

PetroShale

C a l g a r y • D e n v e r

Amended Management's Discussion & Analysis

As at September 30, 2016
and for the three and nine months ended September 30, 2016 and 2015

MANAGEMENT'S DISCUSSION & ANALYSIS

The following amended Management's Discussion and Analysis (the "MD&A") has been prepared by management and reviewed and approved by the Board of Directors of PetroShale Inc. ("PetroShale" or the "Company") on March 14, 2017. See Note 15 to the Amended Consolidated Financial Statements. This MD&A reports on the consolidated financial position and the consolidated results of operations of PetroShale for the three and nine months ended September 30, 2016 and 2015 and should be read in conjunction with PetroShale's amended consolidated interim financial statements as at and for the three and nine months ended September 30, 2016 (the "Amended Consolidated Financial Statements") and the amended consolidated financial statements as at and for the year ended December 31, 2015. The reader should be aware that historical results are not necessarily indicative of future performance.

The financial data presented below has been prepared in accordance with International Financial Reporting Standards ("IFRS"), unless otherwise indicated.

Frequently Used Terms:

<u>Term</u>	<u>Description</u>
Bbl	Barrel(s)
Boe	Barrel(s) of oil equivalent
Mboe	Thousand barrels of oil equivalent
Mcf	Thousand cubic feet
NGLs	Natural gas liquids
WTI	West Texas Intermediate, reference price paid in US\$ for crude oil of standard grade
HH	Henry Hub, reference price paid in US\$ for natural gas deliveries

Barrel of Oil Equivalent

Where amounts are expressed on a Boe basis, natural gas volumes have been converted to Boe using a ratio of 6,000 cubic feet of natural gas to one barrel of oil (6 Mcf : 1 Bbl). This Boe conversion ratio is based on an energy equivalency conversion method primarily applicable at the burner tip and does not represent a value equivalency at the wellhead. The value ratio between the commodities, based on the current price of crude oil compared to natural gas, is significantly different from the energy equivalency of 6 Mcf: 1 Bbl, and therefore utilizing this conversion ratio may be misleading as an indication of value.

Presentation of Volumes and Currency

Production volumes and per Boe calculations are presented on a gross working interest basis, before royalty interests, unless otherwise stated. PetroShale's reporting and measurement currency is the Canadian dollar. Amounts in this MD&A are in Canadian dollars unless otherwise stated. The functional currency of PetroShale's US subsidiary is the US dollar, and the US subsidiary's results and balance sheet are translated to Canadian dollars for purposes of consolidation in PetroShale's financial statements, in accordance with the Company's foreign currency translation accounting policy.

Non-IFRS Measurements

The MD&A contains the terms "funds flow from operations," "operating netback" and "EBITDA" which are not defined by IFRS and therefore may not be comparable to performance measures presented by others. Funds flow from operations represents cash flow from operating activities prior to change in non-cash working capital and decommissioning expenditures. Operating netback represents revenue and realized gain or loss on financial derivatives, less royalties, production taxes and operating costs and has been presented on a per Boe basis. EBITDA means net income (loss) before taxes, depletion and depreciation expense, exploration and evaluation expense, any impairments, finance expense, foreign exchange gain or loss, any gain or loss on property dispositions and share-based compensation expense. Management believes that in addition to net income (loss) and cash flow from (used in) operating activities, funds flow from operations, operating netback and EBITDA are useful supplemental measures as they assist in the determination of the Company's operating performance, leverage and liquidity. Investors should be cautioned, however, that these measures should not be construed as an alternative to either net income (loss) or cash flow from (used in) operating activities, which are determined in accordance with IFRS, as indicators of the Company's performance.

The reconciliation between funds flow from operations and EBITDA and cashflow from operating activities and net loss, respectively can be found later within this MD&A.

MANAGEMENT'S DISCUSSION & ANALYSIS

Forward Looking Statements

This MD&A contains forward looking statements and forward-looking information (collectively, "forward looking statements") within the meaning of applicable Canadian securities laws. Management's assessment of future plans and operations, drilling plans and the timing thereof, plans for the tie-in and completion of wells and the timing thereof, capital expenditures, timing of capital expenditures and methods of financing capital expenditures and the ability to fund financial liabilities, production estimates, expected commodity mix and prices, reserve estimates, future operating costs, expected royalty rates, expected general and administrative expenses, expected interest rates, debt levels, funds from operations and the timing of and impact of implementing new accounting policies, estimates regarding its undeveloped land position, expected changes to amounts and terms of available debt financing and issuance of warrants in support thereof and estimated future drilling, recompletion or reactivation locations and anticipated impact upon PetroShale's forecasts in respect of production and cash flow for the remainder of 2016 and the resulting fiscal year-end net debt may constitute forward looking statements and necessarily involve risks including, without limitation, risks associated with oil and gas exploration, development, exploitation, production, marketing and transportation of oil and natural gas, loss of markets, volatility of commodity prices, currency fluctuations, imprecision of reserve estimates, environmental risks, competition from other producers, inability to retain drilling rigs and other services at reasonable costs or at all, incorrect assessment of the value of acquisitions, failure to realize the anticipated benefits of acquisitions or drilling operations, risks associated with PetroShale's non-operated status on the majority of its properties, production delays resulting from or inability to obtain required regulatory approvals or the tie-in of associated natural gas production and inability to access sufficient capital from internal and external sources.

