



NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that a special meeting (the “**Meeting**”) of the holders of common shares of Outrider Energy Corp. (“**Outrider**”) will be held on May 29, 2017 at 10:00 a.m. (Vancouver time) at Suite 1200 - 750 West Pender Street, Vancouver, British Columbia, V6C 2T8 for the following purposes:

1. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution, approving the creation of special rights and restrictions to be attached to the Class A common shares of Outrider, as more particularly set forth in the accompanying Information Circular;
2. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution, approving the creation of special rights and restrictions to be attached to the Class B common shares of Outrider, as more particularly set forth in the accompanying Information Circular;
3. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution, approving a share exchange transaction (the “**Transaction**”) between Outrider, 0970831 B.C. Ltd. (“**Pinedale**”) and the shareholders of Pinedale, pursuant to which Outrider will acquire 100% of the issued and outstanding common shares of Pinedale in exchange for an aggregate amount of 100,000,000 shares of Outrider comprised of Class A common shares and Class B common shares of Outrider, as more particularly set forth in the accompanying Information Circular;
4. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution, approving Q Investment Ltd.’s participation in a private placement of Outrider, as more particularly set forth in the accompanying Information Circular;
5. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution, approving John Proust’s participation in a private placement of Outrider, as more particularly set forth in the accompanying Information Circular;
6. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution, approving J. Bradley Windt’s participation in a private placement of Outrider, as more particularly set forth in the accompanying Information Circular;
7. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution, approving the 2017 stock option plan, as more particularly set forth in the accompanying Information Circular; and
8. to transact such further or other business as may properly come before the Meeting or any adjournment or postponement thereof.

Also accompanying this Notice of Meeting is a form of proxy.

The Board of Directors of Outrider have fixed April 25, 2017 as the record date for the determination of shareholders of Outrider entitled to receive this Notice of Meeting and to attend and vote at the Meeting.

If you are a registered shareholder and are unable to attend the Meeting in person, please complete, sign, date and return the enclosed form of proxy. A proxy will not be valid unless the completed form of proxy is received by Computershare Trust Company of Canada, not later than 10:00 a.m. (Vancouver time) on May 25, 2017 or, if the Meeting is adjourned or postponed, at least 48 hours, excluding Saturdays and holidays, before any adjournment or postponement thereof at which the proxy is to be used, unless the chair of the Meeting elects to exercise his discretion to accept proxies deposited subsequently.

If you are a non-registered shareholder and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or such other intermediary. If you are a non-registered shareholder and do not complete and return the materials in accordance with such instructions, you may lose your right to vote at the Meeting, either in person or by proxy.

DATED at Vancouver, British Columbia, this 25th day of April, 2017.

ON ORDER OF THE BOARD OF DIRECTORS

“John G. Proust”

John G. Proust
President and Chief Executive Officer