This document is important and requires your immediate attention. If you are in doubt as to how to deal with it, you should consult your investment advisor, stockbroker, bank manager, trust company manager, accountant, lawyer or other professional advisor. Questions can also be directed to the Depositary and Information Agent, Kingsdale Advisors, whose contact details are provided on the back cover of this document.

The Offer (as defined herein) has not been approved or disapproved by any securities regulatory authority, nor has any securities regulatory authority passed upon the fairness or merits of the Offer or upon the adequacy of the information contained in this document. Any representation to the contrary is an offence.

This document does not constitute an offer or a solicitation to any person in any jurisdiction in which such offer or solicitation is unlawful. The Offer is not being made to, nor will deposits be accepted from, or on behalf of, Shareholders (as defined herein) in any jurisdiction in which the making or acceptance of the Offer would not be in compliance with the Laws (as defined herein) of such jurisdiction. However, the Offeror may, in its sole discretion, take such action as it may deem necessary to extend the Offer to Shareholders in any such jurisdiction.

March 2, 2021



NOTICE OF EXTENSION

by

WEF OSUM ACQUISITION CORP.

an entity wholly-owned by

WATEROUS ENERGY FUND (CANADIAN) LP, WATEROUS ENERGY FUND (US) LP, WATEROUS ENERGY FUND (INTERNATIONAL) LP, WEF OSUM CO-INVEST I LP, WEF OSUM CO-INVEST II LP AND WEF OSUM CO-INVEST III LP

OFFER TO PURCHASE FOR CASH

up to 57,000,000 Common Shares of

OSUM OIL SANDS CORP.

at a price of \$3.00 in cash per Common Share

THE OFFER HAS BEEN EXTENDED AND IS NOW OPEN FOR ACCEPTANCE UNTIL 11:59 P.M. (VANCOUVER TIME) ON MARCH 12, 2021.

ALL OF THE CONDITIONS TO THE OFFER HAVE BEEN SATISFIED AND 34,697,358 COMMON SHARES (OR APPROXIMATELY 26% OF THE ISSUED AND OUTSTANDING COMMON SHARES) HAVE BEEN TAKEN UP UNDER THE OFFER.

WEF Osum Acquisition Corp. (the "Offeror", "we", or "us") is a corporation in which Waterous Energy Fund (Canadian) LP, Waterous Energy Fund (US) LP, Waterous Energy Fund (International) LP, WEF Osum Co-Invest I LP, WEF Osum Co-Invest II LP and WEF Osum Co-Invest III LP (collectively, "WEF") collectively hold 100% of the common shares. The Offeror hereby gives notice that it has amended and varied the terms of its offer dated November 4, 2020 (the "Original Offer"), as amended by the notice of variation and change dated February 18, 2021 (the "Notice of Variation and Change", together with the Original Offer, the "Offer") to purchase, on the terms and conditions set out therein and in the take-over bid circular that accompanied the Original Offer (the "Circular"), up to 57,000,000 Common Shares of Osum Oil Sands Corp. ("Osum") (excluding Common Shares beneficially owned, or over which control or direction is exercised, by the Offeror or by any person acting jointly or in concert with the Offeror), including any Common Shares that may become outstanding after the date of the Original Offer but prior to the Expiry Time upon the exercise, vesting, exchange or conversion into, or settling in,

Common Shares of any Convertible Securities. As the Minimum Tender Condition (as defined in the Original Offer) and other conditions to the Offer have been satisfied as of the initial deposit period and the Offeror has taken up the maximum number of Common Shares as permitted under the applicable securities Law effective as of the initial Expiry Time, this extension constitutes the Mandatory Extension Period as required pursuant to NI 62-104.