The Company's actual results may differ materially from those expressed in, or implied by, the forward looking statements. Forward looking statements or information is based on a number of factors and assumptions which have been used to develop such statements and information but which may prove to be incorrect. Although PetroShale believes that the expectations reflected in such forward looking statements or information are reasonable, undue reliance should not be placed on forward looking statements because the Company can give no assurance that such expectations will prove to be correct. In addition to other factors and assumptions which may be identified in this document and other documents filed by the Company, assumptions have been made regarding, among other things: the impact of increasing competition; the general stability of the economic, regulatory and political environment in which PetroShale operates; the ability of the Company to obtain and retain qualified staff, equipment and services in a timely and cost efficient manner; drilling results; the ability of the respective operator of each non-operated project which the Company has an interest in to operate the field in a safe, efficient, compliant and effective manner; PetroShale's ability to obtain financing on acceptable terms; changes in the Company's various credit facilities; receipt of regulatory approvals; field production rates and decline rates; the ability of the Company, and the operators of its non-operated properties, to tie-in associated natural gas production in an economic manner; the ability to manage operating costs; the ability to replace and expand oil and natural gas reserves through acquisition, development or exploration; the ability to convert proven non-producing or probable oil and natural gas reserves to producing reserves; the timing and costs of pipeline, storage and facility construction and expansion; the ability of the Company to secure adequate product transportation; future petroleum and natural gas prices; currency, exchange and interest rates; the regulatory framework regarding royalties, taxes and environmental matters in the jurisdictions in which the Company operates; PetroShale's ability to successfully drill, complete and commence production at commercial rates from its operated well(s); and PetroShale's ability, or those of the operators of its properties, to successfully market its petroleum and natural gas products. Readers are cautioned that the foregoing list of factors is not exhaustive.

Additional information on these and other factors that could affect the Company's operations and financial results are included in reports on file with Canadian securities regulatory authorities and may be accessed through the System for Electronic Document Analysis and Retrieval ("SEDAR") website (www.sedar.com) or at the Company's website (www.petroshaleinc.com). Furthermore, the forward looking statements contained in this document are made as at the date of this document and the Company does not undertake any obligation to update publicly or to revise any of the included forward looking statements, whether as a result of new information, future events or otherwise, except as may be required by applicable securities laws.

FINANCIAL AND OPERATIONAL HIGHLIGHTS

<i>(all \$ amounts are presented in Canadian dollars)</i>	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
FINANCIAL <i>(in thousands, except per share and share data)</i>				
Petroleum and natural gas revenue	\$ 5,628	\$ 7,482	\$ 15,598	\$ 17,358
Funds flow from operations ⁽¹⁾	\$ 2,039	\$ 3,150	\$ 6,056	\$ 5,740
Net loss	\$ (3,387)	\$ (3,042)	\$ (9,814)	\$ (7,404)
Per share - basic and diluted	\$ (0.10)	\$ (0.09)	\$ (0.29)	\$ (0.22)
EBITDA ⁽¹⁾	\$ 2,443	\$ 3,293	\$ 5,955	\$ 7,436
Capital expenditures	\$ 6,667	\$ 18,466	\$ 19,982	\$ 36,793
Net debt ⁽²⁾			\$ 134,886	\$ 109,879
Common shares outstanding			34,207,574	34,207,574
Weighted average - basic and diluted	34,207,574	34,207,574	34,207,574	34,207,574
OPERATING				
Number of Days	92	92	274	273
Daily production ⁽⁴⁾				
Crude oil (Bbls)	1,138	1,566	1,186	1,176
Natural gas and NGLs (Mcf)	2,409	1,339	2,202	737
Barrels of oil equivalent (Boe)	1,540	1,789	1,553	1,299
Average realized price ⁽³⁾				
Crude oil (\$/Bbl)	\$ 49.91	\$ 49.14	\$ 44.34	\$ 51.87
Natural gas and NGLs (\$/Mcf)	\$ 1.82	\$ 3.27	\$ 1.96	\$ 3.49
Netback per Boe (\$) ⁽¹⁾⁽³⁾				
Revenue	\$ 39.74	\$ 45.45	\$ 36.65	\$ 48.94
Royalties	(7.99)	(9.98)	(7.43)	(10.83)
Operating costs	(8.16)	(7.60)	(7.96)	(7.73)
Production taxes	(3.04)	(3.84)	(2.82)	(3.86)
Operating netback	\$ 20.55	\$ 24.03	\$ 18.44	\$ 26.52
Operating netback, on a net of royalty basis	\$ 25.70	\$ 30.88	\$ 23.14	\$ 34.10

⁽¹⁾ Non-IFRS measure - See page 2 and the tables on page 20.

