

**CERTIFICATE PURSUANT TO SECTION 2.20 OF
NATIONAL INSTRUMENT 54-101 –
COMMUNICATION WITH BENEFICIAL OWNERS OF
SECURITIES OF A REPORTING ISSUER**

I, E. Mitchell Shier, Corporate Secretary of Paramount Resources Ltd. (the “**Corporation**”), hereby certify for and on behalf of the Corporation, and not in my personal capacity and without personal liability, that in connection with the special meeting of shareholders of the Corporation to be held on August 15, 2016 (the “**Meeting**”), the Corporation:

- (a) has arranged to have proxy-related materials for the Meeting sent in compliance with the applicable timing requirements set forth in Sections 2.9 and 2.12 of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (the “**Instrument**”);
- (b) has arranged to have carried out all of the requirements of the Instrument in addition to those described in paragraph (a) above; and
- (c) is relying upon Section 2.20 of the Instrument in connection with the abridgment of certain of the time periods specified in the Instrument in respect of the Meeting.

DATED as of the 18th day of July, 2016.

(signed) E. Mitchell Shier

E. Mitchell Shier
Corporate Secretary