



OUTRIDER ENERGY CORP.

**NOTICE OF ANNUAL GENERAL MEETING
AND
MANAGEMENT INFORMATION AND PROXY INFORMATION CIRCULAR**

**for the
Annual General Meeting
to be held on
January 29, 2015**

Dated as of December 19, 2014

TABLE OF CONTENTS

MANAGEMENT INFORMATION AND PROXY INFORMATION CIRCULAR.....	1
PROXY INFORMATION.....	1
BENEFICIAL HOLDERS OF COMMON SHARES	2
RECORD DATE	3
VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES	4
QUORUM	4
BUSINESS TO BE ACTED UPON.....	4
Financial Statements	4
ELECTION OF DIRECTORS	5
APPOINTMENT OF AUDITOR.....	7
OTHER BUSINESS.....	7
EXECUTIVE COMPENSATION.....	8
COMPENSATION DISCUSSION AND ANALYSIS	9
SUMMARY COMPENSATION TABLE.....	10
INCENTIVE PLAN AWARDS	10
PENSION BENEFITS.....	11
TERMINATION AND CHANGE OF CONTROL BENEFITS	11
DIRECTOR COMPENSATION	11
SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS.....	11
INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS	11
INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS	12
MANAGEMENT CONTRACTS.....	12
CORPORATE GOVERNANCE DISCLOSURE.....	12
AUDIT COMMITTEE.....	15
ADDITIONAL INFORMATION	17
BOARD APPROVAL	17



Suite 1680, 200 Burrard Street
Vancouver, British Columbia
V6C 3L6

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting (the "Meeting") of the shareholders of Outrider Energy Corp. (the "Company") will be held at Suite 1680, 200 Burrard Street, Vancouver, British Columbia on January 29, 2015 at 10:00 a.m., Vancouver time, for the following purposes:

1. to receive the annual financial statements of the Company, together with the auditor's report thereon, for the fiscal year ended December 31, 2013;
2. to set the number of directors at five (5);
3. to elect directors to hold office for the ensuing year;
4. to appoint Ernst & Young LLP, Chartered Accountants, as auditor to hold office until the next annual meeting of shareholders at a remuneration to be fixed by the Board of Directors;
5. to approve by ordinary resolution the consolidation of the Company's issued common shares on the basis of one new common share for every twenty existing common shares, or such lower ratio as the directors may determine; and
6. to transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof.

If you are a *registered shareholder* of the Company and are unable to attend the Meeting in person, please date and execute the accompanying form of proxy for the Meeting and deposit it with Computershare Investor Services Inc. by fax within North America at 1-866-249-7775, or by mail or hand delivery at 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, Canada, before 10:00 a.m. (Vancouver time), on January 27, 2015, or no later than 48 hours (excluding Saturdays, Sundays and Holidays) before any adjournment of the Meeting.

If you are a *non-registered shareholder* of the Company and receive these materials through your broker or another intermediary, please complete and return the request for voting instructions in accordance with the instructions provided to you by your broker or such other intermediary.

DATED at Vancouver, British Columbia, this 19th day of December, 2014.

BY ORDER OF THE BOARD OF DIRECTORS

"David Doherty"
President and Chief Executive Officer

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

OUTRIDER ENERGY CORP.
Suite 1680, 200 Burrard Street
Vancouver, British Columbia V6C 3L6

MANAGEMENT INFORMATION AND PROXY INFORMATION CIRCULAR
(as at December 19, 2014 except as otherwise indicated)

This Management Information and Proxy Information Circular (the “**Information Circular**”) is provided in connection with the solicitation of proxies by the Management of Outrider Energy Corp. (the “**Company**”). The form of proxy which accompanies this Information Circular (the “**Proxy**”) is for use at the annual general meeting of the shareholders of the Company to be held on January 29, 2015 (the “**Meeting**”), at the time and place set out in the accompanying notice of Meeting (the “**Notice of Meeting**”).

The mailing address of the Company is Suite 1680 – 200 Burrard Street, Vancouver, B.C. The registered and records office of the Company is Suite 1200 – 750 West Pender Street, Vancouver, B.C. V6C 2T8.

All currency figures provided in the Information Circular are presented in Canadian dollars, unless otherwise stated.

The Company will bear the cost of this solicitation. The solicitation will be made by mail, but may also be made by telephone.

PROXY INFORMATION

APPOINTMENT OF PROXY

The persons named in the Proxy are directors and/or officers of the Company. **A registered shareholder who wishes to appoint some other person to serve as their representative at the Meeting may do so by striking out the printed names and inserting the desired person’s name in the blank space provided.**

The instrument appointing a proxyholder must be in writing and signed by the registered shareholder, or such registered shareholder’s attorney authorized in writing, or if the registered shareholder is a corporation, by the authorized representative or a duly authorized person behalf on of such corporation. An undated but executed proxy will be deemed to be dated the date of the mailing of the proxy. Registered Shareholders electing to submit a Proxy may do so by:

- (i) Completing, dating and signing the enclosed form of Proxy and returning it to the Company’s transfer agent, Computershare Investor Services Inc. (“Computershare”), by fax within North America at 1-866-249-7775, or by mail or hand delivery at 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, Canada;
- (ii) Using a touch-tone phone to transmit voting choices to the toll-free number given in the Proxy. Registered Shareholders who choose this option must follow the instructions of the voice response system and refer to the enclosed Proxy for the toll-free number, the holder’s account number and the Proxy Control Number; or
- (iii) Using the internet through the website of Computershare at www.investorvote.com. Registered Shareholders who choose this option must follow the instructions that appear on the screen and refer to the enclosed Proxy for the holder’s account number and the Proxy Control Number.

