

Closing Date: February 8, 2012 1:00 P.M. Winnipeg, Manitoba



PUBLIC OFFERING OF CROWN OIL AND GAS RIGHTS

The undersigned will receive offers to purchase oil and gas leases as described in **SCHEDULE A**, up to 1:00 P.M. (Manitoba official time) on the 8th day of February, 2012.

Each offer must be enclosed in a separately sealed envelope with "Lease Offer – February 8, 2012" clearly indicated on the outside of the envelope, and be accompanied, where applicable, by the following:

- a) The cash bid of the bidder;
- b) Rent for each lease for the first year at the rate of \$3.50 per hectare;
- c) An application fee of \$400.00 per lease;
- d) Method of payment (electronic transfer of funds company account);
- e) The full name and address for service of the party the agreement is to be issued to;
- f) Where the agreement is to be issued in undivided interests, each interest should be clearly indicated;
- g) The G.S.T. Registration Number for each party wishing to have an interest in the agreement.

The bonus, rental and fee must be submitted by electronic funds transfer. All authorizations for electronic funds transfer must be filed with the Branch on an approved form (Attachment No. 1) as set forth in Informational Notice 09-02 (enclosed). It is the company's responsibility to ensure that relevant account information remains current. A company may cancel this authorization at any time by written notice to the Petroleum Registrar. **Authorizations for the February 8, 2012 sale must be received no later than January 11, 2012. Bank drafts and certified cheques will not be accepted**, unless the bidder has been granted special prior exemption by the Petroleum Registrar.

The bidder is responsible for having sufficient funds in its account on sale day to cover all bids, rentals and fees. If the Branch is notified by the bank that insufficient funds are available, the parcel(s) will be awarded to the next highest bidder. Manitoba reserves the right to refuse future bids and/or posting requests by that bidder.

The bidder may request that consideration be given on another parcel or parcels, if an offer on one or more parcels is not successful, provided that the intent and order of choice is clearly stated and provided that alternative offers are for specific amounts. Any offer received contrary to these conditions or the regulation, will not be considered.

All offers should be mailed to:

Petroleum Registrar
Manitoba Innovation, Energy and Mines
Petroleum Branch
1395 Ellice Avenue, Suite 360
Winnipeg Manitoba R3G 3P2

or handed to any person acting for the Registrar at the office of the Petroleum Branch, 1395 Ellice Avenue, Suite 360, Winnipeg, Manitoba.

Leases granted shall be subject to the applicable Acts and Regulations in force from time to time.

Manitoba reserves the right to reject any or all offers received and to refund to the person making an offer any funds received from them.

Printed sale results will be provided, when available, to all parties participating in the sale and to other parties upon request. Sale results may be obtained by contacting Angela Hiebert, Leasing Clerk at (204) 945-6578 or through our home page on the internet at www.gov.mb.ca/iem/petroleum.

Dated at Winnipeg, Manitoba this 4th day of January, 2012.

The Petroleum Branch is committed to providing quality service to all its clients. If you have any comments regarding the Manitoba Crown Land Tenure System and administrative policies related to the Crown Disposition Regulation, please contact the undersigned at the address noted above, or by telephone at (204) 945-8102 and fax at (204) 945-0586.

