TERRA NOVA ENERGY LTD.

Suite 880, 580 Hornby Street
Vancouver, BC V6C 3B6

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TO BE HELD ON JULY 15, 2015

AND

INFORMATION CIRCULAR

JUNE 17, 2015

YOUR VOTE HAS NEVER BEEN MORE IMPORTANT.
THE BOARD AND MANAGEMENT RECOMMEND VOTING ONLY THE YELLOW PROXY:

☑ **FOR TERRA NOVA NOMINEES AS DIRECTORS**

SUBMIT YOUR YELLOW PROXY PRIOR TO THE PROXY DEPOSIT DEADLINE AT 11:00 AM VANCOUVER TIME ON JULY 13, 2015.

This document requires immediate attention. If you are in doubt as to how to deal with the documents or matters referred to in this Information Circular, you should immediately contact your advisor or the Company's proxy solicitation agent, Laurel Hill Advisory Group.



North American Toll-Free Number: 1-877-452-7184

Collect Calls Outside North America: 416-304-0211

Email: assistance@laurelhill.com

YOUR VOTE IS IMPORTANT. VOTE THE YELLOW PROXY TODAY.
FOR ASSISTANCE WITH VOTING, PLEASE CONTACT LAUREL HILL ADVISORY GROUP AT,
1-877-452-7184 TOLL-FREE (416-304-0211 COLLECT), OR BY EMAIL AT assistance@laurelhill.com.

QUESTIONS AND ANSWERS

Q1. **What am I being asked to vote on?**

A1. At the Meeting, shareholders will be asked to elect the Terra Nova nominees as directors on the Board of the Company (the "Terra Nova Team"). Shareholders will also be asked to vote on a resolution to re-appoint KPMG LLP as its auditors for the ensuing year and re-approve the Company's 10% rolling stock option plan in addition to other regular meeting business.

Q2. **What does the Board recommend?**

A2. The Terra Nova Team unanimously recommends that shareholders vote only using the **YELLOW** Proxy and vote:

FOR SETTING THE NUMBER OF DIRECTORS FOR THE ENSUING YEAR AT SIX

FOR THE TERRA NOVA NOMINEES FOR DIRECTOR

FOR RE-APPOINTING KPMG LLP, CHARTERED ACCOUNTANTS

FOR RE-APPROVAL OF THE COMPANY'S 10% ROLLING STOCK OPTION PLAN

Q3. **Is there a contested election for the director nominees to the board?**

A3. Yes. Michael Caetano has put forward four dissident nominees for election to the Board of your Company at the Meeting. As a result, a proxy contest is underway and shareholders have an important decision to make, one that will directly impact the future value of your investment.

Q4. **What is this proxy contest about?**

A4. This proxy contest is about determining the individuals who are most qualified to serve on the Board of Terra Nova. The Company is at a critical juncture and the stakes are high. The Board will be required to exercise its judgment and expertise to implement an operations plan for your Company's Australian petroleum licenses.

The Terra Nova Team believes that its nominees for directors have the qualifications and experience needed to efficiently and effectively implement its operations plan and will guide the Company forward and protect the value of your investment.

Shareholders should vote the **YELLOW** Proxy today to protect their investment in Terra Nova and elect qualified and independent board that will act in the best interests of all shareholders.

Q5. **How can shareholders stop the dissidents and protect the future of Terra Nova and the value of their investment?**

A5. Shareholders have the power to protect their investment and the future of the Company by electing the Terra Nova nominees who will move the Company forward to create value for all of Terra Nova's shareholders by voting only the **YELLOW** Proxy and by voting as recommended by the Board and Management of the Company, as soon as possible.

Q6. **What are the reasons to support the Terra Nova Team and stop the dissidents?**

A6. We recognize that most shareholders do not want a proxy contest. Our team would much rather focus efforts and resources on the future of the Company than on costly quarrels and rhetoric.

With a fresh perspective, we have spent considerable time objectively reviewing the Company's approach to technical activities, management, performance and governance issues. We have identified the following reasons to support the Terra Nova Team to assist you in determining why you should vote your YELLOW Proxy.

1. **We have valuable oil and gas experience**. The Terra Nova Team has extensive experience with oil and gas issuers, including large producing oil and gas companies. In addition, the Terra Nova Team has valuable connections with Australia.

2. **We have a proven track record in mergers, acquisitions and raising capital.** The Terra Nova Team has in the past, completed successful financings to meet your Company's ongoing obligations. The board of directors is confident that the Company will be able to continue to do so in the future.

3. **We know what is required to maximize shareholder value.** The Terra Nova Team carefully and diligently developed an operations plan in order to develop your Company's project. With the guidance of Henry Aldorf, your Company has managed to significantly reduce unnecessary expenditures, efficiently manage the Company's projects and terminate an inequitable Farm-In Agreement. It is possible that a new board of directors will not be aware of such concerns and will enter into a new inequitable Farm-In Agreement with Holloman Energy Corporation.

4. **We have an operations plan and are ready to drill.** The Company has already invested time and money into developing its operations plan. The Terra Nova Team believes the Company is ready to commence drilling. If the dissident's proposed board is elected, the drilling will be delayed while the new board familiarizes itself with the Company and develops its own operations plan. **If the dissidents fail to drill Petroleum Exploration License 444 ("PEL 444") by January 2016, PEL 444 will be extinguished, which will have a material adverse effect on your Company's future performance and value.**

5. **We have extensive corporate governance experience with respect to Canadian public companies.** The Terra Nova Team has extensive experience dealing with Canadian public companies and complying with reporting requirements. In order to ensure compliance and reduce the costs of professional fees the Company needs a Board of Directors and management with Canadian public company experience.

Without your vote in support of the Terra Nova team, this strategy will likely not go ahead or at least be delayed for an indeterminate period of time in the hands of the dissidents with no continuity, limited relationships in Australia, and no strategy to address the real needs of the Company.

Q7. **Why did Terra Nova terminate its Farm-In Agreement with Holloman Energy Corporation?**

A7. The Terra Nova Team made the determination to terminate its Farm-In Agreement with Holloman Energy Corporation ("Holloman"). This decision was made after a careful, detailed and lengthy examination of the operations plan and the projected costs to implement a successful program. Had your Terra Nova Team not terminated the existing Farm-In Agreement, your Company's existing cash position would only allow for **one well** to be drilled on the Australian petroleum licenses in order to earn an additional 5.8333% interest in the licenses. Further, there is a **substantial risk** that a one well program will result in a **dry hole**.

By terminating the Farm-In Agreement, the Terra Nova Team has reduced your Company's risk substantially as it is not required to spend nearly all of its cash on a one-well program that could result in a dry well. Instead, **all stakeholders are now required to proportionately pay for the drill program**. Based on your Company's interest in the licenses, your Company has sufficient cash to participate in a **multi-well program** on the licenses which significantly increases the probability of finding oil on the licenses.

The Terra Nova Team was unwilling to risk nearly all of your Company's cash to undertake a one-well drill program that could result in a dry well.

Q8. **How many shares do the dissident shareholders own?**

A8. The dissidents have little equity ownership in the Company as they have notified us that they hold, directly and indirectly only 536,496 common shares of your Company, representing 0.6% of the issued and outstanding shares.

Q9. **What can shareholders expect the dissidents to do if they seize control of the Company?**

A9. The motives of the dissidents remain unclear. The dissident team is composed of: Michael Caetano, Kent Edney, Robert Madzej and Peter Cockcroft. Three of the dissidents, being Messrs. Caetano, Edney and Madzej, are either

officers or directors of Strongbow Resources Inc. ("Strongbow"), which is an oil and gas company quoted on the OTCQB with cash on hand of $26,858 and a working capital deficit of $1,020,724 as at February 28, 2015.

The dissidents have stated that they will "leverage their good relationships with Holloman to negotiate and consummate a new agreement for PEL 112 and PEL 444 with a view to increasing Terra Nova's interest". The Terra Nova Team has determined that it is in the best interests of your Company to have both Holloman and Perseville share in the costs of any future drill program. By having all the stakeholders proportionately pay for the drill program, we believe that it will allow for a multi-well drill program and, together with the recent subsurface work, reduce the risk of a dry well.

