



**ADDENDUM TO MANAGEMENT INFORMATION CIRCULAR DATED MAY 12, 2009
ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON JUNE 25, 2009
SOLICITATION OF PROXIES**

This addendum ("Addendum") replaces the section entitled "Statement Of Executive Compensation" contained in the Management Information Circular dated May 12, 2009 ("Circular") and is furnished in connection with the solicitation of proxies by the management of CGX ENERGY INC. (the "Corporation") for use at the Annual and Special Meeting of Shareholders (the "Meeting") of the Corporation to be held at the Toronto Board of Trade, 1 First Canadian Place, Toronto, ON, on June 25, 2009 at the hour of 4:00 o'clock in the afternoon, for the purposes set out in the Notice of Meeting, and at any adjournment or adjournments thereof. Except to the extent otherwise herein stated, all information set forth herein is given as of May 12, 2009.

This addendum updates and replaces only the section entitled "Statement Of Executive Compensation" on pages 3 to 5 of the Circular. All other matters and procedures described in the Circular remain unaffected.

COMPENSATION OF EXECUTIVE OFFICERS

For the purposes of this Addendum, a Named Executive Officer of the Corporation means each of the following:

- (a) a chief executive officer ("CEO") of the Corporation;
- (b) a chief financial officer ("CFO") of the Corporation;
- (c) each of the Corporation's three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000, as determined in accordance with subsection 1.3(6) of Form 51-102F6, for that financial year; and
- (d) each individual who would be a Named Executive Officer under paragraph (c) above but for the fact that the individual was neither an executive officer of the Corporation, nor acting in a similar capacity, at the end of that financial year.

The Corporation currently has the following four Named Executive Officers: Kerry Sully, President and CEO, James Fairbairn, CFO, Warren Workman, Vice President Exploration, and Dr. Edris Dookie, President of ON Energy Inc., a subsidiary of the Corporation and a Director of CGX Resources Inc.

Compensation Discussion and Analysis

The compensation committee (the "Compensation Committee") of the board of directors of the Corporation (the "Board of Directors") is responsible for ensuring that the Corporation has in place an appropriate plan for executive compensation and for making recommendations to the Board of Directors with respect to the compensation of the Corporation's executive officers. The Compensation Committee ensures that total compensation paid to all Named Executive Officers is fair and reasonable and is consistent with the Corporation's compensation philosophy.

Compensation plays an important role in achieving short and long-term business objectives that ultimately drive business success. The Corporation's compensation philosophy is to foster entrepreneurship at all levels of the organization through, among other things, the granting of stock options, a significant component of executive compensation. This approach is based on the assumption that the performance of the Corporation's common share price over the long term is an important indicator of long term performance.

The Corporation's compensation philosophy is based on the following fundamental principles:

1. *Compensation programs align with shareholder interests* – the Corporation aligns the goals of executives with maximizing long term shareholder value;
2. *Performance sensitive* - compensation for executive officers should be linked to operating and market performance of the Corporation and fluctuate with the performance; and
3. *Offer market competitive compensation to attract and retain talent* – the compensation program should provide market competitive pay in terms of value and structure in order to retain existing employees who are performing according to their objectives and to attract new individuals of the highest caliber.
4. The objectives of the compensation program in compensating all Named Executive Officers were developed based on the above-mentioned compensation philosophy and are as follows:
 - to attract and retain highly qualified executive officers;
 - to align the interests of executive officers with shareholders' interests and with the execution of the Corporation business strategy;
 - to evaluate executive performance on the basis of key measurements that correlate to long-term shareholder value; and
 - to tie compensation directly to those measurements and rewards based on achieving and exceeding predetermined objectives.

Competitive Compensation

Aggregate compensation for each Named Executive Officers is designed to be competitive. The Compensation Committee reviews compensation practices of similarly situated companies in determining compensation policy. Although the Compensation Committee reviews each element of compensation for market competitiveness, and it may weigh a particular element more heavily based on the Named Executive Officer's role within the Corporation, it is primarily focused on remaining competitive in the market with respect to total compensation.

