwithstanding the foregoing, the vesting of CosRSUs and CosPSUs will be suspended while a Participant is on a leave of absence. In addition, the Board or the Committee may, at its sole discretion at any time or in the agreement in respect of any CosRSUs granted, accelerate or provide for the acceleration of vesting of CosRSUs previously granted.

Prior to a vesting date in respect of any CosPSU, the Board will assess the performance of Parex for the applicable period based upon the performance measures, as determined by the Board. The corporate performance measures considered by the Board may include, but are not limited to: (a) total shareholder return, absolute or relative; (b) the market price of the Common Shares from time to time; (c) the financial performance or results of Parex; (d) other operational or performance criteria relating to Parex; (e) activities related to the growth of Parex; (f) health and safety performance of Parex; (g) the execution of Parex's strategic plan as determined by the Board; and (h) such additional or other measures as the Board will consider appropriate in the circumstances. The weighting of individual measures comprising the performance measures will be determined by the Board in its sole discretion having regard to the principal purposes of the Cash/Share Settled RSU Plan and upon such assessment, the Board will determine the applicable payout multiplier, which will not be less than 0 and not more than 2 (the "**Payout Multiplier**").

In the event the Participant elects (or is deemed to elect) to receive a cash payment for all of the vested CosRSUs and CosPSUs held by such Participant: as of each vesting date a Participant shall be automatically entitled to receive a payment (a "**Cash Payment**") equal in value to: (i) the number of vested CosRSU's for which the Participant elected to receive a Cash Payment, less the number of vested CosPSU's recorded in the Participant's Account multiplied by the Fair Market Value (as defined below) of a Common Share on the vesting date; plus (ii) the number of vested CosPSU's recorded in the Participant's Account for which the Participant elected to receive a Cash Payment multiplied by the Payout Multiplier (calculated as discussed below), with such product multiplied by the Fair Market Value of a Common Share on the vesting date, less any applicable withholding taxes. For the purposes of the Cash/Share Settled RSU Plan, "Fair Market Value" with respect to a Common Share, as at any date, means the weighted average of the prices at which the Common Shares traded on the TSX (or, if the Common Shares are not then listed and posted for trading on the TSX or are then listed and posted for trading on more than one stock exchange, on such stock exchange on which the majority of the trading volume and value of the Common Shares occurs) for the three (3) trading days on which the Common Shares traded on the said exchange immediately prior to and inclusive of such date. In the event that the Common Shares are not listed and posted for trading on any stock exchange, the Fair Market Value shall be the fair market value of the Common Shares as determined by the Board in its sole discretion, acting reasonably and in good faith.

In the event the Participant elects to receive a share payment for all of the vested CosRSUs and CosPSUs held by such Participant, as of each vesting date a Participant shall be automatically entitled to receive: (i) one Common Share for each vested CosRSU and (ii) such number of Common Shares that is equal to the number of vested CosPSUs multiplied by the Payout Multiplier.

Except as required by law and the terms of the Cash/Share Settled RSU Plan, the rights of a Participant under the Cash/Share Settled RSU Plan are not capable of being assigned, transferred, alienated, sold, encumbered, pledged, mortgaged or charged and are not capable of being subject to attachment or legal process for the payment of any debts or obligations of the Participant.

The term during which a CosRSU may be outstanding is, such period, not in excess of three years plus the time period required to settle the vested CosRSUs.

If a Participant ceases to be a director or officer, or in the employ of, any of the entities comprising the Parex Group for any reason whatsoever, including, without limitation, resignation, involuntary termination (with or without cause) or death, as determined by the

Board in its sole discretion, before all of the grants respecting CosRSUs credited to the Participant's account have vested or are forfeited pursuant to any other provision of the CosRSU Plan, the former Participant shall forfeit all unvested grants respecting CosRSUs in the Participant's account effective as at the Forfeiture Date (as defined below). Notwithstanding the foregoing, if a Participant ceases to be in the employ of any of the entities of the Parex Group as a result of the termination of employment by the applicable Parex Group entity, other than termination for cause, then a pro rata portion of the unvested CosRSUs credited to the Participant's account will be deemed to have vested immediately prior to the Forfeiture Date. The pro rata portion of unvested CosRSUs shall be calculated for each applicable separate grant of CosRSUs, by multiplying the total number of CosRSUs in such grant (vested and unvested) by the quotient obtained from dividing the number of days from the date of grant of such Cash/Share Settled RSUs to the Forfeiture Date by 1,095 and then subtracting the number of CosRSUs in such grant that have vested prior to the Forfeiture Date. The pro rata portion of unvested CosPSUs shall be calculated for each applicable separate grant of CosPSUs, by multiplying the total number of CosPSUs in such grant by the quotient obtained from dividing the number of days from the Grant date of such CosRSUs to the Forfeiture Date by 1,095. Any unvested CosRSUs in the Participant's account that are not vested as aforesaid shall not vest and shall be forfeited by the Participant effective as of the Forfeiture Date. In respect of CosPSUs that vest as aforesaid, the Payout Multiplier in respect of such CosPSUs shall be determined, in good faith, as of the Forfeiture Date, utilizing, for this purpose, the data and information, including any peer group information, as at the end of the most recently ended fiscal quarter (or as at the end of the most recently completed fiscal year to the extent such quarterly information is not available) provided that if no such determination is made by the Board, the Payout Multiplier in respect of such CosPSUs shall be deemed to be one (1).

Pursuant to the terms of the Cash/Share Settled RSU Plan, "**Forfeiture Date**" means the date, as determined by the Board, on which a Participant ceases to be a Participant pursuant to the Cash/Share Settled RSU Plan.

Notwithstanding the preceding paragraph, if a Participant ceases to be a director or officer of or be in the employ of, or other Service Provider to, any of the entities comprising the Parex Group due to the death of the Participant, any unvested grants respecting CosRSUs in the deceased Participant's account effective as at the time of the Participant's death are deemed to have vested immediately prior to the Forfeiture Date with the result that the deceased Participant shall not forfeit any unvested grants respecting CosRSUs. If the Participant's death occurs within 90 days of the next vesting date applicable to such unvested CosPSUs, the vesting date for such unvested CosPSUs shall be deemed to be that vesting date and the Payout Multiplier for such unvested CosPSUs shall be determined as of such vesting date.

If a Participant ceases to be an officer of or be in the employ of, or other Service Provider to, any entities comprising the Parex Group as a result of the Participant's retirement:

- a. by reason of Retirement (70) (as defined below), then the terms of all CosRSUs held by such Participant, including the time during which such CosRSUs may be outstanding shall not change as a result of such retirement; or
- b. the Participant's retirement by reason of Retirement (65) (as defined below), then (i) the terms of all CosRSUs held by such Participant that were granted on or after January 1, 2024 shall not change as a result of such retirement; and (ii) the terms of all CosRSUs held by such Participant that were granted prior to January 1, 2024 shall terminate pursuant to the forfeiture provisions of the Cash/Share Settled RSU Plan) as a result of such Retirement (65),

in either case, subject to the terms of the Retirement Agreement (as defined below) entered into by the Participant and the Company.

For the purposes of the Cash/Share Settled RSU Plan Retirement (70) and Retirement (65) have the meanings set out in the applicable retirement policies maintained by the Company. Pursuant to the Retirement Policy - Officers and Employees, the following terms have the noted meanings:

- a. "**Retirement (70)**" means: (a) the date that a Participant who is an officer or bona fide employee of the Company or a subsidiary voluntarily ceases to be an officer or bona fide employee of the Company reaches the age of sixty (60) and voluntarily ceases to be an officer or bona fide employee of the Company provided that at such time the Participant: (i) has reached the age of sixty (60); (ii) has provided continuous services to Company or a subsidiary for a minimum of ten (10) years; (iii) has provided the Company with six (6) months prior written notice of the Participant's intention to retire; and (iv) is offered by the Company the opportunity to and enters into an agreement (which shall include non-competition and non-solicitation covenants and the consequences of breaching such covenants including the immediate termination of all outstanding CosRSUs notwithstanding the provisions noted above in respect of such retirement) (a "**Retirement Agreement**") with the Company respecting such Participant's retirement from any employment with the Company or a subsidiary in a form that is acceptable to the Company; or (b) such other meaning as the CEO of the Company in the case of a Participant who is not an officer or director of the Company or a subsidiary or, any other entity designated by the Board from time to time, and the Board in all other cases, may determine from time to time.

