

PennWest

Suite 200, Penn West Plaza
207 - 9th Avenue SW
Calgary, Alberta, Canada T2P 1K3
403.777.2500 tel
www.pennwest.com



June 26, 2015

Penn West File No.: **U00155**

Working Interest Owners
WASKADA UNIT NO. 3

WASKADA UNIT NO. 3 (The "Unit")
UNIT AGREEMENT AND UNIT OPERATING AGREEMENT - WASKADA UNIT NO. 3 (the "Agreement")

We hereby notify you that Penn West Petroleum ("Penn West") & 1647456 Alberta Ltd. ("1647456") have assigned their interest to Tundra Oil & Gas Partnership ("Tundra") effective February 01, 2015.

Enclosed are exhibit revisions and a copy of the Assignment Agreements along with counterpart execution pages for the referenced Agreements. Tundra has replaced Penn West Petroleum as Unit Operator.

Should you have any questions or concerns with respect to the above, please contact the undersigned at 403-806-3684 or via e-mail to dominique.seguin@pennwest.com.

Yours truly,

PENN WEST PETROLEUM
by its Managing Partner
PENN WEST PETROLEUM LTD.

A handwritten signature in black ink, appearing to read "Dominique Seguin".

Dominique Seguin (Yankilevich)

Joint Venture Business Analyst

Cc: Tundra Oil & Gas Partnership
Xc Energy Mines and Resources Canada
Xc Manitoba Industry, Trade and Mines

EXHIBIT "A"