Dan Surzyshyn
Petroleum Registrar

Schedule A
Oil and Gas Leases
February 8, 2012

Parcel No.	Section	Township	Range	Meridian	Hectares	
A1	*	Lsd.'s 5, 6, 7, & 8 of 20	3	21	WPM	64
A2	*	Lsd. 1 of 18	3	28	WPM	16
A3	*	SW ¹ / ₄ of 16	6	27	WPM	320
	*	S ¹ / ₂ of 22				
	*	W ¹ / ₂ of 24				
A4	*	NE ¹ / ₄ of 20	6	27	WPM	320
	*	All 29				
A5	*	All 28	6	27	WPM	256
A6	*	E ¹ / ₂ & SW ¹ / ₄ of 30	6	27	WPM	192
A7	*	N ¹ / ₂ of 32	6	27	WPM	128
A8	*	Ptn. NE ¹ / ₄ of 5 (Undivided ¹ / ₂ interest)	7	26	WPM	128
	*	SW ¹ / ₄ of 6				
A9	*	N ¹ / ₂ of 29	7	26	WPM	256
	*	E ¹ / ₂ of 30				
A10	*	N ¹ / ₂ of 32	7	26	WPM	128
A11	*	S ¹ / ₂ & NW ¹ / ₄ of 4	7	27	WPM	192
A12	*	SW ¹ / ₄ of 6	8	26	WPM	64
A13	*	E ¹ / ₂ & SW ¹ / ₄ of 16	8	26	WPM	320
	*	SW ¹ / ₄ & NE ¹ / ₄ of 22				
A14	*	SE ¹ / ₄ of 18	8	26	WPM	64

Schedule A
Oil and Gas Leases
February 8, 2012

Parcel No.	Section	Township	Range	Meridian	Hectares
A15	NW¼ of 20	8	26	WPM	320
	All 29				
A16	E½ & SW¼ of 27	8	26	WPM	192
A17	All 11	8	27	WPM	448
	S½ of 12				
	SE¼ of 14				
A18	SE¼ of 36	8	27	WPM	64
A19	Lsd.'s 7 & 8 of 14	9	28	WPM	32
A20	E½ of 18	11	28	WPM	128
A21	N½ of 31	11	28	WPM	448
	E½ & SW¼ of 35	11	29	WPM	
	SE¼ & NW¼ of 36				
A22	SE¼ & N½ of 2	11	29	WPM	192
A23	NW¼ of 12	11	29	WPM	64
A24	NW¼ of 14	11	29	WPM	64
A25	NE¼ of 20	11	29	WPM	384
	All 29				
	SE¼ of 32				
A26	NE¼ of 22	11	29	WPM	64
A27	S½ of 28	11	29	WPM	128

Schedule A
Oil and Gas Leases
February 8, 2012

Parcel No.	Section	Township	Range	Meridian	Hectares
A28	* N½ of 16	12	27	WPM	128
A29	* S½ of 20	12	27	WPM	128
A30	* SE¼ of 28	12	27	WPM	64
A31	* NW¼ of 28	12	27	WPM	64
A32	SE¼ & NW¼ of 2 All 11 NE¼ of 22	12	28	WPM	448
A33	* N½ of 29 Above Base of Devonian Duperow	13	27	WPM	128
A34	* SE¼ of 16 Above Base of Devonian Duperow	14	28	WPM	64
A35	* W½ of 20 Above Base of Devonian Duperow	14	28	WPM	128
A36	* E½ of 24 Above Base of Devonian Duperow	14	28	WPM	128
A37	* NE¼ of 26 Above Base of Devonian Duperow	14	28	WPM	64
A38	* SE¼ of 28 Above Base of Devonian Duperow	14	28	WPM	64
A39	* NW¼ of 28 Above Base of Devonian Duperow	14	28	WPM	64
A40	* S½ & NW¼ of 30 Above Base of Devonian Duperow	14	28	WPM	192

Schedule A
Oil and Gas Leases
February 8, 2012

Parcel No.	Section	Township	Range	Meridian	Hectares
A41	* E½ & NW¼ of 32 Above Base of Devonian Duperow	14	28	WPM	192
A42	* NE¼ of 6 Above Base of Devonian Duperow	14	29	WPM	64
A43	* E½ & NW¼ of 36 Above Base of Devonian Duperow	14	29	WPM	192
A44	SE¼ of 16	17	26	WPM	64
A45	W½ & NE¼ of 32	17	26	WPM	192
A46	* NW¼ of 2	17	27	WPM	64
A47	* SW¼ of 10	17	27	WPM	64
A48	* SW¼ of 12	17	27	WPM	64
A49	* S½ of 14	17	27	WPM	128
A50	* Ptn. S½ of 34	17	27	WPM	126.193
A51	SW¼ & NE¼ of 6	18	27	WPM	128
A52	NE¼ of 16	18	27	WPM	64
A53	Ptn. E½ of 18	18	27	WPM	126.849
A54	S½ of 28	18	27	WPM	128
A55	NW¼ of 32	18	27	WPM	64
A56	All 4	19	28	WPM	256

