



April 17, 2017

Dear Shareholder:

You are cordially invited to attend the 2017 Annual General Meeting of Shareholders (the “**Meeting**”) of Pacific Exploration & Production Corporation (the “**Corporation**”) which will take place on Wednesday, May 31, 2017 at 10:00 a.m. (Toronto time) at the Ivey Tangerine Leadership Centre, in the Front Amphitheatre Room, 130 King Street West, Toronto, Ontario, Canada.

This was a year of significant change for the Corporation – financially, operationally and culturally. On November 2, 2016, the Corporation successfully implemented its comprehensive financial restructuring plan, which included, among other things, the appointment of a new board of directors (the “**Board**”), management team and the development of a new business plan focused on capital discipline and value maximization.

The Board is currently undergoing a comprehensive review of the Corporation’s historical approach to executive compensation, director compensation and corporate governance to ensure that such practices are consistent with our new business plan. The Meeting provides us with an opportunity to discuss our new business plan and other matters of general interest to our shareholders. We look forward to your attendance in person or by proxy at the Meeting. You will also have an opportunity to ask questions and to meet the directors and executives of the Corporation at the Meeting.

The attached Notice of Meeting contains details of the business to be conducted at the Meeting and provides information with respect to our historical approach to executive compensation as well as our corporate governance practices and principles for the year ended December 31, 2016. Please take the time to review the accompanying management information circular (the “**Circular**”) and provide your vote on the business items of the Meeting. The contents of the Circular have been approved by the Board. Your vote and participation are very important. If you are unable to attend the Meeting in person, you may vote by completing and returning the enclosed form of proxy.

Many of our public documents, including our 2016 Annual Information Form, news releases and investor presentations are available on our website at [www.pacific.energy](http://www.pacific.energy). We encourage you to visit our website or SEDAR at [www.sedar.com](http://www.sedar.com) for additional information relating to the Corporation.

We look forward to seeing you on May 31, 2017.

Sincerely,

(signed) “*Barry Larson*”

**Barry Larson**  
**Chief Executive Officer**