In all cases you should ensure that the Proxy is received by 10:00 a.m. (Vancouver time) on January 27, 2015, or no later than 48 hours (excluding Saturdays, Sundays and holidays) before any adjournment(s) of the Meeting, unless the Chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently.

Voting of Proxies

The shares represented by proxy in the enclosed form will be voted or withheld from voting by the designated holder in accordance with the direction of the registered shareholder appointing him. If there is no direction by the registered shareholder, those shares will be voted for all proposals set out in the Proxy and for the election of directors and the appointment of the auditors as set out in this Information Circular. The Proxy gives the person named in it the discretion to vote as such person sees fit on any amendments or variations to matters identified in the Notice of Meeting, or any other matters which may properly come before the Meeting.

At the time of printing of this Information Circular, the Management of the Company knows of no other matters which may come before the Meeting other than those referred to in the Notice of Meeting.

Revocation of Proxy

A registered shareholder of the Company may revoke a proxy by;

- (a) signing a proxy with a later date and delivering it at the time and place noted above;
- (b) signing and dating a written notice of revocation and delivering it to the registered office of the Company, or by transmitting a revocation by telephonic or electronic means, to the registered office of the Company, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment of it, at which the Proxy is to be used, or delivering a written notice of revocation and delivering it to the Chairman of the Meeting on the day of the Meeting or adjournment of it; or
- (c) attending the Meeting or any adjournment of the Meeting and registering with the scrutineer as a shareholder present in person.

Proxyholder Discretion

The enclosed form of proxy, when properly completed and delivered and not revoked, confers discretionary authority upon the proxyholders named therein with respect to amendments or variations of matters identified in the accompanying Notice of Meeting, and other matters not so identified which may properly be brought before the Meeting. If any amendment or variation or other matter comes before the Meeting, the persons named in the proxy will vote in accordance with their judgement on such amendment, variation or matter.

BENEFICIAL HOLDERS OF COMMON SHARES

The information set forth in this section is of significant importance to many shareholders, as a substantial number of shareholders do not hold common shares in their own name. Shareholders who hold their common shares through their brokers, intermediaries, trustees or other persons, or who otherwise do not hold their common shares in their own name (referred to herein as “**Beneficial Shareholders**”) should note that only proxies deposited by shareholders who appear on the records maintained by the Company’s registrar and transfer agent as registered holders of common shares will be recognized and acted upon at the Meeting. If common shares are listed in an account statement provided to a Beneficial Shareholder by a broker, then those common shares will, in all likelihood, *not* be

registered in the shareholder's name. Such common shares will more likely be registered under the name of the shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Ltd., which acts as nominee for many Canadian brokerage firms). In the United States, the vast majority of such common shares are registered under the name Cede & Co., the registration name for The Depository Trust Company, which acts as nominee for many United States brokerage firms. Common shares held by brokers (or their agents or nominees) on behalf of a broker's client can only be voted or withheld at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker's clients. **Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.**

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that common shares are voted at the Meeting. The form of instrument of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is substantially similar to the instrument of proxy provided directly to registered shareholders by the Company. However, its purpose is limited to instructing the registered shareholder (i.e., the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The vast majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions Inc. ("**Broadridge**") in Canada. Broadridge typically prepares a machine-readable voting instruction form, mails those forms to Beneficial Shareholders and asks Beneficial Shareholders to return the forms to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. **A Beneficial Shareholder who receives a Broadridge voting instruction form cannot use that form to vote common shares directly at the Meeting. The voting instruction forms must be returned to Broadridge (or instructions respecting the voting of common shares must otherwise be communicated to Broadridge) well in advance of the Meeting in order to have the common shares voted. If you have any questions respecting the voting of common shares held through a broker or other intermediary, please contact that broker or other intermediary for assistance.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting common shares registered in the name of his broker, a Beneficial Shareholder may attend the Meeting as proxyholder for the registered shareholder and vote the common shares in that capacity. **Beneficial Shareholders who wish to attend the Meeting and indirectly vote their common shares as proxyholder for the registered shareholder, should enter their own names in the blank space on the form of proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker.**

All references to shareholders in this Information Circular and the accompanying instrument of proxy and Notice are to registered shareholders of the Company as set forth on the list of registered shareholders of the Company as maintained by the registrar and transfer agent of the Company, Computershare, unless specifically stated otherwise.

RECORD DATE

As at the date of the accompanying Notice of Meeting, the Company's authorized capital consists of an unlimited number of common shares without nominal or par value, of which 29,442,351 common shares are issued and outstanding. All common shares in the capital of the Company carry the right to one vote.

The Board of Directors of the Company has fixed the close of business on December 19, 2014 as the record date for the purposes of determining the shareholders entitled to receive notice of the meeting.

Shareholders registered as at December 19, 2014 are entitled to attend and vote at the Meeting. Shareholders who wish to be represented by proxy at the Meeting must, to entitle the person appointed by the Proxy to attend and vote, deliver their Proxies at the place and within the time set forth in the notes to the Proxy.

Failure by any shareholder to receive the Notice of Meeting does not prevent the shareholder the right to vote at the meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

On the Record Date, there were 29,442,351 Common Shares issued and outstanding, each share carrying the right to one vote. Only Shareholders of record at the close of business on the Record Date will be entitled to vote in person or by Proxy at the Meeting or any adjournment thereof.

To the knowledge of the directors and executive officers of the Company, as of the date of this Information Circular, no one Shareholder beneficially owns or exercises control or direction over Common Shares carrying more than 10% of the votes attached to Common Shares, except for the following:

Name	Number of Common Shares Beneficially Owned Directly or Indirectly⁽¹⁾	Percentage of Common Shares Held
Bradley Windt	11,610,350	39.43%

Notes:

1. The above information was supplied to the Company by the shareholder and from the insider reports available at www.sedi.com

QUORUM

Under the Articles of the Company, subject to the special rights and restrictions attached to the shares of any class or series of shares, the quorum for the transaction of business at a meeting of shareholders is one person who is a shareholder, or who is otherwise permitted to vote shares of the Company at a meeting of shareholders pursuant to the Company's Articles, present in person or by proxy.

