



**MANAGEMENT'S DISCUSSION AND ANALYSIS**

**FOR THE YEAR ENDED DECEMBER 31, 2015**

**Outrider Energy Corp.**  
**Management's Discussion and Analysis**  
**For the Year Ended December 31, 2015**

---

**Introduction**

Outrider Energy Corp. ("Outrider" or the "Company") is a junior resource exploration company focused on acquiring a portfolio of producing U.S. dry gas assets with significant low-cost proven undeveloped reserves.

The Company was incorporated under the British Columbia Corporations Act on December 17, 2007 under the name of Bryant Resources Inc. On October 10, 2008, the Company completed its initial public offering and on October 14, 2008, commenced trading on the Canadian Securities Exchange ("CSE"), formerly known as the Canadian National Stock Exchange, under the symbol "BYR".

On October 4, 2013, the Company changed its name to Outrider Energy Corp. The common shares of the Company currently trade on the CSE under the trading symbol "MCF".

The Company's head office is located at Suite #3123, 595 Burrard Street, Vancouver, British Columbia, Canada, V7X 1J1.

**Additional Information**

Additional information about the Company is available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com) and on the Company's website at [www.outriderenergy.com](http://www.outriderenergy.com).

This Management Discussion and Analysis ("MD&A") provides an analysis of the financial results of Outrider's operations and financial results for the year ended December 31, 2015, and should be read in conjunction with the Company's consolidated financial statements and the notes thereto for the year ended December 31, 2015 (the "Financial Statements").

The Company reports its financial information in Canadian dollars and all dollar amounts are stated in Canadian dollars unless otherwise noted. The financial information presented in this MD&A is current as of April 29, 2016 and has been prepared in accordance with international financial reporting standards ("IFRS") as issued by the International Accounting Standards Board (the "IASB") and related interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC").

This MD&A has been approved by the Company's Board of Directors on April 29, 2016.

**Forward-Looking Statements**

Information and statements contained in the MD&A that are not historical facts are forward-looking information within the meaning of Canadian securities legislation, and involve risk and uncertainty. This MD&A contains forward-looking information including estimations and statements which describe the Company's future activities.

In certain cases forward-looking statements can be identified by such words as "plans", "expects", "budgets", "estimates", "forecasts", "intends", "anticipates" and "believes" including the negative thereof, or variations of such words combined with statements that events "may", "might", "could" or "will" be taken. These forward-looking statements involve factors that may change resulting in actual results differing materially from those expressed. Examples include timing and outcome of litigations, receipt of regulatory approvals, and valuation models.

Forward-looking statements contain known and unknown risks and uncertainties which could cause actual performance to be materially different from any future results. These factors are discussed in the "Risks and Uncertainties" section in the MD&A.

While the Company has identified a number of risks that could affect the Company's actual events, this may not be an all exhaustive listing and there could be other factors that could impact the actual results.

Such statements reflect the current views of the Company with respect to future events based on currently available information and are subject to risks and uncertainties. The statements contained in this MD&A speak only as of the

**Outrider Energy Corp.**  
**Management's Discussion and Analysis**  
**For the Year Ended December 31, 2015**

date hereof, and the Company does not undertake any obligation to release publicly any revisions to these statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

**Corporate Matters**

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 shareholder wealth.

**Outlook**

The Company expects to continue its search for viable opportunities in 2015 and to manage its cash balances as circumstances dictate to remain in a financially flexible position.

The focus on managing administrative and operational costs is consistent with the plan to conserve cash reserves and to employ funds only when there is a significant level of certainty that their use will be of benefit to the Company and stakeholders.

The Company anticipates that an equity financing may be required to meet funding requirements for its investment activities.

**Selected Annual Financial Information**

The following table summarises selected financial information reported by the Company for the years ended December 31, 2015, 2014 and 2013. This information should be read in conjunction with the Company's audited annual financial statements and notes prepared in accordance with IFRS for the years presented.

	Year ended December 31,		
	2015 \$	2014 \$	2013 \$
Statement of financial position			
Current assets	172,463	330,848	1,188,931
Total assets	174,238	333,384	1,190,518
Total non-current financial liabilities	-	-	-
Total liabilities	7,901	37,001	35,610
Operations			
Expenses	133,233	866,552	431,807
Interest income	1,037	4,622	7,778
Net loss	130,046	853,752	424,029
Total comprehensive loss	130,046	858,525	424,029
Loss per share	(0.09)	(0.58)	(0.53)
Dividend paid	-	-	-

- Total assets – The decrease from 2014 to 2015 is primarily due the use of capital to fund current operations.
- Total liabilities – Liabilities have decreased during the current year ended December 31, 2015 due to lower corporate activities compared to previous years.
- Expenses – The decrease from 2014 to 2015 was the result of a lower level of corporate activity.