The relationship between the dissidents and Holloman should be a concern to the shareholders of Terra Nova. Holloman Value Holdings, LLC holds 23.04% of the issued shares of Strongbow, being its largest shareholder (as set forth in Strongbow's Annual Report on Form 10-K filed with the SEC on June 2, 2015). In their news release dated June 11, 2015, the dissidents failed to disclose this material relationship.

The dissidents intend to "review other strategic opportunities, including corporate acquisitions, in order to enhance shareholder value." It remains unclear whether the dissidents intend to use your Company to merge with either Strongbow and/or Holloman. The Terra Nova Team is opposed to any such merger due to a lack of value to the shareholders of the Company. In particular, your Company would be assuming Strongbow's working capital deficiency of approximately $1.021 million as at February 28, 2015, as reported in their Annual Report on Form 10-K for the year then ended, and/or Holloman's working capital deficiency of approximately $0.194 million as at March 31, 2015, as reported in their Quarterly Report on Form 10-Q for the three months then ended.

Therefore, the Terra Nova Team is concerned that your Company's attractive cash position may be exploited for reasons unclear to us and that the use of funds will not be for drilling, or to the benefit of Terra Nova's shareholders

Q10. **What if I can't attend the Meeting in person?**

A10. Registered shareholders who are unable to attend the Meeting in person are requested to complete, sign, date and return the enclosed form of **YELLOW** proxy to the Company's transfer agent:

Computershare Investor Services Inc.
8th Floor, 100 University Avenue
Toronto, Ontario M5J 2Y1,

not later than 11 a.m. (Vancouver time) on Monday, July 13, 2015 (or, in the case of any adjournment or postponement of the Meeting, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the reconvened meeting) so that as many shareholders as possible are represented at the Meeting. The Chairman of the Meeting may waive this cut-off time at his discretion without notice. Alternatively, you may also submit your proxy to Computershare Investor Services Inc. by facsimile to 1-866-249-7775 (toll free in North America) or 416-263-9524 (international). You may also vote by telephone by calling 1-866-732-8683 or via the Internet at www.investorvote.com.

Shareholders who hold their Shares through a bank, broker or other intermediary should follow the specific instructions found on their **YELLOW** voting instruction form and should read the instructions under the heading "General Proxy Information - Non-Registered Shareholders" in the Circular.

If Shares are registered in the name of a corporation, that corporation may appoint a person to act as its attorney, officer or other duly appointed representative at the Meeting and the original or a notarial copy of the instrument so empowering that representative must accompany the proxy.

Q11. **Who is soliciting my proxy?**

A11. The Terra Nova Team is soliciting the **YELLOW** Proxies for use at the Meeting. In connection with this solicitation, the Company is providing this Circular to provide shareholders with as much information as possible about the Terra Nova Nominees and the proxy contest.

Q12. **How will the solicitation be made?**

A12. The solicitation will be made by mail, telephone, fax or other electronic means and in person or other personal contact, as well as by newspaper or other media advertising. You are requested to execute the **YELLOW** Proxy to ensure that your votes are exercised at the Meeting. The Company has also retained the services of Laurel Hill Advisory Group to solicit proxies, among other services. The cost of solicitation and will be borne by the Company.

Q13. **What documents have been sent to shareholders?**

A13. In addition to this Circular, the shareholders have been sent a letter from the Chairman and Chief Executive Officer of the Company and a **YELLOW** Proxy in order to have their shares represented at the Meeting (the "**Meeting Materials**"). Copies of these documents (other than the voting instruction form) are available at www.terranovaenergyltd.com or under the Company's profile on SEDAR at www.sedar.com.

Q14. **How many votes do I have?**

A14. You are entitled to one vote for each Share that you held as of the close of business on June 5, 2015 (the "**Record Date**").

Q15. **How many Shares are eligible to vote at the Meeting?**

A15. As of the Record Date, there were 87,533,785 Shares issued and outstanding. Each of those Shares will carry the right to vote at the Meeting.

Q16. **What is the quorum of shareholders required to be present at the Meeting?**

A16. The Articles of the Company specify that the quorum for the transaction of business at a shareholders meeting is two persons who are, or who represent by proxy, shareholders who, in the aggregate, hold at least five percent (5%) of the issued Shares entitled to be voted at the Meeting.

Q17. **Who will count the votes?**

A17. The votes at the Meeting will be counted by Computershare Investor Services Inc., which is the registrar and transfer agent for the Company.

Q18. **How do I vote?**

A18. If you held Shares as of the close of business on the Record Date of Friday, June 5, 2015, then you are eligible to vote your Shares in respect of all matters that come before the Meeting. The voting process is different depending on whether you are a registered shareholder or a non-registered shareholder. You may use the enclosed **YELLOW** Proxy to vote if you are a registered shareholder of the Company. If you are an non-registered shareholder, meaning your Shares are held in the name of a bank, broker or other intermediary (an "**Intermediary**"), please see the instructions below under the heading "General Proxy Information - Non-Registered Shareholders" in the Circular.

Q19. **How can a non-registered (beneficial) shareholder vote?**

A19. If you a non-registered or beneficial holder of Shares, you may vote in person or by voting instruction form by following the procedures outlined below well in advance of the voting deadline of Monday, July 13, 2015 at 11 a.m. (Vancouver time).

To Vote in Person:

If you are a non-registered shareholder and wish to attend and vote at the Meeting in person, you must insert your name in the blank space provided for that purpose on the **YELLOW** voting instruction form and return the voting instruction form in line with the instructions noted with the **YELLOW** voting instruction form.

To Vote by Voting Instruction Form

If you are a non-registered shareholder and you do not intend to attend the Meeting and vote in person, complete and return the **YELLOW** voting instruction form in accordance with the specific instructions noted on the **YELLOW** voting instruction form.

Q20. **How can a Registered Shareholder vote?**

A20. If you a registered holder of Shares, you may vote in person or by proxy by following the procedures outlined below.

To Vote in Person:

If you are a registered shareholder you may attend the Meeting and vote in person.

To Vote by Proxy

If you are registered shareholder and you are unable to attend the Meeting in person, you may complete, date and sign the accompanying **YELLOW** form of proxy and deposit it with:

Computershare Investor Services Inc.
8th Floor, 100 University Avenue
Toronto, Ontario M5J 2Y1,

by 11 a.m. (Vancouver time) on Monday, July 13, 2015 or, in the case of any adjournment or postponement of the Meeting, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the reconvened meeting. Alternatively, you may also submit your proxy to Computershare Investor Services Inc. by facsimile to 1-866-249-7775 (toll free in North America) or 416-263-9524 (international). You may also vote by telephone by calling 1-866-732-8683 or via the Internet at www.investorvote.com.

If Shares are registered in the name of a corporation, that corporation may appoint a person to act as its attorney, officer or other duly appointed representative at the Meeting and the original or a notarial copy of the instrument so empowering that representative must accompany the proxy.

Q21. **How do I appoint someone else to vote for me?**

A21. If you are a **registered shareholder** and wish to appoint someone else to attend the Meeting and vote for you, you may do so by striking out the names of the Management proxyholders on the form of **YELLOW** proxy and inserting that person's name in the blank space provided and returning the form of **YELLOW** proxy as instructed above or by executing a proxy in a form similar to the enclosed form.

If you are a **non-registered shareholder** and wish to appoint someone else to attend the Meeting and vote for you, you may do so by striking out the names of the Management proxyholders on the **YELLOW** voting instruction form, inserting that person's name in the blank space provided for that purpose and returning the **YELLOW** voting instruction form as instructed on the **YELLOW** voting instruction form.

In both cases above, the appointed person will need to be present in person at the Meeting in order to vote your Shares and have the shares counted.

Q22. **How will my YELLOW Proxy be voted?**

A22. If you deposited a **YELLOW** Proxy, your **YELLOW** Proxy will be voted on each respective matter in accordance with your voting instructions provided in your **YELLOW** Proxy.

If no choice is specified with respect to a matter and you have appointed one of the Management proxyholders as your proxyholder, such person will vote in favour of each matter identified in the Notice of Meeting.