No business, other than the election of a chair of the meeting and the adjournment of the meeting, may be transacted at any meeting of shareholders unless a quorum of shareholders entitled to vote is present at the commencement of the meeting, but such quorum need not be present throughout the meeting.

BUSINESS TO BE ACTED UPON

Financial Statements

The shareholders will receive and consider the audited annual financial statements of the Company for the fiscal year ended December 31, 2013 together with the auditors' report thereon.

The financial statements of the Company have been posted to and are available for review on www.sedar.com.

ELECTION OF DIRECTORS

The directors of the Company are elected annually and hold office until the next annual general meeting of the shareholders or until their successors are elected or appointed, unless his office is earlier vacated. Management of the Company proposes to nominate the persons listed below for election as directors of the Company to serve until their successors are elected or appointed. In the absence of instructions to the contrary, Proxies given pursuant to the solicitation by the Management of the Company will be voted for the nominees listed in this Information Circular. Management does not contemplate that any of the nominees will be unable to serve as a director. The Company proposes to fix the number of directors of the Company at five (5) and to nominate the persons listed below for election as directors.

The following table sets out the names of the nominees for election as directors, the offices they hold within the Company, their occupations, the length of time they have served as directors of the Company, and the number of shares of the Company which each beneficially owns, directly or indirectly, or over which control or direction is exercised, as of the date of this Information Circular.

Name, province or state and country of residence and position, if any, held in the Company	Principal occupation during the past five years	Served as director of the Company since	Number of Common shares of the Company beneficially owned, directly or indirectly, or controlled or directed at present ⁽¹⁾
David Doherty British Columbia, Canada <i>President, Chief Executive Officer and Director</i>	President and founding shareholder of Inform Capital Corp. (2007 – Present); Inform Exploration Corp. President, CEO and Corporate Secretary, (September 14, 2010 – Present); CuOro Resources, Director, (June 14, 2010 – Present); Astur Gold Corp., formerly Dagilev Capital, Director (August 20, 2007 – April 2010); Saber Capital, President (June, 2013 – Present)	July 3, 2013	2,500,000
Donald Sharpe⁽²⁾ British Columbia, Canada <i>Director</i>	Black Springs Corp., President and Director (October 17, 2011 – Present); Tonga Petroleum Corp., Director (March 13, 2012 – Present); Abexco Inc., Director (June 15, 2012 – Present); Coronada Corp., President and Director (December 17, 2009 – May 7, 2012); Eden Energy Corp., President and Director (May 14, 2004 – July 23, 2012); UNX Energy Corp. (Formerly Universal Power Inc.), Director (February 27, 2008 – April 29, 2011)	July 3, 2013	2,500,000

Name, province or state and country of residence and position, if any, held in the Company	Principal occupation during the past five years	Served as director of the Company since	Number of Common shares of the Company beneficially owned, directly or indirectly, or controlled or directed at present ⁽¹⁾
John G. Proust British Columbia, Canada <i>Director</i>	Independent businessman and President of J. Proust & Associates Inc. (a consulting company), through which Mr. Proust is the founder of numerous public and private companies, including the Company, New Zealand Energy Corp. (director since 2010 and Chief Executive Officer since 2011), Southern Arc Minerals Inc. (director and Chief Executive Officer since 2004, Chairman since 2010), Canada Energy Partners Inc. (director and Chairman since 2006); Director, Chairman and Chief Executive Officer of Eagle Hill Exploration Corporation (since August 2013) and a director of American Potash Corp. (since March 2014).	December 17, 2007	583,465
Michael Arguijo⁽²⁾ Texas, United States of America <i>Director</i>	President of Sojen Petroleum Consulting; an independent petroleum engineering firm providing A&D evaluation, management/advisory and operations services.	July 3, 2013	500,000
Barry Loughlin⁽²⁾ British Columbia, Canada <i>Director</i>	Self-Employed Consultant – Financial and Accounting Advisory Services (March, 2011 – Present); Masonite International Corporation – Divisional Operations Manager (November, 2008 – September, 2010)	November 13, 2013	5,000

Notes:

1. The information as to principal occupation, business, or employment and common shares beneficially owned or controlled is not within the knowledge of the management of the Company and has been furnished by the respective nominees.
2. A member of the Audit Committee.

No proposed director is being elected under any arrangement or understanding between the proposed director and any other person or company.

Corporate Cease Trade Orders or Bankruptcies

No director or proposed director of the Company is, or within the ten years prior to the date of this Information Circular has been, a director or executive officer of any company, including the Company,

that while that person was acting in that capacity:

- (a) was the subject of a cease trade order or similar order or an order that denied the company access to any exemption under securities legislation for a period of more than 30 consecutive days; or
- (b) was subject to an event that resulted, after the director ceased to be a director or executive officer of the company being the subject of a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or
- (c) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Individual Bankruptcies

No director or proposed director of the Company has, within the ten years prior to the date of this Information Circular, become bankrupt or made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that individual.

Penalties or Sanctions

None of the proposed directors have been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority, has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable security holder making a decision about whether to vote for the proposed director.

APPOINTMENT OF AUDITOR

Auditor

Management intends to nominate Ernst & Young LLP (“EY”) of 700 West Georgia Street, 23rd Floor, Vancouver, British Columbia V7Y 1C7, for appointment as auditor of the Company at the Meeting at a remuneration to be fixed by the directors. The Board of Directors of the Company resolved on November 18, 2013 to appoint Ernst & Young as auditor of the Company, in place of D&H Group LLP (“D&H”).

