STERLING RESOURCES LTD.

ANNUAL INFORMATION FORM

For the Financial Year Ended December 31, 2017

Dated April 30, 2018

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GLOSSARY

Certain terms and abbreviations used in this Annual Information Form are defined below:

"**ABCA**" means the *Business Corporations Act* (Alberta), as amended, including the regulations promulgated thereunder.

"**Acquisition**" has the meaning attributed thereto in "*Three Year History – Financial Year Ended December 31, 2017*".

"**affiliate**" or "**associate**" when used to indicate a relationship with a person or company, has the meaning set forth in the *Securities Act* (Alberta).

"**AIF**" means this annual information form dated April 30, 2018 for the financial year ended December 31, 2017.

"**Arrangement**" has the meaning attributed thereto in "*Three Year History – Financial Year Ended December 31, 2017*" below.

"**Board**" or "**Board of Directors**" means the board of directors of the Corporation, as constituted from time to time, including where applicable, any committee thereof.

"**Bretaña Assets**" means the Corporation's heavy oil assets which are located on Block 95 of onshore Peru.

"**Common Shares**" means the common shares in the capital of the Corporation.

"**Compensation Warrants**" means warrants to purchase Common Shares issued by the Corporation to the agents in connection with the Financing.

"**Corporation**" or "**Sterling**" means Sterling Resources Ltd.

"**Financing**" has the meaning ascribed thereto under "*Three Year History – Financial Year Ended December 31, 2017*".

"**GTE**" means Gran Tierra Energy Inc.

"**GTEIH**" means Gran Tierra Energy International Holdings Ltd., a wholly owned subsidiary of GTE.

"**Hydrocarbon Law**" means the Organic Hydrocarbon Law No. 26221 enacted by the government of Peru in 1993, which unified text was approved by Supreme Decree No. 042-2005-EM, and the regulations thereunder.

"**Income Tax Law**" means the Legislative Decree No. 774, which Unified Text was approved by the Supreme Decree No. 179-2004-EF, and its regulations, approved by the Supreme Decree 122-94-EF, including all its amendments.

"**Ministry**" means the Ministry of Energy and Mines of Peru.

"**NI 51-101**" means National Instrument 51-101 – *Standards of Disclosure for Oil and Gas Activities* of the Canadian Securities Administrators.

"**NI 51-102**" means National Instrument 51-102 – *Continuous Disclosure Obligations* of the Canadian Securities Administrators.

“**NSAI**” means Netherland, Sewell & Associates, Inc.

“**NSAI Report**” means the report prepared by NSAI dated February 23, 2018, with an effective date of December 31, 2017 evaluating the crude oil reserves attributed to the Bretaña Assets as at December 31, 2017.

“**ONP**” means the Oil Northern Pipeline, which transports crude oil from the east to tide-water market on Peru’s west coast at the Port of Bayovar.

“**Perupetro**” means Perupetro S.A., a private state-owned company responsible for promoting, negotiating, underwriting and monitoring contracts for exploration and production of hydrocarbons in Peru.

“**Peru HoldCo**” means Gran Tierra International (Peru) Holdings B.V., a limited company existing under the laws of Curaçao.

“**Peru HoldCo Shares**” means shares in the capital of Peru HoldCo.

“**Peruvian Business**” means Peru HoldCo and its direct and indirect subsidiaries and petroleum and natural gas properties and related assets, including the Bretaña Assets, all of which were acquired by the Corporation by virtue of the acquisition of the Peru HoldCo Shares pursuant to the Acquisition.

“**PetroTal**” means PetroTal Ltd., a corporation incorporated under the ABCA.

“**PetroTal LLC**” means PetroTal LLC (formerly Talara Oil & Gas LLC), a Texas limited liability company and a wholly-owned subsidiary of the Corporation.

“**Performance Warrants**” means performance warrants to purchase Common Shares issued to certain directors, officers and employees of the Corporation.

“**PetroTal Shareholders**” means the holders of PetroTal Shares.

“**PetroTal Shares**” means the common shares in the capital of PetroTal prior to the closing of the Arrangement.

“**PetroTal USA**” means PetroTal USA Corp., a Texas limited liability company and a wholly-owned subsidiary of the Corporation.

“**Tax Act**” means the *Income Tax Act* (Canada), as amended, including the regulations promulgated thereunder.

“**TSXV**” or “**Exchange**” means the TSX Venture Exchange.

“**United States**” or “**U.S.**” means the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia.

CONVENTIONS

Unless otherwise indicated, references herein to “$” or “dollars” are to United States dollars. All financial information with respect to the Corporation has been presented in United States dollars in accordance with International Financial Reporting Standards (“**IFRS**”). The information in this AIF is stated as at December 31, 2017, unless otherwise indicated.

ABBREVIATIONS

Oil, Natural Gas and Natural Gas Liquids

Bbl	barrel
Bbls	barrels
Mbbls	thousand barrels
Bbls/d	barrels per day
NGLs	natural gas liquids
Mcf	thousand cubic feet

Other

API	an indication of the specific gravity of crude oil measured on the American Petroleum Institute gravity scale. Liquid petroleum with a specified gravity of 28° API or higher is generally referred to as light crude oil.
BOE	barrel of oil equivalent of natural gas and crude oil on the basis of 1 BOE for 6 (unless otherwise stated) Mcf of natural gas (this conversion factor is an industry accepted norm and is not based on either energy content or current prices)
BOE/D	barrel of oil equivalent per day
m^3	cubic metres
MBOE	1,000 barrels of oil equivalent
$000 or M$	thousands of dollars

CONVERSION

The following table sets forth certain standard conversions from Standard Imperial Units to the International System of Units (or metric units).

To Convert From	To	Multiply By
Mcf	Cubic metres	28.174
Cubic metres	Cubic feet	35.494
Bbls	Cubic metres	0.159
Cubic metres	Bbls	6.290
Feet	Metres	0.305
Metres	Feet	3.281
Miles	Kilometres	1.609
Kilometres	Miles	0.621
Acres	Hectares	0.405
Hectares	Acres	2.471

ADDITIONAL INFORMATION CONCERNING RESERVES DATA

Reserve Categories

Reserves are estimated remaining quantities of oil and natural gas and related substances anticipated to be recoverable from known accumulations, from a given date forward, based on:

- analysis of drilling, geological, geophysical and engineering data;
- the use of established technology; and
- specified economic conditions, specifically the forecast prices and costs.

Reserves are classified according to the degree of certainty associated with the estimates.

(a) Proved reserves are those reserves that can be estimated with a high degree of certainty to be recoverable. It is likely that the actual remaining quantities recovered will exceed the estimated proved reserves.

(b) Probable reserves are those additional reserves that are less certain to be recovered than proved reserves. It is equally likely that the actual remaining quantities recovered will be greater or less than the sum of the estimated proved plus probable reserves.

(c) Possible reserves are those additional reserves that are less certain to be recovered than probable reserves. It is unlikely that the actual remaining quantities recovered will exceed the sum of the estimated proved plus probable plus possible reserves.

Other criteria that must also be met for the categorization of reserves are provided in the Canadian Oil and Gas Evaluation Handbook maintained by the Society of Petroleum Evaluation Engineers (Calgary Chapter), as amended from time to time (the "**COGE Handbook**").

Each of the reserve categories (proved, probable and possible) may be divided into developed and undeveloped categories:

(a) Developed reserves are those reserves that are expected to be recovered from existing wells and installed facilities or, if facilities have not been installed, that would involve a low expenditure (for example, when compared to the cost of drilling a well) to put the reserves on production. The developed category may be subdivided into producing and non-producing.

    (i) Developed producing reserves are those reserves that are expected to be recovered from completion intervals open at the time of the estimate. These reserves may be currently producing or, if shut-in, they must have previously been on production, and the date of resumption of production must be known with reasonable certainty.

    (ii) Developed non-producing reserves are those reserves that either have not been on production, or have previously been on production, but are shut-in, and the date of resumption of production is unknown.

(b) Undeveloped reserves are those reserves expected to be recovered from known accumulations where a significant expenditure (for example, when compared to the cost of drilling a well) is required to render them capable of production. They must fully meet the requirements of the reserves classification (proved, probable) to which they are assigned.

In multi-well pools it may be appropriate to allocate total pool reserves between the developed and undeveloped categories or to subdivide the developed reserves for the pool between developed producing and developed non-producing. This allocation should be based on the estimator's assessment as to the reserves that will be recovered from specific wells, facilities and completion intervals in the pool and their respective development and production status.

Levels of Certainty for Reported Reserves

The qualitative certainty levels referred to in the definitions above are applicable to individual reserve entities (which refers to the lowest level at which reserves calculations are performed) and to reported reserves (which refers to the highest level sum of individual entity estimates for which reserve estimates are prepared). Reported reserves should target the following levels of certainty under a specific set of economic conditions:

(a) at least a 90 percent probability that the quantities actually recovered will equal or exceed the estimated proved reserves;

(b) at least a 50 percent probability that the quantities actually recovered will equal or exceed the estimated proved plus probable reserves; and

(c) at least a 10 percent probability that the quantities actually recovered will equal or exceed the sum of the estimated proved plus probable plus possible reserves.

A qualitative measure of the certainty levels pertaining to estimates prepared for the various reserves categories is desirable to provide a clearer understanding of the associated risks and uncertainties. However, the majority of reserves estimates will be prepared using deterministic methods that do not provide a mathematically derived quantitative measure of probability. In principle, there should be no difference between estimates prepared using probabilistic or deterministic methods.

Additional clarification of certainty levels associated with reserves estimates and the effect of aggregation is provided in the COGE Handbook.

Interests in Reserves, Wells and Properties

"gross" means: (a) in relation to an issuer's interest in reserves, its "company gross reserves", which are its working interest (operating or non-operating) share before deduction of royalties and without including any royalty interests of the issuer; (b) in relation to wells, the total number of wells in which an issuer has an interest; and (c) in relation to properties, the total area of properties in which an issuer has an interest.

"net" means: (a) in relation to an issuer's interest in reserves its working interest (operating or non-operating) share after deduction of royalty obligations, plus its royalty interests in reserves; (b) in relation to an issuer's interest in wells, the number of wells obtained by aggregating the issuer's working interest in each of its gross wells; and (c) in relation to an issuer's interest in a property, the total area in which an issuer has an interest multiplied by the working interest owned by the issuer.

"working interest" means the percentage of undivided interest held by an issuer in the oil and/or natural gas or mineral lease granted by the mineral owner which interest gives the issuer the right to "work" the property (lease) to explore for, develop, produce and market the leased substances.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements contained in this AIF may constitute forward-looking statements. These statements relate to future events or the Corporation's future performance. All statements other than statements of historical fact may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "potential", "intend", "could", "might", "should", "believe" and similar expressions. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Corporation believes that the expectations reflected in those forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this AIF should not be unduly relied upon by investors. These statements speak only as of the date of this AIF and are expressly qualified, in their entirety, by this cautionary statement.

Forward-looking statements or information in this AIF include, but are not limited to, the characteristics of the Corporation's oil and natural gas interests, reserve quantities and the discounted present value of future net cash flows from such reserves, net revenue, future production levels, projection of market prices, capital expenditures, exploration plans, development plans, acquisition and disposition plans and the timing thereof, operating and other costs, world-wide supply and demand for petroleum products, royalty rates and treatment under governmental regulatory regimes. In addition, this AIF may contain forward-looking statements attributed to third party industry sources.

In particular, this AIF contains forward-looking statements pertaining to the following:

- future revenues and costs (including royalties) and revenues and costs per commodity unit;
- recovery factors;
- the performance characteristics of the Corporation's oil properties;
- well completions and the timing thereof;
- productive capacity of wells, anticipated or expected production rates and anticipated dates of commencement of production and timing of results therefrom;
- the size of the oil reserves of the Corporation and anticipated future cash flows from such reserves;
- future development and growth prospects;
- ability to meet current and future obligations;
- future sources of funding for capital programs and future availability of such sources;
- future asset acquisitions or dispositions;
- future development and operating costs;
- future transportation costs;
- future abandonment and reclamation costs;
- future tax liabilities and future use of tax pools and losses;
- development plans;
- anticipated land expiries;
- treatment under governmental regulatory regimes and tax laws;
- the ability to obtain financing on acceptable terms or at all; and
- currency, exchange and interest rates.

With respect to forward-looking statements contained in this AIF, the Corporation has made assumptions regarding, among other things:

- oil production levels;
- the success of the Corporation's operations and exploration and development activities;
- prevailing climatic conditions, commodity prices and exchange rates;
- the impact of increasing competition;
- availability of skilled labour, services and drilling equipment;
- timing and amount of capital expenditures;
- the legislative and regulatory environments of the jurisdictions where the Corporation carries on business or has operations;
- conditions in general economic and financial markets;
- availability of drilling and related equipment;
- royalty rates and future operating costs;
- access to transportation routes and markets for the Corporation's production; and
- the Corporation's ability to obtain additional financing on satisfactory terms.

The Corporation's actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors set forth below and elsewhere in this AIF:

- volatility in market prices for oil and natural gas, interest and exchange rates, including between Peruvian soles and United States dollars;
- uncertainties associated with estimating oil and natural gas reserves;
- the risks of the oil and gas industry, such as operational risks and market demand;
- legal, political and economic instability in Peru, including disruptions caused by guerrilla or indigenous groups;

- changes to trade relations, including between Peru and the United States;
- transportation and third party facility capacity constraints and access to sales markets;
- the ability of management to execute its business plan;
- governmental regulation of the oil and gas industry, including environmental regulation;
- actions taken by governmental authorities, including increases in taxes and changes in government regulations and incentive programs;
- geological, technical, drilling and processing problems;
- inadequate infrastructure in Peru;
- exploration and development activities are capital intensive and involve a high degree of risk;
- risks and uncertainties involving geology of oil and gas deposits;
- risks inherent in marketing operations, including credit risk;
- potential delays or changes in plans with respect to exploration or development projects or capital expenditures;
- availability of sufficient financial resources to fund the Corporation's capital expenditures;
- stock market volatility and market valuations;
- failure to realize the anticipated benefits of acquisitions and dispositions;
- unanticipated operating events which could reduce production or cause production to be shut-in or delayed;
- hazards such as fire, explosion, blowouts, cratering, and spills, each of which could result in substantial damage to wells, production facilities, other property and the environment or in personal injury;
- encountering unexpected formations or pressures, premature decline of reservoirs, and the premature and/or stronger than expected invasion of water into producing formations;
- the ability to add production and reserves through development and exploration activities;
- uncertainties in regard to the timing of exploration and development activities;
- changes in general economic, market and business conditions;
- the effect of litigation proceedings on the Corporation's business;
- the possibility that government policies or laws, including laws and regulations related to the environment, may change or governmental approvals may be delayed or withheld;
- uncertainty in amounts and timing of royalty payments;
- uncertainties inherent in estimating quantities of oil and natural gas reserves and cash flows to be derived therefrom;
- failure to obtain industry partner and other third party consents and approvals, as and when required;
- the availability of capital on acceptable terms or at all;
- cyber-security issues;
- competition for, among other things, capital, acquisition of reserves, undeveloped land and skilled personnel; and
- the other factors considered under "*Risk Factors*" below.

Statements relating to "reserves" are deemed to be forward-looking statements or information, as they involve the implied assessment, based on certain estimates and assumptions, that the resources and reserves described can be profitable in the future. There are numerous uncertainties inherent in estimating quantities of proved, probable and possible reserves, including many factors beyond the control of the Corporation. The reserve data included herein represents estimates only. In general, estimates of economically recoverable oil reserves and the future net cash flows therefrom are based upon a number of variable factors and assumptions, such as historical production from the properties, the assumed effects of regulation by governmental agencies and future operating costs, all of which may vary considerably from actual results. All such estimates are to some degree speculative and classifications of reserves are only attempts to define the degree of speculation involved. For those reasons, estimates of the economically recoverable oil reserves attributable to any particular group of properties and classification of such reserves based on risk of recovery and estimates of future net revenues expected therefrom, prepared by different engineers or by the same engineers at different times, may vary substantially. The actual production, revenues, taxes and development and operating expenditures of the Corporation with respect to these reserves will vary from such estimates, and such variances could be material.

The Corporation has included the above summary of assumptions and risks related to forward-looking information provided herein in order to provide investors with a more complete perspective on the Corporation's current and future operations and such information may not be appropriate for other purposes.

Readers are cautioned that the foregoing lists of factors are not exhaustive. The forward-looking statements contained herein, and the documents incorporated by reference herein, are expressly qualified by this cautionary statement. Except as required by applicable securities laws, the Corporation does not undertake any obligation to publicly update or revise any forward-looking statements and readers should also carefully consider the matters discussed under the heading "*Risk Factors*" below.

The forward-looking statements or information contained herein are made as of the date hereof and the Corporation undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, unless required by applicable securities laws.

