

CANADA ENERGY PARTNERS INC.

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual Meeting (the "Meeting") of Shareholders of **CANADA ENERGY PARTNERS INC.** (the "Corporation") will be held at Suite 1500, 885 West Georgia Street, Vancouver, British Columbia, on Wednesday, the 28th day of October, 2009, at 10:00 a.m. (Vancouver time), for the following purposes:

1. to receive the audited financial statements of the Corporation for the fiscal year ended April 30, 2009, together with the report of the Auditors thereon;
2. to appoint D&H Group LLP, Chartered Accountants as auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration;
3. to determine the number of directors at five;
4. to elect directors for the ensuing year;
5. to ratify, confirm and approve the Corporation's Amended Stock Option Plan, as more particularly described in the accompanying Information Circular; and
6. to transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Accompanying this Notice of Meeting are an Information Circular, a form of proxy and a Request for Financial Statements Form. The accompanying Information Circular provides information relating to the matters to be addressed at the Meeting and is incorporated into this Notice.

Shareholders are entitled to vote at the Meeting either in person or by proxy. Those who are unable to attend the Meeting are requested to read, complete, sign and mail the enclosed form of proxy in accordance with the instructions set out in the form of proxy and in the Information Circular accompanying this Notice. Please advise the Corporation of any change in your mailing address.

Only holders of common shares of record at the close of business on September 23, 2009 will be entitled to vote at the Meeting.

DATED at Vancouver, British Columbia, this 23rd day of September, 2009.

BY ORDER OF THE BOARD OF DIRECTORS

"Benjamin Jones" (signed)

Benjamin Jones
President and Chief Executive Officer