* Refer to Addendum

ADDENDUM TO
PUBLIC OFFERING OF
CROWN OIL AND GAS RIGHTS

February 8, 2012

Parcel A1

This parcel falls within the legally designated Whitewater Lake WMA and is immediately adjacent to the Whitewater Lake Important Bird Area. The lake edge and riparian habitat in the area may support grebe colonies; other wetland birds of significance; Forester's Fern and narrow sandbars could support the Endangered Piping Plover. Surface access will not be permitted for any purpose including seismic testing, the drilling of temporary or permanent wells or any other disturbance. Directional Boring would be required if this parcel is leased. Prior to any activity, the holder will be required to obtain the approval of the Director of Western Region, Manitoba Conservation and the Director of Petroleum, Manitoba Innovation Energy & Mines of a development plan. Activities will be permitted only if they fully comply with an approved development plan.

Parcel A2

This parcel is under Private Surface ownership in an area containing nesting and foraging habitat utilized by Burrowing Owls, Sprague's Pipits, Loggerhead Shrikes and Baird's Sparrow which are species protected under the federal *Species at Risk Act* and the *Manitoba Endangered Species Act*. This parcel is also utilized by the Chestnut-collared Longspur, which are very rare in Manitoba. Special conditions may be placed on drilling and production operations in this area.

Parcel A3

The locations under this parcel are under Private Surface ownership with the S $\frac{1}{2}$ of 22-6-27 WPM and the NW $\frac{1}{4}$ of 24-6-27 WPM containing nesting and foraging habitat utilized by Loggerhead Shrikes which are a species protected under the federal *Species at Risk Act* and the *Manitoba Endangered Species Act*. Special conditions may be placed on drilling and production operations in this parcel.

Parcel A8

The locations under this parcel are under Private Surface ownership with the NE $\frac{1}{4}$ Sec. 5-7-26 WPM containing nesting and foraging habitat utilized by Loggerhead Shrikes which are a species protected under the federal *Species at Risk Act* and the *Manitoba Endangered Species Act*. Special conditions may be placed on drilling and production operations in this parcel.

Parcel A9

The locations under this parcel are under Private Surface ownership with the NE $\frac{1}{4}$ Sec. 29-7-26 WPM containing nesting and foraging habitat utilized by Loggerhead Shrikes which are a species protected under the federal *Species at Risk Act* and the *Manitoba Endangered Species Act*. Special conditions may be placed on drilling and production operations in this parcel.

Parcel A17

The locations under this parcel are under Private Surface ownership with the exception of the N½ Sec. 11-8-27 WPM. The S½ Sec. 11-8-27 WPM and SE¼ Sec. 14-8-27 WPM are next to Crown Lands which are being reviewed for protection. These parcels may be owned by conservation agencies or under Conservation Agreement. Special conditions may be placed on drilling and production operations in these areas.

The NE¼ Sec. 11-8-27 WPM contains Loggerhead Shrike, treed Grassland, nesting and foraging habitat utilized by the Ferruginous Hawk which are species protected under the federal *Species at Risk Act* and the *Manitoba Endangered Species Act*. The N½ Sec. 11-8-27 WPM has been identified as containing critical habitat and is being reviewed for protection. Surface access will not be permitted for any purpose including seismic testing, the drilling of temporary or permanent wells or any other disturbance. Directional Boring would be required if this parcel is leased. Prior to any activity, the holder will be required to obtain the approval of the Director of Western Region, Manitoba Conservation and the Director of Petroleum, Manitoba Innovation Energy & Mines of a development plan. Activities will be permitted only if they fully comply with an approved development plan.

