Form 45-106F1 Report of Exempt Distribution

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

Item 1 - Report Type				
 New report Amended report If amended, provide filing date of report that is being amended 2017 05 23 (YYYY-MM-DD) 				
ITEM 2 - PARTY CERTIFYING THE	Report			
Indicate the party certifying the report (sele National Instrument 81-106 Investment Fu				1.1 of
Investment fund issuer				
✓ Issuer (other than an invest	stment fund)			
Underwriter				
ITEM 3 - ISSUER NAME AND OTI Provide the following information about th		vestment fund, about the fund		
Full legal name	Pennine Petroleum Co			
_				
	Previous full legal name If the issuer's name changed in the last 12 months, provide most recent previous legal name.			
Website				
If the issuer has a legal entity identifier, provide below. Refer to Part B of the Instructions for the definition of "legal entity identifier".				
Legal entity identifier	viae below. Refer to Part B of t	ne instructions for the definition	of "legal entity identifier".	
ITEM 4 - UNDERWRITER INFORM	IATION			
If an underwriter is completing the report, µ	provide the underwriter's full le	gal name and firm National Reg	istration Database (NRD) nun	nber.
Full legal name				
Firm NRD number		(if applicable)		
If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.				
Street address				
Municipality		Province/State		
Country		Postal code/Zip code		
Telephone number		Website	(i	if applicable)

ITEM 5 - ISSUER INFORMATION		
If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6.		
a) Primary industry		
Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that corresponds to the issuer's primary business activity. For more information on finding the NAICS industry code go to Statistics Canada's NAICS industry search tool . NAICS industry code 2 1 1 1 1 3		
If the issuer is in the mining industry , indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.		
Is the issuer's primary business is to invest all or substantially all of its assets in any of the following? If yes, select all that apply. Image:		
b) Number of employees		
Number of employees: 🔽 0 - 49 □ 50 - 99 □ 100 - 499 □ 500 or more		
c) SEDAR profile number		
Does the issuer have a SEDAR profile? No Yes If yes, provide SEDAR profile number 0 0 0 2 3 8 6 7 If the issuer does not have SEDAR profile complete item 5(d) - (h).		
d) Head office address		
Street address Province/State		
Municipality Postal code/Zip code		
Country Telephone number		
e) Date of formation and financial year-end		
Date of formation		
f) Reporting issuer status		
Is the issuer a reporting issuer in any jurisdication of Canada? No Yes		
If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.		
g) Public listing status		
If the issuer has a CUSIP number, provide below (first 6 digits only) CUSIP number		
If the issuer is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for which the issuer has applied for and received a listing, which excludes, for example, automated trading systems.		
Exchange name(s):		
h) Size of issuer's assets		
Select the size of the issuer's assets for its most recent financial year-end (Canadian \$). If the issuer has not existed for a full financial year, provide the size of the issuer's assets at the distribution end date.		
□ \$0 to under \$5M □ \$5M to under \$25M □ \$25M to under \$100M		
□ \$100M to under \$500M □ \$500M to under \$1B □ \$1B or over		

ITEM 6 - INVESTMENT FUND ISSUER INFORMATION			
If the issuer is an investi	ment fund, provide the following information.		
a) Investment fund ma	inager information		
Full legal name			
Firm NRD number	(if applicable)		
If the investment fund man	ager does not have a firm NRD number, provide the head office contact information of the investment fund manager.		
Street address			
Municipality	Province/State		
Country	Postal code/Zip code		
Telephone number	Website (if applicable)		
b) Type of investment	fund		
Type of investment fund that	most accurately identifies the issuer (select only one) .		
Money market	Equity Fixed income		
Balanced	Alternative strategies Other (describe)		
Indicate whether one or both	of the following apply to the investment fund .		
Invests primarily in	other investment fund issuers		
Is a UCITs Fund ¹			
¹ Undertaking for the Collectiv directives that allow collective	re Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) e investment schemes to operate throughout the EU on a passport basis on authorization from one member state.		
	nd financial year-end of the investment fund		
Date of formati			
YYYY MM DD MM DD			
d) Reporting issuer status of the investment fund			
	orting issuer in any jurisdication of Canada? 🔲 No 🗌 Yes		
If yes, select the jurisdictions of All	of Canada in which the investment fund is a reporting issuer. AB BC MB NL NT		
e) Public listing status	NU ON PE QC SK YT of the investment fund		
	CUSIP number, provide below (first 6 digits only)		
CUSIP number			
If the investment fund is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for			
	for and received a listing, which excludes, for example, automated trading systems.		
Exchange name			
f) Net asset value (NA	V) of the investment fund		
-	nvestment fund as of the date of the most recent NAV calculation (Canadian \$).		
\$0 to under \$5M	S5M to under \$25M \$25M to under \$100M		
\$100M to under \$500			
	YYYY MM DD		