Caution Respecting Reserves Information

The determination of oil and natural gas reserves involves the preparation of estimates that have an inherent degree of associated uncertainty. Categories of proved and probable reserves have been established to reflect the level of these uncertainties and to provide an indication of the probability of recovery. The estimation and classification of reserves requires the application of professional judgment combined with geological and engineering knowledge to assess whether or not specific reserves classification criteria have been satisfied. Knowledge of concepts including uncertainty and risk, probability and statistics, and deterministic and probabilistic estimation methods is required to properly use and apply reserves definitions.

The recovery and reserve estimates of oil, NGLs and natural gas reserves provided herein (including the documents incorporated by reference) are estimates only. Actual reserves may be greater than or less than the estimates provided herein. The estimated future net revenue from the production of the Corporation's natural gas and petroleum reserves does not represent the fair market value of the Corporation's reserves.

Caution Respecting BOE

In this AIF, the abbreviation BOE means a barrel of oil equivalent on the basis of 1 BOE to 6 Mcf of natural gas when converting natural gas to BOEs. **BOEs may be misleading, particularly if used in isolation. A BOE conversion ratio of 6 Mcf to 1 BOE is based on an energy equivalency conversion method primarily applicable at the burner tip and does not represent a value equivalency at the wellhead. Given that the value ratio of oil compared to natural gas based on currently prevailing prices is significantly different than the energy equivalency conversion ratio of 6 Mcf to 1 BOE, utilizing a conversion ratio of 6 Mcf to 1 BOE may be misleading as an indication of value.** For example, the conversion ratio specified in the Block 95 License Contract is 5.626 Mcf to 1 BOE.

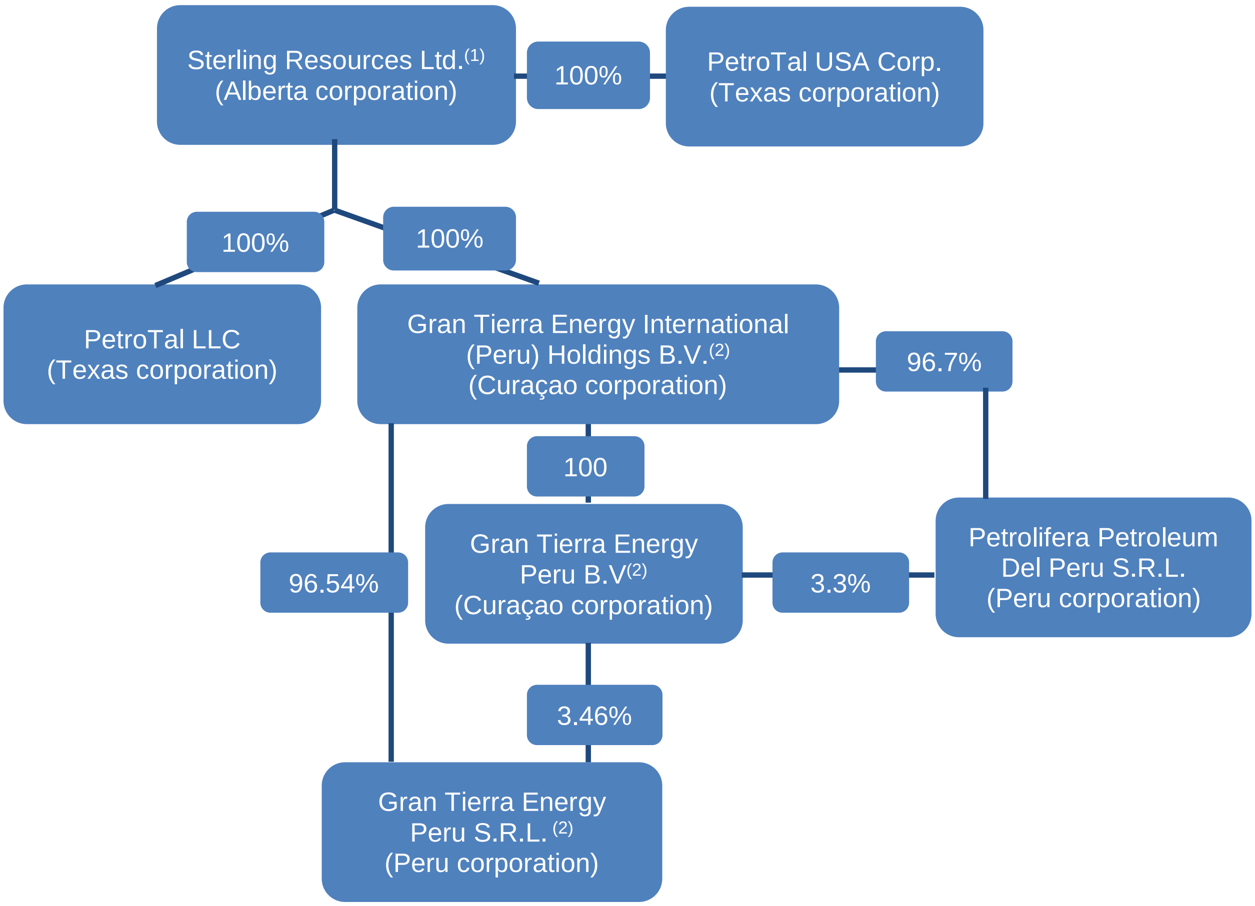
NAME, ADDRESS AND INCORPORATION

The Corporation was incorporated under the *Companies Act* (Alberta) on August 31, 1979 under the name of "Peoples Oil Limited". The Corporation was continued pursuant to articles of continuance under Section 261 of the ABCA on July 2, 1982. The Corporation changed its name to "Sterling Resources Ltd." on February 10, 1997. On December 18, 2017, the Corporation completed the Arrangement with PetroTal under the ABCA, pursuant to which the Corporation: (i) acquired all of the issued and outstanding shares of PetroTal; and (ii) amalgamated with PetroTal and continued as one corporation under the name "Sterling Resources Ltd.". See "*Three-Year History – Financial Year Ended December 31, 2017*".

The Corporation's head office is located at 11451 Katy Freeway, Suite 500, Houston, Texas 77079. The registered office of the Corporation is located at 4000, 421 – 7th Avenue S.W., Calgary, Alberta, T2P 4K9.

As of the date hereof, the Corporation is a reporting issuer in British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland. The Common Shares are listed on the TSXV under the trading symbol "SLG".

The following diagram illustrates the inter-corporate relationships among the Corporation and its subsidiaries as at the date hereof:



Notes:

(1) Pursuant to the Arrangement, PetroTal and Sterling were amalgamated and continued as one corporation.

(2) The Corporation is in the process of changing the names of these entities.

GENERAL DEVELOPMENT OF THE BUSINESS

Three-Year History

Since incorporation, the Corporation has been involved in the acquisition of petroleum and natural gas rights and the exploration for, and the development and production of, crude oil and natural gas. In its early years, Sterling focused on onshore activities in Canada and the United States, and gained its first international assets in Romania in 1997 divesting these assets in 2015. In 1998, Sterling acquired assets in the United Kingdom ("**UK**"), divesting these assets in 2017.

Financial Year Ended December 31, 2015

In 2015, Sterling: (i) announced it had amended its outstanding senior secured bond issued by its UK subsidiary, Sterling Resources (UK) Ltd. in the principal amount of $225.0 million (the "**Bond**") to defer an amortization instalment payment due on April 30, 2015, the further temporary suspension of transfers of funds into a restricted debt service reserve account (the "**DSRA**"), the temporary reduction in the minimum UK liquidity requirement to $5.0 million and the permanent one month deferral in monthly transfers to the DSRA (an amendment fee of $3.0 million was paid); (ii) announced it had sold its interest in block 27 Muridava to Petroceltic Resources PLC for non-material consideration; (iii) announced it had amended its outstanding Bond to defer the amortization instalment payment due on October 30, 2015, to permanently suspend the requirement to make monthly transfers of funds into DSRA and to make revisions to the UK liquidity requirements; (iv) completed the sale of its remaining Romanian business to Carlyle International Energy Partners (the "**Romanian Sale**"). The sale included licence blocks 13 Pelican, 15 Midia and 25 Luceafarul, structured as a corporate sale of Sterling's wholly-owned subsidiary Midia Resources SRL. The headline consideration for the transaction was $42.5 million. Concurrent with the Romanian Sale, Sterling terminated the investment agreement signed with Gemini Oil & Gas Fund II, L.P. ("**Gemini**") in 2007 for a cash consideration of $10.0 million and the issuance to Gemini of 60,372,876 Common Shares with a market value at the time of issuance of $7.5 million; and (v) announced that first production from the Cladhan oil field in the UK Northern North Sea.

Financial Year Ended December 31, 2016

In 2016, Sterling: (i) completed a recapitalization agreement in which, through a rights offering and Bond exchange, Bond liabilities were reduced from $214,340,000 to $40,261,519 and 14,277,525,577 Common Shares were issued; and (ii) conducted a consolidation of the Common Shares on the basis of one post-consolidation Common Share for every 100 pre-consolidation Common Shares.

Financial Year Ended December 31, 2017

On March 3, 2017, Sterling announced that it, together with its wholly-owned subsidiary SRUK Holdings Ltd., had entered into an agreement with Oranje-Nassau Energie B.V. to sell the entire issued share capital of Sterling's operating subsidiary Sterling Resources (UK) Ltd. for an amount equal to $163 million, less certain amounts necessary to settle Sterling' outstanding indebtedness and subject to adjustment. This transaction, which amounted to the sale of all or substantially all of Sterling's assets, was approved by Shareholders on May 8, 2017 and closed on May 16, 2017. The purchase price paid to Sterling at closing was $97.0 million at closing. In addition, intercompany debt was settled between Sterling Resources (UK) Ltd. and Sterling of $16.8 million. As a result of the transaction, Sterling no longer had active business operations or assets other than the cash proceeds from the transaction.

At the time of announcement of the sale transaction, it was the intention of Sterling to undertake a voluntary winding-up and dissolution following the completion thereof and, to that end, Shareholders authorized the Board to voluntarily wind-up and apply for dissolution of Sterling. In furtherance of that objective, the Board paid an initial cash distribution to Shareholders in the aggregate amount of $92.8 million on June 30, 2017 or $0.63 per Common Share. Further distributions of Sterling's remaining cash assets were at that time anticipated to be made on or prior to September 30, 2017 and during the 2018 fiscal year, respectively, prior to ultimately dissolving.

On or about June 29, 2017, Sterling became aware of PetroTal LLC and the potential for a transaction pursuant to which Sterling would complete a reverse take-over of PetroTal LLC in connection with the acquisition of the Peruvian Business.

On November 9, 2017: (a) Sterling and PetroTal entered into an arrangement agreement in respect of the reverse take-over by way of statutory plan of arrangement (the "**Plan of Arrangement**") involving Sterling and PetroTal (the "**Arrangement**"); and (b) Sterling, PetroTal, GTE and GTEIHL entered into a share purchase agreement pursuant to which, and in the manner set forth in the Plan of Arrangement, the Corporation would acquire from GTE all of the issued and outstanding Peru HoldCo Shares in consideration for: (i) Common Shares and (ii) an option to retain a 20% working interest in Block 107 following the drilling of an initial exploration well, and the Corporation would thereby acquire the Peruvian Business (the "**Acquisition**").

In conjunction with the Arrangement and the Acquisition, PetroTal entered into an agreement with a syndicate of investment dealers, for a brokered private placement offering of subscription receipts ("**Subscription Receipts**") on a best efforts agency basis at a price of $1.00 per Subscription Receipt for aggregate gross proceeds of a minimum of $25 million (the "**Financing**"). Each Subscription Receipt would be convertible into one PetroTal Share upon the closing of the Arrangement. On December 12, 2017, PetroTal issued 34 million Subscription Receipts for total gross proceeds of $34 million pursuant to the Financing.

On December 18, 2017, pursuant to the Arrangement and the Acquisition: (a) each Subscription Receipt was converted into one PetroTal Share; (b) each PetroTal Share was exchanged for 5.35 Common Shares, resulting in the issuance of an aggregate of 203,300,005 Common Shares; (c) Sterling and PetroTal were amalgamated and continued as one corporation under the name "Sterling Resources Ltd."; and (d) Sterling acquired all the issued and outstanding Peru HoldCo Shares for 187,250,000 Common Shares.

Significant Acquisitions

The Corporation has not completed any significant acquisitions during its most recently completed financial year for which disclosure is required under Part 8 of NI 51-102.

DESCRIPTION OF THE BUSINESS OF THE CORPORATION

General

The Corporation's business plan is focused on building value through the development and exploration of oil assets in Peru on its 2.2 million net acres of undeveloped land. The Corporation's immediate focus is to: (a) develop the Bretaña Assets, one of the largest undeveloped discoveries in Peru, by applying management's knowledge and leveraging management's experience with the local suppliers and regulatory bodies; and (b) secure a farm-in partner to finance the drilling of the Block 107 Osheki prospect.

Specialized Skill and Knowledge

The Corporation relies on the specialized skill and knowledge of its permanent staff to compile, interpret and evaluate technical data, drill and complete wells, design and operate production facilities and numerous additional activities required to explore for and produce oil and natural gas. From time to time, the Corporation employs consultants and other service providers to provide complementary experience and expertise to carry out its oil and natural gas operations effectively. It is the belief of management of the Corporation that its officers and employees, who have significant technical, operational and financial experience in the oil and gas industry, hold the necessary skill sets to successfully execute the Corporation's business strategy in order to achieve its corporate objectives.

Competitive Conditions

The oil and natural gas industry is intensely competitive in all its phases. The Corporation competes with numerous other participants in the search for, and the acquisition of, oil and natural gas properties and in the marketing of oil and natural gas. The Corporation's competitors include resource companies that have greater financial resources, staff and facilities than those of the Corporation. Competitive factors in the distribution and marketing of oil and natural gas include price and methods and reliability of delivery. The Corporation believes that its competitive position is equivalent to that of other oil and gas issuers of similar size and at a similar stage of development. See "*Risk Factors - Competition*".

Cyclical Nature of Industry

The Corporation's operational results and financial condition are dependent on the prices received for oil and natural gas production. Oil and natural gas prices have fluctuated widely during recent years and are determined by supply and demand factors, including weather and general economic conditions, as well as political and macroeconomic conditions in other oil and natural gas regions. Any decline in oil and natural gas prices could have an adverse effect on the Corporation's financial condition. See "*Risk Factors - Weather*".

Environmental

The Corporation believes that it is in compliance with applicable existing environmental laws and regulations and is not aware of any proposed environmental legislation or regulations with which it would not be in material compliance. Procedures are put in place to ensure that the utmost care is taken in the day-to-day management of the Corporation's oil and gas properties. However, in the future, the natural resources industry may become subject to more stringent environmental protection rules. This could increase the cost of doing business and may have a negative impact on future earnings. See "*Industry Conditions*" and "*Risk Factors*".

Employees

As at December 31, 2017, the Corporation had 28 employees.

Reorganizations

Other than as disclosed in "*General Development of the Business*", there have been no material reorganizations of the Corporation within the three most recently completed financial years or completed during or proposed for the current financial year.

STATEMENT OF RESERVES DATA AND OTHER OIL AND GAS INFORMATION

Disclosure of Reserves Data and Other Information as of Financial Year Ended December 31, 2017

The reserves data herein is based upon the NSAI Report. The reserves data set forth below is based upon an evaluation of the NSAI Report. The NSAI Report summarizes the crude oil reserves of the Bretaña Assets and the net present values of future net revenue for these reserves using forecast prices and costs. No gas market is expected to exist for the Corporation's properties so natural gas reserves were not estimated in the NSAI Report. The NSAI Report has been prepared in accordance with the standards contained in the COGE Handbook and the reserve definitions contained in NI 51-101. Additional information not required by NI 51-101 has been presented to provide continuity and additional information which the Corporation believes is important to the readers of this information. The following tables provide summary information presented in the NSAI Report effective December 31, 2017 and based on the NSAI December 31, 2017 price forecast.

The Report on Reserves Data by NSAI and the Report of Management and Directors on Oil and Gas Disclosure are attached as Exhibit 1 and Exhibit 2, respectively, to this AIF.

All of the Corporation's reserves are onshore in the Bretaña field located at the northern edge of Block 95 in northern Peru. The NSAI Report is based on certain factual data supplied by the Corporation and NSAI's opinion of reasonable practice in the industry. For the purposes of the NSAI Report, NSAI did not perform any field inspections, examinations of mechanical operation, condition of facilities or possible environmental liability. In addition, no investigation was made of any firm transportation contracts that may be in place and no adjustments were made to the estimates of future revenue to account for such contracts.

The Corporation's gross revenue shown in the NSAI Report is the Corporation's share of the gross (100 percent) revenue from its properties prior to any deductions. Future net revenue is provided after deductions for the Corporation's share of royalty burden, capital costs, abandonment and reclamation costs and operating expenses but before consideration of any income taxes. Estimated Peruvian incomes taxes are a simplification of current tax law and were not prepared by a tax accountant or lawyer. The Corporation's financial statements and management's discussion and analysis for the year ended December 31, 2017 should be consulted for additional information regarding the Corporation's taxes.