This Notice of Extension should be read in conjunction with the Original Offer and the Circular, as amended by the Notice of Variation and Change. Except as otherwise set forth herein, the terms and conditions previously set forth in the Original Offer and the Circular continue to be applicable in all respects. All references to the "Offer" or "Offer to Purchase", the "Circular" or the "Offer and Circular" or "Offer to Purchase and Circular" in the Original Offer and the Circular, the Notice of Variation and Change and this Notice of Extension mean the Original Offer, the Circular or the Original Offer and Circular, as amended by the Notice of Variation and Change and as amended hereby. The Offer, the Circular, and the letter of transmittal (the "Letter of Transmittal") and notice of guaranteed delivery (the "Notice of Guaranteed Delivery", and, collectively, the "Offer Documents") are deemed to be amended to give effect to the variations to the Offer described herein. Unless the context requires otherwise, terms used herein but not defined herein have the respective meanings set out in the Original Offer and Circular. All references in the Offer Documents to the "Expiry Time" mean the "Expiry Time" as set forth under the Offer, as amended hereby.

The Offeror has engaged Kingsdale Advisors to act as the Depositary and Information Agent (the "Depositary and Information Agent") for the Offer. If you have any questions or require assistance in depositing your Common Shares, please contact Kingsdale Advisors, the Depositary and Information Agent, by telephone toll-free at 1-866-581-0506 within North America and at 1-416-867-2272 outside of North America or by e-mail at contactus@kingsdaleadvisors.com.

Registered Shareholders who wish to accept the Offer must properly complete and duly execute a Letter of Transmittal (printed on YELLOW paper) and deposit it, at or prior to the Expiry Time, together with certificate(s) or DRS Statement(s), as applicable, representing their Common Shares and all other required documents, with the Depositary and Information Agent at its office in Toronto, Ontario at the address indicated in the Letter of Transmittal, in accordance with the instructions set out in the Letter of Transmittal. Alternatively, registered Shareholders may accept the Offer by (a) following the procedures for book-entry transfer of Common Shares set out in Section 3 of the Offer, "Manner of Acceptance – Acceptance by Book-Entry Transfer", or (b) where the certificate(s) representing such Common Shares are not immediately available, or if the certificates and all of the required documents cannot be delivered to the Depositary and Information Agent following the procedure for guaranteed delivery set out in Section 3 of the Offer, "Manner of Acceptance – Procedure for Guaranteed Delivery", using the accompanying Notice of Guaranteed Delivery (printed on PINK paper), or a manually executed facsimile thereof.

Shareholders whose Common Shares are registered in the name of an investment advisor, stockbroker, bank, trust company or other nominee should immediately contact that nominee for assistance if they wish to accept the Offer in order to take the necessary steps to be able to deposit such Common Shares under the Offer. Intermediaries likely have established deposit cut-off times that are prior to the Expiry Time. Shareholders must instruct their brokers or other intermediaries promptly if they wish to deposit their Common Shares.

Questions and requests for assistance may be directed to the Depositary and Information Agent, whose contact details are provided on the back cover of this document. Additional copies of this document, the Letter of Transmittal and the Notice of Guaranteed Delivery may be obtained without charge on request from the Depositary and Information Agent. All website addresses contained herein, including, without limitation, www.waterous.com, are provided for informational purposes only and no information contained on, or accessible from, any such website is incorporated by reference herein unless expressly incorporated by reference.

No broker, dealer, salesperson or other person has been authorized to give any information or make any representation other than those contained in this document, and, if given or made, such information or representation must not be relied upon as having been authorized by the Offeror or the Depositary and Information Agent.

All cash payments by the Offeror for Common Shares taken up and paid for under the Offer will be made in Canadian dollars. The obligation of the Offeror under the Offer will be fully satisfied upon the payment of the Offer Price, less any required withholding taxes, for all validly deposited Common Shares that are taken up by the Offeror to the Depositary and Information Agent in Canadian dollars.

Shareholders will not be required to pay any fee or commission if they accept the Offer by validly depositing their Common Shares directly with the Depositary and Information Agent to accept the Offer. Shareholders should consult their investment advisor, stockbroker or other nominee to determine whether other charges will apply.

NOTICE TO SHAREHOLDERS OUTSIDE OF CANADA

The Offer is being made for the securities of a Canadian company and, while the Offer is subject to disclosure requirements under applicable Canadian Laws, investors should be aware that these requirements are different from those of the United States or other jurisdictions.

