



March 19, 2015

Manitoba Mineral Resources
Petroleum Branch
Suite 360, 1395 Ellice Avenue
Winnipeg, Manitoba
R3G 3P2
Attention: Mr. Keith Lowdon, Director, Petroleum

Manitoba Mineral Resources
Petroleum Branch
Suite 360, 1395 Ellice Avenue
Winnipeg, Manitoba
R3G 3P2
Attention: Mr. Leonardo Leonen, Technical Engineering Officer

**RE: APPLICATION FOR A NEW UNIT NO. 15 AND NEW ENHANCED RECOVERY SCHEME IN
THE BAKKEN-THREE FORKS POOL IN SECTION 15-007-29W1M
IN THE DALY SINCLAIR FIELD**

IHS Associates Inc. (IHS) on behalf of Red River Oil Inc. (Red River), operator and working interest owner of the subject lands and wells, submits this application for approval for a new Unit No. 15 (**Exhibit 1**) and a new enhanced oil recovery scheme by the injection of water into wells 100/05-15-007-29W1M and 100/12-15-007-29W1M in the Middle Bakken and Three Forks Formation (Bakken-Three Forks B Pool - 01 62B) to improve oil production from Section 15-007-29W1M, in accordance with Sections 116 and 134 of the Oil and Gas Act of Manitoba (OGAM) and Section 71 of the Drilling and Production Regulation of Manitoba (DPRM).

The proposed new scheme is west of Red River's existing Sinclair Unit No. 4 Project that began injection in 2009.

SUMMARY

The Sinclair portion of the Daly Sinclair Oil Field is located in Townships 007 and 008 Ranges 28 and 29 W1M (**Exhibit 2**). Since discovery in 2004, the main oilfield area was developed with vertical wells at 16 hectare spacing on primary production. Since early 2009, a significant portion of the main oilfield has been unitized and placed on enhanced oil recovery by waterflood, mainly from the Lyleton A and B members of the Three Forks Formation. Recently, horizontal well development has been successfully used to further develop and recover oil from the Bakken-Three Forks Formation in the Field.

ER by waterflood has been proven to be effective in the Daly Sinclair Bakken-Three Forks Pool by Red River and offset operators.

- Red River is a working interest owner and operator in the area of application.
- Injection water for the proposed Sinclair Unit No.15 will be supplied from Red River's produced water from surrounding Bakken- Three Forks wells via Red River's battery and injection facility located at 08-16-007-29W1M. These are the same facilities servicing Red River's Sinclair Unit No. 4 waterflood scheme.
- The injected water will be confined to the producing zone.
- Red River expects to recover 10-15% of initial oil in place, incremental to primary production, in Section 15-007-29W1M.

This application is being submitted simultaneously with an application for a new waterflood unit and project area Unit No. 16 comprised of N/2 18, 19 and W/2 20-007-29W1M.

Exhibits 1 and 2 – Approval Area and Field Map

Maps illustrating the application area and mineral ownership in the Daly Sinclair Bakken-Three Forks B Pool are included in **Exhibit 1**. Sections 15-007-29W1M is subject to default spacing stipulating one well per pool per legal subdivision (LSD) with centre targets in accordance with Section 11 of the DPRM. To date, there are 6 horizontal and one vertical well that have been drilled within the application area. All are currently producing. The Bakken-Three Forks B Pool is a very large pool; production history for those wells offsetting the area of application and potentially having an impact or being impacted by the proposed new scheme have been shown on the map and included on the well status summary in **Exhibit 1**.

Exhibit 3 – Equity and Notification

Red River is the only well licensee and lessee in the Bakken-Three Forks B Pool within the application area. The application area contains a mixture of Crown and freehold lessors. Red River and Tundra are the lessees offsetting the area of application with the lessors being a mixture of Crown and freehold owners. Offsetting wells are licensed to Red River or Tundra Oil and Gas Limited (Tundra), primarily. The required setbacks have been adhered to in the wells in and offsetting Section 15-007-29W1M to insure there will be no adverse impact on offset wells.

Sample notification letters to the lessors, lessees, well licensees and surface owners has been attached in **Exhibit 3** along with the record of mailing and receipt of registered letters to the recipients, as required. Letters were mailed March 19, 2015.



As required by Section 71 (e) of the DPRM, letters to the surface owners were sent by Canada Post 'double registered'. The registration record is attached and will be updated as individuals pick up their letters and complete the registration return. Please note all confidential information has been included in Exhibit 13 and is only available to Manitoba Petroleum Branch staff.

After the 3 week notification period elapses, the results of the notification will be forwarded to the Manitoba Petroleum Branch. No concerns or objections have been received to date, and none are expected. A land data map, land schedules, well status summary and proof of notification are attached.

Exhibit 4 – Original Oil in Place and Unit Tract Factor Allocation

Net pay mapping and volumetrics were used to estimate the Original Oil in Place (OOIP) for the Bakken-Three Forks B Pool in the Sections 15-007-29W1M application area. As shown in **Exhibit 4, Table 1**, the OOIP is estimated to be $838.3 \times 10^3 \text{m}^3$ (5,272,591 barrels). Supporting geological data for the OOIP estimation is discussed further in Exhibits 7-10.

Total remaining oil in place per legal subdivision (LSD) was used as the basis to determine the Unit Tract Factors (UTF). Remaining oil in place was calculated by subtracting the cumulative oil production per LSD (production calculated from the Production Allocation percentage per horizontal or vertical well contained for each LSD) from the OOIP per LSD. OOIP and UTF calculations for all individual LSD's based on this methodology have been calculated to 9 decimal places, results of these calculations are attached in **Exhibit 4**.

Red River proposes that the official name of the new Unit shall be Sinclair Unit No. 15 and that Red River Oil Inc. will be the operator of record for Sinclair Unit No. 15. The unitized zone(s) to be water flooded in the Sinclair Unit No. 15 will be the Middle Bakken and Three Forks formations.

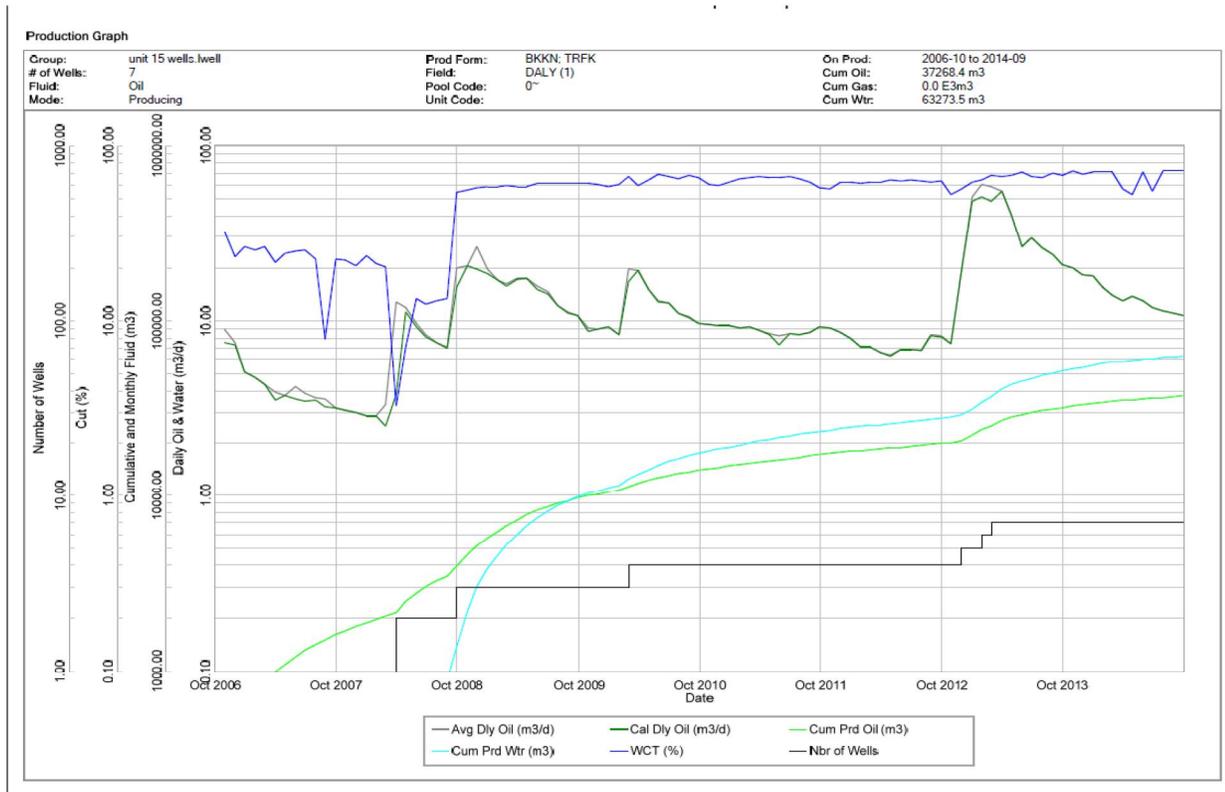
Exhibit 5 – Reserves and Production Data

The proposed Sinclair Unit No. 15 project area is located within Township 007 Range 29 W1 of the Daly Sinclair oil field. The proposed Unit 15 currently consists of 7 existing producing wells within the application area. The production, as at September 30, 2014 for the individual wells is:

UWI	On Production	Last Production	Current Oil Producing Rate m ³ /cday	Cum Oil m ³	Cum Gas 10 ³ m ³	Cum Water m ³
100/01-15-007-29W1/0	October 2006	September 2014	0.5	5552	-	1657.5
100/03-15-007-29W1/0	March 2008	September 2014	2.0	7342	-	8592
102/03-15-007-29W1/0	February 2013	September 2014	2.8	3948	-	7022
100/05-15-007-29W1/0	November 2012	September 2014	2.1	4873	-	8076
100/09-15-007-29W1/0	September 2008	September 2014	1.2	9248	-	22126
100/12-15-007-29W1/0	January 2013	September 2014	1.6	2218	-	6320
100/15-15-007-29W1/0	February 2010	September 2014	0.6	4086	-	9480

A group production plot for the application area wells is shown below, individual well production plots can be found in **Exhibit 5**. Oil production commenced from the proposed Unit area in October 2006 in vertical well 100/01-15-007-29W1/0 (01-15). Well 01-15 continues to produce today. Well 01-15 is the only vertical well on the section; the remaining 6 wells are horizontal wells. From the group production plot it is evident that when each horizontal well was brought on a significant uplift in the production occurred but declined quickly. There are several production peaks but the most recent occurred in March 2013 at 55.5 m³/calendar day (cday), with 7 wells on production. Production from section 15-007-29W1 has since declined to 10.8 m³/cday in September 2014, with the same 7 wells on production. On a monthly basis, oil production peaked in March 2011 at 1,720 m³/month with 7 wells on production but has since declined to 323 m³/month in September 2014. Red River believes implementing the waterflood will significantly improve production and overall recovery in the proposed scheme area and

reduce the rate of decline in the horizontal producers.



All section 15-007-29W1M wells produce from the Daly Sinclair Bakken-Three Forks B Pool. As previously mentioned, a well status summary of wells in and offsetting the area of application is included in the attachments (**Exhibit 2**).

As at September 2014, 37,268 m³ of oil and 63,274 m³ of water have been produced from the wells in Section 15-007-29W1M. This equates to a recovery of 4.4% of the original oil in place at watercuts in the 60-70% range. There are currently 7 wells on production in section 15 -007-29W1M. Red River estimates 8.5% of the OOIP or 71,258 m³ will be recovered through primary depletion. Based on the success of the offsetting schemes, Red River estimates an incremental 10-15% of the initial oil in place or 83,827 m³ (527,259 barrels) to 125,741 m³ (790,888 barrels) of oil is recoverable by implementing a new ER in Section 15-007-29W1M in the Bakken-Three Forks B Pool.

A table outlining Bakken-Three Forks reservoir parameters can be found below.



RESERVOIR	
Formation Rock and Fluid Parameters	Sinclair Unit No. 15
Formation pressure (kPa)	9,500
Saturation pressure (kPa) Bubble pressure	2,034
Formation temperature	30°C
Current estimated pressure (kPa)	4,500
GOR (m ³ /m ³)	6-10
Oil Gravity	42° API
Oil Viscosity (cp)	4.94
Oil density (kg/m ³)	815.6
Produced water specific gravity	1.08
S _{oi} (fraction)- Initial oil saturation	0.55
S _{wi} (fraction)- initial water saturation	0.45
S _{or} (fraction)- Residual Oil saturation	NA
S _{wirr} (fraction)- Irreducible water saturation	NA
Wettability	Moderately oil wet
Average air permeability mD	Lyleton/Three Forks Member 0.3-1.5; 1-15 Middle Bakken 0.3-5
k _{oi} (effective) initial permeability to oil	NA
k _{wf} (effective) final permeability to water	NA
Average porosity	Lyleton/Three Forks Member 15.2% Middle Bakken 14.7%
produced water pH	7.1-7.3
produced water TDS	125,000

Waterflood Production Forecast

Due to the unconventional nature of the reservoir, reservoir simulation cannot be used to accurately model and predict ultimate recoveries and sweep efficiency of the proposed waterflood. The absence of water breakthrough in offsetting waterfloods increases the difficulty in obtaining a production match and hence a reliable reservoir model for predictive purposes.

Red River believes the offsetting Red River Unit No. 9 (shown below) and Tundra waterflood projects are suitable analogues because the geology and well spacing is similar. Red River's Unit No. 15 scheme will be comprised of horizontal producers and injectors as is the case in Red River's Unit No. 9 scheme. Based on the results from Red River's Sinclair Unit No.9, and other offsetting waterflood projects, Red River expects to see a general flattening of the oil decline within 3-6 months of the start of injection.

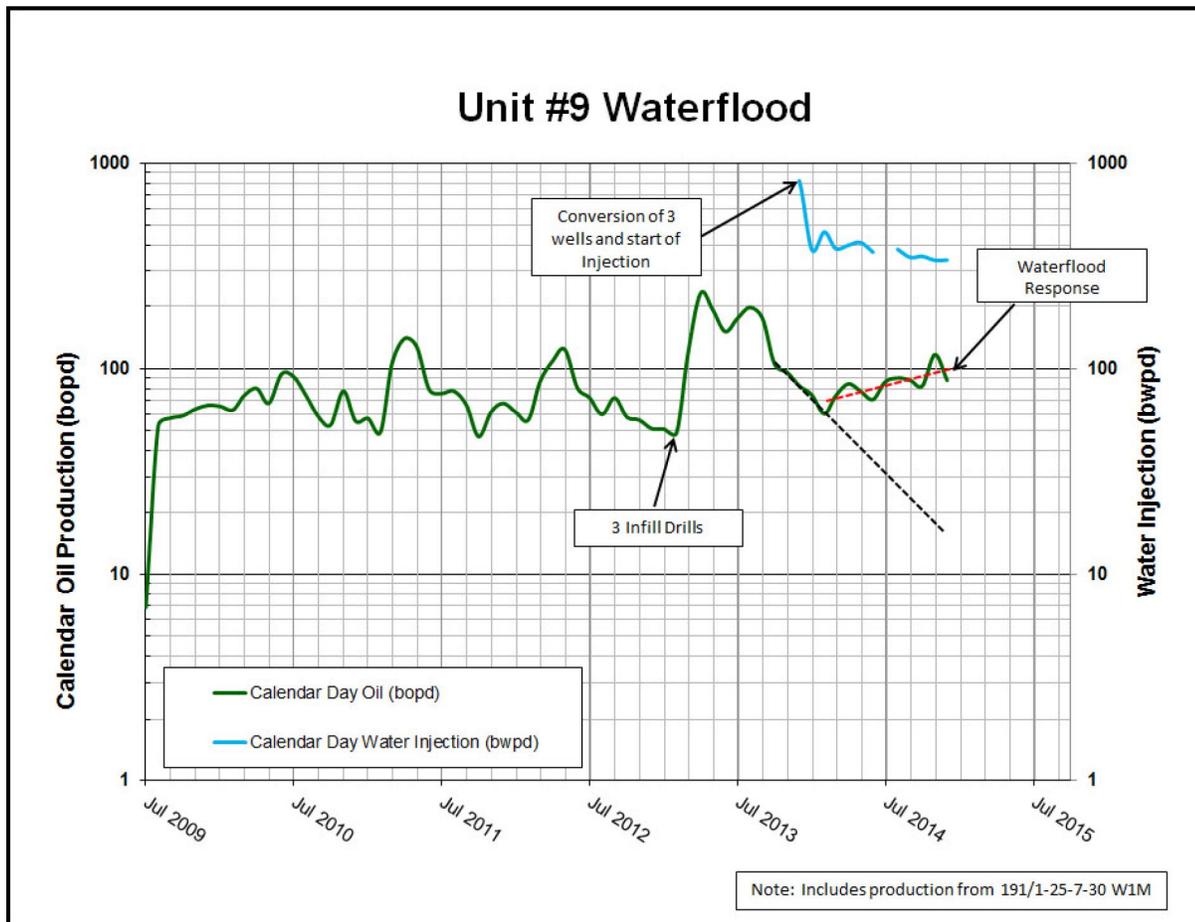


Exhibit 6 – Development Plan

As previously discussed, there are 6 producing horizontal and one producing vertical well in the Bakken Three Forks B Pool within the application area. It is Red River’s intention to convert 2 existing horizontal producers to injectors as shown in **Exhibit 6**.

The proposed Sinclair Unit No. 15 will be serviced by the existing battery and injection facility located at 08-16-007-29W1. The water to be injected will be filtered Bakken-Three Forks produced water.

Under the current primary depletion strategy, existing wells within the proposed Sinclair Unit No. 15 will be deemed uneconomic when the net oil rate and net oil price revenue stream becomes less than the current producing operating costs. With any positive oil production response under the proposed waterflood scheme, Red River expects the economic limit will be significantly delayed into the future. The actual economic cut off will be a function of net oil price and the production rate response to the waterflood versus the scheme operating costs.

Exhibits 7-10 Geology

Red River Oil Inc. is currently developing light 42 degree API oil from the Bakken-Three Forks reservoir system in the Sinclair area with long reach horizontal wells and multi-stage frac completions. Waterflooding is the next phase in optimizing reserve recovery from this play. This application is being made to establish a new waterflood Unit in Section 15-7-29W1M of the Sinclair Bakken-Three Forks B pool.

Initial production from Section 15 commenced in October 2006 at the vertical well 100/1-15-7-29W1. Subsequently, 6 horizontal wells were drilled across Section 15 in the Bakken-Three Forks reservoir system over a five year period from 2008 to 2013. Red River plans to convert two of these horizontal wells 100/5-15-7-29W1 and 100/12-15-7-29W1 to water injectors in order to set up the water flood scheme.

Producing zones of interest for this waterflood application are the Upper Devonian Lyleton A Member of the Three Forks Formation and the immediately overlying Mississippian Middle Bakken Siltstones. Horizontal wells have undulated through both the Three Forks Lyleton A Member and the Bakken Siltstones over the length of the laterals.

Stratigraphy

Exhibit 7 is a Cross-section that ties three wells on and in the immediate vicinity of Section 15-7-29W1. Bakken Siltstones are highlighted, immediately overlying Three Forks Lyleton A dolomitic siltstones. Upper Bakken Shales and Red Bed Shales represent effective top and bottom seals to the Bakken Siltstone / Lyleton A reservoir package and will contain water injection to allow for effective sweep efficiencies.

The Lyleton A Member of the Three Forks Formation was deposited in an evaporitic, shallow marine tidal flat / sabkha setting. Three distinct cleaning upward cycles make up the Lyleton A section in this area. These cycles grade upward from green shale/dolomitic siltstone breccias (poorer grade reservoir core porosity of 0.12-0.19, K_{max} 0.3-1.5mD) into cleaner, more massive ripple bedded dolomitic siltstones (best reservoir core Phi 0.12-0.19, K_{max} 1.0-15.0mD). Cycles 1, 2 and 3 highlighted on cross-section A-A' represent the top of each of these cleaning upward zones. These cycles can be correlated across the entire Sinclair area and represent excellent continuous reservoir units in which to efficiently sweep oil via water flood. The Lyleton A member is the primary oil producing horizon in this area and is approximately 3.5 - 7.0 m thick with net pay in the order of 1.5 - 3.7 m. Net pay mapping and core data plots of the Lyleton A member are attached in **Exhibit 8**.

