



## NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

**TAKE NOTICE** that the annual meeting (the "**Meeting**") of the shareholders of **PRAIRIE PROVIDENT RESOURCES INC.** (the "**Company**") will be held at the Calgary Petroleum Club at 319 – 5th Avenue S.W., Calgary, Alberta, on May 17, 2018, at 9:00 a.m. (Calgary time) for the following purposes:

1. to receive the audited consolidated comparative financial statements of the Company for the years ended December 31, 2017 and 2016, together with the report of the auditor thereon;
2. to elect directors of the Company for the ensuing year;
3. to appoint Ernst & Young LLP, Chartered Professional Accountants, as the auditor of the Company for the ensuing year, at such remuneration as may be determined by the directors; and
4. to transact such other business as may properly come before the Meeting.

More detailed information regarding the matters proposed to be placed before the Meeting is set forth in the accompanying information circular of the Company dated April 6, 2018 (together with this Notice of Meeting, the "**Circular**").

Only shareholders of record at the close of business on April 6, 2018 are entitled to receive notice of and to attend and vote at the Meeting or any adjournment thereof, except that a shareholder (including a person who did not hold any common shares on April 6, 2018) may vote common shares transferred to it after that date if the shareholder produces properly endorsed share certificates evidencing the transfer or otherwise establishes that it owns the transferred common shares, and demands, not later than 10 days before the Meeting, that the transferee's name be included before the Meeting in the list of shareholders eligible to vote.

A registered shareholder may attend the Meeting in person or may be represented at the Meeting by proxy. Shareholders who are unable to attend the Meeting in person are requested to date and sign the enclosed form of proxy and return it, or another acceptable instrument of proxy, in accordance with the instructions set forth in the Circular. **A proxy will not be effective for the Meeting or any adjournment thereof unless it is completed and received by the Company's registrar and transfer agent, Alliance Trust Company, by mail, fax or email, at #1010, 407 - 2nd Street S.W., Calgary, Alberta, T2P 2Y3, fax (403) 237-6181 (Attention: Proxy Department), email [inquiries@alliancetrust.ca](mailto:inquiries@alliancetrust.ca), at least 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time of the Meeting or adjournment. A person appointed as proxyholder need not be a shareholder.**

As noted in the Circular and described in the notice-and-access notification sent to beneficial holders of common shares, the Company elected to provide the Circular to beneficial shareholders through electronic access by posting the Circular on its website at [www.ppr.ca](http://www.ppr.ca) in accordance with applicable securities laws. The Circular will remain on the Company's website for one year thereafter and will also be available on SEDAR at [www.sedar.com](http://www.sedar.com). A paper copy of the Circular will be sent to registered shareholders in accordance with corporate law requirements.

DATED at Calgary, Alberta, this 6th day of April, 2018.

**BY ORDER OF THE BOARD OF DIRECTORS**

*(signed) "Tim Granger"*

Tim Granger  
President and Chief Executive Officer  
Prairie Provident Resources Inc.