

INPLAY OIL CORP

**Notice of Annual and Special Meeting of Shareholders
to be held June 28, 2019**

TO: THE SHAREHOLDERS OF INPLAY OIL CORP.

TAKE NOTICE that the Annual and Special Meeting (the "**Meeting**") of the shareholders of InPlay Oil Corp. ("**InPlay**" or the "**Corporation**") will be held in the Viking Room, Petroleum Club, 319 5th Avenue S.W., Calgary, Alberta on Tuesday, the 28th day of June, 2019 at 9:30 a.m. (Calgary time) for the following purposes:

1. to receive and consider the financial statements of the Corporation for the year ended December 31, 2018, together with the auditors' report thereon;
2. to fix the number of directors to be elected at the Meeting at six members;
3. to elect the directors of the Corporation;
4. to appoint the auditors and to authorize the directors to fix their remuneration as such;
5. to approve all unallocated options under the Corporation's share option plan; and
6. to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

The specific details of the matters proposed to be put before the Meeting are set forth in the Information Circular – Proxy Statement accompanying and forming part of this Notice.

Shareholders of the Corporation who are unable to attend the Meeting in person are requested to date and sign the enclosed Instrument of Proxy and to mail it to or deposit it with the Corporate Secretary of the Corporation, c/o Computershare Trust Company of Canada, Proxy Dept., 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, or by facsimile at 1-866-249-7775. Registered shareholders may also use the internet site at www.investorvote.com to transmit their voting instructions or vote by phone at 1-866-732-VOTE (8683) (toll free within North America) or 1-312-588-4290 (outside North America).

Shareholders are cautioned that the use of the mail to transmit proxies is at each shareholder's risk.

The Board of Directors of the Corporation has fixed the record date for the Meeting at the close of business on May 24, 2019 (the "**Record Date**"). Shareholders of record as at the Record Date are entitled to receive notice of the Meeting and to vote those shares included in the list of shareholders entitled to vote at the Meeting prepared as at the Record Date, unless any such shareholder transfers shares after the Record Date and the transferee of those shares, having produced properly endorsed certificates evidencing such shares or having otherwise established that he owns such shares, demands, not later than 10 days before the Meeting, that the transferee's name be included in the list of shareholders entitled to vote at the Meeting, in which case such transferee shall be entitled to vote such shares at the Meeting.

DATED at Calgary, Alberta, this 20th day of May, 2019.

**BY ORDER OF THE BOARD OF DIRECTORS
OF INPLAY OIL CORP.**

(signed) *"Douglas J. Bartole"*

Chairman, President and Chief Executive Officer