There have been no reportable events between the Company and D&H and no modified opinions by D&H for the purposes of National Instrument 51-102 Continuous Disclosure Obligations (“NI 51-102”). A “reportable event” is defined in NI 51-102 as a disagreement, a consultation, or an unresolved issue with auditors. A copy of the Company’s reporting package with respect to the resignation of D&H and the appointment of EY as auditor of the Company, including the Notice of Change of Auditor, a letter from D&H and a letter from EY, is attached as Schedule “A” to this Information Circular.

SHARE CONSOLIDATION

Management proposes that the Company’s shareholders approve a share consolidation of the Company’s shares on a twenty for one basis (or on such lesser basis as may be necessary in order to meet Canadian Securities Exchange (the “**Exchange**”) requirements or as the directors determine in their sole discretion). Such a share consolidation would reduce the number of outstanding shares and the holdings of each shareholder on a twenty to one basis. The share consolidation is subject to the approval of the Exchange.

Management believes that consolidating the Company's issued share capital would be in the best interests of the Company.

In the opinion of Management, the share consolidation will improve the ability of the Company to attract additional equity financing and assist in the acquisition of new projects of merit.

NO FRACTIONAL SHARES WILL BE ISSUED. ANY FRACTIONS OF A SHARE WILL BE ROUNDED DOWN TO THE NEAREST WHOLE NUMBER OF COMMON SHARES. IMPLEMENTATION OF THE SHARE CONSOLIDATION DOES NOT HAVE AN EFFECT ON THE ACTUAL OR INTRINSIC VALUE OF THE BUSINESS OF THE COMPANY OR ON A SHAREHOLDER'S PROPORTIONAL OWNERSHIP IN THE COMPANY.

Shareholder Approval

Shareholders will be asked at the Meeting to approve with or without variation the following ordinary resolution:

- (a) subject to any necessary regulatory approval, the Board of Directors is hereby authorized to consolidate the total number of issued and outstanding common shares of the Company on the basis of one new common share for every twenty existing common shares issued and outstanding (or on such lesser basis as may be necessary in order to meet Canadian Securities Exchange requirements or as the directors determine in their sole discretion), with any resulting fractions being rounded down to the nearest whole number of common shares, and
- (b) the Board of Directors is hereby authorized, at any time in its absolute discretion, to determine whether or not to proceed with the above resolution without further approval, ratification or confirmation by the shareholders.

OTHER BUSINESS

As of the date of this Information Circular, management of the Company knows of no other matters to be acted upon at the Meeting. However, should any other matter properly come forward before the Meeting, the Common Shares represented by Proxy solicited hereby will be voted on such matters in accordance with the best judgment of the person(s) voting the Common Shares represented by the Proxy.

EXECUTIVE COMPENSATION

Named Executive Officers

During the financial year ended December 31, 2013, the Company had two Named Executive Officers (“NEOs”) being, David Doherty, President and Chief Executive Officer (“CEO”) and Richard Schroeder, Chief Financial Officer (“CFO”) of the Company.

“Named Executive Officer” means: (a) each CEO, (b) each CFO, (c) each of the three most highly compensated executive officers of the company, including any of its subsidiaries, 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; and (d) each individual who would be a NEO under (c) above but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year.

COMPENSATION DISCUSSION AND ANALYSIS

Compensation Discussion and Analysis

The Board of Directors' (the "**Board**") compensation program is designed to provide competitive levels of compensation, a significant portion of which is dependent upon individual and corporate performance and contribution to increasing shareholder value. The Board recognizes the need to provide a total compensation package that will attract and retain qualified and experienced executives as well as align the compensation level of each executive to that executive's level of responsibility. In general, a NEO's compensation is comprised of three components: base salary, incentive bonus plan and stock options.

The compensation package structures were ultimately determined by management.

Incentive bonuses, in the form of cash payments, are designed to add a variable component of compensation based on corporate and individual performances for executive officers and employees. There were no bonuses paid to executive officers or employees during the most recently completed financial year.

The Company has no other forms of compensation, although payments may be made from time to time to individuals or companies they control for the provision of consulting services. Such consulting services are paid for by the Company at competitive industry rates for work of a similar nature by reputable arm's length service providers.

Risk of Compensation Practices and Disclosure

The Board has not proceeded to a formal evaluation of the implications of the risks associated with the Company's compensation policies and practices. Risk management is a consideration of the Board when implementing its compensation program, and the Board does not believe that the Company's compensation program results in unnecessary or inappropriate risk taking including risks that are likely to have a material adverse effect on the Company.

Hedging Policy

The Company's NEOs and directors are not permitted to purchase financial instruments, including for greater certainty, prepaid variable forward contracts, equity swaps, collars or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director.

Share-Based and Option-Based Awards

The Company does not grant share-based awards. Stock options are granted to provide an incentive to the directors, officers, employees and consultants of the Company to achieve the longer-term objectives of the Company; to give suitable recognition to the ability and industry of such persons who contribute materially to the success of the Company; and to attract and retain persons of experience and ability, by providing them with the opportunity to acquire an increased proprietary interest in the Company. The Company awards stock options to its executive officers based upon the recommendation of the Board, which recommendation is based upon the Board's review of a proposal from the Chief Executive Officer. Previous grants of incentive stock options are taken into account when considering new grants.

The exercise price of the stock options granted is determined by the market price at the time of grant, less any allowable discount. Implementation of a new incentive stock option plan and amendments to the existing stock option plan are the responsibility of the Company's Board.

SUMMARY COMPENSATION TABLE

Set out below is a summary of compensation paid or accrued during the Company's three most recently completed financial years to the Company's NEOs.