- b. **"Retirement (65)"** means: (a) the date that a Participant who is an officer or bona fide employee of the Company or a subsidiary voluntarily ceases to be an officer or bona fide employee of the Company provided that at such time: (i) the Participant has reached the age of fifty-five (55); (ii) the Participant has provided continuous services to the Company or a subsidiary for a minimum of five (5) years; (iii) the combination of the Participant's age and years of continuous service to the Company or a subsidiary aggregate at least sixty five (65); (iv) the Participant has provided the Company with six (6) months prior written notice of the Participant's intention to retire; and (E) is offered by the Company the opportunity to enter into a Retirement Agreement, and subsequently enters into a Retirement Agreement, with the Company; or (b) such other meaning as the CEO of the Company in the case of a Participant who is not an officer or director of the Company or a subsidiary or, any other entity designated by the Board from time to time, and the Board in all other cases, may determine from time to time; provided that at the relevant time the Participant satisfies the criteria of Retirement (65) and also satisfies the criteria of Retirement (70), such designation of Retirement (65) shall be deemed to mean, for all purposes, Retirement (70).

Pursuant to the Retirement Policy – Directors, for the purpose of the Cash/Share Settled RSU Plan, for a director of the Company (who is not also an employee or officer of any member of the Parex Group), "Retirement (70)" shall mean either: (i) the date the director voluntarily ceases to be a director of the Company provided that at such time the director: (A) has continually been a director of the Company for a minimum of 8 years, (B) has at all times carried out his or her duties as a director of the Company, in compliance with his or her fiduciary duties at law (C) has provided the Company with 6 months prior written notice with the intention to retire as a director and (D) is offered to enter into a Retirement Agreement, and subsequently enters into a Retirement Agreement; or (ii) such other meaning as the Board may determine, subject to the Company's Retirement Policy - Directors.

Notwithstanding any other provision in the Cash/Share Settled RSU Plan or the terms of any CosRSU agreement: (a) if on or immediately following the effective date of a Change of Control (as defined below), a Participant shall no longer be in the employ of a member of the Parex Group or the continuing successor corporation or other entity as a result of termination of employment by the member of the Parex Group or the continuing successor corporation or other entity, other than termination of employment for cause, all CosRSUs held by such Participant which have not otherwise vested in accordance with their terms shall be deemed to have vested immediately prior to the Change of Control, such Participant shall not be entitled to make an election (as described below) for such vested CosRSUs and the cash payment for such CosRSUs shall be made or delivered, and no later than immediately following the effective date of the Change of Control. With respect to any unvested CosPSUs which vest, the Payout Multiplier in respect of such CosPSUs shall be determined immediately prior to the effective date of the Change of Control, provided that if no such determination is made by the Board, the Payout Multiplier in respect of such CosPSUs shall be deemed to be one (1); or (b) if following the Change of Control a Participant continues to be in the employ of a member of the Parex Group or the continuing successor corporation or other entity and in the period ending twelve (12) months from the effective date of the Change of Control, such Participant either: (i) shall no longer be in the employ of a member of the Parex Group or the continuing successor corporation or other entity as a result of termination of employment by the member of the Parex Group or the continuing successor corporation or other entity, other than termination for cause; or (ii) voluntarily ceases to be in the employ of a member of the Parex Group or the continuing successor corporation or other entity, with good reason, all CosRSUs (and/or similar securities of the continuing successor corporation or entity issued in replacement of CosRSUs) held by such Participant which have not otherwise vested in accordance with their terms shall immediately vest, such Participant shall not be entitled to make an election (as described below) for such vested CosRSUs and the cash payment, for such CosRSU shall be made as soon as practical thereafter, less applicable withholdings. With respect to any unvested CosPSUs which vest, the Payout Multiplier in respect of such CosPSUs shall be determined, in good faith, as of the date the Participant ceases to be in the employ of a member of the Parex Group or the continuing successor corporation or other entity as aforesaid, provided that if no such determination is made by the Board, the Payout Multiplier in respect of such CosPSUs shall be deemed to be one (1).

A "Change of Control" is defined in the Cash/Share Settled RSU Plan as: (i) the purchase or acquisition of any Common Shares or convertible securities by a holder (as defined in the Cash/Share Settled RSU Plan) which results in the Holder beneficially owning, or exercising control or direction over, Common Shares or Convertible Securities such that, assuming only the conversion of Convertible Securities beneficially owned or over which control or direction is exercised by the Holder, the Holder would beneficially own, or exercise control or direction over, Common Shares carrying the right to cast more than 50% of the votes attaching to all Common Shares, but excluding any issue or sale of Common Shares of the Company to an investment dealer or group of investment dealers as underwriters or agents for distribution to the public either by way of prospectus or private placement; or (ii) the Company completes an amalgamation, arrangement, merger or other consolidation or combination of the Company with another corporation which requires approval of the Shareholders of the Company pursuant to its statute of incorporation and pursuant to which the Shareholders of the Company immediately thereafter do not own shares of the successor or continuing corporation, which would entitle them to cast more than 50% of the votes attaching to all shares in the capital of the successor or continuing corporation, which may be cast to elect directors of that corporation; or (iii) the election at a meeting of the Company's Shareholders of that number of persons which would represent a majority of the Board, as directors of the Company who are not included in the slate for election as directors proposed to the Company's Shareholders by the Company; or (iv) the liquidation, dissolution or winding-up of the Company; or (v) the sale, lease or other disposition of all or substantially all of the assets of the Company; or (vi) the completion of any transaction or the first of a series of transactions which would have the same or similar effect as any transaction or series of transactions referred to in subsections (i), (ii), (iii), (iv) and (v) referred to above; or (vii) a determination by the Board that there has been a change, whether by way of a change in the holding of the Common Shares of the Company, in the ownership of the Company's assets or by any other means, as a result of which any person or group of persons acting jointly or in concert is in a position to exercise effective control of the Company.

Prior to each vesting date, Participants will be required to make an election for all vested CosRSUs recorded in the Participant's account to receive one (but not a combination) of a cash payment or Common Shares purchased on the open market by the Plan Agent. If a Participant would be making an election during a Blackout Period, the making of such election will be delayed to a date which is two business days following the end of the Blackout Period (or such longer period as approved by the Board or the Committee). In the event a Participant fails to submit an election notice in accordance with the Cash/Share Settled RSU Plan, such Participant will be entitled to receive a cash payment for all vested CosRSUs recorded in the Participant's account on such vesting date and shall not be entitled to receive Common Shares purchased on the open market.

If the intended grant date of CosRSUs would occur during a Blackout Period, such date will be extended to a date which is three (3) business days following the end of the Blackout Period (or such longer period as approved by the Board or the Committee).

Each CosRSU in a Participant's account shall be credited with the equivalent amount of a dividend paid on a common share ("**Dividend Equivalents**") in the form of additional CosRSUs as of each dividend payment date in respect of which normal cash dividends are paid on the Common Shares. Such Dividend Equivalents shall be computed by dividing: (a) the amount obtained by multiplying the amount of the dividend declared and paid per Common Share by the number of CosRSU recorded in the Participant's account on the record date for the payment of such dividend, by (b) the Fair Market Value, per Common Share on the record date for the payment of such dividend, with fractions computed to three decimal places. For certainty, upon a CosRSU vesting pursuant to the terms of the Cash/Share Settled RSU Plan, all Dividend Equivalents (in the form of additional CosRSUs) credited to a Participant in respect of such vested CosRSU shall similarly and contemporaneously vest, regardless of the date on which the Dividend Equivalent was so credited to a Participant and notwithstanding anything else in the Cash/Share Settled RSU Plan to the contrary.

The Board may amend, suspend or terminate the Cash/Share Settled RSU Plan or amend any CosRSU or CosRSU agreement at any time without the consent of a Participant, provided that such amendment shall not adversely alter or impair any CosRSU previously granted under the Cash/Share Settled RSU Plan or any related CosRSU agreement, except as otherwise permitted by the Cash/Share Settled RSU Plan.

## Appendix "E"

### Restricted Share Unit Plan (Longer Duration)

The LDRSU Plan allows the Board to grant LDRSUs, each of which is a right to receive a Cash Payment (as defined below), Common Shares purchased on the open market ("**Payment Shares**") by the plan agent (the "**Plan Agent**"), or Common Shares issued from treasury ("**Treasury Shares**"). The purpose of the LDRSU Plan is to: (a) aid in attracting, retaining and motivating officers and employees (collectively, the "**Service Providers**") of the Parex Group by providing them LDRSUs; (b) more closely align Service Providers interests with those of Parex's Shareholders; (c) focus such Service Providers on operational and financial performance and long-term Shareholder value; and (d) motivate and reward Service Providers for their performance and contributions to the Company's long-term success.

The Board administers the LDRSU Plan and has the authority to: (a) determine the Service Providers to whom LDRSUs may be granted (each a "**Participant**"); and (b) grant LDRSUs on such terms and conditions, and in such numbers, as it determines. The Board may delegate to a committee (the "**Committee**") of the Board or any director or officer of the Company all or any of the powers conferred on the Board under the LDRSU Plan.

