

OUTRIDER ENERGY CORP.
FORM 2A
ANNUAL LISTING STATEMENT
FOR THE YEAR ENDED DECEMBER 31, 2014

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2. Corporate Structure

- 2.1 The name of the Corporation is Outrider Energy Corp. (“Outrider”, the “Corporation” or the “Company”). The Corporation’s office is located at Suite 3123, 595 Burrard Street, Vancouver, B.C., V7X 1J1. The registered and records office of the Corporation is located at Suite 1200- 750 West Pender Street, Vancouver, B. C. V6C 2T8.
- 2.2 The Company was incorporated pursuant to the Business Corporations Act (British Columbia) on December 17, 2007.
- 2.3 On May 13, 2014, the Corporation incorporated a wholly owned and controlled U.S. subsidiary, Outrider Energy (U.S.A), Inc. in Colorado, United States of America for the purpose of conducting business in the United States of America.
- 2.4 This section is not applicable.
- 2.5 This section is not applicable.

3. General Development of the Business

- 3.1 The principal business carried on and intended to be carried on by the Company is the acquisition and exploration of unproven resource interests.

The Company has considered a number of prospective investment opportunities focusing on U.S. proven dry gas assets with low cost undeveloped reserves. While a number of these projects showed promise initially, at the end of the analysis they were rejected on the basis that they were not in the long-term best interests of the Company and its shareholders. The Company expects to continue its search for viable opportunities in the future and to manage its cash balances as circumstances dictate to remain in a financially flexible position.

The Corporation was incorporated on December 17, 2007.

On October 6, 2008 the Company completed its initial public offering of 121,250 shares at a purchase price of \$2.00 per share for gross proceeds of \$242,500.

In July 2013, the Company closed a non-brokered private placement financing issuing 1,000,000 units at a price of \$1.05 per unit with gross proceeds of \$1,050,000. Those funds are available for potential investment opportunities, general corporate purposes and working capital.

In October 2013, the Company closed a second non-brokered private placement financing issuing 103,000 units of a price of \$5.00 per unit with gross proceeds of \$515,000. These funds are available for general corporate purposes and working capital.

On May 13, 2014, The Company incorporated a wholly owned and controlled U.S. subsidiary, Outrider Energy (U.S.A.), Inc. for the purpose of conducting business in the United States of America. At the present time, the Company is considering its investment opportunity with the intention of creating shareholders wealth.

On March 26, 2015, the Company consolidated its issued and outstanding common shares such that every 20 existing shares have been consolidated into a new share, resulting in the Company having

1,472,115 shares issued and outstanding. All comparative references to the number of shares, stock options, warrants, weighted average number of common shares and loss per share in this report have been restated to the 20-for-1 share consolidation.

3.2 This section is not applicable.

3.3 Management has considered a number prospective investment opportunities focusing on U.S. proven dry gas assets with low cost undeveloped reserves. While a number of these projects showed promise initially, at the end of the analysis they were rejected on the basis that they were not in the long-term best interests of the Company and its shareholders. The Company expects to continue its search for viable opportunities in 2014 and to manage its cash balances as circumstances dictate to remain in a financially flexible position.

Risks and uncertainties as well as forward-looking information are disclosed in the Company's annual management's discussion and analysis for the year ended December 31, 2014 which can be found on SEDAR website at www.sedar.com.

4. Narrative Description of the Business

4.1 General

(1) Description of business.

(a) Business Objectives

The business objective that the Company is expected to accomplish in the forthcoming 12-month period is the acquisition and exploration of unproven resource interests.

Management has considered a number prospective investment opportunities focusing on U.S. proven dry gas assets with low cost undeveloped reserves. While a number of these projects showed promise initially, at the end of the analysis they were rejected on the basis that they were not in the long-term best interests of the Company and its shareholders. The Company expects to continue its search for viable opportunities in the future and to manage its cash balances as circumstances dictate to remain in a financially flexible position.

(b) Milestones

The Company is actively searching for investment opportunities focusing on U.S. proven dry gas assets with low cost undeveloped reserves evaluating various potential opportunities in the resource sector.

The next significant milestone for the Company will be an acquisition transaction of a resource interest or other business. There is no guarantee that the Company will be successful in executing such a transaction and raising required financing on favourable terms.

(c) Funds available

As at May 4, 2015 the Company's working capital is approximately \$250,000. The Company will require additional capital to fund its future acquisitions and exploration programs as well as for

administrative purposes. If management is unable to obtain additional funding, the company may be unable to continue its operations.

(d) Use of available funds for the next 12 months

The Company currently spends approximately \$15,000/month on general and administrative activities. The Company currently does not have a project and its management is engaged on a part-time consulting basis. In the next 12 months the Company may acquire an interest in a project or business and hire additional staff at which time the expenditures will rise. The Company will require additional financing in the future and there is no guarantee that such financing can be obtained on favourable terms.

- (2) This section is not applicable
- (3) This section is not applicable
- (4) This section is not applicable
- (5) This section is not applicable
- (6) This section is not applicable
- (7) This section is not applicable
- (8) This section is not applicable

4.2 This section is not applicable.

4.3 This section is not applicable.

4.4 This section is not applicable.

5. Selected Financial Information

5.1 Annual Information

The following table provides a brief summary of the Company's financial operations for the past three years. The information was prepared in accordance with IFRS. For more detailed information, refer to the audited financial statements for the years ended December 31, 2014, 2013 and 2012 which can be found on the SEDAR website (www.sedar.com).

	2014	2013	2012
	\$	\$	\$
Total assets	333,384	1,190,518	4,200
Resource property interest	-	-	-
Total current liabilities	(37,001)	(35,610)	(158,120)
Total long-term financial liabilities	-	-	-
Total revenues	-	-	-
Net loss for the year	(866,552)	(424,029)	(53,108)
Total comprehensive loss for the year	(853,752)	(424,029)	(53,108)
Expenses	(858,525)	(431,807)	(53,451)
Basic and diluted loss per share	(0.03)	(0.03)	(0.01)
Cash dividends	-	-	-

5.2 Quarterly Information

The following is a summary of the Company's selected financial results for the eight most recently completed quarters. The information was prepared in accordance with IFRS.

