

Manitoba



Mineral Resources

Petroleum Branch

360-1395 Ellice Ave , Winnipeg, Manitoba, Canada R3G 3P2

T 204-945-6577 F 204-945-0586

www.manitoba.ca

March 7, 2014

Brad Thiessen
Tundra Oil & Gas Partnership
1700- One Lombard Place
Winnipeg, MB R3B 0X3

Dear Brad,

RE: Amendment - Daly Sinclair Unit No. 2 Unit Agreement

The Petroleum Branch is pleased to grant approval to the Daly Sinclair Unit No. 2 Unit Agreement Amendment.

The execution pages of the Unit Agreement are signed and attached.

If you have any questions in respect of the applications required please contact Leo Leonen at (204) 945-6570.

Yours truly,

A handwritten signature in blue ink, appearing to read "Keith Lowdon", written over a horizontal line.

Keith Lowdon
Director

Cc: Engineering, Virden

Manitoba
spirited energy

AMENDING AGREEMENT

This AGREEMENT made this 16th day of October, A.D. 2012.

AMONG:

HER MAJESTY THE QUEEN in Right of the Province of Manitoba; and

5135401 MANITOBA LTD., a body corporate, with an office in the City of Edmonton, in the Province of Alberta; and

DIANE MITCHELL, an individual, with a residence in the Town of Virden, in the Province of Manitoba; and

5206201 MANITOBA LTD., a body corporate, with an office in the City of Brandon, in the Province of Manitoba; and

SHANNON MARLENE MCCUTCHEON, an individual, with a residence in the Town of Claresholm, in the Province of Alberta; and

DENNIS MATHEW THORDARSON, an individual, with a residence in the Town of Delia, in the Province of Alberta; and

ROBERT WAYNE THORDARSON, an individual, with a residence in the Town of Dapp, in the Province of Alberta; and

NORMAN K. GATES, an individual, with a residence in the Town of Weyburn, in the Province of Saskatchewan; and

HOWARD J. GATES, an individual, with a residence in the Town of Weyburn, in the Province of Saskatchewan; and

UNIVERSITY OF MANITOBA, a body corporate, with an office in the City of Winnipeg, in the Province of Manitoba; and

5403937 MANITOBA LTD., a body corporate, with an office in the Town of Virden, in the Province of Manitoba; and

CONNIE-LEE KEMP, an individual, with a residence in the Town of Cypress River, in the Province of Manitoba; and

RHODES FAMILY ENTERPRISES LTD., a body corporate, with an office in the Town of Reston, in the Province of Manitoba; and

GLENN DAVIS BERRY, an individual, with a residence in the City of Calgary, in the Province of Alberta; and

JOHN BRENT BERRY, an individual, with a residence in the City of Calgary, in the Province of Alberta; and

GARY LEO JOHNSON, an individual, with a residence in the City of Prince Albert, in the Province of Saskatchewan; and

EARL CHRIS JOHNSON, an individual, with a residence in the City of Portage La Prairie, in the Province of Manitoba; and

B & G 5 ASHCROFT OIL LTD., a body corporate, with an office in the Town of Reston, in the Province of Manitoba; and

RHONDA SHIRLEY-ANN JOHNSON, EXECUTOR TO THE ESTATE OF DUANE HARLEY JOHNSON, an individual, with a residence in the City of Brandon, in the Province of Manitoba; and

R.J. MILLIKEN (TRUSTEE), an individual, with a residence in the Town of Campbell River, in the Province of British Columbia; and

O.K. RADOMSKI (TRUSTEE), an individual, with a residence in the Town of Campbell River, in the Province of British Columbia; and

MANETTA BERYL REID, CO-TRUSTEE OF THE ANDREW TRAILL TRUST, an individual, with residence in the Town of Pipestone, in the Province of Manitoba; and

DONNA HILLIS, CO-TRUSTEE OF THE ANDREW TRAILL TRUST, an individual, with residence in the City of Brandon, in the Province of Manitoba; and

ELLEN CLARA HARRISON, an individual, with a residence in the Town of Sinclair, in the Province of Manitoba; and

CENOVUS ENERGY INC., a body corporate, with an office in the City of Calgary, in the Province of Alberta; and

PHYLLIS MACDOUGALL, an individual, with a residence in the Town of Langbank, in the Province of Saskatchewan; and

NEILA MARGARET IRONSIDE, an individual, with a residence in the City of Calgary, in the Province of Alberta; and

LILLIAN FLEMING, an individual, with a residence in the City of Calgary, in the Province of Alberta; and

DONALD MCDOUGALL, an individual, with a residence in the Town of White Rock, in the Province of British Colombia; and

LOIS HUCKERBY, EXECUTOR OF THE ESTATE OF MERVYN ARTHUR HUCKERBY, an individual, with a residence in the City of Regina, in the Province of Saskatchewan; and

MELVIN MCDOUGALL, EXECUTOR OF THE ESTATE OF NEIL MACDOUGALL, an individual, with residence in the City of Moosomin, in the Province of Saskatchewan; and

FAIRWIND OIL LTD., a body corporate, with an office in the Town of Reston, in the Province of Manitoba; and

JOHN MACDOUGALL, EXECUTOR OF THE ESTATE OF EVELYN MARY MACDOUGALL, an individual, with a residence in the Town of Pincher Creek, in the Province of Alberta; and

BARBARA LOUISE SORENSON, CO-EXECUTRICE OF THE ESTATE OF LOUISE BREHAUT, an individual, with a residence in the Town of Pense, in the Province of Saskatchewan; and

