

RAISE PRODUCTION INC.

NOTICE OF ANNUAL MEETING TO BE HELD ON OCTOBER 26, 2016

NOTICE IS HEREBY GIVEN (the “**Notice of Meeting**”) that an annual meeting (the “**Meeting**”) of the holders (“**Shareholders**”) of common shares (“**Common Shares**”) of RAISE PRODUCTION INC. (the “**Corporation**”) will be held at 9:00 am (Calgary time) on October 26, 2016 at The Glenmore Inn, Ogden Room, 2720 Glenmore Trail S.E., Calgary, Alberta, Canada, for the following purposes:

1. To receive the audited financial statements of the Corporation for the financial year ended December 31, 2015;
2. To fix the board of directors of the Corporation (the “**Board**”) to be elected at the Meeting at six members and to elect the Board of the Corporation for the ensuing year;
3. To consider and, if thought appropriate, to pass, with or without variation, an ordinary resolution approving the appointment of Ernst & Young LLP, as the Corporation’s auditor for the ensuing year and to authorize the Board to fix the auditor’s remuneration; and
4. To transact any such other business as may properly be brought before the Meeting or any adjournment thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the accompanying management information circular, including the schedules thereto.

Only Shareholders of record at the close of business on September 21, 2016 will be entitled to vote at the Meeting, unless that Shareholder has transferred any Common Shares subsequent to that date and the transferee Shareholder, not later than 10 calendar days before the Meeting, establishes ownership of the Common Shares and demands that the transferee’s name be included on the list of Shareholders. Such transferee will be entitled to vote those Common Shares at the Meeting.

A registered Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment thereof in person are requested to date, execute and return the accompanying form of proxy for use at the Meeting or any adjournment thereof. To be effective, the enclosed proxy must be mailed so as to reach or be deposited with Computershare, Proxy Tabulation Department, 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 no later than 9:00 am (Calgary time) on October 24, 2016, or if the Meeting is adjourned, by no later than 48 hours prior to the time and date on which the Meeting is reconvened. **If you are a beneficial Shareholder and receive these materials through your broker or through another intermediary, please complete and return the form of proxy in accordance with the instructions provided to you by your broker or other intermediary.**

The persons named in the enclosed form of proxy (the “**Management Designees**”) are members of the Corporation’s management and Board. **Each Shareholder has the right to appoint a proxyholder other than such persons, who need not be a Shareholder, to attend and to act for him or her and on his or her behalf at the Meeting.** To exercise such right, the names of the Management Designees should be crossed out and the name of the Shareholder’s appointee should be legibly printed in the blank space provided. **The instrument appointing the proxy shall be in writing and shall be executed by the Shareholder or his or her attorney authorized in writing or, if the Shareholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized.**

DATED at Calgary, Alberta, September 21, 2016.

BY ORDER OF THE BOARD OF DIRECTORS

By: _____

President and Chief Executive Officer