The Offer and Circular do not constitute an offer or a solicitation to any person in any jurisdiction in which such offer or solicitation is unlawful. The Offer is not being made to, nor will deposits be accepted from or on behalf of, Shareholders residing in any jurisdiction in which the making or the acceptance of the Offer would not be in compliance with the Laws of such jurisdiction. However, the Offeror may, in the Offeror's sole discretion, take such action as the Offeror may deem necessary to make the Offer in any jurisdiction and extend the Offer to Shareholders in any such jurisdiction.

Shareholders should be aware that the acceptance of the Offer may have tax consequences in Canada, the United States and in other jurisdictions. Such consequences may not be fully described herein, or in the Offer and Circular, and holders are urged to consult their own tax advisors, including concerning section 116 of the Tax Act and Canadian tax liability for Non-Resident Holders. See Section 20 of the Circular, "Certain Canadian Federal Income Tax Considerations".

It may be difficult for Shareholders in the United States to enforce their rights and any claim they may have arising under United States federal securities Laws since the Offeror, WEF and Osum are existing under the Laws of a province of Canada, some or all of the officers and directors of each of the Offeror, WEF and Osum reside outside the United States, some of the experts named herein may reside outside the United States, and all or a substantial portion of the assets of the Offeror, WEF and Osum and the other abovementioned persons are located outside the United States. Shareholders in the United States may not be able to sue the Offeror, WEF or Osum, or their respective officers or directors, in a non-U.S. court for violation of United States federal securities Laws. It may be difficult to compel such parties to subject themselves to the jurisdiction of a court in the United States or to enforce a judgment obtained from a court of the United States.

NOTICE TO HOLDERS OF CONVERTIBLE SECURITIES

The Offer is being made only for Common Shares and is not made for any Convertible Securities. Any holder of Convertible Securities who wishes to accept the Offer must, to the extent permitted by the terms of such Convertible Securities and applicable Laws, exercise such Convertible Securities in order to obtain certificates representing Common Shares and deposit those Common Shares in accordance with the terms of the Offer. Any such exercise must be completed sufficiently in advance of the Expiry Time to ensure that the holder of such Convertible Securities will have certificates representing the Common Shares received on such exercise available for deposit at or prior to the Expiry Time, or in sufficient time to comply with the procedures referred to in Section 3 of the Offer, "Manner of Acceptance – Procedure for Guaranteed Delivery".

Common Shares issued on the exercise, exchange, conversion or settlement of Convertible Securities shall, subject to compliance with the procedures applicable generally to the tendering of the Common Shares of the Offer, be eligible to be deposited under the Offer.

The tax consequences to holders of Convertible Securities of exercising, exchanging or converting such securities are not described in Section 20 of the Circular, "Certain Canadian Federal Income Tax Considerations". Holders of Convertible Securities should consult their tax advisors for advice with respect to potential income tax consequences to them in connection with the decision whether to exercise, exchange or convert their Convertible Securities.

CURRENCY

All references to "\$" mean Canadian dollars.

FORWARD-LOOKING STATEMENTS

Certain statements in the Offer and Circular and this Notice of Extension are forward looking statements and are prospective in nature. Forward looking statements are not based on historical facts, but rather on current expectations and projections about future events, and are therefore subject to risks and uncertainties which could cause actual results to differ materially from the future results expressed or implied by the forward looking statements. These statements generally can be identified by the use of forward-looking words such as "may", "should", "will", "could", "intend", "estimate", "plan", "anticipate", "expect", "believe", or "continue" or the negative thereof or similar variations. Such statements are qualified in their entirety by the inherent risks and uncertainties surrounding future expectations. In particular, this Notice of Extension includes forward looking statements with respect to expected timing to complete a Subsequent Acquisition Transaction to acquire all Common Shares not acquired pursuant to the Offer. Important factors that could cause actual results to differ materially from the Offeror's expectations include, among other things, general business and economic conditions, industry risks and other risks commonly attributed to oil and gas companies in Canada. Such forward looking statements should, therefore, be construed in light of such factors and the Offeror is under no obligation and expressly disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable Law.

NOTICE OF EXTENSION

TO: THE HOLDERS OF COMMON SHARES OF OSUM OIL SANDS CORP.

As set forth in this Notice of Extension, the Offeror has extended the Offer for a period of 10 days (such period constituting the Mandatory Extension Period). The Offer is now open for acceptance until 11:59 p.m. (Vancouver time) on March 12, 2021.

