

SATURN OIL & GAS INC.

POLICY NO. 2

INSIDER TRADING AND BLACKOUT PERIODS POLICY

PURPOSE OF THE POLICY

It is illegal under the laws and regulations of Canada, the United States and other jurisdictions to trade in shares and other securities while in possession of privileged or material undisclosed information and to communicate such information to others who you would expect to trade in such shares or securities. The prohibited activities often are called "insider trading" and "tipping." The rules and procedures outlined in this Policy have been implemented in order to prevent improper trading in the securities of Saturn Oil & Gas Inc. (together with its direct and indirect subsidiaries, "**Saturn**" or the "**Company**") and the improper communication of privileged or material undisclosed information. In addition, this Policy is aimed at preventing Saturn directors, officers and employees from engaging in activities that, although not illegal, may expose them or the Company to potential reputational risk.

DEFINITIONS

"**Designated Insider**" means a Saturn Member that the Company designates as a person who is subject to certain trading restrictions due to their access to Privileged Information about Saturn.

"**Designated Member**" means a Saturn Member: (i) who, as a participant in a material acquisition, outsourcing project or other material event or transaction, has signed a Confidentiality or Non-Disclosure Agreement containing trading restrictions; or (ii) who has otherwise been identified as a Designated Member by the Company.

"**Privileged Information**" means any information that has not been disclosed to the public and could affect the decision of a reasonable investor, as well as any fact or any change in business, operations or capital that would reasonably be expected to have a significant effect on the market price or value of any security and which has not been generally disclosed, including a decision to implement such a change made by the Board of Directors or senior management who believes that confirmation of the decision by the Board of Directors is probable.

"**Reporting Insider**" means any Saturn Member designated by the Company as a reporting insider within the meaning of National Instrument 55-104 – *Insider Reporting Requirements and Exemptions*.

"**Saturn Members**" means all employees, officers and directors of Saturn.

"**Saturn Securities**" means shares, options, notes and any other securities that the Company may issue from time to time (such as bonds or convertible securities) and includes, for the purposes of this Policy, any instrument, agreement or security whose value, market price or payment obligations are based on the value, market price or payment obligations of a security of the Company (such as deferred stock units and performance share units) and any other instrument, agreement or understanding that affects, directly or indirectly, a person's economic interest in a security of the Company.

PART I – GENERAL RESTRICTIONS APPLICABLE TO ALL SATURN MEMBERS

INSIDER TRADING

Saturn Members are prohibited from trading in Saturn Securities while in possession of Privileged Information, subject to the limited exceptions under applicable laws and regulations. They are also prohibited from trading in another public company's securities while in possession of Privileged Information regarding that public company gained during the course of the Saturn Member's work.

TIPPING

Saturn Members are prohibited from disclosing Privileged Information to, or "tipping", another party or recommending that another party trade in Saturn Securities or another public company's securities while a Saturn Member has knowledge of Privileged Information. Tipping is a violation of laws and regulations even if the person disclosing the information does not personally make a trade or otherwise benefit from disclosing the information.

There are limited circumstances in which Privileged Information may be disclosed in the necessary course of business if there are no grounds to believe the Privileged Information will be used or disclosed contrary to applicable laws and regulations. If a Saturn Member believes he or she is faced with these circumstances, he or she should send a request to the Corporate Secretary through the Corporate Secretary to confirm whether Privileged Information may be disclosed.

CONSEQUENCES OF NON-COMPLIANCE

The consequences of insider trading and tipping can be severe. Saturn Members who contravene applicable laws and regulations will be subject to disciplinary actions, which may include restrictions on future participation in equity-based incentive plans or termination of employment without notice or payment in lieu of notice, and expose themselves to criminal, penal and administrative actions by the relevant authorities, which could lead to substantial fines and imprisonment.

PART II – ADDITIONAL RESTRICTIONS APPLICABLE TO REPORTING INSIDERS, DESIGNATED INSIDERS AND DESIGNATED MEMBERS

TRADING RESTRICTIONS AND BLACKOUT PERIODS

All Reporting Insiders and Designated Insiders are subject to regular blackout periods in connection with the release of Saturn's quarterly and annual financial results. Reporting Insiders and Designated Insiders may only trade in Saturn Securities within the period beginning on the third business day following the release of Saturn's quarterly and annual financial results and ending at the close of business on the fourteenth calendar day preceding the end of the following financial quarter.

The Corporate Secretary may from time to time as a result of special circumstances relating to Saturn, such as an acquisition, project, amalgamation or any other transaction, designate a discretionary blackout period for such length of time as is deemed necessary and determine the Saturn Members to which such discretionary blackout period applies. Such Saturn Members will become Designated Members and will be prohibited from trading in Saturn Securities during the discretionary blackout period.

Notwithstanding the foregoing: (i) as part of the yearly operational planning and budget approval process, the Board of Directors may, in accordance with applicable laws and regulations grant stock options or other equity awards to Saturn Members during blackout periods; and (ii) automatic purchases in accordance with applicable laws and regulations may be made during blackout periods under any written automatic plan established by Saturn prior to the relevant periods.

Saturn Members who have signed a Confidentiality or Non-Disclosure Agreement and are as such Designated Members may only trade Saturn Securities in accordance with the terms and conditions of such agreements.

Trading blackout periods will also apply to all Saturn Members with access to Privileged Information, such as during periods when certain Saturn Members prepare financial statements but results have not yet been publicly disclosed. Notice of such blackouts may or may not be communicated by the issuance of a formal notice.

ANTI-HEDGING RESTRICTIONS

Reporting Insiders and Designated Insiders shall not in respect of Saturn Securities engage in: (i) short sales; (ii) transactions in derivatives in respect of Saturn Securities such as put and call options; or (iii) any other hedging or equity monetization transaction in which the individual's economic interest and risk exposure in Saturn Securities is changed, such as collars or forward sales contracts, provided that the foregoing restrictions do not apply to the completion or fulfilment of any of the foregoing transactions that has been entered into prior to November 22, 2019, being the date of the adoption of these anti-hedging restrictions by the Board of Directors.

PRE-CLEARING TRADES

All Reporting Insiders, Designated Insiders and Designated Members who wish to trade in Saturn Securities must first submit a request to the Corporate Secretary. A request should specify the type of transaction (e.g., purchase, sale or exercise of stock options and confirmation on the intention to subsequently hold or sell the underlying shares). No trade by such Saturn Members may be carried out without the pre-clearance of the Corporate Secretary.

Saturn Members are reminded that, notwithstanding the pre-clearance of a trade by the Corporate Secretary, the ultimate responsibility for complying with the insider trading restrictions rests with the individual trading in Saturn Securities.

FILING INSIDER REPORTS

Reporting Insiders are required to file insider reports on the SEDI website within five days of each trade or other relevant change in accordance with applicable laws and regulations. The Company may assist in completing and filing insider reports, but the ultimate responsibility for complying with the insider filing requirements rests with the individual trading in Saturn Securities.

Approved by the Board of Directors on November 22, 2019.