The Middle Bakken Siltstones unconformably overlie the Three Forks in this area. Bakken silts were deposited in a shallow marine setting and in this area are made up fine lee laminated quartzose

siltstones, very fine sands and shales. Core porosities of 0.09-0.18 and permeabilities of 0.3-5 mD are characteristic of this zone. The silts thicken over the western half of Section 15 from 1.0 - 4.0 m where they erosively cut out and replace the upper section of the Three Forks reservoir system. Net pay mapping and core data plots of the Middle Bakken Siltstones member are attached in **Exhibit 9**.

Three D seismic mapping of the Upper Bakken Shale in the Sinclair area provides detailed control on the structural configuration of the Bakken Siltstone/Lyleton A reservoir package. **Exhibit 10** is a depth converted 3D seismic structure map of the Upper Bakken Shale over Section 15-7-29W1. This map shows an undulating and SW dipping surface across Section 15. This mapping is used to design the trajectory of horizontal wells to maximize reservoir contact during drilling. No faults in the reservoir package were observed on 3D seismic or encountered in the horizontal wells drilled across these lands to date. No obvious fluid contacts have been recognized within the Bakken Siltstone/Lyleton A reservoir package on the proposed waterflood unit lands.

Volumetric reserve estimates for Section 15-7-29W1 have been determined on an LSD basis by quantifying the Bakken Siltstones and Three Forks Lyleton A reserves separately. Summing these separate analyses gives an accurate assessment of OOIP for this reservoir package.

Pressure Data

The original reservoir pressure in the project area is estimated to be 9.5 MPa. No recent or representative pressure surveys are currently available from the horizontal producing wells within the proposed Unit 15 project area; however, it is expected that current reservoir pressure is lower due to production from these producers.

Exhibit 11 – Wellbore Schematic

Completion data from the existing producing wells within the project area indicate an actual fracture pressure gradient range of 16 to 18 kPa/m true vertical depth (TVD). Red River expects the fracture gradient that will be encountered during completion of the proposed horizontal infill wells to be similar to these values. A typical waterflood injection well schematic is shown in **Exhibit 11**.

Exhibit 12 – Water Injection Facility Schematic Details and Corrosion Control Details

The Sinclair Unit No. 15 waterflood operation will utilize the existing battery and injection plant located at 08-16-007-029W1M. Produced water from the Bakken Three Forks B is to be filtered and injected at the 08-16-7-29W1 facility. Operational practices to prevent corrosion related failures along with injection facility and wellhead schematics are Included in **Exhibit 12**.

Waterflood Operating Strategy

The 7 wells to be included in the proposed Sinclair Unit No. 15 are:

Proposed Producers

100/01-15-007-29W1
100/03-15-007-29W1
102/03-15-007-29-W1
100/09-15-007-29W1
100/15-15-007-29W1

Proposed Injectors

100/05-15-007-29W1
100/12-15-007-29W1

Red River will review and monitor the water filtration and treatment system as part of a routine maintenance program. Injection well rates vs. time plots will be monitored for evidence of any injection restriction due to wellbore skin build up.

Existing horizontal producers will be converted for the proposed waterflood as shown in the attachments.

Wellhead injection pressures will be maintained below the lesser value of either:

- the area specific known and calculated fracture gradient, or
- the licensed surface injection Maximum Wellhead Injection Pressure (MWIP)

Red River has a thorough understanding of area fracture gradients. A management program will be utilized to set and routinely review injection target rates and pressures vs. MWIP and the known area formation fracture pressures. All water injection wells will be surface equipped with injection volume metering and rate/pressure control (**Exhibit 12**). An operating procedure for monitoring water injection volumes and meter balancing will also be utilized to monitor the entire system measurement and integrity on a daily basis. The proposed Unit 15 horizontal water injection well rates are forecasted to average 15 – 35 m³/cday of water to meet voidage requirements.

Annual Reporting and Monitoring

In accordance with Section 73 of the DPRM and Section 116 of the OGAM, Red River will submit an annual EOR report within 60 days after the end of each calendar year.

The solution gas to oil ratio (Rs) is virtually zero in the Daly Sinclair Bakken-Three Forks Pool. Consequently, all initial production is primarily a result of depletion drive in this dead oil system. Therefore, Red River believes paying strict attention to and managing volumes withdrawn versus volumes injected is key to the success of this proposed waterflood scheme. Red River is implementing the scheme very early in the life of Sections 15-007-29W1M. Hence, initially Red River intends to inject water volumes 1.0-1.5 times the fluid withdrawal volumes from the section in order to achieve a cumulative voidage ratio as close as possible to 1.0.



Red River's Unit No. 15 waterflood surveillance and annual reporting will consist of the following:

- a) the oil production rate, injection rate, GOR, and WOR during each month for each injection pattern and for the whole project;
- b) the cumulative volume of oil, gas, and water produced and fluid injected for each injection pattern and for the whole project at the end of the year;
- c) the monthly wellhead injection pressure for each injection well;
- d) a summary of the results of any survey of reservoir pressure conducted during the year;
- e) the date and type of any well servicing conducted during the year;
- f) voidage replacement ratio calculations on a monthly and cumulative basis for the project area;
- g) an outline of the method used for quality control and treatment of the injected fluid;
- h) a report of any unusual performance problems and remedial measures taken or being considered;
- i) any other information that the operator or director considers necessary to evaluate the performance of the project.

Red River will review the data for trends and anomalies and provide an analysis if appropriate.

Emergency Response Plan (ERP)

A site specific ERP for this ER scheme is not required. Red River Oil does have an ERP for the Greater Sinclair Area.

In summary, we believe implementation of a new ER scheme in Section 15-007-29W1M in the Bakken-Three Forks B Pool will respond similarly to the nearby Red River and Tundra schemes and is necessary to maximize oil recovery in this portion of the Pool.

In support of the application the following information has been attached:

- | | |
|-----------|--|
| Exhibit 1 | Application Area and Lessor/Lessee Maps and Lists |
| Exhibit 2 | Sinclair Daly Pool Map and Well Status Summary |
| Exhibit 3 | Notification Lists, Sample Letters and Proof of Notification |
| Exhibit 4 | Original Oil in Place and Unit Tract Factor Allocation |
| Exhibit 5 | Reserves and Production Data |
| Exhibit 6 | Development Plan |
| Exhibit 7 | Cross Section |
| Exhibit 8 | Lyleton A Net Pay Mapping and Core Interpretation |



- Exhibit 9 Middle Bakken Net Pay Mapping and Core Interpretation
- Exhibit 10 Structural Mapping
- Exhibit 11 Wellbore Schematic
- Exhibit 12 Water Injection Facility Schematic and Corrosion Control Details
- Exhibit 13 Confidential Information

We trust this information and application meets your requirements and in the interest of conservation of the oil, your earliest attention to this application would be appreciated. Please contact the undersigned at 403-213-4250 if you have any questions or discussions regarding this application.

Yours truly,
IHS Global Canada Ltd.



Robyn Swanson, P. Eng, C.E.T.
Senior Engineer

Phone: 403.213.4250

Email: robyn.swanson@ihs.com

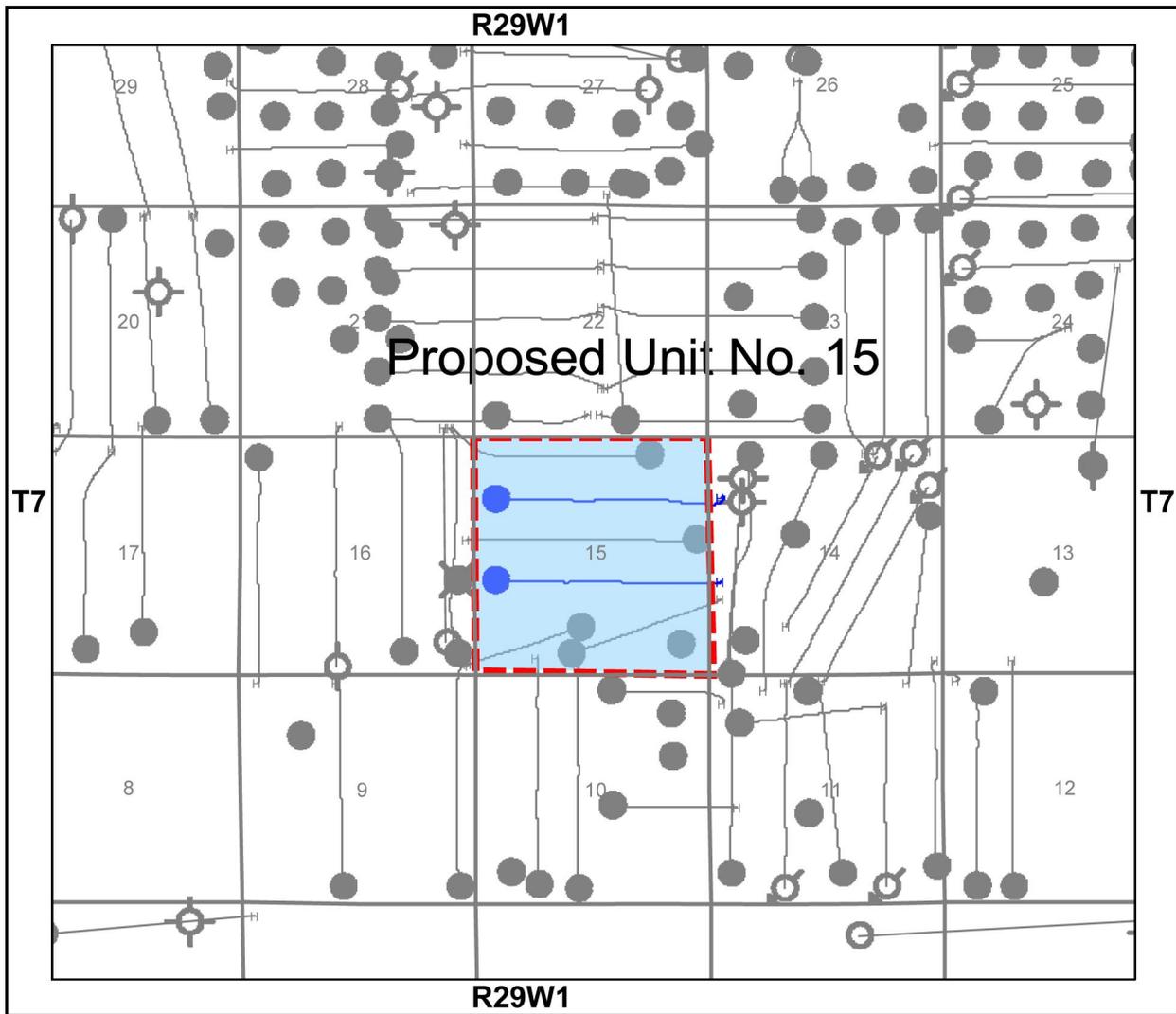
cc. Ken Frankiw, Red River
Ben MacIsaac, Red River

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EXHIBIT 1 APPLICATION AREA AND LESSOR/LESSEE MAPS AND LISTS



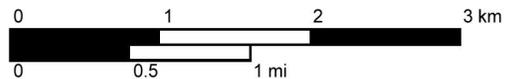


Datum: NAD83 Projection: Stereographic DLS Version AB: ATS 4.1, BC: PRB 2.0, SK: STS 2.5, MB: MLI07

Map Legend	
Grid	Gas Injection
DLSS Grid	Heavy Oil
Section	Injection
Township/Range	Location
Culture	Oil
First Nation Reserves	Oil & Gas
Wells	Service or Drain
Abandoned Gas	Suspended
Abandoned Heavy Oil	Suspended Gas
Abandoned Oil	Suspended Heavy Oil
Abandoned Oil & Gas	Suspended Oil
Abandoned Service	Suspended Oil & Gas
Drilling	Lists
Dry & Abandoned	Wells - Injectors (Injectors)
Gas	

Center: 49.5724, -101.3382

Scale: 1:50,000



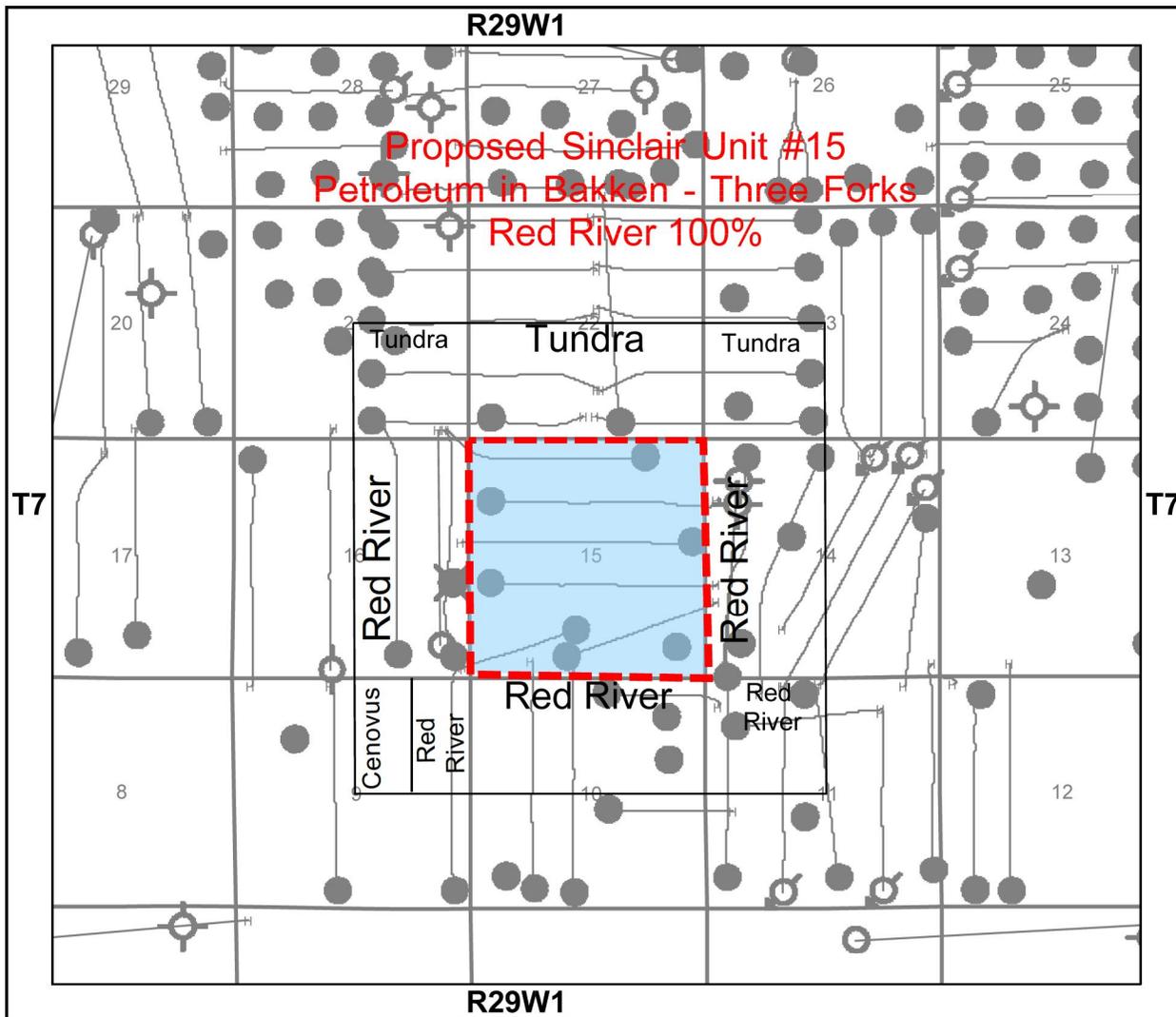


Daly Sinclair Field, MB
Application Area
Development Plan Unit No. 15

Erin Boyd, February 23, 2015

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Datum: NAD83 Projection: Stereographic DLS Version AB: ATS 4.1, BC: PRB 2.0, SK: STS 2.5, MB: MLI07

Map Legend	
Grid	✱ Gas
DLSS Grid	✱ Gas Injection
— Section	✱ Heavy Oil
— Township/Range	✱ Injection
Culture	○ Location
— First Nation Reserves	● Oil
Wells	✱ Oil & Gas
✱ Abandoned Gas	✱ Service or Drain
✱ Abandoned Heavy Oil	◇ Suspended
✱ Abandoned Oil	✱ Suspended Gas
✱ Abandoned Oil & Gas	✱ Suspended Heavy Oil
✱ Abandoned Service	✱ Suspended Oil
⊕ Drilling	✱ Suspended Oil & Gas
⊕ Dry & Abandoned	

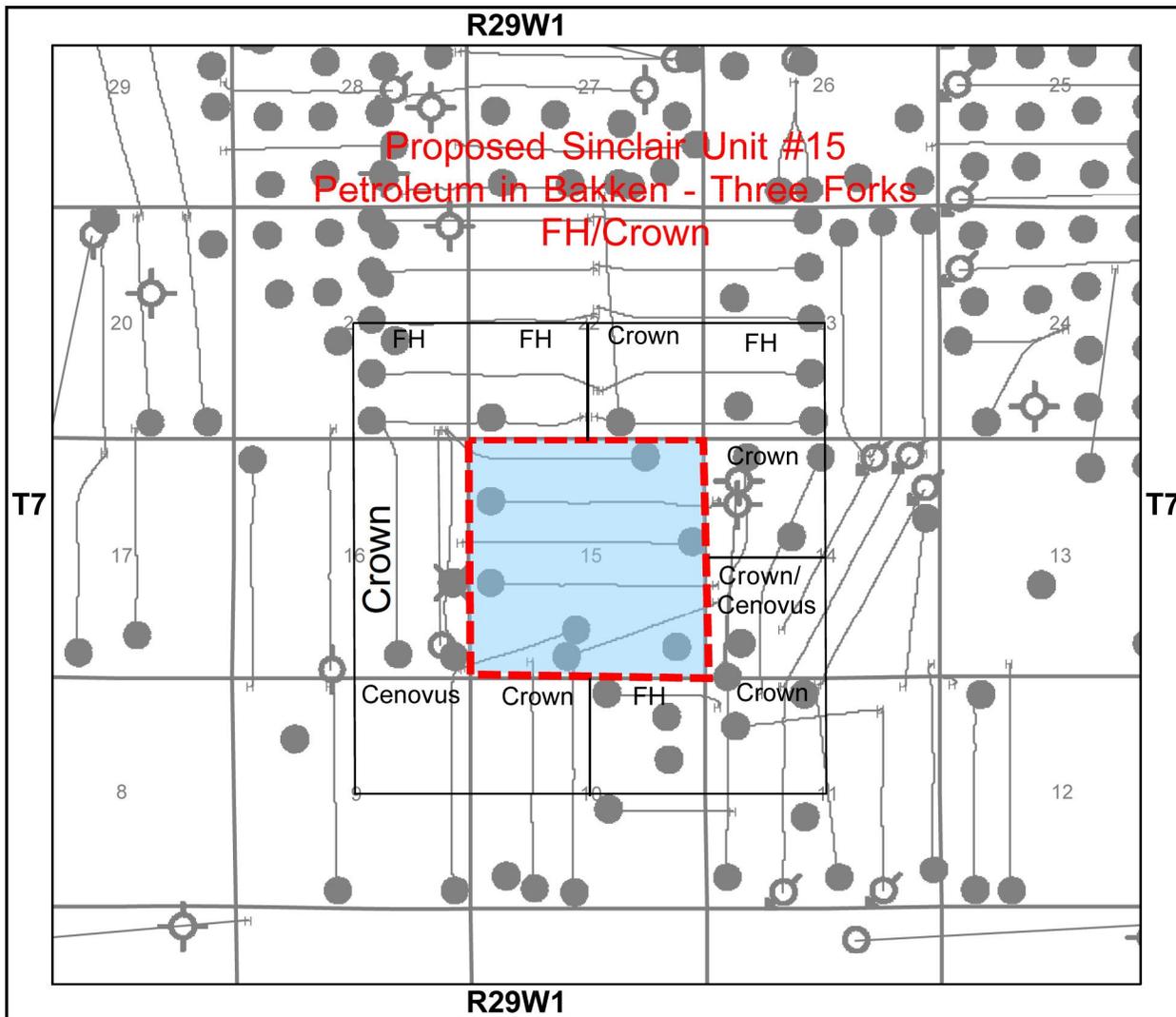
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Daly Sinclair Field, MB
Lessees

