



NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

An annual general meeting (the "Meeting") of the shareholders of Paramount Resources Ltd. (the "Corporation" or "Paramount") will be held in the Conference Centre at Centrium Place, 332-6th Avenue S.W., Calgary, Alberta, on Thursday, May 8, 2014, at 10:30 a.m. (Calgary time). The purpose of the Meeting is to:

1. receive the audited consolidated financial statements of the Corporation for the fiscal year ended December 31, 2013, and the independent auditors' report thereon;
2. elect the directors of the Corporation;
3. appoint the auditors of the Corporation; and
4. transact any other business as may properly come before the Meeting and any adjournment(s) of the Meeting.

By order of the Board of
Directors

(*signed*) "E. Mitchell Shier"
Corporate Secretary

Calgary, Alberta, Canada
March 21, 2014

TABLE OF CONTENTS

MANAGEMENT INFORMATION CIRCULAR	1
GENERAL INFORMATION	1
Annual Meeting Date.....	1
Date of Information.....	1
Voting Shares and Principal Holders	1
Additional Information	1
Contact Information.....	1
VOTING INFORMATION.....	2
General Voting Information	2
Registered Shareholder Voting.....	2
BUSINESS OF THE MEETING	5
Financial Statements.....	5
Election of Directors	5
Appointment of Auditors.....	5
Other Matters to Be Acted Upon.....	5
NOMINEES FOR ELECTION TO THE BOARD OF DIRECTORS	6
Competency Matrix for Director Nominees	12
Independence of Director Nominees	12
Board Interlocks	13
COMPENSATION DISCUSSION AND ANALYSIS	14
Executive Summary	14
Peer Group.....	14
Compensation Programs and Process	15
Compensation Mix	19
Total Return Performance Graph.....	19
Compensation Governance	20
Risk Oversight in Relation to Compensation Policies and Practices.....	22
Anti-Hedging Policy.....	22
EXECUTIVE COMPENSATION	23
Summary Compensation Table.....	23
Narrative Discussion Related to the Summary Compensation Table.....	23
Outstanding Share-based Awards and Option-based Awards	25
Incentive Plan Awards – Value Vested or Earned During the Year.....	25

INCENTIVE PLANS	26
SIP.....	26
Option Plan.....	26
Equity Compensation Plan Information.....	28
TERMINATION AND CHANGE OF CONTROL BENEFITS	28
DIRECTOR COMPENSATION	29
Narrative Discussion Related to Director Compensation.....	29
Incentive Plan Awards – Value Vested or Earned During the Year.....	31
Share Ownership and Hold Period Requirements.....	31
INDEBTEDNESS OF DIRECTORS AND OFFICERS	31
CORPORATE GOVERNANCE	32
Statement of Corporate Governance Practices	32
SCHEDULE "A" - Board of Directors' Mandate	38

MANAGEMENT INFORMATION CIRCULAR

GENERAL INFORMATION

Annual Meeting Date

Paramount Resources Ltd. (the "Corporation" or "Paramount") will be holding an annual general meeting (the "Meeting") of its holders ("Shareholders") of Class A Common Shares ("Common Shares") on May 8, 2014 at 10:30 a.m. (Calgary time) in the Conference Centre at Centrium Place, 332-6th Avenue S.W., Calgary, Alberta.

Date of Information

Information in this circular is given as of March 14, 2014, unless otherwise noted.

Voting Shares and Principal Holders

On March 14, 2014, Paramount had 97,574,774 issued and outstanding Common Shares. Paramount's Common Shares trade under the symbol POU on the Toronto Stock Exchange ("TSX").

To the knowledge of Paramount's directors and executive officers, the only person that held 10% or more of the Common Shares as at March 14, 2014 was Mr. Clayton H. Riddell, Paramount's Chairman and Chief Executive Officer ("CEO"), who beneficially owned or controlled, directly or indirectly, approximately forty-two percent (42%) of the outstanding Common Shares as of such date.

Additional Information

Additional information concerning Paramount, including Paramount's consolidated comparative interim and annual financial statements and management's discussion and analysis thereon, as well as Paramount's latest annual information form dated March 6, 2014, is available through the Internet on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) which may be accessed at www.sedar.com. This information may also be accessed on the Corporation's website at www.paramountres.com. Financial information is provided in Paramount's comparative annual financial statements and management's discussion and analysis thereon for the most recently completed financial year.

Paramount will provide, without charge to a security holder, a copy of Paramount's annual information form dated March 6, 2014, Paramount's 2013 annual report containing the consolidated comparative financial statements for fiscal 2013 together with the independent auditors' report thereon and management's discussion and analysis, interim financial statements for subsequent periods, and this information circular upon request to the Corporate Secretary at the address below.

Contact Information

Head Office: 4700 Bankers Hall West
888 - 3rd Street SW
Calgary, Alberta, Canada
T2P 5C5

Attention: Corporate Secretary

Telephone: 403-290-3600
Facsimile: 403-262-7994
Website: www.paramountres.com

VOTING INFORMATION

General Voting Information

Proxy Solicitation

Proxies are being solicited by management of Paramount to be used at the Meeting, or any adjournment(s) of the Meeting. Solicitations will be primarily by mail but may also be by newspaper publication, in person or by telephone, fax, electronic transmission or communication by directors, officers, employees or agents of Paramount. All costs of the solicitation will be paid by Paramount.

Voting

If you are a registered holder of Common Shares at the close of business on March 24, 2014, you are entitled to receive notice of, and to attend and vote at the Meeting. You will be entitled to vote your Common Shares held on such date at the Meeting except to the extent that:

- a. you have transferred the ownership of any such Common Shares after the record date; and
- b. the transferee of those Common Shares produces properly endorsed share certificates or otherwise establishes that they own the Common Shares and demands not later than ten days before the Meeting that their name be included on the list, in which case the transferee is entitled to vote those Common Shares at the Meeting.

When any Common Shares are held jointly by two or more persons, any one of such persons may vote such Common Shares, or all of them may vote such Common Shares as one at the Meeting, whether in person or by proxy.

Each Common Share is entitled to one vote. A simple majority of votes (50% plus one vote) is required to approve all of the known matters to come before the Meeting.

Quorum

A quorum for the transaction of business is two individuals present in person, each being a Shareholder or proxyholder entitled to vote at the Meeting, who together represent at least 25% of the votes entitled to be cast at the Meeting.

Proxy Voting

You can indicate on your proxy how you want your proxyholder to vote your Common Shares or you can let your proxyholder decide for you. If you specify how you want your Common Shares voted, then your proxyholder must vote in accordance with your instructions. In the absence of specific instructions, your proxyholder can vote your Common Shares as he or she sees fit. **If you appoint Mr. Clayton H. Riddell of Calgary, Alberta, or failing him, Mr. James H.T. Riddell also of Calgary, Alberta and do not specify how you want your Common Shares to be voted, your Common Shares will be voted as follows:**

Election of each management nominee as a director	FOR
Appointment of auditors	FOR

Amendments or Other Matters

At the time of printing this circular, management does not know of any amendment, variation or matter to come before the Meeting other than the matters referred to above. If other matters do properly come before the Meeting, your proxyholder will vote on them using his or her best judgment.

Registered Shareholder Voting

If your Common Shares are held in your name and you have a share certificate, then you are a registered Shareholder. You may vote in person at the Meeting, by proxy, by telephone, or by Internet. For further instructions, see the enclosed form of proxy.

Voting in Person

If you plan to attend the Meeting and vote your Common Shares in person, do not complete the enclosed proxy form. When you arrive at the Meeting, register with Paramount's transfer agent, Computershare Trust Company of Canada, and your vote at the Meeting will be counted.

Voting by Proxy

You may also vote your Common Shares by proxy. If you choose to vote by proxy, you may use the enclosed proxy or complete another proper instrument of proxy. The persons named in the enclosed proxy are directors of Paramount. **You may appoint some other person to be your proxyholder at the Meeting by inserting that person's name in the blank space provided in the enclosed form of proxy or by completing another proper instrument of proxy.** In either case, you must deliver the completed and executed proxy to either:

- a. the registered office of the Corporation at Suite 4700, 888 – 3rd Street S.W., Calgary, Alberta, T2P 5C5, 403-262-7994 (facsimile), Attention: Corporate Secretary; or
- b. the Corporation's transfer agent, Computershare Trust Company of Canada, Ninth Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1, Attention: Proxy Department

no later than 10:30 a.m. (Calgary time) on May 6, 2014 or, if the Meeting is adjourned, at least 48 hours (excluding weekends and holidays) before the time set for the Meeting to resume. **The time limit for deposit of proxies may be waived or extended by the Chairman of the Meeting at his or her discretion without notice.** If you have voted by proxy, you may not vote in person at the Meeting unless you revoke your proxy.

Revoking your Proxy

You may revoke your proxy any time before it is acted upon by:

- a. signing a new proxy bearing a later date and delivering same to Paramount's registered office or to Paramount's transfer agent, Computershare Trust Company of Canada, at either of the above addresses at least 48 hours (excluding weekends and holidays) prior to the commencement of the Meeting or any adjournment of the Meeting; or
- b. depositing written notice of revocation at Paramount's registered office or to Paramount's transfer agent, Computershare Trust Company of Canada, at either of the above addresses at any time up to and including the last business day preceding the day of the Meeting or any adjournment thereof, or delivering it to the Chairman of the Meeting at the Meeting; or
- c. attending and voting at the Meeting.

Beneficial Shareholder Voting

If your Common Shares are held in the name of a nominee (deposited with a bank, securities broker or other institution) then you are a beneficial Shareholder. You may vote in person at the Meeting as proxy for the registered holder of your Common Shares or provide voting instructions to the registered holder of your Common Shares via mail, telephone or internet. For further instructions, see the enclosed voting instruction form.

Voting in Person

If you plan to attend the Meeting and vote your Common Shares in person as proxyholder for the registered holder of your Common Shares, insert your name on the enclosed voting instruction form and follow the applicable instructions on this form. When you arrive at the Meeting, register with Paramount's transfer agent, Computershare Trust Company of Canada, and your vote at the Meeting will be counted, provided the proxy is in good order.

Voting Instructions

Applicable regulatory policy requires brokers to seek, or have an intermediary seek on their behalf, voting instructions from beneficial Shareholders in advance of Shareholders' meetings. Every broker and intermediary has its own mailing procedures and provides its own voting and return instructions. These instructions must be carefully followed by beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. The vast majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("Broadridge"). Broadridge typically mails a scannable voting instruction form in lieu of the form of proxy. The beneficial Shareholder is requested to complete and return the voting instruction form to Broadridge by mail or facsimile, or alternatively, to convey his or her voting instructions via the internet or by calling a toll-free telephone number. Broadridge then tabulates the results of all voting instructions received and provides appropriate instructions

to Computershare Trust Company of Canada respecting the voting of such Common Shares to be represented at the Meeting. **A beneficial Shareholder receiving a voting instruction form cannot use that voting instruction form to vote Common Shares directly at the Meeting as the voting instruction form must be returned as directed by Broadridge or other intermediary or broker well in advance of the Meeting in order to have the Common Shares voted.**

BUSINESS OF THE MEETING

Financial Statements

Paramount's consolidated financial statements as at and for the year ended December 31, 2013 and the auditors' report thereon are in the 2013 annual report mailed to registered Shareholders and will be placed before Shareholders at the Meeting.

Election of Directors

Paramount's articles provide that the Board of Directors shall consist of a minimum of three and a maximum of twelve directors. By resolution on March 6, 2014, the Board fixed the number of directors to be elected at the Meeting at ten, each of whom will serve until the next annual meeting of Shareholders or until their respective successors are elected or appointed. The ten nominees are:

Clayton Riddell	John Gorman	John Roy
James Riddell	Dirk Jungé	Bernhard Wylie
James Bell	David Knott	
Thomas Claugus	Susan Riddell Rose	

All director nominees have consented to being named in this circular and to serve as directors if elected. Management does not contemplate that any of the director nominees will be unable to serve as a director, but if that should occur for any reason prior to the Meeting, your proxyholder has the right to use his discretion in voting for another nominee unless you have specified in the proxy that the proxy is without authority to vote on the election. The Corporation's articles permit the Board, between annual meetings of the Shareholders, to appoint one or more additional directors (but no more than one-third of the number of directors who held office at the expiration of the last annual meeting of the Shareholders).

The directors named in the enclosed proxy will vote FOR the election of each of these nominees as a director of Paramount unless you indicate that authority to do so is withheld in respect of one or more of the nominees.

Appointment of Auditors

Unless authority is withheld, the directors named in the enclosed proxy will vote FOR the reappointment of Ernst & Young LLP, Chartered Accountants, 1000 Ernst & Young Tower, 440 Second Avenue S.W., Calgary, Alberta T2P 5E9, as auditors of the Corporation to hold office until the next annual meeting of Shareholders. Ernst & Young LLP have been Paramount's auditors since its inception in 1978.

The information regarding Paramount's audit committee as required by section 5.1 of National Instrument 52-110 is set forth in Paramount's annual information form dated March 6, 2014 for the 2013 fiscal year under the heading "Audit Committee Information" and in Appendix F to the annual information form.

Other Matters to Be Acted Upon

Management knows of no matters to come before the Meeting other than the matters referred to in the enclosed Notice of Annual General Meeting of Shareholders to which this circular is attached. If any matters which are not known at the time of the circular should properly come before the Meeting, proxies will be voted on such matters in accordance with the best judgment of the person holding such proxy.

NOMINEES FOR ELECTION TO THE BOARD OF DIRECTORS

The following table provides information with respect to the director nominees.

Shareholders are entitled to vote for or withhold their vote for each nominee on an individual basis, and the Board has adopted a policy whereby if a director receives more "withhold" votes than "for" votes in any uncontested election of directors the remaining directors will be required to promptly determine whether such director should be asked to tender his or her resignation from the Board. Factors to be considered in making such determination would include the Board's understanding of the rationale for the withhold votes, whether the director in question possesses particular skills or experience that would be difficult to replace within a reasonable period of time, any management positions held by such director and such director's equity holdings in Paramount. The policy also provides that even if all directors do receive a majority of "for" votes the Board will nonetheless, as part of its annual process of assessing director nominees, consider the "for" and "withhold" votes that each director received (and the circumstances relating to such voting results) in determining whether to nominate those individuals for re-election at the next annual general meeting of the Shareholders.

Clayton Riddell⁽¹⁾

Calgary, Alberta, Canada
Chairman and CEO
Paramount Resources Ltd.
Non-Independent Director
Director Since: 1978
Age: 76

Mr. Riddell has been the Chairman of the Board, CEO, and a director of Paramount since 1978. Until June 2002 he was also the President. He is the Executive Chairman of the Board of Perpetual Energy Inc., the Chairman of the Board of Trilogy Energy Corp., a director and the CEO of MGM Energy Corp. and a director of Tourmaline Oil Corp., all of which are public oil and gas exploration and production companies.

Mr. Riddell graduated from the University of Manitoba with a Bachelor of Science (Honours) degree in Geology and is currently a member of the Association of Professional Engineers and Geoscientists of Alberta, the Canadian Society of Petroleum Geologists, and the American Association of Petroleum Geologists. He received the J.C. Sproule Memorial Plaque from the Canadian Institute of Mining (1994), the Stanley Slipper Gold Medal from the Canadian Society of Petroleum Geologists (1999), an Honorary Doctor of Science degree from the University of Manitoba (2004), and an Outstanding Explorer award from the American Association of Petroleum Geologists (2004). In 2006, Mr. Riddell was inducted into the Calgary Business Hall of Fame and in 2008 he was made an Officer of the Order of Canada.