**Attached to and made part of an Agreement entitled
"Unit Agreement – Waskada Unit No.3"**

| Tract No. | Land Description | Excepted Zone | W.I. Owner | W.I Share % | R.I. Owner | R.I. Share % | Tract Participation |
|------------------|-------------------------|----------------------|-------------------|--------------------|--|---------------------|----------------------------|
| 1 | 4-30-1-25 W1M | Mission Canyon | TUNDRA | 100 | Fed Crown Heritage (1) Progress (1) Bermum (1) | 100 | 2.4547 |
| 2 | 5-30-1-25 W1M | Mission Canyon | TUNDRA | 100 | Fed Crown Heritage (1) Progress (1) Bermum(1) | 100 | 1.8779 |
| 3 | 11-30-1-25 W1M | Mission Canyon | TUNDRA | 100 | Computershare Progress (1) Bermum (1) | 100 | 1.6864 |
| 4 | 9-30-1-25 W1M | Mission Canyon | TUNDRA | 100 | Trewin | 100 | 2.0142 |
| 5 | 16-30-1-25 W1M | Mission Canyon | TUNDRA | 100 | Trewin | 100 | 1.9274 |
| 6 | 15-30-1-25 W1M | Mission Canyon | TUNDRA | 100 | Trewin | 100 | 2.2011 |
| 7 | 14-30-1-25 W1M | Mission Canyon | TUNDRA | 100 | Computershare Progress (1) | 100 | 1.9957 |
| 8 | 13-30-1-25 W1M | Mission Canyon | TUNDRA | 100 | Computershare Progress (1) | 100 | 2.0675 |
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| 11 | 2-31-1-25 W1M | Mission Canyon | TUNDRA | 100 | McGarr Trewin | 50 50 | 2.1329 |
| 12 | 1-31-1-25 W1M | Mission Canyon | TUNDRA | 100 | McGarr Trewin | 50 50 | 1.7737 |
| 13 | 8-31-1-25 W1M | Mission Canyon | TUNDRA | 100 | McGarr Trewin | 50 50 | 2.4412 |
| 14 | 7-31-1-25 W1M | Mission Canyon | TUNDRA | 100 | McGarr Trewin | 50 50 | 1.9500 |
| 15 | 6-31-1-25 W1M | Mission Canyon | TUNDRA | 100 | DA-KA-DAL | 100 | 2.7330 |
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| 22 | 10-31-1-25 W1M | Mission Canyon | TUNDRA | 100 | R.W.R. Smart | 75 25 | 2.0745 |
| 23 | 11-31-1-25 W1M | Mission Canyon | TUNDRA | 100 | DA-KA-DAL | 100 | 1.8676 |
| 24 | 12-31-1-25 W1M | Mission Canyon | TUNDRA | 100 | DA-KA-DAL | 100 | 1.6627 |
| 25 | 9-36-1-26 W1M | Mission Canyon | TUNDRA | 100 | McFAMCO Jimco Ltd. | 50 50 | 0.8723 |
| 26 | 10-36-1-26 W1M | Mission Canyon | TUNDRA | 100 | McFAMCO Jimco Ltd. | 50 50 | 2.1294 |
| 27 | 11-36-1-26 W1M | Mission Canyon | TUNDRA | 100 | Lee Oil Tundra O&G (1) | 100 | 1.9411 |
| 28 | 14-32-1-25 W1M | Mission Canyon | TUNDRA | 100 | Tundra O&G R.W.R. Smart | 50 37.5 12.5 | 1.5905 |
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| 30 | 16-31-1-25 W1M | Mission Canyon | TUNDRA | 100 | RWR Smart | 75 25 | 2.3169 |
| 31 | 15-31-1-25 W1M | Mission Canyon | TUNDRA | 100 | R.W.R. Smart | 75 25 | 1.6437 |
| 32 | 14-31-1-25 W1M | Mission Canyon | TUNDRA | 100 | DA-KA-DAL | 100 | 1.3858 |
| 33 | 13-31-1-25 W1M | Mission Canyon | TUNDRA | 100 | DA-KA-DAL | 100 | 1.8825 |
| 34 | 15-36-1-26 W1M | Mission Canyon | TUNDRA | 100 | McFAMCO Jimco Ltd. | 50 50 | 2.2525 |
| 35 | 14-36-1-26 W1M | Mission Canyon | TUNDRA | 100 | Lee Oil Tundra O&G (1) | 100 | 1.9270 |
| 36 | 13-36-1-26 W1M | Mission Canyon | TUNDRA | 100 | Lee Oil Tundra O&G (1) | 100 | 2.2591 |
| 37 | 2-30-1-25 W1M | Mission Canyon | TUNDRA | 100 | Crown Crown (2) | 100 | 1.2112 |
| 38 | 7-30-1-25 W1M | Mission Canyon | TUNDRA | 100 | Crown | 100 | 2.2455 |
| 39 | 8-30-1-25 W1M | Mission Canyon | TUNDRA | 99 1 | Crown Crown (2) | 100 | 1.158102 0.011698 |

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| 40 | 7-36-1-26 W1M | Mission Canyon | TUNDRA | 100 | McFAMCO Jimco Ltd. | 50 50 | 2.1318 |
| 41 | 16-36-1-26 W1M | Mission Canyon | TUNDRA | 100 | McFAMCO Jimco Ltd. | 50 50 | 1.4121 |
| 42 | 1-5-2-25 W1M (3) | Mission Canyon | TUNDRA | 100 | Heritage | 100 | 2.5025 |
| 43 | 2-5-2-25 W1M (3) | Mission Canyon | TUNDRA | 100 | R.M. of Brenda Heritage | 10 90 | 2.3005 |
| 44 | 3-5-2-25 W1M | Mission Canyon | TUNDRA | 100 | Smart R.W.R. | 25 75 | 2.6685 |
| 45 | 4-5-2-25 W1M | Mission Canyon | TUNDRA | 100 | Smart R.W.R. | 25 75 | 1.2220 |
| 46 | 7-5-2-25 W1M (3) | Mission Canyon | TUNDRA | 100 | Heritage | 100 | 1.5694 |
| 47 | 8-5-2-25 W1M (3) | Mission Canyon | TUNDRA | 100 | R.M. of Brenda Heritage | 10 90 | 2.8874 |
| 48 | 4-36-1-26 W1M | Mission Canyon | TUNDRA | 100 | Lee Oil Tundra O&G (1) | 100 | 2.2958 |
| 49 | 5-36-1-26 W1M | Mission Canyon | TUNDRA | 100 | Lee Oil Tundra O&G (1) | 100 | 2.2016 |

