

CROWN POINT ENERGY INC.

**Management Information Circular – Proxy Statement
dated May 13, 2014**

**For the Annual General and Special Meeting
of Shareholders to be held on June 12, 2014**

PROXIES

Solicitation of Proxies

This information circular – proxy statement (the "Information Circular") is furnished in connection with the solicitation of proxies by the management of Crown Point Energy Inc. (the "Corporation" or "Crown Point") for use at the annual general and special meeting of the holders of common shares ("Common Shares") of the Corporation (the "Meeting") to be held in the Bantrel Tower Meeting Room on the 2nd floor of the Bantrel Tower, 700 – 6th Avenue S.W., Calgary, Alberta on June 12, 2014 at 2:00 p.m. (Calgary time), and at any adjournment thereof, for the purposes set forth in the accompanying Notice of Annual General and Special Meeting.

The board of directors of the Corporation (the "**Board**") has fixed the record date for the Meeting at the close of business on May 13, 2014 (the "**Record Date**"). Only shareholders of record on the Record Date are entitled to notice of, and to attend and vote at, the Meeting, unless a shareholder transfers the ownership of his or her shares subsequent to that date and the transferee of those shares establishes that he or she owns the shares and demands not less than ten (10) days before the Meeting, that the transferee's name be included in the list of shareholders entitled to vote at the Meeting, in which case such transferee shall be entitled to vote such shares at the Meeting.

Unless otherwise stated, the information in this Information Circular is given at May 13, 2014. In this Information Circular, unless otherwise noted, all dollar amounts are expressed in Canadian dollars and references to "\$" and "CDN\$" are to Canadian dollars.

The instrument appointing a proxy (the "**Instrument of Proxy**") must be in writing and must be executed by you or your attorney authorized in writing or, if you are a corporation, under your corporate seal or by a duly authorized officer or attorney of the corporation.

The persons named in the enclosed Instrument of Proxy are directors and/or officers of the Corporation. 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 person or persons designated in the Instrument of Proxy furnished by Crown Point. To exercise this right you should insert the name of the desired representative in the blank space provided in the Instrument of Proxy and strike out the other names or submit another appropriate proxy.

In order to be effective, the proxy must be deposited with Computershare Investor Services Inc. ("**Computershare**"): (i) by mail using the enclosed return envelope or one addressed to Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1; (ii) by hand delivery to Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, or (iii) by facsimile to 1-866-249-7775 (inside North America) or (416) 263-9524 (outside North America), not less than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of Alberta) before the time of the Meeting or any adjournment thereof. The time limit for the deposit of proxies may be waived or extended by the Chair of the Meeting at his or her discretion without notice. If you vote through the Internet, please go to www.investorvote.com and follow the instructions. You will require your 15-digit control number found on your proxy form.

Advice to Beneficial Holders of Common Shares

The information set forth in this section is of significant importance to you if you do not hold the Common Shares in your own name. If you hold Common Shares through a broker, financial institution, trustee, nominee or other intermediary or otherwise ("**Beneficial Holders**"), you should note that only proxies deposited by shareholders whose names appear on our records as the registered holders of Common Shares can be recognized and acted upon at the Meeting. If Common Shares are listed in your account statement provided by your broker, then in almost all cases those Common Shares will not be registered in your name on our records. Such Common Shares will likely be registered under the name of your broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co., the registration name for CDS Clearing and Depository Securities Inc., which acts as nominee for many Canadian brokerage firms. Common Shares held by your broker or their nominee can only be voted (for or against resolutions) upon your instructions. Without specific instructions, your broker or their nominee is prohibited from voting your shares. You should ensure that an instruction regarding the voting of your shares is communicated to the appropriate person within the appropriate time frame.

Applicable regulatory policy requires your broker to seek voting instructions from you in advance of the Meeting. Every broker has its own mailing procedures and provides its own return instructions, which you should carefully follow in order to ensure that your shares are voted at the Meeting. Often, the form of proxy supplied by your broker is identical to the form of proxy provided to registered shareholders. However, its purpose is limited to instructing the registered shareholder how to vote on your behalf. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") or another intermediary. **If you receive a voting instruction form from Broadridge or another intermediary it cannot be used as a proxy to vote Common Shares directly at the Meeting as the proxy must be returned (or otherwise reported) as directed by Broadridge well in advance of the Meeting in order to have the Common Shares voted.**

Although you may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of your broker (or agent of the broker), you may attend at the Meeting as proxyholder for the registered shareholder and vote Common Shares in that capacity. If you wish to attend the Meeting and indirectly vote your Common Shares as proxyholder for the registered shareholder, you should enter your own name in the blank space on the form of proxy provided to you and return the same to your broker (or the broker's agent) in accordance with the instructions provided by your broker (or agent), well in advance of the Meeting.

Revocability of Proxy

You may revoke your proxy at any time prior to the Meeting. If you or the person to whom you give your proxy attends personally at the Meeting you or such person may revoke the proxy and you may vote in person. In addition to revocation in any other manner permitted by law, a proxy may be revoked by an instrument in writing executed by you or your attorney authorized in writing or, if you are a corporation, under your corporate seal or by a duly authorized officer or attorney of the corporation. To be effective the instrument in writing must be deposited either at the registered office of the Corporation at any time prior to 4:30 p.m. (Calgary time) on the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used, or with the Chairman of the Meeting on the day of the Meeting, or any adjournment thereof.

Persons Making the Solicitation

This solicitation is made on behalf of the management of the Corporation. The costs incurred in the preparation and mailing of the Instrument of Proxy, Notice of Annual and Special Meeting and this Information Circular will be borne by the Corporation. In addition to mailing Instruments of Proxy, proxies may be solicited by personal interviews, or by other means of communication, by directors, officers and employees of the Corporation, who will not be remunerated therefor. The Corporation has retained Kingsdale Shareholder Services ("**Kingsdale**") to assist with the solicitation of proxies. In connection with these services, Kingsdale will receive approximately \$30,000 and will be reimbursed for disbursements and out-of-pocket expenses. If you have any questions about how to vote your Common Shares, please contact Kingsdale toll-free in North America at 1-888-518-6824 or collect call outside North America at 416-867-2272 or email at contactus@kingsdaleshareholder.com. The costs incurred by the Corporation in soliciting proxies will be paid by the Corporation.

Exercise of Discretion by Proxy

The Common Shares represented by proxy in favour of management nominees will be voted or withheld from voting on any ballot at the Meeting. Where you specify a choice with respect to any matter to be acted upon, the Common Shares will be voted on any ballot in accordance with your instructions. **If you do not provide instructions your Common Shares will be voted in favour of the matters to be acted upon as set out in this Information Circular.** The persons appointed under the Instrument of Proxy which we have furnished are conferred with discretionary authority with respect to amendments or variations of those matters specified in the Instrument of Proxy and Notice of Annual General and Special Meeting and with respect to any other matters which may properly be brought before the Meeting or any adjournment thereof. At the time of printing this Information Circular, we know of no such amendment, variation or other matter.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Corporation is authorized to issue an unlimited number of Common Shares and an unlimited number of class A preferred shares (the "**Class A Preferred Shares**"), issuable in series. As at May 13, 2014 there were 104,515,222 Common Shares and no Class A Preferred Shares issued and outstanding.

The holders of Common Shares are entitled to: (i) one (1) vote per share held at any meeting of shareholders of the Corporation; (ii) receive any dividend declared by the Corporation; and (iii) receive the remaining property of the Corporation upon dissolution.

To the knowledge of the directors and senior officers of the Corporation, as at the date hereof no person or company beneficially owns or controls or directs, directly or indirectly, Common Shares carrying more than 10% of the voting rights attached to all of the issued and outstanding Common Shares.

MATTERS TO BE ACTED UPON AT THE MEETING

Election of Directors

Unless otherwise directed, it is the intention of management to vote proxies in the accompanying form in favour of the election as directors for the ensuing year the seven (7) nominees hereinafter set forth:

Murray D. McCartney
 John Clark
 Denny Deren
 Gordon R. Kettleston
 Dr. Brian J. Moss
 Dr. Carlos Olivieri
 Keith Turnbull

Each director elected will hold office until the next annual general meeting, or until his successor is duly elected or appointed, unless his office is earlier vacated.

Management does not contemplate that any of these nominees will be unable to serve as a director. However, if for any reason any of the proposed nominees does not stand for election or is unable to serve as such, **the management designees, if named as proxy, reserve the right to vote for any other nominee in their sole discretion unless you have specified in your proxy that your Common Shares are to be withheld from voting on the election of directors.**

The following information relating to the nominees as directors is based partly on our records and partly on information received by us from the nominees and sets forth the names, ages, province or state and country of residence of all of the persons nominated for election as directors, the periods during which they have served as directors, their principal occupations during the five preceding years and the number of Common Shares owned, or controlled or directed, directly or indirectly, by each of them as of May 13, 2014.