The Compensation Committee surveyed the compensation paid to other executives within a peer group of companies comprised of Petrominerales Ltd., Petrolifera Petroleum Limited, Candax Energy Inc., and Fronteer Development Group Inc. (the "Peer Companies") in order to establish compensation packages that were both competitive and appropriate to the Corporation's situation. The purpose of this process is to:

- understand the competitiveness of current pay levels for each executive position relative to companies with similar revenues and business characteristics;
- identify and understand any gaps that may exist between actual compensation levels and market compensation levels; and
- establish as a basis for developing salary adjustments and short-term and long-term incentive awards for the Compensation Committee's approval.

Aligning the Interests of the Named Executive Officers with the Corporation's Shareholders

The Corporation believes that transparent, objective and easily verified corporate goals, combined with individual performance goals, play an important role in creating and maintaining an effective compensation strategy for the Named Executive Officers.

A combination of fixed variable compensation is used to motivate executives to achieve overall corporate goals. For the financial year ended December 31, 2008, the three basic components of the executive officer compensation program were fixed consulting fees, annual incentive payments in the form of cash bonuses and option based compensation.

Fixed consulting fees comprises a portion of the total cash-based compensation; however, annual incentives and option based compensation represent compensation that is "at risk" and thus are determined in accordance with the subjective factors set out below. To date, no specific formula has been developed to assign a specific weighting to each of these components. Instead, the Board of Directors considers each performance target and the Corporation's performance and assigns compensation based on this assessment and the recommendations of the Compensation Committee.

Base Salary/Consulting Fees

The Compensation Committee and the Board of Directors approve the compensation for the Named Executive Officers. The review for each Named Executive Officer is based on assessment of factors such as current competitive market conditions, compensation levels within the Peer Companies and particular skills, such as leadership ability and management effectiveness, experience, responsibility and proven or expected performance of the particular individual. The Corporation believes the type, mix and quantum of compensation paid to its Named Executive Officers is consistent with that of the Peer Companies based on its assessment of the compensation provided to similar executives at the Peer Companies and taking into account the fact that the Corporation is in the development stage and currently has no revenues. For the financial year ended December 31, 2008, all Named Executive Officers were paid consulting fees. As discussed below, the Corporation has never awarded any annual incentives by way of cash bonuses.

Annual Incentives

The Corporation did not during the financial year ended December 31, 2008 and has never awarded any annual incentives by way of cash bonuses. However, the Corporation, in its discretion, may award such incentives in the form of options in order to motivate executives to achieve short term corporate goals. The Compensation Committee and the Board of Directors approve annual incentives.

The determination of annual incentives for each of the Named Executive Officers is subjective, however the Compensation Committee assesses each Named Executive Officer's performance on the basis of his respective contribution to the achievement of corporate objectives, as well as to needs of the Corporation that arise on a day to day basis. This assessment is used by the Compensation Committee in developing its recommendations to the Board of Directors with respect to the determination of annual incentives for the Named Executive Officers. Where the Compensation Committee cannot unanimously agree, the matter is referred to the Board of Directors for decision. The Board of Directors relies heavily on the recommendations of the Compensation Committee in granting annual incentives.

Long Term Compensation

The Corporation currently has no long term incentive plans, other than stock options granted from time to time by the Board of Directors under the provisions of the Corporation's stock option plan. For a discussion of the significant terms of the Corporation's stock option plan, please see discussion under "Item 3 - Stock Option Plan" in the Circular.

Option-Based Awards (Equity Incentive Plan)

In addition to previous option grants, the Compensation Committee assesses each Named Executive Officer's performance on the basis of his respective contribution to the achievement of any corporate objectives, as well as to needs of the Corporation that arise on a day to day basis. This assessment is used by the Compensation Committee in developing its recommendations to the Board of Directors with respect to the determination of option grants for the Named Executive Officers. Where the Compensation Committee cannot unanimously agree, the matter is referred to the Board of Directors for decision.