	2014				2013			
	Q4 \$	Q3 \$	Q2 \$	Q1 \$	Q4 \$	Q3 \$	Q2 \$	Q1 \$
Total assets	333,384	470,141	770,225	1,008,122	1,190,518	1,093,176	4,755	1,972
Working capital	293,847	383,412	715,814	958,051	1,153,321	1,053,765	(212,776)	(169,695)
Total revenues	-	-	-	-	-	-	-	-
Expenses	(94,140)	(333,827)	(244,170)	(194,385)	(174,608)	(198,343)	(43,081)	(15,775)
Net loss	(95,057)	(332,667)	(241,717)	(194,311)	(169,286)	(195,887)	(43,081)	(15,775)
Total comprehensive loss	(89,830)	(332,667)	(241,717)	(194,311)	(169,286)	(195,887)	(43,081)	(15,775)
Loss per common share – basic and diluted	(0.00)	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)	(0.00)

5.3 Dividends

There is no restriction that would prevent the Corporation from paying dividends on the Common Shares. However, the Corporation has not paid any dividends on its Common Shares and it is not contemplated that the Corporation will pay any dividends on its Common Shares in the future.

5.4 This section is not applicable.

6. Management's Discussion and Analysis

Please see the annual management's discussion and analysis for the year ended December 31, 2014, a copy of which can be found on SEDAR website (www.sedar.com).

7. Market for Securities

The common shares are listed on the CSE (formerly CNSX) under the trading symbol "MCF".

8. Consolidated Capitalization

	Number of Issued and Outstanding Shares	Share Capital \$
As at December 31, 2012	194,250	277,142
Shares issued for private placement	1,103,000	1,565,000
Shares issued for debt settlement	174,865	183,611
Shares issuance costs	-	(15,754)
As at December 31, 2013 and 2014	1,472,115	2,009,999

9. Options to Purchase Securities

The 2008 Share Option Plan (the “Plan”) was adopted by the Company’s board of directors on May 12, 2008. The Plan provides that, subject to the requirements of the CSE, the aggregate number of securities reserved for issuance under the Plan may not exceed 10% of the issued and outstanding shares of the Company at the time of granting of share options (including all share options granted by the Company to date). The exercise price of each share option is based on the market price of the Company’s common share at the date of the grant.

As of the date of this report, the Company does not have any stock options issued and outstanding.

10. Description of the Securities

10.1 The authorized share capital of the Corporation consists of an unlimited number of Common Shares. As of the date of this report, 1,472,115 Common Shares were issued and outstanding (1,472,115 – December 31, 2014 and 2013; 194,250 – December 31, 2012) as fully paid and non-assessable shares. The holders of the Common Shares are entitled to receive notice of and to attend and vote at all meetings of the shareholders of the Corporation and each Common Share confers the right to one vote in person or by proxy at all meetings of the shareholders of the Corporation. The holders of the Common Shares, subject to the prior rights, if any, of any other class of shares of the Corporation, are entitled to receive such dividends in any financial year as the board of directors of the Corporation may by resolution determine. In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of the Common Shares are entitled to receive, subject to the prior rights, if any, of the holders of any other class of shares of the Corporation, the remaining property and assets of the Corporation.

10.2 This section is not applicable.

10.3 This section is not applicable.

10.4 This section is not applicable.

10.5 This section is not applicable.

10.6 This section is not applicable.

10.7 Prior Sales

No shares are issued during the year ended December 31, 2014.

On March 26, 2015, the Company consolidated its issued and outstanding common shares such that every 20 existing shares have been consolidated into a new share, resulting in the Company having 1,472,115 shares issued and outstanding. The company’s warrants have also been adjusted to account for the consolidation in accordance with the terms and conditions of such warrants, resulting in the Company having 1,051,500 warrants outstanding.

On July 3, 2013, the Company completed a private placement issuing 1,000,000 units of the Company at a price of \$1.05 per unit for gross proceeds of \$1,050,000. Each unit is comprised of one common share and one transferable common share purchase warrant with an exercise price of \$0.10 per share, exercisable for a period of five years from the date of issuance of the warrant.

On October 1, 2013, the Company completed a private placement issuing 103,000 units of the Company at a price of \$5.00 per unit for gross proceeds of \$515,000. Each unit is comprised of one common share and one-half transferable common share purchase warrant with an exercise price of \$0.50 per share, exercisable for a period of two years from the date of issuance of the warrant.

10.8 Stock Exchange Price

The Common Shares trade on the CSE under symbol “MCF”. The Following table sets forth reported high and low sale prices and the trading volumes for the Common Shares on the CSE as reported by the CSE for the period indicated:

Period	High CDN\$	Low CDN\$	Trading Volume # of shares
2015			
April 1 to date of report	0.47	0.40	11,250
March	1.60	0.47	9,450
February	1.60	1.60	-
January	3.00	1.60	450
2014			
October - December	5.20	2.20	16,075
July - September	8.60	5.00	800
April - June	10.00	8.00	4,825
January - March	9.00	7.60	5,150
2013			
October - December	10.00	8.00	3,575
July - September	14.00	4.00	40,035
April - June	1.40	1.40	-

On March 26, 2015, the Corporation consolidated its issued and outstanding common shares such that every 20 existing shares have been consolidated into a new share, resulting in the Company having 1,472,115 shares issued and outstanding.

11. Escrowed Securities

11.1 Pooled Securities

Pursuant to the terms of the Voluntary Pooling Agreement between the unit holders subscribing to the July 3, 2013 private placement (the “Unitholders”), certain existing shareholders holding 54,989 common shares (the “Existing Shareholders”), the pooling agent, and the Company, shares, warrants, warrant shares and existing shares were placed on deposit on July 3, 2013. The pooled securities will be held by the pooling agent and released subject to the provisions of the agreement on the date that is three years from the closing date.