Name, Province/State and Country of Residence	Position Presently Held	Director Since	Principal Occupation During the Five Preceding Years	Number of Common Shares Beneficially Owned or Controlled or Directed on May 13, 2014
Murray D. McCartney Age 58 Alberta, Canada	President, Chief Executive Officer and Director	May 5, 2009	President and Chief Executive Officer of Crown Point since May 2009. Prior thereto President and Chief Executive Officer of Adamant Energy Inc. (a private oil and gas company) from 2004 to 2008.	863,000
John Clark ⁽¹⁾⁽²⁾⁽⁴⁾ Age 58 Ontario, Canada	Director	May 3, 2010	President of Investments and Technical Management Corp. since 1999.	Nil
Denny Deren ⁽¹⁾⁽³⁾⁽⁴⁾ Age 57 Alberta, Canada	Director	July 9, 2008	President of Excalibur Foxx Ltd. since 1987. President of Foxxhole Escape Systems Inc. since 2006.	20,500
Gordon R. Kettleson ⁽²⁾⁽³⁾ Age 58 British Columbia, Canada	Chairman and Director	December 17, 2001	Chief Executive Officer of Interwest Enterprises Ltd. since 2001. Formerly President and/or Chief Executive Officer of Crown Point for various periods between March 2007 and May 2009.	504,000
Dr. Brian J. Moss Age 64 Alberta, Canada	Executive Vice President, Chief Operating Officer and Director	May 28, 2012	Executive Vice-President and Chief Operating Officer of Crown Point since June 2012. From January 2008 to May 2012, Executive Vice President (Latin America) of Antrim Energy Inc. Prior to January 2008, President and Chief Executive Officer of Los Altares Resources Ltd., a private oil and gas company incorporated in Alberta.	250,961
Dr. Carlos Olivieri Age 63 Buenos Aires, Argentina	Director	October 19, 2011	Member of the Board of Directors of Transportadora de Gas Del Sur S.A. (NYSE), Dean of Austral University and Professor of Di Tella University and Partner of International Advisor SRL.	Nil
Keith Turnbull ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾ Age 65 Alberta, Canada	Director	April 23, 2012	Business consultant since December 31, 2009. Prior thereto, Partner at KPMG LLP.	60,000

Notes:

- (1) Member of the audit committee of the Board.
- (2) Member of the corporate governance committee of the Board.
- (3) Member of the compensation committee of the Board.
- (4) Member of the reserves committee of the Board.

As at the date hereof, the directors and officers of the Corporation, and their associates and affiliates, as a group, own or control, directly or indirectly, 1,723,461 Common Shares representing approximately 1.6% of the issued and outstanding Common Shares.

Cease Trade Orders

Except as disclosed below, to the knowledge of the management of the Corporation, none of the proposed directors is, or has been in the last 10 years, a director, chief executive officer or chief financial officer of an issuer (including the Corporation) that, (a) while that person was acting in that capacity, was the subject of a cease trading order or

similar order or an order that denied the issuer access to any exemptions under securities legislation, for a period of more than 30 consecutive days; or (b) was subject to, after that person ceased to be a director, chief executive officer or chief financial officer, in the issuer being the subject of a cease trade or similar order or an order that denied the issuer access to any exemption under securities legislation, for a period of more than 30 consecutive days, and which resulted from an event that occurred while that person was acting in the capacity as a director, chief executive officer or chief financial officer.

Dr. Brian Moss was a director of Richards Oil & Gas Limited ("**ROG**") when each of the Alberta Securities Commission, British Columbia Securities Commission and the Ontario Securities Commission issued cease trade orders on May 7, 2010, May 11, 2010 and May 26, 2010, respectively, against ROG for failing to file certain annual disclosure documents for the financial year ended December 31, 2009. ROG's shares were de-listed from the TSX Venture Exchange (the "**TSXV**") on July 9, 2010 for failure to pay its listing fees. The cease trade orders by the Alberta Securities Commission and Ontario Securities Commission were varied in December 2010 to allow certain trades as part of ROG's proposal under the *Bankruptcy and Insolvency Act* (Canada) ("**BIA**"), as discussed below. On December 31, 2010, after assisting ROG with its successful restructuring process, Dr. Moss resigned as a director of ROG.

Bankruptcies

Except as disclosed below, to the knowledge of the management of the Corporation, no proposed director of the Corporation is, or within the ten years prior to the date of this Information Circular was: (a) declared 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 that person; or (b) was a director or executive officer of a corporation (including the Corporation) that while that person acting in that capacity or within a year of the person ceasing to act as a director or officer of the corporation became bankrupt or 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.

Dr. Brian Moss was a director of ROG when ROG received protection from its creditors pursuant to an order under the BIA on May 5, 2010. On September 24, 2010 ROG filed a proposal under the BIA naming Alger & Associates Inc. as the trustee, which was accepted by ROG's creditors and the Alberta Court of Queen's Bench. On December 31, 2010, after assisting ROG with its successful restructuring process, Dr. Moss resigned as a director of ROG.

Penalties or Sanctions

To the knowledge of the management of the Corporation, no proposed director of the Corporation has been subject to (a) 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 (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director of the Corporation.

Appointment of Auditor

Unless otherwise directed, it is management's intention to vote the proxies in favour of an ordinary resolution to appoint the firm KPMG LLP, Chartered Accountants, ("**KPMG**") to serve as auditors of the Corporation until the next annual meeting of shareholders and to authorize the directors to fix their remuneration as such. KPMG have been the Corporation's auditors since September 13, 2011.

Ratification of Stock Option Plan

Pursuant to the TSXV Policy 4.4 (the "**Option Policy**") the Corporation is permitted to maintain a "rolling" stock option plan (the "**Stock Option Plan**") reserving a maximum of 10% of the issued and outstanding Common Shares for issuance pursuant to stock options. In accordance with the Option Policy, rolling option plans must receive shareholder approval yearly at the Corporation's annual meeting.

Shareholders will therefore be asked at the Meeting to consider and, if thought advisable, to ratify and approve the existing Stock Option Plan (the "**Option Plan Resolution**"). At the annual general meeting held on June 11, 2013, the shareholders of the Corporation approved the current Stock Option Plan. The Corporation currently has 8,355,000 outstanding options to purchase Common Shares of the Corporation (the "**Options**"), at a weighted average exercise price of \$0.83 per Common Share.

The purpose of the Stock Option Plan is to aid in attracting, retaining and motivating the directors, officers, employees and consultants (collectively, "**Service Providers**") of Crown Point and its subsidiaries and affiliates in the growth and development of Crown Point by providing them with the opportunity through Options to acquire an increased proprietary interest in Crown Point.

The Stock Option Plan is administered by a committee of the Board comprised of one or more directors appointed by the Board to administer the Stock Option Plan or, if no such committee is appointed, the Board (in each case, the "**Committee**"). The Committee may designate eligible Service Providers of Crown Point and its subsidiaries and affiliates to whom Options may be granted and the number of Common Shares to be optioned to each, provided that the number of Common Shares to be optioned will not exceed the limitations set out below:

- (a) the total number of Common Shares reserved for issuance on exercise of Options issued under the Stock Option Plan at any given time shall not exceed 10% of the aggregate of the issued and outstanding Common Shares at such time;
- (b) unless the approval of the disinterested shareholders of Crown Point is obtained, the aggregate number of Common Shares reserved for issuance to any one optionee in a 12 month period shall not exceed 5% of the number of outstanding Common Shares (determined at the time an Option is granted);
- (c) the aggregate number of Common Shares reserved for issuance to any one consultant in a 12 month period shall not exceed 2% of the number of outstanding Common Shares (determined at the time an Option is granted);
- (d) the aggregate number of Common Shares reserved for issuance to all persons conducting investor relations activities in a 12 month period shall not exceed 2% of the number of outstanding Common Shares (determined at the time an Option is granted); and
- (e) unless the approval of the disinterested shareholders of Crown Point is obtained, the maximum number of Options which may be granted to insiders of Crown Point within a 12 month period may not exceed 10% of the number of outstanding Common Shares.

Any increase in the issued and outstanding Common Shares (whether as a result of the exercise of Options or otherwise) will result in an increase in the number of Common Shares that may be issued on exercise of Options outstanding at any time and any increase in the number of Options granted will, upon exercise, make new grants available under the Stock Option Plan. Options that are cancelled, terminated or expire prior to the exercise of all or a portion thereof will result in the Common Shares that were reserved for issuance thereunder being available for a subsequent grant of Options pursuant to the Stock Option Plan.

The Committee may, in its sole discretion, determine: (i) the time during which Options will vest; (ii) the method of vesting; or (iii) that no vesting restriction shall exist. The Committee may, at 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. The exercise price of Options will be fixed by the Committee when Options are granted, provided that the exercise price of Options may not be less than the Discounted Market Price of the Common Shares at the time an Option is granted (or such other minimum price as may be required by the stock exchange on which the Common Shares are listed at the time of grant). "**Discounted Market Price**" means the last closing trading price per Common Share on the TSXV (or if the Common Shares are not listed on the TSXV, on such exchange as the Common Shares are then traded) before the date of grant of the Option or the date Crown Point issues a news release to fix the price of such Option, less the applicable discount as prescribed by the TSXV. The period during

which an Option is exercisable shall, subject to the provisions of the Stock Option Plan requiring or permitting acceleration of rights of exercise or the extension of the exercise period, be such period, not in excess of five years, as may be determined by the Committee at the time of grant. Options will not be assignable or transferable by the optionee either in whole or in part.

In addition, each Option shall provide that:

- (a) upon the death of an optionee, the Option shall terminate on the date determined by the Committee which shall not be more than twelve (12) months from the date of death and, in the absence of any determination to the contrary, will be twelve (12) months from the date of death;
- (b) if an optionee shall no longer be a Service Provider (other than by reason of death or termination for cause), the Option shall terminate on the expiry of the period not in excess of ninety (90) days as prescribed by the Committee at the time of grant, following the date that such optionee ceases to be a Service Provider and, in the absence of any determination to the contrary, will terminate ninety (90) days following the date that such optionee ceases to be a Service Provider;
- (c) if an optionee shall no longer be a Service Provider by reason of termination for cause, the Option shall terminate immediately on such termination for cause (whether notice of such termination occurs verbally or in writing);

provided that the number of Common Shares that an optionee (or his or her heirs or successors) shall be entitled to purchase until such date of termination: (i) shall in the case of death of such optionee, be all of the Common Shares that may be acquired on exercise of the Options held by such optionee (or his or her heirs or successors) whether or not previously vested, and the vesting of all such Options shall be accelerated on the date of death for such purpose; and (ii) in any case other than death or termination for cause, shall be the number of Common Shares which such optionee was entitled to purchase on the date such optionee ceased to be a Service Provider.