**Outrider Energy Corp.**  
**Management's Discussion and Analysis**  
**For the Year Ended December 31, 2015**

**Annual and Fourth Quarter Analysis**

The following table sets forth selected items of income and expense that have significant variances between the three-month periods and the years ended December 31, 2015 and 2014:

Account Details	Three-month period ended December 31,		Year ended December 31,	
	2015 \$	2014 \$	2015 \$	2014 \$
Expenses				
Consulting	3,000	29,271	20,074	493,617
Salary and benefits	-	8,025	21,051	32,101
Legal	791	7,274	8,417	120,658
Office and miscellaneous	1,070	4,961	12,640	49,455
Travel	-	3,451	-	28,236

*Quarter Four - Three months ended December 31, 2015 compared to the three months ended December 31, 2014*

During the three-month period ended December 31, 2015, the Company had a net loss of \$15,149 compared with \$86,623 in the same period in 2014. The decrease in net loss in Q4-2015 as compared to Q4-2014 was mainly due to a lower level of corporate activity and lower consulting expenses incurred during the period.

Significant variances occurred in the following categories:

- Legal fees of \$791 (2014: \$7,274) were lower due to a decrease in general corporate matters;
- Office and miscellaneous of \$1,070 (2014: \$4,961) reflects the decrease in activities in office and administrative costs incurred this quarter compared to the previous quarter ended December 31, 2014;
- Consulting fees of \$3,000 (2014: \$29,271) were lower since the Company has limited its use of consultants due to lower corporate activities during the quarter

*Annual - Year ended December 31, 2015 compared to the year ended December 31, 2014*

The Company had a net loss of \$130,046 for the year ended December 31, 2015, compared with a net loss of \$853,752 for the year ended December 31, 2014. The decrease in net loss in 2015 was mainly due to a lower level of corporate activity which resulted in lower consulting and legal expenses.

Significant variance occurred in the following categories:

- Salary and benefits of \$21,051 (2014: \$32,101) represent the cost of a part-time Chief Financial Officer for six months compared to the entire year in 2014.
- Legal fees of \$8,417 (2014: \$120,658) were lower in 2015 due to a decreased level of corporate activity;
- Office and miscellaneous of \$12,640 (2014: \$49,455) was lower due to a decrease in office related costs due to lower levels of corporate activity compared to the prior year;
- Consulting fees of \$20,074 (2014: \$493,617) was lower compared to the previous year as the Company used significantly less consultants in 2015 due to reduced corporate activity;
- Travel expenses of \$Nil (2013: \$28,236) were incurred due to reduced corporate activity.

**Outrider Energy Corp.**  
**Management's Discussion and Analysis**  
**For the Year Ended December 31, 2015**

**Summary of Selected Quarterly Results**

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.

	2015				2014			
	Q4 \$	Q3 \$	Q2 \$	Q1 \$	Q4 \$	Q3 \$	Q2 \$	Q1 \$
Total assets	174,238	196,837	218,549	284,604	333,384	470,141	770,255	1,008,122
Working capital	164,562	179,522	203,009	250,677	293,847	383,412	715,814	958,051
Expenses	(15,641)	(24,532)	(48,068)	(44,982)	(94,140)	(333,827)	(244,170)	(194,385)
Net loss	(15,150)	(23,678)	(47,859)	(43,359)	(95,057)	(332,667)	(241,717)	(194,311)
Total comprehensive loss	(15,150)	(23,678)	(47,859)	(43,359)	(89,830)	(332,667)	(241,717)	(194,311)
Loss per common share – basic and diluted	(0.01)	(0.02)	(0.03)	(0.03)	(0.06)	(0.23)	(0.16)	(0.13)

The Company had no revenue, paid no dividends and had no long-term liabilities during the eight most recent quarters.

Significant fluctuations for the quarterly periods are due to the following:

*Total Assets*

The decrease in the Company's assets is primarily due the use of capital to fund current operations.

*Working Capital*

The decrease in the Company's working capital in 2014 and 2015 is primarily due the use of capital to fund current operations.