Effective April 7, 2015, the terms and conditions contemplated by the Voluntary Pooling Agreement have terminated. The securities issued are no longer subject to the resale and transfer

restrictions originally contemplated by the Voluntary Pooling Agreement and according have been released from the pool.

As of the date of this report, the Company has no securities issued in escrow.

12. Principal Shareholders

12.1 To the knowledge of the directors and executive officers of the Company, as of the date of this report, 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 Securities Beneficially Owned Directly or Indirectly ⁽¹⁾	Percentage of Common Shares Held
Bradley Windt	580,517 common shares 257,500 warrants	39.43% 24.49%

Note:

(1) Shareholder holds 33.21% on a fully diluted basis. The record of ownership is as disclosed on the insider report at www.sedi.ca

13. Directors and Officers

The following table sets out the names, address, present position held with the Corporation and principal occupations during the last five years of each director and officer of the Corporation and the number of Common Shares held as at the date of this report; their positions and offices in the Company; principal occupations; the period of time that they have been directors of the Company; and the number of shares of the Company which each beneficially owns or over which control or direction is exercised.

Name, Municipality of Residence and Position	Date Appointed Director/Officer	Principal Occupation During the Preceding Five Year Period ⁽¹⁾	Common Shares and Percentage Beneficially Held or Controlled as at the Date of This Report ⁽¹⁾
David Doherty ⁽³⁾ Vancouver, BC Canada <i>Former President, Chief Executive Officer and Director</i>	July 3, 2013 to March 11, 2015	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); Canaccord Financial Corp., Investment Advisor (March, 1997 – September, 2007); Saber	125,000 (8.5%)

		Capital, President	
<p>Donald Sharpe⁽²⁾ North Vancouver, BC, Canada</p> <p><i>Director</i></p>	July 3, 2013	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)	125,000 (8.5%)
<p>John G. Proust⁽³⁾ Vancouver, BC Canada</p> <p><i>Interim President, Interim Chief Executive Officer and Director</i></p>	Dec. 17, 2007	Mr. Proust is an independent business consultant and President of J. Proust & Associates Inc., a financial consulting company engaged in the business of corporate finance, debt equity finance, mergers and acquisitions, and takeover bids, since October, 1986. Mr. Proust is a director and officer of several TSX Venture Exchange listed companies. Mr. Proust is a graduate of The Directors College, Michael G. De Groote School of Business, McMaster University and holds the designation of Chartered Director (C.Dir.).	29,173 (2.0%)
<p>Michael Arguijo⁽²⁾ Bellville, Texas USA</p> <p><i>Director</i></p>	July 3, 2013	President of Sojen Petroleum Consulting; an independent petroleum engineering firm providing A&D evaluation, management/advisory and operations services.	25,000 (1.7%)
<p>Barry Loughlin⁽²⁾ Vancouver, BC Canada</p>	Nov. 13, 2013	Self-Employed Consultant – Financial and Accounting Advisory Services (March, 2011 – Present);	250 (0.02%)

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<i>Director</i>		Masonite International Corporation – Divisional Operations Manager (November, 2008 – September, 2010); Group Controller (May, 2005 – November, 2008)	
Eileen Au ⁽⁴⁾ Vancouver, BC Canada <i>Corporate Secretary</i>	July 3, 2013	Office Manager and consultant for private and publicly traded companies in Canada (since 2003). Ms. Au is an officer of three TSX Venture Exchange listed companies.	6,893 (0.4%)
Philip S. Winner ⁽⁵⁾ Englewood, Colorado USA <i>Former President and Chief Executive Officer</i>	May 5, 2014 to December 10, 2014	Mr. Philip was the President for Layne Christensen’s Energy division. He was employed by Mobil Oil as an asset team leader and planning manager. Research analyst for Hanifen Imhoff, a Denver-based investment bank. He was the Vice President of HS Resources, a major DJ Basin operator.	nil
Richard D. Schroeder Tsawwassen, BC Canada <i>Chief Financial Officer</i>	July 3, 2013	For over fifteen years Mr. Schroeder was an audit partner with Ellis Foster, Chartered Accountants and continued as an audit partner at Ernst & Young LLP, following their merger in 2005, until his retirement on July 1, 2011. Mr. Schroeder has served as a director on a number of boards of public companies and has assumed the role of audit committee chair, served as a member of the compensation committee, as well as playing an active role in the development of their corporate governance policies.	12,500 (0.9%)

Note:

- (1) The information as to principal occupation, business or employment and shares beneficially owned or controlled is not within the knowledge of the management of the Company and has been furnished by the respective nominees. Unless otherwise stated above, any nominees named above not elected at the last annual general meeting have held the principal occupation or employment indicated for at least five years.
- (2) Member of the audit committee.

- (3) On July 3, 2013 John Proust resigned as President and CEO and David Doherty was appointed in his place. On March 11, 2015, David Doherty resigned as President and CEO and John Proust was appointed as Interim President and CEO.
- (4) On December 10, 2013, Eileen Au resigned as Director.
- (5) On May 5, 2014 Dave Doherty resigned as President and CEO and Philip Winners was appointed in his place. On December 10, 2014, Philip Winner resigned as President and CEO and Dave Doherty was appointed as President and CEO.
- (6) Brian Richardson was compensated in his capacity as CFO by J. Proust & Associates Inc. and on July 3, 2013 Brian Richardson resigned as CFO and Richard Schroeder was appointed in his place.

The term of office of the directors expires annually at the time of the Corporation's annual general meeting. The term of office of the officers expires at the discretion of the Corporation's directors. None of the directors or officers have entered into non-competition or non-disclosure agreements with the Corporation.

As at the date of this report, the directors and officers of the Corporation as a group owned beneficially, directly or indirectly or exercised control or discretion over an aggregate 323,816 Common Shares, which is equal to 22.0% of the Corporation's Common Shares currently issued and outstanding.