If the expiry date of any Options falls within any Black Out Period or within the three (3) business day period prior to the normal expiry date of such Options (the "**Restricted Options**"), then the expiry date of all Restricted Options will be extended to the date that is ten (10) business days following the end of the Black-Out Period (or such longer period as permitted by the TSXV and approved by the Committee). The foregoing extension applies to all Options whatever the date of grant and shall not be considered to be an extension of the term of the Options. "**Black Out Period**" means the period of time when, pursuant to any policies of Crown Point and/or applicable securities laws, any securities of Crown Point may not be traded by certain persons as designated by Crown Point and/or such applicable securities laws, including any holder of an Option.

In the event: (i) of any change in the Common Shares through subdivision, consolidation, reclassification, amalgamation, merger or otherwise; or (ii) that, as a result of any recapitalization, merger, consolidation or other transaction, the Common Shares are converted into or exchangeable for any other securities or property; then the Board may make such adjustments to the Stock Option Plan and to any Options, and may make such amendments to any option agreements, as the Board may, in its sole discretion, consider appropriate in the circumstances to prevent dilution or enlargement of the rights granted to optionees and/or to provide for the optionees to receive and accept such other securities or property in lieu of Common Shares, and the optionees will be bound by any such determination. If Crown Point fixes a record date for a distribution to all or substantially all of the holders of the Common Shares of cash or other assets (other than a dividend in the ordinary course of business), the Board may, in its sole discretion, but will not be required to, make an adjustment to the exercise price of any Options outstanding on the record date for such distribution and make such amendments to any option agreements to give effect thereto, as the Board may, in its sole discretion, consider appropriate in the circumstances.

Except in the case of a transaction that is a Change of Control (as defined in the Stock Option Plan), if Crown Point enters into any transaction or series of transactions whereby Crown Point or all or substantially all of the assets of Crown Point and its subsidiaries (on a consolidated basis) would become the property of any other trust, body corporate, partnership or other person (a "**Successor**"), whether by way of takeover bid, acquisition, reorganization, consolidation, amalgamation, arrangement, merger, transfer, sale or otherwise, prior to or contemporaneously with the consummation of such transaction the Corporation and the Successor will execute such instruments and do such

things as the Committee may determine are necessary to establish that upon the consummation of such transaction the Successor will assume the covenants and obligations of the Corporation under the Stock Option Plan and any option agreements outstanding on consummation of such transaction. Any such Successor shall succeed to, and be substituted for, and may exercise every right and power of the Corporation under the Stock Option Plan and option agreements with the same effect as though the Successor had been named as the Corporation therein and thereafter, the Corporation shall be relieved of all obligations and covenants under the Stock Option Plan and such option agreements and the obligation of the Corporation to the optionees in respect of the Options shall terminate and be at an end and the optionees shall cease to have any further rights in respect thereof including, without limitation, any right to acquire Common Shares upon vesting of the Options.

If there takes place a Change of Control (as such term is defined in the Stock Option Plan), all issued and outstanding Options will be exercisable (whether or not then vested) immediately prior to the time such Change of Control takes place and shall terminate on the 90th day after the occurrence of such Change of Control, or at such earlier time as may be established by the Board, in its absolute discretion, prior to the time such Change of Control takes place.

The Stock Option Plan allows the Board to amend or discontinue the plan at any time, provided that no such amendment may, without the consent of an optionee, alter or impair any Option previously granted to an optionee under the Stock Option Plan, and provided further that any amendment to the Stock Option Plan is subject to prior approval of the TSXV, if required, and approval of the holders of Common Shares, if required by the TSXV.

At the Meeting, shareholders will be asked to consider and, if deemed advisable, approve the following ordinary resolution to approve the Stock Option Plan:

"BE IT RESOLVED THAT:

1. the stock option plan (the "**Stock Option Plan**") of Crown Point Energy Inc. ("**Crown Point**"), as described in the management information circular and proxy statement of Crown Point dated May 13, 2014, including the approval of the reserve and issuances of up to a maximum of 10% of the number of issued and outstanding common shares of Crown Point from time to time to be issued thereunder, be and the same is hereby authorized, approved and ratified; and
2. any one or more directors or officers of Crown Point are hereby authorized to execute and deliver, whether under corporate seal or otherwise, all such agreements, instruments, notices, consents, acknowledgements, certificates and other documents (including any documents required under applicable laws or regulatory policies), and to perform and do all such other acts and things, as any such director or officer in his or her discretion may consider to be necessary or advisable from time to time in order to give effect to this resolution."

In order for the foregoing resolution to be passed, it must be approved by a simple majority of the votes cast by shareholders of the Corporation 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 ordinary resolution approving the Stock Option Plan.

STATEMENT OF EXECUTIVE COMPENSATION

Compensation Governance

Compensation Committee Mandate

The Board has adopted a mandate for the compensation committee of the Board (the "**Compensation Committee**"), which provides that it is the Compensation Committee's responsibility to assist the Board of Crown Point in fulfilling its responsibility by reviewing matters relating to the human resource policies and compensation of the

directors, officers and employees of the Corporation and its subsidiaries in the context of the budget and business plan of the Corporation. Without limiting the generality of the foregoing, the duties of the Compensation Committee may include any of the following as determined appropriate by the Compensation Committee or as requested by the Board, from time to time:

1. to review the compensation philosophy and remuneration policy for employees of the Corporation and to recommend to the Board changes to improve the Corporation's ability to recruit, retain and motivate employees;
2. to consider the implications and the risks associated with the Corporation's compensation policies and practices;
3. to review and recommend to the Board the retainer and fees to be paid to members of the Board, members of committees of the Board, and chairs of the various committees of the Board;
4. to review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer of the Corporation (the "**CEO**"), evaluate the CEO's performance in light of those corporate goals and objectives, and determine (or make recommendations to the Board with respect to) the CEO's compensation level based on such evaluation;
5. to recommend to the Board with respect to non-CEO officer compensation including to review management's recommendations for proposed stock option and other incentive compensation plans and equity based plans for non-CEO officer compensation and make recommendations in respect thereof to the Board;
6. to administer the Stock Option Plan and other incentive plans (collectively, the "**Incentive Plans**") approved by the Board in accordance with its terms including recommending to the Board (and if delegated authority thereunder, approve) the grant of Options or other incentives under the Incentive Plans in accordance with the terms thereof;
7. to determine and recommend for approval of the Board bonuses to be paid to officers and employees of the Corporation and its subsidiaries, as applicable, and to establish targets or criteria for the payment of such bonuses, if appropriate; and
8. to review the disclosure as to compensation matters included in the information circular and proxy statement of the Corporation as mandated by applicable securities laws including, without limitation, the compensation discussion and analysis included therein, prior to the Corporation publicly disclosing the same.

Composition of the Compensation Committee

The Compensation Committee is required to be comprised of at least three (3) directors or such lesser or greater number as the Board may determine from time to time and a majority of the members are required to be independent, as such term is defined for purposes of National Policy 58-201 – *Corporate Governance Guidelines*. During the year ended December 31, 2013, the Compensation Committee was comprised of Denny Deren (Chairman), Gordon Kettleison and Keith Turnbull all of whom are independent directors. The following table sets forth the relevant education and experience of each member of the Compensation Committee that enable such member to make decisions on the suitability of the Corporation's compensation policies and practice:

Name and Place of Residence	Relevant Education and Experience
Denny Deren Alberta, Canada	Denny Deren is a Certified Engineering Technologist with over 34 years of international oil and gas experience. Mr. Deren has been the President and director of Excalibur Foxx Ltd. which provides consulting services for Well Intervention Technologies and Operations Engineering Internationally since 1987. Former Country Manager of Territorial Services Ltd a junior oil and gas producer in Trinidad & Tobago, West Indies from 2003 & 2004. President and director of Foxxhole Escape Systems Ltd. which provides safety egress escape chutes to the service sector of the Canadian oil Industry since 2006.
Gordon R. Kettleson British Columbia, Canada	Gordon R. Kettleson has been Chief Executive Officer of Interwest Enterprises Ltd., a family holding company involved as a producer of petroleum and natural gas products since September 2001, and its Assistant Manager from November 1999 to September 2001. Prior to that he was a sales and marketing manager. Mr. Kettleson was formerly the President and/or Chief Executive Officer of Crown Point for various periods between March 2007 and May 2009 and prior thereto served as the Corporation's Chief Financial Officer.
Keith Turnbull Alberta, Canada	Keith Turnbull is a Chartered Accountant and has been a business consultant since his retirement as a Partner from KPMG LLP, Chartered Accountants (" KPMG ") on December 31, 2009, after nearly 30 years of service. Mr. Turnbull has extensive experience in all aspects of public company accounting, finance and management matters, including serving as Office Managing Partner at KPMG's Calgary office, where he was responsible for the strategic direction and growth of the Calgary practice, as well its audit, tax and advisory business. Mr. Turnbull is a member of the Alberta and Canadian Institute of Chartered Accountants and the ICD.

As described above, each of Messrs. Deren, Kettleson and Turnbull have held senior executive management positions in various entities and in such roles have been involved in human resources and compensation issues. The skills and experience possessed by members of the Compensation Committee acquired as a result of their lengthy and extensive business and professional careers and experience as described above will assist and enable them to make decisions on the suitability of the Corporation's compensation policies and practices.