EB, January 20, 2015

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Datum: NAD83 Projection: Stereographic DLS Version AB: ATS 4.1, BC: PRB 2.0, SK: STS 2.5, MB: MLI07

Map Legend	
Grid	✱ Gas
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Culture	○ Location
— First Nation Reserves	● Oil
Wells	✱ Oil & Gas
✱ Abandoned Gas	✱ Service or Drain
✱ Abandoned Heavy Oil	◇ Suspended
✱ Abandoned Oil	✱ Suspended Gas
✱ Abandoned Oil & Gas	✱ Suspended Heavy Oil
✱ Abandoned Service	✱ Suspended Oil
⊕ Drilling	✱ Suspended Oil & Gas
⊕ Dry & Abandoned	

Center: 49.5724, -101.3375
 Scale: 1:50,000

Daly Sinclair Field, MB
 Lessors

EB, January 20, 2015

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EXHIBIT 2 SINCLAIR DALY POOL MAP AND WELL STATUS SUMMARY



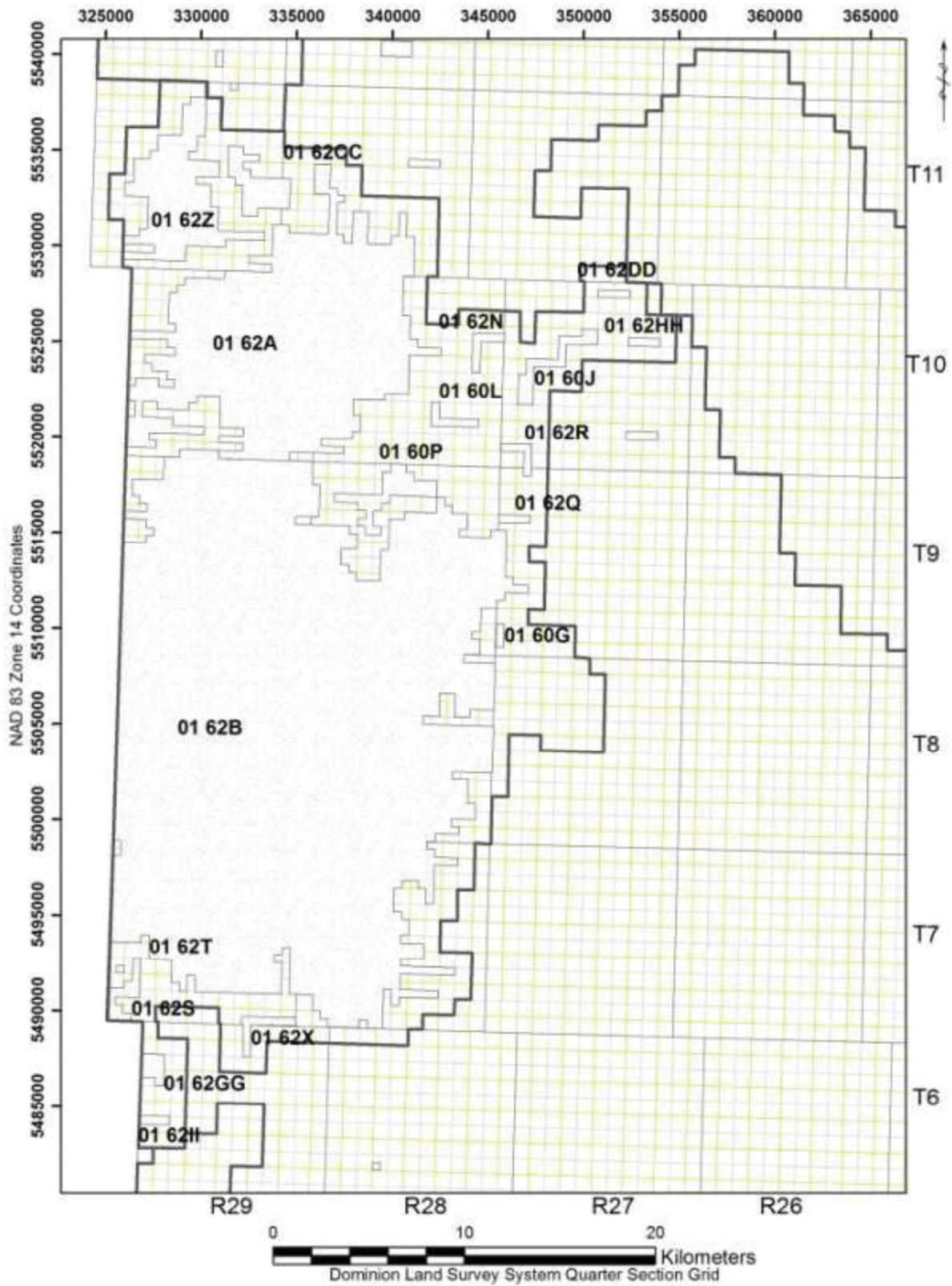


Figure 13 - Daly Sinclair Bakken & Bakken-Torquay Pools (01 60A-0160P & 01 62A-01 62II).

Daily Sinclair Field, MB
Well Status Summary

UWI	Mode	Fluid	License Number	Current Licensee	Field Name	Pool Name	Producing Zone	On Prod Date	Last Prod Date	Cum Gas (E3m3)	Avg Dly Gas First(3) Prod (E3m3/d)	Avg Dly Gas Last(3) Prod (E3m3/d)	Cum Oil (m3)	Avg Dly Oil First(3) Prod (m3/d)	Avg Dly Oil Last(3) Prod (m3/d)	Cum Water (m3)	Avg Dly Water First(3) Prod (m3/d)	Avg Dly Water Last(3) Prod (m3/d)	
Inside Application Area																			
100/01-15-007-29W1/0	Producing	Oil	006022	RED RIVER OIL INC.	DAILY	BAKKEN-THREE FORKS B	BKKN	01/10/2006	30/09/2014	C0	0.0	0.0	5552.1	7.1	0.5	1657.9	2.7	0.2	
100/03-15-007-29W1/0	Producing	Oil	006626	RED RIVER OIL INC.	DAILY	BAKKEN-THREE FORKS B	BKKN	01/03/2008	30/09/2014	C0	0.0	0.0	7342.4	7.9	2.0	8592.1	0.4	6.9	
102/03-15-007-29W1/0	Producing	Oil	009173	RED RIVER OIL INC.	DAILY	BAKKEN-THREE FORKS B	TRK,BKKN	01/02/2013	30/09/2014	C0	0.0	0.0	3948.2	16.4	2.8	7021.5	32.2	5.4	
100/09-15-007-29W1/0	Producing	Oil	008948	RED RIVER OIL INC.	DAILY	BAKKEN-THREE FORKS B	TRK,BKKN	01/11/2012	30/09/2014	C0	0.0	0.0	4873.0	20.0	2.3	8076.5	29.0	4.9	
100/09-15-007-29W1/0	Producing	Oil	006740	RED RIVER OIL INC.	DAILY	BAKKEN-THREE FORKS B	BKKN	01/09/2008	30/09/2014	C0	0.0	0.0	4948.5	13.6	1.2	22126.1	25.6	4.6	
100/12-15-007-29W1/0	Producing	Oil	008949	RED RIVER OIL INC.	DAILY	BAKKEN-THREE FORKS B	TRK,BKKN	01/02/2013	30/09/2014	C0	0.0	0.0	3146.7	8.9	1.6	6095.2	23.8	5.0	
100/15-15-007-29W1/0	Producing	Oil	007182	RED RIVER OIL INC.	DAILY	BAKKEN-THREE FORKS B	BKKN	01/02/2010	30/09/2014	C0	0.0	0.0	4086.4	9.8	0.6	9480.3	20.1	1.8	
Outside Application Area																			
100/01-09-007-29W1/0	Producing	Oil	008047	RED RIVER OIL INC.	DAILY	BAKKEN-THREE FORKS B	TRK,BKKN	01/09/2011	30/09/2014	C0	0.0	0.0	1551.4	3.1	0.8	16069.3	25.8	8.0	
100/03-10-007-29W1/0	Producing	Oil	006730	RED RIVER OIL INC.	DAILY	BAKKEN-THREE FORKS B	BKKN	01/09/2008	30/09/2014	C0	0.0	0.0	4799.6	7.0	0.8	23390.4	28.4	4.9	
102/03-10-007-29W1/0	Producing	Oil	006731	RED RIVER OIL INC.	DAILY	BAKKEN-THREE FORKS B	BKKN	01/10/2008	30/09/2014	C0	0.0	0.0	4228.2	5.1	0.5	33998.0	32.3	6.1	
100/09-10-007-29W1/0	Producing	Oil	005835	RED RIVER OIL INC.	DAILY	BAKKEN-THREE FORKS B	UBKN	01/07/2006	31/08/2007	C0	0.0	0.0	301.9	1.7	0.3	1466.1	9.1	1.5	
100/15-10-007-29W1/0	Producing	Oil	009603	RED RIVER OIL INC.	DAILY	BAKKEN-THREE FORKS B	MIDBK	01/01/2014	30/09/2014	C0	0.0	0.0	1252.3	5.9	2.1	2069.4	10.4	7.5	
100/16-10-007-29W1/0	Producing	Oil	005828	RED RIVER OIL INC.	DAILY	BAKKEN-THREE FORKS B	BKKN	01/08/2006	30/09/2014	C0	0.0	0.0	2352.8	2.9	0.3	3029.3	4.4	0.6	
100/02-11-007-29W1/0	Producing	Oil	006659	RED RIVER OIL INC.	DAILY	BAKKEN-THREE FORKS B	BKKN	01/07/2009	30/09/2014	C0	0.0	0.0	2402.4	3.9	1.4	29174.5	17.9	15.6	
100/04-11-007-29W1/0	Injection	Water Injection	006948	RED RIVER OIL INC.	DAILY	BAKKEN-THREE FORKS B	BKKN	01/07/2009	28/02/2011	C0	0.0	0.0	1138.1	5.7	0.9	6010.3	28.6	7.4	
100/03-11-007-29W1/0	Producing	Oil	005486	RED RIVER OIL INC.	DAILY	BAKKEN-THREE FORKS B	BKKN	01/08/2008	30/09/2014	C0	0.0	0.0	4672.2	8.3	0.9	15642.6	28.9	4.1	
100/13-11-007-29W1/0	Producing	Oil	009531	RED RIVER OIL INC.	DAILY	BAKKEN-THREE FORKS B	TRK,BKKN	01/11/2005	30/11/2011	C0	0.0	0.0	5765.3	4.6	0.0	14706.2	1.5	24.1	
102/13-11-007-29W1/0	Producing	Oil	005779	RED RIVER OIL INC.	DAILY	BAKKEN-THREE FORKS B	TRK,BKKN	01/10/2013	30/09/2014	C0	0.0	0.0	3053.5	12.5	6.0	7287.2	38.3	13.7	
100/04-14-007-29W1/0	Producing	Oil	005819	RED RIVER OIL INC.	DAILY	BAKKEN-THREE FORKS B	BKKN	01/02/2005	30/09/2014	C0	0.0	0.0	4391.6	3.9	0.4	1631.9	5.2	0.2	
100/11-14-007-29W1/0	Producing	Oil	005481	RED RIVER OIL INC.	DAILY	BAKKEN-THREE FORKS B	BKKN,TOOY	01/09/2006	30/09/2014	C0	0.0	0.0	2446.0	4.6	0.5	2905.8	3.7	0.5	
100/12-14-007-29W1/0	Producing	Oil	006712	RED RIVER OIL INC.	DAILY	BAKKEN-THREE FORKS B	BKKN	01/10/2005	30/09/2014	C0	0.0	0.0	1344.2	1.8	0.4	1809.0	4.8	0.2	
100/13-14-007-29W1/0	Abandoned	N/A	006712	RED RIVER OIL INC.	DAILY	N/A	N/A	N/A	N/A										
100/13-14-007-29W1/0	Producing	Oil	006712	RED RIVER OIL INC.	DAILY	BAKKEN-THREE FORKS B	BKKN	01/08/2008	31/07/2011	C0	0.0	0.0	3133.6	11.2	0.0	7665.6	23.1	3.9	
100/14-14-007-29W1/0	Producing	Oil	009165	RED RIVER OIL INC.	DAILY	BAKKEN-THREE FORKS B	TRK,BKKN	01/02/2013	30/09/2014	C0	0.0	0.0	3063.0	14.8	2.3	7651.2	40.3	6.4	
100/15-14-007-29W1/0	Injection	Water Injection	006530	RED RIVER OIL INC.	DAILY	BAKKEN-THREE FORKS B	BKKN	01/01/2008	30/11/2009	C0	0.0	0.0	3890.7	15.6		5337.3	21.0		
100/16-14-007-29W1/0	Injection	Water Injection	006638	RED RIVER OIL INC.	DAILY	BAKKEN-THREE FORKS B	BKKN	01/07/2008	30/11/2009	C0	0.0	0.0	3138.4	9.7		9403.4	27.5		
102/16-14-007-29W1/0	Injection	Water Injection	006734	RED RIVER OIL INC.	DAILY	BAKKEN-THREE FORKS B	BKKN	01/09/2008	30/09/2014	C0	0.0	0.0	8250.2	17.2	2.0	10854.7	15.7	2.4	
100/01-16-007-29W1/0	Producing	Oil	006758	RED RIVER OIL INC.	DAILY	BAKKEN-THREE FORKS B	BKKN	01/07/2009	30/09/2014	C0	0.0	0.0	2227.9	6.5	0.6	10285.3	26.4	2.6	
102/01-16-007-29W1/0	N/A	N/A	009477	RED RIVER OIL INC.	DAILY	N/A	N/A	N/A	N/A										
102/02-16-007-29W1/0	Producing	Oil	006949	RED RIVER OIL INC.	DAILY	BAKKEN-THREE FORKS B	BKKN	01/07/2009	30/09/2014	C0	0.0	0.0	2113.6	4.7	0.4	9975.8	29.0	1.6	
100/08-16-007-29W1/0	Pumping	Oil	005728	RED RIVER OIL INC.	DAILY	BAKKEN-THREE FORKS B	BKKN	01/02/2006	30/11/2008	C0	0.0	0.0	875.7	2.1	0.6	2002.4	5.4	1.5	
100/08-16-007-29W1/0	Disposal	Salt Water	005728	RED RIVER OIL INC.	DAILY	LODGEFOLLE	LDGP	N/A	N/A										
100/02-21-007-29W1/0	Producing	Oil	008225	TUNDRA OIL & GAS PARTNERSHIP	DAILY	BAKKEN-THREE FORKS B	BKKN	01/08/2012	30/09/2014	C0	0.0	0.0	4003.7	7.0	3.3	13003.0	46.6	8.9	
100/02-21-007-29W1/0	Producing	Oil	006281	TUNDRA OIL & GAS PARTNERSHIP	DAILY	BAKKEN-THREE FORKS B	BKKN	01/03/2008	30/09/2014	C0	0.0	0.0	2864.0	2.7	0.4	2942.6	0.0	0.5	
102/02-21-007-29W1/0	Producing	Oil	009317	TUNDRA OIL & GAS PARTNERSHIP	DAILY	BAKKEN-THREE FORKS B	TRK,BKKN	01/10/2013	30/09/2014	C0	0.0	0.0	1212.9	2.0	5.8	3173.7	7.9	11.8	
100/02-22-007-29W1/0	Producing	Oil	007009	TUNDRA OIL & GAS PARTNERSHIP	DAILY	BAKKEN-THREE FORKS B	BKKN	01/08/2009	30/09/2014	C0	0.0	0.0	3205.1	5.0	0.4	10845.7	14.0	1.6	
100/04-22-007-29W1/0	Producing	Oil	005271	TUNDRA OIL & GAS PARTNERSHIP	DAILY	BAKKEN-THREE FORKS B	BKKN	01/07/2004	30/09/2014	C0	0.0	0.0	1932.9	2.1	0.1	4635.3	6.0	0.4	
100/03-23-007-29W1/0	Producing	Oil	008509	TUNDRA OIL & GAS PARTNERSHIP	DAILY	BAKKEN-THREE FORKS B	BKKN	01/08/2012	30/09/2014	C0	0.0	0.0	4067.9	11.5	2.3	12792.8	40.0	7.4	
100/04-23-007-29W1/0	Producing	Oil	006030	TUNDRA OIL & GAS PARTNERSHIP	DAILY	BAKKEN-THREE FORKS B	BKKN	01/10/2006	30/09/2014	C0	0.0	0.0	914.1	1.4	0.1	3369.0	4.0	0.5	
100/06-23-007-29W1/0	Producing	Oil	009316	TUNDRA OIL & GAS PARTNERSHIP	DAILY	BAKKEN-THREE FORKS B	MIDBK	01/10/2013	30/09/2014	C0	0.0	0.0	1507.2	5.6	2.3	4410.9	19.3	7.9	

EXHIBIT 3 NOTIFICATION LISTS, SAMPLE LETTERS AND PROOF OF NOTIFICATION



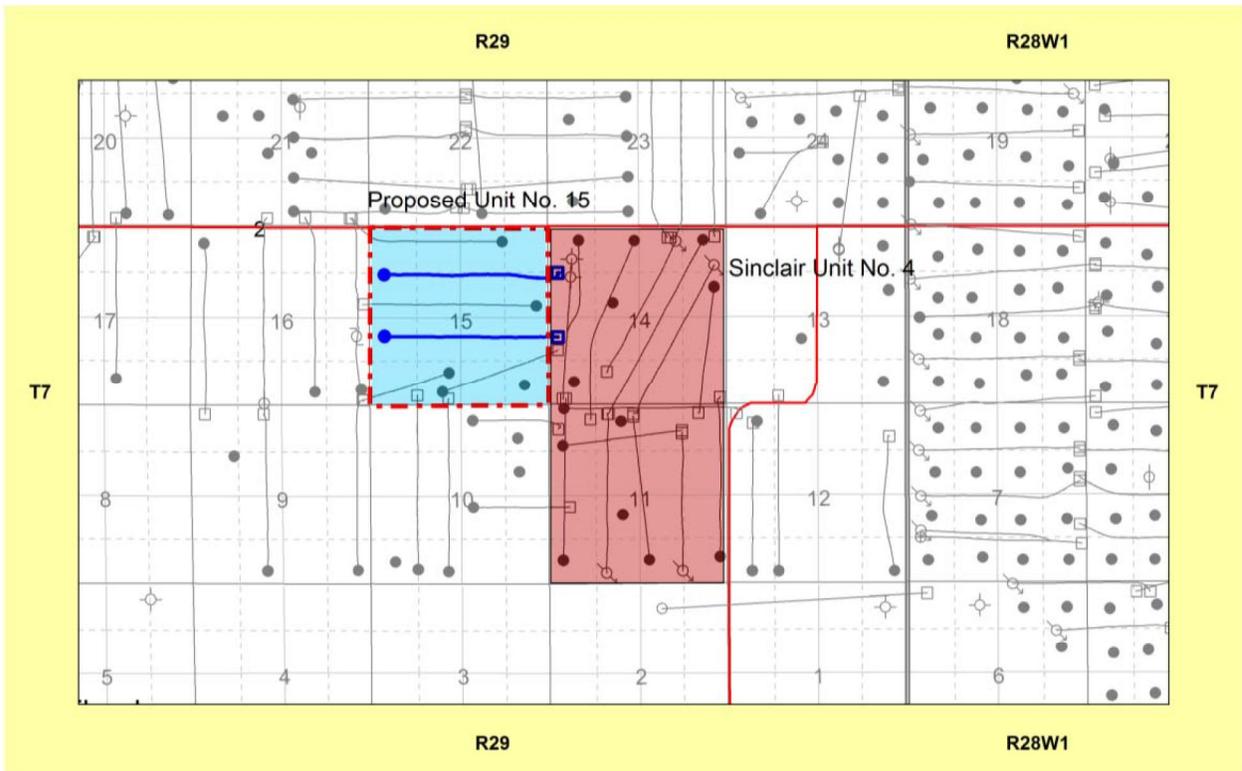
March 13, 2015

PROJECT NO. RED13_1002_A_03

RE: APPLICATION FOR A NEW UNIT NO. 15 AND NEW ENHANCED RECOVERY SCHEME IN THE BAKKEN-THREE FORKS B POOL IN SECTION 15-007-29W1M IN THE DALY SINCLAIR FIELD

ATTN:MINERAL INTEREST OWNERS OFFSETTING THE APPLICATION AREA

IHS Global Canada Limited (IHS) on behalf of Red River Oil Inc. (Red River), operator and working interest owner of the subject lands and wells, submits this application for approval for a new Unit No. 15 and a new enhanced oil recovery scheme by the injection of produced water into wells 100/05-15-007-29 W1M and 100/12-15-007-29 W1M in the Middle Bakken and Three Forks Formation (Bakken and Three Forks B Pool - 01 62B) to improve oil production from the section 15 -007-29W1M, in accordance with Sections 116 and 134 of the Oil and Gas Act of Manitoba (OGAM) and Section 71 of the Drilling and Production Regulation of Manitoba (DPRM).