2013 AGM Voting Results:	Votes For	78,542,056 (98.97%)
	Votes Withheld	818,391 (1.03%)

Paramount Board / Committee Participation	Fiscal 2013 Meeting Attendance
Board of Directors	4/4 100%

Paramount Holdings

Common Shares: 39,365,597⁽²⁾

Options: 700,000

Total Equity Value⁽²⁾⁽³⁾: \$1,784,776,324

Minimum Share Ownership⁽²⁾⁽³⁾:
Attained -- >4,000 X base salary

Cavalier Energy Inc. Holdings*

Options: 400,000

* Cavalier Energy Inc. is a private wholly-owned subsidiary of the Corporation.

Other Public Board Directorships**

MGM Energy Corp.

Perpetual Energy Inc.

Tourmaline Oil Corp.

Trilogy Energy Corp.

** MGM, Perpetual and Trilogy were all spun-out from Paramount, and Paramount retains a significant equity interest in both MGM and Trilogy.

James Riddell⁽¹⁾⁽⁴⁾

Calgary, Alberta, Canada
President and Chief Operating
Officer
Paramount Resources Ltd.
Non-Independent Director
Director Since: 2000
Age: 47

Mr. Riddell has been the President and Chief Operating Officer ("President") of Paramount since June 2002, and a director since 2000. From May 1991 until June 2002, he held various positions at Paramount. Mr. Riddell is a director and the CEO of Trilogy Energy Corp. and a director of MGM Energy Corp., Sonde Resources Corp., Strategic Oil & Gas Ltd. and Marquee Energy Ltd. (all five of which are public oil and gas exploration and production companies). Mr. Riddell is also a director of Big Rock Brewery Inc. (a public company which produces and markets beer) and Great Prairie Energy Services Inc. (a public energy service company).

Mr. Riddell graduated from Arizona State University with a Bachelor of Science degree in Geology and from the University of Alberta with a Master of Science degree in Geology and is currently a member of the Canadian Society of Petroleum Geologists and the American Association of Petroleum Geologists.

2013 AGM Voting Results:

Votes For	78,173,177 (98.50%)
Votes Withheld	1,187,270 (1.50%)

**Paramount Board /
Committee Participation**

Board of Directors

Fiscal 2013 Meeting Attendance

4/4 100%

Paramount Holdings

Common Shares: 821,814

Options: 950,000

Total Equity Value⁽³⁾: \$37,269,265

Minimum Share Ownership⁽³⁾:
Attained -- 84 X base salary

Other Public Board Directorships**

Big Rock Brewery Inc.

Great Prairie Energy Services Inc.

Marquee Energy Ltd.

MGM Energy Corp.

Sonde Resources Corp.

Cavalier Energy Inc. Holdings*

Options: 500,000

Strategic Oil & Gas Ltd.

Trilogy Energy Corp.

* Cavalier Energy Inc. is a private wholly-owned subsidiary of the Corporation

** MGM and Trilogy were both spun-out from Paramount, and Paramount retains a significant equity interest in both of these companies. In addition, Paramount sold assets to each of Marquee Energy Ltd. and Strategic Oil & Gas Ltd. in exchange for shares of these companies and, as a result, also holds a significant equity interest in these companies.

James Bell

Calgary, Alberta, Canada
General Counsel
Olympia Trust Company
Independent Director⁽⁵⁾
Director Since: 2011
Age: 39

Mr. Bell has been a director of Paramount since November, 2011. Mr. Bell is currently General Counsel for Olympia Financial Group Inc. (a TSX listed company) and its wholly-owned subsidiary Olympia Trust Company (a non-deposit taking trust company). Prior thereto, Mr. Bell practiced securities and corporate commercial law as a partner at Davis LLP (an international law firm) until December 31, 2009.

Mr. Bell graduated from the University of Saskatchewan with a Bachelor of Laws degree in 1999. He completed the Canadian Securities Course in January 2014 and the Partners, Directors and Senior Officers course in February 2014.

2013 AGM Voting Results:

Votes For	78,917,490 (99.44%)
Votes Withheld	442,957 (0.56%)

**Paramount Board /
Committee Participation**

Board of Directors

Corporate Governance Committee

Audit Committee

Compensation Committee (Chair)

Fiscal 2013 Meeting Attendance

4/4 100%

3/3 100%

5/5 100%

1/1 100%

Paramount Holdings

Common Shares: 6,400

Options: 46,000

Total Equity Value⁽³⁾: \$290,240

Minimum Share Ownership⁽³⁾:
Attained -- 15 X annual retainer

Other Public Board Directorships

None

Thomas Claugus

Atlanta, Georgia, U.S.A.
President
GMT Capital Corp.
Independent Director⁽⁵⁾
Director Since: 2010
Age: 62

Mr. Claugus has been a director of Paramount since 2010. He is the President and majority shareholder of GMT Capital Corp. (a private investment company) which he founded in 1990. Prior to 1990, he served 17 years in various managerial capacities with Rohm and Haas Company (a publicly traded specialty chemical manufacturer), culminating in his position as Manager for Europe of the Polymers Division of Rohm and Haas.

Mr. Claugus graduated with a Bachelor of Chemical Engineering degree, summa cum laude, from Ohio State University in 1973. In 1975, he entered Harvard Business School and graduated with a Master of Business Administration degree, with high distinction, in 1977.

2013 AGM Voting Results:

Votes For	78,917,490 (99.44%)
Votes Withheld	442,957 (0.56%)

Paramount Board / Committee Participation	Fiscal 2013 Meeting Attendance
--	---------------------------------------

Board of Directors	4/4 100%
--------------------	----------

Corporate Governance Committee	3/3 100%
--------------------------------	----------

Paramount Holdings	Other Public Board Directorships
---------------------------	---

Common Shares: 5,219,100 ⁽⁶⁾	Strategic Oil & Gas Ltd.
---	--------------------------

Options: 54,000

Total Equity Value⁽³⁾⁽⁶⁾: \$5,655,145

Minimum Share Ownership⁽³⁾⁽⁶⁾:
Attained -- 283 X annual retainer

John Gorman

Calgary, Alberta, Canada
Independent Businessman
Independent Director⁽⁵⁾
Director Since: 2002
Age: 68

Mr. Gorman has been a director of Paramount since 2002. He was the President and CEO of an energy trading, marketing and financial services company from 1996 to 2000 and a corporate banker with the Bank of Montreal (a Canadian chartered bank) from 1972 to 1996, retiring as Senior Vice President, Natural Resources Group.

Mr. Gorman obtained a Bachelor of Arts degree from the University of Ottawa and a Master of Business Administration degree from the University of Western Ontario.

2013 AGM Voting Results:

Votes For	79,196,308 (99.79%)
Votes Withheld	164,139 (0.21%)

Paramount Board / Committee Participation	Fiscal 2013 Meeting Attendance
--	---------------------------------------

Board of Directors	4/4 100%
--------------------	----------

Audit Committee (Chair)	5/5 100%
-------------------------	----------

Corporate Governance Committee	3/3 100%
--------------------------------	----------

Compensation Committee	1/1 100%
------------------------	----------

Paramount Holdings	Other Public Board Directorships
---------------------------	---

Common Shares: 10,001	None
-----------------------	------

Options: 49,500

Total Equity Value⁽³⁾: \$453,345

Minimum Share Ownership⁽³⁾:
Attained -- 23 X annual retainer

Dirk Jungé, CFA

Bryn Athyn, Pennsylvania, U.S.A.
Chairman
Pitcairn Trust Company
Independent Director⁽⁵⁾
Director Since: 2000
Age: 65

Mr. Jungé has been a director of Paramount since 2000. He has been the Chairman of the Board of the Pitcairn Trust Company (a private trust company) since 1991 and its CEO from 1993 to 1996 and from 2006 to 2012. He served as President of Pitcairn Trust Company from 2006 to 2008. Mr. Jungé also holds a number of director and trustee positions with philanthropic organizations.

Mr. Jungé obtained a Bachelor of Science degree in Economics and Finance from Lehigh University, was designated a Chartered Financial Analyst by the Institute of Chartered Financial Analysts in 1978 and is a member of the Financial Planning Association and the Association for Investment Management and Research.

2013 AGM Voting Results: Votes For 79,196,462 (99.79%)
Votes Withheld 163,985 (0.21%)

Paramount Board / Committee Participation **Fiscal 2013 Meeting Attendance**

Board of Directors 4/4 100%

Corporate Governance Committee 3/3 100%

Environmental Health & Safety Committee 1/2 50%

Paramount Holdings **Other Public Board Directorships**

Common Shares: 40,473⁽⁷⁾ None

Options: 39,000

Total Equity Value⁽³⁾⁽⁷⁾: \$96,913

Minimum Share Ownership⁽³⁾⁽⁷⁾:
Attained -- 5 X annual retainer

David Knott⁽¹⁾

Syosset, New York, U.S.A.
Managing General Partner
Knott Partners, L.P.
Independent Director⁽⁵⁾
Director Since: 1998
Age: 69

Mr. Knott has been a director of Paramount since 1998. He has been the Managing General Partner of Knott Partners, L.P. (a private investment firm) and the CEO of Dorset Management Corp. (a private investment firm) since 1987. Mr. Knott is also a trustee of several philanthropic organizations.

Mr. Knott graduated from the University of Pennsylvania with a Bachelor of Arts degree in Political Science and a Master of Business Administration degree in finance from the University of Pennsylvania's Wharton School.

2013 AGM Voting Results: Votes For 79,196,527 (99.79%)
Votes Withheld 163,920 (0.21%)

Paramount Board / Committee Participation **Fiscal 2013 Meeting Attendance**

Board of Directors 4/4 100%

Corporate Governance Committee 3/3 100%

Paramount Holdings **Other Public Board Directorships**

Common Shares: 1,518,501⁽⁸⁾ Ligand Pharmaceuticals Inc.

Options: 61,000 Rubicon Limited

Total Equity Value⁽³⁾⁽⁸⁾: \$2,526,040

Minimum Share Ownership⁽³⁾⁽⁸⁾:
Attained -- 126 X annual retainer

Susan Riddell Rose⁽¹⁾

Calgary, Alberta, Canada
President and CEO
Perpetual Energy Inc.
Non-independent Director
Director Since: 2000
Age: 49

Ms. Riddell Rose has been a director of Paramount since 2000. Since 2002 she has been a director and President and since 2005 the CEO of Perpetual Energy Inc. (a public oil and gas exploration and development company) and its predecessor, Paramount Energy Trust. Prior thereto, Ms. Riddell Rose was a geological engineer and Corporate Operating Officer of Paramount and prior to that, a geological engineer with Shell Canada Limited. Ms. Riddell Rose is also a director of Newalta Corporation (a public industrial waste management and environmental services company) and Brookfield Canada Office Properties.

Ms. Riddell Rose graduated from Queen's University with a Bachelor of Science degree in Geological Engineering. Ms. Riddell Rose is a member of the Association of Professional Engineers and Geoscientists of Alberta, the Canadian Society of Petroleum Geologists, and the American Association of Petroleum Geologists, and a governor of the Canadian Association of Petroleum Producers.

2013 AGM Voting Results: Votes For 78,477,713 (98.85%)
Votes Withheld 912,734 (1.15%)

**Paramount Board /
Committee Participation**

Board of Directors

Fiscal 2013 Meeting Attendance

4/4 100%

Paramount Holdings

Common Shares: 352,612

Options: 61,000

Total Equity Value⁽³⁾: \$15,990,954

Minimum Share Ownership⁽³⁾:

Attained -- 800 X annual retainer

Other Public Board Directorships

Brookfield Canada Office Properties

Newalta Corporation

Perpetual Energy Inc.

John Roy⁽¹⁾

Calgary, Alberta, Canada
Independent Businessman
Independent and Lead Director⁽⁵⁾
Director Since: 1981
Age: 73

Mr. Roy has been a director of Paramount since 1981 and is currently the Lead Director. He is an independent businessman. Prior to December 1, 2003, he served as the Vice-President and Director of a private investment banking firm. From 1970 to 1996, he held various positions also at a private investment banking firm.

Mr. Roy graduated from Queen's University with a Bachelor of Science degree in Mechanical Engineering and received a Diploma in Management from McGill University. He is a member of the Association of Professional Engineers and Geoscientists of Alberta.

2013 AGM Voting Results: Votes For 79,196,308 (99.79%)
Votes Withheld 164,139 (0.21%)

**Paramount Board /
Committee Participation**

Board of Directors

Audit Committee

Compensation Committee

Corporate Governance Committee
(Chair)

Environmental Health & Safety
Committee

Fiscal 2013 Meeting Attendance

4/4 100%

5/5 100%

1/1 100%

3/3 100%

2/2 100%

Paramount Holdings

Common Shares: 52,839

Options: 40,000

Total Equity Value⁽³⁾: \$2,396,249

Minimum Share Ownership⁽³⁾:

Attained -- 120 X annual retainer

Other Public Board Directorships

None

Bernhard Wylie⁽¹⁾

Calgary, Alberta, Canada
Business Executive
Non-independent Director
Director Since: 1978
Age: 82

Mr. Wylie has been a director of Paramount since 1978 and was Executive Vice President and Vice President, Land until 1996. Since his retirement in 1996, he has provided certain consulting services to Paramount.

Mr. Wylie graduated from the University of California, Berkeley, with a Bachelor of Arts degree. Mr. Wylie is a member of the American Association of Professional Landmen and the Canadian Association of Professional Landmen.

