

**EARLY WARNING REPORT**  
**Pursuant to National Instrument 62-103**

**(a) Name and address of the offeror**

John Proust  
3738 Pine Crescent  
Vancouver, BC, V6J 4K3

**(b) Designation and number or principal amount of securities and the offeror's securityholding percentage in the class of securities of which the offeror acquired ownership or control in the transaction or occurrence giving rise to the obligation to file this report, and whether it was ownership or control that was acquired in those circumstances:**

Mr. Proust has acquired 333,333 units of Outrider Energy Corp. (the "**Issuer**") pursuant to a private placement. Each unit consists of one common share and one share purchase warrant (each a "**Warrant**"). Each Warrant entitles the holder thereof to purchase one common share of the Issuer for a period of five years at an exercise price of CDN\$0.15.

The units he acquired consist of 333,333 common shares of the Issuer 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 Issuer are issued.

**(c) Designation and number or principal amount of securities and the offeror's securityholding percentage in the class of securities immediately after the transaction or occurrence giving rise to the obligation to file this report:**

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 Issuer representing 24.80% of the issued and outstanding shares on a partially diluted basis, assuming no further common shares of the Issuer have been issued.

**(d) Designation and number or principal amount of securities and the percentage of outstanding securities of the class of securities referred to in paragraph (c) over which**

- (i) the offeror, either alone or together with any joint actors, has ownership and control,**
- (ii) the offeror, either alone or together with any joint actors, has ownership but control is held by other persons or companies other than the offeror or any joint actor, and**
- (iii) the offeror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership:**

All securities referred to in paragraph (c) are owned and controlled by Mr. Proust.

**(e) Name of the market in which the transaction or occurrence that gave rise to the obligation to file this report took place:**

The securities described in item (b) were acquired pursuant to a private placement and not through any market.

**(e.1) Value of any consideration offered per security if the offeror acquired ownership of a security in the transaction or occurrence giving rise to the obligation to file this report:**

333,333 units of the Issuer were acquired in a private placement for consideration in the amount of CDN\$37,500.

**(f) Purpose of the offeror and any joint actors in effecting the transaction or occurrence that gave rise to the obligation to file this report, including any future intention to acquire ownership of, or control over, additional securities of the reporting issuer:**

The securities acquired will be held for investment purposes. Mr. Proust may, depending on market and other conditions, increase or decrease his beneficial ownership of the Issuer's securities, whether in the open market, by privately negotiated agreements or otherwise, subject to a number of factors, including general market conditions and other available investment and business opportunities.

**(g) General nature and the material terms of any agreement, other than lending arrangements, with respect to securities of the reporting issuer entered into by the offeror, or any joint actor, and the issuer of the securities or any other entity in connection with the transaction or occurrence giving rise to the obligation to file this report, including agreements with respect to the acquisition, holding disposition or voting of any of the securities:**

Not applicable.

**(h) Names of any joint actors in connection with the disclosure required by this report:**

Not applicable.

**(i) In the case of a transaction or occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, the nature and value of the consideration paid by the offeror:**

The securities were acquired for consideration in the amount of CDN\$0.1125 per unit.

**(j) If applicable, a description of any change in any material fact set out in a previous report by the entity under the early warning requirements in respect of the reporting issuer's securities:**

Not applicable.

**(k) If applicable, a description of the exemption from securities legislation being relied on by the offeror and the facts supporting that reliance.**

Not applicable.

DATED: This 2nd day of May, 2016.

*"John Proust"*

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John Proust