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| 50 | 6-36-1-26 W1M | Mission Canyon | TUNDRA | 100 | Lee Oil Tundra O&G (1) | 100 | 2.1257 |

Note:

- (1) Gross Overriding Royalty Interest
- (2) Gross Overriding Royalty Interest After Payout
- (3) Natural Gas Not Included in Tracts 42, 43, 46, 47

EXHIBIT "D"

Attached to and made part of an Agreement entitled
"Unit Operating Agreement - Waskada Unit No. 3"

List of Parties and their respective Unit Participants

| <u>Name of Party</u> | <u>Unit Participation</u> |
|------------------------------|----------------------------------|
| Tundra Oil & Gas Partnership | 100.0000% |
| | <hr/> |
| | <u>100.0000%</u> |

Effective July 1, 2015

PennWest

Suite 200, Penn West Plaza
207 – 9th Avenue SW
Calgary, Alberta, Canada T2P 1K3
403.777.2500 tel
www.pennwest.com

June 22, 2015

Penn West File No.:

U00155

WORKING INTEREST OWNERS and ROYALTY INTEREST OWNERS
WASDADA UNIT NO. 3
(Addressee List Attached)

Waskada Unit No. 3 (the "Unit")
Unit Agreement (the "Agreement")

Enclosed is Exhibit "A" Revision Nos. 2015-01, effective February 1, 2015 and 2015-02 effective June 1, 2015. We have updated the exhibit to show current royalty ownership entities, as follows:

- Revision No. 2015-01 - Royalty interests formerly held by Red Beds Resources Limited are now held by Tundra Oil & Gas Limited through an amalgamation dated January 1, 2015.
- Revision No. 2015-02 - Royalty interests formerly held by Cenovus Energy Inc. are now held by Heritage Royalty Partnership.

Working interest ownership in the unit has not changed. Should you have any questions or concerns with respect to the above, please contact the undersigned at 403-777-2502 or via e-mail to barbara.mettler-jordan@pennwest.com.

Penn West Petroleum is the Operator of the Waskada Unit No. 3.

Yours truly,

PENN WEST PETROLEUM
By its Managing Partner
PENN WEST PETROLEUM LTD.


Barbara Mettler-Jordan
Joint Venture Administrator

Encl.

- cc Manitoba Innovation, Energy and Mines - Petroleum Branch
Attention: Paulette Seymour (only Exhibit enclosures)
- cc Public Lands, Natural Resources Canada
Attention: Domenic Pantalone (only Exhibit enclosures)

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| 1 | 4-30-1-25 W1M | Mission Canyon | PENN WEST | 100 | Fed Crown Cenovus (1) Progress (1) Bernum (1) | 100 | 2.4547 |
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| 3 | 11-30-1-25 W1M | Mission Canyon | PENN WEST | 100 | Computershare Progress (1) Bernum (1) | 100 | 1.6864 |
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| 5 | 16-30-1-25 W1M | Mission Canyon | PENN WEST | 100 | Trewin | 100 | 1.9274 |
| 6 | 15-30-1-25 W1M | Mission Canyon | PENN WEST | 100 | Trewin | 100 | 2.2011 |
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Attached to and made part of an Agreement entitled
"Unit Agreement – Waskada Unit No.3"