There are numerous uncertainties inherent in estimating quantities of crude oil reserves and the future cash flows attributed to such reserves. In general, such estimates are based upon a number of variable factors and assumptions, such as historical production from the properties, production rates, ultimate reserve recovery, timing and amount of capital expenditures, marketability of oil, royalty rates, the assumed effects of regulation by governmental agencies and future operating costs, all of which may vary materially from actual results. For those reasons, estimates of the economically recoverable crude oil reserves attributable to any particular group of properties, classification of such reserves based on risk of recovery and estimates of future net revenues associated with reserves prepared by different engineers, or by the same engineers at different times, may vary. The Corporation's actual production, revenues, taxes and development and operating expenditures with respect to its reserves will vary from estimates thereof and such variations could be material.

It should not be assumed that the undiscounted or discounted net present value of future net revenue attributable to reserves estimated by NSAI represent the fair market value of those reserves. Other assumptions and qualifications relating to costs, prices for future production and other matters are summarized herein. The recovery and reserve estimates of crude oil reserves provided herein are estimates only. Actual reserves may be greater than or less than the estimates provided herein.

The information relating to the Corporation's crude oil reserves contains forward-looking statements relating to future net revenues, forecast capital expenditures, future development plans, timing and costs related thereto, forecast operating costs, anticipated production and abandonment costs. See "*Special Note Regarding Forward-Looking Statements*", "*Industry Conditions*" and "*Risk Factors*".

Throughout the following summary tables, differences may arise due to rounding.

SUMMARY OF OIL RESERVES AND NET PRESENT VALUES OF FUTURE NET REVENUE AS OF DECEMBER 31, 2017 FORECAST PRICES AND COSTS

	Heavy Oil(1)	
	Gross	Net(2)
	(Mbbl)	(Mbbl)
Proved		
Developed Producing	-	-
Developed Non-Producing	-	-
Undeveloped	14,683.6	14,683.6
Total Proved	14,683.6	14,683.6
Total Probable	25,075.7	25,075.7
Total Proved plus Probable	39,759.3	39,759.3
Total Possible	39,522.7	39,522.7
Total Proved plus Probable plus Possible	79,282.0	79,282.0

Notes:
(1) The Corporation owns a 100% working interest and a 100% net revenue interest in these properties.
(2) Net reserves do not include deductions for royalty expense for net oil volumes. Government royalties are included in property and mineral taxes.

NET PRESENT VALUE OF FUTURE NET REVENUE

Description	Before Income Tax Discounted at Various Rates 0% M$	5% M$	10% M$	15% M$	20% M$	Unit Value Before Income Tax Discounted at 10% $/Bbl
Proved						
Producing	-	-	-	-	-	-
Developed Nonproducing	-	-	-	-	-	-
Undeveloped	77,312.5	55,845.0	38,163.2	24,364.0	13,848.7	2.60
Total Proved	77,312.5	55,845.0	38,163.2	24,364.0	13,848.7	2.60
Total Probable	459,676.3	328,211.9	243,647.0	188,396.0	150,922.6	9.72
Total Proved plus Probable	536,988.8	384,056.9	281,810.2	212,760.0	164,711.2	7.09
Total Possible	1,217,838.5	743,997.6	492,773.1	348,619.2	260,204.5	12.46
Total Proved plus Probable plus Possible	1,754,827.3	1,128,054.5	774,583.4	561,379.2	424,975.8	9.77

Notes:

(1) Utilizes NSAI's price forecast as of December 31, 2017 as detailed below.

(2) Future net revenue is after deductions for the Corporation's share of royalty burdens, capital costs, abandonment and reclamation costs and operating expenses by before consideration of any Peruvian income taxes.

Description	After Income Tax Discounted at Various Rates 0% M$	5% M$	10% M$	15% M$	20% M$
Proved					
Producing	-	-	-	-	-
Developed Nonproducing	-	-	-	-	-
Undeveloped	52,572.5	37,974.6	25,951.0	16,567.5	9,417.1
Total Proved	52,572.5	37,974.6	25,951.0	16,567.5	9,417.1
Total Probable	312,579.9	223,184.1	165,680.0	128,109.3	102,627.4
Total Proved plus Probable	365,152.4	261,158.7	191,630.9	144,676.8	112,044.4
Total Possible	828,130.2	505,918.4	335,085.7	237,061.1	176,939.1
Total Proved plus Probable plus Possible	1,193,282.6	767,077.1	526,716.7	381,737.9	288,983.5

Notes:

(1) Utilizes NSAI's price forecast as of December 31, 2017 as detailed below.

(2) Future net revenue is after deductions for the Corporation's share of royalty burdens, capital costs, abandonment and reclamation costs, operating expenses and Peruvian income taxes.

TOTAL FUTURE NET REVENUE
(UNDISCOUNTED) AS OF December 31, 2017
FORECAST PRICES AND COSTS

Reserves Category	Revenue (M$)	Property and Mineral Taxes (M$)	Operating Costs (M$)	Capital Development Costs (M$)	Abandonment / Other Costs (M$)	Future Net Revenue Before Income Taxes (M$)	Income Tax (M$)	Future Net Revenue After Income Taxes (M$)
Total Proved	617,111.1	31,143.3	274,755.5	202,255.3	31,644.6	77,312.5	24,740	52,572.5
Total Proved Plus Probable	1,780,464.9	96,045.6	774,781.8	324,907.8	47,740.8	536,988.8	171,836.4	365,152.4
Total Proved Plus Probable Plus Possible	3,562,918.3	216,190.6	1,042,678.5	489,398.8	59,823.0	1,754,827.3	561,544.7	1,193,282.6

Forecast Costs and Price Assumptions

The forecast cost and price assumptions are based on Brent Crude futures prices and are adjusted for quality, transportation fees and market differentials. Crude oil benchmark reference pricing, inflation and exchange rates utilized by NSAI in the NSAI Report were NSAI's forecasts, as at December 31, 2017, as follows:

SUMMARY OF PRICING AND INFLATION RATE ASSUMPTIONS as of December 31, 2017
FORECAST PRICES AND COSTS

Year	Oil Price ($US/Bbl)
Forecast	
2018	67.76
2019	63.98
2020	61.07
2021	59.53
2022	58.97
2023	58.89
2024	59.09
2025	59.28
Thereafter	Escalation Rate of 2% on January 1 of each year

Estimated future abandonment and reclamation costs related to a working interest have been taken into account by NSAI in determining reserves that should be attributed to a property and in determining the aggregate future net revenue therefrom, there was deducted the reasonable estimated future well abandonment and reclamation costs. No allowance was made, however, for the abandonment of any facilities. The forecast price and cost assumptions assume the continuance of current laws and regulations.

Reconciliations of Changes in Reserves and Future Gross Revenue

The Corporation had no reserves as of the last day of its preceding financial year and therefore has no opening data to be reconciled.

Additional Information Relating to Reserves Data

Undeveloped Reserves

Undeveloped reserves are attributed by NSAI in accordance with standards and procedures contained in the COGE Handbook. Proved undeveloped reserves are those reserves that can be estimated with a high degree of certainty and are expected to be recovered from known accumulations where a significant expenditure is required to render them capable of production. Probable undeveloped reserves are those reserves that are less certain to be recovered than proved undeveloped reserves and are expected to be recovered from known accumulations where a significant expenditure is required to render them capable of production. Proved and probable undeveloped reserves have been assigned in accordance with engineering and geological practices as defined under NI 51-101.

The Corporation plans to develop the reserves by drilling a series of horizontal wells into the productive formation. The Corporation anticipates that 7 new wells will be required to produce the proved undeveloped reserves and an additional 10 new wells will be required to produce the proved plus probable reserves.

There are a number of factors that could result in delayed or cancelled development, including the following: (a) changing economic conditions (due to commodity pricing, operating and capital expenditure fluctuations); (b) changing technical conditions (including production anomalies, such as water breakthrough or accelerated depletion); (c) multi-zone developments (for instance, a prospective formation completion may be delayed until the initial completion formation is no longer economic); (d) a larger development program may need to be spread out over several years to optimize capital allocation and facility utilization; and (e) surface access issues (including those relating to land owners, weather conditions and regulatory approvals). See "*Risk Factors*".

Significant Factors or Uncertainties Affecting Reserves Data

The process of evaluating reserves is inherently complex. It requires significant judgments and decisions based on available geological, geophysical, engineering and economic data. These estimates may change substantially as additional data from ongoing development activities and production performance becomes available and as economic conditions impacting oil and natural gas prices and costs change. The reserve estimates contained herein are based on current production forecasts, prices and economic conditions and other factors and assumptions that may affect the reserve estimates and the present value of the future net revenue therefrom. These factors and assumptions include, among others: (a) historical production in the area compared with production rates from analogous producing areas; (b) initial production rates; (c) production decline rates; (d) ultimate recovery of reserves; (e) success of future development activities; (f) timing and costs of future development activities; (g) marketability of production; (h) effects of government regulations; and (i) other government levies imposed over the life of the reserves.

As circumstances change and additional data becomes available, reserve estimates also change. Estimates are reviewed and revised, either upward or downward, as warranted by the new information. Revisions are often required due to changes in well performance, prices, economic conditions and government restrictions. Revisions to reserve estimates can arise from changes in year-end prices, reservoir performance and geologic conditions or production. These revisions can be either positive or negative.

While the Corporation does not anticipate any significant economic factors or significant uncertainties that will affect any particular components of the reserves data, the reserves can be affected significantly by fluctuations in product pricing, capital expenditures, costs to abandon and reclaim properties, operating costs, royalty regimes and well performance that are beyond the Corporation's control. See "*Risk Factors"*.

Future Development Costs

The following table sets forth development costs deducted in the estimation of the Corporation's future net revenue attributable to the reserve categories noted below:

	Forecast Development Costs (M$)		
Year	**Proved Reserves**	**Proved Plus Probable Reserves**	**Proved Plus Probable Plus Possible Reserves**
2018	22,117	22,117	22,117
2019	48,229	69,338	69,338
2020	57,479	57,479	57,479
2021	74,431	117,241	117,241
2022-2027	-	58,733	223,224
Thereafter	-	-	-
Total Undiscounted	202,255	324,908	489,399
Total Discounted at 10%	153,987	234,466	328,941

Future development costs are capital expenditures required in the future for the Corporation to convert proved undeveloped reserves, probable reserves and possible reserves to proved developed producing reserves. The undiscounted development costs are $202 million for proved reserves, $325 million for proved plus probable reserves and $489 million for proved plus probable plus possible reserves (in each case based on forecast prices and costs).

The Corporation expects to use a combination of internally generated cash from operations, working capital and the issuance of new equity or debt where and when it believes appropriate to fund future development costs set out in the NSAI Report. There can be no guarantee that funds will be available or that the Board of Directors will allocate funding to develop all of the reserves attributable in the NSAI Report. Failure to develop those reserves could have a negative impact on the Corporation's future cash flow.

Interest expense or other costs of external funding are not included in the reserves and future net revenue estimates set forth above and would reduce the reserves and future net revenue to some degree depending upon the funding sources utilized. The Corporation does not anticipate that interest or other funding costs would make further development of any of the Corporation's properties uneconomic.

Other Information

Oil Wells

The following table sets forth the number and status of the Corporation's wells effective December 31, 2017.

	Producing Oil		Non-Producing(3) Oil	
	Gross(1)	**Net(2)**	**Gross(1)**	**Net(2)**
Peru	0	0	1	1
Total	0	0	1	1

Notes:

(1) "Gross" means total number of wells in which the Corporation holds an interest.
(2) "Net" means the aggregate of the percentage working interests of the Corporation in the gross wells.

(3) "Non-Producing" means wells that may or may not have been previously on production and the date production will be obtained from these wells is uncertain.

Properties with no Attributed Reserves

The following table summarizes, effective December 31, 2017, the gross and net acres of undeveloped properties in which the Corporation had an interest and also the number of net acres for which its rights to explore, develop or exploit could expire within one year.

	Undeveloped Acres		**Developed[(1)] Acres**		**Total Acres**	
	Gross	**Net**	**Gross**	**Net**	**Gross**	**Net**
Peru	2,230,760	2,230,760	10,000	10,000	2,240,760	2,240,760
Total	2,230,760	2,230,760	10,000	10,000	2,240,760	2,240,760

Note:

(1) The acres shown as "Developed" refer to the expected size of the Bretaña field.

Significant Factors or Uncertainties Relevant to Properties With No Attributed Reserves

There are several economic factors and significant uncertainties that affect the anticipated exploration and development of the Corporation's properties with no attributed reserves. The Corporation will be required to make substantial capital expenditures in order to explore, exploit, develop, prove and produce oil from these properties in the future.

If the Corporation's cash flow is not sufficient to satisfy its capital expenditure requirements, there can be no assurance that additional debt or equity financing will be available to meet these requirements or, if available, on terms acceptable to the Corporation. Failure to obtain such financing on a timely basis could cause the Corporation to forfeit its interest in certain properties, miss certain opportunities and reduce or terminate its operations.

The inability of the Corporation to access sufficient capital for its exploration and development activities could have a material adverse effect on the Corporation's ability to execute its business strategy to develop these prospects. See "*Risk Factors*".

The significant economic factors that affect the Corporation's development of its lands to which no reserves have been attributed are future commodity prices for oil and the Corporation's outlook relating to such prices, and the future costs of drilling, completing, equipping, tie-in and operating the wells at the time that such activities are considered in the future.

The significant uncertainties that affect Corporation's development of such lands are: (a) the future drilling and completion results the Corporation achieves in its development activities; (b) drilling and completion results achieved by others on lands in proximity to the Corporation's lands; and (c) future changes to applicable regulatory or royalty regimes that affect timing or economics of proposed development activities. All of these uncertainties have the potential to delay the development of such lands. Alternatively, uncertainty as to the timing and nature of the evolution or development of improved exploration drilling, completion and production technologies have the potential to accelerate development activities and enhance the economics relating to such lands.

Forward Contracts and Marketing

The Corporation is expected to sell crude oil based on prevailing market pricing. The Corporation has yet to secure such crude oil sales contracts or commodity price hedges.

Tax Horizon

Based on NSAI production forecasts, planned capital expenditures and the forecast commodity pricing applied in the NSAI Report, the Corporation estimates that it will not be required to pay current income taxes until December 2021; however, the Corporation may select the option whereby tax losses can be carried forward indefinitely with a restriction that they can only be used to offset up to 50% of taxable income in any given year. The current corporate income tax is 32%, and allows for the Corporation to deduct prior capital spent against future net income. See “*Risk Factors – Tax Risk*”.

Costs Incurred

Other than in connection with the Acquisition, the Corporation did not incur any property acquisition costs, exploration costs or development costs during the year ended December 31, 2017.

Drilling Activity

During the year ended December 31, 2017, the Corporation did not carry out any drilling activity.

Exploration and Development Activities

Planned Capital Expenditures

The Corporation plans to develop the reserves by drilling a series of horizontal wells into the productive formation. The Corporation anticipates that 7 new wells will be required to produce the Corporation’s proved undeveloped reserves and an additional 10 new wells will be required to produce the Corporation’s proved plus probable reserves. Additionally, water injection wells, and equipment to inject the water back into the formation for environmental purposes, will be required. The Corporation plans to focus on the development of the proved plus probable reserves for the foreseeable future.

Production Estimates

The following table discloses for each product type the total average daily volume of production estimated by NSAI in the NSAI Report for 2018 in the estimates of future net revenue from gross proved and gross proved plus probable reserves disclosed above.

	Heavy Oil *(Bbls/d)*
Proved	
Peru	528
Total Proved	528
Probable	
Peru	528
Total Probable	528
Total Proved plus Probable	1,056

Other Oil and Gas Information

The Corporation’s primary development asset, the Bretaña oil field, is located in the Marañón Basin of Northern Peru that has been producing since the early 1970’s. The Bretaña field was drilled by the Peruvian Business after completing a detailed seismic program. The initial well eventually tested 3,095 Bbls/d, with an average of 2,550 Bbls/d, and was shut in pending the installation of facilities. The Peruvian Business has also drilled a water disposal well that will be used to reinject any water produced with future oil production. The Corporation intends to initially deliver its crude oil to the Iquitos refinery via double-hull barges, and later via the existing ONP that has capacity to deliver the crude to the West Coast of Peru. The Talara refinery near the delivery point has capacity to accept the crude oil production from Bretaña. Alternatively, the Corporation could export the crude oil.

Bretaña (Block 95)

The surface terrain is characterized by rainforest flood plains that can be covered by overflow of the Ucayali River for 5 to 6 months of the year. There are established infrastructure and export routes in northcentral onshore Peru, consisting of barging and the ONP. It is expected that the ONP will be in full operation for the production stage of Bretaña and that the barges will be available for the production stage of Bretaña to transport crude to the ONP access point at Pump Station No. 1 in San Jose de Saramuro.

As at December 31, 2017, the Bretaña Assets included approximately 10,000 gross developed (10,000 net developed acres) acres of total land, which is the expected area of the Bretaña oil field. The Bretaña Assets include five gross (five net) wells in total, including the shut-in oil producer and water injector wells as the other three wells were previously plugged and abandoned. As at December 31, 2017, no producing wells were operated on the Bretaña Assets. The Corporation has a 100% working interest in the Bretaña Assets.