Summary Compensation Table

Name and principal position	Year Ended	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			
David Doherty ⁽²⁾ President, CEO and Director	2013	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Richard Schroeder ⁽⁴⁾ CFO	2013	\$15,000	Nil	Nil	Nil	Nil	Nil	Nil	\$15,000
John G. Proust ⁽³⁾ Former President and former CEO	2013	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2012	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2011	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Brian Richardson ⁽⁵⁾ Former CFO	2013	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2012	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2011	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Julien François ⁽⁶⁾ Former CFO	2012	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2011	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

1. The determination of the fair value of option awards is based upon the Black-Scholes pricing model. The Company does not have any outstanding option-based awards granted to NEOs during the three most recently completed financial years.
2. David Doherty was President and CEO from July 3, 2013 to May 1, 2014, and was re-appointed as President and CEO on December 10, 2014. Philip Winner acted as President and CEO from May 1, 2014 to December 8, 2014.
3. John G. Proust resigned as President and Chief Executive Officer on July 3, 2013.
4. Richard Schroeder was appointed Chief Financial Officer on July 3, 2013
5. Brian Richardson was Chief Financial Officer from January 17, 2011 to July 3, 2013. Mr. Richardson was an employee of J. Proust & Associates Inc. Mr. Richardson was compensated in his capacity as CFO by J. Proust & Associates Inc.
6. On January 17, 2011, Julien Francois resigned as CFO and Brian Richardson was appointed in his place.

INCENTIVE PLAN AWARDS

Outstanding Share-Based Awards and Option-Based Awards

The Company does not have any share-based awards held by a NEO.

There are no outstanding option-based awards granted by the Company to the NEOs, as at the end of the most recently completed financial year.

Incentive Plan Awards (LTIP) Awards

The Company does not have any long-term incentive plans.

An LTIP means a plan providing compensation intended to motivate performance over a period greater than one fiscal year, but does not include option or stock appreciation rights plans or plans for compensation through shares or units that are subject to restrictions on resale.

PENSION BENEFITS

The Company does not have a pension plan that provides for payments or benefits to the NEOs at, following, or in connection with retirement.

TERMINATION AND CHANGE OF CONTROL BENEFITS

The Company has not entered into any other contract, agreement, plan or arrangement that provides for payments to a NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement a change in control of the Company or a change in an NEO's responsibilities.

DIRECTOR COMPENSATION

Other than compensation paid to the NEO's, no compensation was paid to directors in their capacity as directors of the Company or in their capacity as members of a committee of the board during the financial year ended December 31, 2013.

There are no outstanding options granted by the Company to the directors as at the end of the most recently completed financial year.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out information as at the end of the Company's most recently completed financial year with respect to compensation plans under which equity securities of the Company are authorized for issuance.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuances under equity compensation plan (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	Nil	Nil	Nil
Equity compensation plans not approved by security holders	Nil	Nil	Nil
Total	Nil	Nil	Nil

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Since the beginning of the most recently completed financial year, none of the directors, executive officers, employees, proposed nominees for election as directors or their associates have been indebted to the Company.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as disclosed below, since the commencement of the Company's most recently completed financial year, no informed person (a director, officer or holder of 10% or more of the Common Shares) or nominee for election as a director of the Company or any associate or affiliate of any informed person or proposed director had any interest in any transaction that has materially affected or would materially affect the Company or any of its subsidiaries.

The Company entered into an administrative services agreement effective April 1, 2008 with J. Proust & Associates Inc. ("JPA"), of Suite 1680, 200 Burrard Street, Vancouver, British Columbia V6C 3L6, pursuant to which it has agreed to pay JPA \$2,000 per month for administrative and other services to be provided to the Company. JPA is a private company wholly owned by John G. Proust, a director of the Company. During the most recently completed financial year, the Company paid \$24,000 to JPA.

MANAGEMENT CONTRACTS

Management functions of the Company are not to any substantial degree performed by anyone other than the directors or executive officers of the Company.

CORPORATE GOVERNANCE DISCLOSURE

National Instrument 58-101, *Disclosure of Corporate Governance Practices*, requires all reporting issuers to provide certain annual disclosure of their corporate governance practices with respect to the corporate governance guidelines (the "Guidelines") adopted in National Policy 58-201. These Guidelines are not prescriptive, but have been used by the Company in adopting its corporate governance practices. The Board and senior management of the Company consider good corporate governance to be an integral part of the effective and efficient operation of Canadian corporations. The Company's approach to corporate governance is set out below.

Board of Directors

The Board currently consists of five (5) members: David Doherty, Donald A. Sharpe, John G. Proust, Michael Arguijo and Barry Loughlin, and it is proposed that all five be nominated at the Meeting.

The Guidelines suggest that the board of directors of every reporting issuer should be constituted with a majority of individuals who qualify as "independent" directors under NI 52-110, which provides that a director is independent if he or she has no direct or indirect "material relationship" with the Company. The "material relationship" is defined as a relationship which could, in the view of the Company's Board, reasonably interfere with the exercise of a director's independent judgement. All of the current members of the Board are considered "independent" within the meaning of NI 52-110, except for David Doherty, who is the President and CEO of the Company.

The Board has a stewardship responsibility to supervise the management of and oversee the conduct of the business of the Company, provide leadership and direction to Management, evaluate Management, set policies appropriate for the business of the Company and approve corporate strategies and goals. The day-to-day management of the business and affairs of the Company is delegated by the Board to the CEO and the President. The Board will give direction and guidance through the President to Management and will keep Management informed of its evaluation of the senior officers in achieving and complying with goals and policies established by the Board.

The Board recommends nominees to the shareholders for election as directors. Immediately following each annual general meeting, the Board appoints an Audit Committee and an Audit Committee Chairperson. The Board establishes and periodically reviews and updates the Audit Committee mandates,

duties and responsibilities, elects a chairperson of the Board and establishes his or her duties and responsibilities, appoints the CEO, CFO and President of the Company and establishes the duties and responsibilities of those positions and on the recommendation of both the CEO and the President, appoints the senior officers of the Company and approves the senior Management structure of the Company.

