

# **PETROMIN RESOURCES LTD.**

## **FORM 51-102F1 MANAGEMENT DISCUSSION AND ANALYSIS FOR THE SIX MONTHS ENDED MARCH 31, 2014**

The following is a discussion and analysis of the consolidated financial condition and operating results of Petromin Resources Ltd. (the “Company”) for the six months ended March 31, 2014. The discussion should be read in conjunction with the unaudited interim consolidated financial statements of the Company and the notes thereto for the six months ended March 31, 2014 and the audited consolidated financial statements for the year ended September 30, 2013.

The financial data included in the discussion provided in this report has been prepared in accordance with International Financial Reporting Standards (“IFRS”). The Company adopted IFRS on October 1, 2011 and has restated its balance sheet as at October 1, 2010 (“transition date”) to comply with IFRS presentation of comparative information. All dollar amounts are in Canadian dollars, unless otherwise noted.

Some of the statements set forth in this section are forward-looking statements relating to the Company’s future operating results based on the information available to the Company as of May 30, 2014. These forward looking statements are subject to a variety of risks and uncertainties and other factors, but are not limited to, changes in government legislation and regulations, competition, foreign exchange rate, claims and litigation. The actual results may vary from the results anticipated in these statements.

### **THE COMPANY**

The Company is an oil and gas exploration and producing company with properties situated in the province of Alberta, Canada.

### **CRITICAL ACCOUNTING POLICIES**

A summary of significant accounting policies is presented in Note 3 of the consolidated financial statements for the year ended September 30, 2013. Under IFRS, the Company separates exploration and evaluation assets from oil and gas interests.

#### **Exploration and evaluation assets**

Costs of exploring for and evaluating oil and natural gas properties are capitalized within exploration and evaluation assets. Exploration and evaluation assets do not include costs of general prospecting or evaluation costs incurred prior to having obtained the legal right to explore an area, which are expensed as incurred.

Exploration and evaluation assets are not depleted or depreciated and are carried forward until technical feasibility and commercial viability is considered to be determined. The technical feasibility and commercial viability is generally considered to be determined when proved plus probably reserves are determined to exist and the commercial production of oil and gas has commenced. A review of each exploration license or field is carried out at least annually to ascertain whether the project is technically feasible and commercially viable. Upon determination of technical feasibility and commercial viability, exploration and evaluation assets attributable to those reserves are first tested for impairment and then reclassified from exploration and evaluation assets to oil and gas interests.

#### **Oil and gas interests**

All costs directly associated with the development of oil and natural gas reserves are capitalized on an area-by-area basis. Development costs include expenditures for areas where technical feasibility and commercial viability has been determined. These costs include proved property acquisitions, development drilling, completion, gathering and infrastructure costs and transfers of exploration and evaluation assets.

Costs accumulated within each area are depleted using the unit-of-production method based on proved plus probable reserves using estimated future prices and costs. Costs subject to depletion include estimated future costs to be incurred in developing proved and probable reserves.

For divestitures of properties, a gain or loss is recognized in net earnings. Exchanges of properties are measured at fair value, unless the transaction lacks commercial substance or fair value cannot be reliably measured. Where the exchange is measured at fair value, a gain or loss is recognized in net earnings.

### **Decommissioning liabilities**

The Company records a liability for the reclamation of its exploration and evaluation interests based on the best estimates of costs for site closure and reclamation activities that the Company is legally or constructively required to remediate, and the liability is recognized at the time the environmental disturbance occurs. The resulting costs are capitalized to the corresponding asset. The fair value of the provision for closure and reclamation liabilities is estimated using expected cash flows, based on engineering and environmental reports prepared by third party industry specialists, discounted at a pre-tax rate specific to the liability. The capitalized amount is amortized on the same basis as the related asset. The liability is adjusted for accretion of the discounted obligation and any changes in the amount or timing of the underlying future cash flows. Under IFRS accretion charges are not classified with depletion, but instead are included as finance costs. Significant judgments and estimates are involved in forming expectations of the amount and timing of future site closure and reclamation cash flows. Future restoration costs are reviewed annually and any changes in the estimate are reflected in the present value of the provision at the reporting date.