Parcel A18

This parcel is under Private Surface ownership in an area containing nesting and foraging habitat utilized by Loggerhead Shrike which are a species protected under the federal *Species at Risk Act* and the *Manitoba Endangered Species Act*. Special conditions may be placed on drilling and production operations in this parcel.

Parcel A25

The locations under this parcel are under Private Surface ownership in areas next to protected lands managed by Ducks Unlimited Canada. These locations may also be owned by conservation agencies or under Conservation Agreement. Special conditions may be placed on drilling and production operations in these areas.

Parcel A28, A29, A30 and A31

These parcels are under Private Surface ownership and may contain nesting and foraging habitat utilized by Chestnut-collared Longspur. These parcels may be owned by conservation agencies or under conservation Agreement. Special conditions may be placed on drilling and production operations in these parcels.

Parcel A33

This parcel is under Private Surface ownership and is located next to the Upper Assiniboine Wildlife Management Area which is proposed for protection. This parcel may be owned by conservation agencies or under Conservation Agreement. Special conditions may be placed on drilling and production operations in this area.

Parcel A2

This parcel is in an area containing a Pending Potash Permit QP-180.

Parcels A3, A4,A5, A6, A7,A8,A9, A10, A12, A13,A14, A15 and A16

These parcels are in areas containing a Pending Potash Permit QP-171

Parcels A11, A17 and A18

These parcels are in areas containing a Pending Potash Permit QP-170

Parcels A33, A34 and A42

These parcels are in areas containing a Potash Permit No. QP-172

Parcels A35, A36,A37, A38, A39, A40, A41 and A43

These parcels are located in an area containing Potash Permit QP-168. All Holders who are awarded any of the parcels within QP-168 are requested to contact Mr. W.S. Ferreira Ltd. 91 Lakeshore Road, Winnipeg, Manitoba R3T 4A7, prior to any oil and gas activity within the permit area.

Parcels A46, A47, A48, A49 and A50

These parcels are in areas containing a Pending Potash Permit QP-174.

For further information regarding the above noted parcels, please contact:

Mr. Keith Lowdon, Director
Petroleum Branch
Innovation, Energy and Mines
Ph: (204) 945-6574

Manitoba

Industry, Economic Development
and Mines



Petroleum

360-1395 Ellice Avenue
Winnipeg MB R3G 3P2
CANADA

Phone: (204) 945-6577
Fax: (204) 945-0586

October 13, 2005

INFORMATIONAL NOTICE 05-02

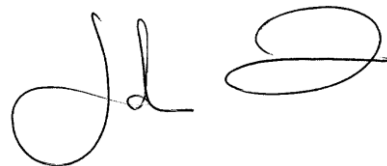
Withdrawal of Crown Oil and Gas Rights from Disposition

Effective immediately, the Department of Industry, Economic Development and Mines will not be accepting applications under Subsection 2(2) of the Crown Disposition Regulation for the disposition of Crown oil and gas rights by public sale in the area currently under potash disposition for exploration and/or development ("potash disposition area") outlined in Schedule A. This Notice does not affect the rights of holders of existing dispositions of Crown oil and gas rights in the potash disposition area.