The Board exercises its independent supervision over management by its policies that (a) periodic meetings of the Board be held to obtain an update on significant corporate activities and plans; and (b) all material transactions of the Company are subject to prior approval of the Board. The Board shall meet not less than three times during each year and will endeavour to hold at least one meeting in each fiscal quarter. The Board will also meet at any other time at the call of the President, or subject to the Articles of the Company, of any director.

The mandate of the Board, as prescribed by the *Business Corporations Act* (British Columbia), is to manage or supervise management of the business and affairs of the Company and to act with a view to the best interests of the Company. In doing so, the Board oversees the management of the Company's affairs directly and through its committees.

Meeting of the Board

The Board of Directors meets at least once each calendar quarter to review, among other things, the performance of the Company. Results are compared and measured against a previously established plan and performance of prior fiscal years. Other meetings of the Board of Directors will be called to deal with special matters, as circumstance require.

During the Company's fiscal year ended December 31, 2013, the Board of Directors met four times with an overall meetings attendance rate of 78%. The Audit Committees met four times with a meeting attendance rate of 92%. The independent directors did not hold an *in camera* session without management presence.

Board Mandate

The mandate of the Board of Directors is to manage or supervise the management of the business and affairs of the Company and to act with a view to the best interests of the Company. In doing so, the Board of Directors oversees the management of the Company's affairs directly and through the Audit Committee. In fulfilling its mandate, the Board of Directors, among other matter, is responsible for: (i) reviewing and approving the Company's overall business strategies; (ii) reviewing major strategic initiatives; (iii) reviewing and approving the reports and other disclosure issued to shareholders; and (iv) ensuring the effective operation of the Board of Directors.

At present, the Board of Directors has delegated the day-to-day management of the business and affairs of the Company to the executive officers of the Company. Generally, operations in the ordinary course or that are not in the ordinary course and do not exceed material levels of expenditures or commitment on the part of the Company have been delegated to management. Decisions relating to matters that are not in the ordinary course and that involve material expenditures or commitments on the part of the Company require prior approval of the Board of Directors. Any responsibility which is not delegated to management or a committee of the Board of Directors remains with the Board of Directors.

Directorships

The following directors of the Company are also directors of other reporting issuers as stated:

Director	Name of other reporting issuer
David Doherty	Rockshield Capital Corp. Saber Capital Corp.
John G. Proust	American Potash Corp. Canada Energy Partners Inc. Eagle Hill Exploration Corporation New Zealand Energy Corp. Southern Arc Minerals Inc.
Donald Sharpe	Black Springs Capital Corp. Oyster Oil and Gas Ltd. Q Investments Ltd. San Angelo Oil Limited
Michael Arguijo	San Angelo Oil Limited
Barry Loughlin	Q Investments Ltd. San Angelo Oil Limited

Orientation and Continuing Education

New Board members receive an orientation package which includes reports on operations and results, and public disclosure filings by the Company. Board meetings are sometimes held at the Company's offices and, from time to time, are combined with presentations by the Company's management to give the directors additional insight into the Company's business. In addition, Management makes itself available for discussion with all Board members.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of Management and in the best interests of the Company.

Nomination of Directors

The Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of view and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Company, this policy will be reviewed.

Compensation

The Company has a compensation and governance committee (the "Compensation & Governance Committee") comprising David Doherty, John G. Proust and Donald Sharpe, independent directors. The Compensation Committee has been established to:

(i) assess the Company's policies and practices respecting compensation of executive officers and directors of the Company and to advise the Board respecting the same; and

(ii) oversee the preparation of the Company's public disclosure regarding executive compensation practices.

The Board has not at this time implemented a written mandate or policy for the Compensation & Governance Committee.

Assessments

While no formal policy has been established to monitor the effectiveness of the directors, the Board of Directors work together to evaluate its effectiveness and that of the Audit Committee and of its individual directors on an ad-hoc basis.

Board Committees

The Board has no committees other than the Audit Committee and the Compensation & Governance Committee.

AUDIT COMMITTEE

The Company is required to have an audit committee comprised of not less than three directors, a majority of whom are not officers, control persons or employees of the Company or an affiliate of the Company.

Audit Committee Charter

The text of the audit committee's charter is attached as Schedule "B" to this Information Circular.

Composition of Audit Committee and Independence

National Instrument 52-110 *Audit Committees*, ("NI 52-110") provides that a member of an audit committee is "independent" if the member has no direct or indirect material relationship with the Company, which could, in the view of the Company's Board, reasonably interfere with the exercise of the member's independent judgment.

NI 52-110 provides that an individual is "financially literate" if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements. All of the members of the Company's audit committee are financially literate as that term is defined. The following sets out the members of the audit committee and their education and experience that is relevant to the performance of his responsibilities as an audit committee member.

The Company's current audit committee consists of Donald Sharpe, Barry Loughlin and Michael Arguijo. All three members are "independent" and "financially literate" (as such terms are defined in NI 52-110). The following sets out the education and experience of the current members of the Audit Committee that is relevant to the performance of his responsibilities as an Audit Committee member.

Relevant Education and Experience

Donald A. Sharpe – Mr. Sharpe is a Professional Geophysicist with over thirty years of experience in the oil and gas business. During that time Mr. Sharpe has gained wide experience in exploration, production, marketing, finance and the management of public companies. He has been a founder and director of a number of successful oil and gas companies in Canada, the United States and Africa. Mr. Sharpe received

a Bachelors of Science Degree in Geophysics from the University of British Columbia in 1981, a Certificate in Business Management from the University of Calgary in 1989 and graduated from the Banff School of Advanced Management in 1991. Mr. Sharpe is a member of the Association of Professional Engineers, Geologists and Geophysicists of Alberta and the Canadian Society of Exploration Geophysicists.