The Officers of the Corporation estimate that they dedicate the following percentage of their time to the affairs of the Corporation: John Proust, 5%, Eileen Au, 5%, and Richard Schroeder, 15%. These percentages are estimates only over the course of a 12 month period and the time commitment of the directors and officer vary depending upon the Issuer's activities. The directors and officers of the Issuer have extensive experience with public companies and will allocate as much time as necessary in connection with the Company's future developments.

John G. Proust, age 56, Interim President, Interim Chief Executive Officer, and Director of the Corporation

Mr. Proust has advised public and private companies with respect to debt and equity financing, mergers and acquisitions and corporate restructuring since 1986. Mr. Proust has extensive experience in corporate governance, and has received the designation of Chartered Director (C.Dir.) from McMaster University, Directors College, Michael G. DeGroot School of Business.

Mr. Proust has served on numerous boards and in several senior operating positions for both private and public companies. Mr. Proust currently holds the following positions with TSX Venture Exchange listed companies: Chairman, Chief Executive Officer and a Director of Southern Arc Minerals Inc.; Chairman and Director of Canada Energy Partners Inc.; a Director of New Zealand Energy Corp. and Executive Chairman and a Director of Eagle Hill Exploration Corporation.

During the past five years Mr. Proust formerly held the following positions with TSX Venture Exchange listed companies: Executive Chairman and a Director of Superior Mining International Corporation; and a Director of Western Uranium Corporation (currently known as Kaizen Discovery). Mr. Proust was also a former director of CSE listed companies, American Potash Corp. and Charlotte Resources Ltd. Mr. Proust is an independent contractor to the Corporation and has not entered into a non-competition or non-disclosure agreement with the Corporation.

Barry Loughlin, age 54, Director of the Corporation

Mr. Barry Loughlin served as a Divisional Operations Manager of Masonite International Corporation - from November 2008 to September 2010 and served as its Group Controller from May 2005 to

November 2008. Mr. Loughlin has been a Self-Employed Consultant providing Financial and Accounting Advisory Services since March, 2011.

Mr. Loughlin received a Bachelor of Commerce degree from the University of British Columbia in 1983.

Michael Arguijo, age 49, Director of the Corporation

Mr. Arguijo is a Petroleum Engineer with over 23 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.

Donald A. Sharpe, age 57, Director of the Corporation

Mr. Sharpe is a Professional Geophysicist with more than 30 years of experience in the oil and gas industry. During that time, Mr. Sharpe has gained wide experience in exploration, production, marketing, finance and the management of public companies. He is currently the President and Chief Executive Officer and a director of Black Springs Capital Corp., a capital pool company pursuant to the policies of the TSX Venture Exchange, and a director of Oyster Oil & Gas Ltd. From February 2008 to April 2011 and prior to its completion of a plan of arrangement with HRT Participações em Petróleo S.A., Don served as a director of UNX Energy Corp. (formerly Universal Power Corp.), an issuer formerly listed on the TSX Venture Exchange.

Mr. Sharpe received a Bachelor of Science 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 member of the Association of Professional Engineers and Geoscientists of Alberta and the Canadian Society of Exploration Geophysicists.

Richard D. Schroeder, age 62, Chief Financial Officer of the Corporation.

Mr. Schroeder is a chartered professional accountant with over thirty-five years of experience advising multinational public companies working extensively with mining, mineral exploration and development stage companies. Mr. Schroeder received his Chartered Accountant designation in 1981 from the Institute of Chartered Accountants of British Columbia and also received an ICD designation from the Institute of Corporate Directors in 2012. Mr. Schroeder holds a Bachelor of Science degree from the University of British Columbia.

For over fifteen years Mr. Schroeder was an audit partner with Ellis Foster, Chartered Accountants and continued as an audit partner at Ernst & Young LLP, following their merger in 2005, until his retirement on July 1, 2011. Mr. Schroeder has served as a director on a number of boards of public companies and has assumed the role of audit committee chair, served as a member of the compensation committee, as well as playing an active role in the development of their corporate governance policies. Mr. Schroeder is an employee to the Corporation.

Eileen Au, age, 49, Corporate Secretary

Ms. Au is the Office Manager for J. Proust & Associates Inc. Ms. Au's roles have included senior management positions responsible in areas of finance, compliance, business development, strategic planning and corporate restructuring. Ms. Au is currently the Corporate Secretary of Canada Energy Partners Inc., Southern Arc Minerals Inc., and Eagle Hill Exploration Corporation, all TSX Venture Exchange listed companies; Ms. Au is an independent contractor to the Corporation and has not entered into a non-competition or non-disclosure agreement with the Corporation.

During the past five years Ms. Au formerly held the following positions: Corporate Secretary of Superior Mining International Corporation; Corporate Secretary of Western Lithium USA Corporation; Secretary of Western Uranium Corporation (currently known as Kaizen Discovery); former Director of CSE listed Outrider Energy Corp. and Charlotte Resources Ltd. Ms. Au graduated from Acadia University with a Bachelor of Science degree.

David Doherty, age 41, Former President, Chief Executive Officer and Director of the Corporation

Mr. Doherty founded Inform Capital Corp. in 2007 and serves as its President. Mr. Doherty has been the Chief Executive Officer, President and Corporate Secretary of Inform Exploration Corp. since September 14, 2010. Mr. Doherty has been a Director of CuOro Resources Corp. and serves as head of Corporate Development since June 14, 2010. He is a Founding Member of Dagilev Capital, now Astur Gold where he served as an Independent Director from August 20, 2007 to April 2010. He has over 16 years of investment and finance experience. He formerly worked as an Investment Advisor with Canaccord Capital Corporation, Canada's largest independent securities dealer covering the North American capital markets specializing in developing, restructuring, and financing Venture and Natural Resource companies from March 1997 to September 2007. Mr. Doherty holds a Bachelor of Arts Degree from Simon Fraser University, with a double minor in Finance and Psychology.