Block 95, where the Bretaña Assets are located, is on the southeastern flank of the Marañón Basin. The surface terrain is characterized by rainforest flood plains that can be covered by overflow of the Ucayali River for five to six months of the year. The field itself is a large, gently dipping four-way closure with a northwest-southeast trend. In 1974, Amoco Corporation drilled the 1-X discovery well, which encountered oil within the Upper Cretaceous Vivian Formation and flowed at approximately 800 barrels of 18.5 degree-API oil per day.

To date, five wells have been drilled in the Bretaña field. In 2012, GTE drilled the 2-1XD well in a more central location within the structure and found an oil-water contact that is consistent with the 1-X well. Following the testing of the 2-1XD well, a horizontal sidetrack named 2-1XD ST was drilled southeast along the structure to be able to perform a long-term flow test ("**LTT**"). In 2014, to enable the LTT, a water disposal well named 2-2-1WD was drilled offsetting the 2-1XD well, and in 2015, the Bretaña south 3-4-1X appraisal well was drilled on the southern extent of the closure. The 3-4-1X well came in deeper than predicted and encountered only a thin oil column, but helped to delineate the field area to the south. The northern portion of the field is covered by sparse 2-D seismic line while the south has more extensive coverage of 2-D and 3-D data.

INDUSTRY CONDITIONS

The oil and natural gas industry is subject to extensive controls and regulations governing its operations (including land tenure, acquisitions, transfers, exploration, development, production, refining, transportation, marketing, pricing and taxation) imposed by legislation enacted by various levels of government in Peru, all of which should be carefully considered by investors in the oil and gas industry. It is not expected that any of these controls or regulations will affect the Corporation's operations in a manner materially different than they would affect other oil and gas companies of similar size which are also operating in Peru. All legislation is published in the Official Gazette, "El Peruano" and the Corporation is unable to predict what additional legislation or amendments may be enacted. Outlined below are some of the principal aspects of legislation, regulations and agreements governing the oil and gas industry in Peru.

Legislation and Regulation

Hydrocarbon Legislation

Peru's hydrocarbon legislation, which includes the Hydrocarbon Law, governs the Corporation's operations in Peru. This legislation: (a) covers the entire range of petroleum operations; (b) defines the roles of Peruvian government agencies that regulate and interact with the oil and gas industry; (c) provides that private investors (both national and foreign) (hereafter, "**Contractors**") may make investments in the petroleum sector; and (d) promotes the development of hydrocarbon activities by fostering competition and access.

Under the Peruvian legal system, the state is the owner of all sub-surface hydrocarbons located within its borders. The Peruvian government plays an active role in petroleum operations through various entities and agencies, including:

- Perupetro: the state company responsible for promoting and overseeing investment in hydrocarbon exploration and production activities that is empowered, on behalf of the state, to enter into contracts with Contractors relating to exploration and production of petroleum and natural gas;
- the Ministry: the government department that establishes energy, mining and environmental protection policies, enacts rules applicable to these sectors and supervises compliance with such policies and rules;
- the Vice-Ministry of Hydrocarbons: the government department responsible for communicating with oil and gas companies that have current or planned investments in Peru;
- the General Directorate of Hydrocarbons: the agency of the Ministry responsible for regulating the development of oil and gas fields;
- the Direccion General de Asuntos Ambientales Energeticos: the agency of the Ministry responsible for reviewing and approving environmental regulations related to environment risks that result from hydrocarbon exploration and production activities;
- El Organismo Supervisor de la Inversión en Energía y Minería (OSINERGMIN): the government agency that monitors occupational health and safety standards in the hydrocarbon industry;
- the Environmental Evaluation and Fiscalization Entity (El Organismo de Evaluación y Fiscalización Ambiental) (OEFA): the agency within the Ministry of the Environment that is responsible for ensuring Contractors' compliance with environmental rules and sanctioning non-compliant companies; and
- Servicio Nacional de Certificación Ambiental para las Inversiones Sostenibles (SENACE): the agency within the Ministry of the Environment which is in charge of the review and approval of detailed Environmental Impact Studies.

The Corporation is subject to the laws and regulations of all of these entities and agencies as well as the Ministry of Agriculture, the Ministry of Culture and the Dirección General de Capitanías y Guardacostas del Perú (DICAPI).

Exploration and Production Agreements

Contractors must enter into license agreements and/or service contracts with Perupetro prior to engaging in oil and gas exploration and production activities in Peru. License agreements give Contractors the right to both produce and sell hydrocarbons, whereas service contracts only entitle Contractors to produce hydrocarbons. Peru's laws allow for other contract models, but such models must be authorized by the Ministry.

Perupetro will only contract with Contractors that meet the qualifications specified in the regulations under the Hydrocarbon Law. These qualifications require Contractors to have the technical, legal, economic and financial capacity to comply with all obligations they will assume under the contracts. Perupetro's assessment of whether Contractors are qualified is based, among other things, on the characteristics of the land in question, the level of the Contractors' investments and whether the Contractors' operations are governed by satisfactory environmental protection rules. When a Contractor is a foreign investor, it must either: (a) incorporate a Peruvian subsidiary; or (b) register a local branch with local representatives in Peru. Once Perupetro has confirmed qualifications, the qualified Contractor must be registered on the Hydrocarbons Contractors Registry, administered by the Peruvian Public Records Office.

The Corporation operates in Peru through Gran Tierra Energy Peru S.R.L., a wholly-owned subsidiary of Peru HoldCo, and Petrolifera Petroleum Del Peru S.R.L. The Corporation is required, once qualified, to guarantee its subsidiary's obligations. Such guarantee provides for joint and several liability to Perupetro with respect to the fulfillment of Gran Tierra Energy Peru S.R.L.'s responsibilities, including with respect to minimum work program requirements. On January 12, 2018, the Corporation notified Perupetro by letter that it intended to seek qualification as an operator in Peru. Subsequently, in early April, the Corporation filed all required and requested documents to Perupetro. Pending qualification of the Corporation by Perupetro, GTE's parent company guarantees with respect to the license agreements will remain in place. The Corporation has agreed that, until the Corporation is qualified by Perupetro and GTE's parent company guarantees are replaced, it will not approve, adopt or submit any work program or budget in respect of the Bretaña Assets without the prior written approval of GTE.

The Corporation and its subsidiaries must be qualified by Perupetro with respect all license agreements. Perupetro reviews Contractors' qualifications each time they prepare to enter into an exploration and production agreement.

Pursuant to the license agreements, Contractors acquire the right to explore for and produce hydrocarbons in a specified area. Perupetro transfers the property right in the extracted hydrocarbons to the licensee and, in consideration for such right, the licensee must pay a royalty to the state. The determination of the royalties is made according to the production of hydrocarbons in the area of such agreement. The payment of the royalty depends on the valorization methodology established in each license agreement. The licensee is entitled to market or export such hydrocarbons in any manner whatsoever, in accordance with the terms of the license agreement, and can fix hydrocarbon sales prices according to market forces, subject to a limitation in the case of natural emergencies, in which case the law stipulates such manner of marketing.

License agreements contemplate an exploration phase and an exploitation phase. Oil and gas licenses are typically granted for fixed terms with opportunity for extension. The duration of the license agreements is based on the nature of the hydrocarbons discovered. The license agreement duration for crude oil is 30 years, while the contract duration for natural gas and condensates is 40 years. These durations include the exploration and discovery phases. In the event a block contains both oil and gas the 40-year term may apply to oil exploration and production as well. The license agreement commences on the date established in the license agreement. Most contracts include an exploration phase and an exploitation phase, unless the contract is solely an exploitation contract. Within the contract term, seven years is allotted to exploration, with the possibility of an extension of up to three years, granted at the discretion of Perupetro. A potential retention period for a maximum of five years (ten years for natural gas) is also available if certain factors recognized by law delay the economic viability of a discovery, such as a lack of transportation facilities or a lack of a market. The exploration phase is generally divided into several periods and each period includes a minimum work program. The term of the exploration phase may last longer than the prescribed seven years, or ten years if the three-year extension was granted, as the time elapsed for the approval of the respective environmental permits is not taken into consideration as part of the respective exploration period. However, the term of the license agreement stays the same. The fulfillment of the minimum work program must be supported by an irrevocable bank guarantee, which amount is determined taking into consideration the estimated value of the minimum work program.

Upon a declared discovery, and at the Contractor's request, the exploitation phase commences with a 30 year term (40 years for natural gas), which term includes the 7-year exploration period, extendable under certain circumstances. If a discovery is made but, for reasons relating to transportation, it is non-commercial, the Contractor may request a retention period of up to five years (ten years for natural gas) in order to make transportation feasible. All discoveries must be reported to Perupetro. At the end of the exploration phase, the contractor must declare commerciality or return the block.

Contractors are obligated to submit monthly reports to Perupetro. Contractors must also submit a monthly economic report to the Central Reserve Bank of Peru. These reports are generally combined and delivered together with other operating reports required to be submitted to Perupetro.

The Corporation now has three license agreements, as two others were relinquished at the end of 2017 soon after the Corporation took control of the Peruvian Business. As of the date hereof, the Corporation believes it is in compliance with all of the material requirements of each contract. The Corporation has executed certain letters of guarantee in favor of Perupetro to insure performance under the license agreements. Should the Corporation fail to fulfill its minimum work program obligations under any of the license agreements without technical justification or other good cause, Perupetro could seek recourse to the letters of credit posted as a guarantee for the performance of the license agreements, the parent company guarantees and terminate the license agreement.

Peruvian Fiscal Regime

Peru's fiscal regime determines the government's entitlement from petroleum activities. This regime is subject to change, which could negatively impact the Corporation's business. However, the Hydrocarbon Law and the regulations thereunder governing the tax stability guarantee and other tax rules provide that the tax regime in force on the date of signing a contract will remain unchanged during the term of the contract. Therefore, any change to the tax regime, which results in either an increase or decrease in the tax burden, will not affect the Contractor.

During the exploration phase, Contractors are exempt from import duties and other forms of taxation applicable to goods intended for exploration activities. Exemptions are withdrawn at the production phase, but exceptions are made in certain instances, and the operator may be entitled to temporarily import goods tax-free for a two-year period ("**Temporary Import**"). A Temporary Import may be extended for additional one year periods for up to two years upon: (a) the Contractor's request; (b) approval of the Ministry; and (c) authorization of the Superintendencia Nacional de Aduanas y de Administracion Tributaria (Peruvian Customs Agency).

Taxable income is determined by deducting allowable operating and administrative expenses, including royalty payments. Income tax is levied on the income of the Contractor based upon the legal corporate tax rate in effect at the date the license agreement was signed. As of the date hereof, the statutory tax rate applicable to corporate income in Peru is 29.5% for 2017, plus an additional 2% rate for Hydrocarbon activities (the business in Peru has stabilized a corporate income tax rate of 30%, which was in force up to 2014, plus an additional 2% rate, determining an effective rate of 32%), and tax losses can be carried forward for four years or, at a company's election, indefinitely with a restriction that they can be used to offset only up to 50% of taxable income in any given year. The Peruvian government, through the Ministry of Economy and Finance, guarantees the benefit of tax stability for the operations carried out under a license agreement.

Contractors engaged in the exploration and production of crude oil, natural gas and condensates must determine their taxable income separately for each license agreement under which they operate. Where a Contractor carries out these activities under different individual license agreements, it may offset its earnings before income tax under one license agreement with losses under another license agreement, for purposes of determining the corporate income tax, provided that the individual license agreements are held by the same entity, as Peruvian tax law does not permit filing a consolidated tax return for related companies. However, under no circumstances can the investment in the producing property be amortized for tax purposes unless the Contractor is under the commercial stage of production.

Peruvian Labor and Safety Legislation

Oil and gas operations in Peru are subject to the Productivity and Labor Competitiveness Law (the "**Labor Law**"), which governs the labor force in the petroleum sector. In addition to the Labor Law, the Hydrocarbon Law and related safety regulations for the petroleum industry also regulate the safety and health of workers involved in the development of hydrocarbon activities. All entities engaged in the performance of activities related to the petroleum industry must provide the General Hydrocarbons Bureau with the list of their personnel on a semi-annual basis, indicating their nationality, specialty and position. These entities must also train their workers on the application of safety measures in the operations and control of disasters and emergencies. The regulations also contain provisions on accident prevention and personnel health and safety, which in turn include rules on living conditions, sanitary facilities, water quality at workplaces, medical assistance and first-aid services. Provisions specifically related to oil and gas exploration also contained in the regulations and include safety measures related to camps, medical assistance, food conditions, and handling of explosives. Additional safety regulations may become applicable as the Corporation expands and develops its operations.

The Labor Law and the regulations thereunder define the employer/employee relationship. Employers may only terminate the employment relationship for just cause as established in the Labor Law. If an employee is terminated for any reason other than those listed in the Labor Law, the employee would be entitled to claim the payment of a severance for arbitrary dismissal (equal to 1.5 times the monthly salary for every year of services), or to request the reinstatement of his or her position.

The Constitution of Peru and Legislative Decree Nos. 677 and 892 give employees of private companies engaged in activities generating income, as defined by the Income Tax Law, the right to share in a company's profits. This profit sharing is carried out through the distribution by the company of a percentage of the annual income before tax. According to Article 3 of the United Nations International Standard Industrial Classification, the Corporation's tax category is classified under the "mining companies" section, which sets the rate at 8%. However, in Peru, the Hydrocarbon Law states, and the Supreme Court ruled, that hydrocarbons are not related to mining activities. Hydrocarbons are included under "Companies Performing Other Activities," and as a result, oil and gas companies pay profit sharing at a rate of 5%. The profit sharing benefit granted by the law to employees is calculated on the basis of the "net income subject to taxation" and not on the net business or accounting income of companies. "Taxable income" is obtained after deducting from total revenues subject to income tax, the expenses required to produce them or maintain the source thereof.

Any party engaging in hydrocarbon activities must file an "Oil Spill and Emergency Contingency Plan" with the General Directorate of Hydrocarbons, a department of the Ministry. Such plans must be updated annually and must contain information regarding the measures to be taken in the event of emergencies such as spills, explosions, fires, accidents and evacuations.

Peruvian Environmental Legislation and Regulation

The Corporation's operations are subject to numerous laws and regulations governing the discharge of materials into the environment or otherwise relating to environmental protection. Peru has enacted specific environmental regulations applicable to the hydrocarbon industry. The General Environmental Law establishes a framework within which all specific laws and regulations applicable to each sector of the economy are to be developed. Peru has enacted amendments to its environmental laws, imposing restrictions on the use of natural resources, interference with the natural environment, location of facilities, development of activities in natural protected areas, handling and storage of hydrocarbons, use of radioactive material, disposal of waste, emission of noise and other activities. Additionally, the laws require monitoring and reporting obligations in the event of any spillage or unregulated discharge of hydrocarbons. These laws and regulations are designed to ensure a continual balance of environmental and petroleum interests, and are subject to change. The regulations stipulate certain environmental standards expected from contractors. They also specify appropriate sanctions to be enforced if a contractor fails to maintain such standards. The OEFA is the agency within the Ministry of the Environment that is responsible for evaluating and ensuring compliance with applicable environmental laws and regulations covering hydrocarbon activities, and for sanctioning non-compliant companies.

The Environmental Regulations for Hydrocarbon Activities provide that companies participating in the implementation of projects, performance of work and operation of facilities related to hydrocarbon activities are responsible for the emission, discharge and disposal of wastes into the environment. Such companies must file an annual report describing the company's compliance with the current environmental legislation.

For each proposed project, a company involved in hydrocarbon activities must prepare and file an Environmental Management Instrument (which content and level of detail could vary depending on the impacts of the specific project) with the SENACE, an agency of the Ministry of Environment, in order for a company to demonstrate that its activities will not adversely affect the environment and to show compliance with the maximum permissible emission limits set forth by the Ministry. Such proposals must be approved by the SENACE prior to the development of the activities included in such instrument.

Any failure to comply with environmental protection laws and regulations, the import of contaminated products, or the failure to keep a monitoring register or send reports in a timely fashion could subject the responsible company to fines.

In addition to certain pollution coverage related to our surface facilities, the Corporation maintains insurance coverage for seepage and pollution, cleanup and contamination from its wells. However, no such coverage can insure the Corporation fully against all risks, including environmental risks.

In order to carry out the Corporation's plan of operation, it will be required to prepare one or more Environmental Management Instruments and obtain environmental approvals for operations. It is anticipated that the Corporation will engage outside consultants to perform these studies and assist it in obtaining necessary approvals.