Note: Proposed injection wells are shown in blue.

SUMMARY

The Sinclair portion of the Daly Sinclair Oil Field is located in Townships 007 and 008 Ranges 28 and 29 W1M. Since discovery in 2004, the main oilfield area was developed with vertical wells at 16 hectare spacing on primary production. Since early 2009, a significant portion of the main oilfield has been unitized and placed on enhanced oil recovery by waterflood, mainly from the Lyleton A and B members of the Three Forks Formation.

- ER by waterflood has been proven to be effective in the Daly Sinclair Bakken Three Forks Pool by offset operators.
- Red River is a working interest owner and operator in the area of application.
- The injected water will be produced water from Red River's surrounding Bakken- Three Forks production.
- The injected water will be confined to this zone.

You are being notified as a mineral owner/well licensee in the Daly Sinclair Bakken and Three Forks B Pool (01 62B Pool), within or 0.5 km offsetting the area of application.

Any questions regarding this application are to be directed to the undersigned at 403.213.4250. If you have any concerns regarding the application, a written submission must be filed with the undersigned, quoting the project number as shown above. Submissions can be sent Attention: Robyn Swanson, to the following address **800 – 112 4th Avenue SW East Tower, Calgary, AB, T2P 0H3** or by fax or e-mail within 15 working days from the date of this letter. The applicant will then contact you to discuss your concerns. Should your concerns remain unresolved, they will be included as a submission to the application when filed with the Manitoba Petroleum Branch.

In the absence of a response on or before 15 working days from the date of this letter, we will assume that you have no objections to the proposed application and the



Manitoba Petroleum Branch may process the application without further contact with you.

Copies of the application may be obtained by contacting the undersigned or may be viewed electronically the Manitoba Petroleum Branch web site at:

<http://www.gov.mb.ca/iem/petroleum/applications/index.html>

Yours truly,
IHS Global Canada Limited



Robyn Swanson, C.E.T., P. Eng.
Senior Technical Advisor

Fax: 403.213.4298
Email: robyn.swanson@ihs.com

cc : Ben Maclsaac, Red River



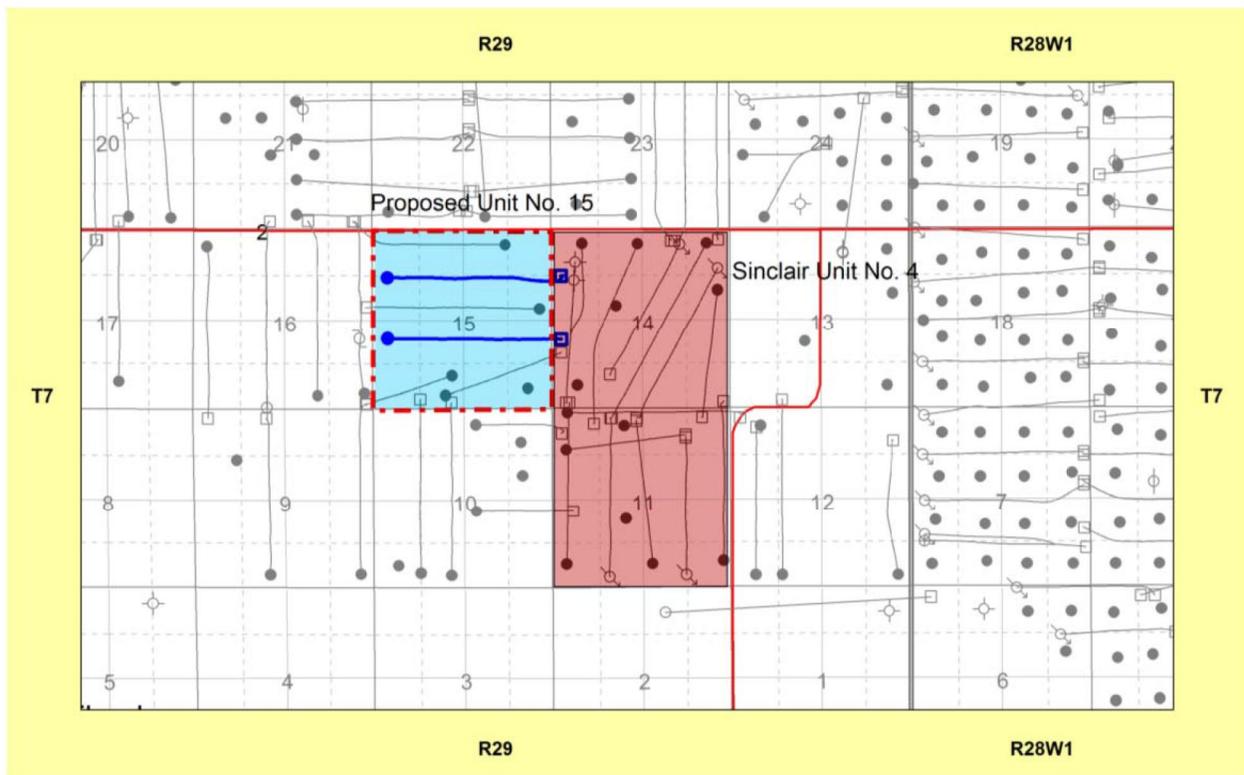
March 13, 2015

PROJECT NO. RED13_1002_A_03

RE: APPLICATION FOR A NEW UNIT NO. 15 AND NEW ENHANCED RECOVERY SCHEME IN THE BAKKEN-THREE FORKS B POOL IN SECTION 15-007-29W1M IN THE DALY SINCLAIR FIELD

ATTN: MINERAL INTEREST OWNERS WITHIN THE APPLICATION AREA

IHS Global Canada Limited (IHS) on behalf of Red River Oil Inc. (Red River), operator and working interest owner of the subject lands and wells, submits this application for approval for a new Unit No. 15 and a new enhanced oil recovery scheme by the injection of produced water into wells 100/05-15-007-29 W1M and 100/12-15-007-29 W1M in the Middle Bakken and Three Forks Formation (Bakken and Three Forks B Pool - 01 62B) to improve oil production from the section 15 -007-29W1M, in accordance with Sections 116 and 134 of the Oil and Gas Act of Manitoba (OGAM) and Section 71 of the Drilling and Production Regulation of Manitoba (DPRM).



Note: Proposed injectors are shown in blue

SUMMARY

The Sinclair portion of the Daly Sinclair Oil Field is located in Townships 007 and 008 Ranges 28 and 29 W1M. Since discovery in 2004, the main oilfield area was developed with vertical wells at 16 hectare spacing on primary production. Since early 2009, a significant portion of the main oilfield has been unitized and placed on enhanced oil recovery by waterflood, mainly from the Lyleton A and B members of the Three Forks Formation.

- ER by waterflood has been proven to be effective in the Daly Sinclair Bakken Three Forks Pool by Red River and offset operators.
- Red River is a working interest owner and operator in the area of application.
- The injected water will be produced water from Red River's surrounding Bakken- Three Forks production.
- The injected water will be confined to this zone.

You are being notified as a mineral owner within the area of application in the Daly Sinclair Bakken and Three Forks B Pool (01 62B Pool).

Copies of the application may be obtained by contacting the undersigned or may be viewed electronically on the Manitoba Petroleum Branch web site at: <http://www.gov.mb.ca/iem/petroleum/applications/index.html>

If you have any questions regarding the application, please contact:

Ben MacIsaac

Phone: 403-930-2842

Email: bmacisaac@redriveroil.ca

Red River Oil Inc.

Suite 600, 521 – 3rd Avenue SW

Calgary, Alberta

T2P 3T3

Should your concerns remain unresolved, they will be included as a submission to the application when filed with the Manitoba Petroleum Branch.

In the absence of a response on or before **15 working days** from the date of this letter, we will assume that you have no objections to the proposed application and the Manitoba Petroleum Branch may process the application without further contact with you.



In addition, if you have no objections to the proposed application, the attached Unit No. 15 Agreement, approved by the Manitoba Petroleum Branch, requires your review and signature. Kindly execute the agreement along with all the counterpart execution pages and return the counterpart execution pages to Red River's Offices for distribution. We request that the Unit Agreement be executed no later than **March 31, 2015**.

Yours truly,
IHS Global Canada Limited



Robyn Swanson, C.E.T., P. Eng.
Senior Technical Advisor

Fax: 403.213.4298

Email: robyn.swanson@ihs.com

cc : Ben MacIsaac, Red River



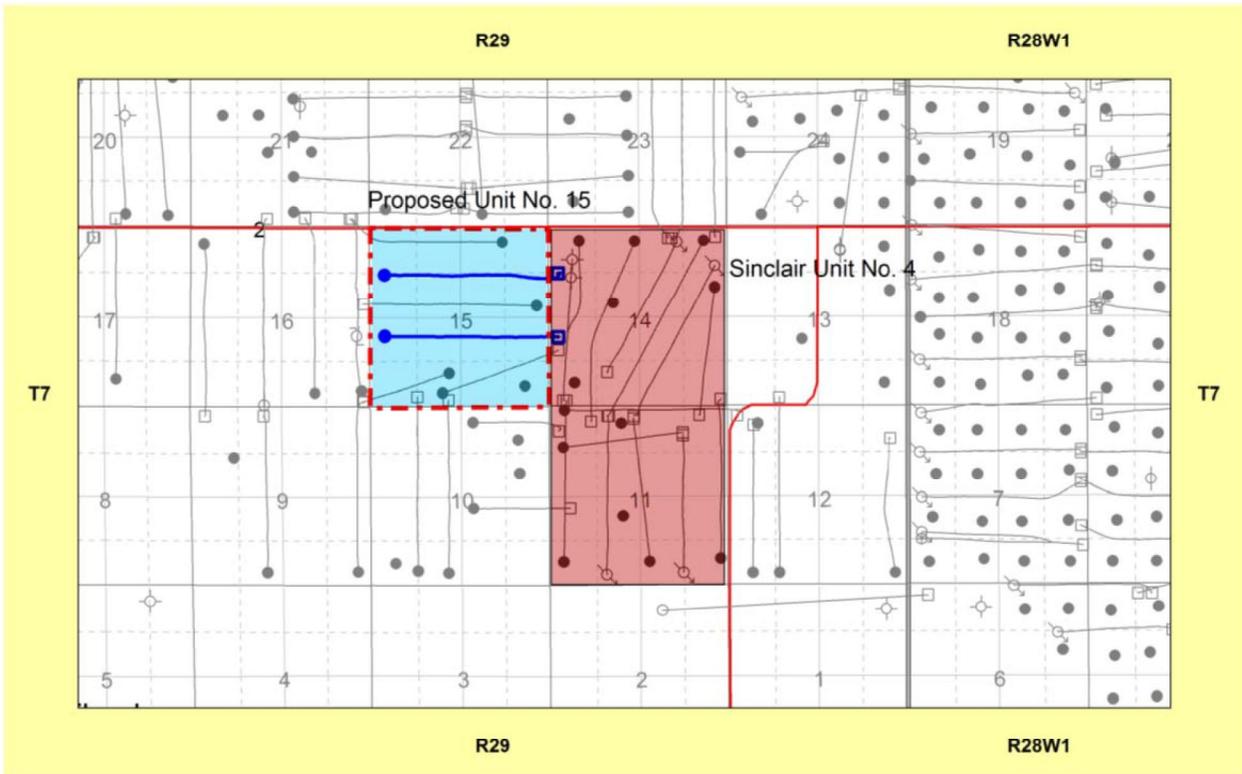
March 19, 2015

PROJECT NO: RED13-1002-03

RE: APPLICATION FOR A NEW UNIT NO. 15 AND NEW ENHANCED RECOVERY SCHEME IN THE BAKKEN-THREE FORKS POOL IN SECTION 15-007-29W1M IN THE DALY SINCLAIR FIELD

ATTN: SURFACE OWNERS WITHIN THE APPLICATION AREA

IHS Global Canada Limited (IHS) on behalf of Red River Oil Inc. (Red River), operator and working interest owner of the subject lands and wells, submits this application for approval for a new Unit No. 15 and a new enhanced oil recovery scheme by the injection of produced water into wells 100/05-15-007-29 W1M and 100/12-15-007-29 W1M in the Middle Bakken and Three Forks Formation (Bakken and Three Forks B Pool - 01 62B) to improve oil production from the section 15 -007-29W1M, in accordance with Sections 116 and 134 of the Oil and Gas Act of Manitoba (OGAM) and Section 71 of the Drilling and Production Regulation of Manitoba (DPRM).



Note: Proposed injection wells are shown in blue

SUMMARY

The Sinclair portion of the Daly Sinclair Oil Field is located in Townships 007 and 008 Ranges 28 and 29 W1M. Since discovery in 2004, the main oilfield area was developed with vertical wells at 16 hectare spacing on primary production. Since early 2009, a significant portion of the main oilfield has been unitized and placed on enhanced oil recovery by waterflood, mainly from the Lyleton A and B members of the Three Forks Formation.

- Enhanced oil recovery by waterflood has been proven to be effective in the Daly Sinclair Bakken Three Forks Pool by offset operators.
- Red River is a working interest owner and operator in the area of application.
- The injected water will be produced water from Red River's surrounding Bakken- Three Forks production.
- The injected water will be confined to Bakken Three Forks formation.

You are being notified as a surface owner within the area of application.

Copies of the application may be obtained by contacting the undersigned or may be viewed electronically on the Manitoba Petroleum Branch web site at:

<http://www.gov.mb.ca/iem/petroleum/applications/index.html>

If you have any questions regarding the application, please contact:

Mike Charles

Phone: 403-930-2833

Email: mcharles@redriveroil.ca

Red River Oil Inc.

Suite 600, 521 – 3rd Avenue SW

Calgary, Alberta

T2P 3T3

Should your concerns remain unresolved, they will be included as a submission to the application when filed with the Manitoba Petroleum Branch.\



In the absence of a response on or before **15 working days** from the date of this letter, we will assume that you have no objections to the proposed application and the Manitoba Petroleum Branch may process the application without further contact with you.

Yours truly,
IHS Global Canada Limited



Robyn Swanson, C.E.T., P. Eng.
Senior Technical Advisor

Fax: 403-213-4298
Email: rswanson@fekete.com

cc : Ben Maclsaac, Red River

EXHIBIT 4 OOIP, UNITIZATION AND TRACT FACTOR CALCULATIONS



TABLE 1 OOIP

Red River Oil Inc.

Sinclair Unit # 15

DETERMINATION OF TRACT FACTORS BASED ON OOIP

Section	Lsd	Bakken Silts					Lyleton A / Three Forks					Total
		Area (Ha)	Net Pay (m)	Phi	Sw	OOIP (m ³)	Area (Ha)	Net Pay (m)	Avg Phi	Sw	OOIP (m ³)	
15-7-29 W1M	1	16	1	0.13	0.5	10,196	16	3.5	0.15	0.4	49,412	59,608
15-7-29 W1M	2	16	0.75	0.13	0.5	7,647	16	3.5	0.15	0.4	49,412	57,059
15-7-29 W1M	3	16	0.75	0.13	0.5	7,647	16	3	0.16	0.4	45,176	52,824
15-7-29 W1M	4	16	2	0.15	0.5	23,529	16	2	0.16	0.4	30,118	53,647
15-7-29 W1M	5	16	2	0.15	0.5	23,529	16	2	0.16	0.4	30,118	53,647
15-7-29 W1M	6	16	0.75	0.14	0.5	8,235	16	2.5	0.16	0.4	37,647	45,882
15-7-29 W1M	7	16	0.75	0.14	0.5	8,235	16	3.5	0.16	0.4	52,706	60,941
15-7-29 W1M	8	16	0.75	0.13	0.5	7,647	16	3.5	0.16	0.4	52,706	60,353
15-7-29 W1M	9	16	0.75	0.13	0.5	7,647	16	3.5	0.16	0.4	52,706	60,353
15-7-29 W1M	10	16	0.75	0.13	0.5	7,647	16	3.5	0.16	0.4	52,706	60,353
15-7-29 W1M	11	16	0.75	0.13	0.5	7,647	16	2.5	0.16	0.4	37,647	45,294
15-7-29 W1M	12	16	2	0.15	0.5	23,529	16	2	0.16	0.4	30,118	53,647
15-7-29 W1M	13	16	2	0.14	0.5	21,961	16	2	0.16	0.4	30,118	52,078
15-7-29 W1M	14	16	0.75	0.14	0.5	8,235	16	1.5	0.16	0.4	22,588	30,824
15-7-29 W1M	15	16	0.75	0.14	0.5	8,235	16	2.5	0.16	0.4	37,647	45,882
15-7-29 W1M	16	16	0.75	0.14	0.5	8,235	16	2.5	0.16	0.4	37,647	45,882
Total						189,804					648,471	838,275

TABLE 2 90 DAY TRACT FACTOR

Red River Oil Inc.

Sinclair Unit # 15

DETERMINATION OF TRACT FACTORS BASED ON REMAINING OIP

Section	Lsd	Well	OPIP (m3)	Cum Oil Produced (m ³)	Remaining Oil (m ³)	Tract Factor (%)
15-7-29 W1M	1	100/1-15-007-29 W1M and 102/3-15-7-29 W1M	59607.8	7530.2	52,077.6	0.065016343
15-7-29 W1M	2	102/3-15-7-29 W1M	57058.8	1975.4	55,083.5	0.068768971
15-7-29 W1M	3	100/3-15-7-29 W1M	52823.5	3672.5	49,151.0	0.061362624
15-7-29 W1M	4	100/3-15-7-29 W1M	53647.1	3672.5	49,974.6	0.062390760
15-7-29 W1M	5	100/5-15-7-29 W1M	53647.1	1219.0	52,428.1	0.065453829
15-7-29 W1M	6	100/5-15-7-29 W1M	45882.4	1219.0	44,663.4	0.055759980
15-7-29 W1M	7	100/5-15-7-29 W1M	60941.2	1219.0	59,722.2	0.074560173
15-7-29 W1M	8	100/5-15-7-29 W1M	60352.9	1219.0	59,133.9	0.073825790
15-7-29 W1M	9	100/9-15-7-29 W1M and 100/12-15-7-29 W1M	60352.9	2867.5	57,485.4	0.071767718
15-7-29 W1M	10	100/9-15-7-29 W1M and 100/12-15-7-29 W1M	60352.9	2867.5	57,485.4	0.071767718
15-7-29 W1M	11	100/9-15-7-29 W1M and 100/12-15-7-29 W1M	45294.1	2867.5	42,426.6	0.052967525
15-7-29 W1M	12	100/9-15-7-29 W1M and 100/12-15-7-29 W1M	53647.1	2867.5	50,779.6	0.0633995757
15-7-29 W1M	13	100/15-15-7-29 W1M	52078.4	1361.6	50,716.8	0.063317386
15-7-29 W1M	14	100/15-15-7-29 W1M	30823.5	1361.6	29,461.9	0.036781697
15-7-29 W1M	15	100/15-15-7-29 W1M	45882.4	1361.6	44,520.7	0.055581890
15-7-29 W1M	16		45882.4		45,882.4	0.057281839
Totals			838,275	37,281	800,993	1.000000

Table 3

Red River Oil Inc.