Compensation Consultant or Advisor

In 2012, Hugessen Consulting Inc. ("**Hugessen**") was retained by the Compensation Committee to provide advice on the competitiveness and effectiveness of compensation programs for the Corporation's employees and directors. This advice included, but was not necessarily limited to, base salaries, short and long-term incentives, pensions, benefits, perquisites, employment and change of control provisions, and analysis of performance factors used to determine incentive awards and payouts, and pay for performance analysis. In fulfilling this mandate, Hugessen reviewed the Corporation's compensation policies (including choice of comparator companies, pay and performance positioning, performance metrics, etc.), plan designs and pay levels versus the market, and provided observations and advice as to changes for consideration by the Corporation. Prior to retaining Hugessen in 2012, no advisors were retained and no fees were paid to compensation advisors. Neither Hugessen nor any other compensation advisor has performed any work for the Corporation since May 2012.

Fees incurred with a compensation consultant or advisor in the last two fiscal years are outlined in the following table:

Nature of Services	December 31, 2013	December 31, 2012⁽³⁾
Executive Compensation-Related Fees ⁽¹⁾	Nil	Nil
All Other Fees ⁽²⁾	Nil	Nil

Notes:

- (1) "Executive Compensation-Related Fees" include the aggregate fees billed by each consultant or advisor, or any of its affiliates, for services related to determining compensation for any of the company's directors and executive officers.
- (2) "All Other Fees" include the aggregate fees billed for all other services provided by each consultant or advisor, or any of its affiliates, that are not reported under "Executive Compensation-Related Fees".
- (3) In September 2012, the Corporation changed its fiscal year end from August 31 to December 31 resulting in a four month transition year from September 1, 2012 to December 31, 2012. During the year ended August 31, 2012, the Corporation incurred \$45,136 in "Executive Compensation-Related Fees".

Compensation Discussion and Analysis

Compensation Principles and Objectives

The Board and the Compensation Committee established that the Corporation's employee compensation, including executive officer compensation, is comprised of three elements: base salary, short-term incentive compensation (cash bonuses) and long-term incentive compensation (Options). The Compensation Committee reviews all three components in assessing the compensation of individual executive officers and of the Corporation as a whole. Salaries and bonuses are intended to provide current compensation and a short-term incentive for employees, including executive officers, to meet the Corporation's goals, as well as to remain competitive with the industry. Options are granted as a long-term incentive and to encourage commitment to the Corporation.

Together, these components support the Corporation's long-term growth strategy and the following objectives:

- to align executive officers and other employees compensation with shareholders' interests;
- to attract and retain highly qualified management;
- to focus performance by linking incentive compensation to the achievement of business objectives and financial results; and
- to encourage retention of key executives for leadership succession.

The compensation philosophy includes a "pay-for-performance" element. Employees, including executive officers, are rewarded for the achievement of annual operating and financial goals, if any, progress in executing the Corporation's long-term growth strategy and delivering strong total shareholder return performance. The Compensation Committee also recognizes that the executive compensation program must be sufficiently flexible in order to adapt to unexpected developments in the oil and gas industry and the impact of internal and market related occurrences from time to time.

As at December 31, 2013, the named executive officers (as defined in Form 51-102F6 as prescribed by National Instrument 51-102 – *Continuous Disclosure Obligations* ("**NI 51-102**")) of the Corporation are Murray D. McCartney, President and Chief Executive Officer, Dr. Brian J. Moss, Executive Vice President and Chief Operating Officer, Arthur J.G. Madden, Vice-President Finance and Chief Financial Officer, Daniel Lanussol, Executive Vice-President, Argentina Operations and Claudia Perez Vice-President Finance and Administration for Crown Point Oil & Gas S.A. (each a "**Named Executive Officer**"). No other employees of the Corporation including any of its subsidiaries satisfy the criteria of named executive officers as at December 31, 2013.

Components of Executive Compensation

The Corporation's executive compensation in the financial year ended December 31, 2013 consisted of base salary, discretionary bonuses and Options and certainquisites and personal benefits.

A description of the criteria used in each element of compensation is set forth below.

Base Salaries

When making recommendations with respect to salaries (and other compensation elements) for Named Executive Officers for the current year, the Compensation Committee reviewed the recommendations of management, including the President and Chief Executive Officer. The Compensation Committee also reviewed compensation information available in the public domain or through private conversations obtained by management and the Compensation Committee from comparable issuers. Additional information in respect of certain positions is also obtained through and during the competitive hiring process of employees and is compared with those of comparable sized oil and gas exploration companies with similar interests as the Corporation. In selecting companies for comparison purposes, management and the Compensation Committee and the Board considered the entities with which the Corporation competes for talent and, from that group, selects companies based on stage of development and number of employees. Currently, the companies used for comparison purposes include Americas Petrogas Inc., Azabatche Energy Inc., Bengal Energy Ltd., Canacol Energy Inc., Iona Energy Inc., Madelana Ventures Inc., Petroamerica Oil Corp., Petrodorado Energy Ltd., PetroMagdalena Energy Corp., Sterling Resources Ltd., Suroco Energy Inc., and TAG Oil Ltd.

Base salaries for our Named Executive Officers are intended to be competitive with salaries paid to executive officers by the companies in the Corporation's peer group. In determining salaries, the Compensation Committee and Board reviewed the proposed salaries in the context of the total compensation packages for the executive officers. Generally the Compensation Committee targets base salaries at levels approximating those for similar positions in companies in the industry that may be of similar size, scope and complexity and hopes to achieve superior total compensation levels through the fixed and variable components.

The Corporation's total compensation mix places a significant portion of the executive's compensation at risk. The design takes into account individual and corporate performance. Compensation practices, including the mix of base salary, short-term incentives and long-term incentives, are regularly assessed to ensure they are competitive, take into account external market trends, and support the Corporation's long-term growth strategies. Base salary is compensation for discharging job duties and responsibilities and reflects the level of skills and capabilities demonstrated by the executive. Annual salary adjustments take into account the market value of the role and the executive's demonstrated capability during the year.

Short-Term Incentive Compensation – Annual Cash Bonuses

Annual incentives, in the form of cash payments, are designed to add a variable component of compensation based on overall corporate performance and the executive's individual performance. No formal corporate performance objectives form part of the discretionary bonus plan. In assessing the bonuses to be paid, the Compensation Committee and the Board review all elements of compensation paid to the Named Executive Officers in light of the performance of the Corporation relative to the performance of the companies in the Corporation's peer group.

Long-Term Incentive Compensation - Options

The Stock Option Plan provides an incentive to the directors, officers, employees and consultants of the Corporation to achieve the longer-term objectives of the Corporation; to give suitable recognition to the ability and industry of such persons who contribute materially to the success of the Corporation; and to attract and retain persons of experience and ability, by providing them with the opportunity to acquire an increased proprietary interest in the Corporation. Previous grants of incentive Options are taken into account when considering new grants. See "*Matters to be Acted Upon at the Meeting – Ratification of Stock Option Plan*".

The Corporation granted a total of 1,300,000 Options to the Named Executive Officers in the year ended December 31, 2013. See "*Summary Compensation Table*".

Risk Implications Associated with Compensation Policies and Practices

The Compensation Committee and the Board have considered the implications of the risks associated with the Corporation's compensation policies and practices and have determined that there are no significant areas of risk due to the discretionary nature of such policies and practices. The ability of the Compensation Committee and the Board to consider factors such as personal contributions to corporate performance and non-financial, non-production or non-reserves based elements of corporate performance allows the Compensation Committee and the Board to consider whether executive officers have attempted to bolster short-term results at the expense of the long term success of the Corporation in determining executive compensation. In addition, as the compensation program consists of fixed (base salary) and variable (annual cash bonuses and long-term incentive plan grants) components, the incentive for short-term risk taking is balanced with the incentive to focus on generating long-term sustainable value for shareholders. There are no compensation policies and practices that are structured significantly different for any Named Executive Officers. The Compensation Committee and the Board will continue to monitor compensation risk assessment practices on an ongoing basis to ensure that the Corporation's compensation program is appropriately structured.

Short Sales, Puts, Calls and Options

Pursuant to the Corporation's Insider Trading Policy, directors, officers, employees and consultants of the Corporation may not: (i) engage in "short sales" of securities of the Corporation; or (ii) buy or sell puts, calls or other derivatives in respect of securities of the Corporation.

Summary Compensation Table

The following table sets forth for the years ended December 31, 2013, December 31, 2012 (four month transition period from September 1, 2012 to December 1, 2012) and August 31, 2012, as applicable, information concerning the compensation paid to the Named Executive Officers.