*Expenses*

Operating expenses have generally been stable over the four quarters after Q2-2013. The increase in operating expenses in Q2 and Q3-2014 was the result of the Company adding to its advisory team and focusing its activities on the evaluation of potential dry gas assets. The increase in Q1-2014, Q4-2013 and Q3-2013 was the result of a corporate reorganization and refocusing of activities. The decrease over the four quarters after Q4-2014 was mainly due to a lower level of corporate activity and reduced property evaluation activities.

**Liquidity and Capital Resources**

The Company is an exploration stage enterprise. It does not earn any operating revenues and relies on its working capital to fund its corporate activities and administrative costs. The Company's cash position on December 31, 2015 was \$168,822 compared to \$66,230 on December 31, 2014. The Company also had \$Nil (December 31, 2014: \$250,000) invested in guaranteed investment certificates which can be converted to cash without restriction.

As at the date of this report, the Company's working capital is approximately \$250,000.

**Capital Management**

The Company manages its capital, being its cash, short-term investments, share capital and share purchase warrants, in order to support its future business opportunities. The Company's investment policy is to hold cash and short-term investments with financial institutions of high credit worthiness with maturities of one year or less with the option to liquidate at any time without penalty. Planning, budgeting, forecasting and controls over major expenditures are the tools used to manage the Company's capital. There can be no assurance that the Company will be successful in obtaining the required financing or that this capital will be available on favorable terms or available at all.

**Outrider Energy Corp.**  
**Management's Discussion and Analysis**  
**For the Year Ended December 31, 2015**

---

The Company does not know of any trends, demands, commitments, events or uncertainties that will result in, or that are reasonably likely to result in, its capital either materially increasing or decreasing at present or in the foreseeable future.

*Operating Activities*

Cash used in operating activities during the year ended December 31, 2015 was \$147,408 compared to net cash use of \$855,618 during the year ended December 31, 2014. The decrease in 2015 was due to lower level of corporate activity.

*Financing Activities*

The Company had no financing activities during the periods ended December 31, 2015 and December 31, 2014.

*Investing Activities*

During the year ended December 31, 2015, the Company redeemed \$250,000 from its short-term investments. During the year ended December 31, 2014, the Company purchased computer equipment at a cost of \$1,952 and redeemed \$600,000 from its short-term investments.

**Share Capital**

As of the date of this MD&A, there was:

i. Authorized Share Capital

The Company has an unlimited number of common shares without par value.

ii. Shares and Share Purchase Warrants Issued and Outstanding

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.

	April 29, 2016
Common shares issued and outstanding	2,472,114
Warrants	1,999,999
Total, fully diluted	4,472,113

iii. Stock Options Outstanding

The Company has no stock options outstanding.

**Outrider Energy Corp.**  
**Management’s Discussion and Analysis**  
**For the Year Ended December 31, 2015**

---

iv. Stock Option Plan

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.

**Transactions with Related Parties**

Transactions with related parties were in the normal course of operations and are measured at an exchange amount established and agreed to by the related parties.

In addition to the related party transactions noted below, the Company reimbursed all these related parties for out-of-pocket direct costs incurred on behalf of the Company. Such costs include travel, postage, courier charges, printing and telephone charges.

	Year ended December 31, 2015 \$	Year ended December 31, 2014 \$
<b>Transactions with Key Management Personnel</b>		
Salaries paid to the former Chief Financial Officer and included in salary and benefits	21,051	32,101
<b>Transaction with Other Related Parties</b>		
Management fees paid to J. Proust & Associates, a company controlled by John Proust, an officer and director	36,000	25,000
Consulting fees paid to a Domestic Energy Resources, a company controlled by David Doherty, the former Chief Executive Officer	-	128,496

**Subsequent event**

On April 29, 2016, the Company completed a non-brokered private placement of an aggregate 999,999 units (“the Units”) at a price of \$0.1125 per Unit, for gross proceeds of \$112,500. 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 \$0.15 per share for a period of five years from the closing of the date of the Offering.

**Financial Instruments and Risk Management**

At December 31, 2015, the Company’s financial instruments consisted of cash and cash equivalents, short-term investments, other receivables, and accounts payable and accrued liabilities. Fair value estimates are made at the reporting date based on relevant market information and information about the financial instrument. These estimates are subjective in nature and may involve significant uncertainties in matters of judgement and, therefore, cannot be determined with precision.