Sinclair Unit # 15

Tract Factors

Section	Lsd	Tract Factor based on Remaining OIP (%)
15-7-29 W1M	1	0.065016343
15-7-29 W1M	2	0.068768971
15-7-29 W1M	3	0.061362624
15-7-29 W1M	4	0.062390760
15-7-29 W1M	5	0.065453829
15-7-29 W1M	6	0.055759980
15-7-29 W1M	7	0.074560173
15-7-29 W1M	8	0.073825790
15-7-29 W1M	9	0.071767718
15-7-29 W1M	10	0.071767718
15-7-29 W1M	11	0.052967525
15-7-29 W1M	12	0.063395757
15-7-29 W1M	13	0.063317386
15-7-29 W1M	14	0.036781697
15-7-29 W1M	15	0.055581890
15-7-29 W1M	16	0.057281839

Totals

1.00000000

EXHIBIT 5 RESERVES AND PRODUCTION DATA



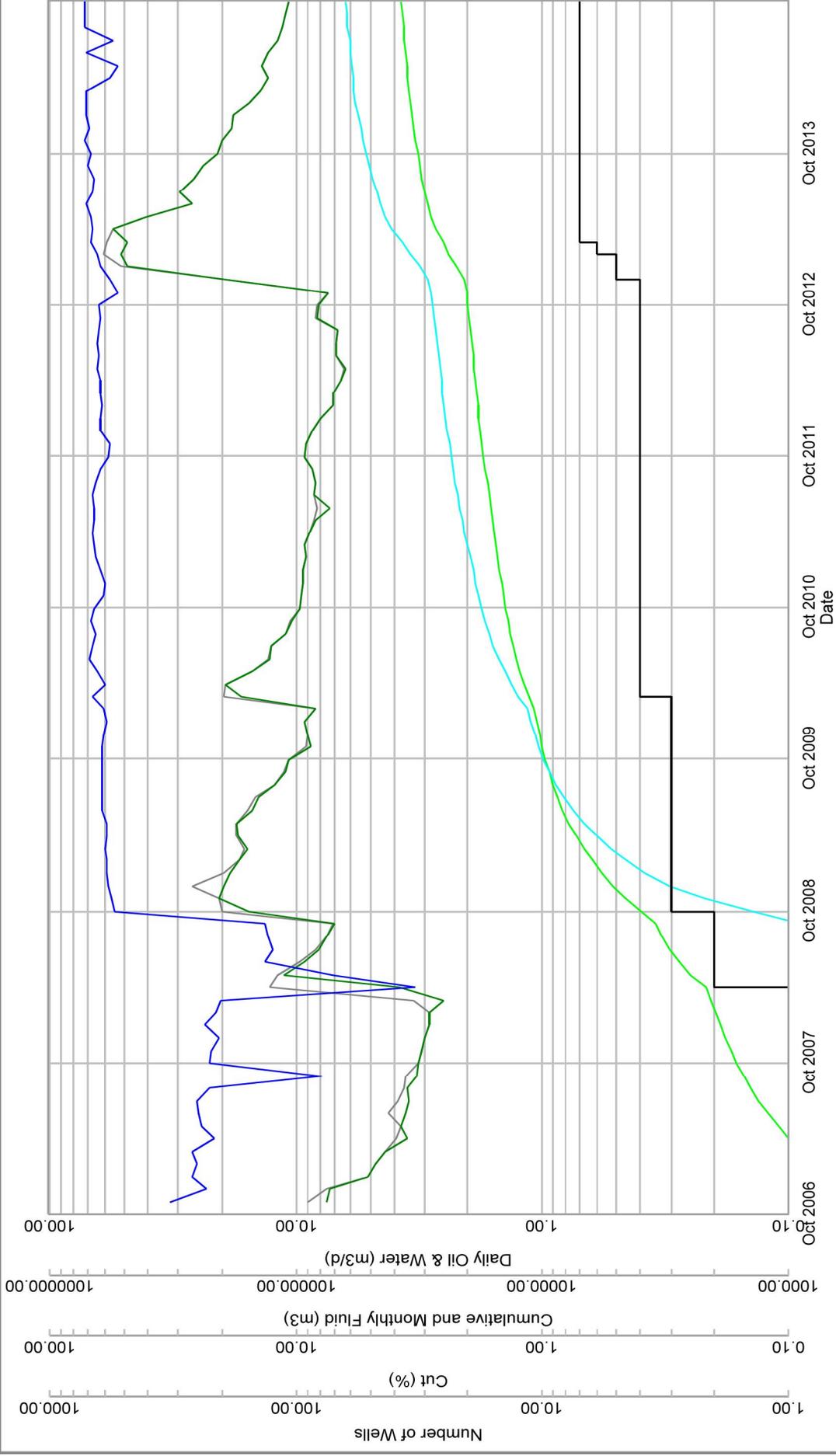
Well Information as of 1/16/2015 - Group Well Report

Production Graph

Group: unit 15 wells.iwell
 # of Wells: 7
 Fluid: Oil
 Mode: Producing

Prod Form: BKKK; TRFK
 Field: DALY (1)
 Pool Code: 0~
 Unit Code:

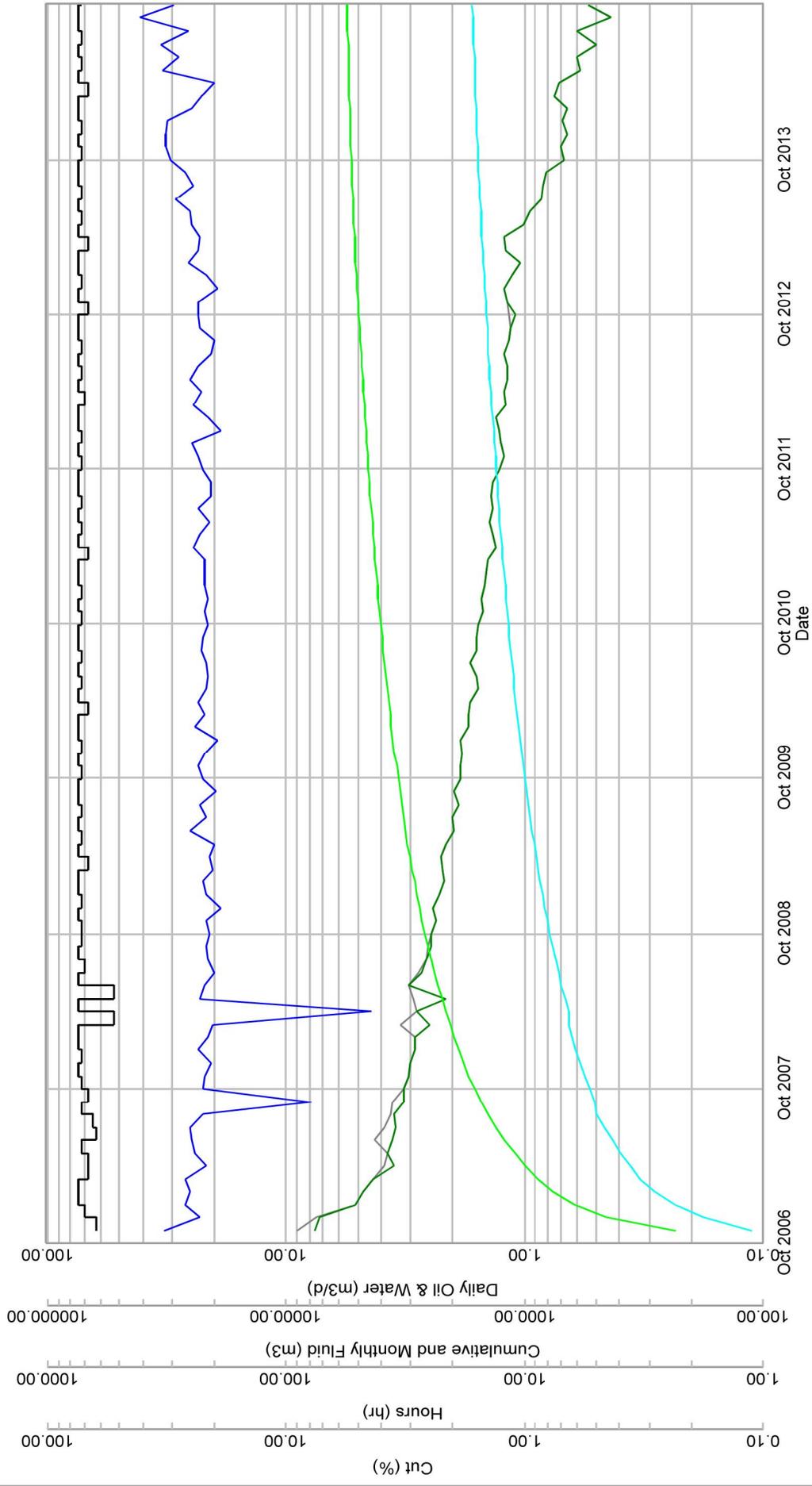
On Prod: 2006-10 to 2014-09
 Cum Oil: 37268.4 m3
 Cum Gas: 0.0 E3m3
 Cum Wtr: 63273.5 m3



Well 00/01-15-007-29W1/0 Information as of 1/16/2015

Production Graph

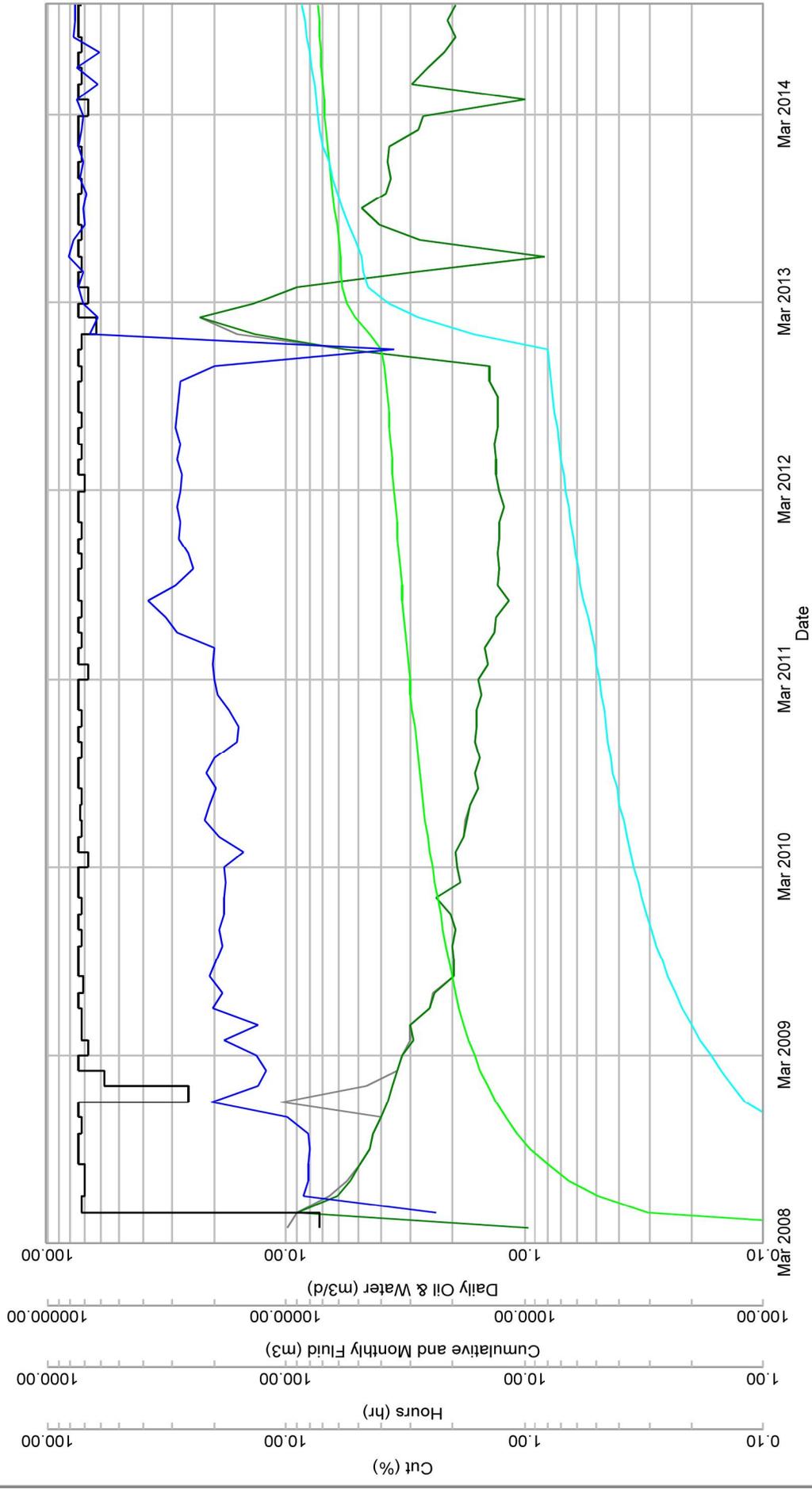
LWI: 00/01-15-007-29W1/0
Well Name: FAIRBORNE ET AL SINCLAIR 1-15-7-29 (WPM)
Prod Form: BKKK
Field: DALY (1)
On Prod: 10/1/2006
Cum Oil: 5552.1 m3
Cum Gas: 0.0 E3m3
Cum Water: 1657.5 m3
Pool Code: 0~
Unit Code:
Battery:



Well 00/03-15-007-29W1/0 Information as of 1/16/2015

Production Graph

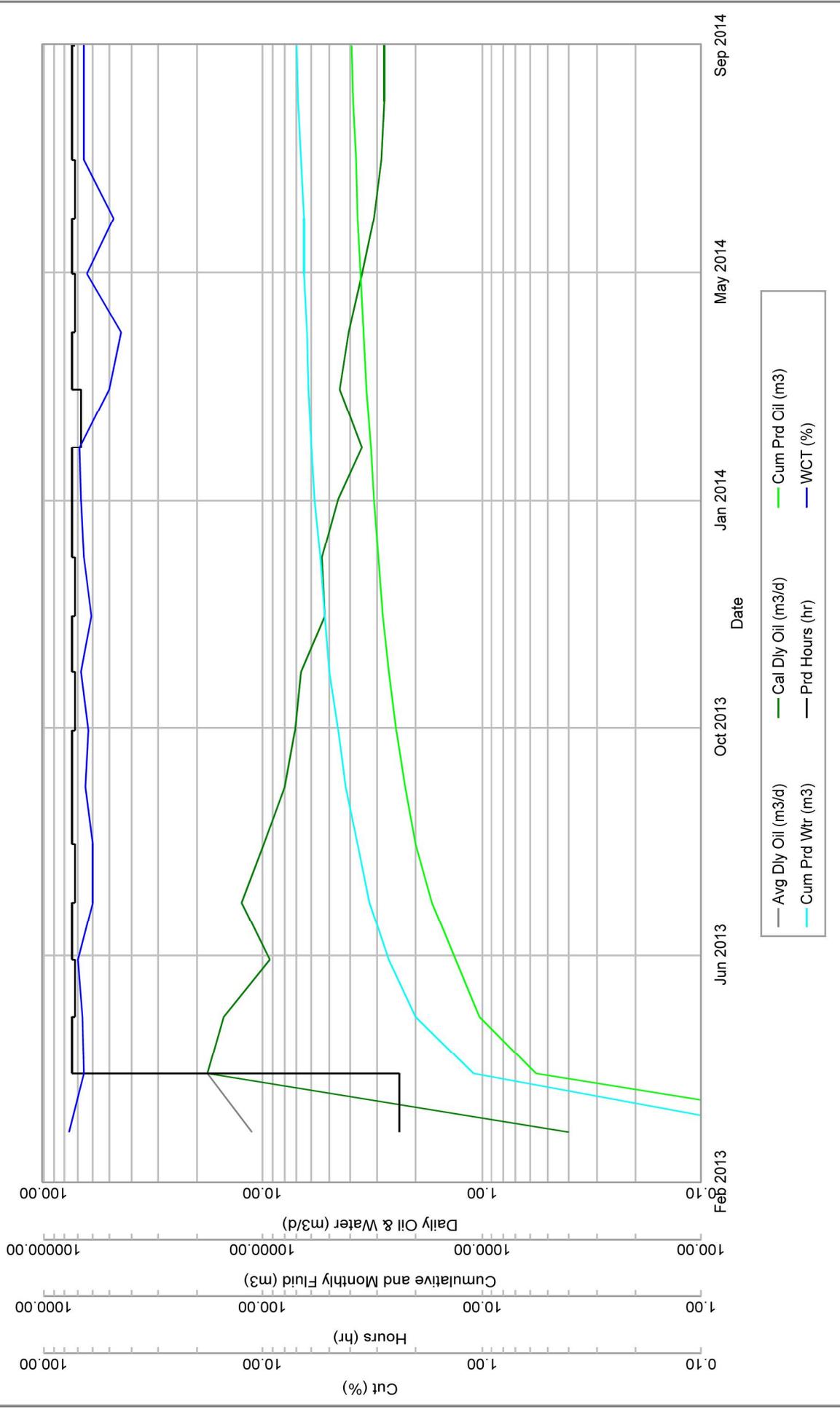
LWI: 00/03-15-007-29W1/0
Well Name: FAIRBORNE SINCLAIR HZNTL 3-15-7-29 (WPM)
Prod Form: BKKN
Field: DALY (1)
Cum Gas: 0.0 E3m3
Orig Licensee: RED RIVER OIL INC.
Unit Code: 0~
Cum Water: 8592.1 m3
Status: Oil, Producing
On Prod: 3/1/2008
Cum Oil: 7342.4 m3



Well 02/03-15-007-29W1/0 Information as of 1/16/2015

Production Graph

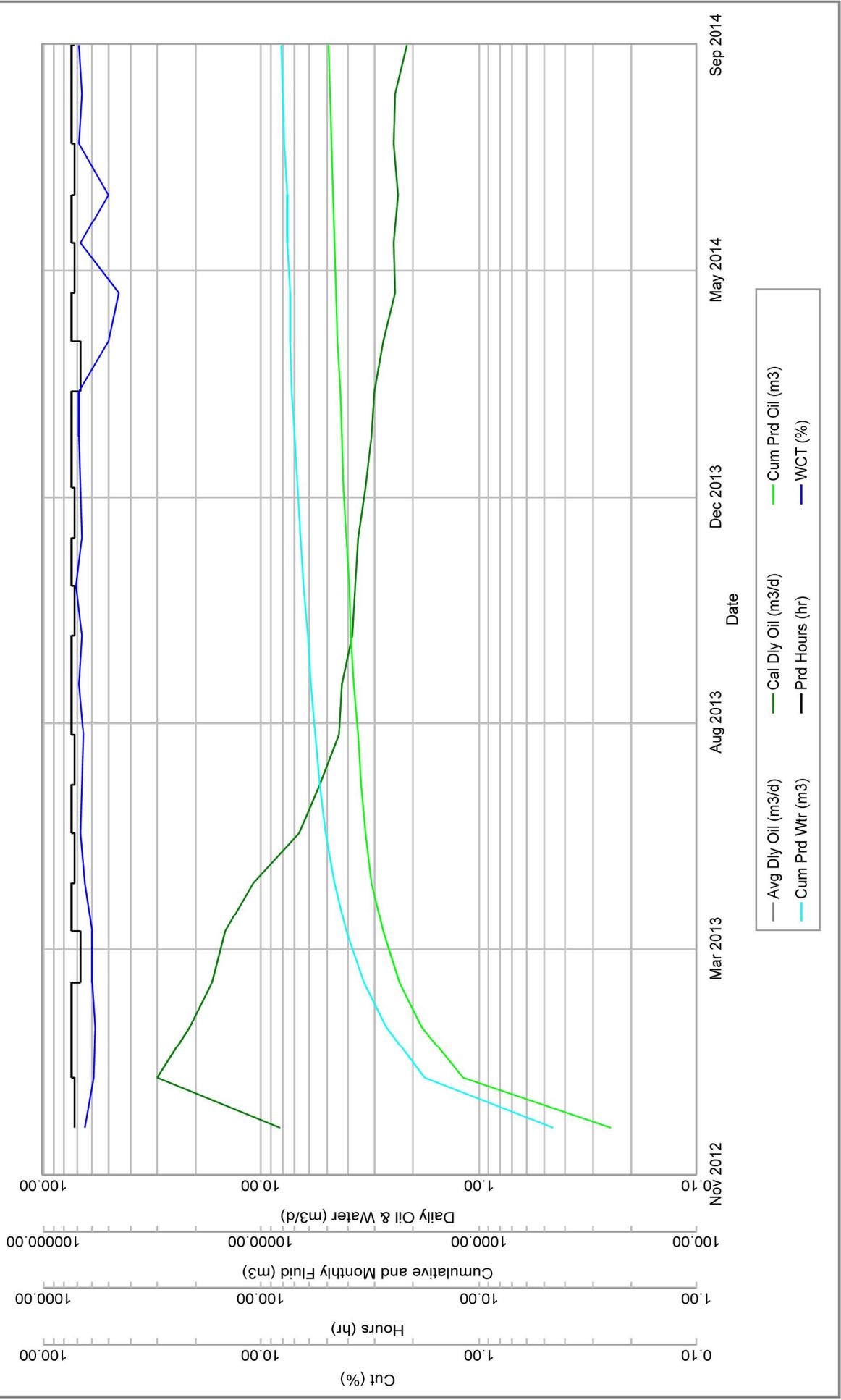
LWI: 02/03-15-007-29W1/0
Well Name: RED RIVER DALY SINCLAIR HZNTL
Prod Form: TRFK: BKKN
 Field: DALY (1)
Cum Oil: 3948.2 m3
Cum Gas: 0.0 E3m3
Cum Water: 7021.5 m3
On Prod: 2/1/2013
Pool Code: 0~
Unit Code:
Battery:



Well 00/05-15-007-29W1/0 Information as of 1/16/2015

Production Graph

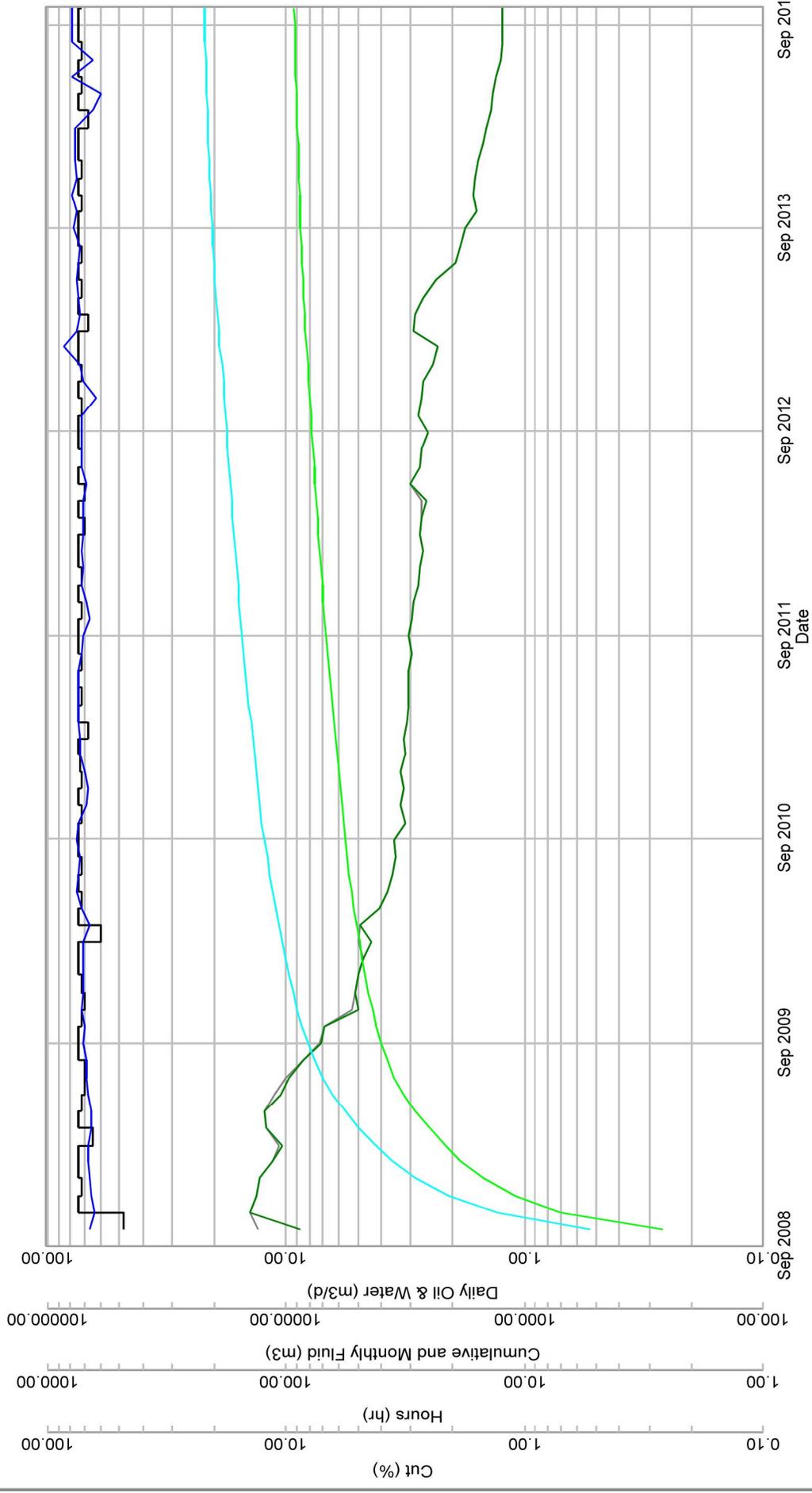
LWI:	00/05-15-007-29W1/0	Prod Form:	TRFK: BKKN	On Prod:	11/1/2012
Well Name:	RED RIVER DALY SINCLAIR HZNTL	Field:	DALY (1)	Cum Oil:	4873.0 m3
Cur Licensee:	5-15-7-29 (WPM)	Pool Code:	0~	Cum Gas:	0.0 E3m3
Orig Licensee:	RED RIVER OIL INC.	Unit Code:		Cum Water:	8076.5 m3
Status:	Oil, Producing	Battery:			



Well 00/09-15-007-29W1/0 Information as of 1/16/2015

Production Graph

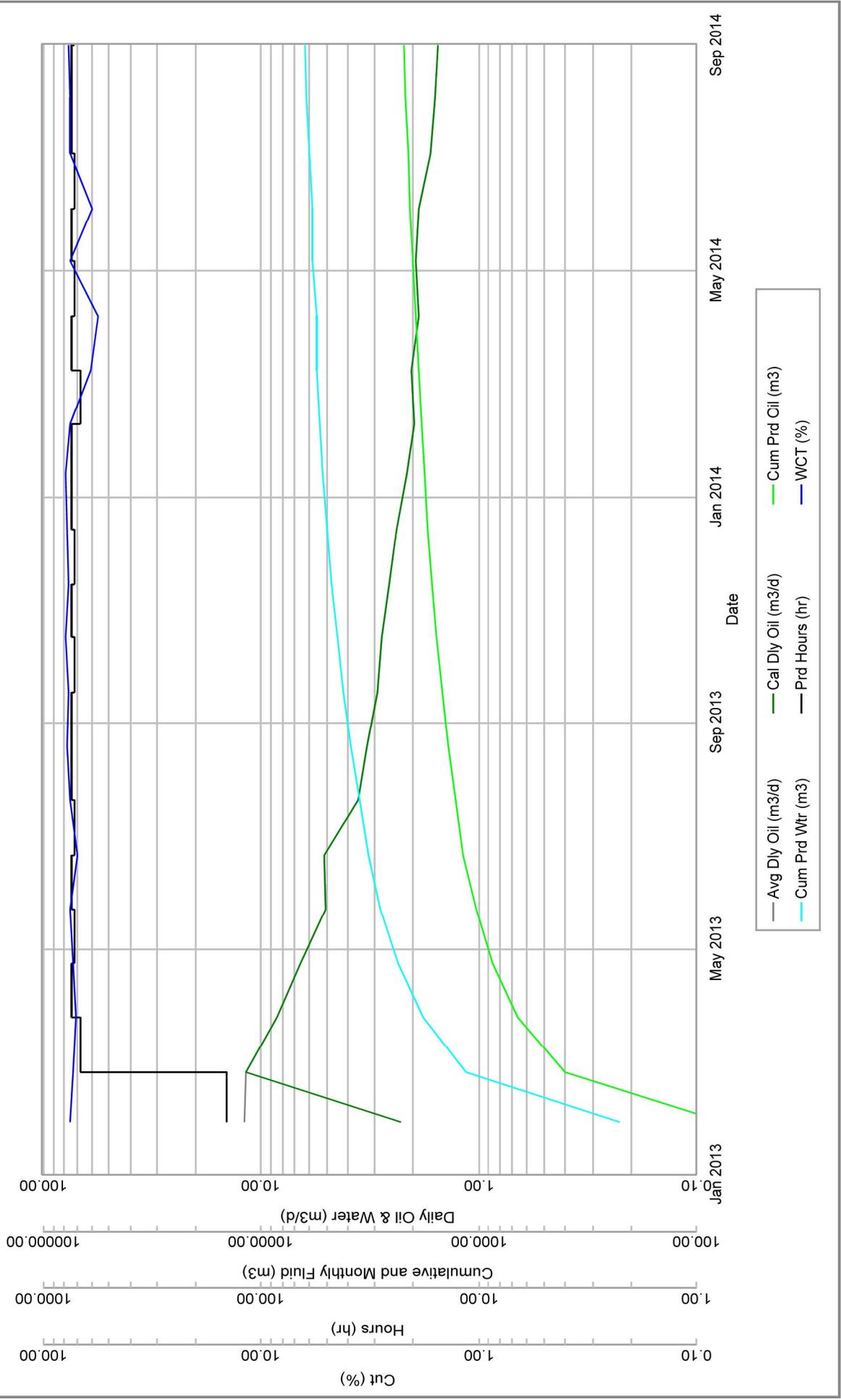
UWI: 00/09-15-007-29W1/0
Well Name: FAIRBORNE SINCLAIR HZNTL 9-15-7-29 (WPM)
Prod Form: BKKN
Field: DALY (1)
Cum Gas: 0.0 E3m3
On Prod: 9/1/2008
Cum Oil: 9248.5 m3
Cum Water: 22126.1 m3
Pool Code: 0~
Unit Code:
Battery:



Well 00/12-15-007-29W1/0 Information as of 1/16/2015

Production Graph

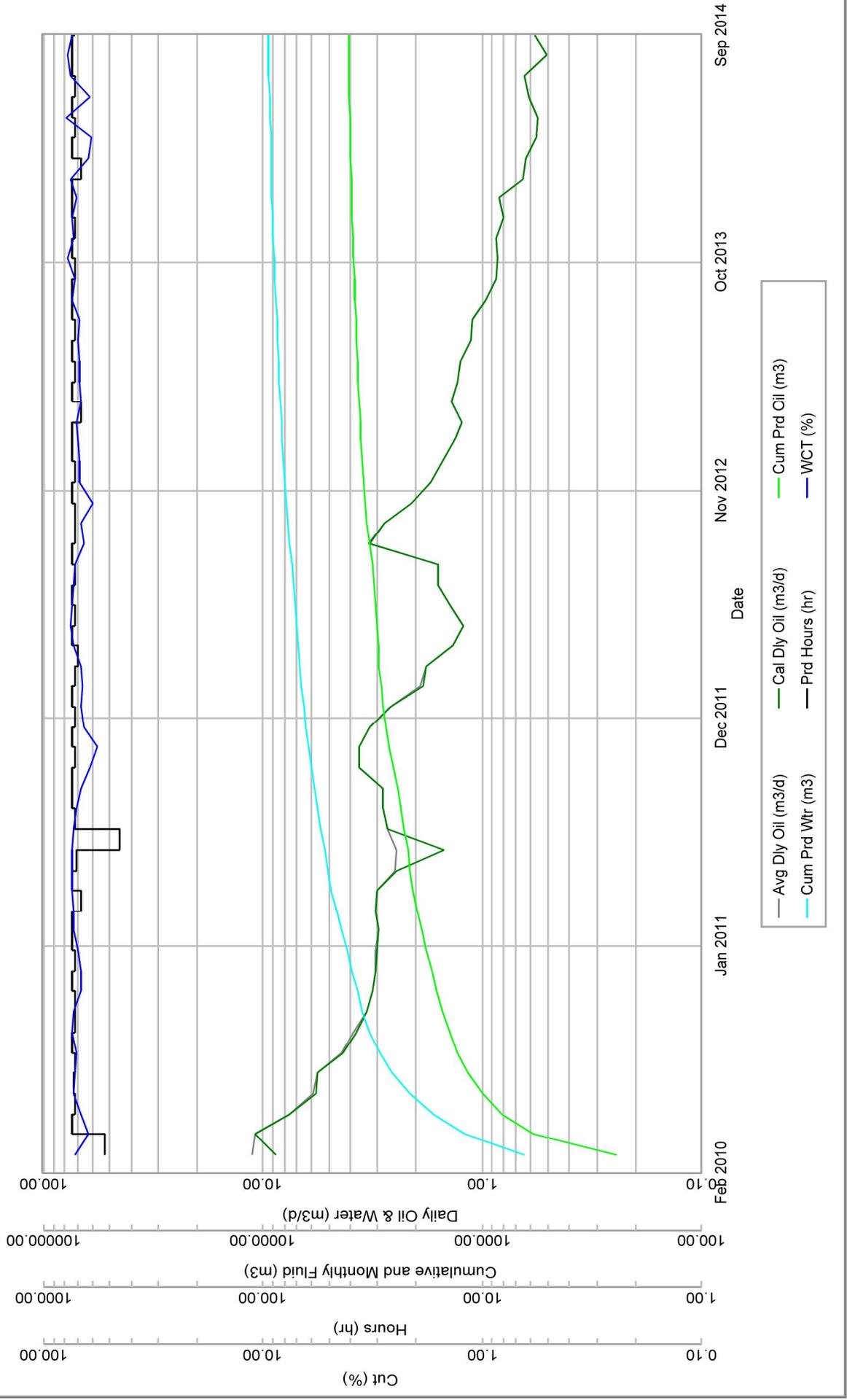
LWI: 00/12-15-007-29W1/0	Prod Form: TRFK: BKKN	On Prod: 1/1/2013
Well Name: RED RIVER DALY SINCLAIR HZNTL	Field: DALY (1)	Cum Oil: 2217.8 m3
Cur Licensee: 12-15-7-29 (WPM)	Pool Code: 0~	Cum Gas: 0.0 E3m3
Orig Licensee: RED RIVER OIL INC.	Unit Code:	Cum Water: 6319.5 m3
Status: Oil, Producing	Battery:	



Well 00/15-15-007-29W1/0 Information as of 1/16/2015

Production Graph

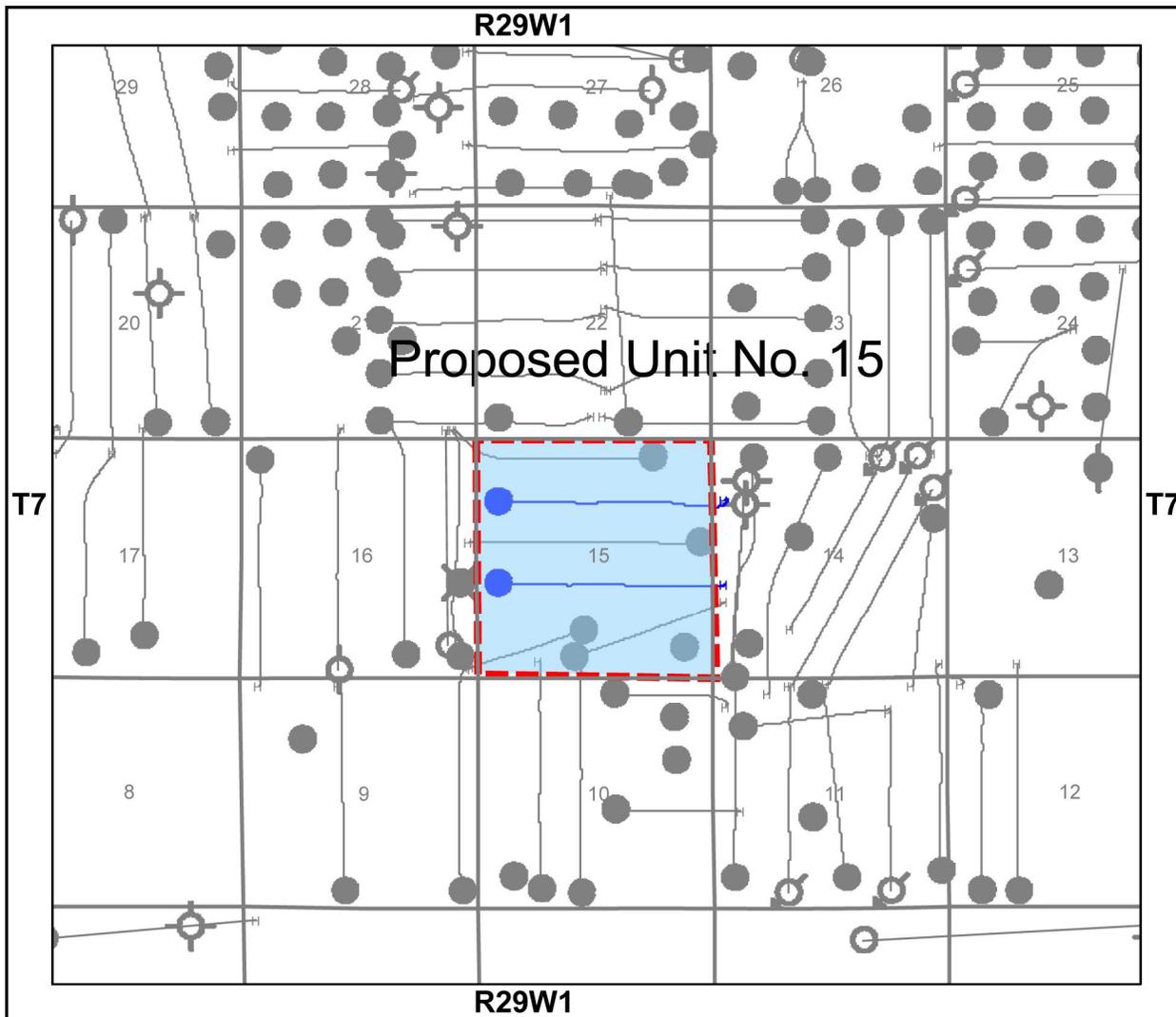
LWI: 00/15-15-007-29W1/0
Well Name: FAIRBORNE DALY SINCLAIR HZNTL
Prod Form: BKKN
Field: DALY (1)
On Prod: 2/1/2010
Cum Oil: 4086.4 m3
Curr Licensee: 15-15-7-29 (WPM)
Pool Code: 0~
Unit Code:
Orig Licensee: RED RIVER OIL INC.
Status: Oil, Producing
Cum Gas: 0.0 E3m3
Cum Water: 9480.3 m3



— Avg Dily Oil (m3/d)
 — Cum Prd Oil (m3)
 — Prd Hours (hr)
 — WCT (%)

EXHIBIT 6 DEVELOPMENT PLAN





Datum: NAD83 Projection: Stereographic DLS Version AB: ATS 4.1, BC: PRB 2.0, SK: STS 2.5, MB: MLI07

Map Legend	
Grid	<ul style="list-style-type: none"> Gas Injection Heavy Oil Injection Location Oil Oil & Gas Service or Drain Suspended Suspended Gas Suspended Heavy Oil Suspended Oil Suspended Oil & Gas
DLSS Grid	<ul style="list-style-type: none"> Section Township/Range
Culture	<ul style="list-style-type: none"> First Nation Reserves
Wells	<ul style="list-style-type: none"> Abandoned Gas Abandoned Heavy Oil Abandoned Oil Abandoned Oil & Gas Abandoned Service Drilling Dry & Abandoned Gas
	<ul style="list-style-type: none"> Lists Wells - Injectors (Injectors)