If an issue located autide of Canada competes a distribution in a jurializion of Canada, include in hem 7 and Schedule 1 of there is the indemation about parkade in the of Canada on Concentration of Canada on Conc	Item 7 - Information A	BOUT THE DISTRIBUTIO	ON					
Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadion dollars.	purchasers resident in that jurisdic	tion of Canada only. Do not inc	lude in Ite	em 7 securitie	es issued as	payment of	commissions o	r finder's fees, which
Canadian dollar US dollar Euro Other (describe) Distribution date(s) State the distribution stat and end dates if the report is being filed for securities distributed on a continuous basis, include the stat and end dates for the distribution date, provide the distribution date, provide the distribution and end tests for the report. State the distribution stat and end dates if the report is being filed for securities distributed on a continuous basis, include the stat and end dates for the distribution period covered by the report. Consplete Schedule 1 of this form for cach purchaser and attach the schedule to the completed report. O types of securities distributed Provide the following information for all distributions that take place in a purisdiction of Canada an a per security basis. Refer to Part A of the instructions for how in undicate the security cost. Puroiding the CUSP number asignment in the full 0-digit CUSP number asignment. Society Customent information included in item 74 must recordle to the T/ For examples on how to report convertible securities. Sec our <u>Frequently</u> . Alter Querdins. Society Customent information included in tem 74 must recordle to the off provide the conversion indicate the conversion ratio and describe any other terms for each ratio in the distribution of a distribution of a distribution and example Society Customent information include and provide the conversion in distribute in the conversion indicate the conversion indicate the conversion indicate and describe any other terms for each right if any convertible/bachangeable securities and anot and distribu	a) Currency							
b) Distribution date(s) Stretch the distribution start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution date, provide the distribution date, provide the distribution date, show the distribution date, show the distribution period covered by the report. Start date Q101 05 23 C) Detailed purchaser information End date Q101 05 23 C) Detailed purchaser information End date Q101 05 23 Distribution start information Constant of the security basis, Refer to Part A of the instructors for how to indicate the security calls. If providing the CUSP number of distributes and the security basis, Refer to Part A of the instructors for how to indicate the security call. If providing the CUSP number of constants are information included in item 7d must record to item 7f. For examples on how to report convertible securities, security earling distributed. The information included in item 7d must record to item 7f. For examples on how to report convertible securities, security earling distributed. The information of a distributed any other services price and early date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any after terms for each purchaser reside. (i) a purchaser reside in a convertible/exchangeable securities were distributed. In our date, include distributed any other terms for each purchaser reside. (ii) a purchaser reside in a foreign purchaser reside in a convertible/exchangeable securities were distributed, provide the conversion ratid and describe any after terms for each pu	Select the currency or currencies in	which the distribution was ma	de. All do	llar amounts	provided i	n the report n	nust be in Can	adian dollars.
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Alberta MB, NB)	Alberta	Existing security holde	r exem	otion			8	167,000.00
AlbertaNI 45-106 2.3 [Accredited investor]9205,000.00	Alberta							
	AlbertaNI 45-106 2.3 [Accredited investor]9205,000.00							

Alberta	NI 45-106 2.5 [Family, friends and business associates]	8	237,800.00
Total dollar amount of securities distributed		1,019,300.00	
	Total number of unique purchasers ²	49	

²In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

g) Net proceeds to the investment fund by jurisdiction

If the issuer is an investment fund, provide the net proceeds to the investment fund for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides.³ If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include net proceeds for that jurisdiction of Canada only. For jurisdictions within Canada, state the province or territory, otherwise state the country.