Q23. **What if I want to revoke my proxy?**

A23. If you are a registered shareholder, you may revoke your proxy at any time before it is acted on. In order to revoke your proxy, you must send a written statement indicating that you want to have your proxy revoked. This written statement must be received by Computershare at the address indicated on the accompanying Notice of Meeting at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof, or delivered to the Chairman of the Meeting on Wednesday, July 15, 2015.

Non -registered shareholders should carefully follow the instructions provided by their broker or other financial intermediary.

Q24. **When and where will the Meeting take place?**

A24. The Meeting will be held at offices of Computershare Investor Services Inc. located at 510 Burrard Street, 3rd Floor, Vancouver, British Columbia on Wednesday, July 15, 2015 at 11:00 a.m. (Vancouver time).

Q25. **Who should I contact for more information or assistance in voting my Shares?**

A25. If you have any questions, or require any assistance in voting your Shares, please call Laurel Hill Advisory Group toll free in North America at 1-877-452-7184 (or collect outside North America at 416-304-0211) or by email at assistance@laurelhill.com.

TERRA NOVA ENERGY LTD.

Suite 880, 580 Hornby Street
Vancouver, BC V6C 3B6
Telephone: (604) 639-4521

NOTICE OF ANNUAL GENERAL MEETING

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the "Meeting") of Terra Nova Energy Ltd. (the "Company") will be held at 510 Burrard Street, 3rd Floor, Vancouver, BC on July 15, 2015, at 11:00 am (Vancouver time) for the following purposes:

1. to set the number of directors of the Company for the ensuing year at six (6) persons;

2. to elect Henry Aldorf, Nico Civelli, Steven Harding, Robert McMorran, Mark Jarvis and Lyle Davis as directors of the Company to hold office until the next annual general meeting of the Company, or until such time as their successors are duly elected or appointed in accordance with the Company's constating documents;

3. to appoint KPMG LLP, Chartered Accountants, as the auditors of the Company until the next annual general meeting of the Company and to authorize the directors of the Company to fix the remuneration to be paid to the auditors;

4. to consider, and if deemed advisable, to approve a resolution ratifying and approving the Company's 10% "rolling" Stock Option Plan as described in the Information Circular.

5. to receive the audited financial statements of the Company for the financial years ended July 31, 2014 and the accompanying report of the auditors; and

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

The Company's Board of Directors has fixed June 5, 2015 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please complete, date and sign the accompanying form of YELLOW Proxy and deposit it with the Company's transfer agent, Computershare Investor Services Inc., 8th Floor, 100 University Avenue, Toronto, ON M5J 2Y1, in accordance with the instructions provided in the form of YELLOW proxy, no later than no later than 11:00 a.m. (Vancouver time) on July 13, 2015. 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.

If you are a non-registered shareholder of the Company, please complete and return the materials in accordance with the instructions set forth in the accompanying Information Circular.

Your vote in important. Please vote today using the enclosed form of YELLOW proxy or YELLOW voting instruction form (together, the "**YELLOW Proxy**").

DATED at Vancouver, British Columbia, this 17th day of June, 2015.

By Order of the Board of
TERRA NOVA ENERGY LTD.

"Henry Aldorf"

Henry Aldorf
Chairman and Chief Executive Officer

TERRA NOVA ENERGY LTD.

Suite 880, 580 Hornby Street
Vancouver, BC V6C 3B6
Telephone: (604) 639-4521

INFORMATION CIRCULAR

June 17, 2015

INTRODUCTION

This Information Circular accompanies the Notice of Annual General Meeting (the "Notice") and is furnished to shareholders holding common shares in the capital of Terra Nova Energy Ltd. (the "Company") in connection with the solicitation by the management of the Company of proxies to be voted at the Annual General Meeting (the "Meeting") of the shareholders to be held at 11:00 a.m. (Vancouver time) on July 15, 2015 at 510 Burrard Street, 3rd Floor, Vancouver, British Columbia or at any adjournment or postponement thereof.

Date and Currency

The date of this Information Circular is June 17, 2015. Unless otherwise stated, all amounts herein are in Canadian dollars.

MANAGEMENT SOLICITATION OF PROXIES

The solicitation of proxies by management of the Company will be conducted by mail and may be supplemented by telephone or other personal contact to be made, without special compensation, by the directors, officers and employees of the Company. The Company has also retained Laurel Hill Advisory Group ("Laurel Hill") to provide the following services in connection with the Meeting: review and analysis of this Information Circular, recommending corporate governance best practices where applicable, liaising with proxy advisory firms, developing and implementing Shareholder communication and engagement strategies, advice with respect to the Meeting and proxy protocol, reporting and reviewing the tabulation of Shareholder proxies, and the solicitation of Shareholder proxies including contacting Shareholders by telephone. In connection with these services, Laurel Hill is expected to receive a fee of up to $125,000, plus reasonable out-of-pocket expenses. The Company does not reimburse shareholders, nominees or agents for costs incurred in obtaining from their principals authorization to execute forms of proxy, except that the Company has requested brokers and nominees who hold stock in their respective names to furnish this proxy material to their customers, and the Company may reimburse such brokers and nominees for their related out of pocket expenses. The Company will bear the cost of the solicitation.

No person has been authorized to give any information or to make any representation other than as contained in this Information Circular in connection with the solicitation of proxies. If given or made, such information or representations must not be relied upon as having been authorized by the Company. The delivery of this Information Circular shall not create, under any circumstances, any implication that there has been no change in the information set forth herein since the date of this Information Circular. This Information Circular does not constitute the solicitation of a proxy by anyone in any jurisdiction in which such solicitation is not authorized, or in which the person making such solicitation is not qualified to do so, or to anyone to whom it is unlawful to make such an offer of solicitation.

APPOINTMENT AND REVOCATION OF PROXY

Appointment of Proxy

Registered shareholders are entitled to vote at the Meeting. A shareholder is entitled to one vote for each common share that such shareholder holds on the record date of June 5, 2015 on the resolutions to be voted upon at the Meeting, and any other matter to come before the Meeting.

The persons named as proxyholders (the "Designated Persons") in the enclosed form of YELLOW proxy are directors and/or officers of the Company.

A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON OR CORPORATION (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR OR ON BEHALF OF THAT SHAREHOLDER AT THE MEETING, OTHER THAN THE DESIGNATED PERSONS NAMED IN THE ENCLOSED FORM OF YELLOW PROXY.

TO EXERCISE THE RIGHT, THE SHAREHOLDER MAY DO SO BY STRIKING OUT THE PRINTED NAMES AND INSERTING THE NAME OF SUCH OTHER PERSON AND, IF DESIRED, AN ALTERNATE TO SUCH PERSON, IN THE BLANK SPACE PROVIDED IN THE FORM OF YELLOW PROXY. SUCH SHAREHOLDER SHOULD NOTIFY THE NOMINEE OF THE APPOINTMENT, OBTAIN THE NOMINEE'S CONSENT TO ACT AS PROXY AND SHOULD PROVIDE INSTRUCTION TO THE NOMINEE ON HOW THE SHAREHOLDER'S SHARES SHOULD BE VOTED. THE SHARES WILL NOT BE VOTED AND COUNTED UNTIL THE NOMINEE IS PRESENT IN PERSON AT THE MEETING. THE NOMINEE SHOULD BRING PERSONAL IDENTIFICATION TO THE MEETING.

In order to be voted, the completed form of YELLOW proxy must be received by the Company's registrar and transfer agent, Computershare Investor Services Inc. (the "Transfer Agent") at their offices located at 8th Floor, 100 University Avenue, Toronto, ON M5J 2Y1, in accordance with the instructions provided in the form of YELLOW proxy, no later than 11:00 a.m. (Vancouver time) on July 13, 2015.

Non-registered shareholders should carefully follow the instructions provided to them from their broker or other financial intermediary.

Revocation of Proxies

A Registered shareholder who has given a proxy may revoke it at anytime before it is exercised by an instrument in writing: (a) executed by that shareholder or by that shareholder's attorney-in-fact authorized in writing or, where the shareholder is a corporation, by a duly authorized officer of, or attorney-in-fact for, the corporation; and (b) delivered either: (i) to the Company at the address set forth above, at any time up to and including the last business day preceding the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (ii) to the Chairman of the Meeting prior to the vote on matters covered by the proxy on the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (iii) in any other manner provided by law.

