

## SECOND AMENDING AGREEMENT

This Second Amending Agreement is made as of the 6<sup>th</sup> day of July, 2018 among:

**DUNDEE ENERGY LIMITED PARTNERSHIP**, by its general partner, **DUNDEE OIL AND GAS LIMITED**, and **DUNDEE OIL AND GAS LIMITED**, each as Seller,

- and -

**LAGASCO INC.**, as Buyer

**WHEREAS** Seller and Buyer entered into an Asset Purchase Agreement dated April 4, 2018, (as amended by Amending Agreement dated May 17, 2018, the "**Purchase Agreement**"), pursuant to which Seller agreed to sell substantially all of its assets to Buyer;

**AND WHEREAS** Seller and Buyer have agreed to amend certain terms of the Purchase Agreement, on the terms set forth in this Second Amending Agreement;

**NOW THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties to this Second Amending Agreement agree as follows:

1. The definition of "Assignment Order" as set forth in Section 1.1(h) of the Purchase Agreement is amended to include the underlined text below:

"**Assignment Order**" means an order or orders of the Court, in form and substance satisfactory to Buyer, Seller and Court Officer (each acting reasonably), (i) authorizing and approving the assignment of the Leases (other than the Whittle Leases and the MNRF Leases) and any other Consent Required Contract for which a consent, approval or waiver is necessary for the assignment of such Consent Required Contract but was not obtained from the counterparty pursuant to Section 2.6, (ii) preventing any counterparty to such Consent Required Contract from exercising any right or remedy under such Consent Required Contract by reason of any defaults arising from the Insolvency Proceedings or the insolvency of Seller, and (iii) vesting in Buyer Seller's interest in such Consent Required Contract.

2. The definition of "Consent Required Contracts" as set forth in Section 1.1(x) of the Purchase Agreement is amended to include the underlined text below:

"**Consent Required Contracts**" means (i) the Leases (other than the Whittle Leases); and (ii) those Assumed Contracts which are not assignable in whole or in

part without the consent, approval or waiver of the party or parties thereto (other than Seller), including the Assumed Contracts listed on **Schedule D**.

3. The following definition shall be added as new subsection 1.1(qqqq) to the Purchase Agreement:

“**Whittle Leases**” means those Leases under which either Whittle Farms Inc., Marilyn Whittle or Harold Whittle is the lessor.

4. The reference to “May 30, 2018” in Section 11.5 of the Purchase Agreement shall be amended to “June 30, 2018”.
5. Section 2.6(b) of the Purchase Agreement shall be amended to include the underlined text below:

“(b) To the extent that the consent, approval or waiver required to assign any Consent Required Contract (other than the Whittle Leases and the MNRF Leases) is either (i) not required pursuant to 2.6(a) or; (ii) not obtained before the date the motion materials for the Sale Approval Motion are filed with the Court, Seller shall seek approval at the Sale Approval Motion, or on an earlier date as agreed to by the Parties, of the procedures to notify each counterparty to such Consent Required Contract that Seller will seek the assignment of such Consent Required Contract pursuant to the Assignment Order (which such Assignment Order shall be sought prior to Closing). Such notification procedures shall be determined by Seller and Buyer, acting reasonably. Buyer shall provide Seller evidence of its ability as required under the CCAA to perform the future obligations under each such Consent Required Contract. Buyer and Seller shall take all steps reasonably required to obtain the Assignment Order, such as furnishing timely requested and factually accurate affidavits, providing non-confidential financial information and other documents or information for filing with the Court and making Buyer's and Seller's employees and Representatives available to testify before the Court.”

6. Section 4.1 of the Purchase Agreement shall be amended as follows: (a) the reference to “August 31, 2018” shall be amended to “September 21, 2018”; and (b) the reference to “July 31, 2018” shall be amended to “August 21, 2018”.
7. Section 10.1 of the Purchase Agreement shall be amended to include new subsections 10.1(d)-(i):

“(d) any unpaid Municipal Taxes applicable to the period prior to the Effective Date plus all penalties and interest arising from or related to the non-payment of Municipal Taxes applicable to the period between the Effective Date and the Closing Date, which shall be credited to Buyer;

(e) any Municipal Taxes which have been paid by Seller applicable to the period between the Effective Date and the Closing Date, which shall be credited to Seller;

(f) the amount of Cure Costs for all Leases (other than the Whittle Leases and the MNRF Leases) for the period ending on the Effective Date, which shall be credited to Buyer, provided that the amount credited to Buyer shall not exceed the amount set out in Schedule B-1;

(g) the amount of Assumed Contract Assignment Costs for the MNRF Leases for the period ending on the Effective Date, which shall be credited to Buyer, provided that the amount credited to Buyer shall not exceed the amount set out in Schedule B-1;

(h) the amount of Assumed Contract Assignment Costs for all Consent Required Contracts which are joint venture contracts for the period ending on the Effective Date, which shall be credited to Buyer, provided that the amount credited to Buyer shall not exceed the amount set out in Schedule B-1;

(i) to the extent not included in the adjustment under section 10.1(b) above, the amounts paid by Seller under all Assumed Contracts (including all Leases and other Consent Required Contracts), in each case for the period from the Effective Date to the Closing Date, shall be credited to Seller.”


