

## FORM 51-102F3

### MATERIAL CHANGE REPORT

#### Item 1: Name and Address of Company

Outrider Energy Corp.  
Suite 3123, 595 Burrard Street  
Three Bentall Centre  
Vancouver, BC V7X 1J1  
Fax: 604 609-6144

#### Item 2: Date of Material Change

May 2, 2016

#### Item 3: News Release

A news release was disseminated on May 2, 2016 through the facilities of Stockwatch and Market News Publishing Inc and filed on SEDAR.

#### Item 4: Summary of Material Change

Outrider Energy Corp. (the “**Company**”) announced \$112,500 financing.

#### Item 5: Full Description of Material Change

The Company announced it has completed its previously announced non-brokered private placement of an aggregate 999,999 units (the “**Units**”) at a price of CDN\$0.1125 per Unit, for gross proceeds of CDN\$112,500 (the “**Offering**”). Each Unit is comprised of one common share of the Company and one transferable share purchase warrant (a “**Warrant**”). Each whole Warrant is exercisable into one additional common share at an exercise price of CDN\$0.15 per share until April 29, 2021.

The common shares and Warrants underlying the Units and any common shares acquired on exercise of the Warrants will be subject to a four month hold period from the date of the issuance.

The proceeds from the Offering will be used for general working capital.

Pursuant to the private placement, John Proust of Vancouver, British Columbia, President & CEO of Outrider Energy, purchased 333,333 Units in consideration for CDN\$37,500. The Units he acquired consist of 333,333 common shares of the Company which represents approximately 13.48% of the issued and outstanding shares on an undiluted basis, and 333,333 Warrants, which together with the 333,333 common shares and assuming full exercise of the Warrants, represent approximately 23.76% of the issued and outstanding shares on a partially diluted basis assuming that no other common shares of the Company are issued. As a result of the foregoing acquisition (assuming full exercise of the acquired Warrants) and including his existing holding of 29,123 common shares, Mr. Proust would own and/or control a total of 695,789 common shares of the Company representing 24.80% of the issued and outstanding shares on a partially diluted basis, assuming no further common shares of the Company have been issued.

Pursuant to the private placement, Donald Sharpe of Vancouver, British Columbia, purchased 333,333 Units in consideration for CDN\$37,500. The Units he acquired consist of 333,333 common shares of the Company which represents approximately 13.48% of the issued and outstanding shares on an undiluted basis, and 333,333 Warrants, which together with the 333,333 common shares and assuming full exercise

of the Warrants, represent approximately 23.76% of the issued and outstanding shares on a partially diluted basis assuming that no other common shares of the Company are issued. As a result of the foregoing acquisition (assuming full exercise of the acquired Warrants) and including full exercise of his existing 125,000 warrants, Mr. Sharpe would own and/or control a total of 791,666 common shares of the Company representing 27.02% of the issued and outstanding shares on a partially diluted basis, assuming no further common shares of the Company have been issued.

Pursuant to the private placement, 676541 BC Limited (a company controlled by Brad Windt) of Vancouver, British Columbia, purchased 333,333 Units in consideration for CDN\$37,500. As a result, Mr. Windt acquired ownership and/or control of 333,333 common shares of the Company which represents approximately 13.48% of the issued and outstanding shares on an undiluted basis, and 333,333 Warrants, which together with the 333,333 common shares and assuming full exercise of the Warrants, represents approximately 23.76% of the issued and outstanding shares on a partially diluted basis assuming that no other common shares of the Company are issued. Mr. Windt also owns and/or controls 102,500 shares and 257,500 warrants of the Company. As a result of the foregoing acquisition (assuming exercise of the acquired Warrants) and his existing holding of 102,500 common shares and full exercise of his existing 257,500 warrants, Mr. Windt would own and/or control a total of 1,026,666 common shares of the Company representing 33.52% of the issued and outstanding shares on a partially diluted basis assuming that no further common shares of the Issuer have been issued.

Mr. Proust, Mr. Sharpe, and 676541 BC Limited acquired the Units for investment purposes, and have no present intention to acquire further securities of the Company, although they may in the future participate in financings and/or acquire or dispose of securities of the Company in the market, privately or otherwise, as circumstances or market conditions warrant.

This information regarding ownership of common shares and warrants is being issued pursuant to Multilateral Instrument 62-103, and a report respecting the above private placement will be filed with the applicable securities commissions using the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) and will be available for viewing at [www.sedar.com](http://www.sedar.com) or by contacting Outrider Energy at 604.609.6131.

**Item 6: Reliance on subsection 7.1(2) of National Instrument 51-102**

N/A.

**Item 7: Omitted Information**

N/A.

**Item 8: Executive Officer**

The following executive officer of the Company is knowledgeable about the material change disclosed in this report and may be contacted as follows:

John Proust, President and Chief Executive Officer  
Telephone: (604) 609-6131

**Item 9: Date of Report**

May 2, 2016.