Name and principal position	Year	Salary (\$)	Share-based awards (\$) ⁽⁴⁾	Option-based awards (\$) ⁽⁵⁾	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other Compensation (\$) ⁽⁷⁾	Total compensation (\$)
					Annual incentive plans ⁽⁶⁾	Long-term incentive plans			
Murray D. McCartney President and Chief Executive Officer	December 31, 2013	265,192	Nil	120,000	Nil	Nil	Nil	Nil	385,192
	December 31, 2012	86,758	Nil	Nil	36,750	Nil	Nil	Nil	86,758
	August 31, 2012	249,745	Nil	271,634	Nil	Nil	Nil	Nil	521,379
Dr. Brian J. Moss ⁽¹⁾ Executive Vice President and Chief Operating Officer	December 31, 2013	251,769	Nil	97,500	Nil	Nil	Nil	Nil	349,269
	December 31, 2012	78,333	Nil	Nil	23,500	Nil	Nil	Nil	78,333
	August 31, 2012	51,051	Nil	135,311	Nil	Nil	Nil	Nil	186,362
Arthur J.G. Madden Vice President, Finance and Chief Financial Officer	December 31, 2013	220,769	Nil	97,500	Nil	Nil	Nil	Nil	318,269
	December 31, 2012	70,502	Nil	Nil	30,000	Nil	Nil	Nil	70,502
	August 31, 2012	201,481	Nil	171,558	Nil	Nil	Nil	Nil	373,039
Daniel Lanussol ⁽²⁾ Executive Vice-President, Argentina Operations	December 31, 2013	247,092	Nil	45,000	51,478	Nil	Nil	Nil	343,570
	December 31, 2012	81,149	Nil	Nil	14,771	Nil	Nil	Nil	95,920
	August 31, 2012	236,498	Nil	48,000	Nil	Nil	Nil	Nil	284,498
Claudia Perez ⁽³⁾ Vice-President Finance and Administration of Crown Point Oil & Gas S.A.	December 31, 2013	238,739	Nil	30,000	49,737	Nil	Nil	Nil	318,476
	December 31, 2012	82,941	Nil	Nil	20,783	Nil	Nil	Nil	103,724
	August 31, 2012	154,112	Nil	84,800	16,071	Nil	Nil	Nil	238,912

Notes:

- (1) Dr. Brian J. Moss was appointed the Corporation's Executive Vice President and Chief Operating Officer on June 13, 2012 and was appointed a director of the Corporation on May 28, 2012.
- (2) Approximately 50% of Daniel Lanussol's salary was paid in Canadian dollars and 50% was paid in Argentine pesos for the year ended August 31, 2012 and the four month transition period ended December 31, 2012. Approximately 64% of Mr. Lanussol's salary was paid in Canadian dollars and 36% was paid in Argentine pesos for the year ended December 31, 2013. For the purpose of the above table, the portion of Mr. Lanussol's salary that is paid in Argentine pesos has been converted to Canadian dollars at the exchange rate in effect as of December 31, 2013, December 31, 2012 and August 31, 2012 which was 0.1632, 0.2068 and 0.2275, respectively, of a Canadian dollar for every one Argentine peso.
- (3) For the year ended August 31, 2012, 92% of Claudia Perez's salary was paid in Canadian dollars and 9% was paid in Argentine pesos. For the four month transition year ended December 31, 2012, approximately 70% of Ms. Perez's salary was paid in Canadian dollars and 30% was paid in Argentine pesos. For the year ended December 31, 2013, approximately 50% of Ms. Perez's salary was paid in Canadian dollars and 50% was paid in Argentine pesos. For the purpose of the above table, the portion of Ms. Perez's salary that is paid in Argentine pesos has been converted to Canadian dollars at the exchange rate in effect as of December 31, 2013, December 31, 2012 and August 31, 2012, which was 0.1632, 0.2068 and 0.2275, respectively, of a Canadian dollar for every one Argentine peso.
- (4) The Corporation has not issued any share-based awards to its Named Executive Officers in the three most recently completed financial years.
- (5) The value of the Options granted during the financial year ended December 31, 2013 was \$0.30 per Option. The Corporation calculated the compensation cost by using the Black-Scholes option pricing model as follows: for Options granted during the financial year ended December 31, 2013 by assuming a risk-free interest rate of 1.32%, a dividend yield of nil, the expected annual volatility of the Corporation's share price of 115%, an expected forfeiture rate of 10% and an expected life of the Options of five years. The Corporation did not grant any Options during the transition year ended December 31, 2012. The value of the Options granted during the financial year ended August 31, 2012 was \$0.55 per Option. The Corporation calculated the compensation cost by using the Black-Scholes option pricing model as follows: for Options granted during the financial year ended August 31, 2012 by assuming a risk-free interest rate of 1.53%, a dividend yield of nil, the expected annual volatility of the Corporation's share price of 117%, an expected forfeiture rate of 10% and an expected life of the Options of five years.
- (6) Cash bonuses were earned by the Named Executive Officers in 2012 but such bonuses were not paid until January and February 2013. Cash bonuses were earned by Daniel Lanussol and Claudia Perez in 2013 but such bonuses were not paid until February and April 2014. The remaining Named Executive Officers may earn cash bonuses for the year ended December 31, 2013 however no such bonuses have been determined or approved as of the date of this Information Circular.
- (7) Mr. McCartney, Mr. Madden and Dr. Moss receive certain health and wellness benefits, which are not included in the above table because the value of all perquisites received did not in the aggregate exceed 10% of the total salary for either Mr. McCartney, Mr. Madden, or Dr. Moss.

Incentive Plan Awards

Outstanding Option-Based Awards and Share-Based Awards

The following table sets forth for each Named Executive Officer all option-based awards and share-based awards outstanding at December 31, 2013.

Name	Option-based Awards				Share-based Awards ⁽²⁾	
	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 (\$)
Murray D. McCartney	400,000	0.37	January 31, 2018	36,000	N/A	N/A
	100,000	1.22	June 9, 2015	Nil		
	150,000	1.96	March 18, 2016	Nil		
	475,000	0.78	May 1, 2017	Nil		
Dr. Brian J. Moss	325,000	0.37	January 31, 2018	29,250	N/A	N/A
	150,000	0.78	May 31, 2017	Nil		
	150,000	0.58	June 15, 2017	Nil		
Arthur J.G. Madden	325,000	0.37	January 31, 2018	29,250	N/A	N/A
	150,000	0.70	October 7, 2014	Nil		
	25,000	1.22	June 9, 2015	Nil		
	120,000	1.96	March 18, 2016	Nil		
	300,000	0.78	May 1, 2017	Nil		
Daniel Lanussol	100,000	\$1.98	June 9, 2016	Nil	N/A	N/A
	150,000	\$0.78	May 1, 2017	Nil		
	150,000	\$0.37	January 31, 2018	13,500		
Claudia Perez	25,000	\$0.86	February 23, 2015	Nil	N/A	N/A
	50,000	\$1.96	March 18, 2016	Nil		
	70,000	\$0.78	May 1, 2017	Nil		
	125,000	\$0.40	August 1, 2017	Nil		
	100,000	\$0.37	January 31, 2018	9,000		

Notes:

- (1) Based on the closing trading price of \$0.46 per Common Share on the TSXV on December 31, 2013.
- (2) The Corporation does not have any share-based awards outstanding.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth for each of the Named Executive Officers, the value of option-based awards and share-based awards which vested during the year ended December 31, 2013 and the value of non-equity incentive plan compensation earned during the year ended December 31, 2013.

Name	Option-based awards – Value vested during the year⁽¹⁾ (\$)	Share-based awards – Value vested during the year⁽²⁾ (\$)	Non-equity incentive plan compensation – Value earned during the year⁽³⁾ (\$)
Murray D. McCartney	Nil	Nil	Nil
Dr. Brian J. Moss	Nil	Nil	Nil
Arthur J.G. Madden	Nil	Nil	Nil
Daniel Lanussol	\$4,500	Nil	51,478
Claudia Perez	\$5,500	Nil	49,737

Notes:

- (1) Calculated based on the difference between the market price of the Common Shares on the vesting date and the exercise price of the Options.
- (2) The Corporation does not have any share-based awards.
- (3) Cash bonuses were earned by Daniel Lanussol and Claudia Perez in 2013 but such bonuses were not paid until February and April 2014. The remaining Named Executive Officers may earn cash bonuses for the year ended December 31, 2013 however no such bonuses have been determined or approved as of the date of this Information Circular.

Employment Contracts, Termination and Change of Control Benefits

As at December 31, 2013 Crown Point had employment agreements (the "**Employment Agreements**") with Messrs. McCartney and Madden and Dr. Moss, which provided that the Employment Agreements may be terminated by the Corporation (for reason other than "just cause") upon payment of a termination amount, in lieu of notice, in an amount equal to the sum of (i) prorated annual salary earned but not yet paid up to and including the termination date, (ii) accrued and unused vacation and reasonable expenses and, (iii) a retiring allowance (the "**Retiring Allowance**") equal to (A) one and one half times the executive's then current annual salary; plus (B) 15% percent of the amount calculated pursuant to (A) to compensate the executive for loss of employee benefits; plus (C) an amount equivalent to the cash bonus paid to the executive in the 12 months prior to the termination date (provided that if a cash bonus has not been paid to the executive during such 12 month period, then an amount equivalent to 25% of the executive's current annual salary shall be paid). For such termination amounts to be payable, the executive officer must execute a full and final release in favour of Crown Point.

Pursuant to the Employment Agreements, the salary paid to each executive is subject to a periodic salary review. Each executive is entitled to participate in and receive Options under the Stock Option Plan and each executive is entitled to participate in the Corporation's group benefit plans.

The Employment Agreements provide that during the 90 days following a change of control (as such term is defined in the Stock Option Plan), the executive may elect to terminate the Employment Agreement and his employment, and upon doing so, the executive shall be entitled to receive the Retiring Allowance and all Options held by the executive that have not already vested shall automatically and immediately vest. If an executive elects to terminate his employment upon a change of control, the executive agrees, if requested by the Corporation, to continue the executive's employment with the Corporation for a period of time no greater than 60 days to assist the Corporation with transitional matters as directed by the Board.

If the Employment Agreements were terminated by Crown Point other than for just cause or by the respective executive officers following a change of control under the circumstances described above, at December 31, 2013, the amounts payable thereunder to Messrs. McCartney and Madden and Dr. Moss would have been \$514,500, \$420,000 and \$493,500, respectively (the acceleration of Options has been included in the calculation of the termination payments for the executive officers). In addition, if an executive's employment is terminated by the Corporation for a reason that does not constitute just cause, or if the executive elects to terminate employment within 90 days after a change of control, the Corporation will provide the executive with outplacement counselling services to a maximum of \$15,000 to be provided during the 12 months following the executive's last day actively at work.