Climate Change Regulation

Peru is a signatory to the United Nations Framework Convention on Climate Change (the "**UNFCCC**"), which was entered into in order work towards stabilizing atmospheric concentrations of greenhouse gas ("**GHG**") emissions at a level to prevent "dangerous anthropogenic interference with the climate system". The UNFCCC came into force on March 21, 1994. Subsequent international negotiations led to the Kyoto Protocol, an international treaty which extends the UNFCCC and commits its signatories to reduce GHG emissions. The Kyoto Protocol was adopted in December 1997 and came into force on February 16, 2005. On December 12, 2015, the UNFCCC adopted the Paris Agreement, which Peru ratified on July 25, 2016. Under the Paris Agreement, countries have also committed to an ambitious goal of holding the increase in global average temperature to well below 2 degrees Celsius above pre-industrial levels, while they pursue efforts to limit the temperature increase to 1.5 degrees Celsius above pre-industrial levels. In 2018, members of the Paris Agreement launched the Talanoa dialogue in order to assess the members' collective efforts and progress with respect to the long term goal to peak global GHG emissions, and subsequently achieve net zero emissions.

In September 2015, Peru submitted its Intended Nationally Determined Contribution to the UNFCCC Secretariat, pledging a 30% reduction from 2010 levels – compared to a business as usual baseline scenario – by 2030.

GHG emissions legislation is emerging and is subject to change. For example, on an international level, almost 200 nations agreed on December 12, 2015, to an international climate change agreement in Paris, France, that calls for countries to set their own GHG emission targets and be transparent about the measures each country will use to achieve its GHG emission targets. Although it is not possible at this time to predict how legislation or new regulations that may be adopted to address GHG emissions would impact the business of the Corporation, any such future laws and regulations that limit emissions of GHGs could adversely affect demand for the oil and natural gas produced by the Corporation.

The Corporation anticipates that future legislation may require the reduction of GHG emissions at the Corporation's operations and facilities. The Corporation will be committed to meeting its responsibilities under any legislation involving GHG reduction requirements in the future, which may require the Corporation to increase capital and/or operating expenses. In addition, failure to comply with current or proposed regulations can have a material adverse effect on the Corporation's operations, operating expenses, compliance costs and/or may lead to the modification or cancellation of operating licenses and permits, penalties and other corrective actions.

Environmental Regulation

The oil and natural gas industry is subject to environmental regulations in Peru, all of which is subject to governmental review and revision from time to time. Such legislation relates to environmental impact studies, the discharge of pollutants into air and water, management of hazardous waste, including its transportation, storage, and disposal, permitting for the construction of facilities, recycling requirements and reclamation standards, and the protection of natural areas, certain plants and animal species, archaeological remains, among others, and provides for restrictions and prohibitions on the release or emitting of various substances produced in association with certain oil and gas industry operations, such as sulphur dioxide and nitrous oxide. In addition, such legislation sets out the requirements for the satisfactory abandonment and reclamation of well and facility sites. Compliance with such legislation can require significant expenditures and a breach of such requirements may result in suspension or revocation of necessary licenses and authorizations, civil liability for pollution damage, and the imposition of material fines and penalties.

Availability of Services

The availability of the services necessary to drill and complete the types of oil wells that form a substantial portion of the Corporation's planned exploration and development activities may be constrained due to demand and competition for such services. The oil and gas industry in South America is not as efficient or developed as the oil and gas industry in North America. As a result, the Corporation's exploration and development activities may take longer to complete and may be more expensive than similar operations in North America. The availability of technical expertise, specific equipment and supplies may be more limited than in North America.

RISK FACTORS

Investors should carefully consider the risk factors set out below and consider all other information contained herein and in the Corporation's other public filings before making an investment decision. The risks set out below are not an exhaustive list, and should not be taken as a complete summary or description of all the risks associated with the Corporation's business and the oil and natural gas business generally.

Overview

The Corporation's business consists of the exploration for, and the development and production of crude oil projects, with properties primarily in Peru. There are a number of inherent risks associated with the exploration and production of oil reserves. There are also numerous additional risks associated with operating in a developing country such as Peru. Many of these risks are beyond the control of the Corporation.

Nature of Business

An investment in the Corporation should be considered highly speculative due to the nature of the Corporation's involvement in the exploration for, and the acquisition, production and marketing of, oil reserves in a developing country and its current stage of development. Oil and gas operations involve many risks which even a combination of experience, knowledge and careful evaluation may not be able to overcome. There is no assurance that further commercial quantities of oil will be discovered or acquired by the Corporation.

Commodity Price Volatility

The Corporation's results of operations and financial condition are dependent on the prevailing prices of crude oil and natural gas. Crude oil and natural gas prices have fluctuated widely in the recent past and are subject to fluctuations in response to relatively minor changes in supply, demand, market uncertainty and other factors that are beyond the Corporation's control. Crude oil and natural gas prices are impacted by a number of factors including, but not limited to: the global supply of and demand for crude oil and natural gas; global economic conditions; the actions of the Organization of Petroleum Exporting Countries ("**OPEC**"); government regulation; political stability and geopolitical factors; the ability to transport crude to markets; developments related to the market for liquefied natural gas; the availability and prices of alternate fuel sources; and weather conditions. All of these factors are beyond the Corporation's control and can result in a high degree of price volatility.

Fluctuations in currency exchange rates further compound this volatility when the commodity prices, which are generally set in United States dollars, are stated in Canadian dollars or Peruvian soles. The Corporation's financial performance also depends on revenues from the sale of commodities which differ in quality and location from underlying commodity prices quoted on financial exchanges. Of particular importance are the price differentials between the Corporation's light/medium oil and heavy oil (in particular the light/heavy differential) and quoted market prices. Not only are these discounts influenced by regional supply and demand factors, they are also influenced by other factors such as transportation costs, capacity and interruptions; refining demand; the availability and cost of diluent used to blend and transport product; and the quality of the oil produced, all of which are beyond the Corporation's control. See also "*Variations in Foreign Exchange Rates and Interest Rates*".

Fluctuations in the price of commodities and associated price differentials may impact the value of the Corporation's assets and the ability to maintain its business and to fund growth projects. Prolonged periods of commodity price depression and volatility may also negatively impact the Corporation's ability to meet guidance targets and meet all of its financial obligations as they come due. Any substantial and extended decline in the price of oil would have an adverse effect on the Corporation's carrying value of its reserves, borrowing capacity, revenues, profitability and cash flows from operations and may have a material adverse effect on the Corporation's business, financial condition, results of operations, prospects and the level of expenditures for the development of oil reserves, including delay or cancellation of existing or future drilling or development programs or curtailment in production.

Crude oil and natural gas prices are expected to remain volatile for the near future as a result of market uncertainties over the supply and the demand of these commodities due to the current state of the world economies and OPEC actions. Volatile oil and gas prices make it difficult to estimate the value of producing properties for acquisition and often cause disruption in the market for oil and gas producing properties, as buyers and sellers have difficulty agreeing on such value. Price volatility also makes it difficult to budget for and project the return on acquisitions and development and exploitation projects.

In addition, future bank borrowings available to the Corporation may, in part, be determined by the Corporation's borrowing base.

The Corporation conducts regular assessments of the carrying value of its assets in accordance with IFRS. If crude oil prices decline significantly and remain at low levels for an extended period of time, the carrying value of the Corporation's assets may be subject to impairment.

Trade Relations

The results of the 2016 U.S. election have introduced greater uncertainty with respect to trade and tax policies, tariffs and government regulations affecting trade between the United States and other countries. Major developments in tax policy or trade relations, such as the renegotiation of the North American Free Trade Agreement ("**NAFTA**") or the imposition of tariffs could have a material adverse effect on the Corporation. Canada, the United States and Mexico began renegotiating the terms of NAFTA in mid-2017. The United States has also suggested that it might give notice of the termination of NAFTA if it is not satisfied with the outcome of the renegotiations. As of the date hereof, renegotiation discussions continue and the outcome of such negotiations remains unclear.

Further, unlegislated proposals from the government of the United States have contemplated prohibitive actions against foreign businesses competing in the United States economy. It is uncertain whether the government of the United States will proceed with any proposed or contemplated actions, or the effects those actions may have on the Corporation.

Peru and ten other countries recently concluded discussions with respect to the Comprehensive and Progressive Agreement for Trans-Pacific Partnership (the "**CPTPP**"), which is intended to allow for preferential market access among the countries that are parties to the CPTPP. The text of CPTPP has been finalized and published, but the agreement remains subject to ratification by the governments of each of the countries involved.

While it is uncertain what effect CPTPP or any other trade agreements will have on the oil and gas industry in Peru, the lack of available infrastructure for the offshore export of oil and gas may limit the ability of Peruvian oil and gas producers to benefit from such trade agreements.

Capital Lending Markets

As a result of recent economic uncertainties in the oil and gas industry and, in particular, the lack of risk capital available to the junior resource sector, particularly those in emerging market jurisdictions, the Corporation, along with other junior resource entities, may have reduced access to bank debt and to equity. As future capital expenditures will be financed out of funds generated from operations, bank borrowings, if available, and possible issuances of debt or equity securities, the Corporation's ability to fund future capital expenditures is dependent on, among other factors, the overall state of lending and capital markets and investor and lender appetite for investments in the energy industry, generally, and the Corporation's securities in particular.

To the extent that external sources of capital become limited, unavailable or available only on onerous terms, the Corporation's ability to invest and to maintain existing assets or implement the exploration or development plan, or complete acquisitions or otherwise take advantage of business opportunities or respond to competitive pressures, may be impaired, and its assets, liabilities, business, financial condition and results of operations may be materially and adversely affected as a result.

Local Legal, Political and Economic Factors

The Corporation operates its business in Peru and may eventually expand to other countries. Exploration and production operations in foreign countries are subject to legal, political and economic uncertainties, including terrorism, military repression, social unrest, strikes by local or national labor groups, interference with private contract rights (such as nationalization), vexatious litigation, extreme fluctuations in currency exchange rates, high rates of inflation, exchange controls, changes in tax rates, changes in laws or policies affecting environmental issues (including land use and water use), workplace safety, foreign investment, foreign trade, investment or taxation, as well as restrictions imposed on the oil and natural gas industry, such as restrictions on production, price controls and export controls.

South America has a history of political and economic instability. This instability could result in new governments or the adoption of new policies, laws or regulations that might assume a substantially more hostile attitude toward foreign investment, including the imposition of additional taxes. In an extreme case, such a change could result in renegotiation or termination of existing concessions and contract rights and expropriation of foreign-owned assets without fair compensation. Any changes in oil and gas or investment regulations and policies or a shift in political attitudes in Peru or other countries in which the Corporation may operate are beyond its control and may significantly hamper its ability to expand its operations or operate its business at a profit.

Changes in laws in the jurisdiction in which the Corporation operates or expands into with the effect of favoring local enterprises, and changes in political views regarding the exploitation and protection of natural resources and economic pressures, may make it more difficult for the Corporation to negotiate agreements on favorable terms, obtain required licenses, comply with regulations or effectively adapt to adverse economic changes, such as increased taxes, higher costs, inflationary pressure and currency fluctuations.

In certain jurisdictions, the commitment of local business people, government officials and agencies and the judicial system to abide by legal requirements and negotiated agreements may be more uncertain, creating particular concerns with respect to licenses and agreements for business. These licenses and agreements may be susceptible to revision or cancellation and legal redress may be uncertain or delayed.

Peru has experienced fluctuating inflation rates since 2002. There can be no assurance that any governmental action will be taken to control inflationary or deflationary situations or that any such action will be effective. Future governmental action may trigger inflationary or deflationary cycles or otherwise contribute to economic uncertainty. Additionally, changes in inflation or deflation rates and governmental actions taken in response to such changes may affect currency values. Any such events or changes could have a material adverse effect on the Corporation’s operations and financial condition.

Geographic Concentration

The geographic concentration of the Corporation’s properties in Peru subjects the Corporation to an incremental risk of loss of revenue or curtailment of production from factors affecting that region specifically. Should that region experience abnormal weather events (such as El Niño, which may cause excessive rainfall and flooding in Peru), delays from or decreases in production, the availability of equipment, facilities or services, capacity to gather, process or transport production or a political or regulatory adverse change, all of the Corporation’s properties could be impacted, amplifying the impact relative to other competitors operating over a wider geographic area.

Political Developments in Peru

Peru’s history since the mid-1980s has been one of political and economic instability under both democratically elected and dictatorial governments. These governments have frequently intervened in the national economy and social structure, including periodically imposing various controls the effects of which have been to restrict the ability of both domestic and foreign companies to freely operate. Peru’s recent political and fiscal regimes were generally favourable to the oil and gas industry and have been relatively stable. However, there is a risk that this will change.

Current or future political regimes may adopt new policies, laws and regulations that are more hostile toward foreign investment which may result in the imposition of additional taxes, the adoption of regulations that limit price increases, termination of contract rights, or the expropriation of foreign-owned assets. Such actions by the elected political regime could limit the amount of the Corporation’s future revenue in that country and affect its operations.

The Corporation’s interests and operations may be affected by government regulations with respect to restrictions on property access, permitting, price controls, export controls, foreign exchange controls, income taxes, foreign investment, expropriation of property and environmental legislation.

There is also a risk of other adverse developments, such as labour unrest, widespread civil unrest or rebellion, which may adversely affect the Corporation. Labour in Peru is customarily unionized and there are risks that labour unrest or wage agreements may adversely impact the Corporation’s operations.

Guerrilla and Indigenous Activity

Peru has a publicized history of security problems. The Shining Path, a guerrilla rebel organization, has been active in Peru since the early 1980’s and, at one point, was active throughout the country. Recently, the group’s activity has been confined to small areas of Peru; its operations have been hampered by the capture of many high profile leaders; and membership has fallen dramatically.

The Corporation’s operations in Peru are in a different region, with no known activity by the group. However, other groups may be active in other areas of the country and possibly the Corporation’s operational areas.

In addition to The Shining Path, blockades by indigenous groups have also caused disruptions to oil and gas activities in Peru. Under Peruvian law, the government is required to undertake a prior consultation process with indigenous groups that may be affected by national or regional projects in order to ensure appropriate consideration is given to their interest in the land. Any disagreements between an indigenous group and the terms of an agreement that was entered into as a result of the prior consultation process must be resolved directly between the Peruvian government and the affected indigenous group.

The Corporation may seek to enter into cooperation agreements with affected indigenous groups with the aim of protecting, respecting and strengthening traditional practices and preserving cultural heritage.

Markets and Marketing

The marketability and price of crude oil and natural gas that may be acquired or discovered by the Corporation is, and will continue to be, affected by numerous factors beyond its control. The Corporation's ability to market its crude oil may depend upon its ability to acquire space on pipelines such as the ONP or other means of transport to bring such crude oil to commercial markets. The Corporation may also be affected by deliverability uncertainties related to the proximity of its reserves to pipelines and processing and storage facilities and operational problems affecting such pipelines and facilities as well as extensive government regulation relating to price, taxes, royalties, land tenure, allowable production, the export of oil and many other aspects of the oil and gas business.

Exploration and Production Risks

Oil and natural gas exploration involves a high degree of risk and there is no assurance that expenditures made on exploration by the Corporation will result in new discoveries of oil or natural gas in commercial quantities. It is difficult to project the costs of implementing an exploratory drilling program due to the inherent uncertainties of drilling in unknown formations, the costs associated with encountering various drilling conditions such as over pressured zones and tools lost in the hole, and changes in drilling plans and locations as a result of prior exploratory wells or additional seismic data and interpretations thereof.

The long term commercial success of the Corporation depends on its ability to find, acquire, develop and commercially produce oil resources or reserves. No assurance can be given that the Corporation will be able to locate satisfactory properties for acquisition or participation. Moreover, if such acquisitions or participations are identified, the Corporation may determine that current markets, terms of acquisition and participation or pricing conditions make such acquisitions or participations uneconomic.

Future oil and gas exploration may involve unprofitable efforts, not only from dry wells, but from wells that are productive but do not produce sufficient net revenues to return a profit after drilling, operating and other costs. Completion of a well does not assure a profit on the investment or recovery of drilling, completion and operating costs. In addition, drilling hazards or environmental damage could greatly increase the cost of operations, and various field operating conditions may adversely affect the production from successful wells. These conditions include delays in obtaining governmental approvals or consents, shut-ins of connected wells resulting from extreme weather conditions, insufficient storage or transportation capacity or other geological and mechanical conditions. While close well supervision and effective maintenance operations can contribute to maximizing production rates over time, production delays and declines from normal field operating conditions cannot be eliminated and can be expected to adversely affect revenue and cash flow levels to varying degrees.

In addition, oil and gas operations are subject to the risks of exploration, development and production of oil and natural gas properties, including encountering unexpected formations or pressures, premature declines of reservoirs, blow outs, cratering, sour gas releases, fires, spills or leaks. These risks could result in personal injury, loss of life, and environmental or property damage. Losses resulting from the occurrence of any of these risks could have a materially adverse effect on future results of operations, liquidity and financial conditions.