## **CRITICAL ACCOUNTING ESTIMATES, JUDGEMENTS AND ASSUMPTIONS**

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities and contingent liabilities as at the date of the consolidated financial statements, and the reported amount of revenues and expenses during the reporting period. Estimates and judgments are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

The key sources of estimation uncertainty and judgment that have a significant risk of causing material adjustment to the amounts recognized in the consolidated financial statements are as follows:

### ***Critical Judgments***

The preparation of these consolidated financial statements requires management to make judgments regarding the going concern of the Company as discussed in Note 1 of consolidated financial statements for the year-ended September 30, 2013.

### ***Key Sources of Estimation Uncertainty***

#### **(i) Assessment of commercial reserves**

Management is required to assess the level of the Company's commercial reserves together with the future expenditures required to access those reserves. These assessments are utilized in determining the depletion charge for the period, assessing whether any impairment charge is required against producing and developed projects. By their nature, these estimates of discovered and probable crude oil and natural gas reserves, including the estimates of future prices, costs, related future cash flows and the selection of a pre-tax risk adjusted discount rate relevant to the asset in question, are subject to measurement uncertainty. The Company employs an independent reserves specialist who periodically assesses the Company's level of commercial reserves by

reference to data sets including geological, geophysical and engineering data together with reports, presentation and financial information pertaining to the contractual and fiscal terms applicable to the Company's assets. Significant judgment is involved when determining whether there have been any significant changes in the Company's crude oil and natural gas reserves.

**(ii) Share-based payments**

The Company has a stock option plan for directors, officers, employees and consultants. Services received, and the corresponding increase in equity, are measured by reference to the fair value of the equity instruments at the date of the grant, excluding the impact of any non-market vesting conditions. The fair value of share options are estimated by using the Black-Scholes model on the date of the grant based on certain assumptions. Those assumptions are described in Note 14 and include, among others, expected volatility, expected life of the options and number of options expected to vest.

**(iii) Decommissioning liabilities**

The Company recognizes the liability for statutory, contractual, constructive or legal obligations, including those associated with the reclamation of oil and gas interests, when those obligations result from the exploration or development of its properties. The Company assesses its provision for site reclamation at each reporting date. Significant estimates and assumptions are made in determining the provision for site reclamation as there are numerous factors that will affect the ultimate liability payable. These factors include estimates of the extent and costs of rehabilitation activities, technological changes, regulatory changes, cost increases as compared to inflation rates, and discount rates. Those uncertainties may result in future actual expenditures differing from the amounts currently provided. The provision at the reporting date represents management's best estimate of the present value of the future reclamation costs required.

**(iv) Depletion and Valuation of oil and gas property**

The amounts recorded for depletion of oil and gas properties and the valuation of cash-generating units of oil and gas properties are based on estimates. These estimates of proved and probable reserves, production rates, future petroleum prices, future development costs, remaining lives and periods of future benefits of the related assets and other relevant assumptions.

The Company's reserve estimates are evaluated consistent with National Instrument 51-101 - Standards of Disclosure for Oil and Gas Activities.

**FUTURE ACCOUNTING POLICIES**

- IFRS 9 'Financial Instruments: Classification and Measurement' – effective for annual periods beginning on or after January 1, 2015 with early adoption permitted.
- IFRS 10 'Consolidated Financial Statements' – effective for annual periods beginning on or after January 1, 2013, with early adoption permitted.
- IFRS 11 'Joint Arrangements' – effective for annual periods beginning on or after January 1, 2013, with early adoption permitted.
- IFRS 12 'Disclosure of Interests in Other Entities' – effective for annual periods beginning on or after January 1, 2013, with early adoption permitted.
- IFRS 13 'Fair Value Measurement' – effective for annual periods beginning on or after January 1, 2013, with early adoption permitted.