Also, a proxy will automatically be revoked by either: (i) attendance at the Meeting and participation in a poll (ballot) by a shareholder, or (ii) submission of a subsequent proxy in accordance with the foregoing procedures. A revocation of a proxy does not affect any matter on which a vote has been taken prior to any such revocation.

Non-registered shareholders should carefully follow the instructions provided to them from their broker or other financial intermediary.

VOTING OF PROXIES

A shareholder may indicate the manner in which the Designated Persons are to vote with respect to a matter to be voted upon at the Meeting by marking the appropriate space. If the instructions as to voting indicated in the proxy are certain, the common shares represented by the proxy will be voted or withheld from voting in accordance with the instructions given in the proxy. If the shareholder specifies a choice in the proxy with respect to a matter to be acted upon, then the common shares represented will be voted or withheld from the vote on that matter accordingly. **The common shares represented by a proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any ballot that may be called for and if the shareholder specifies a choice with respect to any matter to be acted upon, the common shares will be voted accordingly.**

IF NO CHOICE IS SPECIFIED IN THE PROXY WITH RESPECT TO A MATTER TO BE ACTED UPON, THE PROXY CONFERS DISCRETIONARY AUTHORITY WITH RESPECT TO THAT MATTER UPON THE DESIGNATED PERSONS NAMED IN THE FORM OF YELLOW PROXY. IT IS INTENDED THAT THE DESIGNATED PERSONS WILL VOTE THE COMMON SHARES REPRESENTED BY THE PROXY IN FAVOUR OF EACH MATTER IDENTIFIED IN THE PROXY AND FOR THE NOMINEES OF THE COMPANY'S BOARD OF DIRECTORS FOR DIRECTORS AND AUDITOR.

The enclosed form of YELLOW proxy confers discretionary authority upon the persons named therein with respect to other matters which may properly come before the Meeting, including any amendments or variations to any matters identified in the Notice, and with respect to other matters which may properly come before the Meeting. At the date of this Information Circular, management of the Company is not aware of any such amendments, variations, or other matters to come before the Meeting.

In the case of abstentions from the voting of the common shares on any matter, the common shares that are the subject of the abstention will be counted for determination of a quorum, but will not be counted as affirmative or negative on the matter to be voted upon.

ADVICE TO NON-REGISTERED SHAREHOLDERS

The information set out in this section is of significant importance to those shareholders who do not hold shares in their own name. Shareholders who do not hold their 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 the Company 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 the Company. Such common shares will more likely be registered under the names 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., being the registration name for The Canadian Depository for Securities Limited (which acts as nominee for many Canadian brokerage firms), and in the United States, under the name Cede & Co., as nominee for the Depository Trust Company (which acts as a brokerage depository for many U.S. firms and custodial banks). **Beneficial Shareholders should ensure that instructions respecting the voting of their common shares are communicated to the appropriate person well in advance of the Meeting.**

Regulatory polices require Intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholder meetings. Pursuant to National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer,* arrangements have been made with clearing agencies, brokerage houses and other financial intermediaries to forward proxy solicitation material to the beneficial owners of Terra Nova Shares. Additionally, the Company intends to pay for the costs of an intermediary to deliver to objecting beneficial shareholders, the proxy-related materials.

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of the Meeting. Every Intermediary has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Shareholders to ensure that their common shares are voted at the Meeting.

Beneficial Shareholders will receive from an intermediary either voting instruction forms ("VIF") or, less frequently, forms of proxy. The purpose of these forms is to permit Beneficial Shareholders to direct the voting of the Common Shares they beneficially own. Beneficial Shareholders should follow the procedures set out therein, depending on which type of form they receive.

In either case, the purpose of this procedure is to permit Beneficial Shareholders to direct the voting of the shares which they beneficially own.

A Beneficial Shareholder receiving these forms cannot use that form to vote common shares directly at the Meeting. Beneficial Shareholders should carefully follow the instructions set out in the applicable form including those regarding when and where the form is to be delivered. Should a Beneficial Shareholder wish to attend the Meeting or have someone else attend on their behalf, the Beneficial Shareholder will need to write their name (or their nominee's name) in the space provided in the VIF or form of proxy and return it in accordance with the instructions of the VIF or form of proxy.

Only registered shareholders have the right to revoke a proxy. A Beneficial Shareholder who wishes to change its vote must, arrange for its Intermediary to revoke its VIF or form of proxy on its behalf.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

No director or executive officer of the Company who was a director or executive officer since the beginning of the Company's last financial year, each proposed nominee for election as a director of the Company, or any associate or affiliates of any such directors, officers or nominees, has any material interest, direct or indirect, by way of beneficial

ownership of common shares or other securities in the Company or otherwise, in any matter to be acted upon at the Meeting other than the election of directors.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company is authorized to issue an unlimited number of common shares without par value. As of the record date, being the close of business on June 5, 2015, a total of 87,533,785 common shares were issued and outstanding. Each common share carries the right to one vote at the Meeting.

To the knowledge of the directors and executive officers of the Company, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, common shares carrying more than 10% of the voting rights attached to the outstanding common shares of the Company.

REASONS TO SUPPORT THE TERRA NOVA TEAM

We recognize that most shareholders do not want a proxy contest. Our team would much rather focus efforts and resources on the future of the Company than on costly quarrels and rhetoric.

With a fresh perspective, we have spent considerable time objectively reviewing the Company's approach to technical activities, management, performance and governance issues. We have identified the following reasons to support the current Board of Directors and management of the Company (the "Terra Nova Team") to assist you in determining why you should vote your YELLOW Proxy.

1. **We have valuable oil and gas experience**. The Terra Nova Team has extensive experience with oil and gas issuers, including large producing oil and gas companies. In addition, the Terra Nova Team has valuable connections with Australia.

2. **We have a proven track record in mergers, acquisitions and raising capital.** The Terra Nova Team has in the past, completed successful financings to meet your Company's ongoing obligations. The board of directors is confident that the Company will be able to continue to do so in the future.

3. **We know what is required to maximize shareholder value.** The Terra Nova Team carefully and diligently developed an operations plan in order to develop your Company's project. With the guidance of Henry Aldorf, your Company has managed to significantly reduce unnecessary expenditures, efficiently manage the Company's projects and terminate an inequitable Farm-In Agreement. It is possible that a new board of directors will not be aware of such concerns and will enter into a new inequitable Farm-In Agreement with Holloman Energy Corporation.

4. **We have an operations plan and are ready to drill.** The Company has already invested time and money into developing its operations plan. The Terra Nova Team believes the Company is ready to commence drilling. If the dissident's proposed board is elected, the drilling will be delayed while the new board familiarizes itself with the Company and develops its own operations plan. **If the dissidents fail to drill Petroleum Exploration License 444 ("PEL 444") by January 2016, PEL 444 will be extinguished, which will have a material adverse effect on your Company's future performance and value.**

5. **We have extensive corporate governance experience with respect to Canadian public companies.** The Terra Nova Team has extensive experience dealing with Canadian public companies and complying with reporting requirements. In order to ensure compliance and reduce the costs of professional fees the Company needs a Board of Directors and management with Canadian public company experience.

Without your vote in support of the Terra Nova team, this strategy will likely not go ahead or at least be delayed for an indeterminate period of time in the hands of the dissidents with no continuity, limited relationships in Australia, and no strategy to address the real needs of the Company.

NUMBER OF DIRECTORS

The Articles of the Company provide for a board of directors of no fewer than three directors and no greater than ten directors.

At the Meeting, shareholders will be asked to pass an ordinary resolution to set the number of directors of the Company for the ensuing year at six (6). The number of directors will be approved if the affirmative vote of the majority of common shares present or represented by proxy at the Meeting and entitled to vote are voted in favour to set the number of directors at six (6).

Management recommends the approval of the resolution to set the number of directors of the Company at six (6).

ELECTION OF DIRECTORS

At present, the directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting or until their successors are duly elected or appointed in accordance with the Company's by-laws or until such director's earlier death, resignation or removal. In the absence of instructions to the contrary, the enclosed YELLOW Proxy will be voted for the nominees listed in the YELLOW Proxy, all of whom are presently members of the Board of Directors.