Barry Loughlin – Mr. Loughlin is a Chartered Professional Accountant. He provides consulting and advisory services providing guidance on business acquisitions and dispositions, systems implementation, budgeting, forecasting as well as general compliance services. Mr. Loughlin received a Bachelor of Commerce degree in Accounting and Finance from the University of British Columbia in 1983. In addition, Mr. Loughlin held an executive position in the finance department of a major construction material firm for over 22 years. His business experience will be relevant to his discharging of his responsibilities as a member of the audit committee.

Michael Arguijo - Mr. Arguijo is a Petroleum Engineer with over 24 years of experience in the oil and gas business. During his career Mr. Arguijo has served as an officer in a number of independent oil and gas companies with focuses on operations, A&D, and asset management. He also has significant background in reserves estimation and consulting. Currently Mr. Arguijo acts as a consultant and advisor for a number of clients involved in operations, asset development, and acquisitions/divestitures. Mr. Arguijo received a Bachelor of Science Degree in Petroleum Engineering from Texas A&M University in 1990. He is a member of the Society of Petroleum Engineers.

Audit Committee Oversight

Since the commencement of the Company's most recently completed financial year, the audit committee of the Company has not made any recommendations to nominate or compensate an external auditor which were not adopted by the Board of the Company.

Reliance on Certain Exemptions

Since the commencement of the Company's most recently completed financial year, the Company has not relied on:

- (a) the exemption in section 2.4 (*De Minimis Non-audit Services*) of NI 52-110; or
- (b) an exemption from NI 52-110, in whole or in part, granted under Part 8 (*Exemptions*).

Pre-Approval Policies and Procedures

The audit committee has not adopted any specific policies and procedures for the engagement of non-audit services.

Exemption in Section 6.1

The Company is a "venture issuer" as defined in NI 52-110 and is relying on the exemption in section 6.1 of NI 52-110 relating to Parts 3 (*Composition of Audit Committee*) and 5 (*Reporting Obligations*).

External Auditor Services Fees

The following table sets forth the fees paid by the Company to EY LLP, Chartered Accountants (2013) and D+H Group LLP, Chartered Accountants (2012), for services rendered in the last two fiscal years:

	2013	2012
Audit fees	\$20,000	\$6,182
Audit related fees	Nil	Nil
Tax fees	Nil	Nil
All other fees	Nil	nil
Total	\$20,000	\$6,182

Notes:

1. "Audit fees" includes fees necessary to perform the annual audit and quarterly reviews of the Company's financial statements; fees for review of tax provisions; accounting consultations on matters reflected in the financial statements; and, audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
2. "Audited related fees" include services that are traditionally performed by the auditor such as employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
3. "Tax fees" includes fees for all tax services other than those included in "Audit fees" and "Audit related fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
4. "All other fees" include all other non-audit services.

ADDITIONAL INFORMATION

Additional information relating to the Company may be found on SEDAR at www.sedar.com. Financial information about the Company is provided in the Company's comparative annual financial statements to December 31, 2013 a copy of which, together with Management's Discussion and Analysis thereon, can be found on the Company's SEDAR profile at www.sedar.com. Additional financial information concerning the Company may be obtained by any securityholder of the Company free of charge by contacting the Company, at Suite 1680 – 200 Burrard Street, Vancouver, British Columbia V6C 2T8 or (604) 696-9020.

BOARD APPROVAL

The contents of this Information Circular have been approved and its mailing authorized by the directors of the Company.

DATED at Vancouver, British Columbia, the 19th day of December, 2014.

ON BEHALF OF THE BOARD

"David Doherty"

David Doherty
President, Chief Executive Officer
and Director

Schedule "A"

Change of Auditor Reporting Package



NOTICE OF CHANGE OF AUDITOR

Pursuant to National Instrument 51-102

TO: D & H Group LLP, Chartered Accountants

AND TO: EY LLP, Chartered Accountants

AND TO: Canadian National Stock Exchange
British Columbia Securities Commission

November 18th, 2013

Dear Sirs/Mesdames:

Re: Notice Regarding Change of Auditor Pursuant to National Instrument 51-102

Notice is hereby given, pursuant to section 4.11 of National Instrument 51-102 – Continuous Disclosure Obligations (“NI 51-102”), of a change of auditor of Outrider Energy Corp. (the “Company”).

- (1) D & H Group LLP, Chartered Accountants (the “Former Auditor”) has resigned as auditor of the Company at the request of the Company, effective November 18th, 2013.
- (2) The Company’s Audit Committee has considered the Former Auditor’s resignation and has recommended that EY LLP, Chartered Accountants (the “Successor Auditor”) be appointed to fill the vacancy in the office of auditor created by the resignation of the Former Auditor until the next annual meeting of shareholders of the Company.
- (3) The Board of Directors of the Company has considered the Former Auditor’s resignation and the recommendation of the Audit Committee and has appointed the Successor Auditor as auditor of the Company to hold office until the next annual meeting of shareholders of the Company.
- (4) There were no reservations in the Former Auditor’s report on the financial statements of the Company for; (a) the two most recently completed financial years; or (b) for any period subsequent thereto for which an audit report was issued and preceding the effective date of resignation of the Former Auditor.
- (5) In the opinion of the Audit Committee and the Board of Directors of the Company, there are no reportable events as such term is defined in subparagraph 4.11(1) of NI 51-102.

OUTRIDER ENERGY CORP.