SUMMARY COMPENSATION TABLE FOR NAMED EXECUTIVE OFFICERS

The following table sets out the compensation for services in all capacities to the Corporation in respect of (a) the Corporation's CEO and CFO, and (b) the most highly compensated individuals, other than the CEO and CFO and whose total compensation for the financial year ended December 31, 2008 exceeded \$150,000. The compensation paid to such individuals (collectively, the "Named Executive Officers") is set out, in each case, for services rendered during the financial year ended December 31, 2008.

Unless otherwise noted, none of the persons depicted in the table received any share-based awards, non-equity long-term incentive plan compensation or deferred compensation earnings during the financial year ended December 31, 2008.

At any time during the financial year ended December 31, 2008, none of the options that are included in the following table, were adjusted, amended, cancelled, replaced or significantly modified as determined in accordance with section 3870 of the CICA Handbook that did not equally affect all holders of the class of securities underlying the options and that did not occur through a pre-existing formula or mechanism in the plan or award that results in periodic adjustment of the option exercise or base price, an anti-dilution provision in a plan or award, or a recapitalization or other similar transaction.

During the financial year ended December 31, 2008, none of the Named Executive Officers in the table elected to exchange any compensation awarded to, earned by, paid to, or payable to the Named Executive Officer under a program that would allow the Named Executive Officer to receive awards, earnings, payments, or payables in another form.

The Corporation confirms that there was no re-pricing or other significant changes to the terms of any share-based or option-based award program during the most recently completed financial year or in any prior years.

There were no bonuses earned for the year ended December 31, 2008 or in any prior year and there are no bonuses payable in 2009.

The following table sets forth the annual and long term compensation for services rendered to the Corporation paid and payable for the financial year of the Corporation ended December 31, 2008, in respect of the Named Executive Officers.

Name and Principal Position	Fiscal Year Ending	Salary (\$)	Share-based awards (\$)	Option-based awards (\$) ⁽¹⁾	Non-Equity Incentive Plan Compensation		Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans (\$)	Long-Term Incentive Plans (\$)			
(a)	(b)	(c)	(d)	(e)	(f1)	(f2)	(g)	(h)	(i)
Kerry Sully President, CEO and Director	2008	Nil	Nil	1,000,000	Nil	Nil	Nil	240,000 ⁽²⁾	1,240,000
James Fairbairn Chief Financial Officer	2008	Nil	Nil	400,000	Nil	Nil	Nil	120,000 ⁽³⁾	520,000
Warren Workman Vice President, Exploration	2008	Nil	Nil	1,000,000	Nil	Nil	Nil	227,000 ⁽⁴⁾	1,227,000
Edris Dookie, President, ON Energy Inc. and Director, CGX Resources Inc.	2008	Nil	Nil	1,400,000	Nil	Nil	Nil	175,000 ⁽⁵⁾	1,575,000

Notes:

1. The Corporation has chosen to utilize the Black-Scholes model for determining the "grant date fair value" as the Corporation believes it is the most accepted model for determining such calculations and this amount is also reflected in the Corporation's financial statements. On April 11, 2008, the Corporation granted a total of 1,900,000 options to the Named Executive Officers exercisable at a price of \$2.70 for a period of five years. The "grant date fair value" for the options granted in 2008 was \$2.00. The Corporation has calculated the "grant date fair value" amounts in column (e) using the Black-Scholes model, a mathematical valuation model that ascribes a value to a stock option based on a number of factors in valuing the option-based awards, including the exercise price of the option, the price of the underlying security on the date the option was granted, and assumptions with respect to the volatility of the price of the underlying security and the risk-free rate of return. The fair value of the options granted in 2008 was based on the Black-Scholes option pricing model, using the following assumptions: i) risk-free interest rate of 3.09%; ii) expected life of 5 years; iii) expected volatility of 96.3% and iv) dividend yield of 0%. Although the amounts disclosed in this column reflect the accounting fair value of the award in accordance with Section 3870 of the Canadian Institute of Chartered Accountants Handbook, as at December 31, 2008 the options granted in 2008 were "out-of-the-money".
2. Kerry Sully, President and CEO is paid a monthly consulting fee of \$20,000. Mr. Sully was not paid any compensation for his services as a Director of the Corporation.
3. James Fairbairn, CFO is paid a monthly consulting fee of \$10,000. At such times as Mr. Fairbairn is travelling on behalf of the Corporation, he receives a per diem of US\$500.
4. Warren Workman, Vice President Exploration is paid a daily consulting fee of \$1,200.
5. Dr. Edris Dookie, President ON Energy is paid a monthly consulting fee of US\$10,000. The amount shown has been converted to CDN\$ using an average exchange rate of 1.075. At such times as Mr. Dookie is travelling on behalf of the Corporation, he receives a per diem of US\$500.

Named Executive Officers Employment Agreements

The Corporation does not have any employment or consulting agreements in place. The Corporation confirms that there are no new actions, decisions or policies made by the Corporation after December 31, 2008 that could affect a reasonable person's understanding of a Named Executive Officer's compensation for the most recently completed financial year. In respect of the monthly consulting fees paid to James Fairbairn, the fees are paid to a management consulting company that is controlled by Mr. Fairbairn.

INCENTIVE PLAN AWARDS

The following table sets forth certain information, in relation to the Named Executive Officers, regarding option-based awards outstanding as of the end of the financial year of the Corporation ended December 31, 2008. None of the persons included in the table held any share-based awards as at December 31, 2008.

Name	Option-Based Awards				Share-Based Awards	
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-the-Money Options (\$)	Number of Shares or Units of Shares that have not Vested (#)	Market or Payout Value of Share-Based Awards that have not Vested (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)
Kerry Sully	500,000	2.70	April 11, 2013	Nil	Nil	Nil
	275,000	1.20 ⁽¹⁾	July 13, 2012	Nil	Nil	Nil
	200,000	0.365 ⁽¹⁾	June 29, 2011	30,000	Nil	Nil
	200,000	0.70 ⁽¹⁾	June 30, 2010	Nil	Nil	Nil
	40,000	0.65 ⁽¹⁾	January 31, 2010	Nil	Nil	Nil
	300,000	0.80 ⁽¹⁾	September 7, 2009	Nil	Nil	Nil
James Fairbairn	200,000	2.70	April 11, 2013	Nil	Nil	Nil
	100,000	1.24 ⁽¹⁾	August 7, 2012	Nil	Nil	Nil
	100,000	1.20 ⁽¹⁾	July 13, 2012	Nil	Nil	Nil
	150,000	0.365 ⁽¹⁾	June 29, 2011	22,500	Nil	Nil
	50,000	0.70 ⁽¹⁾	June 30, 2010	Nil	Nil	Nil
	25,000	0.65 ⁽¹⁾	January 31, 2010	Nil	Nil	Nil
Warren Workman	100,000	0.80 ⁽¹⁾	September 7, 2009	Nil	Nil	Nil
	500,000	2.70	April 11, 2013	Nil	Nil	Nil
	275,000	1.20 ⁽¹⁾	July 13, 2012	Nil	Nil	Nil
	200,000	0.365 ⁽¹⁾	June 29, 2011	30,000	Nil	Nil
	150,000	0.70 ⁽¹⁾	June 30, 2010	Nil	Nil	Nil
	50,000	0.65 ⁽¹⁾	January 31, 2010	Nil	Nil	Nil
Edris Dookie	150,000	0.80 ⁽¹⁾	September 7, 2009	Nil	Nil	Nil
	700,000	2.70	April 11, 2013	Nil	Nil	Nil
	275,000	1.20 ⁽¹⁾	July 13, 2012	Nil	Nil	Nil
	50,000	0.70 ⁽¹⁾	June 30, 2010	Nil	Nil	Nil
	25,000	0.65 ⁽¹⁾	January 31, 2010	Nil	Nil	Nil

Note:

1. Amount shown in column (c) US dollars. Amount shown in column (e) has been calculated based on the December 31, 2008 closing price of \$0.63 using a conversion rate of 1.2246.