Province or country	Net proceeds (Canadian \$)
Total net proceeds to the investment fund	

³"Net proceeds" means the gross proceeds realized in the jurisdiction from the distributions for which the report is being filed, less the gross redemptions that occurred during the distribution period covered by the report.

h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

Description	Date of document or other material (YYYY-MM-DD)	Previously filed with or delivered to regulator? (Y/N)	Date previously filed or delivered (YYYY-MM-DD)

ITEM 8 - COMPENSATIO	N INFORMATION			
Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. Complete additional copies of this page if more than one person was, or will be, compensated.				
Indicate whether any compens	ation was paid, or will be paid, in connec	tion with the distribution.		
🗌 No 🗹 Yes	If yes, indicate number of per	sons compensated. 5		
a) Name of person comp	pensated and registration status			
Indicate whether the perso	n compensated is a registrant.	🗌 No 🗹 Yes		
If the person compensated is	an individual, provide the name of the ir	dividual.		
Full legal name of indiv	ridual			
	Family name	First given name Secon	ndary given names	
If the person compensated is	s not an individual, provide the following	information.		
Full legal name	of non-individual PI Financial Cor	0		
F	irm NRD number 5 2	0 (if appli	icable)	
		through a funding portal or an internet-base		
b) Business contact info		infough a funding portai of an internet-base		
.,		ss contact information of the person being co	ompensated.	
	1900-666 Burrard St	,	'	
	Vancouver	Province/State	British Columbia	
		Postal code/Zip code		
L	Canada		V6C 2X8	
Email address		Telephone number	6046642900	
	or investment fund manager			
		nanager (select all that apply). Refer to the mo NI 45-106 for the purposes of completing this		
Connect with the issu	er or investment fund manager	Insider of the issuer (oth	er than an investment fund)	
Director or officer of t	he investment fund or investment fund i	nanager Employee of the issuer of	or investment fund manager	
✓ None of the above				
d) Compensation details				
Canadian dollars. Include casi services incidental to the distr	h commissions, securities-based compens ibution, such as clerical, printing, legal o	lentified in Item 8(a) in connection with the d ation, gifts, discounts or other compensation. caccounting services. An issuer is not required loyees of a non-individual compensated by t	. Do not report payments for d to ask for details about, or report	
Cash commissions pa	aid 45,651.00			
Value of all securitie		Security codes Security code 1 W N T	Security code 2 Security code 3	
distributed a compensatio	as			
Describe t	erms of warrants, options or other right	760,853 warrants with terms as inve	estors	
Other compensatio	n ⁵ Describe			
Total compensation pa				
Check box if the pe		ompensation (describe the terms below)		
		· · · · · ·		
⁴ Provide the aggregate value	e of all securities distributed as compor	sation, <u>excluding</u> options, warrants or other	rights exercisable to acquire	
additional securities of the is		securities distributed as compensation, <u>inclu</u>		

⁵Do not include deferred compensation.

a) Name of person compensated and registration status
Indicate whether the person compensated is a registrant. No Yes
If the person compensated is an individual, provide the name of the individual.
Full legal name of individual
Family name First given name Secondary given names
If the person compensated is not an individual, provide the following information.
Full legal name of non-individual Echelon Wealth Partners
Firm NRD number 3 2 4 2 0 (if applicable)
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. 🗸 No 🗌 Yes
b) Business contact information
If a firm NRD number is not provided in Item 8 (a), provide the business contact information of the person being compensated.
Street address
Municipality Province/State
Country Postal code/Zip code
Email address Telephone number
c) Relationship to issuer or investment fund manager
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part
B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.
Connect with the issuer or investment fund manager Insider of the issuer (other than an investment fund)
Director or officer of the investment fund or investment fund manager Employee of the issuer or investment fund manager
✓ None of the above
d) Compensation details
Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in
Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report
on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.
Cash commissions paid 4,800.00 Security codes Security code 1 Security code 2 Security code 2
Value of all securities W N T
distributed as compensation ⁴
Describe terms of warrants, options or other rights 80,000 Warrants of same as investors
Other compensation ⁵ Describe
Total compensation paid 4,800.00
Check box if the person will or may receive any deferred compensation (describe the terms below)
⁴ Provide the aggregate value of all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercisable to acquire
additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, <u>including</u> options, warrants or other rights exercisable to acquire additional securities of the issuer.
⁵ Do not include deferred compensation.