2013 AGM Voting Results:	Votes For	74,318,580 (93.65%)
	Votes Withheld	5,041,867 (6.35%)

Paramount Board / Committee Participation	Fiscal 2013 Meeting Attendance
--	---------------------------------------

Board of Directors	4/4 100%
--------------------	----------

Environmental Health & Safety Committee (Chair)	2/2 100%
--	----------

Paramount Holdings	Other Public Board Directorships
---------------------------	---

Common Shares: 10,389	None
-----------------------	------

Options: 33,000

Total Equity Value⁽³⁾: \$471,141

Minimum Share Ownership⁽³⁾:
Attained -- 24 X annual retainer

Notes:

- (1) From 1992 to 2008, Paramount was the general partner of T.T.Y. Paramount Partnership No. 5 ("TTY"), a limited partnership, which was an unlisted reporting issuer in certain provinces of Canada. TTY was established in 1980 to conduct oil and gas exploration and development activities but had not carried on active operations since 1984 and had only nominal assets. A cease trade order against TTY was issued by the Quebec Securities Commission in 1999 for failing to file the June 30, 1998 interim financial statements in Quebec. The cease trade order was revoked on April 9, 2008. TTY was dissolved on July 21, 2008.
- (2) 24,587,200 Common Shares are held by Warner Investment Holdings Ltd., 12,375,470 Common Shares are held by Dreamworks Investment Holdings Ltd., and 2,072,900 Common Shares are held by Treherne Resources Ltd., in all of which Mr. Clayton Riddell is the controlling shareholder. Mr. Clayton Riddell holds 320,027 Common Shares directly. The Riddell Family Charitable Foundation holds 1,711,900 Common Shares. Mr. Riddell's holdings also include 10,000 Common Shares which are controlled by him but not beneficially owned by him. The Common Shares held by the Riddell Family Charitable Foundation have not been included in Mr. Clayton Riddell's holdings as they are not beneficially owned or controlled by him.
- (3) The Corporation adopted a share ownership policy in March 2013 requiring each of its directors to acquire, within three years of the date of (i) becoming a director; or (ii) the date of the policy, whichever is later, Common Shares having a value equal to at least three times such director's annual base retainer, and to hold such Common Shares during his or her tenure. Total Equity Value is calculated based on the Common Shares beneficially owned by the director nominee, directly or indirectly, multiplied by the closing trading price of the Common Shares on March 14, 2014, being \$45.35 per Common Share. Common Shares controlled but not beneficially owned by the director nominee are not included in this calculation. The Total Equity Value reflects all equity held by the nominees other than their stock options.
- (4) Mr. James Riddell was a director of Jurassic Oil and Gas Ltd., a private oil and gas company, within one year of such company becoming bankrupt.
- (5) Independence is based on the definitions contained in National Instrument 52-110, National Instrument 58-101 and National Policy 58-201. Each year and upon appointment all independent directors complete an independence questionnaire to assess, or re-assess, their status as independent directors.
- (6) Mr. Claugus is the President of GMT Capital Corp., a private investment company, and in that capacity exercises direction and control over 5,219,100 Common Shares which are held in various partnerships and funds that are managed by GMT Capital Corp. 124,700 of these Common Shares are beneficially owned, directly or indirectly, by Mr. Claugus.
- (7) As of March 21 2014, Mr. Jungé exercises direction and control over 40,473 Common Shares the majority of which are held by trusts of which he and his family members are beneficiaries. 2,137 of such Common Shares are beneficially owned, directly or indirectly, by Mr. Jungé.
- (8) Mr. Knott exercises direction and control over 1,518,501 Common Shares which are held in various partnerships and funds that he manages. 55,701 of such Common Shares are beneficially owned, directly or indirectly, by Mr. Knott.

The information as to Common Shares owned directly or indirectly by each nominee, not being within the knowledge of the Corporation, has been furnished by the nominee.

Competency Matrix for Director Nominees

The Board, through the Corporate Governance Committee, has developed a competency matrix to ensure that the members of the Board, through their skills, business expertise and experience, meet the needs of the Board. The following table sets out some of the skills, expertise and experience of Paramount's directors:

	Clayton Riddell	James Riddell	James Bell	Thomas Claugus	John Gorman	Dirk Jungé	David Knott	Susan Riddell Rose	John Roy	Bernhard Wylie
Board Experience	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
CEO Experience	✓	✓		✓	✓	✓	✓	✓		
Strategic Planning	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Operations	✓	✓		✓				✓		✓
Project Management	✓	✓		✓	✓	✓		✓	✓	✓
Governance	✓	✓	✓	✓	✓	✓	✓	✓	✓	
Accounting/ Finance	✓	✓	✓	✓	✓	✓	✓	✓	✓	
Executive Compensation	✓	✓	✓	✓	✓	✓	✓	✓	✓	
Government/ Public Policy	✓	✓	✓					✓		✓
Human Resources	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Legal			✓							

Independence of Director Nominees

A majority of the members of the Board are independent, and all members of the Audit Committee, Corporate Governance Committee and Compensation Committee are independent.

Director Nominee	Independent	Non-Independent	Reason for Non-Independence
Clayton Riddell		✓	Also the Chief Executive Officer of the Corporation
James Riddell		✓	Also the President of the Corporation
James Bell	✓		
Thomas Claugus	✓		
John Gorman	✓		
Dirk Jungé	✓		
David Knott	✓		
Susan Riddell Rose		✓	Familial relationship with Chief Executive Officer and President of the Corporation
John Roy	✓		
Bernhard Wylie		✓	Consultant receiving fees from the Corporation

Mr. John Roy, an independent director, is the Board's Lead Director. His duties include, among other things, ensuring that differences between the responsibilities of the Board and management are understood by all, ensuring that independent directors have adequate opportunities to meet to discuss issues without management present, and acting as a liaison between the independent directors and management.

The Board has a policy requiring that an *in camera* meeting of independent directors be held in connection with all Board and committee meetings.

Board Interlocks

The following table sets out interlocking board memberships of the Corporation's directors. Paramount spun-out each of the companies listed below with the exception of Strategic Oil & Gas Ltd. Paramount sold certain non-core assets to Strategic Oil & Gas Ltd. in exchange for shares and, as a result, has a significant equity interest in this company.

Company	Director	Committee Membership
Trilogy Energy Corp.	Clayton Riddell James Riddell	None None
MGM Energy Corp.	Clayton Riddell James Riddell	Corporate Governance Committee None
Perpetual Energy Inc.	Clayton Riddell Susan Riddell-Rose	None Environmental, Health & Safety Committee
Strategic Oil & Gas Ltd.	Thomas Claugus James Riddell	Compensation Committee None

COMPENSATION DISCUSSION AND ANALYSIS

Executive Summary

Paramount's compensation philosophy is to be competitive with other Canadian oil and gas companies of similar size in order to attract, retain and motivate a highly qualified workforce and provide career opportunities within Paramount. The compensation program for Paramount's named executive officers ("NEOs"), being the Corporation's CEO, President, Chief Financial Officer and next two highest paid executive officers, is built around base salaries and reward systems that recognize Paramount's financial and operational results and individual performance. This program is also designed to ensure that the interests of Paramount's executives are aligned with its Shareholders by making the majority of the compensation paid to the NEOs incentive based, "at risk" pay. There are three primary components to Paramount's compensation program: base salary and two long term incentive programs comprised of stock incentive awards and stock option grants. The Corporation also on occasion pays discretionary cash bonuses to its NEOs where they have made material contributions in a particular fiscal year to the Corporation's achievement of important objectives.

Paramount's NEOs for the year ended December 31, 2013 were:

Clayton Riddell, Chief Executive Officer
James Riddell, President and Chief Operating Officer
Bernard Lee, Chief Financial Officer
Mitchell Shier, General Counsel & Corporate Secretary, Land
Darrel Purdy, Corporate Operating Officer (Kaybob Corporate Operating Unit)

Paramount's Compensation Committee believes that the compensation paid to Paramount's NEOs in 2013 was appropriate having regard to Paramount's continued progress in achieving its fundamental goal of creating long term value for its Shareholders. Paramount's Total Shareholder Return ("TSR") for the 5-year period ending December 31, 2013 was 466% as compared to a 76% TSR for the S&P/TSX Composite Index and a 33% TSR for the S&P/TSX Oil & Gas Exploration & Production GICS Sub Industry Total Return Index. During this same 5-year period the compensation paid to Paramount's NEOs increased by 73%. In 2013 Paramount's TSR was 21.5% and NEO compensation increased by 7.8% (with comparative numbers on a three year basis being a 23% TSR and a 15% aggregate increase in NEO compensation). See "Total Return Performance Graph" below.

As these numbers illustrate, the Corporation has taken a measured approach to rewarding its NEOs notwithstanding the significant success Paramount has achieved in advancing its corporate strategy (in particular its Deep Basin liquids rich gas development) and providing its Shareholders with superior returns on their investment. This is in line with Paramount's belief that its compensation practices need to ensure that NEO pay is linked to real, measurable results that are, in turn, directly tied to the achievement of long term value creation versus short term returns. In addition, the compensation awarded to Paramount's NEOs in 2013 (and during the past five years generally) takes into account the fact that despite the material contributions made by the NEOs, and the Corporation's many positive achievements, not all corporate targets were met, and that the full benefits of Paramount's development strategy will not be realized until 2014 and beyond when the Corporation's infrastructure investments will allow it to materially increase production and cash flows.

Peer Group

Paramount competes for executive talent with a wide range of Canadian exploration and development companies, but in particular with other intermediate sized entities. Included in this latter group are the 16 companies listed below that the Corporation feels are reasonably comparable to it for compensation benchmarking purposes. Paramount believes that at its current stage of development market capitalization and enterprise value are the most relevant metrics for determining its peer group for compensation benchmarking purposes (as they reflect, at least in part, the Corporation's significant behind pipe production inventory and the material increases in production and revenues that Paramount will experience as these volumes are brought on stream, as well as the value of Paramount's long term strategic investments in oil sands and shale gas and its portfolio of equity holdings). The following companies have a range of market capitalizations and enterprise values that are in many cases smaller, but also in some cases somewhat larger, than Paramount's.

Advantage Oil & Gas Corp.	ARC Resources Corp.	Baytex Energy Corp.
Bellatrix Exploration Ltd.	Birchcliff Energy Ltd.	Bonavista Energy Corp.
Crew Energy Inc.	Enerplus Corp.	Legacy Oil + Gas Inc.
Lightstream Resources Ltd.	Nuvista Energy Ltd.	Pengrowth Energy Corp.
Peyto Exploration & Development Corp.	Tourmaline Oil Corp.	Trilogy Energy Corp.
Whitecap Resources Inc.		

Paramount's Market Capitalization and Enterprise Value vs. Peer Group		
	December 31, 2013 Market Capitalization (Millions)	December 31, 2013 Enterprise Value (Millions)
Peer Group 25 th Percentile	\$1,020	\$1,528
Peer Group Median	\$2,378	\$3,336
Peer Group 75 th Percentile	\$4,135	\$5,053
Paramount	\$3,769	\$4,591
Percentile Rank	72nd Percentile	69th Percentile

As part of its annual process of setting executive compensation, Paramount takes into account the compensation paid to the NEOs of this peer group as well as a range of other factors including general trends affecting executive compensation in the Canadian oil and gas industry, the relative complexity of Paramount's business versus this peer group and its growth prospects and performance as compared to them. The Corporation's 1-year, 3-year and 5-year annual TSR as compared to this peer group's average were as follows:

Paramount's Annual Total Shareholder Return vs. Peer Group Average		
	Paramount	Peer Group
1-Year	21.50%	23.28%
3-Year	7.06%	-0.59%
5-Year	41.43%	16.15%

Compensation Programs and Process

In determining the compensation that was to be awarded to Paramount's NEOs in 2013 the Corporation considered the various factors discussed above relating to Paramount's TSR and compensation peer group, as well as a range of other factors that addressed and gauged the Corporation's progress in advancing its overall corporate strategy, including in particular its Deep Basin liquids-rich gas development. The Corporation also assessed the individual performance of each of the NEOs. Consideration was given to 2013 year-to-date corporate results (as part of the process of determining the stock options grants that were made to the NEOs in December 2013), as well as 2012 results (as part of the process of determining the base salaries to be paid to each of the NEOs in 2013 and the stock incentive awards that were granted to them in April 2013). These results included the following (which in the case of 2013 were unofficial, partial and/or estimated results):

2013

Reserves Growth

- Proved reserves increased 72% to 87.7 MMBoe (which represented a replacement ratio of 6.1 times).
- Conventional proved and probable reserves increased 54% to 133.8 MMBoe (which represented a replacement ratio of 7.6 times).
- Year-end proved and probable reserves included 57.8 MMBbl of natural gas liquids ("NGLs") which comprised 43% of the Corporation's total conventional proved and probable reserves and represented an 88% increase in NGLs reserves over 2012.
- The value of Paramount's year-end 2013 conventional proved and probable reserves (discounted at 10% before tax) more than doubled to \$1.8 billion.

Finding and Development Costs

- Finding and development costs for proved and probable reserves (excluding major facilities and gathering system costs) were \$10.87/Boe.

Production

- Paramount's sales volumes increased by 5% in 2013 to 20,914 Boe/d.

Operating Expenses

- Were \$9.52/Boe.

Other

- The Corporation was successful in raising approximately \$360 million in additional equity and debt financing in 2013 to fund its Deep Basin development and other planned activities, and negotiated an increase in its bank credit facility from \$300 million to \$600 million.
- Paramount was able to dispose of non-core properties for proceeds of approximately \$70 million in cash and publicly traded shares.

2012

Reserves Growth

- Proved reserves increased 43% to 50.9 MMBoe (which represented a replacement ratio of approximately 3 times).
- Conventional proved and probable reserves increased 64% to 86.8 MMBoe (which represented a replacement ratio of 6 times).
- Year-end proved and probable reserves included 30.8 MMBbl of NGLs which comprised 35% of the Corporation's total conventional proved and probable reserves and represented a 434% increase in NGLs reserves over 2011.

Finding and Development Costs

- Finding and development costs for proved and probable reserves (excluding major facilities and gathering system costs) were \$12.18/Boe.

Production

- Paramount's sales volumes increased by 14% in 2012 to 19,917 Boe/d.

Operating Expenses

- Were \$9.58/Boe.

Other

- The Corporation raised approximately \$700 million to fund its Deep Basin development and other planned activities through financing transactions, the sale of investments and the sale of non-core oil and gas properties.

Overall these were considered to be very strong results that further confirmed and advanced Paramount's Deep Basin development strategy. Reserves growth and finding and development costs were particularly good, beating the Corporation's internal targets in both 2012 and 2013. While production volumes in each of 2012 and 2013 were somewhat less than the amounts projected in the Corporation's public guidance, this was largely the result of capacity restrictions and disruptions at third party facilities that were outside Paramount's control.

The following discussion explains how these corporate and operating results, together with the other factors discussed above (including Paramount's TSR, peer group and other industry compensation data and the individual performance of each of the NEOs) were used to determine the various components of the NEOs' compensation for 2013. It also provides background information with respect to the purpose and functioning of each component of the Corporation's compensation program.

Base Salary

Base Salaries and Percentage Change			
<i>NEO</i>	<i>Salary 2012</i>	<i>Salary 2013</i>	<i>Percentage Change</i>
Clayton Riddell	\$425,000	\$425,000	0.00%
James Riddell	\$446,250	\$446,250	0.00%
Bernie Lee	\$310,000	\$325,000	4.84%
Mitch Shier	\$285,000	\$300,000	5.26%
Darrel Purdy	\$250,000	\$275,000	10.00%

The objective of an NEO's base salary is to provide a fixed level of cash compensation for performing day-to-day responsibilities. It is designed to reward executives for providing the services within their job description in a competent, professional manner. Paramount strives to pay base salaries that are competitive within the Canadian oil and gas industry as it believes they are an important factor in attracting and retaining high-caliber people capable of achieving the Corporation's business objectives.

However, while Paramount intends that its base salary program be competitive, it is also committed to having the majority of its NEOs' compensation be incentive-based, "at risk" pay. As a result, the base salaries of both the CEO and the President remained unchanged between 2012 and 2013, and have, in fact, remained at their current levels for the past several years. In the same vein, Mr. Lee's and Mr. Shier's salary increases both for 2013 and in prior years have been generally no more than industry average. Mr. Purdy's more significant salary increase in 2013 was reflective of his increasing responsibilities as head of Paramount's largest corporate operating unit ("COU"), and the resulting need to bring his base salary in line with people with equivalent responsibilities at Paramount's peers. As can be seen in the bar graph in the Compensation Mix section below, in 2013, the percentage of the NEOs' total compensation that was variable, "at risk" as opposed to fixed ranged from a low of 78% to a high of 90%.

Paramount relies on the expertise and experience of its Compensation Committee as well as annual comparative compensation data received through its participation in the Mercer (Canada) Ltd. compensation survey (the "Mercer Survey") in determining annual base salaries for its NEOs. The Mercer Survey provides detailed comparative compensation information for all sectors of the Canadian oil and gas industry including salary ranges and salary increase budgets for specific job positions in companies of different type and size based on criteria such as education, areas of expertise, years of service and previous employment background. Other than subscribing to the Mercer Survey, Paramount has not engaged compensation consultants or advisors to assist it in determining compensation amounts to be paid to its executives or other employees.