The maximum number of Treasury Shares reserved for issuance under the LDRSU Plan pursuant to outstanding LDRSUs at any time shall be 4,000,000 Common Shares. The number of Treasury Shares (a) issuable pursuant to outstanding LDRSUs and all other security based compensation arrangements will not exceed 5.0% of the Common Shares outstanding from time to time; (b) reserved for issuance to any one Participant under all security based compensation arrangements, will not exceed 5.0% of the issued and outstanding Common Shares; (c) issuable to Insiders (as defined in the LDRSU Plan), at any time, under all security based compensation arrangements will not exceed 5.0% of the issued and outstanding Common Shares; and (d) issued to Insiders, within any one year period, under all security based compensation arrangements, will not exceed 5.0% of the issued and outstanding Common Shares. Any LDRSUs which are granted that otherwise would result in any of the foregoing limitations being exceeded shall be null and void and deemed to not have been granted. Any increase in the issued and outstanding Common Shares (whether as a result of the issue of Treasury Shares pursuant to vested and exercised LDRSUs or otherwise) will result in an increase in the number of Treasury Shares that may be issued under each of (a), (b), (c) and (d) in this paragraph, including pursuant to LDRSUs outstanding at any time.

The term of an LDRSU shall, subject to the provisions of the LDRSU Plan requiring or permitting the acceleration or the extension of the term, be such period, not in excess of ten (10) years from the grant date, as may be determined from time to time by the Board and in the absence of any determination to the contrary will be the time period that is ten (10) years from the grant date (such time period being the "**Term**"), and the time that an LDRSU shall be outstanding shall be the Term plus the time period required to settle the Cash Payment, Payment Shares or Treasury Shares in respect of vested LDRSUs which have been, or have been deemed to be, exercised under the LDRSU Plan (including the period required for the Performance Multiplier (as defined below) to be determined by the Board in the normal course).

LDRSUs that are cancelled, terminated or expire shall result in the Treasury Shares that were reserved for issuance thereunder being available for a subsequent grant of LDRSUs pursuant to the LDRSU Plan to the extent of any Treasury Shares issuable thereunder that are not issued under such cancelled, terminated or expired LDRSUs.

The Board may, in its sole discretion, determine: (a) the time during which LDRSUs shall vest and whether there shall be any other conditions or performance criteria to LDRSU vesting; (b) the method of vesting; or (c) that no LDRSU vesting restriction shall exist. In the absence of any determination by the Board to the contrary, LDRSUs (other than PSUs) will vest and be exercisable as to one-third of the total number of LDRSUs granted on each of the first, second and third anniversaries of the date of grant, and all PSUs will vest on the third anniversary of the date of grant thereof. Notwithstanding the foregoing, the vesting of LDRSUs will be suspended while a Participant is on a leave of absence. In addition, the Board may, at its sole discretion at any time or in the agreement in respect of any LDRSUs granted, accelerate or provide for the acceleration of vesting of LDRSUs previously granted.

In connection with each grant of LDPSUs, the Board shall, in its sole discretion and without restriction (having regard to the principal purposes of the LDRSU Plan), determine: (i) the minimum and maximum amounts of the "**Performance Multiplier**" to be used in respect of each such grant, which minimum shall not be less than zero (0) and which maximum shall not be greater than two (2), unless, in each case, otherwise determined by the Board, and (ii) the individual measures comprising the performance measures and the weighting of each such measure. In respect of each vesting date in respect of any PSU, the Board will assess the performance of Parex for the applicable period based upon the performance measures applicable to such LDPSUs, in its sole discretion, and, upon the assessment of all Performance Measures and any other factors deemed relevant by the Board, the Board shall determine the applicable Performance Multiplier for such vested LDPSUs, in its sole discretion.

The Participant may exercise any vested LDRSUs by delivering to the Company on a trading day an exercise and election notice (the "**Exercise and Election Notice**") stating the Participant's intention to exercise some or all vested LDRSUs recorded in the Participant's account at the date of such Exercise and Election Notice and specifying the number of vested LDRSUs to be exercised and making an election for all of the vested LDRSUs that are to be exercised to receive one (but not more than one) of a Cash Payment, Payment Shares or Treasury Shares. At any time after (but not later than five (5) trading days after) a Participant delivers, or is deemed to deliver,

an Exercise and Election Notice in respect of any vested LDRSUs electing a Cash Payment or electing Payment Shares, each in accordance with the LDRSU Plan, the Board may, in its sole discretion, determine that such election shall instead be, in the case of an election for a Cash Payment, an election for Payment Shares or for Treasury Shares, or, in the case of an election for Payment Shares, an election for Treasury Shares. In the event the Board exercises its discretion as aforesaid, the Participant will be deemed to have made, in the Exercise and Election Notice delivered or deemed to be delivered by the Participant, the election as so determined by the Board, effective as at the exercise date.

Upon a Participant submitting (or being deemed to submit) a notice of exercise in writing (an "**Exercise and Election Notice**") electing to exercise vested LDRSUs and receive a cash payment for some or all of the vested LDRSUs recorded in such Participant's account as of the exercise date: (a) a Participant shall be entitled to receive a payment ("**Cash Payment**") equal in value to: (i) the number of vested LDRSU's that are being exercised pursuant to the Exercise and Election Notice received as aforesaid, as recorded in such Participant's account as of the exercise date and other than the LDPSUs, multiplied by the Fair Market Value (as defined below) of a Common Share on the exercise date; plus (ii) the number of vested LDPSU's that are being exercised pursuant to the Exercise and Election Notice received as aforesaid, as recorded in such Participant's account as at the Exercise Date multiplied by the Performance Multiplier (calculated as discussed herein), with such product multiplied by the Fair Market Value of a Common Share on the exercise date; less any applicable withholding taxes.

For the purposes of the LDRSU Plan, "Fair Market Value" with respect to a Common Share, as at any date, means the weighted average trading price per Common Share on the TSX (or, if the Common Shares are not then listed and posted for trading on the TSX or are then listed and posted for trading on more than one stock exchange, on such stock exchange on which the majority of the trading volume and value of the Common Shares occurs) for the three trading days immediately prior to and inclusive of such date. In the event that the Common Shares are not listed and posted for trading on any stock exchange, the Fair Market Value shall be the fair market value of the Common Shares as determined by the Board in its sole discretion, acting reasonably and in good faith.

Upon a Participant submitting (or being deemed to submit) an Exercise and Election Notice electing to exercise vested LDRSUs and receive Payment Shares for some or all of the vested LDRSUs recorded in such Participant's account as of the exercise date a Participant shall be entitled to receive: (i) for each vested LDRSU that is being exercised pursuant to the Exercise and Election Notice received as aforesaid, as recorded in such Participant's account as of the exercise date and other than vested LDPSUs, cash that will be used by the Plan Agent to purchase one (1) Common Share on behalf of the Participant; and (ii) for all vested LDPSUs that are being exercised pursuant to the Exercise and Election Notice received as aforesaid, as recorded in such Participant's account as of the exercise date, cash that will be used by the Plan Agent to purchase, on behalf of the Participant, the number of Common Shares that is equal to the number of vested LDPSUs that are being exercised as aforesaid multiplied by the Performance Multiplier. Following the exercise date the Company will pay to the Plan Agent the amount of cash required for the Plan Agent to purchase the Payment Shares on behalf of the Participant and the Plan Agent will use all of the cash paid to it as aforesaid and will purchase the Payment Shares on a securities exchange on which the Common Shares are listed and traded at the then prevailing market rates. The Plan Agent will deliver to the Participant the Payment Shares purchased on behalf of each Participant. Participants shall be responsible for all taxes, and fees owing to the Plan Agent, with respect to the payment of cash to the Plan Agent by the Company on their behalf, the purchase on their behalf of Payment Shares by the Plan Agent, or the receipt by them of Payment Shares.

Upon a Participant submitting (or being deemed to submit) an Exercise and Election Notice electing to exercise vested LDRSUs and receive Treasury Shares for some or all of the vested LDRSUs recorded in such Participant's account as of the exercise date a Participant shall be entitled to receive: (i) for each vested LDRSU that is being exercised pursuant to the Exercise and Election Notice received as aforesaid, as recorded in such Participant's account as of the exercise date and other than vested LDPSUs, one (1) Common Shares; and (ii) for all vested LDPSUs that are being exercised pursuant to the Exercise and Election Notice received as aforesaid, as recorded in such Participant's account as of the exercise date, the number of Common Shares that is equal to the number of vested LDPSUs that are being exercised as aforesaid multiplied by the Performance Multiplier. Following the exercise date the Company will cause the Treasury Shares in respect of which the vested LDRSUs have been exercised to be issued to the Participant. Participants shall be responsible for all taxes with respect to the issuance of Treasury Shares to the Participant or the receipt by them of Treasury Shares.

Except as required by law and the terms of the LDRSU Plan, the rights of a Participant under the LDRSU Plan are not capable of being assigned, transferred, alienated, sold, encumbered, pledged, mortgaged or charged and are not capable of being subject to attachment or legal process for the payment of any debts or obligations of the Participant.