Weakness in the Oil and Gas Industry

Recent market events and conditions, including global excess oil and natural gas supply, actions taken by OPEC, slowing growth in emerging economies, market volatility and disruptions in Asia, sovereign debt levels and political upheavals in various countries have caused significant weakness and volatility in commodity prices. These events and conditions have caused a significant decrease in the valuation of oil and gas companies and a decrease in confidence in the oil and gas industry. Lower commodity prices may also affect the volume and value of the Corporation's reserves, rendering certain reserves uneconomic. In addition, lower commodity prices have restricted, and may continue to restrict, the Corporation's cash flow resulting in a reduced capital expenditure budget. Consequently, the Corporation may not be able to replace its production with additional reserves and both the Corporation's production and reserves could be reduced on a year over year basis.

Fiscal and Royalty Regimes

Peru has legislation and regulations which govern land tenure, drilling and construction permits, royalties, production rates, environmental protection and other matters. The royalty regime is a significant factor in the profitability of oil and natural gas production. The determination of the royalties is made according to the production of hydrocarbons in the area of such agreement. The payment of the royalty depends on the valorization methodology established in each license agreement. See "*Industry Conditions*".

Laws and Regulations

Oil and natural gas operations (exploration, production, pricing, marketing and transportation) are subject to extensive controls and regulations imposed by various levels of government in Peru and internationally that may be amended from time to time.

The Corporation is subject to laws and regulations that can adversely affect the cost, manner and feasibility of its operations. Because the oil and gas industry in Peru is less developed than elsewhere, changes in laws and interpretations of laws are more likely to occur than in countries with a more developed oil and gas industry. Future laws or regulations, as well as any adverse change in the interpretation of existing laws or our failure to comply with existing legal requirements may harm the Corporation's results of operations and financial condition.

In order to comply with laws and regulations, the Corporation may be required to make unanticipated expenditures relating, among other things, to: (a) work program guarantees and other financial responsibility requirements; (b) taxation; (c) royalty requirements; (d) customer requirements; (e) employee compensation and benefit costs; (f) operational reporting; (g) environmental and safety requirements; and (h) unitization requirements.

Health and Safety

The Corporation is subject to labor and health and safety laws and regulations, at a national, state and local level in Peru, that govern, among other things, the relationship between the Corporation and its employees and the health and safety of the Corporation's employees. For example, the Corporation is required to adopt certain measures to safeguard the health and safety of its employees, as well as third parties, in its facilities. In the event that compliance by the Corporation with such requirements is reviewed by the applicable authorities and a decision that the Corporation violated any labor laws, results from such review, the Corporation may be exposed to penalties and sanctions, including the payment of fines and, depending on the level of severity of the infraction, exposed to the closure of its facilities and/or stoppage of its operations and the cancellation or suspension of governmental registrations, authorizations and licenses, any one of which may result in interruption or discontinuity of activities in the Corporation's facilities, and materially and adversely affect the Corporation.

Insurance

The Corporation's involvement in the exploration for and development of oil and gas properties may result in the Corporation becoming subject to liability for pollution, blow-outs, property damage, personal injury or other hazards. Although the Corporation has obtained insurance in accordance with industry standards to address such risks, such insurance has limitations on liability that may not be sufficient to cover the full extent of such liabilities. In addition, such risks or additional risks may not, in all circumstances be insurable or, in certain circumstances, the Corporation may elect not to obtain insurance to deal with specific risks due to the high premiums associated with such insurance or for other reasons. The payment of such uninsured liabilities would reduce the funds available to the Corporation. The occurrence of a significant event that the Corporation is not fully insured against, or the insolvency of the insurer of such event, could have a material adverse effect on the Corporation's financial position, results of operations or prospects.

Project Risks

The Corporation manages and participates in a variety of small and large projects in the conduct of its business. Project delays may delay expected revenues from operations. Project cost estimates may not be accurate due to a lack of history of comparable projects. Furthermore, significant project cost over-runs could make a project uneconomic.

The Corporation's ability to execute projects and market oil will depend upon numerous factors beyond the Corporation's control, including: the availability of processing capacity; the availability and proximity of pipeline capacity; the availability of storage capacity; the supply of and demand for oil and natural gas; the availability of alternative fuel sources; the effects of inclement weather; the availability of drilling and related equipment; unexpected cost increases; accidental events; currency fluctuations; changes in regulations; the availability and productivity of skilled labour; and the regulation of the oil and natural gas industry by various levels of government and governmental agencies.

Because of these factors, the Corporation could be unable to execute projects on time, on budget or at all, and may not be able to effectively market the oil that it produces.

Infrastructure, Availability of Drilling Equipment and Access Restrictions

Crude oil and natural gas exploration, development and production activities depend, to one degree or another, on adequate infrastructure and the availability of drilling and related equipment in the particular areas where such activities will be conducted. Reliable roads, bridges, power sources, water supply and disposal facilities are important determinants, which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect the operations, financial condition and results of operations of the Corporation.

The oil and gas industry in South America is not as efficient or developed as the oil and gas industry in North America. As a result, the Corporation's exploration and development activities may take longer to complete and may be more expensive than similar operations in North America. The availability of technical expertise, specific equipment and supplies may be more limited than in North America. If the Corporation is unable to obtain, or unable to obtain without undue cost, drilling rigs, equipment, supplies or personnel, its exploration and production operations could be delayed or adversely affected. Furthermore, once oil and natural gas production is recovered, there are fewer ways to transport it to market for sale. Pipeline and trucking operations are subject to uncertainty and lack of availability. Oil and natural gas pipelines and truck transport travel through miles of territory and are subject to the risk of diversion, destruction or delay. Such factors may subject the Corporation's international operations to economic and operating risks that may not be experienced in North American operations.

Further, the Corporation operates in remote areas and may rely on helicopter, boats or other transportation methods. Some of these transport methods may result in increased levels of risk and could lead to operational delays which could affect the Corporation's ability to add to its resource base and produce oil and could have a significant impact on its reputation or cash flow. Additionally, some required equipment may be difficult to obtain in the Corporation's areas of operations, which could hamper or delay operations, and could increase the cost of those operations.

Strategic and Business Relationships

The ability of the Corporation to successfully bid on and acquire additional properties, to discover resources or reserves, to participate in drilling opportunities and to identify and enter into commercial arrangements will depend on developing and maintaining effective working relationships with industry participants and on the Corporation's ability to select and evaluate suitable partners and to consummate transactions in a highly competitive environment. These relationships are subject to change and may impair the Corporation's ability to grow.

To develop the Corporation's business, it may enter into strategic and business relationships, which may take the form of joint ventures with other parties or with local government bodies, or contractual arrangements with other oil and gas companies, including those that supply equipment and other resources that the Corporation may use in its business. The Corporation may not be able to establish these business relationships or, if established, it may not be able to maintain them. In addition, the dynamics of the Corporation's relationships with strategic partners may require the Corporation to incur expenses or undertake activities it would not otherwise be inclined to take to fulfill its obligations to these partners or maintain its relationships. If the Corporation fails to make the cash calls required by its joint venture partners in the joint ventures it does not operate, the Corporation may be required to forfeit its interests in joint ventures. If the Corporation's strategic relationships are not established or maintained, its business prospects may be limited, which could diminish its ability to conduct its operations.

Substantial Capital Requirements and Liquidity

The Corporation anticipates that it will make substantial capital expenditures for the acquisition, exploration, development and production of oil and natural gas resources or reserves in the future, including in relation to its assets. If the Corporation's future revenues or resources decline, the Corporation may have limited ability to expend the capital necessary to undertake or complete future drilling programs. There can be no assurance that debt or equity financing, or cash flow from operations will be available or sufficient to meet these requirements or for other corporate purposes or, if debt or equity financing is available, that it will be on terms acceptable to the Corporation. Moreover, future activities may require the Corporation to alter its capitalization significantly. The inability of the Corporation to access sufficient capital for its operations could have material adverse effect on the Corporation's financial condition, results of operations or prospects.

Competition

The oil and gas industry is highly competitive. The Corporation will actively compete for acquisitions, exploration leases, licences and concessions, skilled industry personnel and capital to finance such activities with a substantial number of other oil and gas companies, many of which have significantly greater financial, technical and personnel resources than the Corporation. The Corporation's competitors will include major integrated oil and natural gas companies and numerous other independent oil and natural gas companies and individual producers and operators. Competitors may be able to evaluate, bid for and purchase a greater number of properties and prospects than the Corporation's financial, technical or personnel resources permit. The Corporation's size and financial status may impair its ability to compete for oil and natural gas properties and prospects.

Changes in Peruvian government regulation have enabled multinational and regional companies to enter the Peruvian energy market. Competition in oil and gas business activities has increased and may increase further, as existing and new participants expand their activities. If several companies are interested in an area, Perupetro may choose to call for bids, either through international competitive biddings or through private bidding processes by invitation, and award the contract to the highest bidder. The greater resources of competitors may be particularly important in reviewing prospects and purchasing properties in the course of such bids. Competitors may be able to pay more for productive oil and natural gas properties and exploratory prospects than the Corporation is able or willing to pay.

The Corporation's ability to acquire additional prospects and to find and develop reserves in the future will depend on its ability to evaluate and select suitable properties and to consummate transactions in a highly competitive environment. If the Corporation is unable to compete successfully in these areas in the future, its future revenues and growth may be diminished or restricted. The availability of properties for acquisition depends largely on the business practices of other oil and natural gas companies, commodity prices, general economic conditions and other factors the Corporation cannot control or influence.

Cost of New Technologies

The oil industry is characterized by rapid and significant technological advancements and introductions of new products and services utilizing new technologies. Other oil companies may have greater financial, technical and personnel resources that allow them to enjoy technological advantages and may in the future allow them to implement new technologies before the Corporation. There can be no assurance that the Corporation will be able to respond to such competitive pressures and implement such technologies on a timely basis or at an acceptable cost. One or more of the technologies currently utilized by the Corporation or implemented in the future may become obsolete. In such case, the Corporation's business, financial condition and results of operations could be materially adversely affected. If the Corporation is unable to utilize the most advanced commercially available technology, its business, financial condition and results of operations could be materially adversely affected.

Environmental Risks

All phases of the oil and natural gas business present environmental risks and hazards and are subject to environmental regulation pursuant to a variety of international conventions and national, state and local laws and regulations. As an owner, licensee and/or operator of oil and gas properties in Peru, the Corporation is subject to various national, state and local laws and regulations relating to the discharge of materials into, and protection of, the environment. For example, the Corporation is required to obtain environmental permits or approvals from the Peruvian government prior to conducting seismic operations or drilling wells in Peruvian territory. Environmental laws and regulations in Peru impose substantial restrictions on, among other things, the use of natural resources, interference with the natural environment, the location of facilities, the handling and storage of hazardous materials such as hydrocarbons, the use of radioactive material, the disposal of waste, and the emission of noise and other activities. These laws and regulations may, among other things: (a) impose liability on the owner or lessee under an oil and gas lease for the cost of property damage, oil spills, discharge of hazardous materials, remediation and clean-up resulting from operations; (b) subject the owner or lessee to liability for pollution damages and other environmental or natural resource damages; and (c) require suspension or cessation of operations in affected areas. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, larger fines and liability and potentially increased capital expenditures and operating costs. The discharge of oil, natural gas or other pollutants into the air, soil or water may give rise to liabilities to governments and third parties and may require the Corporation to incur costs to remedy such discharge. No assurance can be given that the application of environmental laws to the business and operations of the Corporation will not result in a curtailment of production or a material increase in the costs of production, development or exploration activities or otherwise adversely affect the Corporation's financial condition, results of operations or prospects.

Reserve and Resource Estimates

There are numerous uncertainties inherent in estimating quantities of oil, natural gas and natural gas liquids resources, reserves and cash flows to be derived therefrom, including many factors beyond the Corporation's control. In estimating reserves, the chance of commerciality is effectively 100%. For prospective resources, the chance of commerciality will be the product of the chance that a project will result in a discovery of petroleum or natural gas and the chance that an accumulation will be commercially developed. There is no certainty that any portion of the prospective resources will be discovered. If discovered, there is no certainty that it will be commercially viable to produce any portion of the resources.

The reserve and associated cash flow information and estimates represent estimates only. In general, estimates of economically recoverable oil and natural gas reserves and the future net cash flows therefrom are based upon a number of variable factors and assumptions, such as historical production from the properties, production rates, ultimate reserve recovery, timing and amount of capital expenditures, marketability of oil and gas, royalty rates, the assumed effects of regulation by governmental agencies and future operating costs, all of which may vary from actual results. For those reasons, estimates of the economically recoverable oil and natural gas reserves attributable to any particular group of properties, classification of such reserves based on risk of recovery and estimates of future net revenues expected therefrom prepared by different engineers, or by the same engineers at different times, may vary. The Corporation's actual production, revenues, taxes and development and operating expenditures with respect to its reserves will vary from estimates thereof and such variations could be material. Further, the evaluations are based in part on the assumed success of exploitation activities intended to be undertaken in future years. The reserves and estimated cash flows to be derived therefrom contained in such evaluations will be reduced to the extent that such exploitation activities do not achieve the level of success assumed in the evaluation.

Estimates of proved reserves that may be developed and produced in the future are often based upon volumetric calculations and upon analogy to similar types of reserves rather than actual production history. Estimates based on these methods are generally less reliable than those based on actual production history. Subsequent evaluation of the same reserves based upon production history and production practices will result in variations in the estimated reserves and such variations could be material.

Actual future net revenue from the Corporation's assets will be affected by other factors such as actual production levels, supply and demand for oil and natural gas, curtailments or increases in consumption by oil and natural gas purchasers, changes in governmental regulation or taxation and the impact of inflation on costs. Actual production and revenues derived therefrom will vary from the estimates, and such variations could be material.

There are numerous uncertainties inherent in estimating quantities of resources, including many factors beyond the Corporation's control, and no assurance can be given that the indicated level of resources will be realized. In general, estimates of recoverable resources are based upon a number of factors and assumptions made as of the date on which the resource estimates were determined, such as geological and engineering estimates which have inherent uncertainties, the assumed effects of regulation by governmental agencies and estimates of future commodity prices and operating costs, all of which may vary considerably from actual results. All such estimates are, to some degree, uncertain and classifications of resources are only attempts to define the degree of uncertainty involved. For these reasons, estimates of the economically recoverable natural gas and the classification of such resources based on risk of recovery prepared by different engineers or by the same engineers at different times may vary substantially.

Estimates with respect to resources that may be developed and produced in the future are often based upon volumetric calculations and upon analogy to similar types of resources, rather than upon actual production history. Estimates based on these methods are generally less reliable than those based on actual production history. Subsequent evaluation of the same resources based upon production history will result in variations, which may be material, in the estimated resources.

Resources estimates may require revision based on actual production experience. Market price fluctuations of natural gas prices may render uneconomic the recovery of the resources.

Climate Change

The Corporation's exploration and production facilities and other operations and activities emit greenhouse gases and the Corporation may be required to comply with greenhouse gas emissions legislation in Peru or other countries in which the Corporation may operate in the future. Climate change policy is evolving at regional, national and international levels, and political and economic events may significantly affect the scope and timing of climate change measures that are ultimately put in place. Given the evolving nature of the debate related to climate change and the control of greenhouse gases and resulting requirements, it is not possible to predict the impact on the Corporation and its operations and financial condition. See "*Industry Conditions – Climate Change Regulation*".

Reserve Replacement

The Corporation's future oil and natural gas reserves, production, and cash flows to be derived therefrom are highly dependent on the Corporation successfully acquiring or discovering new reserves. Without the continual addition of new reserves, any existing reserves the Corporation may have at any particular time and the production therefrom will decline over time as such existing reserves are exploited. A future increase in the Corporation's reserves will depend not only on the Corporation's ability to develop any properties it may have from time to time, but also on its ability to select and acquire suitable producing properties or prospects. There can be no assurance that the Corporation's future exploration and development efforts will result in the discovery and development of additional commercial accumulations of oil and natural gas.

Failure to Realize Anticipated Benefits of Acquisitions and Dispositions

The Corporation makes acquisitions and dispositions of businesses and assets that occur in the ordinary course of business. Achieving the benefits of acquisitions depends in part on successfully consolidating functions and integrating operations and procedures in a timely and efficient manner, as well as realizing the anticipated growth opportunities and synergies from combining the acquired businesses and operations with those of the Corporation. The integration of acquired businesses may require substantial management effort, time and resources and may divert management's focus from other strategic opportunities and operational matters. Management assesses the value and contribution of individual properties and other assets.

Finding, Developing and Acquiring Petroleum and Natural Gas Reserves on an Economic Basis

Petroleum and natural gas reserves naturally deplete as they are produced over time. The success of the Corporation's business is highly dependent on its ability to acquire and/or discover new reserves in a cost efficient manner. Substantially all of the Corporation's cash flow is derived from the sale of the petroleum and natural gas reserves it accumulates and develops. In order to remain financially viable, the Corporation must be able to replace reserves over time at a lesser cost on a per unit basis than its cash flow on a per unit basis. The reserves and costs used in this determination are estimated each year based on numerous assumptions and these estimates and costs may vary materially from the actual reserves produced or from the costs required to produce those reserves. The Corporation mitigates this risk by employing a qualified and experienced team of petroleum and natural gas professionals, operating in geological areas in which prospects are well understood by management and by closely monitoring the capital expenditures made for the purposes of increasing its petroleum and natural gas reserves.