Stock Incentive Program ("SIP")

SIP Awards Granted in 2013 (for 2012 Performance)		
<i>NEO</i>	<i>Monetary Value of SIP Award</i>	<i>Common Share Entitlement</i>
Clayton Riddell	\$371,170	10,000
James Riddell	\$1,299,095	35,000
Bernie Lee	\$96,133	2,590
Mitch Shier	\$74,123	1,997
Darrel Purdy	\$125,010	3,368

The objective of the SIP is to reward officers and employees of the Corporation who have met or exceeded their goals and contributed to the financial and operational success of Paramount and to encourage them to have a long term investment in Paramount's Common Shares. SIP grants are in the form of entitlements to Common Shares, one-third of which vest immediately, one-third of which vest on the first anniversary of the grant and the final one-third of which vest on the second anniversary of the grant (with the exception of SIP grants to the CEO and President which vest immediately). As the value of the Common Shares increases or decreases, the value of the SIP awards also increases or decreases, thereby aligning the interests of Paramount's officers and employees with those of Shareholders. Paramount believes the delayed vesting of SIP awards that are made to officers and employees who are responsible for managing the Corporation's assets and operations helps ensure that they do not undertake actions that achieve short term results at the expense of long term value creation for Shareholders. As the CEO and the President are major Shareholders, it is not necessary for there to be a delayed vesting feature in their SIP awards to ensure that their interests are aligned with Paramount's other Shareholders.

SIP awards are made annually, provided that corporate and individual performance targets have been met. SIP awards to the CEO must be approved by Paramount's Board of Directors, while the SIP awards to the other NEOs are subject to approval by Paramount's Compensation Committee.

SIP awards to the CEO and President are intended to recognize and reward their exercise of leadership skills and strategic vision that ensures the long term health and growth of the Corporation. The SIP awards made to them in 2013 were in recognition of the continuing progress made by the Corporation in advancing its overall corporate strategy during 2012, and in particular its Deep Basin liquids-rich gas development. More specifically, these awards recognized their critical and continuing role in leading the successful transition of the Corporation into a resource play company that identified, acquired and now holds a major land position in one of the premier liquids-rich gas plays in North America, and that is in the process of constructing and/or acquiring critical infrastructure assets and capacity rights to allow this resource to be fully and successfully exploited by Paramount.

The 2013 SIP awards for the three other NEOs were determined following a review of the 2012 results of the Corporation's four COUs, and an assessment of these individuals' achievement of their respective personal performance targets during 2012.

In the case of Mr. Purdy, he was eligible to achieve a SIP award equal to 10% of his annual base salary if his Kaybob COU achieved prescribed performance targets related to reserves additions, finding and development costs, capital spending, operating costs and production rates, and a further SIP award based on his individual contribution to the achievement of these and other corporate objectives. As it was the Kaybob COUs' results that were largely responsible for the Corporation's excellent reserves growth and finding and development costs in 2012, Mr. Purdy was awarded the full 10% of the corporate performance portion of his SIP. These same performance factors were also given significant weight in determining the individual performance component of Mr. Purdy's SIP award. Additional factors were his role in advancing the construction of the Musreau Deep Cut Facility, driving ongoing cost reductions and other improvements in the drilling and completion of wells in the Kaybob COU and encouraging an increased focus on environment, health and safety matters within the Corporation. Taking all these factors into account it was decided that the individual component of Mr. Purdy's SIP award should equal 40% of his annual salary, and that, accordingly, his aggregate SIP award for the year should be 50% of his base salary. This resulted in him being awarded 3,368 Common Shares that will vest in three equal tranches over two years.

Like Mr. Purdy, Mr. Lee and Mr. Shier were similarly eligible to receive SIP awards up to 10% of their respective annual base salaries to the extent COU performance targets were met, and additional SIP awards based on their individual contributions to overall corporate results. In their case, however, the portion of their SIP awards that was linked to the achievement of COU performance targets was determined using the average of the four COUs' results in achieving their respective performance targets for reserves additions, finding and development costs, capital spending, operating costs and production rates. This average was 60% with the result that Mr. Lee and Mr. Shier each received only 6% of the maximum 10% SIP award they could have received if all four of the COUs had achieved their performance targets. The individual components of Mr. Lee's and Mr. Shier's SIP awards were set at 25% and 20%, respectively, resulting in Mr. Lee receiving an aggregate SIP award equal to 31% of his base salary (payable in 2,590 Common Shares vesting in three equal tranches over two years) and Mr. Shier receiving an aggregate SIP award equal to 26% of his annual base salary (payable in 1,997 Common Shares vesting in three equal tranches over two years).

Factors that were considered in determining the individual component of Mr. Lee's SIP award included, in particular, the key role he played in securing ongoing financing to fund the Corporation's Deep Basin natural gas development and other activities. In the case of Mr. Shier, the individual component of his award was in recognition of, among other things, his management of the Corporation's non-core asset disposition process and the ongoing support provided by his team to Paramount's operating, finance, midstream and marketing groups.

Stock Option Plan (“Option Plan”)

Stock Options Granted in 2013		
<i>Name</i>	<i>Total Option Grant</i>	<i>Option Exercise Price</i>
Clayton Riddell	150,000	\$37.95
James Riddell	200,000	\$37.95
Bernard Lee	75,000	\$37.95
Mitchell Shier	75,000	\$37.95
Darrel Purdy	75,000	\$37.95

The intent of the Option Plan is to recognize the contributions of Paramount's officers and employees who are responsible for Paramount's management and growth, and to directly align their interests with those of Paramount's shareholders. Option grants under the Option Plan are the primary long term compensation awarded to Paramount's executives.

NEOs are eligible for grants of options when they commence employment with Paramount and thereafter on an annual basis. Options vest in equal tranches each successive year over a five year period and expire six months after their last vesting date. Paramount believes that five year vesting schedules help ensure that Paramount's NEOs, as well as its other officers and eligible employees, all feel a responsibility to manage Paramount's assets and operations with a view to the long term health and growth of the Corporation.

The Compensation Committee considers and approves option grants to the NEOs (other than to the President and CEO) based on recommendations from the President. The Compensation Committee also determines and approves the option grants to the President, and recommends to the Board, for its consideration and approval, the option grants that it believes should be made to the CEO.

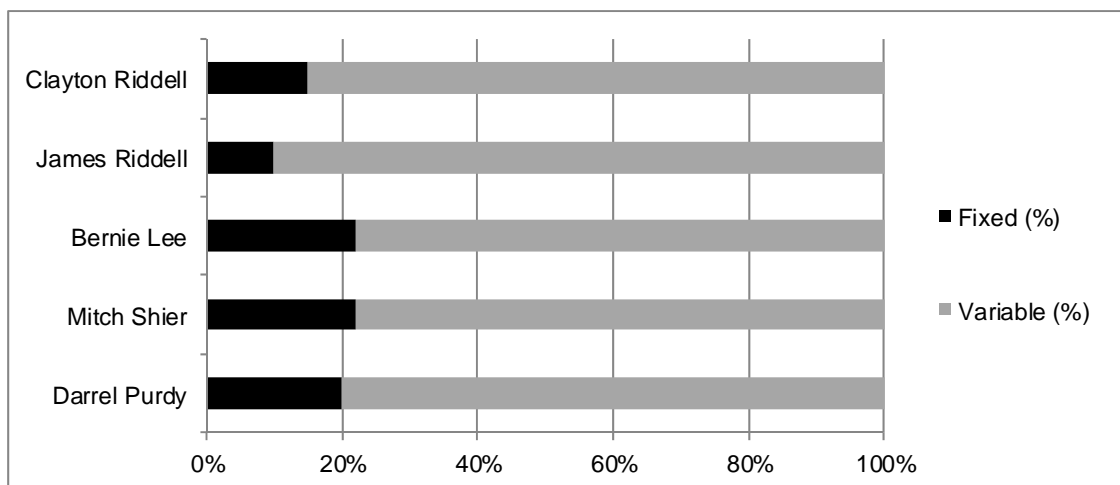
In determining the number of options to be granted to each of the NEOs in 2013, the Compensation Committee considered a number of factors including the size of their prior option grants, their individual performance in 2013 and Paramount's overall performance during the year up until the option grant date in December 2013. More specifically, in the case of the CEO and the President, the continued strong results from the Kaybob COU, as reflected in the Corporation's reserves growth (including NGLs reserves growth) and finding and development costs, further validated their Deep Basin development strategy. These results also demonstrated Mr. Purdy's continued strong performance as head of the Kaybob COU. Mr. Lee and Mr. Shier were also considered to have continued to make material contributions to Paramount's achievement of its corporate objectives in 2013 as heads of their respective groups, as demonstrated by the Corporation's continued success in financing its development strategy and streamlining its operations through the divestiture of non-core properties. Their groups also played important roles, together with Paramount's midstream and marketing groups, in successfully negotiating a number of NGLs transportation and processing agreements that were of critical importance to Paramount's Deep Basin development strategy.

Cash Bonuses

From time to time, Paramount rewards its top-performing NEOs with cash bonuses that are intended to reward them for making material contributions to projects and transactions that further Paramount's goal of long term value creation for its Shareholders. Cash bonuses are extraordinary awards and are not considered to be a primary component of Paramount's compensation program. No cash bonuses were awarded in 2013.

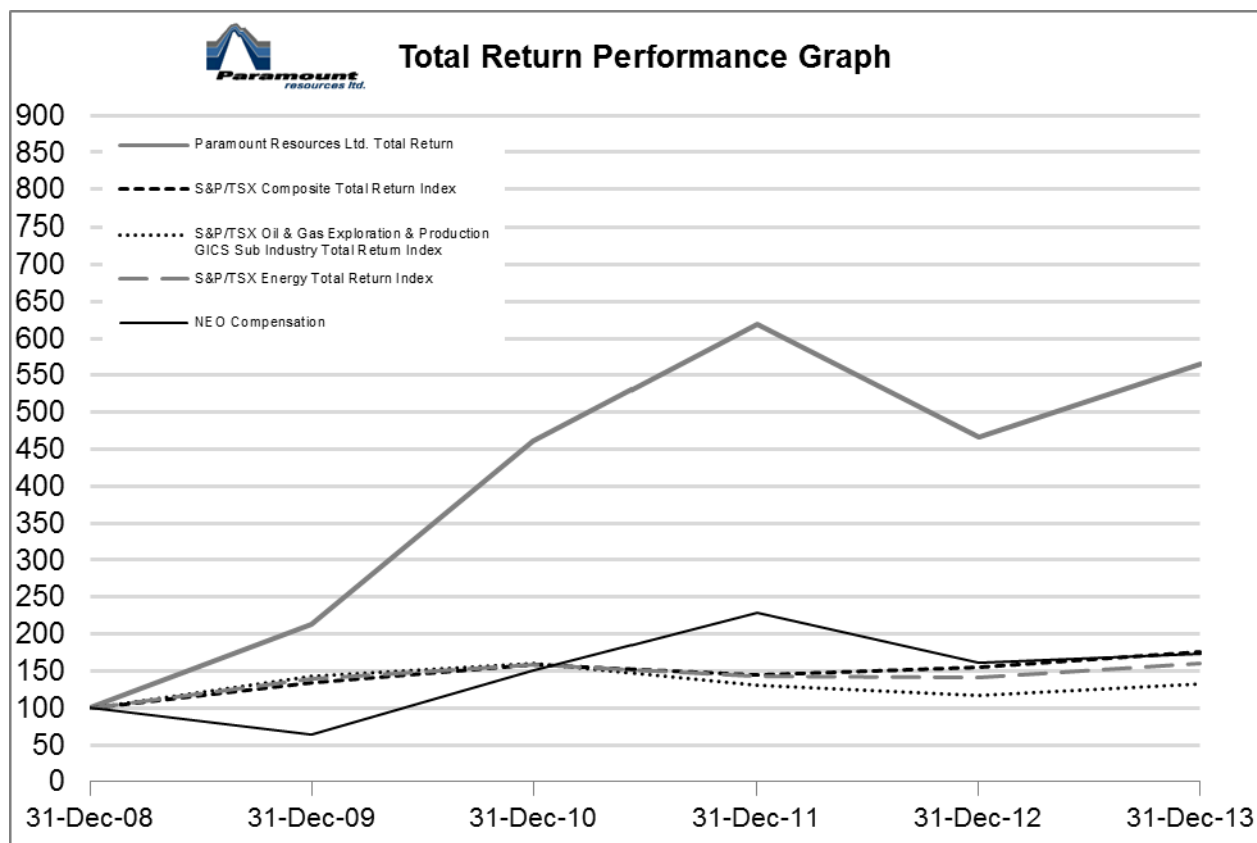
Compensation Mix

In determining compensation awards to be made to the Corporation's NEOs consideration is given to all forms of compensation paid or payable to them so that an appropriate mix is attained between fixed and variable "at risk" pay (with the majority of such compensation intended to be incentive based "at risk" pay) . The following graph shows the percentages of fixed and variable compensation that each of the NEOs received in fiscal 2013:



Total Return Performance Graph

The following graph compares the cumulative TSR for Paramount on the Toronto Stock Exchange of \$100 invested in Common Shares on December 31, 2008 with the total returns over the same five year period of the S&P/TSX Composite Index, the S&P/TSX Oil & Gas Exploration & Production GICS Sub Industry Index and the S&P/TSX Energy Index. It also shows the percentage increase in the total annual compensation paid to Paramount's NEOs during this same five year period.



	31-Dec-08	31-Dec-09	31-Dec-10	31-Dec-11	31-Dec-12	31-Dec-13
Paramount Resources Ltd. Total Return	100	214	461	619	466	566
S&P/TSX Composite Total Return Index	100	135	159	145	155	176
S&P/TSX Oil & Gas Exploration & Production GICS Sub Industry Total Return Index	100	142	161	132	117	133
S&P/TSX Energy Total Return Index	100	139	158	142	142	161
NEO Compensation	100	64	150	229	160	173

The Total Return Performance Graph and accompanying table demonstrate the alignment that has existed between Paramount's TSR and NEO compensation during the past five years. With the exception of 2009 (when Paramount made a concerted effort to reduce costs, including compensation costs, in the aftermath of the global financial crisis), Paramount's NEO compensation has increased during periods when the Corporation's TSR increased, and decreased in periods when Paramount's TSR decreased. Overall, however, the increase in Paramount's NEO compensation has been considerably more modest than the increase in its TSR for the reasons discussed in the Executive Summary section of this Compensation Discussion and Analysis.

Compensation Governance

The Compensation Committee Charter sets out the Compensation Committee's composition, procedure and organization as well as its primary duties and responsibilities, some of which are as follows:

- a) to recommend to the Board compensation policies and general human resources policies and guidelines concerning employee compensation and benefits;
- b) to ensure that the Corporation has in place programs to attract and develop management of the highest caliber and a process to provide for the orderly succession of management;

- c) to make recommendations to the Board with respect to the annual salary, bonus and other benefits, direct and indirect, of the CEO and to approve compensation for all other designated officers in the Corporation after considering the recommendations of the CEO, all within the compensation policies and general human resources policies and guidelines concerning employee compensation and benefits approved by the Board such compensation to realistically reflect the responsibilities and risks of such positions;
- d) to implement and administer compensation policies and general human resources policies and guidelines relating to employee compensation and benefits relating to the following:
 - i. executive compensation, contracts, stock plans or other incentive plans; and
 - ii. proposed personnel changes involving officers reporting to the CEO;
- e) from time to time, to review the Corporation's broad policies and programs in relation to benefits;
- f) to annually receive from the CEO recommendations concerning annual compensation policies and budgets for all employees;
- g) from time to time, to review with the CEO the Corporation's broad policies on compensation for all employees and overall labour relations strategy for employees; and
- h) to report regularly to the Board on all of the Committee's activities and findings during that year.