Consequential amendments in accordance with this Notice of Extension are deemed to be made, where required, to the Offer Documents. Except as otherwise set forth in this Notice of Extension, the terms and conditions set forth in the Offer and Circular, and in the Letter of Transmittal and the Notice of Guaranteed Delivery continue to remain in effect, unamended. This Notice of Extension should be read in conjunction with the Offer Documents.

1. Satisfaction of Conditions and Take Up of Common Shares

The Offeror has confirmed that, as of 11:59 pm (Vancouver time) on March 1, 2021 (the "Initial Expiry Time"), all of the conditions described in Section 4 of the Offer, "Conditions of the Offer", had been satisfied.

A total of 45,747,068 Common Shares were deposited and not withdrawn at the Initial Expiry Time, representing approximately 34% of the issued and outstanding Common Shares. Immediately following the Initial Expiry Time, the Offeror directed the Depositary and Information Agent to proportionately take up 34,697,358 Common Shares deposited at that time, which is the maximum number of Common Shares the Offeror is permitted to take up under applicable securities Laws, and advised the Depositary and Information Agent of the commencement of the Mandatory Extension Period such that the Offer has been extended until 11:59 p.m. (Vancouver time) on March 12, 2021.

As a result of the Common Shares proportionately taken up under the Offer as of the Initial Expiry Time, WEF and the Offeror together hold 94,732,510 Common Shares, representing approximately 71% of the issued and outstanding Common Shares and will hold 105,782,220 or approximately 79% upon take-up of all Common Shares deposited as of the Initial Expiry Time (before taking into account any Common Shares deposited during the Mandatory Extension Period). The Offeror will pay for the Common Shares taken up on March 1, 2021 in the manner described in Section 6 of the Offer, "Take Up of and Payment for Deposited Common Shares".

2. Subsequent Acquisition Transaction

The Offeror intends to acquire all of the remaining Common Shares not acquired under the Offer pursuant to a Subsequent Acquisition Transaction as soon as possible following completion of the Offer and, in any case, within 120 days thereof. In connection therewith, Osum will call and hold a special meeting of Shareholders to approve a Subsequent Acquisition Transaction. The Offeror intends to cause the Common Shares acquired under the Offer to be voted in favour of such Subsequent Acquisition Transaction.

Pursuant to the terms of the Commitment Letter, the Offeror agreed with the Lenders that it will use reasonable best efforts to complete any Subsequent Acquisition Transaction as soon as possible following the completion of the Offer and, in any event, within 120 days thereof. In connection therewith, the Offeror and Crescentwood have entered into the Equity Commitment Agreement to backstop funding of the Subsequent Acquisition Transaction, if needed.

3. Recent Developments

The following is a description of recent developments with respect to the Offer:

Resignation of Directors and Officers and Appointment of Officers

As of the date hereof, the Osum Board has accepted and approved the voluntary resignations of five directors and four officers of Osum.

Francesco Mele voluntarily resigned from the Osum Board effective February 16, 2021 and Steve Spence, George Crookshank, William Friley and Vincent Chahley voluntarily resigned from the Osum Board effective as of the date

hereof. As a result, the current members of the Osum Board are Adam Waterous, Michael Buckingham, Andrew Kim and Rob Morgan.

As of the date hereof, the following officers of Osum have voluntarily resigned from their positions: Steve Spence (President and Chief Executive Officer), Victor Roskey (Chief Financial Officer), Rick K. Walsh (Chief Operating Officer) and Dr. Peter Putnam (Sr. Vice President, Geoscience). Additionally, Osum has appointed Rob Morgan as President and Chief Operating Officer and Michael Makinson as Chief Financial Officer of Osum.

Drawdown Under Offeror Facility

On March 1, 2021, the Offeror entered into a credit agreement (the "Credit Agreement") among the Offeror and the Lenders for the Offeror Facility, substantially on the same terms and conditions as set forth in the Commitment Letter, as disclosed in the Notice of Variation and Change.

Upon satisfaction of the conditions to drawdown under the Offeror Facility, the Offeror will provide an irrevocable notice under the Credit Agreement requesting a drawdown of funds under the Offeror Facility. Such funds will be used to satisfy the Offeror's obligations to pay for Common Shares taken up as of the Initial Expiry Time.