Operational Dependence

Other companies may operate some of the assets in which the Corporation will have or has an interest. In such cases, the Corporation will have limited ability to exercise influence over the operation of those assets or their associated costs, which could adversely affect the Corporation's financial performance. The Corporation's return on assets operated by others may therefore depend upon a number of factors that may be outside of the Corporation's control, including the timing and amount of capital expenditures, the operator's expertise and financial resources, the approval of other participants, the selection of technology and risk management practices.

Reliance on Key Personnel

The Corporation's success will depend in large measure on certain key personnel. The loss of the services of such key personnel may have a material adverse effect on the Corporation's business, financial condition, results of operations and prospects. The Corporation may not have any key person insurance in effect. The contributions of the management team to the Corporation's immediate and near term operations are likely to be of central importance. In addition, the competition for qualified personnel in the oil and natural gas industry is intense, particularly in Peru, and there can be no assurance that the Corporation will be able to attract and retain all personnel necessary for the development and operation of its business.

Management of Growth

The Corporation may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. The ability of the Corporation to manage growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of the Corporation to deal with this growth could have a material adverse impact on its business, operations and prospects.

Permits and Licences

The operations of the Corporation may require licences and permits from various governmental authorities. There can be no assurance that the Corporation will be able to obtain all necessary licences and permits that may be required to carry out exploration and development at its properties. The permitting process in Peru takes significant time, meaning that exploration and development projects have a longer cycle time to completion than they might elsewhere.

Regulations and policies relating to licenses and permits may change, be implemented in a way that the Corporation does not currently anticipate or take significantly greater time to obtain. These licenses and permits are subject to numerous requirements, including compliance with the environmental regulations of the local governments. Revocation or suspension of the Corporation's environmental and operating permits could have a material adverse effect on its business, financial condition and results of operations.

Expiration or Termination of Licences

The Corporation's properties are expected to be held in the form of licences and working interests in licences. If the Corporation or the holder of the licence fails to meet the specific requirement of a licence, the licence may terminate or expire. There can be no assurance that any of the obligations required to maintain each licence will be met. The termination or expiration of the Corporation's licences or the working interests relating to a licence may have a material adverse effect on the Corporation's results of operations and business.

The terms of Peruvian oil and gas license agreements require licensees to perform certain minimum work programs in each period under the seven year exploration phase of such agreements. The calculation of each period is halted when the government reviews related environmental applications, meaning the seven year exploration phase may last several years more. However, the term of the license contract remains the same, unless a retention is requested after discovery as previously explained. The work programs can include seismic acquisition, processing and interpretations and the drilling of required wells in accordance with those contracts and agreements. Licensees are also required to conduct environmental impact studies and/or environmental impact assessments and to establish their ability to comply with environmental regulations.

Additional Funding Requirements

The Corporation's cash flow from its reserves may not be sufficient to fund its ongoing activities at all times. From time to time, the Corporation may require additional financing in order to carry out its oil and gas acquisition, exploration and development activities. Failure to obtain such financing on a timely basis could cause the Corporation to forfeit its interest in certain properties, miss certain acquisition opportunities and reduce or terminate its operations. If the Corporation's revenues from its reserves decrease as a result of lower oil and natural gas prices or otherwise, it will affect the Corporation's ability to expend the necessary capital to replace its reserves or to maintain its production. If the Corporation's cash flow from operations and current cash balance is not sufficient to satisfy its capital expenditure requirements, there can be no assurance that additional debt or equity financing will be available to meet these requirements or available on favorable terms.

Variations in Foreign Exchange Rates and Interest Rates

World oil and gas prices are quoted in United States dollars and the price received by Canadian and Peruvian producers is therefore affected by the Canadian/United States and Peruvian/United States dollar exchange rates, which will fluctuate over time. Future Canadian/United States and Peruvian/United States exchange rates could accordingly impact the future value of the Corporation's reserves as determined by independent evaluators. Furthermore, an increase in interest rates could result in a significant increase in the amount the Corporation pays to service debt.

Issuance of Debt

From time to time, the Corporation may enter into transactions to acquire assets or the securities of other business entities. These transactions may be financed partially or wholly with debt which may increase the Corporation's debt levels above industry standards. The level of the Corporation's indebtedness from time to time could impair the Corporation's ability to obtain additional financing in the future on a timely basis to take advantage of business opportunities that may arise.

Hedging

From time to time, the Corporation may enter into agreements to receive fixed prices on its oil and natural gas production to offset the risk of revenue losses if commodity prices decline; however, if commodity prices increase beyond the levels set in such agreements, the Corporation will not benefit from such increases. Similarly, from time to time the Corporation may enter into agreements to fix the exchange rate of Canadian to United States dollars or Peruvian to United States dollars in order to offset the risk of revenue losses if the Canadian dollar or the Peruvian sol increases in value compared to the United States dollar; however, if the Canadian dollar or the Peruvian sol declines in value compared to the United States dollar, the Corporation will not benefit from its fluctuating exchange rate.

Information Technology Systems and Cyber-Security

The Corporation depends on digital technology, among other things, to: process and record financial and operating data; communicate with its employees and business partners; analyze seismic and drilling information; and estimate quantities of oil and gas resources and reserves. Accordingly, the Corporation is susceptible to cyber incidents (both deliberate and unintentional).

The unauthorized release, gathering, monitoring, misuse, loss or destruction of proprietary and other information could disrupt the Corporation's business plans and negatively impact its operations in a number of ways, including: (a) negatively impact the Corporation's competitive position in developing its oil and gas reserves; (b) dry hole cost or drilling incidents; (c) loss of production or accidental discharge; (d) supply chain disruptions; and (e) expensive remediation efforts, distraction of management, damage to the Corporation's reputation, or a negative impact on the price of the common shares of the Corporation. As cyber threats continue to evolve, the Corporation may be required to expend significant additional resources to continue to modify or enhance its protective measures or to investigate and remediate any information security vulnerabilities.

Weather

Since the Corporation's properties are geographically concentrated in Peru's eastern region, they are influenced by factors affecting that region such as natural disasters (including earthquakes) and severe weather conditions (including excessive rainfall and flooding). Such conditions could have a material adverse impact on the Corporation's business, operations and prospects. Because all the Corporation's properties could experience the same conditions at the same time, these conditions could have a relatively greater impact on the Corporation's operations than they might have on other operators who have properties over a wider geographic area.

Litigation

In the normal course of the Corporation's operations, it may become involved in, named as a party to, or be the subject of, various legal proceedings, including regulatory proceedings, tax proceedings and legal actions, related to personal injuries, property damage, property tax, land rights, the environment and contract disputes. The outcome of outstanding, pending or future proceedings cannot be predicted with certainty and may be determined adversely to the Corporation and as a result, could have a material adverse effect on the Corporation's assets, liabilities, business, financial condition and results of operations.

Community Relationships

The operations of the Corporation may have a significant effect on the areas in which it operates. Maintaining good community relationships is an essential aspect of operating in the oil and gas industry. Communities have demonstrated an ability and willingness to halt operations or delay approvals.

To enjoy the support and trust of local populations and governments, the Corporation will need to demonstrate a commitment to: (a) local employment, training and business opportunities; (b) environmental stewardship; (c) open and transparent communication; and (d) community development investments that are carefully selected, not unduly costly and bring lasting social and economic benefits to the community and the area. Improper management of these relationships could lead to a delay in operations, loss of license or major impact to the Corporation's reputation in these communities, which could adversely affect its business.

Breach of Confidentiality

While discussing potential business relationships or other transactions with third parties, the Corporation may disclose confidential information relating to its business, operations or affairs. Although confidentiality agreements are signed by third parties prior to the disclosure of any confidential information, a breach could put the Corporation at competitive risk and may cause significant damage to its business. The harm to the Corporation's business from a breach of confidentiality cannot presently be quantified, but may be material and may not be compensable in damages. There is no assurance that, in the event of a breach of confidentiality, the Corporation will be able to obtain equitable remedies, such as injunctive relief, from a court of competent jurisdiction in a timely manner, if at all, in order to prevent or mitigate any damage to its business that such a breach of confidentiality may cause.

Conflicts of Interest

Directors and officers of the Corporation may also be directors and officers of other oil and gas companies involved in oil and gas exploration and development, and conflicts of interest may arise between their duties as officers and directors of the Corporation and as officers and directors of such other companies. Such conflicts must be disclosed in accordance with, and are subject to such other procedures and remedies as apply under the ABCA.

Control Persons and Other Significant Shareholders of the Corporation

Based, in part, on public filings of Shareholders, GTE owns, directly or indirectly, or controls approximately 45.8% of the Common Shares, and is considered a control person of the Corporation, and Meridian Capital International Fund owns or controls approximately 11.3% of the Common Shares. In addition, management and the board of directors of the Corporation own or control approximately 1.74% of the Common Shares. Collectively these shareholders own or control approximately 58.8% of the Common Shares and, if acting together, would be able to significantly influence all matters requiring shareholder approval, including without limitation, the election of directors.

Dilution

The Corporation may issue additional Common Shares in the future, which may dilute a Shareholder's holdings in the Corporation. The Corporation's articles permit the issuance of an unlimited number of Common Shares and Shareholders will have no pre-emptive rights in connection with such further issuances. Also, additional Common Shares may be issued by the Corporation on the exercise of Performance Warrants and Compensation Warrants, or on the exercise of options under the Corporation's stock option plan, subject to Shareholder approval of such Plan at the annual meeting to be held on May 30, 2018.

Third Party Credit Risk

The Corporation may be exposed to third party credit risk through its contractual arrangements with its future joint venture partners, marketers of its petroleum and natural gas production and other parties. In the event such entities fail to meet their contractual obligations to the Corporation, such failures could have a material adverse effect on the Corporation and its cash flow from operations. In addition, poor credit conditions in the industry and of joint venture partners may impact a joint venture partner's willingness to participate in the Corporation's ongoing capital program, potentially delaying the program and the results of such program until the Corporation finds a suitable alternative partner.

Alternatives to and Changing Demand for Petroleum Products

Fuel conservation measures, alternative fuel requirements, increasing consumer demand for alternatives to oil and natural gas, and technological advances in fuel economy and energy generation devices could reduce the demand for crude oil and other liquid hydrocarbons. Although fuel consumption in Peru continues to grow, the Corporation cannot predict the impact of changing demand for oil and natural gas products, and any major changes may have a material adverse effect on the Corporation's business, financial condition, results of operations and cash flows.

Reputational Risk Associated with Operations

Any environmental damage, loss of life, injury or damage to property caused by the Corporation's operations could damage its reputation in the areas in which the Corporation operates. Negative sentiment towards the Corporation could result in a lack of willingness of municipal authorities being willing to grant the necessary licenses or permits for the Corporation to operate its business and in residents in the areas where the Corporation is doing business opposing the Corporation's further operations in the area. If the Corporation develops a reputation of having an unsafe work site it may impact the Corporation's ability to attract and retain the necessary skilled employees and consultants to operate its business. Further, the Corporation's reputation could be affected by actions and activities of other corporations operating in the oil and gas industry, over which the Corporation has no control. In addition, environmental damage, loss of life, injury or damage to property caused by the Corporation's operations could result in negative investor sentiment towards the Corporation, which may result in limiting the Corporation's access to capital, increasing the cost of capital, and decreasing the price and liquidity of the Common Shares.

Changing Investor Sentiment

A number of factors, including the concerns of the effects of the use of fossil fuels on climate change, concerns of the impact of oil and gas operations on the environment, concerns of environmental damage relating to spills of petroleum products during transportation and concerns of indigenous rights, have affected certain investors' sentiments towards investing in the oil and gas industry. As a result of these concerns, some institutional, retail and public investors have announced that they no longer are willing to fund or invest in oil and gas properties or companies or are reducing the amount thereof over time. In addition, certain institutional investors are requesting that issuers develop and implement more robust social, environmental and governance policies and practices. Developing and implementing such policies and practices can involve significant costs and require a significant time commitment from the Corporation's Board, management and employees. Failing to implement the policies and practices as requested by institutional investors may result in such investors reducing their investment in the Corporation or not investing in the Corporation at all. Any reduction in the investor base interested or willing to invest in the oil and gas industry and more specifically, the Corporation, may result in limiting the Corporation's access to capital, increasing the cost of capital, and decreasing the price and liquidity of the Common Shares.

Expansion into New Activities

In the future, the Corporation may acquire or move into new industry related activities or new geographical areas, may acquire different energy related assets, and as a result may face unexpected risks or alternatively, significantly increase the Corporation's exposure to one or more existing risk factors, which may in turn result in the Corporation's future operational and financial conditions being adversely affected.

Corruption

The Corporation is subject to the Foreign Corrupt Practices Act (the "**FCPA**") and the Corruption of Foreign Public Officials Act ("**CFPOA**"), and its failure to comply with the laws and regulations thereunder could result in material adverse effect on the Corporation's business, results of operations and financial condition. The FCPA prohibits companies and their intermediaries from making improper payments to foreign officials to secure any improper advantage for the purpose of obtaining or keeping business and/or other benefits. Similarly, the CFPOA prohibits persons form, directly or indirectly, giving, offering to give or agreeing to give a loan, reward, advantage or benefit of any kind to a foreign public official or to any person for the benefit of a foreign public official.

Any violation of these laws could result in monetary penalties against the Corporation or its subsidiaries and could damage its reputation and, therefore, its ability to do business.

Forward-Looking Information May Prove to be Inaccurate

Investors are cautioned not to place undue reliance on forward-looking information. By its nature, forward-looking information involves numerous assumptions, known and unknown risks and uncertainties, of both a general and specific nature, that could cause actual results to differ materially from those suggested by the forward-looking information or contribute to the possibility that predictions, forecasts or projections will prove to be materially inaccurate.

Additional information on the risks, assumptions and uncertainties are found in this AIF under the heading "*Forward-Looking Statements*" above.

DIVIDENDS

The Corporation intends to retain any earnings to finance the growth and development of the Corporation's business, and, therefore the Corporation does not anticipate paying any dividends in the immediate or foreseeable future.

DESCRIPTION OF SHARE CAPITAL

The Corporation is authorized to issue an unlimited number of Common Shares without nominal or par value. Each Common Share entitles the holder to receive notice of and to attend all meetings of the shareholders of the Corporation, to vote at such meetings, to receive such dividends as may be declared by the Board of Directors, and to share ratably with other shareholders in the residual property of the Corporation in the event of liquidation, dissolution or winding-up of the Corporation.

As at the date hereof, there are 537,740,991 Common Shares issued and outstanding.

On October 24, 2017, 4,400,000 Performance Warrants were issued, out of a total 5,000,000 Performance Warrants that were authorized for issuance, to certain officers of PetroTal, each such warrant entitling the holder thereof to purchase one fully paid and non-assessable PetroTal Share, at any time until December 18, 2022, at a price of $1.00 per PetroTal Share. Pursuant to the Arrangement, the Performance Warrants were adjusted as to the number of Common Shares to be issued upon the exercise thereof and the exercise price of such warrants, to effect the terms of the Arrangement, such that 23,540,000 Performance Warrants were outstanding as of December 31, 2017, out of a total of 26,750,000 Performance Warrants that are authorized for issuance, each having an exercise price of $0.1869 per Common Share. The Performance Warrants have a five year term and will vest upon the Corporation's achievement of certain oil and gas production targets.

As of December 31, 2017, 2,086,500 Compensation Warrants were issued and outstanding, each such warrant entitling the holder thereof to purchase one fully paid and non-assessable Common Share, at any time until June 18, 2019, at a price per Common Share equal to $0.19, all subject to the terms and conditions of the applicable warrant certificate.

MARKET FOR SECURITIES AND TRADING HISTORY

The Common Shares are listed and posted for trading on the facilities of the TSXV under the symbol "SLG". The following table sets out the price range for, and the trading volume of, the Common Shares of the Corporation as reported by the TSXV for 2017:

2017	High ($)	Low ($)	Volume
January	0.65	0.55	23,479
February	0.65	0.52	48,474
March	1.04	0.59	430,352
April	0.9	0.88	122,701
May	0.98	0.9	110,415
June	0.97	0.92	414,923
July	0.7	0.125	528,069
August	0.16	0.135	297,900
September	0.145	0.13	98,317
October	0.165	0.13	343,922
November(1)	0.16	0.125	59,733
December(1)	0.28	0.15	769,660

Note:

(1) In connection with the Arrangement, the Common Shares were halted from trading from November 9, 2017 until December 27, 2017.

PRIOR SALES

The following table sets forth, for each class of securities of the Corporation that is outstanding but not listed or quoted on a marketplace, the price at which securities of the class have been issued during the financial year ended December 31, 2017 and the number of securities of the class issued at that price and the date on which the securities were issued.

Date of Issuance	Class of Securities	Number of Securities Issued	Exercise Price
October 24, 2017	Performance Warrants	23,540,000(1)	$0.1869(1)
December 18, 2017	Compensation Warrants	2,086,000	$0.19

Note:

(1) Represents number and exercise price of Performance Warrants after giving effect to the Arrangement. See "*Description of Share Capital*" above.