The Compensation Committee is composed of the following directors: Mr. John Gorman, Mr. John Roy and Mr. James Bell. Messrs. Gorman, Roy and Bell are all independent directors. Messrs. Gorman and Roy have extensive managerial and executive experience dealing with employee performance and compensation (see the brief biography for each member below). Each of Messrs. Gorman and Roy has worked in excess of 25 years in the oil and gas industry or in businesses related thereto, in a number of different roles and has extensive knowledge of relevant compensation industry practices and trends. Mr. Bell has been involved in the negotiation and preparation of various executive compensation packages in his role as General Counsel for his current employer, and in his previous role as a private practitioner Mr. Bell advised numerous clients with respect to executive compensation matters. When making decisions with respect to compensation, the Committee also has the benefit of information obtained from the Mercer Survey and Paramount's Human Resources department. Given their wealth of experience and the resources available to them, the members of the Compensation Committee are well positioned to make decisions with respect to Paramount's compensation policies and practices.

John Gorman

Mr. Gorman was the President and CEO of an energy trading, marketing and financial services company from 1996 to 2000 and prior to that worked for 25 years for the Bank of Montreal, where the final position he held was Senior Vice President, Natural Resources Group. Over his career, Mr. Gorman has held a number of senior management positions in Canada as well as internationally in London, Mexico and Singapore. Throughout his executive career, Mr. Gorman was directly involved in compensation matters, including salary and bonus administration, for executives and senior managers reporting to him, as well as oversight responsibility for compensation matters relating to more junior staff. Mr. Gorman has a Bachelor of Arts degree from the University of Ottawa and a Master of Business Administration degree from the University of Western Ontario.

John Roy

Mr. Roy was the Vice-President and Director, Investment Banking of Jennings Capital Inc. (a private investment banking firm), from 1997 to 2003, and prior to that he held various positions at Greenshields Incorporated and its successor, Richardson Greenshields of Canada Ltd. (a private investment banking firm). At Jennings Capital Inc. Mr. Roy was responsible for designing a compensation policy for all professional employees. In his various roles at Greenshields Incorporated and its successor, Richardson Greenshields of Canada Ltd., Mr. Roy was responsible for compensation matters for employees under his supervision. Mr. Roy graduated from Queen's University with a Bachelor of Science degree in Mechanical Engineering and received a Diploma in Management from McGill University.

James Bell

Mr. Bell is currently General Counsel for Olympia Financial Group Inc. (a TSX listed company) and its wholly-owned subsidiary Olympia Trust Company (a non-deposit taking trust company). Prior thereto, Mr. Bell practiced securities and corporate commercial law as a partner at Davis LLP (an international law firm) until December 31, 2009. Mr. Bell has been involved in the negotiation and preparation of various executive compensation packages in his role as General Counsel for Olympia Financial Group Inc. and acts as secretary and advisor for its compensation committee. As Mr. Bell's employer is a financial institution, he has worked with the compensation principles set out for financial institutions and has experience with assessing risk factors relating to executive compensation. Further, in his previous role as a private practitioner, Mr. Bell advised numerous clients with respect to executive compensation matters.

Risk Oversight in Relation to Compensation Policies and Practices

The Compensation Committee has discussed and assessed the risks related to Paramount's compensation policies and practices and is of the view that, when considered in their totality, Paramount's compensation policies and practices do not incentivize excessive risk taking.

Base Salary

Paramount's Compensation Committee has determined that Paramount's salary program does not encourage NEOs to take inappropriate or excessive risks for the following reasons:

- Base salaries provide a steady income regardless of share price performance. This allows executives and employees to focus on both Paramount's near term business plans and long term goals and objectives without undue reliance on share price performance or short term market fluctuations.
- Base salaries are competitive to attract high performing employees, but are not excessive.
- Increases to base salaries are generally moderate, with the Compensation Committee, or the Board in the case of the CEO, having the discretion to grant more significant increases based on exceptional performance.
- For four of the five NEOs severance is based on common law principles, and there are no excessive severance or change of control arrangements in place. Accordingly, management is focused on long term value creation versus short term growth with a view to a corporate sale that would trigger payout arrangements.

SIP Awards

The Compensation Committee considered the SIP and believes that the SIP and SIP awards should not encourage inappropriate or excessive risk taking for the following reasons:

- Paramount's SIP awards are variable at-risk components of compensation and unlike traditional annual cash bonuses, SIP awards are share awards. This encourages an ownership mentality among all employees.
- The SIP's delayed vesting provisions (three tranches over two years), encourage a focus on long term value creation. These delayed vesting provisions apply to all eligible employees other than the CEO and President (who are excluded because of their significant equity positions in Paramount, which achieves the same result).

Stock Option Grants

Paramount's Compensation Committee believes that the Option Plan is not designed to encourage excessive risk taking for the reasons set out below:

- The quantum of an option grant is tied to past performance as well as perceived future value to Paramount. Grants of options generally vest over 5 years with the first tranche only vesting after the first year. This motivates
- The achievement of long term sustainable objectives and aligns interests with Shareholders.
- Paramount does not award off cycle grants of options except in the case of new employees.
- There is no automatic vesting upon a change of control and, with limited exceptions, upon resignation or termination all unvested options terminate.

Cash Bonuses

The Compensation Committee has concluded that Paramount's discretionary cash bonuses should not encourage excessive risk taking by NEOs for the reasons below:

- Cash bonuses reward exceptional results that have a long term positive impact on Paramount. They are linked to strategic achievements and the successful completion of major projects and transactions that will have a meaningful impact on Paramount's goal of long term value creation.
- Cash bonuses are awarded infrequently. No cash bonuses were awarded in respect of fiscal 2007, 2008 or 2009. Cash bonuses were awarded to certain NEOs in respect of fiscal 2010 and 2011, but no cash bonuses were awarded in respect of either fiscal 2012 or 2013.

Anti-Hedging Policy

The Corporation has a policy prohibiting its directors and officers from purchasing financial instruments including put and call options, prepaid variable forward contracts, equity swaps, collars or units of exchange funds that are designed to hedge or offset a decrease in the market value of equity securities granted as compensation to them or held or controlled, directly or indirectly, by them.

EXECUTIVE COMPENSATION

Summary Compensation Table

The following table provides a summary of compensation earned in fiscal 2011, 2012 and 2013 by NEOs.

Name and Principal Position (a)	Year (b)	Salary (\$) (c)	Share-based awards ⁽¹⁾ (\$) (d)	Option-based awards ⁽²⁾ (\$) (e)	Non-equity incentive plan compensation (\$) (f)	All other Compensation ⁽³⁾ (\$) (h)	Total compensation ⁽⁴⁾ (\$) (i)
Clayton Riddell ⁽⁵⁾ CEO	2013	425,000	371,170	2,020,500	nil	11,910	2,828,580
	2012	425,000	252,140	2,280,000	nil	11,485	2,968,625
	2011	425,000	321,000	3,929,422 ⁽⁶⁾	nil	11,225	4,686,647
James Riddell ⁽⁵⁾ President	2013	446,250	1,299,095	2,694,000	nil	11,910	4,451,255
	2012	446,250	882,490	3,040,000	nil	11,485	4,380,225
	2011	446,250	802,500	5,136,896 ⁽⁶⁾	nil	11,225	6,396,871
Bernard Lee Chief Financial Officer	2013	325,000	96,133	1,010,250	nil	11,910	1,427,105
	2012	310,000	66,716	760,000	nil	11,485	1,136,323
	2011	290,000	64,800	1,023,274 ⁽⁶⁾	75,000 ⁽⁷⁾	11,225	1,456,521
Mitchell Shier Corporate Secretary	2013	300,000	74,123	1,010,250	nil	11,910	1,396,283
	2012	285,000	62,102	760,000	nil	11,485	1,118,587
	2011	270,000	61,200	1,023,274 ⁽⁶⁾	75,000 ⁽⁷⁾	11,225	1,440,699
Darrel Purdy Corporate Operating Officer	2013	275,000	125,010	1,010,250	nil	11,910	1,412,687
	2012	250,000	63,464	760,000	nil	11,485	1,079,202
	2011	235,000	60,000	900,474	75,000 ⁽⁷⁾	11,225	1,275,396

Notes:

- (1) The amounts included in the Share-based Awards column represent the monetary value of the vested and unvested Paramount Common Shares granted to NEOs under Paramount's SIP during the applicable year. The number of Common Shares comprising the SIP Award for each NEO is obtained by dividing the dollar value of the bonus determined for them by the market value of a Common Share on the grant date (determined on a five day weighted average price). For Messrs. Clayton Riddell and James Riddell, the entire grant of Common Shares vest on the grant date. For Messrs. Lee, Shier and Purdy, one-third of the Common Shares granted vests immediately on the grant date, one-third vests on the first anniversary of the grant date and the final one-third vests on the second anniversary of the grant date.
- (2) The grant date fair value for the option-based awards is calculated using a Black-Scholes model. For the grants under the Option Plan in fiscal 2013 the inputs were as follows: expected life 5.4 years, volatility 35.7% and interest rate 1.9%. For the grants under the stock option plan of Paramount's wholly-owned subsidiary Cavalier Energy Inc. to Messrs Clayton Riddell, James Riddell, Bernard Lee and Mitchell Shier in fiscal 2011 the inputs were as follows: expected life 6.9 years, volatility 63% and interest rate 1.6%. This methodology is consistent with the method used to estimate the fair value of options in Paramount's financial statements.
- (3) These amounts are matching contributions made by the Corporation in respect of RRSPs.
- (4) Column "g" (Pension value), as defined in Form 51-102F6, has been omitted from the Summary Compensation Table above. Column "h" has been omitted because Paramount does not have a pension plan as defined in Form 51-102F6. Column "h" does not include perquisites such as parking because the amounts are less than \$50,000 and less than 10% of each NEO's total salary for 2011 through 2013. Column (i), the "Total Compensation" column, also does not include any amounts for perquisites not required to be included in the table. The total compensation for Messrs Lee and Purdy shown in column (i) for 2011 through 2013 reflects the fact that they participated in an unpaid Friday off program that was implemented by Paramount during the summer months in each of these three years.
- (5) Messrs. Clayton Riddell and James Riddell do not receive compensation in their capacity as directors of Paramount.
- (6) In fiscal 2011, Messrs. Clayton Riddell, James Riddell, Lee and Shier received option grants under the Option Plan and under the Cavalier Option Plan. The grant date fair value of both grants is included in the fiscal 2011 figures given above.
- (7) Cash bonus in respect of exceptional performance in 2011.

Narrative Discussion Related to the Summary Compensation Table

Salary

The figures in the Salary column of the Summary Compensation Table represent the base salary for NEOs in fiscal 2011, 2012 and 2013.

Messrs. Lee, Shier and Purdy received salary increases of 4.6%, 5.0% and 5.5%, respectively, for fiscal 2014.

Share-based Awards

The figures in the Share-based Awards column of the Summary Compensation Table represent the monetary value of the annual SIP grants in fiscal 2011, 2012 and 2013. The number of Common Shares comprising the SIP Award is obtained by dividing the dollar value of the bonus determined for them by the market value of a Common Share on the grant date (determined on a five day weighted average price). With respect to Messrs. Lee, Shier and Purdy, one-third of their award vested immediately, one-third vests on the first anniversary of the grant date and one-third vests on the second anniversary of the grant date. The Summary Compensation Table shows the grant date fair value of the total vested and unvested SIP award granted to Messrs. Lee, Shier and Purdy in each year. With respect to Messrs. Clayton Riddell and James Riddell, their entire SIP awards vest on the grant date and the table above reflects the grant date fair value of their SIP grant in each particular year.

Option-based Awards

The figures in the Option-based Awards column of the Summary Compensation Table represent the grant date fair value of options granted to NEOs in fiscal 2011, 2012 and 2013 (with the December 2013 option grant being hereinafter referred to as the "December 2013 grant").

The grant date fair value of stock option awards granted to NEOs shown in the summary compensation table above is calculated using the Black-Scholes model. The grant date fair values resulting from the use of this methodology is to a significant degree a function of the historical volatility in the trading price of the Common Shares. As previously indicated, all stock options granted to NEOs are granted at the current market price of the Common Shares and, accordingly, are not "in the money" when issued.

The December 2013 grant vests in five equal annual tranches commencing on October 19, 2014 and ending on October 19, 2018. The December 2013 grant expires on April 30, 2019. In November 2011, Messrs. Clayton Riddell, James Riddell, Lee and Shier also received grants of options to acquire 400,000, 500,000, 40,000 and 40,000 shares of Cavalier, respectively, under the Cavalier Option Plan. These grants vest in four equal tranches commencing on October 1, 2012 and ending on October 1, 2015, and expire on September 30, 2018. No further grants of Cavalier options were made to NEOs in either fiscal 2012 or 2013.

The December 2013 grant to the NEOs represented 30.8% of the total option grants made by the Corporation in fiscal 2013 and 0.6% of the outstanding Common Shares as at December 31, 2013.

Outstanding Share-based Awards and Option-based Awards

The following table summarizes the outstanding Share-based awards and Option-based awards for the NEOs at the end of the most recently completed financial year.

Name	Option-based Awards				Share-based Awards		
	# of securities underlying unexercised options (#)	Option exercise Price (\$)	Option expiration date	Value of unexercised in-the-money options ⁽¹⁾ (\$)	Number of unvested shares (#)	Market or payout value of unvested share-based awards (\$) ⁽¹⁾	Market or payout value of vested share-based awards not paid out or distributed (\$) ⁽¹⁾
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Clayton Riddell ⁽²⁾	150,000	37.95	April 30, 2019	139,500	nil	nil	nil
	150,000	34.12	April 30, 2018	714,000			
	150,000	40.09	April 30, 2017	0			
	150,000	29.46	April 30, 2016	1,413,000			
	100,000	13.20	April 30, 2015	2,568,000			
James Riddell ⁽²⁾	200,000	37.95	April 30, 2019	186,000	nil	nil	nil
	200,000	34.12	April 30, 2018	952,000			
	200,000	40.09	April 30, 2017	0			
	200,000	29.46	April 30, 2016	1,884,000			
	150,000	13.20	April 30, 2015	3,852,000			
Bernard Lee ⁽²⁾	75,000	37.95	April 30, 2019	69,750	2,608	101,399	nil
	50,000	34.12	April 30, 2018	238,000			
	50,000	40.09	April 30, 2017	0			
	50,000	29.46	April 30, 2016	471,000			
	25,000	13.20	April 30, 2015	642,000			
	100,000	7.34	April 30, 2014	3,154,000			
Mitchell Shier ⁽²⁾	75,000	37.95	April 30, 2019	69,750	2,152	83,670	nil
	50,000	34.12	April 30, 2018	238,000			
	50,000	40.09	April 30, 2017	0			
	37,500	29.46	April 30, 2016	353,250			
	20,000	13.20	April 30, 2015	513,600			
	45,000	7.36	May 31, 2014	1,418,400			
Darrel Purdy	75,000	37.95	April 30, 2019	69,750	3,084	119,906	nil
	50,000	34.12	April 30, 2018	238,000			
	50,000	40.09	April 30, 2017	0			
	50,000	29.46	April 30, 2016	471,000			
	17,500	13.20	April 30, 2015	449,400			

Notes:

- (1) Based on the closing trading price of Common Shares of \$38.88 as of December 31, 2013 and in respect of all vested and unvested options and SIP grants.
- (2) Under the Cavalier Option Plan, in fiscal 2011 Mr. Clayton Riddell received a grant of 400,000 options, Mr. James Riddell received a grant of 500,000 options and Messrs. Lee and Shier each received a grant of 40,000 options. All option grants under the Cavalier Option Plan expire on September 30, 2018. As there is no market for the common shares of Cavalier, the value of Cavalier's common shares as of December 31, 2013 is unknown. No grants of Cavalier options were made to the NEOs in fiscal 2012 or 2013.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table shows the Paramount options and SIP grants for NEOs that vested during the most recently completed financial year.