Approval of Asset Monetization

As of the date hereof, the Osum Board has approved, and Osum and its affiliate have each become a party to an agreement with the Prospective Asset Buyer in respect of the Asset Monetization. Under the terms of the Asset Monetization, the Prospective Asset Buyer has agreed to purchase for cash, a non-operating royalty interest in the bitumen and other petroleum substances sold by Osum and its affiliate, with the size of such interest based on the prevailing reference price applicable to the grade of such substances produced by Osum and its affiliate.

4. Time of Acceptance – Extension of the Offer

The Offeror has extended the Expiry Time of the Offer from 11:59 p.m. (Vancouver time) on March 1, 2021 to 11:59 p.m. (Vancouver time) on March 12, 2021. Accordingly, the definition of "Expiry Time" in the Offer and Circular is deleted in its entirety and replaced with the following definition: "Expiry Time" means 11:59 p.m. (Vancouver time) on March 12, 2021.

In addition, all references to "11:59 p.m. (Vancouver time) on March 1, 2021" in the Offer Documents are deleted in their entirety and replaced by "11:59 p.m. (Vancouver time) on March 12, 2021". As the Minimum Tender Condition and other conditions to the Offer have been satisfied as of the initial deposit period and the Offeror has taken up the maximum number of Common Shares as permitted under the applicable securities Law effective as of the initial Expiry Time, this extension constitutes the Mandatory Extension Period as required pursuant to NI 62-104.

5. Manner of Acceptance

Common Shares may be deposited under the Offer in accordance with the provisions under Section 3 of the Offer, "Manner of Acceptance". Shareholders should tender their Common Shares to the Offer, as hereby amended, by using the Letter of Transmittal or Notice of Guaranteed Delivery that accompanied the Offer and Circular. All Shareholders who validly tender their Common Shares to the Offer, and whose Common Shares are taken up by the Offeror, will receive the increased consideration per Common Share, including those Shareholders who have already validly deposited their Common Shares under the Offer and not withdrawn such deposit. Shareholders who have already tendered their Common Shares to the Offer do not need to do anything further to receive the increased Offer Price.

6. Take Up of and Payment for Deposited Common Shares

If more than 57,000,000 Common Shares (representing approximately 78% of the outstanding Common Shares excluding the Common Shares beneficially owned, or over which control or direction is exercised, by the Offeror or by any person acting jointly or in concert with the Offeror) are deposited under the Offer and not withdrawn, the Common Shares to be purchased from each depositing Shareholder will, as required by applicable Laws, be determined on a proportionate basis according to the number of Common Shares deposited by each Shareholder, disregarding fractions, by rounding down to the nearest whole number of

Common Shares. The Offeror is not obligated to take up and pay for more than 57,000,000 Common Shares deposited under the Offer.

The Offeror will take up and pay for Common Shares validly deposited and not withdrawn prior to the new Expiry Time of 11:59 p.m. (Vancouver time) on March 12, 2021 in all respects in accordance with Section 6 of the Original Offer, "Take Up of and Payment for Deposited Common Shares", as amended by the Notice of Variation and Change and by this Notice of Extension.

7. Withdrawal of Deposited Common Shares

Shareholders have the right to withdraw Common Shares deposited pursuant to the Offer in the circumstances and in the manner set forth under Section 7 of the Original Offer, "Withdrawal of Deposited Common Shares", as amended by the Notice of Variation and Change and by this Notice of Extension.

8. Amendments and Variations to Offer Documents

The Offer Documents shall be read together with the Notice of Variation and Change and this Notice of Extension in order to give effect to the amendments and variations to the Offer Documents set forth herein.

9. Statutory Rights

Securities legislation in the provinces and territories of Canada provides security holders of Osum with, in addition to any other rights they may have at Law, one or more rights of rescission, price revision or to damages, if there is a misrepresentation in a circular or notice that is required to be delivered to those security holders. However, such rights must be exercised within prescribed time limits. Security holders should refer to the applicable provisions of the securities legislation of their province or territory for particulars of those rights or consult a lawyer.