Under the terms of the Employment Agreements, the executive officers have agreed that for a period of 12 months after the termination date, the executive shall not, directly solicit, induce, encourage or facilitate employees or consultants of the Corporation to leave the employment of, or consulting relationships with, Crown Point. The executive officers have also agreed to keep proprietary and confidential information in confidence for so long as the information and knowledge remains proprietary and confidential.

Pension Plans and Retiring Allowances

The Corporation does not currently provide its Named Executive Officers with pension plan benefits or retiring allowances.

Directors' Summary Compensation Table

The following table sets forth for the year ended December 31, 2013 information concerning the compensation paid to our directors other than directors who are also NEOs.

Name	Fees Earned (\$)	Share-based awards (\$)⁽¹⁾	Option-based awards (\$)⁽²⁾	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Gordon R. Kettleson	28,333	Nil	45,000	Nil	Nil	Nil	73,333
John Clark	24,667	Nil	30,000	Nil	Nil	Nil	54,667
Denny Deren	23,333	Nil	30,000	Nil	Nil	Nil	53,333
Dr. Carlos Olivieri	20,667	Nil	30,000	Nil	Nil	Nil	50,667
Keith Turnbull	22,000	Nil	30,000	Nil	Nil	Nil	52,000

Notes:

- (1) The Corporation does not have any share-based awards and no non-equity incentive plan compensation was awarded to non-management directors in the most recently completed financial year.
- (2) The value of the Options granted during the financial year ended December 31, 2013 was \$0.30 per Option. The Corporation calculated the compensation cost by using the Black-Scholes option pricing model as follows: for Options granted during the financial year ended December 31, 2013 by assuming a risk-free interest rate of 1.32%, a dividend yield of nil, the expected annual volatility of the Corporation's share price of 115%, an expected forfeiture rate of 10% and an expected life of the Options of five years.

Directors' Outstanding Option-Based Awards and Share-Based Awards

The following table sets forth for each of our directors other than directors who are also Named Executive Officers, all option-based awards and share-based awards outstanding at the end of the year ended December 31, 2013.

Name	Option-based Awards				Share-based Awards ⁽²⁾	
	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 (\$)
Gordon R. Kettleson	150,000	0.37	January 31, 2018	13,500	N/A	N/A
	50,000	1.22	June 9, 2015	Nil		
	120,000	1.96	March 18, 2016	Nil		
	120,000	0.78	May 1, 2017	Nil		
John Clark	100,000	0.37	January 31, 2018	9,000	N/A	N/A
	80,000	1.22	June 9, 2015	Nil		
	120,000	1.96	March 18, 2016	Nil		
	100,000	0.78	May 1, 2017	Nil		
Denny Deren	100,000	0.37	January 31, 2018	9,000	N/A	N/A
	50,000	1.22	June 9, 2015	Nil		
	100,000	1.96	March 18, 2016	Nil		
	100,000	0.78	May 1, 2017	Nil		
Dr. Carlos Olivieri	100,000	0.37	January 31, 2018	9,000	N/A	N/A
	150,000	1.25	October 19, 2016	Nil		
	100,000	0.78	May 1, 2017	Nil		
Keith Turnbull	100,000	0.37	January 31, 2018	9,000	N/A	N/A
	150,000	0.78	May 1, 2017	Nil		

Notes:

- (1) Based on the closing trading price of \$0.46 per Common Share on the TSXV on December 31, 2013.
- (2) The Corporation does not have any share-based awards.

Directors' Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth for each of our directors other than directors who are also Named Executive Officers, the value of option-based awards and share-based awards which vested during the financial year ended December 31, 2013 and the value of non-equity incentive plan compensation earned during the financial year ended December 31, 2013.

Name	Option-based awards – Value vested during the year ⁽¹⁾ (\$)	Share-based awards – Value vested during the year ⁽²⁾ (\$)	Non-equity incentive plan compensation – Value earned during the year ⁽²⁾ (\$)
Gordon R. Kettleson	Nil	Nil	Nil
John Clark	Nil	Nil	Nil
Denny Deren	Nil	Nil	Nil
Dr. Carlos Olivieri	Nil	Nil	Nil
Keith Turnbull	Nil	Nil	Nil

Notes:

- (1) Calculated based on the difference between the market price of the Common Shares underlying the Options on the vesting date and the exercise price of the Options on the vesting date.
- (2) The Corporation does not have any share-based awards or non-equity incentive plan compensation for non-management directors.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The Stock Option Plan is the only equity compensation plan of the Corporation. The following sets forth information in respect of securities authorized for issuance under the Stock Option Plan as at December 31, 2013.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) ⁽¹⁾ (c)
Equity compensation plans approved by security holders	7,585,000	\$0.83	2,866,522
Equity compensation plans not approved by security holders	Nil	Nil	Nil
Total	7,585,000	\$0.83	2,866,522

Notes:

- (1) Represents the maximum number of additional Common Shares issuable under the Option Plan based upon the number of Common Shares outstanding as at December 31, 2013.
- (2) The Stock Option Plan authorizes the issuance of Options entitling the holders to acquire, in the aggregate, up to 10% of the Common Shares from time to time. See "*Long-Term Incentive Compensation-Share Options*".

CORPORATE GOVERNANCE DISCLOSURE

National Instrument 58-101 - *Disclosure of Corporate Governance Practices* ("**NI 58-101**") requires that if management of an issuer solicits proxies from its securityholders for the purpose of electing directors that certain prescribed disclosure respecting corporate governance matters be included in its management information circular. The TSXV also requires listed companies to provide, on an annual basis, the corporate governance disclosure which is prescribed by NI 58-101.

The prescribed corporate governance disclosure for the Corporation is that contained in Form 58-101F2 which is attached to NI 58-101 ("**Form 58-101F2 Disclosure**").

Set out below is a description of our current corporate governance practices, relative to the Form 58-101F2 Disclosure (which is set out below in italics).

1. **Board of Directors**

Disclose the identity of directors who are independent.

The Board of the Corporation has determined that the following five (5) directors of the Corporation are independent:

John Clark
Denny Deren
Gordon R. Kettleison
Dr. Carlos Olivieri
Keith Turnbull

Disclose the identity of directors who are not independent, and describe the basis for that determination

The Board of the Corporation has determined that the following two (2) directors of the Corporation are not independent:

Murray D. McCartney
Dr. Brian J. Moss

Murray D. McCartney is not considered to be independent as Mr. McCartney is the President and CEO of the Corporation. Dr. Brian J. Moss is not considered to be independent as Dr. Moss is the Executive Vice President and Chief Operating Officer of the Corporation.

2. **Directorships**

If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.

The following directors of the Corporation are presently directors of other issuers that are reporting issuers (or the equivalent):

<u>Name of Director</u>	<u>Name of Other Issuer</u>
John Clark	Russel Metals Inc. Vista Gold Corp. Zephyr Minerals Ltd.
Dr. Brian J. Moss	Bengal Energy Inc.
Keith Turnbull	Bellatrix Exploration Ltd.

3. **Orientation and Continuing Education**

Describe what steps, if any, the Board takes to orient new Board members, and describe what measures, if any, the Board takes to provide continuing education for directors.

Upon joining our Board, new directors are provided with a directors' information binder which includes a copy of all Board and committee mandates and corporate policies, organizational structure, the structure of the Board and its committees and constating documents. In addition, presentations are made to the Board on an ongoing basis in relation to the business and operations of the Corporation.

Each new director brings a different skill set and professional background, and with this information, the Board is able to determine what orientation to the nature and operations of the Corporation's business will be necessary and relevant to each new director. The Corporation provides continuing education for its directors as such need arises and encourages open discussion at all meetings which is intended to encourage learning by the directors.

4. **Ethical Business Conduct**

Describe what steps, if any, the Board takes to encourage and promote a culture of ethical business conduct.

The Board expects management to operate the business of the Corporation in a manner that enhances shareholder value and is consistent with the highest level of integrity. Management is expected to execute the Corporation's business plan and to meet performance objectives and goals.

The Corporation has adopted a Code of Business Conduct and Ethics for directors, officers and employees (the "**Code**"). A copy of the Code is available on SEDAR at www.sedar.com. All directors, officers and employees are required to abide by the Code.

In addition to the Code, the Board has also adopted a "Whistleblower Policy" wherein employees of the Corporation are provided with the mechanics by which they may raise concerns in a confidential, anonymous process.

In addition, the Board must comply with conflict of interest provisions in Canadian corporate law, including relevant securities regulatory instruments, in order to ensure directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.

5. **Nomination of Directors**

Describe the process by which the board identifies new candidates for Board nomination.

Although the Board determines new nominees to the Board, the Board has established a corporate governance committee of the Board (the "**Corporate Governance Committee**"), which has the responsibility, if requested by the Board, of, among other things, recommending the criteria governing the overall composition of the Board and governing the desirable individual characteristics for directors. The Corporate Governance Committee mandate also includes identifying and recommending qualified candidates to the Board, although the nominees are generally the result of recruitment efforts by the Board members, including both formal and informal discussions among Board members and the President and CEO of the Corporation.

6. **Compensation**

Describe the process by which the Board determines the compensation for the issuer's directors and officers.

For information relating to the compensation of directors and executive officers of the Corporation see "*Statement of Executive Compensation*" herein.

7. **Other Board Committees**

If the Board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.