- IAS 27 ‘Separate Financial Statements’ – effective for annual periods beginning on or after January 1, 2013, as a result of the issue of the new consolidation suite of standards, IAS 27 Separate Financial Statements has been reissued, as the consolidation guidance will now be included in IFRS 10. IAS 27 will now only prescribe the accounting and disclosure requirements for investments in subsidiaries, joint ventures and associates when an entity prepares separate financial statements.
- IAS 28 ‘Investments in Associates and Joint Ventures’ – effective for annual periods beginning on or after January 1, 2013, as a consequence of the issue of IFRS 10, IFRS 11 and IFRS 12, IAS 28 has been amended and will provide the accounting guidance for investments in associates and to set out the requirements for the application of the equity method when accounting for investments in associates and joint ventures. The amended IAS 28 will be applied by all entities that are investors with joint control of, or significant influence over, an investee.
- IFRS 7 ‘Financial Instruments: Disclosures’ - effective for annual periods beginning on or after January 1, 2013.
- IAS 32 ‘Financial Instruments: Presentation’ - effective for annual periods beginning on or after January 1, 2014.

The Company is currently evaluating the impact of these new and amended standards on its financial statements. The impact is not expected to have a material impact on the consolidated statements of financial position or results of operations.

## **PRIMARY PETROLEUM AND NATURAL GAS PROPERTIS**

### **Frog Lake:**

The Company completed three wells at its Frog Lake Heavy Oil Project. The company retains various working interests (“WI”) in these wells ranging from 40-60% and has increased its 60% WI in well 100/07- 17-057-03W4/00 to a 100% WI. Well 7A and 7B are producing approximately 20 cubic meters per day. Well 7C is temporarily shut in to evaluate how to best handle a higher sand cut. A fourth location has been identified in 7D and the Company anticipates farming out the drilling of this fourth location.

### **Redwater:**

Six oil and natural gas wells have now been completed on its 320 acre block of land held in the Redwater area of central Alberta. A gross overriding royalty will be retained by the Company on three locations before payout with the option to convert to a 50% working interest in the 7-36-55-21 W4M well after payout and a 25% working interest in the 9-36-55-21 W4M well after payout. The Company retained a 25% working interest in the 8-36-55-21 W4M well. The three addition wells, which were also farmed out, the Company retains various working interest ranging from approximately 12.5% - 25% after payout. In December 2007, a seventh well was drilled and completed on LSD 1-36-055-21 W4M, whereby Petromin retains a 25% working interest and a gross overriding royalty on additional 25% working interest convertible to a 12.5% working interest after payout for a total 37.5% working interest in the well. This single well has been producing at approximately 40 boe/day. In the last quarter of 2008, the Company has also completed the 8<sup>th</sup> and 9<sup>th</sup> well (LSD 2 and 15 of section 36 TWP 55, RGE21 W4M) at no cost to the Company. The Company retains an 11% Gross Overriding Royalty on the Company’s 50 percent interest on gross production of the two wells.

In the fiscal year 2009, the Company quitclaimed and assigned two wells in the area to Auriga Energy Inc (“Auriga”) for a total of \$10. Auriga will assume all costs, expenses, claims, liabilities or obligations of any kind or nature with respect to the two wells, including any responsibility for well abandonment, environmental cleanup or reclamation. The two quitclaimed wells are 100/10-36-055-21W4M and 102/10-36-055-21W4M.

### **Gilby:**

The Company’s Gilby property in Alberta, which produces natural gas from the multi-zone gas discovery in the 11-35-39-28 W4M well, reached payout and the Company converted its’ overriding royalty to a 16 2/3% working interest after payout. The well has been producing at approximately 250,000 cu.ft of gas per day. In March 2008,

the Company completed a new well in the area. The Company retains a 16.667% working interest in the new location LSD1-35-39-28W4M. The production of the new well has been at approximately 250,000 cu.ft of gas per day plus liquids.

**Morningside:**

The Company has interests in two wells located in the Morningside area of Alberta. The 13-23-42-28 W4M well is a gas discovery producing at approximately 300,000 cu.ft per day and the second 6-23-42-28 W4M well is producing at approximately 300,000 cu.ft of gas per day. The Company retains a gross overriding royalty of approximately 5% on both wells.