Name	Option-based awards – Value vested during the year (\$)	Share-based Awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
(a)	(b)	(c)	(d)
Clayton Riddell	879,000 ⁽¹⁾	354,200 ⁽³⁾	nil
James Riddell	1,255,100 ⁽¹⁾	1,239,700 ⁽³⁾	nil
Bernard Lee	764,596 ⁽¹⁾	85,681 ⁽⁴⁾	nil
Mitchell Shier	1,066,475 ⁽¹⁾⁽²⁾	75,161 ⁽⁴⁾	nil
Darrel Purdy	521,955 ⁽¹⁾	91,561 ⁽⁴⁾	nil

Notes:

- (1) The closing trading price of Common Shares was \$38.13 on October 18, 2013, the last trading day before vesting.
- (2) The figure under column "b" is in respect of five grants. The first grant has a vesting date of November 21, 2013. The closing trading price of Common Shares on November 21, 2013 was \$35.25. The other four grants have vesting dates of October 19, 2013.
- (3) The entire SIP award to both Messrs. Clayton and James Riddell vested on the grant date of April 15, 2013. The closing trading price of Common Shares was \$35.42 on April 15, 2013, the day of vesting.
- (4) The amounts for Messrs. Lee, Shier, and Purdy are derived from SIP grants in 2013, 2012 and 2011. The figure includes one-third of the 2013 SIP grant, one-third of the 2012 SIP grant and one-third of the 2011 SIP grant. The closing trading price of Common Shares was \$35.42 on April 15, 2013, the day the applicable portions of the 2013, 2012 and 2011 SIP grants vested.

INCENTIVE PLANS

SIP

General Information

Under Paramount's SIP, eligible employees are entitled to receive awards of rights to Common Shares, referred to as share units. The share units vest over time except for grants to the CEO and President which vest immediately. Any permanent, full-time employee or officer of Paramount who is designated in writing as an eligible employee by the CEO may participate in the SIP. The SIP awards are granted annually at the discretion of the CEO and subject to corporate and individual targets being met. Typically awards will be calculated in February or March following the completion of the previous fiscal year and are granted to eligible employees in April.

Common Shares awarded under the SIP are acquired through the facilities of the TSX by a third-party custodian. None of Paramount, the Board, the Compensation Committee nor the CEO has any direct or indirect control over the time, price, amount or manner of such purchases of Common Shares or the choice of broker through which purchases are to be made.

Termination of Rights

If an employee ceases to be an employee of Paramount for any reason, other than death, all outstanding unvested share units held by that employee terminate, unless the CEO determines otherwise. In the event of a death of an employee, all outstanding unvested share units vest immediately.

Change of Control or Sale

The definition of a change of control under the SIP is the same as that under the Option Plan. In the event of a change of control or a sale by the Corporation of all or substantially all of its assets, the CEO may determine, in his sole discretion, to accelerate the vesting of all unvested share units held by employees.

Adjustments

In the event: (i) of any change in the Common Shares through subdivision, consolidation, reclassification, amalgamation, merger or otherwise, (ii) that any rights are granted to Shareholders to purchase Common Shares at prices substantially below fair market value; or (iii) of dividends or distributions, then the Board or the Compensation Committee may make such adjustments to the SIP and to any awards outstanding as they in their sole discretion consider appropriate.

SIP Administration

The SIP is administered by the CEO on behalf of the Board. The CEO has the sole and absolute discretion to interpret and administer the SIP, establish, amend and rescind any rules and regulations relating to the SIP and make any other determinations that the CEO deems necessary or desirable for the administration of the SIP, including correcting any defect, omission or inconsistency.

Amendment

The Board and the Compensation Committee may from time to time revise or amend the terms of the SIP should business circumstances warrant. The Board and the Compensation Committee also have the discretion to terminate the SIP at any time. If the SIP is terminated, the provisions of the SIP in force at the time will continue in effect as long as any awards of share units remain unvested. Any amendment to the SIP takes effect only with respect to awards granted after the date of such amendment, provided that the amendment may apply to any outstanding awards with the mutual consent of Paramount and the holders of such awards.

Option Plan

General Information

The Option Plan enables Paramount's Board or Compensation Committee to grant to key employees, officers and non-management directors options to acquire Common Shares. Under the terms of the Option Plan, the number of Common Shares reserved for issuance cannot exceed 10% of the issued and outstanding Common Shares from time to time. The maximum number of Common Shares that may be reserved for issuance to insiders pursuant to options granted under the Option Plan and any other share based compensation arrangement, in the aggregate and within any one-year period, is 10% of the outstanding Common Shares. The maximum number of Common Shares that may be issued to any one insider (and such insider's associates) under the Option Plan and any other share based compensation arrangement within a one-year period is 5% of the outstanding Common Shares.

Exercise Provisions

The exercise price of an option cannot be less than the closing market price of the Common Shares on the TSX on the trading day preceding the date of grant. To exercise, optionholders may either exercise their options for Common Shares or, if the Corporation concurs, surrender their options for a cash payment in an amount equal to the positive difference, if any, between the market price and the exercise price of the number of Common Shares in respect of which the options are surrendered. Upon the surrender of options, the right to the underlying Common Shares is forfeited. In order for Paramount to comply with applicable income tax and related withholding obligations with respect to stock option exercises, optionholders are required, when exercising options, to provide Paramount with the necessary funds to satisfy such obligations and Paramount has the irrevocable right to set off any amounts required to be withheld against amounts otherwise owed to optionholders or to make such other arrangements as are satisfactory to Paramount. No financial assistance is provided by Paramount to optionholders to facilitate the exercise of options. Options may be exercised only by the optionholder and are not assignable, except on death in which case the personal representative of the optionholder may exercise such options to the extent the holder was entitled at the date of death.

Option Vesting and Term

The Option Plan provides that options grants can be made for a term not exceeding ten years from the date of the grant. All currently outstanding options have expiry dates that are six months after their final vesting date, and terminate no later than 2019. All of the unvested options currently outstanding under the Option Plan have 5 year vesting schedules.

Termination of Rights

The Option Plan provides that in the event an optionholder ceases to be employed with, or ceases to be a director of, Paramount for any reason, other than death, the optionholder shall have sixty days from the date of such termination, or such shorter or longer period (not to exceed three years), as may be otherwise determined by the Board and specified in an option agreement to exercise his or her then remaining vested number of options. In the event of the death of an optionholder, his or her options may be exercised or surrendered, to the extent that the optionholder was entitled to exercise his or her options at the date of death, by his or her personal representative at any time up to and including one year after death, unless specified otherwise in the optionholder's option agreement.

Adjustments

Options may be adjusted in the sole discretion of the Board as a result of a reorganization, merger or dissolution of Paramount or a sale of all or substantially all of Paramount's assets or in the event of a subdivision or consolidation of the Common Shares.

Change of Control, Sale or Takeover Bid

A change of control is defined in the Option Plan as (i) Paramount entering into an agreement resulting in a person or persons acquiring more than 50% of Paramount's then outstanding Common Shares; (ii) the passing of a resolution by the Board or Shareholders to substantially liquidate or wind up the business or significantly rearrange Paramount's affairs; or (iii) a change to the majority of the Board at a meeting in which the election of directors is contested. If a change of control occurs, optionholders may be authorized, at the sole discretion of the Board, to exercise or surrender, in full or in part, any unexercised options (including all unvested options) during the term of the options or within 60 days after the date of their termination of employment with Paramount. In the event of an offer being made for all of the Corporation's Common Shares, the Board, in their sole discretion, may accelerate the vesting of any outstanding options so that all unvested options vest and become exercisable.

Amendment

The Option Plan may be amended, suspended or discontinued by the Board at any time provided that no such amendment may adversely alter or impair any option previously granted without the consent of the holder thereof. Any amendment to the Option Plan is subject to any required approval of the TSX and Shareholders. However, amendments relating to the following matters may be approved by the Board without the approval of Shareholders, provided that such amendments do not contravene the requirements of the TSX or applicable securities law: (i) altering, extending or accelerating the terms and conditions of vesting applicable to any options or group of options; (ii) changing the termination provisions of any options, provided that the change does not entail an extension beyond the original expiry date of such options; (iii) accelerating the expiry date of options; (iv) determining the adjustment provisions pursuant to the Option Plan; (v) amending the definitions in the Option Plan and other amendments of a "housekeeping" nature; and (vi) amending or modifying the mechanics of exercise of options.

As at March 14, 2014, there were options to acquire 6,140,550 Common Shares outstanding under the Option Plan, representing approximately 6.29% of the total number of outstanding Common Shares as at such date.

In fiscal 2013, options to acquire 1,865,000 Common Shares were granted under the Option Plan representing 1.9% of the Common Shares outstanding as at December 31, 2013.

Equity Compensation Plan Information

The Option Plan is the only compensation plan under which equity securities of Paramount have been authorized for issuance from treasury. As of December 31, 2013, there was an aggregate of 6,632,200 options outstanding under the Option Plan, the details of which are as follows:

Plan Category	Number of securities to be issued upon exercise of outstanding options as at December 31, 2013	Weighted-average exercise price of outstanding options	Number of securities remaining available for future issues under equity compensation plans (excluding securities reflected in the first column) as at December 31, 2013
	(a)	(b)	(c)
Equity compensation plans approved by securityholders – Option Plan	6,632,200	\$31.20	3,074,262
Equity compensation plans not approved by securityholders	None	None	None
Total	6,632,200	\$31.20	3,074,262

TERMINATION AND CHANGE OF CONTROL BENEFITS

Messrs. Clayton Riddell and James Riddell do not have written employment contracts. Messrs. Lee, Purdy and Shier have employment letter agreements; however, Messrs. Lee and Purdy's employment letter agreements do not contain any provisions dealing with termination, retirement, resignation or a change of control. Accordingly, all rights or entitlements of Messrs. Clayton Riddell, James Riddell, Lee and Purdy with respect to termination, retirement, resignation or a change of control are, in the case of severance rights governed by the common law, and in the case of their SIP awards and option grants governed by the applicable provisions of the SIP and Option Plan. As discussed above, Paramount's SIP and Option Plan provide that upon a change of control, a sale by the Corporation of all or substantially all of its assets or an offer being made for all of the Corporation's Common Shares the vesting of all unvested SIP share rights and options may be accelerated in the sole discretion of the CEO (in the case of the SIP) or the Board (in the case of the Option Plan).

Mr. Shier's employment letter specifies that if his employment is terminated without cause, he is entitled to receive a severance amount equal to two times his annual salary plus all outstanding vacation pay to the date of termination. In addition, upon a termination without cause: (i) Mr. Shier's unvested options which are scheduled to vest during the 24 months following the date of termination immediately vest and become exercisable; and (ii) his unvested SIP awards also vest. Mr. Shier otherwise has the same rights and entitlements as Messrs. Clayton Riddell, James Riddell, Lee and Purdy. Based on Mr. Shier's 2013 base salary, bonus, and option award, the table below sets out an estimated aggregate amount that he would have been entitled to if he had been terminated without cause on December 31, 2013.

	Severance	Option Benefits	SIP Benefits	Total
Mitchell Shier	\$635,771 ⁽¹⁾	\$392,800 ⁽²⁾	\$83,670 ⁽³⁾	\$1,112,241

Notes:

- (1) Mr. Shier's severance is calculated using his annual cash compensation.
- (2) Mr. Shier's option benefit is the net dollar amount payable to Mr. Shier assuming the exercise of unvested options. Withholding taxes or other statutory payments have not been deducted from the total.
- (3) Mr. Shier's SIP benefit is the dollar amount payable to Mr. Shier assuming all his SIP awards scheduled to vest in the 24 months following December 31, 2013 vested and were sold on December 31, 2013. No taxes have been deducted from the total.

DIRECTOR COMPENSATION

Director Compensation Table

The following table provides a summary of compensation earned by the non-management directors of Paramount.

Name	Year	Fees earned (\$)	Option-based awards \$(⁽¹⁾)	Total compensation \$(⁽²⁾)
(a)	(b)	(c)	(d)	(h)
James Bell⁽³⁾	2013	46,000	134,700	180,700
	2012	33,000	152,000	185,000
	2011	500	433,697 ⁽⁴⁾	434,197
Thomas Claugus	2013	30,500	134,700	165,200
	2012	28,000	152,000	180,000
	2011	31,750	180,095	211,845
John Gorman	2013	49,000	134,700	183,700
	2012	43,750	152,000	195,750
	2011	52,000	180,095	232,095
Dirk Jungé	2013	33,250	134,700	167,950
	2012	33,000	152,000	185,000
	2011	37,000	180,095	217,095
David Knott	2013	32,000	134,700	166,700
	2012	30,500	152,000	182,500
	2011	30,750	180,095	210,845
Susan Riddell Rose	2013	26,750	134,700	161,450
	2012	25,500	152,000	177,500
	2011	30,500	180,095	210,595
John Roy	2013	60,000	134,700	194,700
	2012	54,750	152,000	206,750
	2011	63,000	180,095	243,095
Bernhard Wylie	2013	34,250	134,700	168,950
	2012	33,000	152,000	185,000
	2011	36,750	180,095	216,845

Notes:

- (1) The grant date fair value for the option-based awards is calculated using a Black-Scholes model (expected life 5.4 years, volatility 35.7% and interest rate 1.9% for the December 2013 grant and expected life 4.5 years, volatility 50% and interest rate 1.3% for the November 2011 grant to Mr. Bell. See footnote 4 below). This methodology is consistent with the method used to estimate the fair value of options in Paramount's financial statements.
- (2) Columns "c" (Share-based awards), "e" (Non-equity incentive plan compensation), "f" (Pension value) and "g" (All other compensation), as defined in Form 51-102F6, have been omitted from the Director Compensation Table above. Column "c" has been omitted because directors do not receive share-based awards. Column "e" has been omitted because Paramount did not award any non-equity incentive plan compensation to non-management directors in 2011, 2012 or 2013. Column "f" has been omitted because Paramount does not have a pension plan. Finally, column "g" has been omitted because no other amounts, as defined in 51-102F6, were paid or payable to Paramount's non-management directors in 2011, 2012 or in 2013.
- (3) Mr. Bell was appointed a director on November 9, 2011.
- (4) Mr. Bell was granted options on November 14, 2011 and received a grant of options as part of the December 2011 grant. The figure included under column "d" is the total grant date fair value of both grants to Mr. Bell.