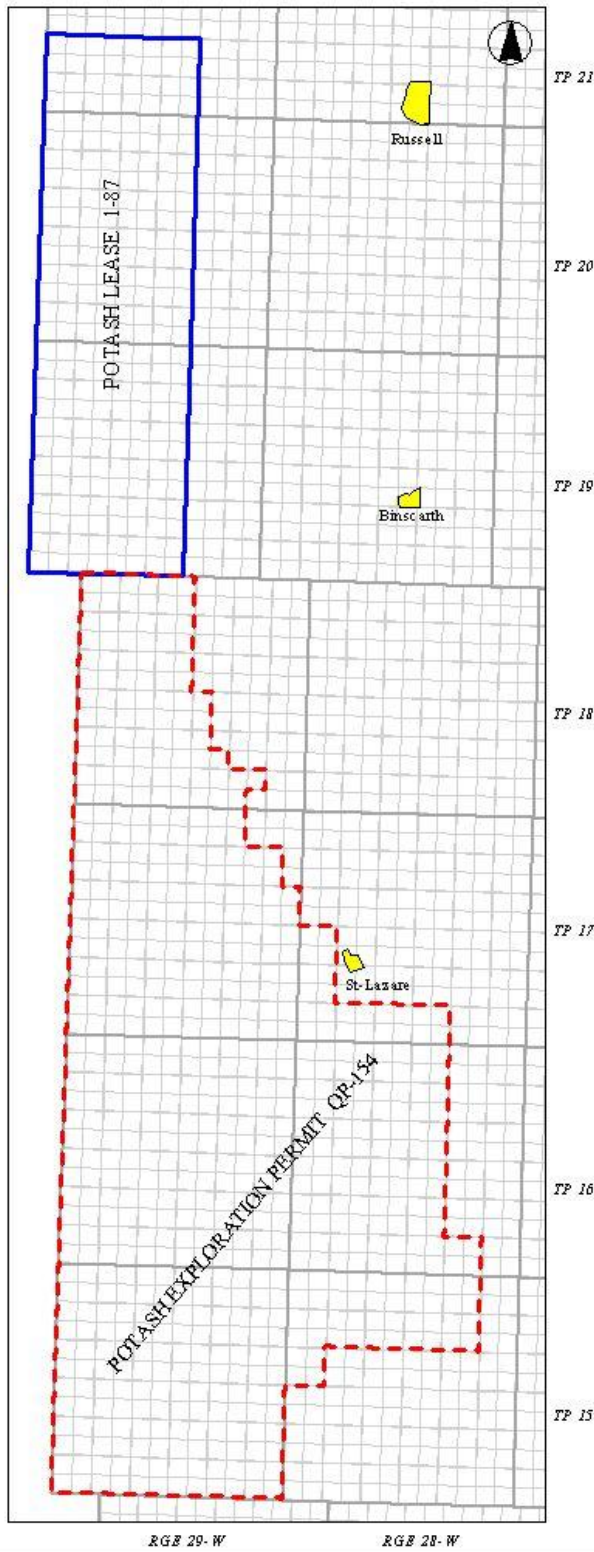
A potash lease in the Russell area has been held by the Manitoba Potash Corporate since 1987. The Department is in the process of issuing a potash exploration permit in the St. Lazare area to Agrium Inc. The term of the potash exploration permit is five years and may be extended in accordance with the provisions of the Potash Exploration Permit Regulation under *The Mines and Minerals Act*.

Oil and gas operations have the potential to adversely impact the integrity of potash deposits. In order to mitigate this risk, the Department has decided not to dispose of Crown oil and gas rights in the potash disposition area while holders of potash dispositions undertake activities to evaluate potash deposits. The Department hopes the orderly development of the province's subsurface resources will maximize the value of these resources for the future benefit of all Manitobans.



The Department's decision not to dispose of oil and gas rights in the potash disposition area will be reviewed at the end of the term of the potash exploration permit or earlier in the event of surrender of all or a portion of the permit area or termination of the potash lease or exploration permit.