Philip S. Winner, Former President and Chief Executive Officer

Mr. Winner brings over 25 years of experience in the oil and gas industry including extensive and comprehensive exploration and development experience in the upstream oil and gas industry where he has served in leadership, management, planning, and technical roles on large projects for significant companies. Mr. Winner most recently served as President for Layne Christensen's Energy division, where he was responsible for managing E&P assets consisting of over 650 wells and 250,000 acres. Mr. Winner was employed by Mobil Oil for over ten years, where he served as an asset team leader and planning manager. After Mobil, Mr. Winner worked as a research analyst covering the energy sector for Hanifen Imhoff, a Denver-based investment bank. He then worked for HS Resources, a major DJ Basin operator, where he served as Director of Investor Relations, and served as the Company's primary Wall Street contact. He was then promoted to Vice President, where he managed both exploration and development projects in the Rockies, several of which involved strategic technical alliances with other operators and major service companies. Mr. Winner earned a BS in Geology from Southern Oregon College, an MS in Geology from University of Vermont, and an MBA from the University of Denver. He is a Certified Professional Geologist with the State of Wyoming, a Member of the American Association of Petroleum Geologists and the Rocky Mountain Association of Geologists, and supports Beta Gamma Sigma and the Business Honor society. He is also a member of the Western Energy Alliance.

Corporate Cease Trade Orders or Bankruptcies

Other than as disclosed herein, to the best of the Corporation's knowledge, no existing or proposed director, officer, promoter or other member of management of the Corporation is, or within the ten years prior to the date hereof has been, a director, officer, promoter or other member of management of any other corporation that, while that person was acting in the capacity of a director, officer, promoter or other member of management of that corporation, was the subject of a cease trade order or similar order or an order that denied the corporation access to any statutory exemptions for a period of more than 30 consecutive days, was declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or has been subject to or appointed to hold the assets of that director, officer or promoter.

Brian Richardson was the Chief Financial Officer of Dynamotive Energy Systems Corp. when it was subject to a cease trade order in British Columbia from May to July 2009 for failure to file financial statements. Mr. Richardson is a Director of Royal Oak Ventures Inc. which was subject to cease trade orders in each of the provinces of British Columbia, Alberta, Ontario and Quebec from May 2004 until September 2011 due to the failure of the Corporation to file financial statements.

Penalties or Sanctions

Other than as disclosed herein, to the Corporation's knowledge, no director or officer of the Corporation, nor any shareholder holding sufficient securities of the Corporation to materially affect control of the Corporation has:

- a. been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority; or
- b. been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor making an investment decision.

Personal Bankruptcies

To the Corporation's knowledge, no director or officer of the Corporation, nor any shareholder holding sufficient securities of the Corporation to affect materially the control of the Corporation, nor any personal holding company of any such person has, within the ten years before the date of this Prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangements or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

Conflicts of Interest

The directors of the Corporation are required by law to act honestly and in good faith with a view to the best interests of the Corporation and to disclose any interests, which they may have in any project or opportunity of the Corporation. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his interest and abstain from voting on such matter.

To the best of the Corporation's knowledge, and other than disclosed herein, there are no known existing or potential conflicts of interest among the Corporation, its promoters, directors and officers or other members of management of the Corporation or of any proposed promoter, director, officer or other member of management as a result of their outside business interests except that certain of the directors and officers serve as directors and officers of other companies, and therefore it is possible that a conflict

may arise between their duties to the Corporation and their duties as a director or officer of such other companies.

14. Capitalization

14.1 Information in this section is presented as at the date of this report:

Issued Capital

	<u>Number of Securities (non-diluted)</u>	<u>Number of Securities (fully-diluted)</u>	<u>% of Issued (non- diluted)</u>	<u>% of Issued (fully diluted)</u>
<u>Public Float</u>				
Total outstanding (A)	1,472,115	2,523,615	100%	100%
Held by Related Persons or employees of the Issuer or Related Person of the Issuer, or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer upon exercise or conversion of other securities held) (B)	904,334	1,436,834	61%	57%
Total Public Float (A-B)	567,781	1,086,781	39%	43%
<u>Freely-Tradeable Float</u>				
Number of outstanding securities subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities held by control block holders (C)	-	-	0%	0%
Total Tradeable Float (A-C)	1,472,115	2,523,615	100%	100%

Public Securityholders (Registered)

For the purposes of this report, "public securityholders" are persons other than persons enumerated in section (B) of the previous chart. List registered holders only.

Class of Security

<u>Size of Holding</u>	<u>Number of holders</u>	<u>Total number of securities</u>
1 – 99 securities	_____	_____
100 – 499 securities	_____	_____
500 – 999 securities	_____	_____
1,000 – 1,999 securities	_____	_____
2,000 – 2,999 securities	_____	_____
3,000 – 3,999 securities	_____	_____
4,000 – 4,999 securities	_____	_____
5,000 or more securities	2	567,781
	<u>2</u>	<u>567,781</u>

Public Securityholders (Beneficial)

Included (i) beneficial holders holding securities in their own name as registered shareholders; and (ii) beneficial holders holding securities through an intermediary where the Issuer has been given written confirmation of shareholdings. For the purposes of this section, it is sufficient if the intermediary provides a breakdown by number of beneficial holders for each line item below; names and holdings of specific beneficial holders do not have to be disclosed. If an intermediary or intermediaries will not provide details of beneficial holders, give the aggregate position of all such intermediaries in the last line.

Class of Security

<u>Size of Holding</u>	<u>Number of holders</u>	<u>Total number of securities</u>
1 – 99 securities	_____	_____
100 – 499 securities	_____	_____
500 – 999 securities	_____	_____
1,000 – 1,999 securities	_____	_____
2,000 – 2,999 securities	_____	_____

3,000 – 3,999 securities	_____	_____
4,000 – 4,999 securities	_____	_____
5,000 or more securities	_____	_____
Unable to confirm	<u>2</u>	<u>567,781</u>

Non-Public Securityholders (Registered)

For the purposes of this report, "non-public securityholders" are persons enumerated in section (B) of the issued capital chart.