Management of the Company proposes to nominate the persons named in the table below for election by the shareholders as directors of the Company. Information concerning such persons, as furnished by the individual nominees, is as follows:

Name **Province, Country of Residence and Position(s) with the Company**	**Periods During which Nominee has Served as a Director and/or Officer**	**Principal Occupation, Business or Employment for Last Five Years**	**Number of Common Shares Owned[(1)]**
HENRY ALDORF Singapore *Chairman, Chief Executive Officer and Director*	Director since August 2012; Chairman and CEO since January 2013	President of Pacific LNG Operations Limited since 2010 and director of EFLO Energy Inc. since June 2012. Former President of Marathon International Ltd. and former Vice President Global Upstream Business Development of Marathon Oil Inc.	1,884,667 (Direct)
NICO CIVELLI Switzerland *Vice-President Finance and Director*	Director since August 2012 and VP Finance since January 2013	Principal of Niconsult Ltd., VP Finance of Pacific LNG (Singapore) since 2011, and Director and VP Finance of Callinex Mines Ltd. since January 2013.	1,100,000 (Direct)
STEVEN HARDING Alberta, Canada *Director*	Director since August 2012	President, CEO and Director of Kicking Horse Energy Inc. since 2010.	Nil
ROBERT McMORRAN [(2)] British Columbia, Canada *Director*	Director since June 2013 and CFO January 2013 to October 2014	Principal of Malaspina Consultants Inc., and currently CFO and/or director of a number of resource based companies listed on the TSX Venture Exchange including Santacruz Silver Mining Ltd., Encanto Potash Corp., and Inca One Gold Corp.	297,333 (Direct and Indirect)
MARK JARVIS [(2)] British Columbia, Canada *Director*	Director since March 2014	Businessman; President and CEO of Hard Creek Nickel Corporation from January 2004 to present; director Shoal Point Energy Ltd.; from June 2013.	232,500 (Indirect)
LYLE DAVIS [(2)] British Columbia, Canada *Director*	Director since March 2014	CEO of Condor Resources Inc. since July 2013 and director since 2004. Director of Hard Creek Nickel Corporation since February 2004.	Nil

Notes:

(1) Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, as at June 5, 2015, based upon information furnished to the Company by the individual directors.

(2) Member of the Audit Committee.

Management recommends the approval of each of the nominees listed above for election as directors of the Company until the next annual general meeting.

Management does not contemplate that any of its nominees will be unable to serve as directors. If any vacancies occur in the slate of nominees listed above before the Meeting, then the Designated Persons intend to exercise discretionary authority to vote the common shares represented by proxy for the election of any other persons as directors.

Cease Trade Orders

No director or executive officer of the Company, is or has been, within the ten years preceding the date of this Information Circular, a director, chief executive officer, chief financial officer of any company that:

(a) was subject to an order that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or

(b) was subject to an order that was issued after the director or executive officer 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.

For the purposes of this Information Circular, an "order" means a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to an exemption under securities legislation, and such order was in effect for a period of more than 30 consecutive days.

Bankruptcies

Except as disclosed below, no director or executive officer of the Company, or shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, is or has been, with the ten years preceding the date of this Information Circular:

(a) a director or an executive officer of any company that, while the person was acting in that capacity, or within a year of that person ceasing to act in the 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 made a proposal under any legislation relating to bankruptcies or insolvency; or

(b) become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been 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 individual.

Merit Mining Corp.

On December 3, 2008, Merit Mining Corp., a company from which Robert McMorran had resigned his office, but of which he had within the prior 12 months been the Chief Financial Officer, filed a Notice of Intention to Make a Proposal under the Bankruptcy and Insolvency Act. On April 14, 2009, unsecured creditors approved such proposal and on May 6, 2009, the Supreme Court of British Columbia made an Order approving the same.

Penalties or Sanctions

No director or officer of the Company, or any shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company has:

(a) been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

(b) been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.

STATEMENT OF EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Executive compensation is based upon the need to provide a compensation package that will allow the Company to attract and retain qualified and experienced executives, balanced with a pay-for performance philosophy. This philosophy is linked to the Company's business strategy which includes increasing stakeholder value. In addition, the compensation programs aim for simplicity and responsiveness to market changes.

The following executive compensation principles guide the Company's overall compensation:

- Compensation levels should be sufficiently competitive to facilitate recruitment and retention of experienced high caliber executives in the competitive mining industry, while being fair and reasonable to shareholders;
- The compensation program should align executives' long-term financial interests with those of the Company's shareholders by providing equity-based incentives; and
- Compensation should be transparent so that both executives and shareholders understand the executive compensation program.

Significant Elements

Executive compensation awarded to the Named Executive Officers consists of two components: (i) management fees and (ii) stock options. The Company does not presently have a long-term incentive plan for its Named Executive Officers. There is no policy or target regarding allocation between cash and non-cash elements of the Company's compensation program. The Board of Directors is solely responsible for determining compensation to be paid to the Company's Named Executive Officers. In addition, the Board of Directors reviews annually the total compensation package of each of the Company's executives on an individual basis.

Management Fees

In setting compensation rates for Named Executive Officers, the Company compares the amounts paid to them with the amounts paid to executives in comparable positions at other comparable corporations. The Company's compensation payable to the Named Executive Officers is based upon, among other things, the responsibility, skills and experience required to carry out the functions of each position held by each Named Executive Officer and varies with the amount of time spent by each Named Executive Officer in carrying out his or her functions on behalf of the Company.

Option-Based Awards

The Company has adopted a Stock Option Plan (the "Stock Option Plan") whereby a maximum of 10% of the Company's issued and outstanding common shares are reserved at any time for issuance on the exercise of stock options. The Stock Option Plan is intended to emphasize management's commitment to growth of the Company.

Summary Compensation Table

The following table (presented in accordance with National Instrument Form 51-102F6 *Statement of Executive Compensation)* sets forth all annual and long term compensation for services in all capacities to the Company for the three most recently completed financial years of the Company in respect of each of the individuals comprised of the Chief Executive Officer, the Chief Financial Officer and each of the three most highly compensated executive officers of the Company, or the three most highly compensated individuals acting in a similar capacity (other than the Chief Executive Officer and the Chief Financial Officer), at the end of the financial year ended July 31, 2014 whose total compensation was, individually, more than $150,000 for that financial year and any individual who would have satisfied these criteria but for the fact that individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of the financial year ended July 31, 2014 (collectively the "Name Executive Officers or "NEOs"):

Name and Principal Position	Year	Salary ($)	Share-based Awards ($)	Option-based Awards ($)	Non-Equity Incentive Plan Compensation ($)		Pension Value ($)	All Other Compen-sation ($)	Total Compen-sation ($)
					Annual Incentive Plans	Long-term Incentive Plans			
Henry Aldorf	2014	-	-	26,008	-	-	-	120,000	146,008
CEO and	2013	-	-	37,417	-	-	-	70,000	107,417
Chairman	2012	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Robert	2014	-	-	-	-	-	-	53,887	53,887
McMorran,[(1)]	2013	-	-	37,417	-	-	-	50,605	88,022
Former CFO	2012	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

Note:

(1) The compensation includes all amounts paid to a management company owned by Robert McMorran that provides accounting and administrative services to the Company since the date Mr. McMorran was appointed CFO, February 7, 2013. Of the amount reported for 2014, $16,200 (2013 - $24,200) relates to services provided directly by Mr. McMorran. On October 31, 2014, Mr. McMorran resigned as CFO and Mr. Anderson was appointed.

Incentive Plan Awards

The following table sets forth all outstanding share based and option based awards to the Named Executive Officers as at the fiscal year ended July 31, 2014.

Name	Option Based Awards				Share Based Awards		
	Number of Securities underlying unexercised options (#)	Option Exercise Price ($)	Option Expiration Date	Value of unexercised in-the-money options[(1)] ($)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested ($)	Market or payout value of vested share-based awards not paid out or distributed ($)
Henry Aldorf	300,000	0.18	July 18, 2018	-	-	-	-
CEO and	200,000	0.30	May 16, 2022	-	-	-	-
Chairman							
Robert McMorran	300,000	0.18	July 18, 2018	-	-	-	-
Former CFO				-	-	-	-

Note:

(1) Value using the closing price of common shares of the Company on the Exchange on July 31, 2014 of $0.14 per share, less the exercise price per share.