John N. Fox, P.Eng.
Director



SCHEDULE A
POTASH DISPOSITION AREA

-  POTASH EXPLORATION PERMIT
-  POTASH LEASE

SCALE: 1:250 000

DATED: SEPT. 27, 2005



Innovation, Energy and Mines

Petroleum Branch
360-1395 Ellice Ave, Winnipeg MB R3G 3P2
T 204-945-6577 F 204-945-0586
www.manitoba.ca

INFORMATIONAL NOTICE 09-02

MAY 7, 2009

**Mandatory Electronic Fund Transfer at
Manitoba Public Offerings of Crown Oil and Gas Lease Rights**

On August 23, 1995, the Petroleum Branch introduced electronic transfer of funds for payment of bonuses, rentals and fees submitted with bid offerings at Manitoba Public Offerings of Crown Oil and Gas Lease Rights. This initiative has been very well received by industry and has resulted in a significant reduction in administrative activities for both industry and Branch staff.

To streamline Crown oil and gas procedures, effective with the August 13, 1997 sale, the Petroleum Branch requires mandatory payment of bonuses, rentals and fees be submitted with bid offerings by Electronic fund transfer. Bank drafts or certified cheques are not acceptable unless the bidder has been granted special exemption by the Petroleum Registrar.

All authorizations for electronic funds transfer must be filed with the Branch on an approved form (Attachment No. 1). The authorization should be prepared on company letterhead, witnessed or executed under seal and submitted to the Branch not less than five weeks prior to the date of the sale.

An authorization provided to the Branch does not have to be renewed for each sale. However, it is the company's responsibility to ensure that relevant account information remains current. A company may cancel this authorization at any time by written notice to the Petroleum Registrar.

On sale day, once the successful bids are determined, the total amount owing by the company (any bonus, rental or fee) will be electronically withdrawn from the company's account.

The bidder is responsible for having sufficient funds in its account on sale day to cover all its bids, rentals and fees. If we are notified by the bank that insufficient funds are available, the parcel(s) will be awarded to the next highest bidder. The Department reserves the right to refuse future bids and/or posting requests by that bidder.

If you have any questions or comments in this regard, please contact the Petroleum Registrar at least one week prior to the sale date.

Keith Lowdon
Director

ATTACHMENT NO. 1

(COMPANY LETTERHEAD)

Date:

Phone:

Innovation, Energy and Mines
Petroleum Branch
360 - 1395 Ellice Avenue
Winnipeg, MB R3G 3P2

Attention: **Mr. Keith Lowdon**
Director of Petroleum

Dear Sir:

Re: Remittance for Crown Oil and Gas Rights

Please accept this document as authority for Manitoba Innovation, Energy and Mines to debit our bank account on the understanding that any such debit will only be used to facilitate the payment by (name of company) for successful bids for Crown oil and gas rights. The debit will be limited to the amount of said successful bids, including any bonus, fees and applicable rent. The treatment of each payment shall be the same as if (name of company) had issued a cheque authorizing the bank to pay the amount indicated from our account.

It is further understood and agreed that (name of company) will have recourse to Innovation, Energy and Mines for the recovery of debits made by the Department for purposes that have not been authorized by this document.

This authorization may be canceled by (name of company) at any time by written notice to the Department.

Your receipt of this authorization constitutes delivery by us.

Dated: _____

(Name of company)

(Corporate Seal)

Per: _____
Treasurer, Comptroller or Director or Manager of Finance,
or similar authority. The signatory should have some
responsibility for financial or banking matters in the company.

Account Name:

Account No.:

Bank:

Branch:

Address:

Bank Transit No.:



Innovation, Energy and Mines

Petroleum Branch
360-1395 Ellice Ave, Winnipeg MB R3G 3P2
T 204-945-6577 F 204-945-0586
www.manitoba.ca

INFORMATIONAL NOTICE 11-02

March 23, 2011

**SCHEDULE OF PUBLIC OFFERINGS OF MANITOBA
CROWN OIL AND GAS RIGHTS - 2012**

The Department of Innovation Energy and Mines has scheduled four Public Offerings of Crown Oil and Gas Rights in 2012.