During the year-ended September 30, 2011, the Company farmed out its Morningside lease included in exploration and evaluation assets whereby the farmee would pay 100% of the budgeted drilling and completion costs to earn a 50% working interest after payout. As at September 30, 2011, the Company had received \$525,530 from the farmee, which is recorded as a project advance. During the year ended September 30, 2012, the Company received another \$180,000 advance from the farmee and as at September 30, 2012, the project advance balance was \$131,311. During the year ended September 30,2013, the Company received another \$330,000 from the farmee. Actual expenditures on the project exceeded the budget. The overrun cost is added to the exploration and evaluation assets which was reclassified as Oil and Gas Interests in the fiscal year 2013. The Company retains 31.54% working interest in the well. As of September 30 2013, the project advance balance was \$Nil.

**SUMMARY OF PROPERTIES**

The Company has oil and gas properties in the Province of Alberta, Canada. The Company is the operator of the Frog Lake project which has three producing heavy oil wells. In addition, the Company has farmed out the Redwater North, Morningside and Gilby properties. The Company receives income from all four properties.

The following table provides a brief summary of the capitalized costs of the oil and gas properties of the Company.

**SELECTED ANNUAL INFORMATION**

The following table provides a brief summary of the Company’s financial operations.

	Year Ended September 30, 2013	Year Ended September 30, 2012	Year Ended September 30, 2011
Total revenues	\$ 1,025,014	\$ 872,665	\$ 1,275,921
Loss	552,501	838,848	254,391
Basic and diluted loss per share	(0.01)	(0.01)	(0.00)
Total assets	2,770,148	2,613,772	3,011,979
Total long-term liabilities	109,503	93,158	90,213
Cash dividends	-	-	-

## RESULTS OF OPERATIONS

For the six month period ended March 31, 2014, the Company recorded revenue of \$533,131. In addition, direct costs (operating expenses and royalties) totalled \$383,569. This compared to revenue of \$209,261 and direct costs of \$158,864 for the six month ended March 31, 2013. Depletion and amortization expense was \$89,956 for the six month ended March 31, 2014 compared to \$22,086 for the six month period ended March 31, 2013. Share based payment was \$58,138 for the six month period ended March 31 2014, compared to \$nil for the same period ended March 31 2013.

The Company's administrative expenses increased to \$231,965 for the six months ended March 31, 2014 from \$218,969 for the six months ended March 31, 2013. This is primarily attributable to a decrease in consulting fees of \$27,472 and a decrease of \$2,103 in filing and transfer agent expenses, a decrease of \$4,982 in bad debts and a decrease of \$5,028 in travel and promotion, and an increase of \$971 in office and miscellaneous, an increase of \$26,614 in wages and benefits, and an increase of \$24,996 in professional fees.

The Company incurred a loss of \$550,163 for the six month ended March 31, 2014 as compared to a loss of \$176,996 for the six month ended March 31, 2013.

## SUMMARY OF QUARTERLY RESULTS

	Revenue	Profit (Loss)	Share Basic and Diluted
Fiscal 2012			
Third quarter	223,805	(136,734)	(.002)
Fourth quarter	175,233	(395,613)	(.006)
Fiscal 2013			
First quarter	112,438	(23,748)	(.0004)
Second quarter	96,823	(153,248)	(0.002)
Third quarter	242,304	(152,368)	(0.002)
Fourth quarter	573,449	(223,137)	(0.003)
Fiscal 2014			
First quarter	247,757	(182,765)	(0.003)
Second quarter	285,374	(367,398)	(0.005)

## LIQUIDITY AND CAPITAL RESOURCES

The Company's cash remained at \$nil from September 30, 2013 to March 31, 2014. The Company's cash position was mainly attributable to capital expenditures on recompletions, in particular the Frog Lake wells, which were shut in temporarily for mechanical reasons and currently back on production after workovers.

In addition to the company' loss for the quarter of \$367,398, accounts receivable increased by \$119,440, accounts payable increased by \$127,184 and accounts payable – related parties increased by \$39,325. This was offset by add back of depletion and amortization and stock-based compensation, resulting in net cash of \$10,261 provided in operating activities.

At March 31, 2014, there were 71,144,374 common shares outstanding and 6,500,000 stock options outstanding. The stock options will expire from November 27, 2014 to October 31, 2018. Assuming that the stock options are exercised before they expire, the Company would receive gross proceeds of \$579,000.