Unless otherwise determined by the Board or unless the Company and a Participant otherwise agree in writing, if a Participant ceases to be an officer of or be in the employ of any of the entities comprising the Parex Group for any reason whatsoever, including, without limitation, resignation, involuntary termination (with or without cause) or death, as determined by the Board in its sole discretion, before all of the grants respecting LDRSUs credited to the Participant's account have vested or are forfeited pursuant to any other provision of the LDRSU Plan, the former Participant shall forfeit all unvested grants respecting LDRSUs in the Participant's account effective as at the Forfeiture Date (as defined below) and shall be deemed to exercise all vested LDRSUs as at such date and elect to receive the Cash Payment for such vested LDRSUs. Notwithstanding the foregoing, if a Participant ceases to be in the employ of any of the entities of the Parex Group as a result of the termination of employment by the applicable Parex Group entity, other than termination for cause, and subject to the Participant signing a full and final reason of the Parex Group, then a pro rata portion of the unvested LDRSUs

(including unvested LDPSUs) credited to the Participant's account will be deemed to have vested immediately prior to the Forfeiture Date. The pro rata portion of unvested LDRSUs shall be calculated for each applicable separate grant of LDPSUs, by multiplying the total number of LDPSUs in such grant by the quotient obtained from dividing the number of days from the date of grant of such LDPSUs to the Forfeiture Date by 1,095 and for each applicable separate grant of LDRSUs other than LDPSUs, by multiplying the total number of LDRSUs in such grant (vested and unvested) by the quotient obtained from dividing the number of days from the date of grant of such LD to the Forfeiture Date by 1,095 and then subtracting the number of LDRSUs in such grant that have vested prior to the Forfeiture Date. Any unvested LDRSUs (including LDPSUs) in the Participant's account that are not vested as aforesaid shall not vest and shall be forfeited by the Participant effective as of the Forfeiture Date. In respect of LDPSUs that vest as aforesaid, the Performance Multiplier in respect of such LDPSUs shall be determined by the Board as of the Forfeiture Date, provided that if no such determination is made by the Board, the Performance Multiplier in respect of such LDPSUs shall be deemed to be one (1).

Pursuant to the terms of the LDRSU Plan, "**Forfeiture Date**" means the date, as determined by the Board, on which a Participant ceases to be a Participant pursuant to the LDRSU Plan.

Notwithstanding the preceding paragraph, if a Participant ceases to be an officer of or be in the employ of, or other Service Provider to, any of the entities comprising the Parex Group due to the death of the Participant, any unvested grants respecting LDRSUs in the deceased Participant's account effective as at the time of the Participant's death are deemed to have vested immediately prior to the Forfeiture Date with the result that the deceased Participant shall not forfeit any unvested grants respecting LDRSUs. In respect of LDPSUs, if a Participant's death occurs within 90 days of the next vesting date applicable to unvested LDPSUs (with such vesting date having been determined at the time of grant of the LDPSUs), the vesting date for such unvested LDPSUs shall be deemed to be that vesting date, and the Performance Multiplier for such unvested LDPSUs shall be determined as of such vesting date. Otherwise, the unvested Performance LDRSUs shall be deemed to have vested immediately prior to the Forfeiture Date and the Performance Multiplier will be deemed to be one. The deceased former Participant shall be deemed to have submitted an Exercise and Election Notice for all vested LDRSUs in the Participant's account and electing to receive the Cash Payment (less applicable withholdings) corresponding to all such vested LDRSUs.

Notwithstanding the foregoing or anything else contained in the LDRSU Plan to the contrary, if a Participant shall cease to be an officer of or be in the employ of, or other Service Provider to, any of the entities comprising the Parex Group as a result of the Participant's retirement by reason of Retirement (65) (as defined in the Information Circular), then the Participant shall remain a Participant under the LDRSU Plan, and terms of all LDRSUs held by such Participant, including, with restriction, the Term and time during which such LDRSUs may be outstanding, will not change as a result of such Retirement (65), subject to the terms of the retirement agreement entered into by the Participant and the Company.

Notwithstanding any other provision in the LDRSU Plan or the terms of any LDRSU agreement: (a) if on or immediately following the effective date of a Change of Control (as defined below), a Participant shall no longer be in the employ of a member of the Parex Group or the continuing successor corporation or other entity as a result of termination of employment by the member of the Parex Group or the continuing successor corporation or other entity, other than termination of employment for cause and subject to the Participant signing and delivering to Parex a full and final release of the Parex Group, all LDRSUs held by such Participant which have not otherwise vested in accordance with their terms shall immediately vest, such Participant shall be deemed to have submitted an Exercise and Election Notice for all vested LDRSUs immediately prior to the termination of such Participant's employment exercising all such vested LDRSUs and electing to receive the Cash Payment corresponding to all such vested LDRSUs, with the Cash Payment for such vested LDRSUs being delivered to the former Participant by no later than immediately following the effective date of the Change of Control. With respect to any unvested LDPSUs which vest, the Performance Multiplier in respect of such LDPSUs shall be determined immediately prior to the effective date of the Change of Control, provided that if no such determination is made by the Board, the Performance Multiplier in respect of such LDPSUs shall be deemed to be one (1); or (b) if following the Change of Control a Participant continues to be in the employ of a member of the Parex Group or the continuing successor corporation or other entity and in the period ending twelve (12) months from the effective date of the Change of Control, such Participant either: (i) shall no longer be in the employ of a member of the Parex Group or the continuing successor corporation or other entity as a result of termination of employment by the member of the Parex Group or the continuing successor corporation or other entity, other than termination for cause; or (ii) voluntarily ceases to be in the employ of a member of the Parex Group or the continuing successor corporation or other entity, with good reason and subject to the Participant signing and delivering to Parex a full and final release of the Parex Group, all LDRSUs (and/or similar securities of the continuing successor corporation or entity issued in replacement of LDRSUs) held by such Participant which have not otherwise vested in accordance with their terms shall immediately vest, such Participant shall be deemed to have submitted an Exercise and Election Notice for all vested LDRSUs immediately prior to the termination of such Participant's employment as aforesaid exercising all such vested LDRSUs and electing to receive the Cash Payment corresponding to all such vested LDRSUs. With respect to any unvested LDPSUs which vest as aforesaid, the Performance Multiplier in respect of such LDPSUs shall be determined, in good faith, as of the date the Participant ceases to be in the employ of a member of the Parex Group or the continuing successor corporation or other entity as aforesaid, provided that if no such determination is made by the Board, the Performance Multiplier in respect of such LDPSUs shall be deemed to be one (1).

A "**Change of Control**" is defined in the LDRSU Plan as: (i) the purchase or acquisition of any Common Shares or convertible securities by a holder which results in the Holder beneficially owning, or exercising control or direction over, Common Shares or Convertible Securities such that, assuming only the conversion of Convertible Securities beneficially owned or over which control or

direction is exercised by the Holder, the Holder would beneficially own, or exercise control or direction over, Common Shares carrying the right to cast more than 50% of the votes attaching to all Common Shares, but excluding any issue or sale of Common Shares of the Company to an investment dealer or group of investment dealers as underwriters or agents for distribution to the public either by way of prospectus or private placement; or (ii) the Company completes an amalgamation, arrangement, merger or other consolidation or combination of the Company with another corporation which requires approval of the Shareholders of the Company pursuant to its statute of incorporation and pursuant to which the Shareholders of the Company immediately thereafter do not own shares of the successor or continuing corporation, which would entitle them to cast more than 50% of the votes attaching to all shares in the capital of the successor or continuing corporation, which may be cast to elect directors of that corporation; or (iii) the election at a meeting of the Company's Shareholders of that number of persons which would represent a majority of the Board, as directors of the Company who are not included in the slate for election as directors proposed to the Company's Shareholders by the Company; or (iv) the liquidation, dissolution or winding-up of the Company; or (v) the sale, lease or other disposition of all or substantially all of the assets of the Company; or (vi) the completion of any transaction or the first of a series of transactions which would have the same or similar effect as any transaction or series of transactions referred to in subsections (i), (ii), (iii), (iv) and (v) referred to above; or (vii) a determination by the Board that there has been a change, whether by way of a change in the holding of the Common Shares of the Company, in the ownership of the Company's assets or by any other means, as a result of which any person or group of persons acting jointly or in concert is in a position to exercise effective control of the Company.

If a Participant would be submitting an Exercise and Notice and thereby exercising any LDRSU and making an election during a Blackout Period or during the first three trading day following the end of such Blackout Period, any such exercise and the making of such election (or any deemed exercise or election) and the delivery (or deemed delivery) to the Company of the Exercise and Election Notice will be delayed to a date which is no earlier than the fourth trading day following the end of the Blackout Period (and in the case of a deemed exercise and election, will be such fourth trading day following the end of the Blackout Period). In the event a Participant fails to submit an Exercise and Election Notice in accordance with the LDRSU Plan, such Participant will be entitled to receive a Cash Payment for all vested LDRSUs recorded in the Participant's account immediately prior to the expiry of the term.