The Company’s financial instruments have been classified as follows under IFRS:

- Cash and cash equivalents: fair value through profits and loss
- Short-term investments: fair value through profits and loss
- Other receivables: loans and receivable
- Account payable and accrued liabilities: other financial liabilities

**Outrider Energy Corp.**  
**Management's Discussion and Analysis**  
**For the Year Ended December 31, 2015**

---

The types of financial risk exposure and the way in which such exposure is managed by the Company is as follows:

*Credit Risk* – It is management's opinion that the Company is not exposed to significant credit risk arising from these financial instruments. The Company's exposure to credit risk on its cash and cash equivalents and short-term investments is limited by maintaining these assets with high-credit quality financial institutions.

*Liquidity Risk* – Liquidity risk is the risk that the Company will be unable to meet its financial obligations as they become due. The Company manages liquidity risk by ensuring that it has sufficient cash and other financial resources available to meet its obligations. The Company typically forecasts cash flows for a period of 12 months to identify financial requirements. These requirements are met through a combination of cash on hand, disposition of assets and accessing capital markets.

At December 31, 2015, the Company's current liabilities consisted of accounts payable and accrued liabilities of \$7,901. The Company's cash balance of \$168,822 at December 31, 2015 is sufficient to pay these current liabilities and to meet projected financial requirements for a period of 12 months subsequent to the reporting date.

*Market Risks* – The only significant market risks to which the Company is exposed are those of interest rate and foreign currency risk.

*Interest Rate Risk* – Interest rate risk is the risk that the future cash flows of the Company will fluctuate because of changes in market interest rates. Based on the Company's cash and cash equivalents and short-term investments at December 31, 2015, and assuming that all other variables remain constant, a 1% increase or decrease in interest rates would result in no decrease or increase to the Company's net loss (on an annualized basis).

*Foreign Currency Risk* – The Company operates in the United States and is exposed to foreign currency risk relating to United States dollars, from purchases and loans that are denominated in currencies other than the respective functional currencies of the Company's subsidiary. The Company's subsidiary has a United States dollar functional currency, with net assets that are exposed to foreign currency translation risk. The Company has elected not to actively manage this exposure at this time. For the year ended December 31, 2015, with other variables unchanged, a 1% strengthening of the United States dollar against the Canadian dollar would impact the Company's financial statements as follows:

- increase net loss by approximately \$3,000 (2014: \$3,000) due to the translation of the foreign operations' statements of operations into the Company's presentation currency, the Canadian dollar;
- increase other comprehensive income by approximately \$3,000 (2014: \$3,000).

**Critical Accounting Estimates and Judgments**

The preparation of financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. Financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

*Estimation Uncertainty*

The following are key assumptions concerning the future and other key sources of estimation uncertainty that have a significant risk of resulting in a material adjustment to the carrying amount of assets and liabilities within the next financial year:

**Outrider Energy Corp.**  
**Management's Discussion and Analysis**  
**For the Year Ended December 31, 2015**

---

- i. Provisions for income taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by taxing authorities. Where the final outcome of these tax-related matters is different from the amounts that were originally recorded, such differences will affect the tax provisions in the period in which such determination is made.

Reference should be made to the Company's significant accounting policies contained in Note 2 of the Company's financial statements as at December 31, 2015. These accounting policies can have a significant impact on the financial performance and financial position of the Company.

**Recent Accounting Pronouncements**

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or IFRIC that are mandatory for accounting periods beginning after January 1, 2015, or later periods. Updates that are not applicable or are not consequential to the Company may have been excluded from the list below.

The standards and interpretations that are issued, but not yet effective, up to the date of authorization of the December 31, 2015 consolidated financial statements are disclosed below. Management anticipates that all of the pronouncements will be adopted in the accounting policy for the first period beginning after the effective date of the pronouncement.

The Company continues to evaluate the impact the implementation of these standards will have on the consolidated financial statements.

*Accounting Standards Anticipated to be Effective on or after January 1, 2017*

- IFRS 9 - Financial Instruments. This IFRS introduces new requirements for classifying and measuring financial assets and liabilities and carries over from the requirements of IAS 39 - Financial Instruments: Recognition and Measurement, Derecognition of Financial Assets and Financial Liabilities. The required adoption date for IFRS 9 is January 1, 2018.
- IFRS 15 - Revenue from Contracts with Customers. This IFRS establishes principles to address the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. IFRS 15 will be effective for annual periods beginning on or after January 1, 2017, with early adoption permitted.
- IFRS 16 - Leases. This IFRS, which supersedes IAS 17 - Leases, specifies how to recognize, present and disclose leases. The standard provides a single lessee accounting model, requiring the recognition of assets and liabilities for all leases, unless the lease term is 12 months or less or the underlying asset has a low value. IFRS 16 is effective for annual periods beginning on or after January 1, 2019, with early adoption permitted if IFRS 15 has also been applied.