Termination and Change of Control Benefits

Except as noted under the section titled “Summary Compensation Table”, the Company had no contract, agreement, plan or arrangement that provides for payments to a Named Executive Officer, at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change of control of the Company or a change in the Named Executive Officer’s responsibilities.

DIRECTOR COMPENSATION

Director Compensation Table

The following table sets forth the compensation paid to the Company's directors for the fiscal year ended July 31, 2014:

Name	Fees Earned ($)	Share-based Awards ($)	Option-based Awards ($)	Non-Equity Incentive Plan Compensation ($)	Pension Value ($)	All Other Compensation ($)	Total ($)
Nico Civelli	-	-	2,220	-	-	38,000	40,220
Steven Harding	-	-	-	-	-	-	-
Mark Jarvis	-	-		-	-	-	-
Lyle Davis	-	-	-	-	-	-	-

Incentive Plan Awards For Directors

The following table sets forth all outstanding share based and option based awards to the directors of the Company as at the fiscal year ended July 31, 2014.

	Option Based Awards				Share Based Awards		
Name	Number of Securities underlying unexercised options (#)	Option Exercise Price ($)	Option Expiration Date	Value of unexercised in-the-money options[(1)] ($)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested ($)	Market or payout value of vested share-based awards not paid out or distributed ($)
Nico Civelli	200,000 300,000	0.30 0.18	May 16, 2022 July 18, 2018	- -	- -	- -	- -
Steven Harding	200,000 100,000	0.30 0.18	May 16, 2022 July 18, 2018	- -	- -	- -	- -
Mark Jarvis	-	-	-	-	-	-	-
Lyle Davis	-	-	-	-	-	-	-

Note:

(1) Value using the closing price of common shares of the Company on the Exchange on July 31, 2014 of $0.14 per share, less the exercise price per share.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth details of all our equity compensation plans as of July 31, 2014. As at July 31, 2014, our equity compensation plan consisted of our Stock Option Plan.

Plan Category	**Number of securities to be issued upon exercise of outstanding options, warrants and rights**	**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))**
Equity compensation plans approved by security holders	3,100,000	$0.25	4,027,401
Equity compensation plans not approved by security holders	-	-	-
Total	**3,100,000**	**$0.25**	4,027,401

APPOINTMENT OF AUDITOR

Shareholders will be asked to vote for the appointment of KPMG LLP, Chartered Accountants, to serve as auditors of the Company to hold office until the next annual general meeting of the shareholders or until such firm is removed from office or resigns as provided by law and to authorize the Board of Directors of the Company to fix the remuneration to be paid to the auditors. KPMG LLP was appointed as the Company's auditor on August 17, 2012.

Management recommends shareholders to vote for the ratification of the appointment of KPMG LLP, Chartered Accountants, as the Company's auditors until the next annual general meeting at a remuneration to be fixed by the Company's board of directors.

PARTICULARS OF MATTERS TO BE ACTED UPON

1. Ratification and Approval of Stock Option Plan

The Company received shareholder approval on May 20, 2014 of its "rolling" stock option plan (the "Stock Option Plan") whereby a maximum of 10% of the issued common shares of the Company, from time to time, may be reserved for issuance pursuant to the exercise of options. The TSX Venture Exchange (the "Exchange") requires listed companies that have "rolling" stock option plans in place to receive shareholder approval of such plans on a yearly basis at the Company's annual general meeting. The shareholders of the Company will be asked at the Meeting to ratify and approve the Stock Option Plan.

The Stock Option Plan was established to provide incentive to directors, officers, employees, management company employees and consultants who provide services to the Company. The intention of management in proposing the Stock Option Plan is to increase the proprietary interest of such persons in the Company and thereby aid the Company in attracting, retaining and encouraging the continued involvement of such persons with the Company.

The Stock Option Plan provides for a floating maximum limit of 10% of the outstanding common shares, as permitted by the policies of the Exchange. As of the date of this Information Circular, the Company was eligible to grant up to 8,753,379 options under its Stock Option Plan. There are presently 2,500,000 options outstanding and 6,253,379 are reserved and available under the Stock Option Plan.

Terms of the Stock Option Plan

Options may be granted under the Stock Option Plan to such service providers of the Company and its affiliates, if any, as the Board of Directors may from time to time designate. The exercise price of option grants will be determined by the Board of Directors, but cannot be lower than the price permitted by the TSX Venture Exchange. The Stock Option Plan provides that the number of common shares that may be reserved for issuance to any one individual upon exercise of all stock options held by such individual may not exceed 5% of the issued common shares, if the individual is a director or officer, or 2% of the issued common shares, if the individual is a consultant or engaged in providing investor relations services, on a yearly basis. Subject to earlier termination, all options granted under the Stock Option Plan will expire not later than the date that is five years from the date that such options are granted. In the event that an optionee ceases to be a director, officer, employee or consultant, the option will terminate within ninety days. In the event of the death of an optionee, the options will only be exercisable within 12 months of such death. Options granted under the Stock Option Plan are not transferable or assignable other than by will or other testamentary instrument or pursuant to the laws of succession.

Disinterested Shareholder Approval

Under the policies of the TSX Venture Exchange, if the grant of options under the proposed Stock Option Plan to insiders of the Company, together with all of the Company's outstanding stock options, could result at any time in:

(a) the number of shares reserved for issuance pursuant to stock options granted to insiders of the Company exceeding 10% of the issued common shares of the Company;

(b) the grant to insiders of the Company, within a 12 month period, of a number of options exceeding 10% of the issued common shares of the Company; or

(c) the issuance to any one optionee, within a 12 month period, of a number of shares exceeding 5% of the issued common shares of the Company,

the Company must obtain disinterested shareholder approval. The policies of the TSX Venture Exchange and the terms of the proposed Stock Option Plan also provide that disinterested shareholder approval will be required for any agreement to decrease the exercise price of options previously granted to insiders of the Company. The term disinterested shareholder approval means approval by a majority of the votes cast at the Meeting other than votes attaching to shares of the Company beneficially owned by insiders of the Company to whom options may be granted under the proposed Stock Option Plan.

A copy of the Stock Option Plan is available for review at the head office of the Company, located at Suite 880, 580 Hornby Street, Vancouver, British Columbia, during normal business hours up to an including the date of the Meeting.

The text of the ordinary resolution which management intends to place before the Meeting for the ratification and approval of the Stock Option Plan is set forth below:

"RESOLVED as an ordinary resolution of the Company that:

1. the Company's 10% rolling Stock Option Plan, including the reservation for issuance under the 10% rolling Stock Option Plan at any time of a maximum of 10% of the issued shares of the Company, be and is hereby approved, confirmed and ratified, subject to the acceptance of the Stock Option Plan by the TSX Venture Exchange; and

2. any one director or officer is hereby authorized and directed to do all such acts and things and to execute all such documents, deeds or instruments to give effect to the foregoing resolution."

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No current or former director, executive officer or employee, proposed nominee for election to the board of directors, or associate of such persons is, or has been, indebted to the Company since the beginning of the most recently completed financial year of the Company and no indebtedness remains outstanding as at the date of this Information Circular.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No: (a) director, proposed director or executive officer of the Company; (b) person or company who beneficially owns, directly or indirectly, common shares or who exercises control or direction of common shares, or a combination of both carrying more than ten percent of the voting rights attached to the common shares outstanding (an "Insider"); (c) director or executive officer of an Insider; or (d) associate or affiliate of any of the directors, executive officers or Insiders, has had any material interest, direct or indirect, 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, except with an interest arising from the ownership of common shares where such person or company will receive no extra or special benefit or advantage not shared on a pro rata basis by all holders of the same class of common shares.

MANAGEMENT CONTRACTS

There were no management functions of the Company, which were, to any substantial degree, performed by a person other than the directors or executive officers of the Company.

AUDIT COMMITTEE DISCLOSURE

Pursuant to National Instrument 52-110 – *Audit Committees*, the Company is required to disclose certain information concerning the constitution of its Audit Committee and its relationship with its independent auditors.

The Audit Committee Charter

The Company's audit committee charter is set out in Schedule "A" of this Information Circular.