If the expiration of the Term of an LDRSU is to occur during a Blackout Period, such Term and time during which such LDRSU is outstanding will be extended to that date which is ten (10) trading days following the end of the Blackout Period.

Each LDRSU in a Participant's account shall be credited with the equivalent amount of a dividend paid on a common share ("**Dividend Equivalents**") in the form of additional LDRSUs as of each dividend payment date in respect of which normal cash dividends are paid on the Common Shares. Such Dividend Equivalents shall be computed by dividing: (a) the amount obtained by multiplying the amount of the dividend declared and paid per Common Share by the number of LDRSUs recorded in the Participant's account on the record date for the payment of such dividend, by (b) the Fair Market Value, per Common Share on the record date for the payment of such dividend, with fractions computed to three decimal places. Any Dividend Equivalents credited pursuant to the LDRSU Plan shall have the same terms and conditions as the underlying LDRSUs to which they relate. For certainty, upon a LDRSU vesting pursuant to the terms of the LDRSU Plan, all Dividend Equivalents credited to a Participant in respect of such vested LDRSU shall similarly and contemporaneously vest, and the length of time Dividend Equivalents shall be outstanding under the LDRSU Plan shall be, and be deemed to be, equivalent to the length of time such LDRSUs (in respect of which such Dividend Equivalents were credited) are to the outstanding, regardless of the date on which the Dividend Equivalent was so credited to a Participant and notwithstanding anything else in the LDRSU Plan to the contrary. For the purposes of the LDRSU Plan, "Fair Market Value" with respect to a Common Share, as at any date, means the closing trading price per Common Share on the TSX (or, if the Common Shares are not then listed and posted for trading on the TSX or are then listed and posted for trading on more than one stock exchange, on such stock exchange on which the majority of the trading volume and value of the Common Shares occurs) on the last trading day preceding such date. In the event that the Common Shares are not listed and posted for trading on any stock exchange, the Fair Market Value shall be the fair market value of the Common Shares as determined by the Board in its sole discretion, acting reasonably and in good faith.

If the Common Shares are listed for trading on the TSX at the applicable time then subject to any required approval of the TSX, the Board may amend or discontinue the LDRSU Plan or amend any LDRSU agreement at any time without the consent of a Participant, provided that such amendment shall not adversely alter or impair any LDRSU previously granted under the LDRSU Plan or any related LDRSU agreement, except as otherwise permitted by the LDRSU Plan. In addition, the Board may by resolution, amend the LDRSU Plan and any LDRSU granted under it without Shareholder approval, provided however, that at any time while the Common Shares are listed for trading on the TSX, the Board will not be entitled to amend the LDRSU Plan or any LDRSU granted under it without Shareholder and, if applicable, TSX approval: (i) to increase the maximum number of Treasury Shares issuable pursuant to the LDRSU Plan; (ii) to cancel a LDRSU and subsequently issue the holder of such LDRSU a new LDRSU in replacement thereof within 3 months of such cancellation; (iii) to extend the Term of an LDRSU or time an LDRSU is outstanding other than as provided for in the LDRSU Plan; (iv) to permit the assignment or transfer of a LDRSU other than provided for in the LDRSU Plan; (v) to add to the categories of persons eligible to participate in the LDRSU Plan; (vi) to remove any of section 4.10(a), section 4.10(b), section 4.10(d) or section 4.10(e) of the LDRSU Plan or amend any such section to increase the limits set forth therein; or (vii) to remove or amend the amendment section of the LDRSU Plan.

# Appendix "F"

## Option Plan

### ARTICLE 1 PURPOSE OF THIS PLAN

- 1.1 The purpose of this Plan is to provide certain directors, officers and employees of the Parex Group with an opportunity to purchase Shares and to benefit from the appreciation thereof. This will provide an increased incentive for these directors, officers and employees to contribute to the future success and prosperity of the Parex Group, thus enhancing the value of the Shares for the benefit of all the shareholders and increasing the ability of the Corporation to attract and retain individuals of exceptional skill.

### ARTICLE 2 DEFINED TERMS

- 2.1 Where used herein, the following terms shall have the following meanings, respectively:

- a. **"Blackout Period"** means the period of time when, pursuant to any policies of the Corporation, any securities of the Corporation may not be traded by certain persons as designated by the Corporation, including any holder of an Option;
- b. **"Board"** means the board of directors of the Corporation as constituted from time to time;
- c. **"Change of Control"** means any of the following:
  - i. the purchase or acquisition of any Voting Shares or Convertible Securities by a Holder which results in the Holder beneficially owning, or exercising control or direction over, Voting Shares or Convertible Securities such that, assuming only the conversion of Convertible Securities beneficially owned or over which control or direction is exercised by the Holder, the Holder would beneficially own, or exercise control or direction over, Voting Shares carrying the right to cast more than 50% of the votes attaching to all Voting Shares, but excluding any issue or sale of Voting Shares of the Corporation to an investment dealer or group of investment dealers as underwriters or agents for distribution to the public either by way of prospectus or private placement; or
  - ii. the Corporation completes an amalgamation, arrangement, merger or other consolidation or combination of the Corporation with another corporation which requires approval of the shareholders of the Corporation pursuant to its statute of incorporation and pursuant to which the shareholders of the Corporation immediately prior thereto do not immediately thereafter own such number of shares of the successor or continuing corporation, which would entitle them to cast more than 50% of the votes attaching to all shares in the capital of the successor or continuing corporation, which may be cast to elect directors of that corporation; or
  - iii. the election at a meeting of the Corporation's shareholders of that number of persons which would represent a majority of the Board, as directors of the Corporation who are not included in the slate for election as directors proposed to the Corporation's shareholders by the Corporation; or
  - iv. the liquidation, dissolution or winding-up of the Corporation; or
  - v. the sale, lease or other disposition of all or substantially all of the assets of the Corporation; or
  - vi. the completion of any transaction or the first of a series of transactions which would have the same or similar effect as any transaction or series of transactions referred to in subsections (i), (ii), (iii), (iv) and (v) referred to above; or
  - vii. a determination by the Board that there has been a change, whether by way of a change in the holding of the Voting Shares of the Corporation, in the ownership of the Corporation's assets or by any other means, as a result of which any person or group of persons acting jointly or in concert is in a position to exercise effective control of the Corporation;
- d. **"Convertible Securities"** means any securities convertible or exchangeable into Voting Shares or carrying the right or obligation to acquire Voting Shares;
- e. **"Corporation"** means Parex Resources Inc., and includes any successor corporation thereof;
- f. **"Disinterested Shareholder Approval"** means approval by a majority of the votes cast by all shareholders of the Corporation at a meeting of shareholders of the Corporation, excluding votes attaching to Shares beneficially owned by: (i) Insiders to whom Options may be granted under this Plan; and (ii) Associates (as defined in the policies of the Exchange) of persons referred to in (i);
- g. **"Effective Date"** has the meaning ascribed thereto in Article 20 hereof;
- h. **"Exchange"** means the TSX or, if the Shares are not listed and posted for trading on the TSX or are then listed and posted for trading on more than one stock exchange, such stock exchange as the Shares are then listed and posted for trading as selected by the Board;
- i. **"Exercise Price"** means the price per share at which Shares may be purchased under the Option, as the same may be adjusted in accordance with Articles 4 and 6 hereof;