8. The reference in section 10.3 to “Schedule B” shall be replaced with “Schedule B-1” and a new Schedule B-1 shall be added to the Purchase Agreement in the form attached to the Second Amending Agreement.
9. Schedule “A” Part 19 of the Purchase Agreement is hereby deleted in its entirety and replaced with the Schedule “A” Part 19 attached to this Second Amending Agreement.
10. Schedule “D” attached to the Purchase Agreement is hereby amended to add reference to “Marketing Agreement - 377045 Union Gas – M13 Transportation & Producer 25-Jun-2013” among Union Gas Ltd. and Seller.
11. The reference in Schedule “D” attached to the Purchase Agreement to “All Leases as defined in the APA” is hereby amended as follows: “All Leases as defined in the APA (other than the Whittle Leases)”.
12. Buyer acknowledges and agrees that the rights to any tax pools or tax losses relating to the Leases, the Wells or otherwise relating to the Business may be held or owned by a Person other than Seller and may not be included in the Purchased Assets.

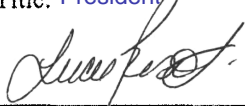
13. The Purchase Agreement is supplemented and amended only to the extent provided in this Second Amending Agreement. All other Sections of the Purchase Agreement not otherwise supplemented or amended shall remain in full force and effect, unamended.
14. This Second Amending Agreement shall be governed by and construed in accordance with the laws of the Province of Ontario and the laws of Canada applicable therein.
15. This Second Amending Agreement may be executed by the Parties in counterparts and may be delivered by electronic delivery in portable document format (PDF) and all such PDF copies together will constitute one and the same instrument.

*[Signature page follows]*

IN WITNESS WHEREOF, the Parties have caused this Second Amending Agreement to be executed and delivered by their duly authorized Representatives as of the date first above.


**DUNDEE ENERGY LIMITED PARTNERSHIP  
by its General Partner DUNDEE OIL AND GAS  
LIMITED**

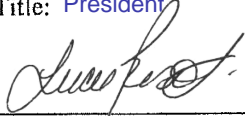
Per:   
Name: Bruce Sherley  
Title: President

Per:   
Name: Lucie Presot  
Title: Vice President and Chief Financial Officer

I have authority to bind the Limited Partnership

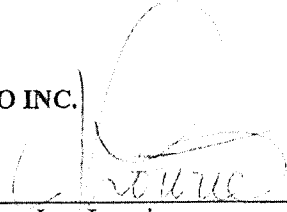
**DUNDEE OIL AND GAS LIMITED**

Per:   
Name: Bruce Sherley  
Title: President

Per:   
Name: Lucie Presot  
Title: Vice President and Chief Financial Officer

I have authority to bind the Corporation

**LAGASCO INC.**

Per:   
Name: Jane Lowrie  
Title: President

Schedule B-1, Adjusted Liabilities  
Estimate as at "Effective Date"

Category	Amount
Municipal Taxes	(2,494,614)
Cure Costs for Leases (other than MNRF Leases)(Freehold Royalties)	(273,083)
Assumed Contract Assignment Costs for MNRF Leases (Freehold Royalties)	(250,309)
Cure Costs for Leases (other than MNRF Leases)(Override Royalties)	(1,749)
Cure Costs for Leases (other than MNRF Leases)(Lease Amounts)	(27,442)
Assumed Contract Assignment Costs for Joint Venture agreements	(99,307)
<b>Total</b>	<b>(3,146,504)</b>

## Schedule A Part 19: Well List, Dundee Energy Limited Partnership

Licence No.	Well Status	Location
T000005	Active Well	Offshore
T000159	Active Well	Offshore
T000162	Active Well	Offshore
T000165	Active Well	Offshore
T000166	Active Well	Offshore
T000167	Active Well	Offshore
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T010019	Active Well	Onshore
T010021	Active Well	Onshore
T010033	Active Well	Onshore
T010043	Active Well	Offshore
T010044	Active Well	Offshore
T010059	Active Well	Onshore
T010083	Active Well	Onshore
T010084	Active Well	Offshore
T010098	Active Well	Offshore
T010142	Active Well	Onshore
T010403	Active Well	Onshore
T010442	Active Well	Onshore