LAVINA CAROLINE HILL, CO-EXECUTRICE OF THE ESTATE OF LOUISE BREHAUT, an individual, with a residence in the Town of Pense, in the Province of Saskatchewan; and

COMPUTERSHARE TRUST COMPANY OF CANADA, a body corporate, with an office in the City of Calgary, in the Province of Alberta; and

5031613 MANITOBA LTD. (MILLIKEN), a body corporate, with an office in the Town of Reston, in the Province of Manitoba; and

MILLIKEN FARMS LTD., a body corporate, with an office in the Town of Reston, in the Province of Manitoba; and

5596638 MANITOBA LTD., a body corporate, with an office in the Town of Sinclair, in the Province of Manitoba; and

LINDA GAIL SAWCHUCK, an individual, with a residence in the Town of Mountain Road, in the Province of Manitoba; and

BERYL LOUISE CHESTER, an individual, with a residence in the City of Calgary, in the Province of Alberta; and

WILLIAM JOHN CHESTER, an individual, with a residence in the City of Calgary, in the Province of Alberta; and

5560012 MANITOBA LTD., a body corporate, with an office in the City of Brandon, in the Province of Manitoba; and

5560004 MANITOBA LTD., a body corporate, with an office in the City of Brandon, in the Province of Manitoba; and

DOUBLE D7 HOLDINGS LTD., a body corporate, with an office in the City of Brandon, in the Province of Manitoba; and

LYNN GOODMAN, an individual, with a residence in the City of Sacramento, in the State of California; and

RURAL MUNICIPALITY OF PIPESTONE, a municipal corporation, with an office in the Town of Reston, in the Province of Manitoba; and

CATHERINE CAROLINE BELANGER, an individual, with a residence in the Town of Orleans, in the Province of Ontario; and

PATRICIA ANNE MCDOUGALL, an individual, with a residence in the City of Saskatoon, in the Province of Saskatchewan; and

ANNIS ORLA STUTT, an individual, with a residence in the City of Moosomin, in the Province of Saskatchewan;
(hereinafter collectively referred to as the "Parties")

WHEREAS the parties hereto are parties to, or successors in interest to parties to the Sinclair Unit Agreement made effective January 1, 2010, which is further described in Schedule "A" hereto; (such Agreement including all amendments, if any, thereto hereinafter referred to as the "Unit Agreement") and

WHEREAS the Parties hereto desire to amend the Unit Agreement to provide for infill drilling on or nearby the boundary of Sinclair Unit Number 2.

NOW THEREFORE IN CONSIDERATION OF THE PREMISES and mutual covenants and agreements hereinafter contained and set forth, the Parties agree as follows:

1. Effective as of the date hereof, Clause 401 of the Unit Agreement is deleted in its entirety and replaced by the following:

401. Operations

The Working Interest Owners are hereby granted the right to develop and operate the Unitized Zone without regard to the provisions of the Leases or

the boundary lines of the Tract or Spacing Units in such manner and by such means and methods as the Working Interest Owners consider appropriate. Without limiting the generality of the foregoing, the Working Interest Owners shall have the right to inject any substance or combination of substances into the Unitized Zone and to convert and use as injection wells any wells now existing or hereafter drilled into the Unitized Zone.

The Working Interest Owners are also hereby granted the right, subject to Petroleum Branch approval, to pool Spacing Units located in the Unit Area with Spacing Units located outside of the Unit Area for the purpose of drilling a horizontal well. The Spacing Unit for such horizontal wells shall be deemed to be the area as specified in the Oil and Gas Act and the Crown Royalty and Incentive Regulation (Manitoba). The share of production from such horizontal wells shall be calculated using the same methodology as set out in the above-noted Act and Regulation.

The Working Interest Owners are also hereby granted the right, subject to Petroleum Branch approval, to drill horizontal or vertical injection wells within 50 meters of the boundary of Sinclair Unit No. 2 and the Working Interest Owners consent to such wells being produced prior to their conversion to injection wells.

2. The foregoing revision of the Unit Agreement shall be deemed to be incorporated in and form part of the Unit Agreement as of the date of this Amending Agreement of approval by the Petroleum Branch, Manitoba Innovation, Energy and Mines, and shall govern and determine all matters therein from and after such date.
3. Save as amended by the provisions hereof, the Unit Agreement shall continue in full force and effect and is hereby ratified and confirmed by the parties hereto.
4. This Amending Agreement may be executed in as many counterparts as are necessary and when a counterpart has been executed by each party, all counterparts taken together shall constitute one agreement.
5. The provisions of this Amending Agreement shall enure to the benefit of and be binding upon the parties hereto and their respective successors and assigns.
6. The Parties agree that the Unit Agreement shall for all purposes be construed and interpreted according to the laws of the Province of Manitoba and that the courts having jurisdiction with respect to matters relating to the Agreement shall be the courts of said Province, to the jurisdiction of which courts the parties by their execution of Agreement do hereby submit.

IN WITNESS WHEREOF the parties hereto have executed this Amending Agreement as of the day and year first above written.

**This is Schedule "A" to an Amending Agreement Sinclair Unit No. 2
dated October 16, 2012.**

the "Unit Agreement"

Sinclair Unit No. 2 Unit Agreement made effective January 1, 2010.

Her Majesty the Queen in the Right of the
Province of Manitoba

March 7, 2014
(DATE)

[Signature]

Per: _____

Per: _____

Address For Service:

*Manitoba Mineral Resources
Petroleum Branch
360-1395 Ellice Ave
Winnipeg, MB
R3G 3P2*

**This is the execution page to an Amending Agreement Sinclair Unit No. 2
dated October 16, 2012.**