- j. **"Holder"** means a person, a group of persons or persons acting jointly or in concert or persons associated or affiliated, within the meaning of the *Business Corporations Act* (Alberta), with any such person, group of persons or any of such persons acting jointly or in concert;
- k. **"Insider"** means an insider as defined in subsection 1(aa) of the *Securities Act* (Alberta) and includes an associate, as defined in subsection 1(c) of the *Securities Act* (Alberta), as such provisions are from time to time amended, varied or re enacted, of any insider;
- i. **"Investor Relations Activities"** means any activities, by or on behalf of the Corporation or a shareholder of the Corporation, that promote or reasonably could be expected to promote the purchase or sale of securities of the Corporation, but does not include:
- i. the dissemination of information provided, or records prepared, in the ordinary course of business of the Corporation:
    - (A) to promote the sale of products or services of the Corporation; or
    - (B) to raise public awareness of the Corporation;
 that cannot reasonably be considered to promote the purchase or sale of securities of the Corporation;
  - ii. activities or communications necessary to comply with the requirements of:
    - (A) applicable securities laws; or
    - (B) Exchange Requirements (as defined in the policies of the Exchange) or the by-laws, rules or other regulatory instruments of any other self regulatory body or exchange having jurisdiction over the Corporation;
  - iii. communications by a publisher of, or writer for, a newspaper, magazine or business or financial publication, that is of general and regular paid circulation, distributed only to subscribers to it for value or to purchasers of it, if:
    - (A) the communication is only through the newspaper, magazine or publication; and
    - (B) the publisher or writer receives no commission or other consideration other than for acting in the capacity of publisher or writer; or
  - iv. activities or communications that may be otherwise specified by the Exchange.
- m. **"Market Price"** means, as at any date, the closing trading price per Share on the Exchange on the last trading day preceding such date, provided that for the purposes of Section 4.3 hereof means the last trading day on the Exchange preceding: (i) the issuance of a news release in respect of the Option grant, or (ii) if a news release is not issued announcing the Option grant, the date of grant; or, in all cases, if the Shares are not listed on any stock exchange at the applicable time, means a price determined by the Board;
- n. **"Option"** means an option to purchase Shares granted by the Board to a director, officer or employee of one or more of the entities comprising the Parex Group, subject to the provisions contained herein;
- o. **"Parex Group"** means collectively, the Corporation and any entity that is a Subsidiary of the Corporation from time to time, any entity that is related to the Corporation for purposes of the *Income Tax Act* (Canada), and any other entity designated by the Board from time to time as a member of the Parex Group for the purposes of this Plan (and, for greater certainty, including any successor entity of any of the aforementioned entities);
- p. **"Participant"** means a director, officer, or a *bona fide* employee of one or more of the entities comprising the Parex Group to whom one or more Options are granted and which Options or a portion thereof remain unexercised, and where applicable, a former director, officer or *bona fide* employee of one or more of the entities comprising the Parex Group deemed eligible to continue to participate in this Plan in accordance with Article 8 hereof;
- q. **"Plan"** means this stock option plan of the Corporation, as the same may be amended or varied from time to time;
- r. **"Retirement"** has the meaning set out in the *Retirement Policy - Offices and Employees* (the "Retirement Policy"), as applicable, however in any event shall also:
- i. mean the date that a Participant who is an officer or *bona fide* employee of one or more of the entities comprising the Parex Group reaches the age of sixty (60) and voluntarily ceases to be an officer or *bona fide* employee of such entities, provided that the Participant: (A) has, at such time, provided continuous services to one or more of the entities comprising the Parex Group for a minimum of ten (10) years; (B) has provided the Corporation with six (6) months prior written notice of the Participant's intention to retire; and (C) is offered by the Corporation the opportunity to enter into, and subsequently enters into, an agreement (which shall include non-competition and non-solicitation covenants and the consequences of breaching such covenants include the immediate termination of all outstanding Options notwithstanding the provisions of Section 8.3 hereof in respect of such Retirement) (a **"Retirement Agreement"**) with the Corporation respecting such Participant's retirement from any employment with the entities comprising the Parex Group in a form that is acceptable to the Corporation; or
  - ii. have such other meaning as the Chief Executive Officer of the Corporation in the case of a Participant who is not an officer or director of any of the entities comprising the Parex Group, and the Board in all other cases, may determine from time to time;

(either of the foregoing provisions of this Section 2.1(r)(i) or (ii) being "**Retirement (70)**");

- s. "**Retirement (65)**" has the meaning ascribed thereto in the applicable Retirement Policy;
- t. "**Shares**" means the common shares in the capital of the Corporation or, in the event of an adjustment contemplated by Article 6 hereof, such other Shares to which a Participant may be entitled upon the exercise of an Option as a result of such adjustment;
- u. "**Subsidiary**" has the meaning ascribed thereto in the *Securities Act* (Alberta);
- v. "**Take-over Proposal**" means (i) any proposal or offer by a third person, whether or not subject to a due diligence condition and whether or not in writing, to acquire in any manner, directly or indirectly, beneficial ownership of or control or direction over more than 50% of the Corporation's outstanding Voting Shares whether by way of arrangement, amalgamation, merger, consolidation or other business combination, including any single or multi-step transaction or series of related transactions that is structured to permit such third person to acquire in any manner, directly or indirectly, more than 50% of its outstanding Voting Shares, or (ii) any proposal, offer or agreement for a merger, consolidation, amalgamation, arrangement, recapitalization, liquidation, dissolution, reorganization into a royalty trust or income fund or similar transaction or other business combination involving the Corporation;
- w. "**TSX**" means the Toronto Stock Exchange; and
- x. "**Voting Shares**" means any securities of the Corporation ordinarily carrying the right to vote at elections of directors.

### **ARTICLE 3 ADMINISTRATION OF THIS PLAN**

- 3.1 This Plan shall be administered by the Board. The Corporation shall effect the grant of Options under this Plan, in accordance with determinations made by the Board pursuant to the provisions of this Plan as to:
- a. the directors, officers and employees of the Corporation and, if applicable, any other entities comprising the Parex Group to whom Options will be granted; and
  - b. the number of Shares which shall be the subject of each Option;
- by the execution and delivery of instruments in writing in the form approved by the Board.
- 3.2 The Board may, from time to time, adopt such rules and regulations for administering this Plan as it may deem proper and in the best interests of the Corporation and may, subject to applicable law, delegate its powers hereunder to administer this Plan to a committee of the Board.

### **ARTICLE 4 GRANTING OF OPTIONS**

- 4.1 The Board from time to time shall grant Options to certain directors, officers and employees of the entities comprising the Parex Group. The grant of Options will be subject to the conditions contained herein and may be subject to additional conditions determined by the Board from time to time.
- 4.2 The aggregate maximum number of Shares that may be issued pursuant to the exercise of Options awarded under this Plan and all other security based compensation arrangements of the Corporation is 5% of the Shares outstanding from time to time, subject to the following limitations:
- a. the aggregate number of Shares reserved for issuance to any one person under this Plan, together with all other security based compensation arrangements of the Corporation, within a 12-month period, must not exceed 5% of the outstanding issue of Shares (on a non diluted basis);
  - b. the aggregate number of Shares reserved for issuance to any one Insider pursuant to this Plan, together with all other security based compensation arrangements of the Corporation, must not exceed 5% of the outstanding issue of Shares;
  - c. the aggregate number of Shares issued to Insiders pursuant to this Plan, together with all other security based compensation arrangements of the Corporation, within a 12-month period, must not exceed 5% of the outstanding issue of Shares;
  - d. the aggregate number of Shares reserved for issuance to Insiders pursuant to this Plan, together with all other security based compensation arrangements, at any time, must not exceed 5% of the issue of Shares;
  - e. the aggregate number of Shares reserved for issuance pursuant to this Plan to any one Participant employed to provide Investor Relations Activities within a 12-month period, must not exceed 2% of the outstanding issue of Shares;
  - f. the aggregate number of Shares reserved for issuance to all non-management directors pursuant to this Plan cannot exceed 1.0% of the outstanding issue of Shares; and
  - g. the aggregate value of all Options (calculated as of the date of grant) granted pursuant to this Plan to any non-management director, after the Effective Date, cannot exceed \$100,000 in any 12 month period.

The Shares in respect of which Options are not exercised shall be available for subsequent Options. This prescribed maximum may be subsequently increased to any other specified amount, provided the change is authorized by a vote of the shareholders of the Corporation. If any Options granted under this Plan shall expire, terminate or be cancelled for any reason without having been exercised in full, any unpurchased Shares to which such Options relate shall be available for the purposes of the granting of further Options under this Plan. No fractional shares may be purchased or issued hereunder.

- 4.3 Subject to the policies of the Exchange, the Exercise Price of any Option shall be fixed by the Board when such Option is granted, provided that such price shall not be less than the Market Price of the Shares. The Exercise Price as fixed by the Board is intended to be the fair market value of the Shares at the date of grant and, subject to the approval of the Board, the Exchange and the shareholders of the Corporation (where required), the Exercise Price may be adjusted if necessary to achieve that result. Disinterested Shareholder Approval will be required for the reduction of the Exercise Price of any Options held by persons who are Insiders of the Corporation at the time of the proposed amendment.
- 4.4 The term of Options granted shall be determined by the Board in its discretion, to a maximum of five years from the date of the grant of the Option. The vesting period or periods within this period during which an Option or a portion thereof may be exercised by a Participant shall be determined by the Board. In the absence of any determination by the Board as to vesting, vesting shall be as to one-third on each of the first, second and third anniversaries of the date of grant. Further, the Board may, in its sole discretion at any time or in the Option agreement in respect of any Options granted, accelerate or provide for the acceleration of, vesting of Options previously granted. In the case of options granted on February 29th of any year, the "anniversary date" shall be deemed to be February 28th of each of the subsequent years.
- 4.5 If the original expiry date of any Option (the "**Restricted Options**") falls within any Blackout Period or within 10 business days (being a day other than a Saturday, Sunday or other than a day when banks in Calgary, Alberta are not generally open for business) ("**Business Day**") following the end of any Blackout Period, then the expiry date of such Restricted Options shall, without any further action, be extended to the date that is 10 Business Days following the end of such Blackout Period. The foregoing extension applies to all Options whatever the date of grant and shall not be considered an extension of the term of the Options as referred to in Article 10 hereof.