The sale dates and corresponding closing dates prior to which the Department will entertain requests to have rights posted are:

<u>Sale Date</u>	<u>Closing Date for Posting</u>
February 8, 2012	November 11, 2011
May 9, 2012	February 10, 2012
August 8, 2012	May 11, 2012
November 14, 2012	August 10, 2012

Posting requests must be in writing, indicate the form of disposition requested and be received at the office of the Petroleum Branch, Winnipeg, Manitoba on or before the respective closing date shown above. In determining the terms and conditions under which such rights shall be offered for sale preference will be given to requests containing drilling commitments indicating time limits and deepest formation to be tested.

Sale Notices, listing the parcels offered and outlining sale procedures together with any special terms and conditions will be:

1. Mailed to all parties on the mailing list maintained by the Petroleum Branch; and,
2. Posted on the Department's internet site located at www.gov.mb.ca/stem/petroleum.

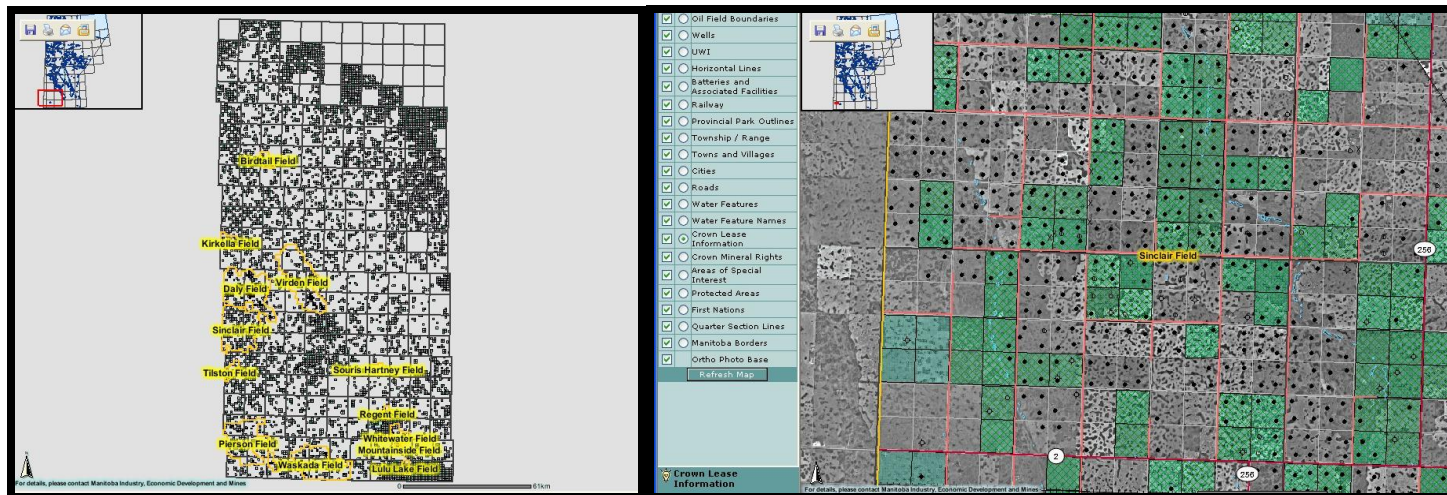
Keith Lowdon,
Director

Cette information existe également en français.

PETROLEUM GIS MAP

The Petroleum GIS Map is available on the Petroleum Branch web site located at www.gov.mb.ca/petroleum/gis/index.html. The map covers an area in southwestern Manitoba including Townships 1 to 22; Ranges 19 to 29 WPM. Users can use on-line tools to query, view and download data including:

- Crown Oil and Gas Dispositions
- Batteries/Associated Facilities
- Ortho Photos
- Wells
- Technical Well Files
- Oil & Gas Mineral Ownership
- Oilfield Boundaries