The Company successfully completed a private placement on April 23 and May 31 2013 with gross proceeds of \$192,500. This improved the working capital position of the Company. Given the current working capital position, the Company needs to raise additional funds through debt or equity financing. If additional funds are raised through the issuance of equity securities, the percentage ownership of current shareholders will be reduced and such equity securities may have rights, preferences, or privileges senior to those of the holders of the Company's common stock. No assurance can be given that additional financing will be available, or that it can be obtained on terms acceptable to the Company and its shareholders.

## **CAPITAL MANAGEMENT**

The Company's objectives when managing capital are to safeguard its assets while at the same time maintaining investor, creditor and market confidence and to sustain the future development of the business.

The oil and gas properties in which the Company currently has an interest have begun commercial operation and are currently incurring losses; as such the Company is dependent on external financing to fund its activities. In order to carry out current operations and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There have been no changes to the Company's approach to capital management during the six month period ended March 31 2014.

## **OFF BALANCE SHEET ARRANGEMENT**

The Company does not have any off-balance sheet arrangements.

## **PROPOSED TRANSACTIONS**

There are currently no proposed asset or business acquisitions or dispositions, other than those in the ordinary course of business before the board of directors for consideration.

## **RELATED PARTY TRANSACTIONS**

Related parties and related party transactions impacting the accompanying financial statements are summarized below and include transactions with the following individuals or entities:

Key management personnel:

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consists of executive and non-executive members of the Company's Board of Directors and corporate officers.

Remuneration attributed to key management personnel can be summarized as follows:

	Six month ended March 31,	
	2014	2013
Share-based compensation	\$ 33,222	\$ -
Short-term benefits*	91,200	45,600
	\$ 124,422	\$ 45,600

\*include both paid and accrued base salaries pursuant to contractual employment, consulting, or management agreements.

These have been recorded in wages and benefits and consulting fees.

Amounts due to related parties consist of \$246,604 (March 31, 2013 - \$129,960) to directors or officers of the Company, or to companies controlled by directors or officers of the Company.

The following transactions were carried out with other related parties:

1. Received or accrued \$Nil (March 31, 2013 - \$15,000) in management fees or reimbursements of expenses from Terrawest Energy Corp., a company with two directors (Arthur Ross Gorrell and Kenny Chan) in common, included in other income.
2. Included in accounts receivable at March 31, 2014 is \$Nil (March 31, 2013 - \$72,500) due from Terrawest Energy Corp., a company with two directors (Arthur Ross Gorrell and Kenny Chan) in common.

The amounts due to related parties are unsecured, non-interest bearing, and have no specific terms of repayment.

The amounts charged to the Company for the services provided have been determined by negotiation among the parties and, in certain cases, are covered by signed agreements. These transactions were in the normal course of operations and were measured at the exchange value, which represented the amount of consideration established and agreed to by the related parties.

## FINANCIAL INSTRUMENTS

The fair value of the Company's receivables, accounts payable and accrued liabilities, and due to related parties approximate carrying value, which is the amount recorded on the consolidated balance sheet. The Company's other financial instrument, cash, under the fair value hierarchy are based on level one quoted prices in active markets for identical assets or liabilities.

The Company has exposure to the following risks from its use of financial instruments: credit risk, market risk and liquidity risk. Management, the Board of Directors and the Audit Committee monitor risk management activities and review the adequacy of such activities.

### *Credit risk*

Credit risk is the risk of potential loss to the Company if a customer or counter party to a financial instrument fails to meet its contractual obligations. The Company's credit risk is limited to the carrying amount on the balance sheet and arises from the Company's cash and receivables.

The Company's cash is held through Canadian chartered banks, which are high-credit quality financial institutions. The Company's receivables are primarily from customers operating in petroleum and natural gas industry within Canada. The Company expects credit risk with these customers to be low.

### *Liquidity risk*

Liquidity risk is the risk that the Company will not meet its financial obligations as they fall due. The Company manages its liquidity risk by forecasting cash flows from operations, and anticipating investing and financing activities. As at March 31, 2014, the Company had current assets of \$232,085 (2013-\$314,268) to settle current liabilities of \$1,646,076 (2013-\$1,217,262), which have contractual



maturities of less than 30 days and are subject to normal trade terms. The Company expects to fund these liabilities through the sale of oil and gas and the issuance of capital stock over the coming quarters.