The Board has established a reserves committee of the Board (the "**Reserves Committee**"). The Reserves Committee is comprised of Messrs. Clark, Deren and Turnbull, all of which are independent. The mandate for the Reserves Committee includes, among other things, the responsibility for:

1. reviewing the Corporation's procedures relating to the disclosure of information with respect to oil and gas activities including reviewing its procedures for complying with its disclosure requirements and restrictions set forth under applicable securities requirements;

2. reviewing the Corporation's procedures for providing information to the independent evaluator;
3. meeting, as considered necessary, with management and the independent evaluator to determine whether any restrictions placed by management affect the ability of the evaluator to report without reservation on the Reserves Data (as defined in National Instrument 51-101 – *Standards of Disclosure for Oil and Gas Activities*) (the "**Reserves Data**") and to review the Reserves Data and the report of the independent evaluator thereon (if such report is provided);
4. reviewing the appointment of the independent evaluator and, in the case of any proposed change to such independent evaluator, determining the reason therefor and whether there have been any disputes with management;
5. providing a recommendation to the Board as to whether to approve the content or filing of the statement of the Reserves Data and other information that may be prescribed by applicable securities requirements including any reports of the independent engineer and of management in connection therewith;
6. reviewing the Corporation's procedures for reporting other information associated with oil and gas producing activities; and
7. generally reviewing all matters relating to the preparation and public disclosure of estimates of the Corporation's reserves.

As discussed above, the Board has established the Corporate Governance Committee. The Corporate Governance Committee is comprised of Messrs. Clark, Kettleon and Turnbull, all of which are independent. The mandate for the Corporate Governance Committee includes, among other things:

1. periodically reviewing the mandates of the Board and its committees and recommend to the Board such amendments to those mandates as the Committee believes are necessary or desirable;
2. considering and, if thought fit, approving requests from directors or committees of directors of the engagement of special advisors from time to time;
3. if requested by the Board or the CEO, preparing and recommending to the Board annually a statement of corporate governance practices to be included in the Corporation's annual report or information circular as required by the TSXV and any other regulatory authority;
4. if requested by the Board or the CEO, making recommendations to the Board as to which directors should be classified as "independent directors", "related" directors or "unrelated" directors pursuant to any such report or circular;
5. reviewing on a periodic basis the composition of the Board and ensuring that an appropriate number of independent directors sit on the Board, analyzing the needs of the Board and recommending nominees who meet such needs;
6. assessing periodically the effectiveness of the Board as a whole, the committees of the Board and the contribution of individual directors (including the competencies and skills that each individual director is expected to bring to the Board), including considering the appropriate size of the Board;
7. if requested by the Board or the CEO, recommending suitable candidates for nominees for election or appointment as directors, and recommending the criteria governing the overall composition of the Board and governing the desirable individual characteristics for directors and in making such recommendations, the Committee may consider:

- (a) the needs of the Corporation and its stage of development and the competencies and skills that the Board considers to be necessary for the Corporation and the Board, as a whole, to possess;
 - (b) the competencies and skills that the Board considers each existing director to possess;
 - (c) the competencies and skills each new nominee will bring to the boardroom; and
 - (d) whether or not each new nominee can devote sufficient time and resources to his or her duties as a member of the Board;
8. as required, developing, for approval by the Board, an orientation and education program for new recruits to the Board;
 9. to act as a forum for concerns of individual directors in respect of matters that are not readily or easily discussed in a full Board meeting, including the performance of management or individual members of management or the performance of the Board or individual members of the Board;
 10. as required, developing and recommending to the Board for approval and periodically review structures and procedures designed to ensure that the Board can function effectively and independently of management;
 11. making recommendations to the Board regarding appointments of corporate officers and senior management;
 12. reviewing periodically the mandate of the Committee's Mandate and Terms of Reference;
 13. reviewing and considering the engagement at the expense of the Corporation of professional and other advisors by any individual director when so requested by any such director;
 14. if determined necessary or appropriate, establishing, reviewing and updating periodically the Code and ensure that management has established a system to monitor compliance with the Code; and
 15. reviewing management's monitoring of the Corporation's compliance with the Code.

8. **Assessments**

Disclose what steps, if any, that the Board takes to satisfy itself that the Board, its committees, and its individual directors are performing effectively.

The Board will periodically review its own performance and effectiveness as well as review periodically the mandates of the various committees of the Board and recommend revisions to the Board as necessary. In addition, the Corporate Governance Committee may periodically assess the effectiveness of the Board as a whole, the committees of the Board and the contribution of individual directors (including the competencies and skills that each individual director is expected to bring to the Board), including considering the appropriate size of the Board. Neither the Corporation nor the Board has determined formal means or methods to regularly assess the Board, its committees or the individual directors with respect to their effectiveness and contributions. Effectiveness is subjectively measured by comparing actual corporate results with stated objectives. The contributions of an individual director are informally monitored by the other Board members, having in mind the business strengths of the individual and the purpose of originally nominating the individual to the Board.

The Corporation feels its corporate governance practices are appropriate and effective for the Corporation, given its relative size and stage of development. The Corporation's method of corporate governance allows

for the Corporation to operate efficiently, with straightforward checks and balances that control and monitor management and corporate functions without excessive administrative burden.

INDEBTEDNESS OF DIRECTORS AND OFFICERS

At no time during the most recently completed fiscal period was there any indebtedness of any executive officer, director, employee or any former executive officer, director or employee of the Corporation, or any associate of any of the foregoing to the Corporation or to any other entity which is, or at any time since the beginning of the most recently completed financial period, has been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation.

INTERESTS OF MANAGEMENT AND INFORMED PERSONS IN MATERIAL CONTRACTS

There were no material interests, direct or indirect, of any Informed Persons (as defined in NI 51-102) of the Corporation, any proposed director, or any known associate or affiliate of such persons, in any transaction since the commencement of the last completed financial year of the Corporation or in any proposed transaction which has materially affected or would materially affect the Corporation or any of the Corporation's subsidiaries.

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

Management of the Corporation is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any person who has been a director or executive officer at any time since the beginning of our last financial year, of any proposed nominee for election as a director, or of any Associate or Affiliate of any of the foregoing persons, in respect of any matter to be acted on at the Meeting, other than the election of directors and the ratification of the Stock Option Plan.

AUDIT COMMITTEE INFORMATION

National Instrument 52-110 – *Audit Committees* ("**NI 52-110**") requires the Corporation, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor in accordance with Form 52-110F2.

Audit Committee Mandate and Terms of Reference

The mandate and responsibilities of the audit committee of the Corporation (the "**Audit Committee**") of the Board is attached hereto as Schedule A.

Composition of the Audit Committee and Relevant Education and Experience

The members of the Audit Committee are John Clark (Chair), Keith Turnbull and Denny Deren. Each of Messrs. Clark, Deren and Turnbull are considered to be "independent" of the Corporation and the members of the Audit Committee are considered financially literate for the purposes of NI 52-110.

A member of the Audit Committee is independent if the member has no direct or indirect material relationship with the Corporation. A material relationship means a relationship which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment.

A member of the Audit Committee is considered financially literate if he or she has 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 the issues that can reasonably be expected to be raised by the Corporation.

The following is a description of the education and experience of each member of the Audit Committee:

Name and Place of Residence	Relevant Education and Experience
John Clark Ontario, Canada	John Clark is a Chartered Accountant with over 20 years experience in the oil and gas industry. Mr. Clark holds a Bachelor of Commerce degree from The University of the Witwatersrand in South Africa and is a member of both the South African Institute of Chartered Accountants and The Institute of Chartered Accountants of Ontario. He is the Audit Committee Chair of Vista Gold Corp., and a member of the Audit Committee of Russel Metals Inc. He was formerly the Audit Committee Chair of Alberta Clipper Energy, until his resignation as a director in May 2009. In addition, he was a former member of the Audit Committee of APIC Petroleum Corporation and Thunder Energy Inc.
Denny Deren Alberta, Canada	Denny Deren is a Certified Engineering Technologist with over 34 years of international oil and gas experience. Mr. Deren has been the President and director of Excalibur Foxx Ltd. which provides consulting services for Well Intervention Technologies and Operations Engineering Internationally since 1987. Former Country Manager of Territorial Services Ltd a junior oil and gas producer in Trinidad & Tobago, West Indies from 2003 & 2004. President and director of Foxxhole Escape Systems Ltd. which provides safety egress escape chutes to the service sector of the Canadian oil Industry since 2006.
Keith Turnbull Alberta, Canada	Keith Turnbull is a Chartered Accountant and has been a business consultant since his retirement as a Partner from KPMG LLP, Chartered Accountants ("KPMG") on December 31, 2009, after nearly 30 years of service. Mr. Turnbull has extensive experience in all aspects of public company accounting, finance and management matters, including serving as Office Managing Partner at KPMG's Calgary office, where he was responsible for the strategic direction and growth of the Calgary practice, as well its audit, tax and advisory business. Mr. Turnbull is a member of the Alberta and Canadian Institute of Chartered Accountants and the ICD.

Audit Committee Oversight

Since the commencement of the Corporation's most recently completed financial year, the Board has not failed to adopt a recommendation of the Audit Committee to nominate or compensate an external auditor.

Reliance on Certain Exemptions

Since the effective date of NI 52-110, the Corporation has not relied on the exemptions contained in sections 2.4 or 8 of NI 52-110. Section 2.4 provides an exemption from the requirement that the Audit Committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Section 8 permits an issuer to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

The Corporation is relying upon the exemption in section 6.1 of NI 52-110 in respect of the requirements for the composition of the Audit Committee and in respect of its reporting obligations under NI 52-110.