Class of Security

<u>Size of Holding</u>	<u>Number of holders</u>	<u>Total number of securities</u>
1 – 99 securities	<u>1</u>	<u>250</u>
100 – 499 securities	_____	_____
500 – 999 securities	_____	_____
1,000 – 1,999 securities	_____	_____
2,000 – 2,999 securities	_____	_____
3,000 – 3,999 securities	_____	_____
4,000 – 4,999 securities	_____	_____
5,000 or more securities	<u>7</u>	<u>904,084</u>
	<u>8</u>	<u>904,334</u>

14.2 Securities convertible or exchangeable into any class of listed securities

Description of Security (include conversion / exercise terms, including conversion / exercise price)	Number of convertible / exchangeable securities outstanding	Number of listed securities issuable upon conversion / exercise
a) 1,000,000 units (\$10.50/unit) – each unit consists of 1 common shares and 1 warrant. Entitles holder to purchase 1 common share @ \$2.00/sh over 5 years	1,000,000 warrants	1,000,000 common shares

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b) 103,000 units (\$12.50/unit) – each unit consists of 1 common share and 1/2 warrant. Each full warrant entitles holder to purchase 1 common share @ \$10.00/sh over 2 years	51,500 warrants	51,500 common shares
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14.3 There are no quoted securities of the Corporation reserved for issuance.

15. Executive Compensation

Set out below are particulars of compensation paid to the following persons (the “Named Executive Officers” or “NEOs”):

- (a) the Company’s chief executive officer (“CEO”);
- (b) the Company’s chief financial officer (“CFO”);
- (c) each of the Company’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; and
- (d) each individual who would be an NEO under paragraph (c) 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.

As at December 31, 2014, the end of the most recently completed financial year of the Company, the Company had 2 Named Executive Officers, whose names and positions held within the Company are set out in the summary compensation table below.

Compensation Discussion and Analysis

The objective of the Company’s compensation program is to compensate the executive officers for their services to the Company at a level that is both in line with the Company’s fiscal resources and competitive with companies at a similar stage of development. The Company compensates its executive officers based on their skill and experience levels and the existing stage of development of the Company. Executive officers are rewarded on the basis of the skill and level of responsibility involved in their position, the individual’s experience and qualifications, the Company’s resources, industry practice, and regulatory guidelines regarding executive compensation levels. The Board of Directors has implemented three levels of compensation to align the interests of the executive officers with those of the shareholders. First, executive officers are hired on as paid employees or are paid hourly consulting fees. Second, the Board of Directors awards executive officers long term incentives in the form of stock options. Finally, and only in special circumstances, the Board of Directors may award cash or share bonuses for exceptional performance that results in a significant increase in shareholder value. The Company does not provide medical, dental, pension or other benefits to the executive officers.

The base compensation of the executive officers is reviewed and set annually by the Board of Directors. The CEO has substantial input in setting annual compensation levels. The CEO is

directly responsible for the financial resources and operations of the Company. In addition, the CEO and Board of Directors from time to time determine the stock option grants to be made pursuant to the Company's Stock Option Plan. Previous grants of stock options are taken into account when considering new grants. The Board of Directors awards bonuses at its sole discretion. The Board of Directors does not have pre-existing performance criteria or objectives. Bonuses are awarded only in exceptional circumstances. Compensation for the most recently completed financial year should not be considered an indicator of expected compensation levels in future periods. All compensation is subject to and dependent on the Company's financial resources and prospects.

Long-Term Incentive Plan Awards During the Most Recently Completed Financial Year

The Corporation did not grant any long-term incentive plans during the year ended December 31, 2014.

Option/SAR Grants

During the year ended December 31, 2014 no options had been granted to the Corporation's directors or officers.

Aggregated Options/SAR Exercises and Option/SAR Values

During the year ended December 31, 2014 neither the Chief Executive Officer nor the Chief Financial Officer, nor any directors or officers of the Corporation have exercised any options in respect of the Corporation's Common Shares.

Termination of Employment, Changes in Responsibility and Employment Contracts

The Corporation is not a party to any contract, and has not entered into any plans or arrangements which require compensation to be paid to any of its directors, officers or employees in the event of:

- (a) resignation, retirement or any other termination of employment with the Corporation or one of its subsidiaries;
- (b) a change of control of the Corporation or one of its subsidiaries; or
- (c) a change in the director, officer or employee's responsibilities following a change of control.

Compensation of Directors

The Corporation has no arrangements, standard or otherwise, pursuant to which directors are compensated by the Corporation for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as consultant or expert during the most recently completed financial year.

Summary Compensation Table

The following table is a summary of compensation paid to the Named Executive Officers ("NEO") for each of the Corporation's three most recently completed financial years.

Name and principal position	Year	Fees/Salary (\$)	Share-based awards (\$)	Option-based awards ⁽⁴⁾ (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
John G. Proust ⁽¹⁾⁽²⁾ Interim President/CEO	2014	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2013	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2012	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
David Doherty ⁽²⁾⁽³⁾ President/CEO	2014	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2013	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Philip S. Winners ⁽³⁾ President/CEO	2014	128,496	Nil	Nil	Nil	Nil	Nil	Nil	128,496
Richard D. Schroeder CFO	2014	25,000	Nil	Nil	Nil	Nil	Nil	Nil	25,000
	2013	15,000	Nil	Nil	Nil	Nil	Nil	Nil	15,000
Brian Richardson ⁽⁴⁾ CFO	2013	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2012	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) On July 3, 2013 John Proust resigned as President and CEO and David Doherty was appointed in his place. On March 11, 2015, David Doherty resigned as President and CEO and John Proust was appointed as Interim President and CEO.
- (2) Private company owned by the former President provides management and administration expenses to the Corporation at a monthly fee of \$2,000. The services provided to the Corporation included services of administration and accounting.
- (3) On May 5, 2014 Dave Doherty resigned as President and CEO and Philip Winners was appointed in his place. On December 10, 2014, Philip Winner resigned as President and CEO and Dave Doherty was appointed as President and CEO.
- (4) Brian Richardson was compensated in his capacity as CFO by J. Proust & Associates Inc. and on July 3, 2013 Brian Richardson resigned as CFO and Richard Schroeder was appointed in his place.
- (5) The determination of the fair value of option awards is based upon the Black-Scholes pricing model. The Corporation does not have any outstanding option-based awards granted to NEOs during the three most recently completed financial years.