Composition of the Audit Committee

The following persons are members of our audit committee:

Robert McMorran	Not Independent	Financially Literate
Mark Jarvis	Independent	Financially Literate
Lyle Davis	Independent	Financially Literate

Relevant Education and Experience

All members of the Audit Committee have the ability to read, analyze and understand the complexities surrounding the issuance of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements, and have an understanding of internal controls.

In addition to each member's general business experience, the education and experience of each Audit Committee member that is relevant to the performance of his/her responsibilities as an Audit Committee member is as follows:

Robert McMorran. Mr. McMorran is the former Chief Financial Officer of the Company and has served as the CFO of numerous junior resource companies and therefore is very experienced in dealing with financial matters concerning such companies.

Mark Jarvis. Mr. Jarvis is the Chief Executive Officer of Hard Creek Nickel Corporation and has more than 25 year experience working with companies listed on the TSX Venture exchange involved mineral resources and the oil and gas industry. Based on the foregoing, Mr. Jarvis is financially literate and familiar with public company financial statements and the accounting principles.

Lyle Davis. Mr. Davis holds an MBA, with a finance major, from the University of British Columbia. He is currently President and CEO of Condor Resources Inc., and prior thereto, was chair of their audit committee for several years. Mr. Davis has served as Chair of the audit committee of Hard Creek Nickel Corporation for over five years. He is a former corporate finance associate with CM Oliver and Ernst & Young. Mr. Davis was employed by the Vancouver Stock Exchange from 1985 through 1996.

Audit Committee Oversight

At no time since the commencement of the Company's most recent completed financial year has a recommendation of the Audit Committee to nominate or compensate an external auditor not been adopted by the Board of Directors.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of NI 52-110 *(De Minimis Non-audit Services)*, or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

Pre-Approval Policies and Procedures

Formal policies and procedures for the engagement of non-audit services have not been formulated or adopted by the Audit Committee. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by the Company's Board of Directors, and where applicable by the Audit Committee, on a case by case basis.

External Auditor Service Fees

In the following table, "audit fees" are fees billed by the Company's external auditor for services provided in auditing the Company's annual financial statements for the subject year. "Audit-related fees" are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit review of the Company's financial statements. "Tax fees" are fees billed by the auditor for professional services rendered for tax

compliance, tax advice and tax planning. "All other fees" are fees billed by the auditor for products and services not included in the foregoing categories.

The aggregate fees billed by the Company's external auditor[(1)] in the last two fiscal years, by category, are as follows:

	Year Ended July 31, 2014	Year Ended July 31, 2013
Audit Fees	$80,000	$80,000
Audit-Related Fees	-	-
Tax Fees	18,000	21,115
All Other Fees	-	
Total	$98,000	$101,115

Note:
(1) The external auditor fees during the years ended July 31, 2014 and July 31, 2013 were billed by KPMG LLP.

Exemption

The Company is relying on the exemption contained in part 6 of NI 52-110.

CORPORATE GOVERNANCE

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practice*s, the Company is required to disclose its corporate governance practices as follows:

Board of Directors

The Board of Directors is currently comprised of six members. Securities legislation recommends that the Board of Directors of a public company be constituted with a majority of individuals who qualify as "independent" directors. An "independent" director is a director who has no direct or indirect material relationship with the Company. A material relationship is a relationship which could, in the view of the Board of Directors, reasonably interfere with the exercise of a director's independent judgment. Steve Harding, Mark Jarvis and Lyle Davis are independent directors of the Company, aside from common shares or stock options of the Company held by them, they have no ongoing interest or relationship with the Company other than serving as a director. Henry Aldorf, Nico Civelli and Robert McMorran are not independent directors because of their respective positions as CEO, Vice-President Finance of the Company and former Chief Financial Officer.

Directorships

The following directors of the Company are directors and/or officers of other reporting issuers:

Name of Director of the Company	**Names of Other Reporting Issuers**
Henry Aldorf	EFLO Energy, Inc.
Nico Civelli	Callinex Mines Inc. EFLO Energy, Inc.
Robert McMorran	Archer Petroleum Corp. BRS Ventures Ltd. Dynamic Oil & Gas Exploration Inc. Neoteck Solutions Inc. Encanto Potash Corp. Guerrero Ventures Inc. Inca One Gold Corp. Santacruz Silver Mining Ltd.
Steven Harding	Kicking Horse Energy Inc.
Mark Jarvis	Shoal Point Energy Ltd. Hard Creek Nickel Corporation
Lyle Davis	Condor Resources Inc. Hard Creek Nickel Corporation

Orientation and Continuing Education

The Board of Directors provides an overview of the Company's business activities, systems and business plan to all new directors. New director candidates have free access to any of the Company's records, employees or senior management in order to conduct their own due diligence and will be briefed on the strategic plans, short, medium and long term corporate objectives, business risks and mitigation strategies, corporate governance guidelines and existing policies of the Company. The directors are encouraged to update their skills and knowledge by taking courses and attending professional seminars.

Ethical Business Conduct

The Board of Directors has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board of Directors in which the director has an interest have been sufficient to ensure that the Board of Directors operates independently of management and in the best interests of the Company.

Certain directors of the Company may also be directors and officers of other companies, and conflicts of interest may arise between their duties. Such conflicts must be disclosed in accordance with, and are subject to such other procedures and remedies as applicable under the *Business Corporations Act* (Alberta).

Nomination of Directors

The Board of Directors is responsible for identifying individuals qualified to become new directors and recommending new director nominees for the next annual meeting of shareholders.

New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the required time, show support for the Company's mission and strategic objectives, and a willingness to serve.

Compensation

The Board of Directors conducts reviews with regard to the compensation of the directors and the Chief Executive Officer once a year. To make its recommendations on such compensation, the Board of Directors takes into account the types of compensation and the amounts paid to directors and officers of comparable publicly traded Canadian companies.

Other Board Committees

The Board of Directors has no other committees other than the Audit Committee.

Assessments

The Board of Directors regularly monitors the adequacy of information given to directors, communications between the board and management and the strategic direction and processes of the Board and its committees.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedar.com.

Shareholders may contact the Company at its office by mail at 880 - 580 Hornby Street, Vancouver, BC V6C 4B6, to request copies of the Company's financial statements and related Management's Discussion and Analysis (the "MD&A"). Financial information is provided in the Company's audited financial statements and MD&A for the year ended July 31, 2014.

OTHER MATTERS

Other than the above, management of the Company knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting. However, if any other matters that are not known to management should properly come

before the Meeting, the accompanying YELLOW Proxy confers discretionary authority upon the persons named therein to vote on such matters in accordance with their best judgment.

APPROVAL OF THE BOARD OF DIRECTORS

The contents of this Information Circular have been approved and the delivery of it to each shareholder of the Company entitled thereto and to the appropriate regulatory agencies has been authorized by the Board of Directors of the Company.

Dated at Vancouver, British Columbia as of June 17, 2015.

ON BEHALF OF THE BOARD

TERRA NOVA ENERGY LTD.

"Henry Aldorf"

Henry Aldorf
Chief Executive Officer and Director

Schedule "A"
Terra Nova Energy Ltd.
Audit Committee Charter

MANDATE

The primary function of the audit committee (the "Committee") of Terra Nova Energy Ltd. (the "Company") is to assist the Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting and the Company's auditing, accounting and financial reporting processes. The Committee's primary duties and responsibilities are to:

- Serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements.
- Review and appraise the performance of the Company's external auditors (the "Auditor").
- Provide an open avenue of communication among the Company's auditors, management and the Board of Directors.

COMPOSITION, PROCEDURES AND ORGANIZATION

The Committee shall consist of at least three members. Each member must be a director of the Company. A majority of the members of the Committee shall not be executive officers or employees of the Company or of an affiliate of the Company. At least one (1) member of the Committee shall be financially literate. All members of the Committee who are not financially literate will work towards becoming financially literate to obtain working familiarity with basic finance and accounting practices. For the purposes of this Charter, the term "financially literate" means the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements.

The members of the Committee shall be appointed by the Board of Directors at its first meeting following the annual shareholders' meeting. Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair by a majority vote of the full Committee membership. The Chair shall be financially literate.

The Board of Directors may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.