Center: 49.5724, -101.3382
Scale: 1:50,000

Daly Sinclair Field, MB
Application Area
Development Plan Unit No. 15

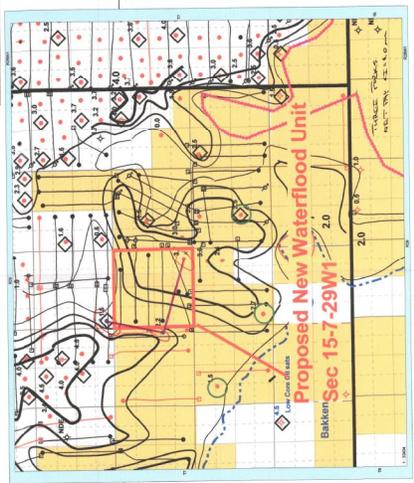
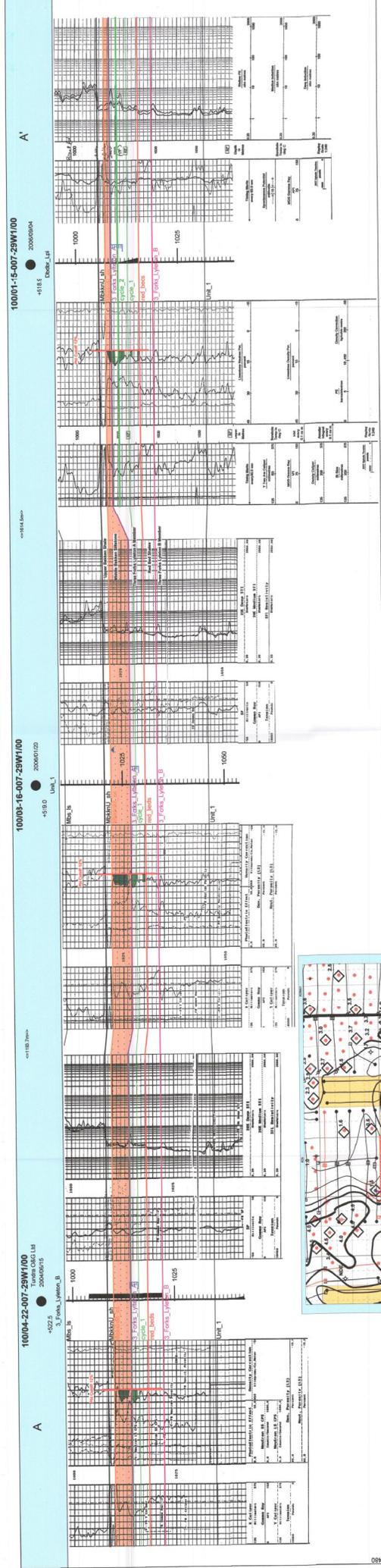
Erin Boyd, February 23, 2015

G:\RED13\RED13_1002\RED13_1002_A_03\Accumap\Application Area 2.accumap



EXHIBIT 7 CROSS SECTION





Red River Oil Inc
 Sinclair Area: Bakken-Three Forks
 Waterflood Unit App. Sec 15-7-29W1
 Stratigraphic Cross-section
 Licensed to: Red River Oil Inc, 2014-03-03
 Drawn by: S. Forks, Layer B
 Scale: 1:1000
 9855 COUT
 Downloaded from 108.10.10.10 on 10/10/2014

EXHIBIT 8 LYLETON A NET PAY MAPPING AND CORE INTERPRETATION



Sinclair Area: Three Forks

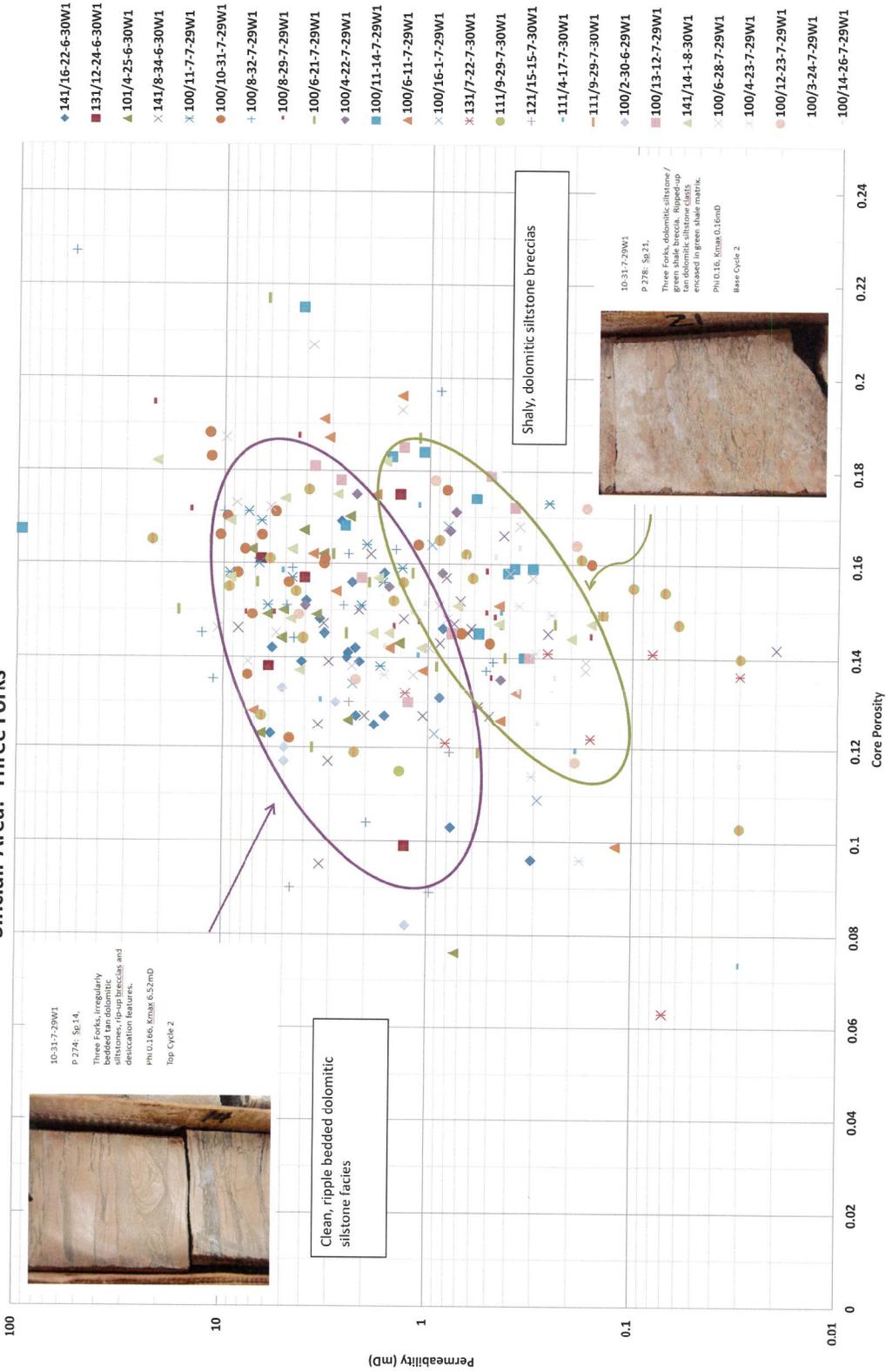
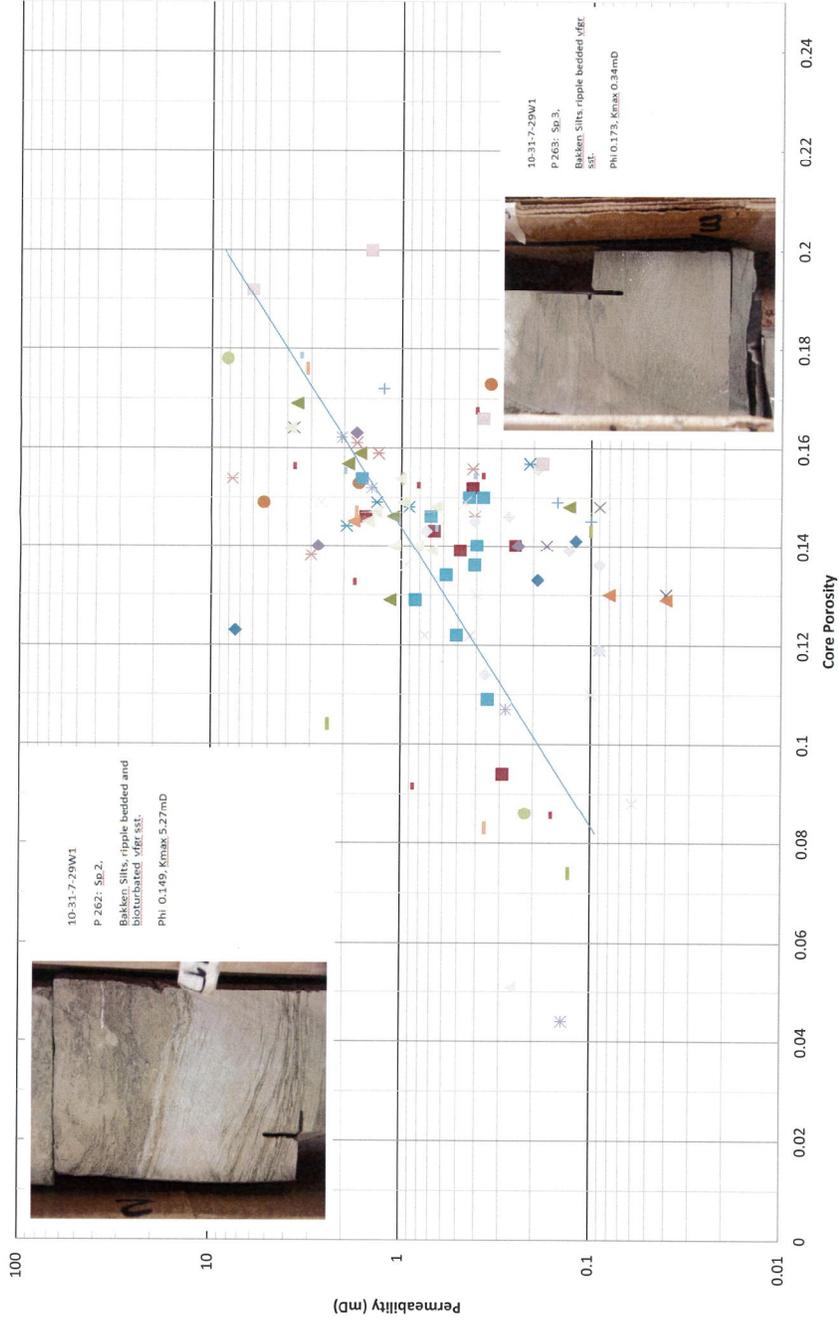


EXHIBIT 9 MIDDLE BAKKEN NET PAY MAPPING AND CORE INTERPRETATION



Sinclair Area: Bakken Siltstones



- ◆ 141/16-22-6-30W1
- 131/12-24-6-30W1
- ▲ 101/4-25-6-30W1
- × 141/8-34-6-30W1
- ✕ 100/11-7-7-29W1
- 100/10-31-7-29W1
- + 100/8-32-7-29W1
- 100/4-22-7-29W1
- 100/11-14-7-29W1
- ◆ 100/6-11-7-29W1
- 100/16-1-7-29W1
- ▲ 131/7-22-7-30W1
- × 111/9-29-7-30W1
- ✕ 121/15-15-7-30W1
- 111/4-17-7-30W1
- + 111/9-29-7-30W1
- 100/13-12-7-29W1
- 141/14-1-8-30W1
- ◆ 100/4-23-7-29W1
- 100/12-23-7-29W1
- 100/3-24-7-29W1
- ◆ 100/14-26-7-29W1

EXHIBIT 10 STRUCTURAL MAPPING





Description

SINCLAIR AREA
BAKKEN SHALE DEPTH MAP
CL: 2 m MAY 12, 2014

Parameters

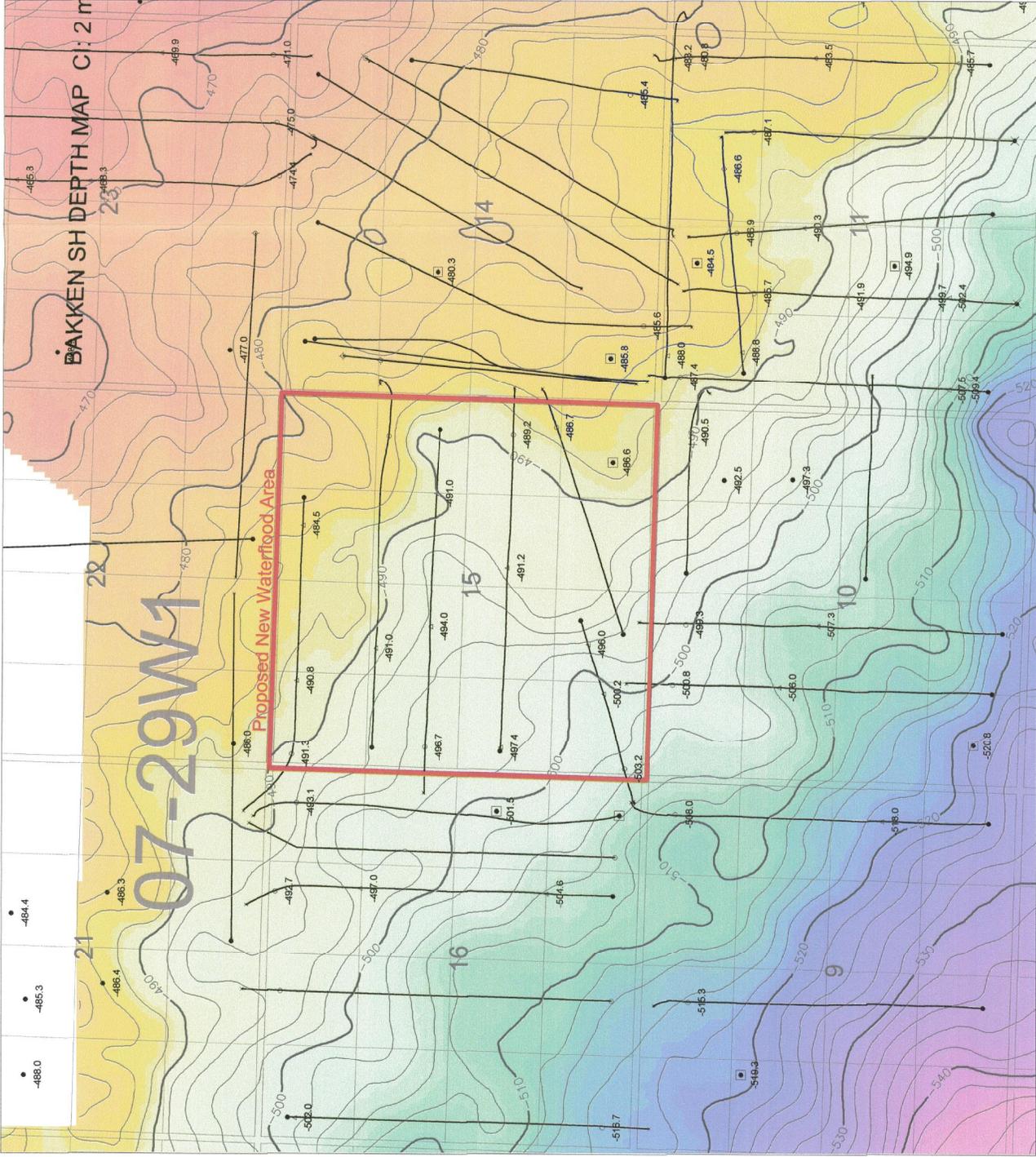
Posting: Bler5Dpplay1214 elevation (above sea) in meters
Interpolation: Color Pixel + 3D 2X2 Bin
Contouring: Bler5Dpplay1214_elevation_(above_sea)_in_meters
Map Scale: 1: 20000
UTM Range: 328476, 490904 - 333551, 5495421

Doug Bonar

23/06/2014 11:23:31 AM

SINCLAIRNAD83_1

Colorbar

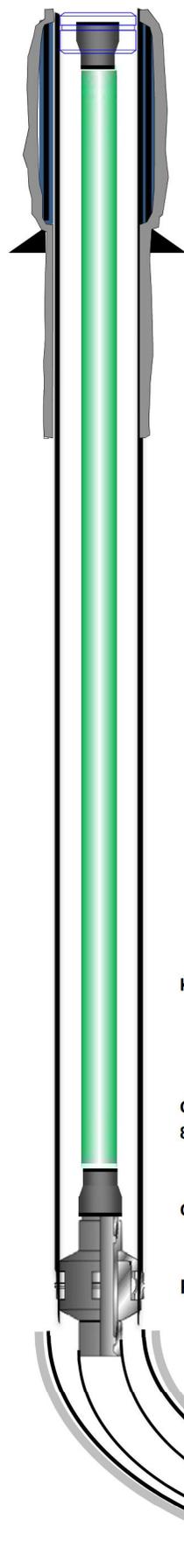


Map Scale 1:20000
UTM [Zone 14] NAD83

EXHIBIT 11 WELLBORE SCHEMATIC



TYPICAL WATERFLOOD INJECTION WELL DIAGRAM



WELL NAME: Typical RROI Injector				LICENCE	
PREPARED BY				DATE:	
ELEVATIONS (meters):				DEPTHS (mKB)	
KB: m	GL: m	KB-GL: m	KB-THF:m	TD:	2,198.0
512.06	507.14	4.92	4.00	PBD:	2,198.0
CASING/TUBING	SIZE (mm)	WEIGHT (Kg/m)	GRADE	DEPTHS (mKB)	
Surface Csg:	244.50	48.07	H-40	135.00	
Intermediate Csg:	177.80	34.22	J-55	1,093.33	
Intermediate Csg:	0.00	0.00	0.00	0.00	
Production Csg:	0.00	0.00	0.00	0.00	
Liner Csg:	88.90	13.80	L-80	2,188.90	
Tubing					
Tubing					
Remarks					
TUBING STRING / BOTTOM HOLE ASSEMBLY					
ITEM	DESCRIPTION (From Top Down)			LENGTH (m)	Btm (mKB)
1	197.4 mm x 88.9 mm CTC1A-EN tbg hangar w BPV threads and extd neck				
2	pup joint 88.9 Stainless J55 EUE				
3	pup joint 88.9 Centron Fiberglass DH2000				
4	pup joint 88.9 Stainless J55 EUE				
5	pup joint 88.9 Centron Fiberglass DH2000				
6	119 joints 88.9 mm Centron Fiberglass DH200				
7	X-over SS 8rd x DH2000 Fiberglass				
8	Pup Joint J-55 SSR222 Coated				
9	On / Off tool 147 mm Packer plus SSR222 Coated				
10					
11					
12					
13					
14					
15					
16					
17					
				Total Tubing (m)	
				Total (Mkb)	
PRODUCTION ROD STRING					
ITEM	DESCRIPTION (From Top Down)			LENGTH (m)	Btm (m KB)
1					
2					
3					
4					
5					
6					
7					
8					
9					
10					

Cemented Liner with Frac Ports or Packers Plus Liner

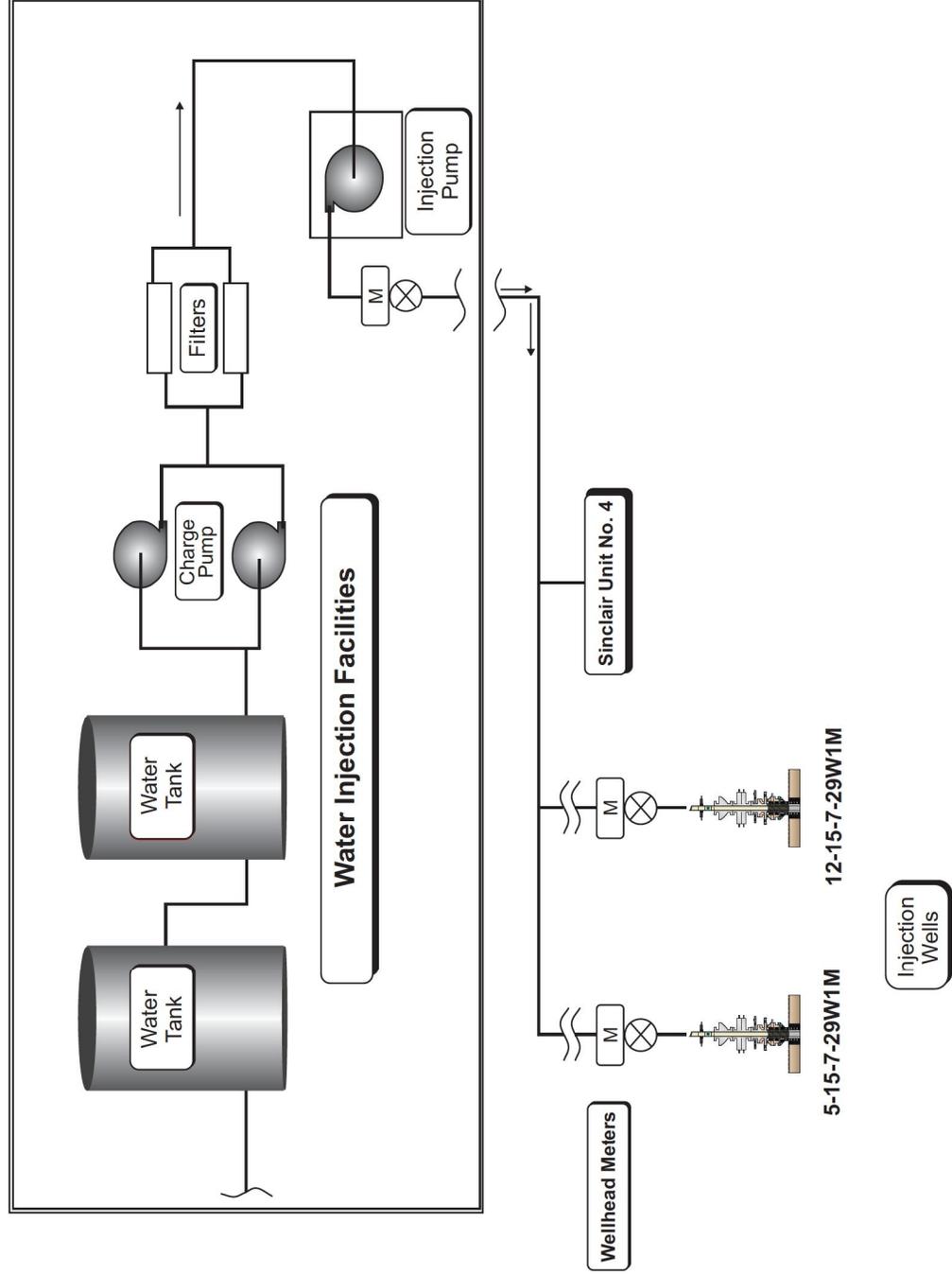
**EXHIBIT 12 WATER INJECTION FACILITY SCHEMATIC AND CORROSION CONTROL
DETAILS**





RED RIVER OIL INC.