## **ARTICLE 5**

### **EXERCISE OF OPTIONS**

- 5.1 Subject to this Plan, a Participant (or his or her legal personal representative) may exercise an Option from time to time by the delivery to the Corporation, at its head office in Calgary, Alberta, or as otherwise directed by the Corporation, of a written notice of exercise ("**Exercise Notice**") specifying the number of Shares with respect to which the Option is being exercised and accompanied by payment in full in cash of the purchase price of the Shares then being purchased. Upon exercise of the Option, the Corporation will cause to be delivered to the Participant a certificate or certificates, representing such Shares in the name of the Participant or the Participant's legal personal representative or otherwise as the Participant may or they may in writing direct. Unless otherwise authorized by the Board and permitted by the Exchange, no financial assistance shall be provided by the Corporation to any Participant to facilitate the exercise of Options granted pursuant to this Plan.
- 5.2 Subject to this Plan, a Participant (or his or her legal personal representative) may elect to exercise an Option by surrendering such Option in exchange for the issuance of Shares equal to the number determined by dividing the Market Price (as at the date of exercise) into the difference (if positive) between the Market Price (as at the date of exercise) and the Exercise Price of such Option. An Option may be exercised pursuant to this Section 5.2 from time to time by delivery to the Corporation at its head office in Calgary, Alberta or such other place as may be specified by the Corporation, of a written notice of exercise specifying that the Participant wishes to surrender his or her Option on the basis described in this Section 5.2 and the number of Options to be so exercised. The Board has the sole discretion to consent to or reject the election of such Participant to exercise an Option to receive Shares pursuant to this Section 5.2. The Corporation will not be required, upon the exercise of any Options pursuant to this Section 5.2 to issue fractions of Shares or to distribute certificates representing fractional Shares. In lieu of fractional Shares, there will be paid to the Participant by the Corporation upon the exercise of such Options pursuant to this Section 5.2 within 10 Business Days after the exercise date, an amount equal to the then fair market value of such fractional interest (as determined by the Board), provided that the Corporation will not be required to make any payment, calculated as aforesaid, that is less than \$10.00. Upon due exercise of an Option in accordance with the foregoing provisions of this Section 5.2 the Option in respect of which the exercise relates shall be deemed to be terminated and shall cease to grant the Participant any further rights thereunder.
- 5.3 Subject to this Plan, a Participant (or his or her legal personal representative) may elect to exercise an Option by surrendering such Option in exchange for a cash amount equal to the difference (if positive) between the Market Price (as at the date of exercise) less the Exercise Price of such Option. An Option may be exercised pursuant to this Section 5.3 from time to time by delivery to the Corporation at its head office in Calgary, Alberta or such other place as may be specified by the Corporation, of a written notice of exercise specifying that the Participant wishes to surrender his or her Option on the basis described in this Section 5.3 and the number of Options to be so exercised. The Board has the sole discretion to consent to or reject the election of such Participant to exercise an Option to receive a cash amount pursuant to this Section 5.3. Upon due exercise of an Option in accordance the foregoing provisions of this Section 5.3 the Option in respect of which the exercise relates shall be deemed to be terminated and shall cease to grant the Participant any further rights thereunder.

## **ARTICLE 6 ADJUSTMENT IN SHARES**

- 6.1 Appropriate adjustments in the number of Shares subject to this Plan and, as regards Options granted or to be granted, in the number of Shares optioned and in the Exercise Price, shall be made by the Board, subject to any required Exchange approvals, to give effect to adjustments in the number of Shares resulting from subdivisions, consolidations or reclassifications of the Shares, the payment of stock dividends by the Corporation (other than dividends in the ordinary course) or other relevant changes in the authorized or issued capital of the Corporation, which changes occur subsequent to the approval of this Plan by the Board.
- 6.2 Options granted to Participants hereunder are non-assignable and non-transferable, except in the case of the death of a Participant (which is provided for in Article 8), and are exercisable only by the Participant to whom the Option has been granted.

## **ARTICLE 7 DECISIONS OF THE BOARD**

- 7.1 All decisions and interpretations of the Board respecting this Plan or Options granted hereunder shall be conclusive and binding on the Corporation and the Participants and their respective legal personal representatives and on all directors, officers and employees eligible under the provisions of this Plan to participate therein.

## **ARTICLE 8 TERMINATION OF EMPLOYMENT/DEATH**

- 8.1 Unless otherwise provided in the agreement evidencing the grant of Options or hereunder, Options shall terminate at the earlier of: (i) the close of business 90 days after the Participant ceasing (other than by reason of death or Retirement but including termination with or without cause) to be a director or officer of or be in the employ of any of the entities comprising the Parex Group, as the case may be; (ii) the close of business 90 days after the Participant has been provided with written notice of dismissal related to (i) above; and (iii) the original expiry date of the Option, provided that the number of Shares that the Participant shall be entitled to purchase in the case of Sections 8.1(i) and (ii) shall be the number of Shares which the Participant was entitled to purchase on the date the Participant ceased to be a director or officer of or be in the employ of any of the entities comprising the Parex Group, as the case may be.
- 8.2 If before the expiry of an Option in accordance with the terms thereof a Participant ceases to be a director or officer of or be in the employ of any of the entities comprising the Parex Group, as the case may be, by reason of the death of the Participant, any unvested portion of such Option shall immediately vest. In addition, such Option may, subject to the terms thereof and any other terms of this Plan, be exercised by the legal personal representative(s) of the Participant's estate at any time before 5:00 p.m. Calgary time up to one year after the date of death of the Participant, or until the original expiry date of the Option, if earlier.
- 8.3 If before the expiry of an Option in accordance with the terms thereof a Participant ceases to be an officer of or be in the employ of any of the entities comprising the Parex Group, as the case may be, as a result of:
- a. the Participant's Retirement (70) then the terms of all Options held by such Participant shall not change as a result of such Retirement (70), and the provisions of Sections 8.1(i) and (ii) outlining that such Options shall terminate 90 days after a Participant ceases to be an officer or employee of any of the entities comprising the Parex Group, as the case may be (or is provided with a notice of dismissal in that connection), shall not apply to the Participant or the Options held by the Participant as a result of such Retirement (70), subject to the terms of the Retirement Agreement entered into by the Participant and the Corporation; or
  - b. the Participant's Retirement (65), then:
    - (i) the terms of all Options held by such Participant that were granted on or after January 1, 2024 shall not change as a result of such Retirement (65), and the provisions of Sections 8.1(i) and (ii) outlining that such Options shall terminate 90 days after a Participant ceases to be an officer or employee of any of the entities comprising the Parex Group, as the case may be (or is provided with a notice of dismissal in that connection), shall not apply to such Options as held by the Participant, as a result of such Retirement (65); and
    - (ii) the terms of all Options held by such Participant that were granted prior to January 1, 2024 shall be subject to the provisions of Sections 8.1(i) and (ii) outlining that such Options shall terminate 90 days after a Participant ceases to be an officer or employee of any of the entities comprising the Parex Group, as the case may be (or is provided with a notice of dismissal in that connection), as a result of such Retirement (65),  
  
in either case (of Section 8.3(a) or (b)) subject to the terms of any Retirement Agreement entered into by the Participant and the Corporation.
- 8.4 This Plan does not confer upon a Participant any right with respect to continuation of employment by any of the entities comprising the Parex Group, nor does it interfere in any way with the right of the Participant or any of the entities comprising the Parex Group to terminate the Participant's employment at any time.
- 8.5 Options shall not be affected by any change of employment of the Participant where the Participant continues to be employed by any of the entities comprising the Parex Group.

## ARTICLE 9 CHANGE OF CONTROL

- 9.1 In the event of a Change of Control occurring, all Options which have not otherwise vested in accordance with their terms shall be deemed to have vested immediately prior to the Change of Control and be exercisable, notwithstanding the other terms of the Options or this Plan for a period of time ending on the earlier of the expiry time of the Option and the effective time of the Change of Control.
- 9.2 The Board may, in its sole discretion, by Board Resolution provide that, whenever the Corporation's shareholders receive a Take-over Proposal, an Option may be exercised as to all or any of the Shares in respect of which such Option has not previously been exercised (including in respect of Options not otherwise vested at such time) by the Participant (the "**Take-over Acceleration Right**"), but any such Option not otherwise vested and deemed only to have vested in accordance with the foregoing may only be exercised for the purposes of tendering to such Take-Over Proposal. If for any reason any such Shares are not so tendered or, if tendered, are not, for any reason taken up and paid for by the offeree pursuant to the Take-Over Proposal, any such Shares so purchased by the Participant shall be and shall be deemed to be cancelled and returned to the treasury of the Corporation, and shall be added back to the number of Shares, if any, remaining unexercised under the Option (and shall thus be available for exercise of the Option in accordance with the terms thereof) and upon presentation of the Corporation of share certificates representing such Shares properly endorsed for transfer back to the Corporation, the Corporation shall refund to the Participant all consideration paid by him or her in the initial purchase thereof. The Take-over Acceleration Right shall commence at such time as is determined by the Board, provided that, if the Board approves the Take-over Acceleration Right but does not determine commencement and termination dates regarding same, the Take-over Acceleration Right shall commence on the date of the Take-over Proposal and end on the earlier of the expiry time of the Option and the tenth (10th) day following the expiry date of the Take-over Proposal. Notwithstanding the foregoing, the Take-over Acceleration Right may be extended for such longer period as the Board may resolve.