Outstanding Share-Based Awards and Option-Based Awards

As at December 31, 2014 there were no share-based and option-based awards outstanding.

Termination and Change of Control Benefits

There is no compensatory plan, contract or arrangement where a Named Executive Officer is entitled to receive more than \$100,000 from the Corporation, including periodic payments or instalments, in the event of the resignation, retirement or other termination of employment, a change of control of the

Corporation or a change in the Named Executive Officer's responsibilities following a change in control.

Director Compensation

The following table shows compensation paid to the Corporation's directors, other than NEOs, during the most recently completed financial year:

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Barry Loughlin	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Donald A. Sharpe	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Michael Arguijo	Nil	Nil	Nil	Nil	Nil	Nil	Nil

No cash compensation was paid to any director of the Corporation for the director's services as a director during the financial year ended December 31, 2014, other than the reimbursement of out-of-pocket expenses.

The Corporation has no standard arrangement pursuant to which directors are compensated by the Corporation for their services in their capacity as directors except for the granting from time to time of incentive stock options.

16. Indebtedness of Directors and Executive Officers

No individual who is or, at any time during the year ended December 31, 2014, was a director or executive officer of the Corporation, not their associates, is or has been at any time indebted to the Corporation, not has any such individual been indebted to any other entity where such indebtedness is the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding, provided by the Corporation.

17. Risk Factors

The Corporation's Common Shares must be considered highly speculative due to the nature of the Corporation's business. Prospective investors should carefully consider the information presented in this report before purchasing the Shares, which include the following:

No History of Earnings or Dividends

The Corporation has no history of earnings, and there is no assurance that any of the properties it may hereafter acquire or obtain an interest in will generate earnings, operate profitably or provide a return on investment in the future.

The Corporation has paid no dividends on its Common Shares since incorporation and does not anticipate doing so in the foreseeable future. Payment of any future dividends will be at the discretion of the Corporation's board of directors after taking into account many factors, including operating results, financial condition and anticipated cash needs.

Negative Operating Cash Flow

The Corporation currently has no revenues from its operations.

Exploration and Development

Resource exploration is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover resource deposits but also from finding resource deposits that, though present, are insufficient in quantity and quality to return a profit from production. The marketability of resources acquired or discovered by the Corporation may be affected by numerous factors which are beyond the control of the Corporation and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, resource markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of resources, and environmental protection, the combination of which factors may result in the Corporation not receiving an adequate return of investment capital.

There is no assurance that the Corporation's resource exploration and development activities will result in any discoveries of commercial bodies of ore. The long-term profitability of the Corporation's operations will in part be directly related to the costs and success of its exploration programs, which may be affected by a number of factors.

Acquisition of US Dry Gas Assets or Other Business Opportunities

The Corporation is considering any or all of the following transactions: the acquisition of dry gas properties in which the Corporation may acquire an interest whether by option, joint venture or otherwise and additional financings associated with the foregoing. There is no guarantee that the Corporation will be able to find suitable properties for acquisition, that funding will be available to the Corporation for such acquisitions, or that the Corporation will receive any required regulatory approvals for such acquisitions. Investors are relying on the expertise and experience of management in identifying and evaluating resource properties in which the Corporation may acquire an interest whether by option, joint venture or otherwise.

In considering future business opportunities, the Corporation will not restrict its review of future opportunities to the resource exploration and mining sectors. If doing so would be in the best interest of the Corporation and its shareholders, the Corporation will expand its business into other sectors of the economy in which it does not currently operate. There is no guarantee that the Corporation will continue to operate as a junior exploration company in the long term.

Uninsurable Risks

In the course of exploration, development and production of resource properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. It is not always possible to fully insure against such risks and the Corporation may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Corporation.

Permits and Government Regulations

The future operations of the Corporation may require permits from various federal, state, provincial and local governmental authorities and will be governed by laws and regulations governing prospecting, development, mining, production, export, taxes, labour standards, occupational health, waste disposal, land use, environmental protections, mine safety and other matters. There can be no guarantee that the Corporation will be able to obtain all necessary permits and approvals that may be required to undertake exploration activity or commence construction or operation of mine facilities on its Property.

Environmental and Safety Regulations and Risks

Environmental laws and regulations may affect the operations of the Corporation. These laws and regulations set various standards regulating certain aspects of health and environmental quality. They provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are or were conducted. Furthermore the permission to operate could be withdrawn temporarily where there is evidence of serious breaches of health and safety, or even permanently in the case of extreme breaches. Significant liabilities could be imposed on the Corporation for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous owners of acquired properties or noncompliance with environmental laws or regulations. In addition, the Corporation intends to minimize these risks by taking steps to ensure compliance with environmental, health and safety laws and regulations and operating to international environmental standards.

Competition

The resource industry is intensely competitive in all its phases, and the Corporation competes with other companies that have greater financial resources and technical facilities. The Corporation's primary business plan is to seek other resource opportunities. Competition and the availability of financing on a timely basis could adversely affect the Corporation's ability to acquire suitable properties, prospects, assets or businesses in the future.

Management

The Corporation is relying on the expertise and experience of its directors and officers to evaluate additional investment opportunities in which the Corporation may acquire an interest whether by option, joint venture or otherwise. The loss of the services of the management team is likely to have a materially adverse effect on the Corporation's business and prospects. There is no assurance the Corporation can maintain the services of its directors and officers. Failure to do so could have a material adverse affect on the Corporation and its prospects.