#### *Market risk*

Market risk is the risk of loss that may arise from changes in market prices, such as interest rates and foreign exchange rates.

##### *i) Interest rate risk*

The Company has cash balances and fixed interest-bearing convertible debentures. The Company's current policy is to invest excess cash in investment-grade short-term certificates of deposits issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit rating of its banks.

##### *ii) Foreign exchange rate risk*

The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars. The Company funds certain operations, exploration and administrative expenses in Asia by using the United States dollar currency from its Canadian dollar bank accounts. Management believes the foreign exchange risk derived from currency conversions is negligible and therefore does not hedge its foreign exchange risk.

##### *iii) Price risk*

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

#### *Sensitivity analysis*

The carrying value of cash, receivables, accounts payable and accrued liabilities, and due to related parties approximate their fair values due to the relatively short periods to maturities of these financial instruments.

Based on management's knowledge and experience of the financial markets, management does not believe that the Company's current financial instruments will be affected by credit risk, liquidity risk and market risk.

## **OUTLOOK**

The Company continues to offer investors value from an increasingly diversified resource base and business scope. The Company strives to improve its domestic production of oil and gas while advancing its China natural gas exploration and development projects.

### **1. Alberta properties**

During the year-ended September 30, 2013, Morningside well 15-23-42-28W4M commenced commercial production in July 2013. Additional location has been identified and ready for development depending on the success of the financing. The Company retains 31.54% working interest in the well.

A number of recompletions are also scheduled for the Company's Frog Lake and Gilby areas with significant increases in production anticipated after the recompletions.

## **2. China – TerraWest Energy Corp. (TerraWest) Liuhuanggou Coalbed Methane (CBM) Production Sharing Contract (PSC)**

The PSC is located on the southern margin of the Junggar sedimentary basin which is a productive petroleum and natural gas region. The southern Junggar is also considered highly prospective for CBM based on extensive coal resources known to exist. The PSC area is also located close to existing natural gas pipeline infrastructure which carries conventional natural gas produced in the Junggar Basin to the nearby provincial capital city of Urumqi and links the area to the major trans-national West-East pipeline. The newly completed and now operating West-East 2 trans-national pipeline crosses the PSC area.

The property has had several core wells drilled and five additional production test wells drilled and cased and has recently licensed two additional wells, one of which was cased and completed in December 2012 and the second one to be drilled in the coming future.

A third party independent report by Netherland, Sewell and Associates Inc. of Houston, TX, USA estimated a low of 7 and a high of 19 trillion cubic feet (TCF) with a Best Estimate of 11.825 TCF of original gas in place for the evaluation area studied so far, comprising of both CBM Gas and Shale Gas in place.

As at the date hereof, the Company held 22.28% of the current issued common shares and preferred shares in the capital of TerraWest. TerraWest is the Operator and holds a 47% interest in the PSC with PCCBM holding 53%. Under the terms of the PSC, CBM is defined as all gas stored in four (4) named geologic formations of Jurassic age to a depth of 1,500 meters

The Company's Chief Executive officer and Chief Financial Officer (the "Responsible Officers") are responsible for establishing and maintaining disclosure controls and procedures for the Company, designed to provide reasonable assurance that material information relating to the Company and its subsidiaries is made known to the Responsible Officers by others within the organization, particularly during the period in which the Company's annual financial statements and Management's discussion and Analysis are being prepared. The Responsible Officers have also designed such control over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and preparation of financial statements for external purposes in accordance with the Company's generally accepted accounting principles. The Responsible Officers have evaluated the effectiveness of the Company's disclosure controls and procedures as at March 31, 2014 and have concluded that such controls and procedures are effective in conveying the required information to the responsible Officers, particularly in light of the Company's size, structure and stage of development. No changes have occurred in the Company's internal control over financial reporting during the most recently completed interim period that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

### **Addition Information**

Additional information pertaining to the Company is available on its website at [www.petromin.ca](http://www.petromin.ca) and on the SEDAR website at [www.sedar.com](http://www.sedar.com)