Narrative Discussion Related to Director Compensation

Fees Earned

The figures in the column entitled "Fees earned" in the Director Compensation Table set out the fees earned by each non-management director. It includes an honorarium as well as meeting, chair and committee fees. Each non-management director is entitled to a fee of \$1,250 for each meeting of the Board or committee of the Board attended, including Shareholders' meetings. Each director is also entitled to a fee of \$500 for attendance to sign resolutions from time to time. The annual honorarium paid to each director is \$20,000. Non-management committee chairs of the Corporate Governance Committee, the Environmental Health and Safety Committee and the Compensation Committee receive an additional annual honorarium of \$5,000, with the chair of the Audit Committee receiving an annual honorarium of \$6,500. Finally, the Lead Director receives an additional annual honorarium of \$10,000. The aggregate cash compensation paid to the non-management directors in fiscal 2013 was \$311,750.

Messrs. Jungé and Knott are also directors of a United States subsidiary of Paramount and as a result, their compensation total includes amounts paid to them in that capacity. They are entitled to a fee of \$1,250 for each Board meeting or Shareholder meeting and \$500 for attendance to sign resolutions with respect to that subsidiary. In

2013, these fees amounted to \$1,500 for each of Messrs. Jungé and Knott. The fees for the remaining non-management directors are with respect to Paramount only.

Option-based Awards

Paramount granted options to its non-management directors in December 2013 at the same time as the grant to NEOs.

Outstanding Share-based Awards and Option-based Awards

The following table summarizes the outstanding share-based awards and option-based awards for non-management directors at the end of the most recently completed financial year.

Name (a)	Option-based Awards			
	# of securities underlying unexercised options (#) (b)	Option exercise price (\$) (c)	Option expiration date (d)	Value of unexercised in-the-money options (\$) ⁽¹⁾ (e)
James Bell	10,000	37.95	April 30, 2019	9,300
	10,000	34.12	April 30, 2018	47,600
	10,000	40.09	April 30, 2017	0
	16,000 ⁽²⁾	37.80	April 30, 2016	17,280
Thomas Claugus	10,000	37.95	April 30, 2019	9,300
	10,000	34.12	April 30, 2018	47,600
	10,000	40.09	April 30, 2017	0
	5,000	29.46	April 30, 2016	47,100
	19,000 ⁽³⁾	17.11	April 30, 2015	413,630
John Gorman	10,000	37.95	April 30, 2019	9,300
	10,000	34.12	April 30, 2018	47,600
	10,000	40.09	April 30, 2017	0
	5,000	29.46	April 30, 2016	47,100
	4,000	13.20	April 30, 2015	102,720
	10,500	7.34	April 30, 2014	331,170
Dirk Jungé	10,000	37.95	April 30, 2019	9,300
	10,000	34.12	April 30, 2018	47,600
	10,000	40.09	April 30, 2017	0
	5,000	29.46	April 30, 2016	47,100
	4,000	13.20	April 30, 2015	102,720
	10,500	7.34	April 30, 2014	331,170
David Knott	10,000	37.95	April 30, 2019	9,300
	10,000	34.12	April 30, 2018	47,600
	10,000	40.09	April 30, 2017	0
	5,000	29.46	April 30, 2016	47,100
	5,000	13.20	April 30, 2015	128,400
	21,000	7.34	April 30, 2014	662,340
Susan Riddell Rose	10,000	37.95	April 30, 2019	9,300
	10,000	34.12	April 30, 2018	47,600
	10,000	40.09	April 30, 2017	0
	5,000	29.46	April 30, 2016	47,100
	5,000	13.20	April 30, 2015	128,400
	21,000	7.34	April 30, 2014	662,340
John Roy	10,000	37.95	April 30, 2019	9,300
	10,000	34.12	April 30, 2018	47,600
	10,000	40.09	April 30, 2017	0
	5,000	29.46	April 30, 2016	47,100
	5,000	13.20	April 30, 2015	128,400
	21,000	7.34	April 30, 2014	662,340
Bernhard Wylie	10,000	37.95	April 30, 2019	9,300
	10,000	34.12	April 30, 2018	47,600
	10,000	40.09	April 30, 2017	0
	3,000	29.46	April 30, 2016	28,260
	2,000	13.20	April 30, 2015	51,360
	3,500	7.34	April 30, 2014	110,390

Notes:

- (1) Based on the closing trading price of Common Shares of \$38.88 as of December 31, 2013 and in respect of all vested and unvested options.
- (2) Mr. Bell was appointed to Paramount's Board on November 9, 2011. The option-based award included above is with respect to his initial grant of options upon becoming a director.
- (3) Mr. Claugus was elected to Paramount's Board on May 12, 2010. The noted option-based award is with respect to his initial grant of options upon becoming a director.
- (4) Columns "f", "g", and "h" have been omitted because directors do not receive Share-based awards.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table shows Paramount options for non-management directors that vested during the most recently completed financial year.

Name (a)	Option-based awards – Value vested during the year (\$) ⁽¹⁾ (b)
James Bell	9,340
Thomas Claugus	111,280
John Gorman	149,385
Dirk Jungé	149,385
David Knott	149,385
Susan Riddell Rose	149,385
John Roy	149,385
Bernhard Wylie	149,385

Notes:

(1) The closing trading price of Common Shares was \$38.13 on October 18, 2013, the last trading day before vesting.

(2) Columns "c" and "d" have been omitted because directors do not receive Share-based awards or Non-equity incentive plan compensation.

Share Ownership and Hold Period Requirements

Paramount's directors must acquire and hold Common Shares having a value equal to at least three times their annual base retainer, and hold such Common Shares during his or her tenure.

Each of Paramount's directors has acquired the requisite number of shares under this policy. See the "Nominees for Election to the Board of Directors" table for the multiple of the annual base retainer held by each nominee director.

INDEBTEDNESS OF DIRECTORS AND OFFICERS

The Corporation has a policy prohibiting it from making loans to its directors and officers.

CORPORATE GOVERNANCE

The Corporate Governance Committee is presently comprised of John Roy (Chair and Lead Director), James Bell, Thomas Claugus, John Gorman, Dirk Jungé and David Knott. All members are unrelated, independent and non-management directors as defined by applicable securities laws.

In developing its approach to governance, the Committee has given consideration to applicable securities legislation and policies, Paramount's by-laws, Paramount's organization, structure and ownership as well as to existing policies reflecting Paramount's values.

The Committee has been diligent in its review of all current and proposed regulatory requirements and, in respect thereof, continues to monitor and update Paramount's corporate governance practices. In this regard, reference should be made to the disclosure below and to the Board's mandate which is set out in Schedule "A" to this Information Circular.

Statement of Corporate Governance Practices

Board of Directors

a. Disclose the identity of directors who are independent.

James Bell, Thomas Claugus, John Gorman, Dirk Jungé, David Knott and John Roy are independent as that term is defined in section 1.4 and 1.5 of National Instrument 52-110 *Audit Committees* ("NI 52-110").

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

Clayton Riddell, James Riddell, Susan Riddell Rose and Bernhard Wylie are not independent. Clayton Riddell and James Riddell are not independent because they are also members of management. Bernhard Wylie provides consulting services to Paramount from time to time and accordingly there exists a material business relationship with the Corporation. Susan Riddell Rose has a familial relationship with the CEO and the President of the Corporation.

c. Disclose whether or not a majority of directors is independent. If a majority of directors is not independent, describe what the Board of Directors does to facilitate its exercise of independent judgment in carrying out its responsibilities.

A majority of the directors are independent.

d. 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.

Outside directorships are disclosed under the section "Nominees for Election to the Board of Directors." As indicated in that section, a number of the additional boards that Messrs. Clayton and James Riddell sit on are of corporations that have been spun out by Paramount and in which Paramount has, in most cases, retained a significant equity interest.

e. Disclose whether or not the independent directors hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. If the independent directors hold such meetings, disclose the number of meetings held since the beginning of the issuer's most recently completed financial year. If the independent directors do not hold such meetings, describe what the Board does to facilitate open and candid discussion among its independent directors.

The current Corporate Governance Committee is composed of all of the independent directors. The Corporate Governance Committee meets at least semi-annually. Non-independent directors and members of management are not in attendance at these meetings. The Corporate Governance Committee also meets on an ad hoc basis where circumstances warrant.

The Board has a policy requiring that an *in camera* meeting of independent directors be held in connection with all Board and committee meetings.

- f. *Disclose whether or not the chair of the Board is an independent director. If the Board has a chair or lead director who is an independent director, disclose the identity of the independent chair or lead director, and describe his or her role and responsibilities. If the Board has neither a chair that is independent nor a lead director that is independent, describe what the Board does to provide leadership for its independent directors.*

Clayton Riddell is the Chairman of the Board of Paramount and he is not an independent director. As the Chairman is not an independent director, the Board has appointed Mr. John Roy, an independent director, as Lead Director. The Lead Director is responsible for:

- facilitating the functioning of the Board independent of management and ensuring that directors have an independent leadership contact;
 - ensuring that the Board has adequate resources, especially by way of full, timely and relevant information to support its decision-making requirements;
 - assisting and providing input to the Chairman on preparation of agendas for Board meetings as required;
 - consulting with the Chairman and the Board on the effectiveness of Board committees;
 - ensuring that independent directors have adequate opportunities to meet to discuss issues without Management present;
 - chairing Board meetings when the Chairman and President are not in attendance;
 - ensuring delegated committee functions are carried out and reported to the Board, for example, the CEO performance assessment, CEO and Board succession planning, and strategic planning; and
 - acting as a liaison between the Board and Management.
- g. *Disclose the attendance record of each director for all Board meetings held since the beginning of the issuer's most recently completed financial year.*

The attendance of each director for all Board and Committee meetings is disclosed under the section "Nominees for Election to the Board of Directors."

Board Mandate

- a. *Disclose the text of the Board's written mandate. If the Board does not have a written mandate, describe how the Board delineates its role and responsibilities.*

The Board has the responsibility to understand the principal risks of the business in which the Corporation is engaged and to ensure that there are appropriate systems in place to monitor and manage these risks. This oversight function is performed by the Board both directly and through its Corporate Governance, Audit and Environmental, Health and Safety Committees.

The complete text of the mandate of the Board is attached as Schedule "A" to this circular.

Position Descriptions

- a. *Disclose whether or not the Board has developed written position descriptions for the chair and the chair of each Board committee. If the Board has not developed written position descriptions for the chair and/or the chair of each Board committee, briefly describe how the Board delineates the role and responsibilities of each such position.*

Written position descriptions have been developed for the Chairman of the Board and for the Chair of each Board committee as well as for the CEO, President and Chief Financial Officer.

- b. *Disclose whether or not the Board and CEO have developed a written position description for the CEO. If the Board and CEO have not developed such a position description, briefly describe how the Board delineates the role and responsibilities of the CEO.*

A written position description has been developed for the CEO by the Corporate Governance Committee of the Board.

Orientation and Continuing Education

- a. *Briefly describe what measures the Board takes to orient new directors regarding the role of the Board, its committees and its directors, and the nature and operation of the issuer's business.*

The Board has delegated to the Corporate Governance Committee the responsibility of ensuring there is in place an education and comprehensive orientation program for new members of the Board and a continuing education program for all directors. Under the guidance of the Lead Director, the Corporate Governance Committee has developed and maintains a Corporate Governance Manual to assist new and existing Board members in

understanding the role of the Board, its committees and the contribution individual Board members are expected to make. The Corporate Governance Manual contains a historical profile of Paramount, a discussion on the nature and objectives of corporate governance, copies of all relevant corporate, board and committee policies, mandates and charters as well as reference material relating to the legal duties and obligations of a director in a publicly held company. New directors are made aware of the nature and operation of Paramount's business through interviews and meetings with the Chairman, President, other directors, officers and management personnel during which they are briefed on Paramount and its business. If requested, an experienced director will be assigned to mentor and coach any new Board member during their initial months of service. In May and November each year, a comprehensive review of Paramount's operations is presented to the Board.

- b. *Briefly describe what measures, if any, the Board takes to provide continuing education for its directors. If the Board does not provide continuing education, describe how the Board ensures that its directors maintain the skill and knowledge necessary to meet their obligations as directors.*

Directors are provided with any available information that will facilitate the maintenance of their industry knowledge and professional skills. Directors are continuously updated on the business operations of Paramount at Board meetings, particularly through the semi-annual sessions to review operations, and through regular communications from Management. These updates are conducted by senior management and other invited Paramount employees and include discussions on strategic issues affecting Paramount and any other developments that could materially affect Paramount's business. Directors are also updated on developments in best corporate governance practices through reports from the Corporate Governance Committee. Significant developments in legislation, policy or case law are discussed at Board and applicable committee meetings. Directors are updated on changes to financial reporting requirements through presentations from Management and Paramount's auditors, either at regularly scheduled Audit Committee meetings or at special meetings arranged for the Board for that purpose. Directors are invited to suggest to the Corporation other means of maintaining the skills and knowledge necessary for them to fulfill their responsibilities and steps are taken to implement such suggestions when feasible.

A site visit to the Musreau Deep Cut Facility and adjacent sites in the Kaybob COU in 2014 is being planned for board members for the purpose of more directly acquainting them with Paramount's operations.

In 2013 the Corporation began using a secure board portal to distribute information to the Board of Directors. Information on the board portal includes both current and historic board and committee meeting materials, minutes and resolutions, the Corporate Governance Manual and all current research reports on Paramount. All existing board members have received, and all new board members will receive, training on the use of the board portal.

Mr. Bell completed the Canadian Securities Course in January 2014 and the Partners, Directors and Senior Officers course in February 2014.

Ethical Business Conduct

- a. *Disclose whether or not the Board has adopted a written code for the directors, officers and employees. If the Board has adopted a written code:*
- *disclose how a person or company may obtain a copy of the code;*
 - *describe how the Board monitors compliance with its code, or if the Board does not monitor compliance, explain whether and how the Board satisfies itself regarding compliance with its code; and*
 - *provide a cross-reference to any material change report filed since the beginning of the issuer's most recently completed financial year that pertains to any conduct of a director or executive officer that constitutes a departure from the code.*

The Board has adopted a written Code of Business Conduct for all directors, officers, employees and consultants. There is also a written Code of Ethics for the CEO, President, CFO and senior financial supervisors. In addition, each director has a copy of the Corporate Governance Manual which sets out a standard of conduct expected of directors as does the Disclosure and Insider Trading Policy. The Board has also adopted a Whistleblower Policy.

The Code of Business Conduct, the Disclosure and Insider Trading Policy and the Whistleblower Policy are available to officers, employees and consultants on Paramount's intranet site. Additionally, the Code of Ethics, the Code of Business Conduct and the Whistleblower Policy are available on the Corporation's website at <http://www.paramountres.com>. The Code of Ethics and the Code of Business Conduct are also filed on SEDAR. Lastly, should anyone wish a hard copy of any of these policies, they may be obtained on request from the Corporate Secretary at 4700 – 888 Third Street S.W., Calgary, Alberta T2P 5C5.

Compliance is monitored by the Audit Committee receiving, annually, certificates from Paramount's officers confirming their compliance with the Code of Business Conduct and where applicable, the Code of Ethics. The Audit Committee reviews the certifications and reports to the Board. In addition to the annual certification of the officers, each employee and consultant receives annually a communication from management or Human Resources reiterating the need to comply with the Code of Business Conduct and reminding them that the Whistleblower Policy facilitates anonymous disclosure of any breach.