| Tract No. | Land Description | Excepted Zone | W.I. Owner | W.I. Share % | R.I. Owner | R.I. Share % | Tract Participation |
|-----------|------------------|----------------|-------------------|--------------|------------------------|--------------|----------------------|
| 30 | 16-31-1-25 W1M | Mission Canyon | PENN WEST | 100 | RWR Smart | 75 25 | 2.3169 |
| 31 | 15-31-1-25 W1M | Mission Canyon | PENN WEST | 100 | R.W.R. Smart | 75 25 | 1.6437 |
| 32 | 14-31-1-25 W1M | Mission Canyon | PENN WEST | 100 | DA-KA-DAL | 100 | 1.3858 |
| 33 | 13-31-1-25 W1M | Mission Canyon | PENN WEST | 100 | DA-KA-DAL | 100 | 1.8825 |
| 34 | 15-36-1-26 W1M | Mission Canyon | PENN WEST | 100 | McFAMCO Jimco Ltd. | 50 50 | 2.2525 |
| 35 | 14-36-1-26 W1M | Mission Canyon | PENN WEST | 100 | Lee Oil Tundra O&G (1) | 100 | 1.9270 |
| 36 | 13-36-1-26 W1M | Mission Canyon | PENN WEST | 100 | Lee Oil Tundra O&G (1) | 100 | 2.2591 |
| 37 | 2-30-1-25 W1M | Mission Canyon | PENN WEST | 100 | Crown Crown (2) | 100 | 1.2112 |
| 38 | 7-30-1-25 W1M | Mission Canyon | PENN WEST | 100 | Crown | 100 | 2.2455 |
| 39 | 8-30-1-25 W1M | Mission Canyon | PENN WEST 1647456 | 99 1 | Crown Crown (2) | 100 | 1.158102 0.011698 |

EXHIBIT "A"

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| Tract No. | Land Description | Excepted Zone | W.I. Owner | W.I. Share % | R.I. Owner | R.I. Share % | Tract Participation |
|-----------|------------------|----------------|------------|--------------|-------------------------|--------------|---------------------|
| 40 | 7-36-1-26 W1M | Mission Canyon | PENN WEST | 100 | McFAMCO Jimco Ltd. | 50 50 | 2.1318 |
| 41 | 16-36-1-26 W1M | Mission Canyon | PENN WEST | 100 | McFAMCO Jimco Ltd. | 50 50 | 1.4121 |
| 42 | 1-5-2-25 W1M (3) | Mission Canyon | PENN WEST | 100 | Heritage | 100 | 2.5025 |
| 43 | 2-5-2-25 W1M (3) | Mission Canyon | PENN WEST | 100 | R.M. of Brenda Heritage | 10 90 | 2.3005 |
| 44 | 3-5-2-25 W1M | Mission Canyon | PENN WEST | 100 | Smart R.W.R. | 25 75 | 2.6685 |
| 45 | 4-5-2-25 W1M | Mission Canyon | PENN WEST | 100 | Smart R.W.R. | 25 75 | 1.2220 |
| 46 | 7-5-2-25 W1M (3) | Mission Canyon | PENN WEST | 100 | Heritage | 100 | 1.5694 |
| 47 | 8-5-2-25 W1M (3) | Mission Canyon | PENN WEST | 100 | R.M. of Brenda Heritage | 10 90 | 2.8874 |
| 48 | 4-36-1-26 W1M | Mission Canyon | PENN WEST | 100 | Lee Oil Tundra O&G (1) | 100 | 2.2958 |
| 49 | 5-36-1-26 W1M | Mission Canyon | PENN WEST | 100 | Lee Oil Tundra O&G (1) | 100 | 2.2016 |

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| Tract No. | Land Description | Excepted Zone | W.I. Owner | W.I. Share % | R.I. Owner | R.I. Share % | Tract Participation |
|-----------|------------------|----------------|------------|--------------|---------------------------|--------------|---------------------|
| 50 | 6-36-1-26 W1M | Mission Canyon | PENN WEST | 100 | Lee Oil Tundra O&G (1) | 100 | 2.1257 |

Note: (1) Gross Overriding Royalty Interest
(2) Gross Overriding Royalty Interest After Payout
(3) Natural Gas Not Included in Tracts 42, 43, 46, 47