Fluctuating Commodities Prices

The Corporation's revenues, if any, are expected to be in large part derived from the sale of a commodity. The price of commodities has fluctuated widely in recent years and is affected by factors beyond the control of the Corporation including, but not limited to, international economic and political trends, currency exchange fluctuations, economic inflation and expectations for the level of economic inflation in the consuming economies, interest rates, global and local economic health and trends, speculative activities and changes in the supply of these commodities due to new

mine developments and mine closures. All of these factors will have impacts on the viability of the Corporation's exploration projects that are impossible to predict with certainty.

Financial Capability and Additional Financing

The Corporation has limited financial resources, has no source of operating income and has no assurance that additional funding will be available to it for the acquisition of future resource projects. Although the Corporation has been successful in the past in financing its activities through the sale of equity securities there can be no assurance that it will be able to obtain sufficient financing in the future. The ability of the Corporation to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions as well as the business performance of the Corporation. The Corporation's ability to carry out its stated objectives of acquiring further projects will be severely limited if the Corporation is unable to raise further financing.

Dilution

If the Corporation raises additional funds through the sale of equity securities, shareholders may have their investment further diluted. The Corporation stated objective is to acquire future resource projects or interests in resources. These acquisitions will likely require the Corporation to issue equity or debt concurrently with such actions.

Price Volatility of Publicly Traded Securities

In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any quoted market for the Common Shares will be subject to market trends generally, notwithstanding any potential success of the Corporation in creating revenues, cash flows or earnings. The value of Common Shares of the Corporation will be affected by such volatility. If an active public market for the Common Shares does not develop, the liquidity of a shareholder's investment may be limited and the share price may decline.

Conflicts of Interest

Some of the directors and officers are engaged and will continue to be engaged in the search for additional business opportunities on behalf of other corporations, and situations may arise where these directors and officers will be in direct competition with the Corporation. Conflicts, if any, will be dealt with in accordance with the relevant provisions of the Business Corporations Act (British Columbia). Some of the directors and officers of the Corporation are or may become directors or officers of other companies engaged in other business ventures. In order to avoid the possible conflict of interest which may arise between the directors' duties to the Corporation and their duties to the other companies on whose boards they serve, the directors and officers of the Corporation have agreed to the following:

1. participation in other business ventures offered to the directors will be allocated between the various companies and on the basis of prudent business judgment and the relative financial abilities and needs of the companies to participate;

2. no commissions or other extraordinary consideration will be paid to such directors and officers; and
3. business opportunities formulated by or through other companies in which the directors and officers are involved will not be offered to the Corporation except on the same or better terms than the basis on which they are offered to third party participants.

18. Promoters

Effective August 20, 2013, the Corporation has entered into a corporate development agreement with Bocking Financial Corp. for the provision of corporate development services. The agreement shall be in effect on a month-month basis until terminated by one of the parties. The services provided by Bocking Financial Corp. were discontinued at the end of July 2014.

No person who was a promoter of the Corporation within the last two years:

- (a) received anything of value directly or indirectly from the Corporation or a subsidiary;
- (b) sold or otherwise transferred any asset to the Corporation or a subsidiary within the last 2 years;
- (c) has been a director, officer or promoter of any company that during the past 10 years was the subject of a cease trade order or similar order or an order that denied the company access to any statutory exemptions for a period of more than 30 consecutive days or became bankrupt, 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 or receiver manager or trustee appointed to hold its assets;
- (d) has been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority;
- (e) 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 investor making an investment decision; or
- (f) has within the past 10 years become bankrupt, 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 or receiver manager or trustee appointed to hold its assets.

19. Legal Proceedings

The Corporation is not a party to any legal proceedings and is not aware of any such proceedings known to be contemplated.

20. Interest of Management and Others in Material Transactions

Other than as disclosed in this Prospectus and hereunder, no insider of the Corporation, director, or associate or affiliate of them, has any material interest, direct or indirect, in any transaction since incorporation or in any proposed transaction that has materially affected or will materially affect the Corporation.

The Corporation entered into an administrative services agreement effective April 1, 2008 with J. Proust & Associates Inc. (“JPA”), pursuant to which it has agreed to pay JPA \$2,000 per month for administrative and other services provided to the Corporation. JPA is a private company wholly owned by John G. Proust, President, Director of the Corporation.

21. Auditors, Transfer Agents and Registrars

The auditors of the Corporation are Ernst & Young LLP, Chartered Accountants of 700 West Georgia Street, Vancouver, BC V7Y 1C7.

The registrar and transfer agent of the Corporation is Computershare Investor Services Inc. of 8th Floor, 100 University Avenue, Toronto, Ontario, Canada V5J 2Y1.

22. Material Contracts

Except for contracts made in the ordinary course of business, the following are the only material contracts entered into by the Corporation within two years prior to the date hereof which are currently in effect and considered to be currently material:

1. Voluntary Pooling Agreement between the unit holders subscribing to the July 3, 2013 private placement, certain existing shareholders holding 1,099,771 common shares, the Olympia Trust Company, and the Company. Effective April 7, 2015, the terms and conditions contemplated by the Voluntary Pooling Agreement were terminated.

23. Interest of Experts

The auditors of the Corporation are Ernst & Young LLP, Chartered Accountants, Vancouver, British Columbia, has confirmed that they are independent within the meaning of the Rules of Professional Conduct of the Institute of Chartered Accountants of British Columbia.

24. Other Material Facts

This section is not applicable.

25. Financial Statements

Financial statements of the Corporation for the years ended December 31, 2014, 2013, and 2012 and interim financial statements can be found on SEDAR website at www.sedar.com

CERTIFICATE OF THE ISSUER

Pursuant to a resolution duly passed by its Board of Directors, Outrider Energy Corp., hereby approves filing of the above mentioned information on CSE. The foregoing contains full, true and plain disclosure of all material information relating to Outrider Energy Corp. It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated at Vancouver, BC

this 4 day of May , 2015 .

“John Proust”

Interim President and Chief Executive
Officer

“Richard D. Schroeder”

Chief Financial Officer