Pre-Approval of Policies and Procedures

The Audit Committee has adopted a policy to review and pre-approve any non audit services to be provided to the Corporation by the external auditors and consider the impact on the independence of such auditors. The Audit Committee may delegate to the Chair or to one or more independent members of the Audit Committee the authority to pre-approve non-audit services, provided that the member report to the Audit Committee at the next scheduled meeting such pre-approval and the member comply with such other procedures as may be established by the Audit Committee from time to time.

External Auditor Service Fees

Fees incurred with the Corporation's independent auditor for audit and non-audit services in the last two fiscal years are outlined in the following table:

Nature of Services	December 31, 2013	December 31, 2012 ⁽⁵⁾
Audit Fees ⁽¹⁾	\$218,850	\$385,166
Audit-Related Fees ⁽²⁾	\$14,975	Nil
Tax Fees ⁽³⁾	\$43,060	\$21,750
All Other Fees ⁽⁴⁾	Nil	Nil
Total	\$276,885	\$406,916

Notes:

- (1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Corporation's consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the 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" 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. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) "All Other Fees" include all other non-audit services.
- (5) In September 2012, the Corporation changed its fiscal year end from August 31 to December 31 resulting in a four month transition year from September 1, 2012 to December 31, 2012.

OTHER MATTERS

Management of the Corporation 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 judgment of the person voting the proxy.

ADDITIONAL INFORMATION

Additional financial information regarding the business of the Corporation is contained in the audited financial statements and management's discussion and analysis of the Corporation for the year ended December 31, 2013.

Additional information regarding our business including the materials listed in the preceding paragraph may be found on SEDAR at www.sedar.com. Shareholders of the Corporation may contact the Corporation to request a copy of our financial statements and management's discussion and analysis at:

Crown Point Energy Inc.
1600, 700 – 6th Avenue S.W.
Calgary, Alberta T2P 0T8

Phone: (403) 232-1150
Fax: (403) 232-1158

SCHEDULE A

CROWN POINT ENERGY INC. MANDATE AND RESPONSIBILITIES OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

Role and Objective

The Audit Committee (the "**Committee**") is a committee of the board of directors (the "**Board**") of Crown Point Energy Inc. ("**Crown Point**" or the "**Corporation**") to which the Board has delegated its responsibility for the oversight of the following:

1. nature and scope of the annual audit;
2. the oversight of management's reporting on internal accounting standards and practices;
3. the review of financial information, accounting systems and procedures;
4. financial reporting and financial statements,

and has charged the Committee with the responsibility of recommending, for approval of the Board, the audited financial statements, interim financial statements and other mandatory disclosure releases containing financial information.

The primary objectives of the Committee are as follows:

1. To assist directors of Crown Point ("**Directors**") in meeting their responsibilities (especially for accountability) in respect of the preparation and disclosure of the financial statements of the Corporation and related matters;
2. To provide better communication between Directors and external auditors;
3. To enhance the external auditor's independence;
4. To increase the credibility and objectivity of financial reports; and
5. To strengthen the role of the outside Directors by facilitating in depth discussions between Directors on the Committee, management of Crown Point ("**Management**") and external auditors.

Membership of Committee

1. The Committee will be comprised of at least three (3) Directors or such greater number as the Board may determine from time to time and all members of the Committee shall be "independent" (as such term is used in National Instrument 52-110 — *Audit Committees* ("**NI 52-110**") unless the Board determines that an exemption contained in NI 52-110 is available and determines to rely thereon.
2. The Board may from time to time designate one of the members of the Committee to be the Chair of the Committee.
3. All of the members of the Committee must be "financially literate" (as defined in NI 52-110) unless the Board determines that an exemption under NI 52-110 from such requirement in respect of any particular member is available and determines to rely thereon in accordance with the provisions of NI 52-110.

Mandate and Responsibilities of Committee

It is the responsibility of the Committee to:

1. Oversee the work of the external auditors, including the resolution of any disagreements between Management and the external auditors regarding financial reporting.
2. Satisfy itself on behalf of the Board with respect to Crown Point's internal control systems.
3. Review the annual and interim financial statements of the Corporation and related management's discussion and analysis ("**MD&A**") prior to their submission to the Board for approval. The process may include but shall not necessarily be limited to:
 - reviewing changes in accounting principles and policies, or in their application, which may have a material impact on the current or future years' financial statements;
 - reviewing significant accruals, reserves or other estimates such as the ceiling test calculation;
 - reviewing accounting treatment of unusual or non-recurring transactions;
 - ascertaining compliance with covenants under loan agreements;
 - reviewing disclosure requirements for commitments and contingencies;
 - reviewing adjustments raised by the external auditors, whether or not included in the financial statements;
 - reviewing unresolved differences between Management and the external auditors; and
 - obtain explanations of significant variances with comparative reporting periods.
4. Review the financial statements, prospectuses, MD&A, annual information forms ("**AIF**") and all public disclosure containing audited or unaudited financial information (including, without limitation, annual and interim press releases and any other press releases disclosing earnings or financial results) before release and prior to Board approval. The Committee must be satisfied that adequate procedures are in place for the review of Crown Point's disclosure of all other financial information and will periodically assess the accuracy of those procedures.
5. With respect to the appointment of external auditors by the Board:
 - recommend to the Board the external auditors to be nominated;
 - recommend to the Board the terms of engagement of the external auditor, including the compensation of the auditors and a confirmation that the external auditors will report directly to the Committee;
 - on an annual basis, review and discuss with the external auditors all significant relationships such auditors have with the Corporation to determine the auditors' independence;
 - when there is to be a change in auditors, review the issues related to the change and the information to be included in the required notice to securities regulators of such change; and
 - review and pre-approve any non-audit services to be provided to Crown Point or its subsidiaries by the external auditors and consider the impact on the independence of such auditors. The

Committee may delegate to one or more independent members the authority to pre-approve non-audit services, provided that the member(s) report to the Committee at the next scheduled meeting such pre-approval and the member(s) comply with such other procedures as may be established by the Committee from time to time.

6. Review with external auditors (and internal auditor if one is appointed by Crown Point) their assessment of the internal controls of Crown Point (if any is performed), their written reports containing recommendations for improvement, and Management's response and follow-up to any identified weaknesses. The Committee may also review with the external auditors their plan for their audit. The Committee will review annually upon completion of the audit, the external auditors' reports upon the financial statements of Crown Point and its subsidiaries.
7. Establish a procedure for:
 - the receipt, retention and treatment of complaints received by Crown Point regarding accounting, internal accounting controls or auditing matters; and
 - the confidential, anonymous submission by employees of Crown Point of concerns regarding questionable accounting or auditing matters.
8. Review and approve Crown Point's hiring policies regarding partners and employees and former partners and employees of the present and former external auditors of the Corporation.

The Committee has authority to communicate directly with the internal auditors (if any) and the external auditors of the Corporation. The Committee will also have the authority to investigate any financial activity of Crown Point. All employees of Crown Point are to cooperate as requested by the Committee.

The Committee may also retain persons having special expertise and/or obtain independent professional advice to assist in filling their responsibilities at such compensation as established by the Committee and at the expense of Crown Point without any further approval of the Board.

Meetings and Administrative Matters

1. At all meetings of the Committee every resolution shall be decided by a majority of the votes cast. In case of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote.
2. The Chair will preside at all meetings of the Committee, unless the Chair is not present, in which case the members of the Committee that are present will designate from among such members the Chair for purposes of the meeting.
3. A quorum for meetings of the Committee will be a majority of its members, and the rules for calling, holding, conducting and adjourning meetings of the Committee will be the same as those governing the Board unless otherwise determined by the Committee or the Board.
4. Meetings of the Committee will generally be scheduled to take place at least four times per year. Minutes of all meetings of the Committee will be taken. The Chief Financial Officer of Crown Point will attend meetings of the Committee, unless otherwise excused from all or part of any such meeting by the Chairman.
5. The Committee will meet with the external auditor at least once per year (in connection with the preparation of the year-end financial statements) and at such other times as the external auditor and the Committee consider appropriate.
6. Agendas will be circulated to Committee members along with background information on a timely basis prior to the Committee meetings.

7. The Committee may invite such officers, directors and employees of the Corporation and its subsidiaries as it sees fit from time to time to attend at meetings of the Committee and assist in the discussion and consideration of the matters being considered by the Committee.
8. Minutes of the Committee will be recorded and maintained and may be circulated to Directors who are not members of the Committee or otherwise made available at a subsequent meeting of the Board as requested.
9. The Committee may retain persons having special expertise and may obtain independent professional advice to assist in fulfilling its responsibilities at the expense of the Corporation.
10. Any members of the Committee may be removed or replaced at any time by the Board and will cease to be a member of the Committee as soon as such member ceases to be a Director. The Board may fill vacancies on the Committee by appointment from among its members. If and whenever a vacancy exists on the Committee, the remaining members may exercise all its powers so long as a quorum remains. Subject to the foregoing, following appointment as a member of the Committee each member will hold such office until the Committee is reconstituted.
11. Any issues arising from these meetings that bear on the relationship between the Board and Management should be communicated to the Chairman of the Board by the Committee Chair.

Any questions and requests for assistance may be directed to the
Proxy Solicitation Agent:



The Exchange Tower
130 King Street West, Suite 2950, P.O. Box 361
Toronto, Ontario
M5X 1E2
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North American Toll Free Phone:

1-888-518-6824

Email: contactus@kingsdaleshareholder.com

Facsimile: 416-867-2271

Toll Free Facsimile: 1-866-545-5580

Outside North America, Banks and Brokers Call Collect: 416-867-2272