The following table sets forth certain information, in relation to the Named Executive Officers, regarding the value vested or earned in connection with incentive plan awards during the financial year of the Corporation ended December 31, 2008. None of the persons included in the table held any share-based awards.

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)
Kerry Sully	1,000,000	Nil	Nil
James Fairbairn	400,000	Nil	Nil
Warren Workman	1,000,000	Nil	Nil
Edris Dookie	1,400,000	Nil	Nil

PENSION PLAN BENEFITS

There are no pension plan benefits in place for the Named Executive Officers.

DEFERRED COMPENSATION PLANS

The Corporation has no deferred compensation plan.

TERMINATION AND CHANGE OF CONTROL BENEFITS

The Corporation does not have in place any pension or retirement plan. The Corporation has not provided compensation, monetary or otherwise, during the preceding fiscal year, to any person who now acts or has previously acted as a Named Executive Officer of the Corporation, in connection with or related to the retirement, termination or resignation of such person and the Corporation has provided no compensation to such persons as a result of a change of control of the Corporation, its subsidiaries or affiliates. The Corporation is not party to any compensation plan or arrangement with Named Executive Officers resulting from the resignation, retirement, the termination of employment of such person or any corporate change in control. If a severance payment triggering event had occurred on December 31, 2008, the severance payments that would be payable to each of the Named Executive Officers would be nil.

Name	Termination by the Company (\$)
Kerry Sully	Nil
James Fairbairn	Nil
Warren Workman	Nil
Edris Dookie	Nil

DIRECTOR COMPENSATION TABLE

The following table sets out all amounts of compensation provided to the directors of the Corporation (excluding directors who were also a Named Executive Officer) for the financial year ended December 31, 2008.

Name⁽¹⁾	Fees Earned (\$)	Share-based awards (\$)	Option-based awards (\$)⁽²⁾	Non-equity incentive plan compensation (\$)	Pension Value (\$)	All Other Compensation (\$)	Total (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Denis Clement	Nil	Nil	600,000	Nil	Nil	129,000 ⁽³⁾	729,000
John Cullen	45,000	Nil	200,000	Nil	Nil	11,000	256,000
Adrian Jackson	45,000	Nil	200,000	Nil	Nil	Nil	245,000
Oliver Lennox-King	45,000	Nil	200,000	Nil	Nil	Nil	245,000

Notes:

1. This director compensation table does not include information for Kerry Sully who is a director and a Named Executive Officer. Mr. Sully was not paid any compensation for his services as a director for the financial year ended December 31, 2008.
2. The Corporation has chosen to utilize the Black-Scholes model for determining the "grant date fair value" as the Corporation believes it is the most accepted model for determining such calculations and this amount is also reflected in the Corporation's financial statements. On April 11, 2008, the Corporation granted a total of 1,100,000 options to the Directors exercisable at a price of \$2.70 for a period of five years. The "grant date fair value" for the options granted in 2008 was \$2.00. The Corporation has calculated the "grant date fair value" amounts in column (d) using the Black-Scholes model, a mathematical valuation model that ascribes a value to a stock option based on a number of factors in valuing the option-based awards, including the exercise price of the option, the price of the underlying security on the date the option was granted, and assumptions with respect to the volatility of the price of the underlying security and the risk-free rate of return. The fair value of the options granted in 2008 was based on the Black-Scholes option pricing model, using the following assumptions: i) risk-free interest rate of 3.09%; ii) expected life of 5 years; iii) expected volatility of 96.3% and iv) dividend yield of 0%. Although the amounts disclosed in this column reflect the accounting fair value of the award in accordance with Section 3870 of the Canadian Institute of Chartered Accountants Handbook, as at December 31, 2008 the options granted in 2008 were "out-of-the-money".
3. Denis Clement is paid a consulting fee of US\$10,000 per month. The amount shown has been converted to CDN\$ by using an average exchange rate of 1.075.