a) Name of person compensated and registration status				
Indicate whether the person compensated is a registrant. Vo Yes				
If the person compensated is an individual, provide the name of the individual.				
Full legal name of individual Rogoza Sandra				
Family name First given name Secondary give	n names			
If the person compensated is not an individual, provide the following information.				
Full legal name of non-individual				
Firm NRD number (if applicable)				
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.	🖌 No 🗌 Yes			
b) Business contact information				
If a firm NRD number is not provided in Item 8 (a), provide the business contact information of the person being compensate	ed.			
Street address 1111 Ranchlands Blvd NW				
Municipality Calgary Province/State Alberta	a			
Country Canada Postal code/Zip code T3G 1	G4			
Email address Telephone number				
c) Relationship to issuer or investment fund manager				
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of	"connected" in Part			
B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.				
Connect with the issuer or investment fund manager Insider of the issuer (other than a	n investment fund)			
Director or officer of the investment fund or investment fund manager Employee of the issuer or investment fund manager				
✓ None of the above				
d) Compensation details				
Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not r services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.	eport payments for or details about, or report			
Cash commissions paid 3,840.00 Security codes Security code 1 Security	code 2 Security code 3			
Value of all securities distributed as compensation ⁴				
Describe terms of warrants, options or other rights 64,000 Warrants with terms as investors				
Other compensation ⁵ Describe				
Total compensation paid 3,840.00				
Check box if the person will or may receive any deferred compensation (describe the terms below)				
⁴ Provide the aggregate value of all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exe additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, <u>including</u> options				

rights exercisable to acquire additional securities of the issuer. ⁵Do not include deferred compensation.

a) Name of person compensated and registration status				
Indicate whether the person compensated is a registrant. Very No				
If the person compensated is an individual, provide the name of the individual.				
Full legal name of individual Stuart Dean				
Family name First given name Secondary given names				
If the person compensated is not an individual, provide the following information.				
Full legal name of non-individual				
Firm NRD number (if applicable)				
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. 🔽 No 🗌 Ye				
b) Business contact information				
If a firm NRD number is not provided in Item 8 (a), provide the business contact information of the person being compensated.				
Street address 1024 17th Avenue SE				
Municipality Calgary Province/State Alberta				
Country Canada Postal code/Zip code T2G 1J8				
Email address Telephone number				
c) Relationship to issuer or investment fund manager				
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part				
B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.				
Connect with the issuer or investment fund manager Insider of the issuer (other than an investment fund)				
Director or officer of the investment fund or investment fund manager Employee of the issuer or investment fund manager				
None of the above				
d) Compensation details				
Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.				
Cash commissions paid 11,413.00 Security codes Security code 1 Security code 2 Security code 3				
Value of all securities distributed as				
compensation ⁴				
Describe terms of warrants, options or other rights 190,213 Warrants as terms to Investors				
Other compensation ⁵ Describe				
Total compensation paid 11,413.00				
Check box if the person will or may receive any deferred compensation (describe the terms below)				
⁴ Provide the aggregate value of all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercisable to acquire				
additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other				

rights exercisable to acquire additional securities of the issuer. ⁵Do not include deferred compensation.