T010443	Active Well	Onshore
T010444	Active Well	Onshore
T010445	Active Well	Onshore
T010456	Active Well	Onshore
T010457	Active Well	Offshore
T010458	Active Well	Offshore
T010460	Active Well	Offshore
T010465	Active Well	Onshore
T010491	Active Well	Onshore
T010495	Active Well	Onshore
T010508	Active Well	Onshore
T010510	Active Well	Onshore
T010523	Active Well	Onshore
T010526	Active Well	Onshore
T010553	Active Well	Onshore
T010599	Active Well	Offshore
T010600	Active Well	Offshore
T010618	Active Well	Onshore
T010649	Active Well	Offshore
T010713	Active Well	Offshore
T010714	Active Well	Offshore
T010715	Active Well	Offshore
T010717	Active Well	Offshore
T010720	Active Well	Offshore
T010723	Active Well	Offshore
T010724	Active Well	Offshore
T010725	Active Well	Offshore
T010726	Active Well	Offshore
T010727	Active Well	Offshore
T010729	Active Well	Offshore
T010730	Active Well	Offshore
T010734	Active Well	Onshore
T011115	Active Well	Offshore
T011116	Active Well	Offshore
T011146	Active Well	Onshore
T011204	Active Well	Onshore
T011205	Active Well	Onshore
T011206	Active Well	Onshore
T011207	Active Well	Offshore
T011208	Active Well	Offshore
T011209	Active Well	Offshore
T011210	Active Well	Offshore
T011211	Active Well	Offshore
T011214	Active Well	Offshore
T011215	Active Well	Offshore
T011216	Active Well	Offshore
T011218	Active Well	Offshore

T011241	Active Well	Offshore
T011242	Active Well	Offshore
T011243	Active Well	Offshore
T011246	Active Well	Offshore
T011247	Active Well	Offshore
T011248	Active Well	Onshore
T011251	Active Well	Offshore
T011257	Active Well	Onshore
T011262	Active Well	Onshore
T011276	Active Well	Onshore
T011421	Active Well	Onshore
T011422	Active Well	Offshore
T011423	Active Well	Offshore
T011424	Active Well	Offshore
T011427	Active Well	Offshore
T011428	Active Well	Offshore
T011431	Active Well	Offshore
T011434	Active Well	Offshore
T011436	Active Well	Offshore
T011459	Active Well	Offshore
T011462	Active Well	Offshore
T011464	Active Well	Offshore
T011468	Active Well	Offshore
T011469	Active Well	Offshore
T011471	Active Well	Offshore
T011473	Active Well	Offshore
T012105	Active Well	Offshore
T012106	Active Well	Offshore
T012129	Active Well	Onshore
T012186	Active Well	Onshore
T012241	Active Well	Onshore
T012394	Active Well	Onshore
T007231	Plugged back and	Onshore
T007495	Plugged back and	Onshore
T007699	Plugged back and	Onshore
T007791	Plugged back and	Onshore
T007824	Plugged back and	Onshore
T007881	Plugged back and	Onshore
T008026	Plugged back and	Onshore
T008203	Plugged back and	Onshore
T008207	Plugged back and	Onshore
T008350	Plugged back and	Onshore
T008543	Plugged back and	Onshore
T008549	Plugged back and	Offshore
T008564	Plugged back and	Onshore
T009533	Plugged back and	Onshore
T009601	Plugged back and	Onshore

T012127	Plugged back and	Onshore
T001204	Suspended Well	Offshore
T002037	Suspended Well	Offshore
T002839	Suspended Well	Offshore
T003021	Suspended Well	Offshore
T003022	Suspended Well	Offshore
T003026	Suspended Well	Offshore
T003201	Suspended Well	Offshore
T003222	Suspended Well	Offshore
T003414	Suspended Well	Offshore
T003476	Suspended Well	Offshore
T003477	Suspended Well	Offshore
T003611	Suspended Well	Offshore
T003764	Suspended Well	Offshore
T003870	Suspended Well	Offshore
T003889	Suspended Well	Offshore
T003891	Suspended Well	Offshore
T004421	Suspended Well	Offshore
T004453	Suspended Well	Offshore
T004726	Suspended Well	Offshore
T004957	Suspended Well	Offshore
T005370	Suspended Well	Offshore
T005461	Suspended Well	Offshore
T005656	Suspended Well	Offshore
T005690	Suspended Well	Offshore
T005700	Suspended Well	Offshore
T005845	Suspended Well	Offshore
T006169	Suspended Well	Offshore
T006187	Suspended Well	Offshore
T006470	Suspended Well	Offshore
T006750	Suspended Well	Offshore
T006856	Suspended Well	Offshore
T007274	Suspended Well	Onshore
T007540	Suspended Well	Onshore
T007748	Suspended Well	Offshore
T007887	Suspended Well	Onshore
T007947	Suspended Well	Onshore
T007950	Suspended Well	Onshore
T007989	Suspended Well	Offshore
T008444	Suspended Well	Onshore
T008498	Suspended Well	Offshore
T008653	Suspended Well	Offshore
T008663	Suspended Well	Onshore
T008819	Suspended Well	Onshore
T009390	Suspended Well	Offshore
T010135	Suspended Well	Onshore
T010536	Suspended Well	Onshore

T010705	Suspended Well	Onshore
T010716	Suspended Well	Offshore
T011213	Suspended Well	Offshore
T011443	Suspended Well	Onshore
T011467	Suspended Well	Offshore
T011470	Suspended Well	Offshore
T012185	Suspended Well	Onshore
T012395	Suspended Well	Onshore