10. Directors' Approval

The contents of the Offer and Circular, including as amended by this Notice of Extension, have been approved, and the sending of the Offer and Circular, including as amended by this Notice of Extension, to the Shareholders and holders of Convertible Securities has been authorized, by the directors of WEF Osum Acquisition Corp., in addition to the directors of each of WEF GP (Canadian) Corp., WEF GP (US) Corp., WEF GP (International) Ltd., WEF Osum I GP Ltd., WEF Osum II GP Ltd., each in their capacity as general partner of Waterous Energy Fund (Canadian) LP, Waterous Energy Fund (US) LP, Waterous Energy Fund (International) LP, WEF Osum Co-Invest II LP, respectively.

CERTIFICATE OF WEF OSUM ACQUISITION CORP.

DATED: March 2, 2021.	
(signed) "Adam Waterous"	(signed) "Andrew Kim"
Adam Waterous Director	Andrew Kim Chief Financial Officer

CERTIFICATE OF WATEROUS ENERGY FUND (CANADIAN) LP

DATED: March 2, 2021.	
On behalf of WEF GP (Canadian) Corp., as the general	l partner of Waterous Energy Fund (Canadian) LP
(signed) "Adam Waterous" Adam Waterous, President & Director	(signed) " <i>James Gordon Flatt</i> " James Gordon Flatt, Director

CERTIFICATE OF WATEROUS ENERGY FUND (US) LP

The foregoing, together with the Original Offer and Circular and the Notice of Variation and Change, contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the light of the circumstances in which it was made.
DATED: March 2, 2021.
On behalf of WEF GP (US) Corp., as the general partner of Waterous Energy Fund (US) LP

(signed) "James Gordon Flatt"

James Gordon Flatt, Director

(signed) "Adam Waterous"

Adam Waterous, President & Director

CERTIFICATE OF WATEROUS ENERGY FUND (INTERNATIONAL) LP

DATED: March 2, 2021.	
On behalf of WEF GP (International) Ltd., as the general partner	er of Waterous Energy Fund (International) LP
(signed) "Adam Waterous"	(signed) "James Gordon Flatt"
Adam Waterous, President & Director	James Gordon Flatt, Secretary, Treasurer & Director
(signed) "Sue Dawn Flatt"	
Sue Dawn Flatt, Director	

CERTIFICATE OF WEF OSUM CO-INVEST I LP

						Change, contains no
untrue statemer	nt of a material	fact and does no	t omit to state	e a material fact	that is required to	o be stated or that is
necessary to ma	ake a statement	not misleading in	the light of th	ne circumstances	in which it was m	nade.

necessary to make a statement not misleading in the light of the circumstances in which it was made.
DATED: March 2, 2021.
On behalf of WEF Osum I GP Ltd., as the general partner of WEF Osum Co-Invest I LP

(signed) "Adam Waterous" Adam Waterous, President & Director

CERTIFICATE OF WEF OSUM CO-INVEST II LP

The foregoing, together with the Original Offer and Circular and the Notice of Variation and Change, contains no
untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is
necessary to make a statement not misleading in the light of the circumstances in which it was made.

necessary to make a statement not misleading in the light of the circumstances in which it was made.	141
DATED: March 2, 2021.	
On behalf of WEF Osum II GP Ltd., as the general partner of WEF Osum Co-Invest II LP	

(signed) "Adam Waterous"
Adam Waterous, President & Director

CERTIFICATE OF WEF OSUM CO-INVEST III LP

DATED: March 2, 2021.		
On behalf of WEF Osum III GP Ltd., as the general p	artner of WEF Osum Co-Invest III LP	
(signed) "Adam Waterous" Adam Waterous, Director	(signed) "James Gordon Flatt" James Gordon Flatt, Director	

The Depositary and Information Agent for the Offer is:

Kingsdale Advisors

By Registered Mail or Courier:

Kingsdale Advisors Exchange Tower 130 King Street West, Suite 2950 Toronto, Ontario M5X 1E2

Toll Free (within North America): 1-866-581-0506 Call Collect (outside North America): 1-416-867-2272 E-Mail: contactus@kingsdaleadvisors.com

Questions and requests for assistance may be directed to the Depositary and Information Agent at the telephone numbers and locations set out above.