No material change reports have been filed by Paramount during the 2013 fiscal year relating to a director's or executive officer's departure from the Code of Business Conduct or the Code of Ethics.

- b. *Describe any steps the Board takes to ensure directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.*

Directors must disclose all interests and relationships of which the director is aware which may give rise to a conflict of interest. Directors are also required to disclose any actual or potential personal interest in a matter on which the Board is making a decision and withdraw from deliberations and voting on the matter.

- c. *Describe any other steps the Board takes to encourage and promote a culture of ethical business conduct.*

All directors, officers, employees and consultants are provided with a copy of the Code of Business Conduct which stresses that directors, officers, employees and consultants are expected and required to adhere to the highest ethical standards. Directors, officers, employees and consultants are reminded of their obligation to review and comply with the provisions of the Code of Business Conduct regularly. Officers certify that they understand the content and consequences of the Code of Business Conduct annually.

Nomination of Directors

- a. *Describe the process by which the Board identifies new candidates for Board nomination.*

The Corporate Governance Committee is responsible for identifying new candidates for nomination to the Board and recommending them to the Board when appropriate. Upon there being a vacancy on the Board or a determination being made that the Board should be expanded, the President and the chair of the Corporate Governance Committee meet to review whether there are particular competencies needed by the Board and to set forth criteria in the selection process. Once a suitable candidate(s) is identified, the President and/or chair of the Committee meet with the nominee(s) to discuss his or her interest and ability to devote sufficient time and resources to the position. If the nominee agrees to the appointment or to stand for election, he or she is presented to the Corporate Governance Committee. If the proposed nominee is acceptable to the Corporate Governance Committee, the Corporate Governance Committee then makes a recommendation to the Board.

The Corporate Governance Committee has implemented a flexible, phased-in director succession plan which contemplates the retirement of one director every two years for the next four years. The purpose of such plan is to allow the Board and Committees of the Board at the time, the opportunity to review their skills and competencies, determine the knowledge and expertise needed and to maximize the retention of experience and knowledge during a transition.

- b. *Disclose whether or not the Board has a nominating committee composed entirely of independent directors. If the Board does not have a nominating committee composed entirely of independent directors, describe what steps the Board takes to encourage an objective nomination process.*

The Corporate Governance Committee is composed entirely of independent directors and is charged with recommending new candidates for nomination to the Board.

- c. *If the Board has a nominating committee, describe the responsibilities, powers and operation of the nominating committee.*

The Corporate Governance Committee is responsible for considering the appropriate size of the Board, establishing the criteria for Board membership, assessing the competencies and skills of each existing director and any new nominees with a view to achieving competencies and skills that the Board as a whole should possess, proposing candidates for election or re-election and ensuring there is an orientation program in place for new Board members and a continuing education program in place for all directors.

Compensation

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

The Corporate Governance Committee periodically reviews the adequacy and form of compensation to directors to ensure that the level of compensation reflects the responsibilities and risks involved in being an effective director and reports and makes recommendations to the Board accordingly.

The Compensation Committee recommends to the Board the annual salary, bonus and other benefits, direct and indirect, of the CEO and approves the compensation for all other designated officers after considering the recommendations of the CEO, all within the compensation policies and general human resources policies and guidelines concerning employee compensation and benefits approved by the Board.

- b. *Disclose whether or not the Board has a compensation committee composed entirely of independent directors. If the Board does not have a compensation committee composed entirely of independent directors, describe what steps the Board takes to ensure an objective process for determining such compensation.*

The Compensation Committee is composed entirely of independent members. John Roy, the Lead Director, James Bell and John Gorman are the members of the Compensation Committee. Paramount participates in the annual Mercer Survey conducted by independent consultants encompassing, among other things, executive compensation. The Mercer Survey examines the salary, benefits and other incentive programs in effect with other oil and gas companies operating in Canada. The CEO's compensation must also be approved by the Board.

- c. *If the Board has a compensation committee, describe the responsibilities, powers and operation of the compensation committee.*

The Compensation Committee ensures that Paramount has programs in place to attract and develop management of the highest caliber and to ensure orderly succession of management; implements and administers compensation and general human resource policies and guidelines concerning executive compensation, contracts, stock option and other incentive plans, and proposed personnel changes involving officers reporting to the CEO; reviews the Corporation's policies and programs relating to benefits; receives the CEO's recommendations relating to annual compensation policies and budgets for all employees; reviews the Corporation's compensation policies, including assessing such policies to ensure they do not encourage excessive risk taking; and makes regular reports to the Board on the Committee's activities and findings.

- d. *If a compensation consultant or advisor has, at any time since the beginning of the issuer's most recently completed financial year, been retained to assist in determining compensation for any of the issuer's directors and officers, disclose the identity of the consultant or advisor and briefly summarize the mandate for which they have been retained. If the consultant or advisor has been retained to perform any other work for the issuer, state that fact and briefly describe the nature of the work.*

No compensation consultant or advisor has, at any time since the beginning of the 2013 fiscal year, been retained to assist in determining compensation for any of the issuer's directors and officers, however, with respect to compensation matters, Paramount participates in and utilizes the Mercer Survey. In addition, management of the Corporation retained Mercer (Canada) Ltd. in 2013 to assist with the Corporation's Compensation Discussion & Analysis included herein.

Other Board Committees

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

Paramount currently has four standing committees, namely, the Corporate Governance Committee, the Compensation Committee, the Audit Committee and the Environmental, Health and Safety Committee. All are comprised entirely of independent directors other than the Environmental, Health and Safety Committee which has a majority of independent directors.

The Corporate Governance Committee's mandate is to develop and monitor Paramount's overall approach to corporate governance, and subject to the approval of the Board, to implement and administer a system of corporate governance which reflects high standards of corporate governance practices. The Corporate Governance Committee advises the Board and its committees of any corporate governance issues requiring their consideration. These include issues relating to risk management. The Corporate Governance Committee conducts a periodic review of the principal risks associated with the Corporation's business and reports its findings to the Board. In addition, the Corporate Governance Committee is responsible for the nomination of

new candidates for directors as well as director orientation and continuing education.

The main functions of the Compensation Committee are described under the section titled "Compensation Governance".

The Audit Committee's main functions are to assist the Board in the discharge of its responsibilities relating to accounting principles, reporting practices and internal controls as well as to oversee the work of the external auditors. In addition to these duties, the Audit Committee is responsible for, among other things, reviewing Paramount's procedures relating to the disclosure of information with respect to oil and gas activities, including its procedures for complying with the requirements of National Instrument 51-101 *Standards of Disclosure for Oil and Gas Activities*. The Audit Committee also reviews the appointment of the independent engineering firm responsible for evaluating reserves and reviews the reserves data and the report of the reserves evaluator prior to making recommendations to the Board with respect thereto. Finally, the Audit Committee is responsible for identifying and monitoring the principal risks that could impact the financial reporting of the Corporation.

The Environmental, Health and Safety Committee's mandate is to review and monitor the environmental, health and safety policies and activities of Paramount and its subsidiaries and to ensure that there are appropriate systems in place to manage the environmental, health and safety risks associated with the operations of the Corporation and its subsidiaries.

Assessments

- a. *Disclose whether or not the Board, its committees and individual directors are regularly assessed with respect to their effectiveness and contribution. If assessments are regularly conducted, describe the process used for the assessments. If assessments are not regularly conducted, describe how the Board satisfies itself that the Board, its committees, and its individual directors are performing effectively.*

The Board is responsible for making regular assessments of its effectiveness as well as the effectiveness and contribution of each Board committee and each individual director. The Corporate Governance Committee establishes and administers a process (including a review by the full Board and discussion with Management) for assessing the effectiveness of the Board as a whole, each of the Board committees and individual directors. A Board assessment and evaluation questionnaire is included in the Corporate Governance Manual and each director, as part of the overall assessment process, completes a confidential questionnaire on an annual basis. This questionnaire asks directors to evaluate, among other things, the size and structure of the Board and each of its committees, the knowledge, understanding and diversity of the directors, the effectiveness of the chair of the Board, the chair of each committee and the Lead Director, the effectiveness of each committee, preparation for meetings including the setting of agendas and the adequacy and timeliness of information provided to the Board and committees, overall Board operations, ability to function independently of Management, and includes a self-assessment. Since 2013 the Corporation has had a peer review component whereby each director is asked to answer a series of questions evaluating the skills, performance and contributions of the other Board members. The Corporate Governance Committee analyzes the directors' responses to these questionnaires and presents them to the full Board each year.

In addition to the detailed evaluation and assessment mentioned above, each Board committee conducts regular reviews and assessments of its performance, including compliance with its charter and its role, duties and responsibilities and submits a report to the Board for consideration and recommendations.

Schedule "A"

Board of Directors' Mandate

The Board of Directors' Mandate was adopted by the Board on May 19, 2005. The Mandate is set out in its entirety below.

Introduction

The Board of Directors (the "Board") has the responsibility for the overall stewardship of the conduct of the business of the Corporation and the activities of management, which is responsible for the day-to-day conduct of the business. The Board's fundamental objectives are to enhance and preserve long term Shareholder value, to ensure the Corporation meets its obligations on an ongoing basis and that the Corporation operates in a reliable and safe manner. In performing its functions, the Board should also consider the legitimate interests its other stakeholders such as employees, customers and communities may have in the Corporation. In overseeing the conduct of the business, the Board, through the Chief Executive Officer, shall set the standards of conduct for the Corporation.

Procedures and Organization

The Board operates by delegating certain of its powers to management and by reserving certain powers to itself. The Board retains the responsibility for managing its own affairs including selecting its Chair, nominating candidates for election to the Board, constituting committees of the Board and determining Director compensation. Subject to the Articles and By-Laws of the Corporation and the Business Corporations Act, Alberta (the "Act"), the Board may constitute, seek the advice of and delegate powers, duties and responsibilities to committees of the Board.

Duties and Responsibilities

The Board's principal duties and responsibilities fall into a number of categories which are outlined below.

1. Legal Requirements

- (a) The Board has the responsibility to ensure that legal requirements have been met and documents and records have been properly prepared, approved and maintained;
- (b) The Board has the statutory responsibility to:
 - (i) manage the business and affairs of the Corporation;
 - (ii) act honestly and in good faith with a view to the best interests of the Corporation;
 - (iii) exercise the care, diligence and skill that reasonable, prudent people would exercise in comparable circumstances; and
 - (iv) act in accordance with its obligations contained in the Business Corporations Act, Alberta and the regulations thereto, the Corporation's Articles and By-Laws, securities legislation of each province and territory of Canada, and other relevant legislation and regulations;
- (c) The Board has the statutory responsibility for considering the following matters as a full Board which in law may not be delegated to management or to a committee of the Board:
 - (i) any submission to the shareholders of a question or matter requiring the approval of the shareholders;
 - (ii) the filling of a vacancy among the directors or in the office of auditor;
 - (iii) the issuance of securities;
 - (iv) the declaration of dividends;
 - (v) the purchase, redemption or any other form of acquisition of shares issued by the Corporation;
 - (vi) the payment of a commission to any person in consideration of his/her purchasing or agreeing to purchase shares of the Corporation from the Corporation or from any other person, or procuring or agreeing to procure purchasers for any such shares;
 - (vii) the approval of management proxy circulars;
 - (viii) the approval of the annual financial statements of the Corporation, MD&A and AIF; and
 - (ix) the adoption, amendment or repeal of By-Laws of the Corporation.

2. Independence

The Board has the responsibility to ensure that appropriate structures and procedures are in place to facilitate the Board to function independently of management. In this regard, the Board shall consist of a majority of "independent directors"¹, as that term is defined in Section 1.4 of Multilateral Instrument 52-110, Audit Committee or such guidelines as may hereafter replace the same. The independent board members should hold separate, regularly scheduled meetings at which members of management are not in attendance. In as much as the chair of the Board of Paramount Resources Ltd. is not independent, an independent director has been appointed as "lead director."

3. Strategy Determination

The Board has the responsibility to ensure there are long term goals and a strategic planning process in place for the Corporation and to participate with management directly or through its committees in developing and approving, as required, the mission of the business of the Corporation and the strategic plan by which it proposes to achieve its goals, which strategic plan takes into account, among other things, the opportunities and risks of the Corporation's business.

4. Managing Risk

The Board has the responsibility to understand the principal risks of the business in which the Corporation is engaged, to achieve a proper balance between risks incurred and the potential return to shareholders, and to ensure that there are appropriate systems in place which effectively monitor and manage those risks with a view to the long term viability of the Corporation.

5. Division of Responsibilities

The Board has the responsibility to:

- (a) appoint and delegate responsibilities to committees where appropriate to do so; and
- (b) develop position descriptions for:
 - (i) the Chair of the Board;
 - (ii) the lead director;
 - (iii) the Chief Executive Officer;
 - (iv) the President and Chief Operating Officer; and
 - (v) the Chief Financial Officer.

6. Appointment, Training and Monitoring Senior Management

The Board has the responsibility to:

- (a) appoint the Chief Executive Officer, to monitor and assess the Chief Executive Officer's performance, to determine and approve the Chief Executive Officer's compensation, and to provide advice and counsel in the execution of the Chief Executive Officer's duties;
- (b) approve the appointment and remuneration of all other designated corporate officers, acting upon the advice of the Chief Executive Officer;
- (c) the extent feasible, to satisfy itself as to the integrity of the Chief Executive Officer and other corporate officers and that the Chief Executive Officer and other corporate officers create a culture of integrity throughout the organization;
- (d) ensure that adequate provision has been made to train and develop management and for the orderly succession of management; and
- (e) ensure that management is aware of the Board's expectations of management.

7. Policies, Procedures and Compliance

The Board has the responsibility to:

- (a) ensure that the Corporation operates at all times within applicable laws and regulations and to the highest ethical and moral standards;
- (b) approve and monitor compliance with significant policies and procedures by which the Corporation is operated;
- (c) ensure the Corporation sets high environmental standards in its operations and is in compliance with environmental laws and legislation; and
- (d) ensure the Corporation has in place appropriate programs and policies for the health and safety of its employees in the workplace.

8. Reporting and Communication

The Board has the responsibility to:

- (a) ensure the Corporation has in place policies and programs to enable the Corporation to communicate effectively with its shareholders, other stakeholders and the public generally;
- (b) ensure that the financial performance of the Corporation is adequately reported to shareholders, other security holders and regulators on a timely and regular basis;
- (c) ensure that the financial results are reported fairly and in accordance with generally accepted accounting standards;
- (d) ensure the timely reporting of any other developments that have a significant and material impact on the value of the Corporation; and
- (e) report annually to shareholders on its stewardship of the affairs of the Corporation for the preceding year; and
- (f) develop appropriate measures for receiving shareholder feedback.

9. Monitoring and Acting

The Board has the responsibility to:

- (a) monitor the Corporation's progress towards its goals and objectives and to revise and alter its direction through management in response to changing circumstances;
- (b) take action when performance falls short of its goals and objectives or when other special circumstances warrant;
- (c) ensure that the Corporation has implemented adequate internal control and management information systems which ensure the effective discharge of its responsibilities; and
- (d) make regular assessments of the Board's effectiveness, as well as the effectiveness and contribution of each Board Committee. This responsibility has been delegated to the Corporate Governance Committee working in conjunction with the Chairman of the Board.

¹ Definitions have been omitted.