ESCROWED SECURITIES

To the best of the Corporation's knowledge, the following securities of the Corporation are currently held in escrow as of December 31, 2017:

Designation of Class	Number of Securities held in Escrow	Percentage of Class
Common Shares	8,724,475(1)	1.62%
Common Shares	168,525,000(2)	31.3%
Performance Warrants	21,186,000(3)	90.0%

Notes:

(1) In connection with Arrangement, certain Common Shares held by directors, officers and certain principal securityholders of the Corporation were placed in escrow, pursuant to the policies of TSXV. Such Common Shares are currently subject to escrow pursuant to the release schedule applicable under a Tier 2 Value Security Escrow Agreement (as defined in the policies of the TSXV).

(2) In connection with the completion of the Acquisition and the issuance of Common Shares to GTEIHL, such Common Shares are held in escrow, pursuant to the release schedule applicable under a Tier 2 Value Security Escrow Agreement (as defined in the policies of the TSXV).

(3) Represents the number of Performance Warrants after giving effect to the Arrangement. The Performance Warrants were placed in escrow, pursuant to the release schedule applicable under a Tier 2 Value Security Escrow Agreement (as defined in the policies of the TSXV).

DIRECTORS AND OFFICERS

The following table sets forth the names and municipalities of residence of the directors and executive officers of the Corporation as at the date hereof, their respective positions and offices with the Corporation and date first elected as a director and their principal occupation(s) within the past five years.

Name and Municipality of Residence	Position Presently Held	Director Since	Principal Occupation for Previous Five Years
Manuel Pablo Zúñiga-Pflucker *Texas, USA*	Director, President and Chief Executive Officer	December 18, 2017	President, Chief Executive Officer and Director of the Corporation since December 18, 2017. Prior thereto, President and Chairman of the Managers of PetroTal LLC since January 2016. Mr. Zúñiga-Pflucker founded and led BPZ Resources, Inc. ("**BPZ**") from 2001 to 2015. Petroleum engineer with 30 years' experience.

Name and Municipality of Residence	Position Presently Held	Director Since	Principal Occupation for Previous Five Years
Gregory Smith *Texas, USA*	Executive Vice President and Chief Financial Officer	-	Executive Vice President and Chief Financial Officer of the Corporation since December 18, 2017. Prior thereto, Vice President, Secretary and Treasurer of PetroTal LLC since January 2016. Various management and finance roles in the oil and gas industry for previous 25 years.
Charles Fetzner *Texas, USA*	Vice President, Asset Development	-	Vice President, Asset Development of the Corporation since December 18, 2017. Prior, thereto, Exploration Director for BPZ. Mr. Fetzner has held positions with Sun E&P/Oryx Energy and Apache Corporation.
Estuardo Alvarez-Calderon *Texas, USA and Peru*	Vice President, Operations	-	Vice President, Operations of the Corporation since December 18, 2017. Prior thereto, Vice President of Exploration and Production for BPZ.
James B. Taylor(2) (3) *New Mexico, USA*	Director	December 18, 2017	Chairman of BPZ from 2009 to 2015. Prior thereto, Mr. Taylor served as a director of Wilbros Group, TMBR-Sharp Drilling, Solana Petroleum of Colombia, and Arakis Energy.
Douglas C. Urch(1) (4) *Alberta, Canada*	Director	December 18, 2017	Executive Vice President, Finance and Chief Financial Officer of Bankers Petroleum Ltd. from February 2008 to present.
Gary S. Guidry(3) (4) *Alberta, Canada*	Director	December 18, 2017	President and Chief Executive Officer of Gran Tierra Energy Inc. since May 2015. Prior thereto, he was President and Chief Executive Officer of Caracal Energy from 2011 to 2014.
Ryan Ellson(1) (2) *Alberta, Canada*	Director	December 18, 2017	Chief Financial Officer of GTE since May 2015. Prior thereto, he was Chief Financial Officer of Onza Energy Inc. Prior thereto, he was Head of Finance for Glencore E&P (Canada) and, before that, he served as Vice President, Finance at Caracal Energy.
Gavin Wilson(3) (4) *Switzerland*	Director	June 11, 2013	Advisor to Meridian Group of Companies, an investment company. Mr. Wilson was the Founder and Manager of RAB Energy and RAB Octane listed Investment Funds from 2004 until 2011.
Mark McComiskey(1)(2) *Connecticut, USA*	Director	July 5, 2016	Mark McComiskey is Founding Partner, Vanwall Capital, LLC. Prior to November 2015, Mr. McComiskey was a Managing Partner of Prostar Capital Ltd., a specialized global investment manager in energy infrastructure investments from October 2013.

Notes:

(1) Member of the Audit Committee.

(2) Member of the Corporate Governance and Compensation Committee.
(3) Member of the Reserves Committee.
(4) Member of the Health, Safety, Environment and Social Committee.

As at the date hereof, the directors and officers of the Corporation, and their associates and affiliates, as a group, whether beneficial, direct or indirect, own 9,356,016 Common Shares, representing approximately 1.74% of the currently issued and outstanding Common Shares.

The directors listed above will hold office until the next annual meeting of the Corporation or until their successors are elected or appointed.

Cease Trade Orders and Bankruptcies

Except as set forth below, no director or executive officer of the Corporation is, or within ten years prior to the date of this AIF has been, a director, a chief executive officer or a chief financial officer of any company (including the Corporation), that:

a) was subject to: (i) a cease trade order; (ii) an order similar to a cease trade order; or (iii) an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days (collectively, an "**Order**"), that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or

b) was subject to an Order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

Mr. Urch was a director of Underground Energy Corporation ("**Underground Canada**") when, as a result of Underground Canada's failure to file its year-end and interim financial statements and related management's discussion and analysis, the British Columbia Securities Commission issued a cease trade order on all of the securities of Underground Canada on July 4, 2013 and the TSXV suspended trading of Underground Canada's shares. The cease trade order and trading suspension remain in effect.

Except as set forth below, no director, executive officer or, to the best of the Corporation's knowledge, any shareholder holding a sufficient number of securities of the Corporation to affect materially control of the Corporation, is, or within ten years prior to the date of this AIF has been, a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Messrs. Zúñiga and Taylor were directors or officers of BPZ, a corporation engaged in exploration, development and production of oil and gas in Peru. BPZ filed a voluntary petition for reorganization relief under Chapter 11 of the *United States Bankruptcy Code* on March 9, 2015.

Mr. Urch was a director of Underground Energy, Inc. ("**Underground USA**"), a wholly-owned US subsidiary of Underground Canada, when Underground USA voluntarily filed for Chapter 11 creditor protection in US Federal Court on March 4, 2013. The case was filed in the United States Bankruptcy Court for the Central District of California - Northern Division, Santa Barbara. On January 5, 2015, Underground USA successfully emerged from the protection of Chapter 11 of the U.S. Bankruptcy Code and restructured without having to declare bankruptcy, and Mr. Urch resigned as a director.

Mr. Wilson was a director of Buccaneer Energy Ltd. ("**Buccaneer**"), a corporation engaged in exploration, development and production of oil and gas in the United States. Buccaneer filed a voluntary petition for reorganization relief under Chapter 11 of the *United States Bankruptcy Code* on May 31, 2014.

Personal Bankruptcies

No director or executive officer of the Corporation or a shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation, has, within the past ten years prior to the date of this AIF, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or was subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of such person.

Penalties and Sanctions

No director or executive officer of the Corporation of the Corporation, or a shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation, has been subject to: (i) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (ii) any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor in making an investment decision.

Conflicts of Interest

Certain of the directors and officers of the Corporation are also directors, officers and/or promoters of other reporting and non-reporting issuers, which may give rise to conflicts of interest. In accordance with corporate laws, directors who have an interest in a contract or a proposed contract with the Corporation are required, subject to certain exceptions, to disclose that interest and generally abstain from voting on any resolution to approve the contract. In addition, the directors are required to act honestly and in good faith with a view to the best interests of the Corporation. Some of the directors of the Corporation have other employment or other business or time restrictions placed on them and accordingly, these directors of the Corporation will only be able to devote part of their time to the affairs of the Corporation. In particular, certain of the directors and officers are involved in managerial and/or director positions with other oil and gas companies whose operations may, from time to time, provide financing to, or make equity investments in, competitors of the Corporation. Conflicts, if any, will be subject to the procedures and remedies available under the ABCA. The ABCA provides that in the event that a director has an interest in a contract or proposed contract or agreement, the director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement unless otherwise provided by the ABCA. As of the date hereof, the Corporation is not aware of any existing or potential material conflicts of interest between the Corporation and any director or officer of the Corporation.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

There are no legal proceedings material to the Corporation to which the Corporation is a party or of which any of its property is the subject matter, and there are no such proceedings known to the Corporation to be contemplated.

There are no penalties or sanctions imposed against the Corporation by a court relating to securities legislation or by a securities regulatory authority during the most recently completed financial year, there are no other penalties or sanctions imposed by a court or regulatory body against the Corporation that would likely be considered important to a reasonable investor in making an investment decisions, and there are no settlement agreements the Corporation entered into before a court relating to securities legislation or with a securities regulatory authority during the most recently completed financial year.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as disclosed herein, to the best of the Corporations' knowledge, there are no material interests, direct or indirect, of directors or executive officers of the Corporation, any shareholder who beneficially owns, or controls or directs, directly or indirectly, more than 10% of the outstanding Common Shares, or any known associate or affiliate of such persons, in any transaction within the three most recently completed financial years of the Corporation or during the current financial year which has materially affected, or is reasonably expected to materially affect, the Corporation.

Gary S. Guidry and Ryan Ellson, directors of the Corporation, are also executives of GTE. The Corporation is 45.8% owned, directly or indirectly, or controlled by GTE and therefore the interests of the two entities are not divergent. Applicable securities laws provide that directors need not refrain from voting in respect of contracts and transactions between "affiliates" (for greater clarity, the Corporation and GTE would be considered "affiliates" of each other).

Gavin Wilson, a director of the Corporation, is an advisor to Meridian Group of Companies. The Corporation is 11.3% owned, directly or indirectly, or controlled by Meridian Group of Companies.

TRANSFER AGENT AND REGISTRAR

The Corporation's transfer agent and registrar is Computershare Trust Company of Canada at its principal office in Calgary, Alberta.

MATERIAL CONTRACTS

Except as disclosed herein and other than contracts entered into in the ordinary course of business, there have been no material contracts entered into by the Corporation within the most recently completed financial year, or before the most recently completed financial year that are still in effect.

PROMOTERS

Manuel Pablo Zúñiga-Pflucker may be considered to be a promoter of the Corporation pursuant to applicable securities laws. As at the date hereof, Manuel Pablo Zúñiga-Pflucker beneficially owns, directly or indirectly, 2,816,848 Common Shares representing approximately 0.52% of the issued and outstanding Common Shares.

INTERESTS OF EXPERTS

There is no person or company whose profession or business gives authority to a statement made by such person or company and who is named as having prepared or certified a statement, report or valuation described or included in a filing, or referred to in a filing, made under NI 51-102 by the Corporation during, or related to, the year ended December 31, 2017 other than NSAI, the Corporation's independent reserves evaluators and Deloitte LLP, the Corporation's auditors.

None of the principals of NSAI had any registered or beneficial interests, direct or indirect, in any securities or other property of the Corporation or of the Corporation's associates or affiliates either at the time they prepared the statement, report or valuation prepared by it, at any time thereafter or to be received by them.

Deloitte LLP, the Corporation's auditors, are independent within the meaning of the relevant rules and related interpretations prescribed by the relevant professional bodies in Canada and any applicable legislation or regulation.

In addition, none of the aforementioned persons or companies, nor any director, officer or employee of any of the aforementioned persons or companies, is or is expected to be elected, appointed or employed as a director, officer or employee of the Corporation or any associate or affiliate of the Corporation.

ADDITIONAL INFORMATION

Additional information relating to the Corporation can be found on SEDAR at www.sedar.com. Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Corporation's securities and securities authorized for issuance under equity compensation plans is contained in the Corporation’s information circular for the Corporation’s most recent shareholders meeting that involved the election of directors. Additional financial information is contained in the Corporation’s financial statements and the related management’s discussion and analysis for the year ended December 31, 2017.

Additional copies of this AIF and the materials listed in the preceding paragraph are available on the foregoing basis and upon request by contacting the Corporation at its offices at Suite 500, 11451 Katy Freeway, Houston, Texas 77079.

EXHIBIT 1

FORM 51-101F2
REPORT ON RESERVES DATA BY INDEPENDENT QUALIFIED RESERVES EVALUATORS

Terms to which a meaning is ascribed in National Instrument 51-101 have the same meaning herein.

To the board of directors of Sterling Resources Ltd. (the "**Corporation**"):

1. We have evaluated of the Corporation's reserves data for certain oil properties which are located in the Bretaña field, Block 95 of onshore Peru as at December 31, 2017. The reserves data are estimates of proved, probable and possible reserves and related future net revenue as at December 31, 2017, estimated using forecast prices and costs.

2. The reserves data are the responsibility of the Corporation's management. Our responsibility is to express an opinion on the reserves data based on our evaluation.

3. We carried out our evaluation in accordance with standards set out in the Canadian Oil and Gas Evaluation Handbook as amended from time to time (the "**COGE Handbook**") maintained by the Society of Petroleum Evaluation Engineers (Calgary Chapter).

4. Those standards require that we plan and perform an evaluation to obtain reasonable assurance as to whether the reserves data are free of material misstatement. An evaluation also includes assessing whether the reserves data are in accordance with principles and definitions in the COGE Handbook.

5. The following table shows the net present value of future net revenue (before deduction of income taxes) attributed to proved plus probable plus possible reserves, estimated using forecast prices and costs and calculated using a discount rate of 10 percent, included in the reserves data of the Corporation evaluated for the year ended December 31, 2017, and identifies the respective portions thereof that we have evaluated and reported on to the Corporation's management and Board of Directors.

Independent Qualified Reserves Evaluator or Auditor	**Effective Date of Evaluation Report**	**Location of Reserves (Country)**	**Net Present Value of Future Net Revenue (Before Income Taxes, 10% Discount Rate)**			
			Audited (M$)	**Evaluated (M$)**	**Reviewed (M$)**	**Total (M$)**
Netherland, Sewell & Associates, Inc.	December 31, 2017	Peru	-	774,583,400	-	774,583,400
Total			**Nil**	**774,583,400**	**Nil**	**774,583,400**

6. In our opinion, the reserves data evaluated by us have, in all material respects, been determined and are presented in accordance with the COGE Handbook, consistently applied. We express no opinion on the reserves data that we reviewed but did not audit or evaluate.

7. We have no responsibility to update the report referred to in paragraph 5 for events and circumstances occurring after the effective date of our report.

8. Because the reserves data are based on judgements regarding future events, actual results will vary and the variations may be material.

Executed as to our report referred to above:

Netherland, Sewell & Associates, Inc.
Texas Registered Engineering Firm F-2699
Dallas, Texas, USA
February 23, 2018

EXHIBIT 2

FORM 51-101F3
REPORT OF MANAGEMENT AND DIRECTORS ON OIL AND GAS DISCLOSURE

Terms to which a meaning is ascribed in National Instrument 51-101 have the same meaning herein.

Management of Sterling Resources Ltd. (the "**Corporation**") are responsible for the preparation and disclosure of information with respect to the Corporation's oil and gas activities in accordance with securities regulatory requirements. This information includes reserves data.

Independent qualified reserves evaluators have evaluated and reviewed the Corporation's reserves data. The report of the independent qualified reserves evaluators is presented in the Annual Information Form of the Corporation for the year ended December 31, 2017.

The Reserves Committee of the Board of Directors of the Corporation has:

(a) reviewed the Corporation's procedures for providing information to the independent qualified reserves evaluators;

(b) met with the independent qualified reserves evaluator to determine whether any restrictions affected the ability of the independent qualified reserves evaluators to report without reservation; and

(c) reviewed the reserves data with management and the independent qualified reserves evaluators.

The Reserves Committee of the Board of Directors has reviewed the Corporation's procedures for assembling and reporting other information associated with oil and gas activities and has reviewed that information with management. The Board of Directors has, on the recommendation of the Reserves Committee, approved:

(a) the content and filing with securities regulatory authorities of Form 51-101F1 containing reserves data and other oil and gas information;

(b) the filing of Form 51-101F2 which is the report of the independent qualified reserves evaluator on the reserves data; and

(c) the content and filing of this report.

Because the reserves data are based on judgements regarding future events, actual results will vary and the variations may be material.

(signed) "*Manuel Pablo Zúñiga-Pflucker*"
Manuel Pablo Zúñiga-Pflucker
President, Chief Executive Officer and a Director

(signed) "*Gregory Smith*"
Gregory Smith
Executive Vice President and Chief Financial Officer

(signed) "*James B. Taylor*"
James B. Taylor
Director

(signed) "*Douglas C. Urch*"
Douglas C. Urch
Director

Dated April 30, 2018