

**CANADIAN OVERSEAS PETROLEUM LIMITED**  
(the “Company”)

**REPORT OF VOTING RESULTS**

**Matters Voted Upon**

In accordance with section 11.3 of National Instrument 51-102 – *Continuous Disclosure Obligations*, the following sets out the voting results obtained at the annual and special meeting of the Company held on June 5, 2017. A total of approximately 104,648,024 shares (approximately 16.96% of outstanding common shares) were represented in person or by proxy at the meeting.

During business proceedings at the meeting, shareholders approved the following resolutions:

1. By resolution passed by vote conducted by ballot the following directors were elected to hold office until the next annual shareholders’ meeting:

Name of Nominee	Outcome of Vote Individual Elected	Votes For	Votes Withheld
Arthur S. Millholland	Passed	52,203,013 97.21%	1,497,542 2.79%
Massimo C. Carello	Passed	52,281,013 97.36%	1,419,542 2.64%
Harald H. Ludwig	Passed	52,253,013 97.30%	1,447,542 2.70%
John F. Cowan	Passed	52,318,763 97.43%	1,381,792 2.57%
Viscount William Astor	Passed	50,814,902 94.63%	2,885,653 5.37%

2. By resolution passed by show of hands, Deloitte LLP, Chartered Accountants, was appointed as the auditors of the Company, to hold office until the next annual meeting of shareholders or until their successors are duly appointed, and the directors were authorized to fix their remuneration. Proxies were received on this matter as follows:

Outcome of Vote	Votes For	Votes Withheld
Passed	103,726,350 99.94%	57,875 0.06%

3. The stock option plan was approved and the directors were authorized to reserve up to 10% of the number of outstanding common shares in connection with grants of options pursuant to the stock option plan.

<b>Outcome of Vote</b>	<b>Votes For</b>	<b>Against</b>
Passed	41,803,284 77.85%	11,897,270 22.15%