Rec	LICENCE	MAP_STATUS	LSD	SECTION	TOWNSHIP	RANGE	EASTING	NORTHING	UTM_SOURCE	TECHDOC_UR
1	5197	Producer	10	31	07	29	326429	5498623.79	Original Plat	http://www.gov.mb.ca/iedm/petroleum/documents/technical/5197.pdf

Well and lease information

- Partial Listing of available documents:
- Well Bore Coordinates
- Licence Info
- Completion/Workover
- Geological Reports
- Drilling Info.
- Survey Platte
- Synoptic
- Initial Production Report
- Core/Water Analysis
- Reservoir Tests
- Geological Applications
- Agreements

Options

Bookmarks

- 5195 11-07-07-29 W1 Drilling Tours 17.tif
- 5195 11-07-07-29 W1 Drilling Tours 18.tif
- 5195 11-07-07-29 W1 Drilling Tours 2.tif
- 5195 11-07-07-29 W1 Drilling Tours 3.tif
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- 5195 11-07-07-29 W1 Drilling Tours 9.tif
- 5195 11-07-07-29 W1 Geological 1.tif
- 5195 11-07-07-29 W1 Geological 2.tif
- 5195 11-07-07-29 W1 Geological 3.tif
- 5195 11-07-07-29 W1 Geological 4.tif
- 5195 11-07-07-29 W1 Initial Production Report 1.tif
- 5195 11-07-07-29 W1 Licence 1.tif
- 5195 11-07-07-29 W1 Licence 2.tif
- 5195 11-07-07-29 W1 Licence 3.tif
- 5195 11-07-07-29 W1 Licence 4.tif
- 5195 11-07-07-29 W1 Licence 5.tif
- 5195 11-07-07-29 W1 Licence 6.tif
- 5195 11-07-07-29 W1 Licence 7.tif

Attachments

Comments

Industry, Trade and Mines Petroleum

APPLICATION FOR WELL LICENCE

In compliance with The Oil and Gas Act and the Drilling and Production Regulation, application is hereby made for a well licence for:

TUNDRA SINCLAIR 11-7-29 WPM
(well name and location)

By: Tundra Oil and Gas Ltd. Manitoba Corporation No. _____
(name of well owner)

1111 One Lombard Place, Winnipeg, Manitoba, R3B 0X4 (204) 934-5850 (204) 934-5820
(address of well owner) (telexphone) (fax)

Surface Location: LSD 11 Section 7 Township 7 Range 29 WPM
Ground Elevation: 524.60 metres above sea level

Surface Co-ordinates Directional or Horizontal Well
Bottomhole Co-ordinates

553.60 metres South of North boundary of Sec 7 metres North of South boundary of Sec _____
646.47 metres East of West boundary of Sec 7 metres East of West boundary of Sec _____

Surface Owner: Roger & Leanne Poirier (1830) Occupant: _____
Royalty Owner(s) Richard Borreson (4899) Theima Surdam (4930)

Oil and Gas Rights Leased By: Tundra Oil and Gas Ltd. Agent: Brad Thiessen
(Name of Oil and Gas Lease Agent and Corporation)

Crown Reservation or Lease No.: _____

Type of Well: Oil and Gas x Other _____
(specify)

Projected Total Depth: 1085 metres in the Lyleton Formation

Casing Size	Weight	Grade	From	To	Estimated Cemented Interval
O.D. (mm)	(lb/ft)				

Link to scanned technical well files to view/print

The following maps are available for view and download in our GIS map gallery.

- Sinclair Field Map
- Well Location Map #7 – Twps 1-22, Rges 19-29
- Well Location Map Twp's 1-45, Rges 29W1 – 1E1
- Crown Oil and Gas Rights Map
- Pool Location Map

To view a list of other maps, please visit www.gov.mb.ca/petroleum/pubcat/index.html

For GIS questions please contact:
Christine Winter - GIS Technician/Internet Coordinator
Petroleum Branch, Virden Manitoba
Phone: (204)748-4264
Email: Christine.Winter@gov.mb.ca