## ARTICLE 10 AMENDMENT OR DISCONTINUANCE OF PLAN

- 10.1 This Plan and any Options granted pursuant to this Plan may be amended, modified or terminated by the Board without approval of the shareholders subject to any required approval of the Exchange. Notwithstanding the foregoing, this Plan or any Options may not be amended without shareholder approval to:
- a. increase the number of Shares reserved for issuance under this Plan or the Plan maximum pursuant to Article 4 hereof;
  - b. reduce the Exercise Price of any Option granted pursuant to this Plan;
  - c. extend the term of any outstanding Options beyond the original expiry date of the Option, other than as permitted pursuant to this Plan;
  - d. amend Section 4.2(f) or (g) to increase the entitlements of non-management directors under this Plan;
  - e. permit a Participant to transfer or assign Options to a new beneficial holder, other than for estate settlement purposes;
  - f. any amendment to increase the number of Shares that may be issued to Insiders above the restrictions contained in Article 4; or
  - i. amend this Section 10.1.

In addition, no amendment to this Plan or Options granted pursuant to this Plan may be made without the consent of the Participant, if it adversely alters or impairs the rights of any Participant in respect of any Option previously granted to such Participant under this Plan.

- 10.2 Notwithstanding any other provision in this Plan, this Plan or any Options may not be amended without shareholder approval to cancel any Options and issue the holder of such Options a new option or other entitlement in replacement thereof or to amend this Section 10.2.

## ARTICLE 11 GOVERNMENT REGULATIONS

- 11.1 The Corporation's obligation to issue and deliver Shares under any Option is subject to:
- a. the satisfaction of all requirements under applicable securities laws in respect thereof and obtaining all regulatory approvals as the Corporation shall determine to be necessary or advisable in connection with the authorization, issuance or sale thereof;
  - b. the admission of such Shares to listing on any Exchange on which such Shares may then be listed; and
  - c. the receipt from the Participant of such representations, agreements and undertakings as to future dealings in such Shares as the Corporation determines to be necessary or advisable in order to safeguard against the violation of the securities laws of any jurisdiction.

In this connection, the Corporation shall take all reasonable steps to obtain such approvals and registrations as may be necessary for the issuance of such Shares in compliance with applicable securities laws and for the listing of such Shares on any Exchange on which such Shares are then listed.

## **ARTICLE 12 PARTICIPANTS' RIGHTS**

- 12.1 A Participant shall not have any rights as a shareholder of the Corporation until the issuance of a certificate for Shares upon the exercise of an Option or a portion thereof, and then only with respect to the Shares represented by such certificate or certificates.

## **ARTICLE 13 OPTION AGREEMENT**

- 13.1 The Option agreement between the Corporation and each Participant to whom an Option is granted hereunder will be in writing and will set out the number of Shares subject to option, the Exercise Price, the vesting dates, the expiry date and any other terms approved by the Board, all in accordance with the provisions of this Plan. The agreement will be in such form as the Board may from time to time approve or authorize the officers of the Corporation to enter into and may contain such terms as may be considered necessary in order that the Option will comply with any provisions respecting options under the income tax or other applicable or relevant laws in force in any country or jurisdiction of which the person to whom the Option is granted may from time to time be a resident or citizen or the rules of any regulatory body having jurisdiction over the Corporation.

## **ARTICLE 14 INDEPENDENT ADVICE**

- 14.1 Participants are encouraged to seek tax advice in respect of the grant and exercise of Options and the issuance of the resulting Shares.

## **ARTICLE 15 HOLD PERIOD**

- 15.1 In addition to any resale restrictions imposed under applicable securities laws, if required by the Exchange or any other regulatory authority, Options granted under this Plan and Shares issued on exercise of such Options may be required to be legended evidencing that the Options and the Shares issued upon exercise of the Options are subject to a hold period or restricted period as required by the Exchange or other applicable regulatory authority and the Participant by accepting the Option agrees to comply therewith.

## **ARTICLE 16 VOTING SHARES DULY ISSUED**

- 16.1 Shares issued upon the exercise of an Option granted hereunder will be validly issued and allotted as fully paid and non-assessable upon receipt by the Corporation of the Exercise Price therefore in accordance with the terms of the Option, and the issuance of Shares thereunder will not require a resolution or approval of the Board.

## **ARTICLE 17 MERGERS, AMALGAMATIONS AND SALE**

- 17.1 If the Corporation shall become merged (whether by plan of arrangement or otherwise) or amalgamated in or with another corporation or entity or shall sell the whole or substantially the whole of its assets and undertakings for shares or securities of another corporation or other entity, the Corporation shall, subject to this Article 17, make provision that, upon exercise of an Option after the effective date of such merger, amalgamation or sale, the Participant shall receive such number of shares of the continuing successor corporation or other entity in such merger or amalgamation or the securities or shares of the purchasing corporation or other entity as the Participant would have received as a result of such merger, amalgamation or sale if the Participant had purchased the shares of the Corporation immediately prior thereto for the same consideration paid on the exercise of the Option and had held such shares on the effective date of such merger, amalgamation or sale and, upon such provision being made, the obligation of the Corporation to the Participant in respect of the Shares subject to the Option shall terminate and be at an end and the Participant shall cease to have any further rights in respect thereof. Adjustments under this section or any determinations as to fair market value of any securities shall be made by the Board, and any reasonable determination made by the Board shall be binding and conclusive.

## **ARTICLE 18 TAX WITHHOLDINGS AND DESIGNATIONS**

- 18.1 The Corporation shall have the power and the right to deduct or withhold, or require a Participant to remit to the Corporation, the required amount to satisfy federal, provincial, and local taxes, domestic or foreign, required by law or regulation to be withheld with respect to any taxable event arising as a result of this Plan, including the grant or exercise of Options granted under this Plan. With respect to required withholding, the Corporation shall have the irrevocable right to, and the Participant consents to, the Corporation setting off any amounts required to be withheld, in whole or in part, against amounts otherwise owing by the Corporation to the Participant (whether arising pursuant to the Participant's relationship as a director, officer or employee of the Corporation or as a result of the Participant providing services on an ongoing basis to the Corporation or otherwise), or may make such other arrangements satisfactory to the Participant and the Corporation. In addition, the Corporation may elect, in its sole discretion, to satisfy the withholding requirement, in whole or in part, by withholding such number of Shares as it determines are required to be sold by the Corporation, as trustee, to satisfy the withholding obligation

net of selling costs. The Participant consents to such sale and grants to the Corporation an irrevocable power of attorney to effect the sale of such Shares and acknowledges and agrees that the Corporation does not accept responsibility for the price obtained on the sale of such Shares.

- 18.2 If a Share to be issued to a Participant under an Option is a "non-qualified security" for purposes of the *Income Tax Act* (Canada) (the "**Tax Act**"), the Corporation shall notify the Participant and the Minister of National Revenue in writing as required by the Tax Act and comply with such other related reporting obligations associated with the grant or exercise of such Options.
- 18.3 The Corporation shall not deduct in computing its taxable income for purposes of the Tax Act any payment made to a Participant upon the cancellation or surrender of an Option if such deduction by the Corporation would preclude a Participant from realizing the benefit of a deduction under paragraph 110(1)(d) of the Tax Act or any successor provision thereof, and, where the Participant would otherwise be entitled to such benefit, the Corporation shall elect in the prescribed form, and do all such things as required to make the election, under subsection 110(1.1) of the Tax Act. The Corporation will provide such Participant with evidence in writing of such election having been made under subsection 110(1.1) of the Tax Act.

#### **ARTICLE 19 NO GUARANTEES REGARDING TAX TREATMENT**

- 19.1 Participants (or their beneficiaries) shall be responsible for all taxes with respect to any Options under this Plan, whether arising as a result of the grant or exercise of Options or otherwise. The Board and the Corporation make no guarantees to any person regarding the tax treatment of Options or payments made under this Plan and none of the Corporation, nor any of its employees or representatives shall have any liability to a Participant with respect thereto.

#### **ARTICLE 20 EFFECTIVE DATE**

- 20.1 This Plan is effective as of October 30, 2009, as amended effective November 9, 2011, as further amended effective March 14, 2014 (the "**Effective Date**"), as further amended effective May 13, 2014, March 7, 2017, April 3, 2017, March 10, 2020, April 2, 2020, March 31, 2023, January 1, 2024 and March 3, 2026 and as amended from time to time thereafter.

**Parex Resources Inc.**

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