Per:

“Barry Loughlin”

Barry Loughlin
Chair of the Audit Committee

November 18, 2013

British Columbia Securities Commission
701 W. Georgia Street
P.O. Box 10142, Pacific Centre
Vancouver, BC
V7Y 1L2

Alberta Securities Commission
Suite 600, 250 - 5th Street SW
Calgary, AB
T2P 0R4

Ontario Securities Commission
20 Queen Street West, Suite 1903
Toronto, ON
M5H 3S8

Canadian National Stock Exchange
220 Bay Street, 9th Floor
Toronto, ON
M5J 2W4

Dear Sirs:

Re: Outrider Energy Corp. (the "Company")
Notice Pursuant to National Instrument 51-102
Change of Auditors ("Notice")

As required by National Instrument 51-102, we have read the information contained in the Notice dated November 18, 2013.

Based on our knowledge of such information at this date, we agree with the statements set out in the Notice.

Yours truly,

D&H GROUP LLP



Per: T.C. Hamar Ltd.

TCH/scc



Ernst & Young LLP
Pacific Centre
700 West Georgia Street
PO Box 10101
Vancouver, BC V7Y 1C7

Tel: +1 604 891 8200
Fax: +1 604 643 5422
ey.com

November 25, 2013

Canadian National Stock Exchange
British Columbia Securities Commission

Dear Sirs/Mesdames:

**Re: Outrider Energy Corp.
Change of Auditor Notice dated 2013/11/18**

Pursuant to National Instrument 51-102 (Part 4.11), we have read the above-noted Change of Auditor Notice and confirm our agreement with the information contained in the Notice pertaining to our firm.

Yours sincerely,

Ernst & Young LLP

cc: The Board of Directors, Outrider Energy Corp.

Schedule “B”

Charter of the Audit Committee of the Board of Directors of Outrider Energy Corp. (the “Company”)

Mandate

The primary function of the audit committee (“**Committee**”) is to assist the Board of Directors in fulfilling its financial oversight responsibilities by reviewing the following: (a) the financial reports and other financial information provided by the Company to regulatory authorities and shareholders; (b) the Company’s systems of internal controls regarding finance and accounting and the Company’s auditing, accounting; and (c) financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Company’s policies, procedures and practices at all levels. The Committee’s primary duties and responsibilities are to (i) serve as an independent and objective party to monitor the Company’s financial reporting and internal control system and review the Company’s financial statements; (ii) review and appraise the performance of the Company’s external auditors; (iii) provide an open avenue of communication among the Company’s auditors, financial and senior management and the Board of Directors; and (iv) to ensure the highest standards of business conduct and ethics.

Composition

The Committee shall be comprised of three directors as determined by the Board of Directors, each of whom shall be free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Committee.

At least one member of the Committee shall have accounting or related financial management expertise. All members of the Committee are financially literate. For the purposes of the Company’s Charter, the definition of “financially literate” is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company’s financial statements.

The members of the Committee shall be elected by the Board of Directors at its first meeting following the annual shareholders’ meeting. Unless a chair is elected by the full Board of Directors, the members of the Committee may designate a chair by a majority vote of the full Committee membership.

Meetings

The Committee shall meet at least four times annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least annually management and the external auditors in separate sessions.

Agendas, with input from management, shall be circulated to Committee members and relevant management personnel along with background information on a timely basis prior to the Committee meetings.

The CEO and CFO or their designate shall be available to attend at all meetings of the Committee upon invitation by the Committee.

Any employees as appropriate shall be available to attend and/or to provide information to the Committee upon invitation by the Committee.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

Documents/Reports Review

- a. Review and update this Charter annually.
- b. Review the Company's financial statements, MD&A, any annual and interim earning statements and press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion or review rendered by the external auditors.
- c. Review changes in accounting principles, or in their application, which may have a material impact on the current or future years' financial statements;
- d. Review significant accruals, reserves or other estimates such as any calculations of impairment;
- e. Review adjustments raised by external auditors, whether or not included in the financial statements;
- f. Review disclosure requirements for any commitments and contingencies;
- g. Review expenses incurred by the Chairman of the Board and the CEO of the Company. The Committee is to ensure that the CEO reviews and approves all expenses incurred by direct executive reports of the CEO; and
- h. Review any other matters required by law, regulation or stock exchange that the Committee feels are important or have been delegated by the Board.

External Auditors

The external auditors are the independent representatives of the shareholders, but the external auditors are also accountable to the Board and the Audit Committee. With respect to the activities of the external auditors, the Committee shall:

- a. Review annually the performance of the external auditors who shall be ultimately accountable to the Board of Directors and the Committee as representatives of the shareholders of the Company.
- b. Obtain annually a formal written statement of external auditors setting forth all relationships between the external auditors and the Company.

- c. Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.
- d. Take or recommend that the full Board of Directors take appropriate action to oversee the independence of the external auditors.
- e. Recommend to the Board of Directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.
- f. At each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.
- g. Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.
- h. Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.
- i. Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The preapproval requirement is waived with respect to the provision of non-audit services if:
 - i. the aggregate amount of all such non-audit services provided to the Company constitutes not more than 5% of the total amount of revenues paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided;
 - ii. such services were not recognized by the Company at the time of the engagement to be non-audit services; and
 - iii. such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Committee.

Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval such authority may be delegated by the Committee to one or more independent members of the Committee.

Financial Reporting Processes

- a. In consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external.
- b. Consider the external auditor's judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.
- c. Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management.

- d. Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.
- e. Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
- f. Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.
- g. Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.
- h. Review certification process for certificates.
- i. Establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Other

- a. Review any related party transactions.
- b. Review reports from persons regarding any questionable accounting, internal accounting controls or auditing matters (“Concerns”) relating to the Company such that:
 - i. an individual may confidentially and anonymously submit their Concerns to the Chairman of the Committee in writing, by telephone, or by e-mail;
 - ii. the Committee reviews as soon as possible all Concerns and addresses same as they deem necessary; and
 - iii. the Committee retains all records relating to any Concerns reported by an individual for a period the Committee judges to be appropriate.