MEETINGS OF THE COMMITTEE

Meetings of the Committee shall be scheduled to take place at regular intervals and, in any event, not less frequently than quarterly. Unless all members are present and waive notice, or those absent waive notice before or after a meeting, the Chairman will give the Committee members 24 hours' advance notice of each meeting and the matters to be discussed at such meeting. Notice may be given personally, by telephone, by facsimile or e-mail.

The Auditor shall be given reasonable notice of, and be entitled to attend and speak at, each meeting of the Committee concerning the Company's annual financial statements and, if the Committee determines it to be necessary or appropriate, at any other meeting. On request by the Auditor, the Chair shall call a meeting of the Committee to consider any matter that the Auditor believes should be brought to the attention of the Committee, the Board of Directors or the shareholders of the Company.

At each meeting of the Committee, a quorum shall consist of a majority of members that are not officers or employees of the Company or of an affiliate of the Company. A member may participate in a meeting of the Committee in person or by telephone if all members participating in the meeting, whether in person or by telephone or other communications medium other than telephone are able to communicate with each other and if all members who wish to participate in the meeting agree to such participation.

The Committee may periodically meet separately with each of management and the Auditor to discuss any matters that the Committee or any of these groups believes would be appropriate to discuss privately. In addition, the Committee should meet with the Auditor and management annually to review the Company's financial statements.

The Committee may invite to its meetings any director, any manager of the Company, and any other person whom it deems appropriate to consult in order to carry out its responsibilities.

RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties, the Committee shall:

1. Review the Company's financial statements, including any certification, report, opinion, or review rendered by the Auditor, MD&A and any annual and interim earnings press releases before the Company publicly discloses such information.

2. Review and satisfy itself that adequate procedures are in place and review the Company's public disclosure of financial information extracted or derived from its financial statements, other than disclosure described in the previous paragraph, and periodically assess the adequacy of those procedures.

3. Be directly responsible for overseeing the work by the Auditor (including resolution of disagreements between management and the Auditor regarding financial reporting) engaged for the purpose of preparing or issuing an audit report or performing other audit review services for the Company.

4. Require the Auditor to report directly to the Committee.

5. Review annually the performance of the Auditor who shall be ultimately accountable to the Board of Directors and the Committee as representatives of the shareholders of the Company.

6. Review and discuss with the Auditor any disclosed relationships or services that may impact the objectivity and independence of the Auditor.

7. Take, or recommend that the Board of Directors take, appropriate action to oversee the independence of the Auditor.

8. Recommend to the Board of Directors the external auditor to be nominated at the annual general meeting for appointment as the Auditor for the ensuing year and the compensation for the Auditors, or, if applicable, the replacement of the Auditor.

9. Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the Auditor and former independent external auditors of the Company.

10. Review with management and the Auditor the audit plan for the annual financial statements.

11. Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services provided by the Auditor. The pre-approval requirement is waived with respect to the provision of non-audit services if:

    a. the aggregate amount of all such non-audit services that were not pre-approved is reasonably expected to constitute not more than 5% of the total amount of fees paid by the Company and its subsidiary entities to the Auditor during the fiscal year in which the non-audit services are provided;

    b. such services were not recognized by the Company at the time of the engagement to be non-audit services; and

    c. such services are promptly brought to the attention of the Committee and approved, prior to the completion of the audit, by the Committee or by one or more members of the Committee to whom authority to grant such approvals has been delegated by the Committee.

The Committee may delegate to one or more independent members of the Committee the authority to pre-approve non-audit services in satisfaction of the pre-approval requirement set forth in this section provided the pre-approval of non-audit services by any member to whom authority has been delegated must be presented to the Committee at its first scheduled meeting following such pre-approval.

12. In consultation with the Auditor, review with management the integrity of the Company's financial reporting process, both internal and external.

13. Consider the Auditor's judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.

14. Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the Auditor and management.

15. Review significant judgments made by management in the preparation of the financial statements and the view of the Auditor as to the appropriateness of such judgments.

16. Following completion of the annual audit, review separately with management and the Auditor any significant difficulties encountered during the course of the audit, including any restrictions on the scope of the work or access to required information.

17. Review any significant disagreement among management and the Auditor in connection with the preparation of the financial statements.

18. Review with the Auditor and management the extent to which changes and improvements in financial or accounting practices have been implemented.

19. Discuss with the Auditor the Auditor's perception of the Company's financial and accounting personnel, any material recommendations which the Auditor may have, the level of co-operation which the Auditor received during the course of their review and the adequacy of their access to records, data or other requested information.

20. Maintain, review and update the procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters, as set forth in Annex A attached to this Charter.

21. Perform such other duties as may be assigned to it by the Board of Directors from time to time or as may be required by applicable regulatory authorities or legislation.

22. Report regularly and on a timely basis to the Board of Directors on the matters coming before the Committee.

23. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board of Directors for approval.

AUTHORITY

The Committee is authorized to:

- to seek any information it requires from any employee of the Company in order to perform its duties;
- to engage, at the Company's expense, independent legal counsel or other professional advisors in any matter within the scope of the role and duties of the Committee under this Charter;
- to set and pay compensation for any advisors engaged by the Committee; and
- to communicate directly with the internal and external auditors of the Company.

This Charter supersedes and replaces all prior charters and other terms of reference pertaining to the Committee.

Annex A
to
Audit Committee Charter

PROCEDURES FOR THE SUBMISSION OF COMPLAINTS AND CONCERNS REGARDING ACCOUNTING, INTERNAL ACCOUNTING CONTROLS OR AUDITING MATTERS

1. Terra Nova Energy Ltd. (the "Company") has designated its Audit Committee of its Board of Directors (the "Committee") to be responsible for administering these procedures for the receipt, retention, and treatment of complaints received by the Company or the Committee directly regarding accounting, internal accounting controls, or auditing matters.

2. Any employee of the Company may on a confidential and anonymous basis submit concerns regarding questionable accounting controls or auditing matters to the Committee by setting forth such concerns in a letter addressed directly to the Committee with a legend on the envelope such as "Confidential" or "To be opened by Committee only". If an employee would like to discuss the matter directly with a member of the Committee, the employee should include a return telephone number in his or her submission to the Committee at which he or she can be contacted. All submissions by letter to the Committee can be sent to:

   Terra Nova Energy Ltd.
   880 – 580 Hornby Street
   Vancouver, B.C. V6C 3B6

3. Any complaints received by the Company that are submitted as set forth herein will be forwarded directly to the Committee and will be treated as confidential if so indicated.

4. At each meeting of the Committee, or any special meetings called by the Chairperson of the Committee, the members of the Committee will review and consider any complaints or concerns submitted by employees as set forth herein and take any action it deems necessary in order to respond thereto.

5. All complaints and concerns submitted as set forth herein will be retained by the Committee for a period of seven (7) years.

HOW TO CAST YOUR VOTE IN SUPPORT OF MANAGEMENT

MAKE YOUR VOICE HEARD BY VOTING YOUR YELLOW PROXY TODAY

Voting Method	Registered Shareholders If your shares are held in your name and represented by a physical certificate	Beneficial Shareholders If your shares are held with a broker, bank or other intermediary
Internet @	www.investorvote.com	www.proxyvote.com
Facsimile	North American toll free: 1-866-249-7775 Outside North America: 416-263-9524	Complete, date, and sign the **YELLOW** voting instruction form and fax it to the number listed therein.
Telephone	North American Toll Free: 1-866-732-VOTE (8683) Outside North America: 312-588-4290	Call the toll-free listed on your **YELLOW** voting instruction form and vote using the control number provided therein.
Mail	Complete, date and sign the **YELLOW** Proxy and return in the enclosed postage paid envelope to, **Computershare Investor Services Inc.,** 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1.	Complete, date and sign the **YELLOW** voting instruction form and return it in the enclosed postage paid envelope.

QUESTIONS OR REQUESTS FOR VOTING ASSISTANCE MAY BE DIRECTED TO THE PROXY SOLICITOR:

LH LAUREL HILL ADVISORY GROUP

NORTH AMERICAN TOLL FREE:
1-877-452-7184

COLLECT CALLS OUTSIDE NORTH AMERICA:
1-416-304-0211

EMAIL: ASSISTANCE@LAURELHILL.COM