Sinclair Unit No. 15 Sinclair 8-16-7-29W1M Battery Water Injection System



RROI SINCLAIR -WATERFLOOD PROJECT APPLICATION
February 23 , 2015

SPILL & CORROSION MITIGATION DETAILS

1. Pipelines

- Group Injection flowline and individual injection well flowlines to be 2000-2500 psi fiberglass, strapped for ease of line locating
- Buried flowlines in proximity of the flowline construction area will be surveyed and line located.
- Where construction is in close proximity to or requires pipeline/utility crossings, all such lines will be hydrovac'd and exposed per Red River Oil's Ground Disturbance Policy & Procedures
- Isolation valves will be installed at both ends of all injection lines; i.e. at the source/injection wellheads and injection/water plant -see injection system & P&ID drawings
- Low pressure shutdown on the group injection line
- Fittings and valves will be stainless steel or fiberglass

2. Water plant and Injection Facilities

- Plant piping -600 ANSI stainless steel schedule 80 pipe
- Filtration –stainless steel bodies, piping, and valves
- Pumping –ceramic plungers, stainless steel disc valves, or other corrosion resistant material as required for the specific pump style
- Tanks -100% internally coated or fiberglass, corrosion resistant valves

3. Injection Well & Surface Wellhead Piping

- Cathodic protection where required
- Internally coated or fiberglass tubing -surface to packer
- Downhole packer and tubular fittings coated where in contact with injection fluid
- Corrosion inhibited water in annulus between tubing and casing
- Corrosion resistant master/pipeline valves and stainless steel or internally coated surface wellhead piping
- Surface freeze protection during winter months

4. Producing Wells

- Regular downhole batch treatments or continuous injection with corrosion inhibitor
- Regular downhole batch treatments or continuous injection with scale inhibitor

TABLE 4 TRACT PARTICIPATION

Red River Oil Inc.

Sinclair Unit # 15
Tract Participation

Tract No.	Land Description	Working Interest		Royalty Interest		Tract Participation (%)
		Owner	Share (%)	Owner	Share (%)	
1	Lsd 1-15-7-29 W1M	Red River Oil Inc.	100.000000	Joanne Louise Thompson	13.33333333	0.866884567
2	Lsd 1-15-7-29 W1M	Red River Oil Inc.	100.000000	Carolyn Elaine Taxer	13.33333333	0.866884567
3	Lsd 1-15-7-29 W1M	Red River Oil Inc.	100.000000	Sylvia Jean Font	13.33333333	0.866884567
4	Lsd 1-15-7-29 W1M	Red River Oil Inc.	100.000000	Susan Jean Rodani	10.00000000	0.650163425
5	Lsd 1-15-7-29 W1M	Red River Oil Inc.	100.000000	Edwin Kenneth Zelmer & Terrence Oliver Mayert	50.00000000	3.250817127
6	Lsd 2-15-7-29 W1M	Red River Oil Inc.	100.000000	Joanne Louise Thompson	13.33333333	0.916919616
7	Lsd 2-15-7-29 W1M	Red River Oil Inc.	100.000000	Carolyn Elaine Taxer	13.33333333	0.916919616
8	Lsd 2-15-7-29 W1M	Red River Oil Inc.	100.000000	Sylvia Jean Font	13.33333333	0.916919616
9	Lsd 2-15-7-29 W1M	Red River Oil Inc.	100.000000	Susan Jean Rodani	10.00000000	0.687689712
10	Lsd 2-15-7-29 W1M	Red River Oil Inc.	100.000000	Edwin Kenneth Zelmer & Terrence Oliver Mayert	50.00000000	3.438448560
11	Lsd 3-15-7-29 W1M	Red River Oil Inc.	100.000000	Joanne Louise Thompson	13.33333333	0.818168319
12	Lsd 3-15-7-29 W1M	Red River Oil Inc.	100.000000	Carolyn Elaine Taxer	13.33333333	0.818168319
13	Lsd 3-15-7-29 W1M	Red River Oil Inc.	100.000000	Sylvia Jean Font	13.33333333	0.818168319
14	Lsd 3-15-7-29 W1M	Red River Oil Inc.	100.000000	Susan Jean Rodani	10.00000000	0.613626240
15	Lsd 3-15-7-29 W1M	Red River Oil Inc.	100.000000	Edwin Kenneth Zelmer & Terrence Oliver Mayert	50.00000000	3.068131198
16	Lsd 4-15-7-29 W1M	Red River Oil Inc.	100.000000	Joanne Louise Thompson	13.33333333	0.831876794
17	Lsd 4-15-7-29 W1M	Red River Oil Inc.	100.000000	Carolyn Elaine Taxer	13.33333333	0.831876794
18	Lsd 4-15-7-29 W1M	Red River Oil Inc.	100.000000	Sylvia Jean Font	13.33333333	0.831876794
19	Lsd 4-15-7-29 W1M	Red River Oil Inc.	100.000000	Susan Jean Rodani	10.00000000	0.623907595
20	Lsd 4-15-7-29 W1M	Red River Oil Inc.	100.000000	Edwin Kenneth Zelmer & Terrence Oliver Mayert	50.00000000	3.119537976
21	Lsd 5-15-7-29 W1M	Red River Oil Inc.	100.000000	Joanne Louise Thompson	12.607008537	0.825176986
22	Lsd 5-15-7-29 W1M	Red River Oil Inc.	100.000000	Carolyn Elaine Taxer	12.607008537	0.825176986
23	Lsd 5-15-7-29 W1M	Red River Oil Inc.	100.000000	Sylvia Jean Font	12.607008537	0.825176986
24	Lsd 5-15-7-29 W1M	Red River Oil Inc.	100.000000	Susan Jean Rodani	9.455256403	0.618882740
25	Lsd 5-15-7-29 W1M	Red River Oil Inc.	100.000000	Edwin Kenneth Zelmer & Terrence Oliver Mayert	47.276282013	3.094413699
26	Lsd 5-15-7-29 W1M	Red River Oil Inc.	100.000000	RR 102 BLTO (Manitoba Crown)	5.447435974	0.356555545
27	Lsd 6-15-7-29 W1M	Red River Oil Inc.	100.000000	Joanne Louise Thompson	12.607008537	0.702966541
28	Lsd 6-15-7-29 W1M	Red River Oil Inc.	100.000000	Carolyn Elaine Taxer	12.607008537	0.702966541
29	Lsd 6-15-7-29 W1M	Red River Oil Inc.	100.000000	Sylvia Jean Font	12.607008537	0.702966541
30	Lsd 6-15-7-29 W1M	Red River Oil Inc.	100.000000	Susan Jean Rodani	9.455256403	0.527224906
31	Lsd 6-15-7-29 W1M	Red River Oil Inc.	100.000000	Edwin Kenneth Zelmer & Terrence Oliver Mayert	47.276282013	2.636124530
32	Lsd 6-15-7-29 W1M	Red River Oil Inc.	100.000000	RR 102 BLTO (Manitoba Crown)	5.447435974	0.303748920
33	Lsd 7-15-7-29 W1M	Red River Oil Inc.	100.000000	Joanne Louise Thompson	12.712778453	0.947866961
34	Lsd 7-15-7-29 W1M	Red River Oil Inc.	100.000000	Carolyn Elaine Taxer	12.712778453	0.947866961
35	Lsd 7-15-7-29 W1M	Red River Oil Inc.	100.000000	Sylvia Jean Font	12.712778453	0.947866961
36	Lsd 7-15-7-29 W1M	Red River Oil Inc.	100.000000	Susan Jean Rodani	9.534583839	0.710900221
37	Lsd 7-15-7-29 W1M	Red River Oil Inc.	100.000000	Edwin Kenneth Zelmer & Terrence Oliver Mayert	47.672919197	3.554501104
38	Lsd 7-15-7-29 W1M	Red River Oil Inc.	100.000000	RR 102 BLTO (Manitoba Crown)	4.654161606	0.347015095
39	Lsd 8-15-7-29 W1M	Red River Oil Inc.	100.000000	Joanne Louise Thompson	12.712778453	0.938530919
40	Lsd 8-15-7-29 W1M	Red River Oil Inc.	100.000000	Carolyn Elaine Taxer	12.712778453	0.938530919
41	Lsd 8-15-7-29 W1M	Red River Oil Inc.	100.000000	Sylvia Jean Font	12.712778453	0.938530919
42	Lsd 8-15-7-29 W1M	Red River Oil Inc.	100.000000	Susan Jean Rodani	9.534583839	0.703898189
43	Lsd 8-15-7-29 W1M	Red River Oil Inc.	100.000000	Edwin Kenneth Zelmer & Terrence Oliver Mayert	47.672919197	3.519490944
44	Lsd 8-15-7-29 W1M	Red River Oil Inc.	100.000000	RR 102 BLTO (Manitoba Crown)	4.654161606	0.343597160
45	Lsd 9-15-7-29 W1M	Red River Oil Inc.	100.000000	Pioneer Legacy Investments Ltd.	32.428693901	2.327333363
46	Lsd 9-15-7-29 W1M	Red River Oil Inc.	100.000000	Crystal Rhodes	8.107173475	0.581833341
47	Lsd 9-15-7-29 W1M	Red River Oil Inc.	100.000000	Curtis Rhodes	8.107173475	0.581833341
48	Lsd 9-15-7-29 W1M	Red River Oil Inc.	100.000000	6320180 Manitoba Ltd.	16.214346950	1.163666682
49	Lsd 9-15-7-29 W1M	Red River Oil Inc.	100.000000	6589741 Manitoba Ltd.	16.214346950	1.163666682
50	Lsd 9-15-7-29 W1M	Red River Oil Inc.	100.000000	723837 Alberta Ltd.	16.214346950	1.163666682
51	Lsd 9-15-7-29 W1M	Red River Oil Inc.	100.000000	RR 102 BLTO (Manitoba Crown)	2.713918298	0.194771723
52	Lsd 10-15-7-29 W1M	Red River Oil Inc.	100.000000	Pioneer Legacy Investments Ltd.	32.428693901	2.327333363
53	Lsd 10-15-7-29 W1M	Red River Oil Inc.	100.000000	Crystal Rhodes	8.107173475	0.581833341
54	Lsd 10-15-7-29 W1M	Red River Oil Inc.	100.000000	Curtis Rhodes	8.107173475	0.581833341
55	Lsd 10-15-7-29 W1M	Red River Oil Inc.	100.000000	6320180 Manitoba Ltd.	16.214346950	1.163666682
56	Lsd 10-15-7-29 W1M	Red River Oil Inc.	100.000000	6589741 Manitoba Ltd.	16.214346950	1.163666682
57	Lsd 10-15-7-29 W1M	Red River Oil Inc.	100.000000	723837 Alberta Ltd.	16.214346950	1.163666682
58	Lsd 10-15-7-29 W1M	Red River Oil Inc.	100.000000	RR 102 BLTO (Manitoba Crown)	2.713918298	0.194771723
59	Lsd 11-15-7-29 W1M	Red River Oil Inc.	100.000000	Pioneer Legacy Investments Ltd.	32.688647485	1.731436749
60	Lsd 11-15-7-29 W1M	Red River Oil Inc.	100.000000	Crystal Rhodes	8.172161871	0.432859187
61	Lsd 11-15-7-29 W1M	Red River Oil Inc.	100.000000	Curtis Rhodes	8.172161871	0.432859187
62	Lsd 11-15-7-29 W1M	Red River Oil Inc.	100.000000	6320180 Manitoba Ltd.	16.344323743	0.865718375

TABLE 4 TRACT PARTICIPATION

Tract No.	Land Description	Working Interest		Royalty Interest		Tract Participation (%)
		Owner	Share (%)	Owner	Share (%)	
63	Lsd 11-15-7-29 W1M	Red River Oil Inc.	100.000000	6589741 Manitoba Ltd.	16.344323743	0.865718375
64	Lsd 11-15-7-29 W1M	Red River Oil Inc.	100.000000	723837 Alberta Ltd.	16.344323743	0.865718375
65	Lsd 11-15-7-29 W1M	Red River Oil Inc.	100.000000	RR 102 BLTO (Manitoba Crown)	1.934057545	0.102442241
66	Lsd 12-15-7-29 W1M	Red River Oil Inc.	100.000000	Pioneer Legacy Investments Ltd.	32.688647485	2.072321555
67	Lsd 12-15-7-29 W1M	Red River Oil Inc.	100.000000	Crystal Rhodes	8.172161871	0.518080389
68	Lsd 12-15-7-29 W1M	Red River Oil Inc.	100.000000	Curtis Rhodes	8.172161871	0.518080389
69	Lsd 12-15-7-29 W1M	Red River Oil Inc.	100.000000	6320180 Manitoba Ltd.	16.344323743	1.036160778
70	Lsd 12-15-7-29 W1M	Red River Oil Inc.	100.000000	6589741 Manitoba Ltd.	16.344323743	1.036160778
71	Lsd 12-15-7-29 W1M	Red River Oil Inc.	100.000000	723837 Alberta Ltd.	16.344323743	1.036160778
72	Lsd 12-15-7-29 W1M	Red River Oil Inc.	100.000000	RR 102 BLTO (Manitoba Crown)	1.934057545	0.122611042
73	Lsd 13-15-7-29 W1M	Red River Oil Inc.	100.000000	Pioneer Legacy Investments Ltd.	33.333333333	2.110579541
74	Lsd 13-15-7-29 W1M	Red River Oil Inc.	100.000000	Crystal Rhodes	8.333333333	0.527644885
75	Lsd 13-15-7-29 W1M	Red River Oil Inc.	100.000000	Curtis Rhodes	8.333333333	0.527644885
76	Lsd 13-15-7-29 W1M	Red River Oil Inc.	100.000000	6320180 Manitoba Ltd.	16.666666667	1.055289770
77	Lsd 13-15-7-29 W1M	Red River Oil Inc.	100.000000	6589741 Manitoba Ltd.	16.666666667	1.055289770
78	Lsd 13-15-7-29 W1M	Red River Oil Inc.	100.000000	723837 Alberta Ltd.	16.666666667	1.055289770
79	Lsd 14-15-7-29 W1M	Red River Oil Inc.	100.000000	Pioneer Legacy Investments Ltd.	33.333333333	1.226056560
80	Lsd 14-15-7-29 W1M	Red River Oil Inc.	100.000000	Crystal Rhodes	8.333333333	0.306514140
81	Lsd 14-15-7-29 W1M	Red River Oil Inc.	100.000000	Curtis Rhodes	8.333333333	0.306514140
82	Lsd 14-15-7-29 W1M	Red River Oil Inc.	100.000000	6320180 Manitoba Ltd.	16.666666667	0.613028280
83	Lsd 14-15-7-29 W1M	Red River Oil Inc.	100.000000	6589741 Manitoba Ltd.	16.666666667	0.613028280
84	Lsd 14-15-7-29 W1M	Red River Oil Inc.	100.000000	723837 Alberta Ltd.	16.666666667	0.613028280
85	Lsd 15-15-7-29 W1M	Red River Oil Inc.	100.000000	Pioneer Legacy Investments Ltd.	33.333333333	1.852729668
86	Lsd 15-15-7-29 W1M	Red River Oil Inc.	100.000000	Crystal Rhodes	8.333333333	0.463182417
87	Lsd 15-15-7-29 W1M	Red River Oil Inc.	100.000000	Curtis Rhodes	8.333333333	0.463182417
88	Lsd 15-15-7-29 W1M	Red River Oil Inc.	100.000000	6320180 Manitoba Ltd.	16.666666667	0.926364834
89	Lsd 15-15-7-29 W1M	Red River Oil Inc.	100.000000	6589741 Manitoba Ltd.	16.666666667	0.926364834
90	Lsd 15-15-7-29 W1M	Red River Oil Inc.	100.000000	723837 Alberta Ltd.	16.666666667	0.926364834
91	Lsd 16-15-7-29 W1M	Red River Oil Inc.	100.000000	Pioneer Legacy Investments Ltd.	33.333333333	1.909394626
92	Lsd 16-15-7-29 W1M	Red River Oil Inc.	100.000000	Crystal Rhodes	8.333333333	0.477348656
93	Lsd 16-15-7-29 W1M	Red River Oil Inc.	100.000000	Curtis Rhodes	8.333333333	0.477348656
94	Lsd 16-15-7-29 W1M	Red River Oil Inc.	100.000000	6320180 Manitoba Ltd.	16.666666667	0.954697313
95	Lsd 16-15-7-29 W1M	Red River Oil Inc.	100.000000	6589741 Manitoba Ltd.	16.666666667	0.954697313
96	Lsd 16-15-7-29 W1M	Red River Oil Inc.	100.000000	723837 Alberta Ltd.	16.666666667	0.954697313

100.00000000

Red River Oil Inc.

Sinclair Unit # 15 Summary of Royalty Interest

Royalty Interest	
Owner	Share (%)
6320180 Manitoba Ltd.	7.778592713
6589741 Manitoba Ltd.	7.778592713
723837 Alberta Ltd.	7.778592713
Carolyn Elaine Taxer	6.848390703
Crystal Rhodes	3.889296356
Curtis Rhodes	3.889296356
Edwin Kenneth Zelmer & Terrence Oliver Mayert	25.681465138
Joanne Louise Thompson	6.848390703
Pioneer Legacy Investments Ltd.	15.557185425
RR 102 BLTO (Manitoba Crown)	1.965513450
Susan Jean Rodani	5.136293028
Sylvia Jean Font	6.848390703

100.000000000