a) Name of person compensated and registration status			
Indicate whether the person compensated is a registrant.	No 🗸 Yes		
If the person compensated is an individual, provide the name of the individua	ıl.		
Full legal name of individual			
Family name	First given name Secondary given names		
If the person compensated is not an individual, provide the following inform	ation.		
Full legal name of non-individual Leede Jones Gable			
Firm NRD number 5 7 7	0 (if applicable)		
Indicate whether the person compensated facilitated the distribution through	h a funding portal or an internet-based portal. Ves		
b) Business contact information			
If a firm NRD number is not provided in Item 8 (a), provide the business conto	act information of the person being compensated.		
Street address 1800 1140 West Pender St			
Municipality Vancouver	Province/State British Columbia		
Country Canada	Postal code/Zip code V6E 4G1		
Email address	Telephone number		
c) Relationship to issuer or investment fund manager			
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.			
 Director or officer of the investment fund or investment fund manage None of the above 	Employee of the issuer or investment fund manager		
d) Compensation details			
Provide details of all compensation paid, or to be paid, to the person identified Canadian dollars. Include cash commissions, securities-based compensation, g services incidental to the distribution, such as clerical, printing, legal or accour on, internal allocation arrangements with the directors, officers or employees	nifts, discounts or other compensation. Do not report payments for nting services. An issuer is not required to ask for details about, or report		
Cash commissions paid 3,840.00 Secur	ity codes Security code 1 Security code 2 Security code 3		
Value of all securities distributed as compensation ⁴	W N T		
Describe terms of warrants, options or other rights 64,	000 Warrants as to the terms of investors		
Other compensation ⁵ Describe			
Total compensation paid 3,840.00			
Check box if the person will or may receive any deferred compens	ation (describe the terms below)		
⁴ Provide the aggregate value of all securities distributed as compensation, additional securities of the issuer. Indicate the security codes for all securiti rights exercisable to acquire additional securities of the issuer.			

⁵Do not include deferred compensation.

ITEM 9 - DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER								
If the issuer is an investment fund, do not complete Item 9. Procced to Item 10.								
Indicate whether the issuer is any of the following (select all that apply).								
Reporting issuer in any jurisdiction	of Canada							
Foreign public issuer								
Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada ⁶								
Provide name of re	Provide name of reporting issuer							
Wholly owned subsidiary of a foreign public issuer ⁶								
Provide name of foreign public issuer								
Issuer distributing eligible foreign securities only to permitted clients ⁷								
If the issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10.								
⁶ An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively. ⁷ Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.								
If the issuer is none of the above, check this box and complete Item 9(a) - (c).								
a) Directors, executive officers and promoters of the issuer								
Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory; otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.								
Organization or company name	Family name	First given name	Secondary give names	n Business location of non-individual or residentail jurisdiction of individual		Relationship to issuer (select all that apply)		
				Province or country		D	0	Р
b) Promoter information								
If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory; otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.								
Organization or company name Fa	Family name	First given name	Secondary given names				hip to promoter both if applicable)	
				Province or country	D		С)
c) Residential address of each individual								
Complete Schedule 2 of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.								

ITEM 10 - CERTIFICATION

Provide the following certification and business contact information of an officer or director of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may not be delegated to an agent or other individual preparing the report on behalf of the issuer or underwriter. If the individual completing and filing the report is different from the individual certifying the report, provide their name and contact details in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

By completing the information below, I certify to the securities regulatory authority or regulator that:

- I have read and understand this report; and
- all of the information provided in this report is true.

Full legal name	Smith	Neville		Desmond	
	Family name	First given name		Secondary give	en names
Title	Chief Executive Officer, Director				
Name of issuer/underwriter/ investment fund manager	Pennine Petroleum Corporation				
Telephone number	4032774421	Email address de	il address des.smith@penninecorp.com		
Signature	"Neville Desmond Smith"	Date	2017	05	26
			YYYY	MM	DD

ITEM 11- CONTACT PERSON

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.

 \checkmark Same as individual certifying the report

Full legal name				Title
	Family name	First given name	Secondary given names	
Name of company				
Telephone number		E	mail address	

Notice - Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedules 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the security regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.