The Corporation does not have any programs in place to make donations to charitable institutions in a director's name, payable currently or upon a designated event such as the retirement or death of the director.

DIRECTOR INCENTIVE PLAN AWARDS

The following table sets forth certain information, in relation to the directors, regarding share-based and option-based awards outstanding as of the end of the financial year of the Corporation ended December 31, 2008.

Name	Option-Based Awards				Share-Based Awards	
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-the-Money Options (\$)	Number of Shares or Units of Shares that have not Vested (#)	Market or Payout Value of Share-Based Awards that have not Vested (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)
Denis Clement	300,000	2.70	April 11, 2013	Nil	Nil	Nil
	275,000	1.20 ⁽¹⁾	July 13, 2012	Nil	Nil	Nil
	200,000	0.365 ⁽¹⁾	June 29, 2011	30,000	Nil	Nil
	200,000	0.70 ⁽¹⁾	June 30, 2010	Nil	Nil	Nil
	40,000	0.65 ⁽¹⁾	January 31, 2010	Nil	Nil	Nil
	150,000	0.80 ⁽¹⁾	September 7, 2009	Nil	Nil	Nil
John Cullen	100,000	2.70	April 11, 2013	Nil	Nil	Nil
	175,000	1.24 ⁽¹⁾	August 7, 2012	Nil	Nil	Nil
	100,000	1.20 ⁽¹⁾	July 13, 2012	Nil	Nil	Nil
	200,000	0.365 ⁽¹⁾	June 29, 2011	30,000	Nil	Nil
	150,000	0.70 ⁽¹⁾	June 30, 2010	Nil	Nil	Nil
	40,000	0.65 ⁽¹⁾	January 31, 2010	Nil	Nil	Nil
	200,000	0.80 ⁽¹⁾	September 7, 2009	Nil	Nil	Nil
Adrian Jackson	100,000	2.70	April 11, 2013	Nil	Nil	Nil
	100,000	1.20 ⁽¹⁾	July 13, 2012	Nil	Nil	Nil
	200,000	0.365 ⁽¹⁾	June 29, 2011	30,000	Nil	Nil
	50,000	0.70 ⁽¹⁾	June 30, 2010	Nil	Nil	Nil
	200,000	0.65 ⁽¹⁾	January 31, 2010	Nil	Nil	Nil
	200,000	0.80 ⁽¹⁾	September 7, 2009	Nil	Nil	Nil
Oliver Lennox-King	100,000	2.70	April 11, 2013	Nil	Nil	Nil
	100,000	1.20 ⁽¹⁾	July 13, 2012	Nil	Nil	Nil
	200,000	0.365 ⁽¹⁾	June 29, 2011	30,000	Nil	Nil
	50,000	0.70 ⁽¹⁾	June 30, 2010	Nil	Nil	Nil
	40,000	0.65 ⁽¹⁾	January 31, 2010	Nil	Nil	Nil
	100,000	0.80 ⁽¹⁾	September 7, 2009	Nil	Nil	Nil
Note:						
1. Amount shown in column (c) US dollars. Amount shown in column (e) has been calculated based on the December 31, 2008 closing price of \$0.63 using a conversion rate of 1.2246.						

The following table sets forth certain information, in relation to the directors, regarding the value vested or earned in connection with incentive plan awards during the financial year of the Corporation ended December 31, 2008.

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)
Denis Clement	600,000	Nil	Nil
John Cullen	200,000	Nil	Nil
Adrian Jackson	200,000	Nil	Nil
Oliver Lennox-King	200,000	Nil	Nil