**Commitments**

The Company currently has no commitments.

**Off-Balance Sheet Arrangements**

The Company has no off-balance sheet arrangements.

**Outrider Energy Corp.**  
**Management's Discussion and Analysis**  
**For the Year Ended December 31, 2015**

---

**Disclosure Controls and Procedures**

Management has established disclosure controls and procedures for the Company in order to provide reasonable assurance the information is made known to it in a timely manner, particularly during the period in which the annual and quarterly filings were being prepared.

**Legal Matters**

The Company is not currently, and has not at any time during its most recently completed financial year, been a party to, nor has any of its property been the subject of, any material legal proceedings or regulatory actions.

**Proposed Transactions**

As is typical of the resource exploration and development industry, the Company is continually reviewing potential merger, acquisition, investment and joint venture transactions and opportunities that could enhance shareholder value. At present, there are no transactions pending that would affect the Company's financial condition, results of operations or cash flows from any asset.

**Post Reporting Date Event**

There were no adjusting or significant non-adjusting events that occurred between December 31, 2015 and the date of this report that have not already been disclosed elsewhere in this MD&A.

**Risk and Uncertainties**

The Company's principal activity involved the exploration and development of resources interests. Companies in this industry are subject to many risks including, but not limited to, environmental, fluctuating commodity prices, social, political, financial and economic risk. Additionally, few exploration projects successfully achieve development due to factors that cannot be predicted or foreseen.

The risk and uncertainties described in this section are considered by management to be the most important in the context of the Company's business.

*Environmental Factors* – Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects, and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations or result in substantial costs and liabilities in the future.

*Governmental Regulation* – Exploration and development will be affected to varying degrees by: (i) government regulations relating to such matters as environmental protection, health, safety and labour; (ii) restrictions on production, price controls, and tax increases; (iii) maintenance of interests; (iv) tenure; and (v) expropriation. There is no assurance that future changes in such regulation, if any, will not adversely affect the Company's operations.

*Financing Ability* – The Company's ability to continue exploration, development, and acquisition efforts will be largely reliant on its continued attractiveness to equity investors. The Company will incur operating losses as it continues to expend funds to explore and develop its properties and possibly other properties. There is no guarantee that the Company will be able to develop any of its properties to commercial production. Furthermore, should the Company require additional capital, failure to raise such capital could result in delay or indefinite postponement of exploration and development activities.

*Exploration and Development* – Exploration is highly speculative in nature, involving many risks, and frequently is unsuccessful. No assurance can be given that exploration programs will result in the definition of reserves or that reserves may be economically developed. The long-term profitability of the Company's operations will be in part

**Outrider Energy Corp.**  
**Management's Discussion and Analysis**  
**For the Year Ended December 31, 2015**

---

directly related to the cost and success of its exploration programs, which may be affected by a number of factors which are beyond the control of the Company.

*Operating Hazards and Risks* – The work that the Company proposes to undertake will be subject to all the hazards and risks normally incidental to such activities, any of which could result in work stoppages and damage to persons or property or the environment and possible legal liability for any and all damage. The Company could incur significant costs that could have a material adverse effect upon its financial condition.

*Commodity Prices* – The price of commodities has fluctuated dramatically, particularly in recent years, and is affected by numerous factors beyond the Company's control. The effect of the volatility and therefore the economic viability of the Company's interests cannot be accurately predicted at this time. This could adversely affect the Company's operations.

*Dependence on Key Employees* – The Company's future growth and its ability to develop its projects depends, to a significant extent, on its ability to attract and retain highly qualified personnel. The Company is highly dependent on the principal members of its senior management group and the loss of their services could impede the Company's business strategy and growth.

*Conflicts of Interest* – Certain of the Company's directors and officers serve or may agree to serve as directors or officers of other reporting companies or may have significant shareholdings in other reporting companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the directors of the Company may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In the event that such a conflict of interest arises at a meeting of the Company's directors, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms.

*Competition* – The industry is intensely competitive in all its phases. The Company competes with many companies possessing greater financial resources and technical facilities than itself for the acquisition of concessions, claims, leases and other interests as well as for the recruitment and retention of qualified employees.

*No Dividends* – The Company has not paid any dividends on its common shares during the past. Any decision to pay dividends on its shares in the future will be dependent upon the requirements of the Company to finance future growth, the financial condition of the Company and other factors which the board of directors of the Company may consider appropriate in the circumstances.