



Suite 650 – 669 Howe Street
Vancouver, British Columbia, V6C 0B4
www.pinedaleenergy.com

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the annual general and special meeting (the “**Meeting**”) of shareholders of Pinedale Energy Limited (the “**Company**”) will be held at Suite 1200 – 750 West Pender Street, Vancouver, British Columbia on **November 10, 2017** at 10:00 a.m. (Vancouver Time) for the following purposes:

1. to receive the annual financial statements of the Company for its fiscal year ended December 31, 2016, together with the report of the auditors thereon;
2. to fix the number of directors at three;
3. to elect directors;
4. to appoint MNP LLP, as auditors for the Company for the ensuing year and to authorize the directors to fix their remuneration;
5. to approve a fixed 20% stock option plan for the Company;
6. to consider and, if thought advisable, to pass, with or without variation, an ordinary resolution authorizing and approving the amendment of the Company’s Articles, as more particularly set forth in the accompanying Information Circular;
7. to consider and, if thought advisable, to pass, with or without variation, an ordinary resolution authorizing and approving the amendment of the special rights and restrictions of the Class B common shares of the Company, as more particularly set forth in the accompanying Information Circular; and
8. to transact any other business which may properly come before the Meeting, or any adjournment or postponement thereof.

Accompanying this Notice of Meeting is an Information Circular, a form of Proxy, and a financial statements request card whereby shareholders can request to be added to the Company’s supplemental mailing list. The Information Circular includes more detailed information relating to the matters to be addressed at the Meeting and forms part of this Notice.

The Board of Directors has fixed the close of business on October 5, 2017 as the record date for determining shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournment or postponement of the Meeting. A shareholder entitled to vote at the Meeting is entitled to appoint a proxyholder to attend and vote in his/her stead. If you are unable to attend the Meeting, or any adjournment or postponement thereof, in person, please date, execute, and return the enclosed form of Proxy in accordance with the instructions set out in the notes to the Proxy and any accompanying information from your intermediary.

DATED at Vancouver, British Columbia, this 6th day of October, 2017.

ON BEHALF OF THE BOARD OF DIRECTORS

“Brad Windt”
President and Chief Executive Officer

These shareholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.