⁽²⁾ Total liabilities, excluding decommissioning obligation, less total current assets, excluding any unrealized value of financial derivative assets and liabilities.

⁽³⁾ The Company had no realized gains or losses on hedge contracts in effect during these periods.

⁽⁴⁾ Our oil and natural gas reserves have been categorized as Tight Oil and Shale Gas pursuant to National Instrument 51-101 and the required disclosure included in our Annual Information Form. We have used the terms "crude oil" and "natural gas" here and throughout this MDA as we feel they are easily understood by users and consistent with disclosure of our peers.

MANAGEMENT'S DISCUSSION & ANALYSIS

DESCRIPTION OF BUSINESS

PetroShale Inc. (the "Company") is an oil company engaged in the acquisition, development and consolidation of interests in the North Dakota Bakken/Three Forks.

THIRD QUARTER 2016 SIGNIFICANT EVENTS

Oil and Gas Lease Development

During the quarter, the Company drilled its first well on its operated unit in the Antelope area. Completion operations are currently underway. In addition, the Company participated in drilling three wells in a core non-operated area, in which it has an approximate 25% working interest. We anticipate production to commence on all four wells before the end of the year.

Oil Prices

World oil prices remained stable in the third quarter with WTI averaging in the mid US\$40's, similar to the second quarter and significantly higher than the first quarter of 2016. Since the end of the quarter, WTI has increased to 12 month highs and settled back to the mid US\$40's, as the markets anticipate the results of the OPEC meeting scheduled for November 30, 2016. PetroShale has in place an oil price hedge through June of 2017 which will provide downside protection from future oil prices at WTI \$40 on 500 Bbl per day of net production. Despite the challenging commodity price environment in the quarter, PetroShale generated a netback of \$20.55 / Boe (\$25.70 / Boe on a net of royalty basis) and current drilling and completion activities are economic at these price levels.

OUTLOOK

As noted above, the Company anticipates completing its first operated well in the fourth quarter, and is currently participating in three non-operated wells which we anticipate also being completed in the fourth quarter (PetroShale 25% working interest). When these operations are finished, we anticipate an increase in production. We look forward to continuing to update our shareholders on our progress when we report our yearend results.

RESULTS OF OPERATIONS

Note: All \$ amounts reflected throughout this management's discussion and analysis are in Canadian dollars, unless stated otherwise, consistent with the presentation of the Company's consolidated financial statements. All production volumes and per Boe amounts are on a working interest (gross of royalty) basis unless otherwise stated.

Production

The following table summarizes the Company's working interest daily production volumes for the relevant periods.

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Crude oil (Bbl per day)	1,138	1,566	1,186	1,176
Natural gas and NGLs (Mcf per day)	2,409	1,339	2,202	737
Total (Boe per day)	1,540	1,789	1,553	1,299
Liquid % of Production	83%	88%	84%	91%

Production for the quarter is down 14% from the same quarter in 2015 due to natural declines. Average production for the nine months ended September 30, 2016 is 20% higher than the corresponding period mainly due to increased conservation of associated natural gas production.

Third quarter production decreased 9% compared to the second quarter of 2016 mainly due to natural declines and some shut-in well production. As noted elsewhere in this MD&A, we anticipate production volumes to increase by the end of the year from new wells which are currently being completed.

Pricing

Average benchmark prices	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Crude oil – WTI (US\$ per Bbl)	\$ 44.85	\$ 46.65	\$ 41.35	\$ 50.93
Natural gas – HH (US\$ per Mcf)	2.88	2.76	2.34	2.80
Exchange rate (US\$ /CAD\$)	1.31	1.30	1.33	1.26
Realized prices (CAD)				
Crude oil (\$ per Bbl)	\$ 49.91	\$ 49.14	\$ 44.34	\$ 51.87
Natural gas and NGLs (\$ per Mcf)	1.82	3.27	1.96	3.49
Per Boe	\$ 39.74	\$ 45.45	\$ 36.65	\$ 48.94
Realized prices (USD)				
Crude oil (\$ per Bbl)	\$ 38.24	\$ 38.27	\$ 33.71	\$ 41.12
Natural gas and NGLs (\$ per Mcf)	1.35	2.57	1.48	2.80
Per Boe	\$ 30.42	\$ 35.41	\$ 27.88	\$ 38.79

Management analyzes the basis differential between WTI and the actual realized price for the sale of our crude oil as WTI is a reasonable proxy for the market in which our oil is sold. The average differential between the Company's realized crude price to WTI during the three months ended September 30, 2016 was US\$6.61, which has decreased from US\$8.38 in the same period in 2015 and US\$7.45 in the second quarter of 2016. Realized prices in the nine month period ended September 30, 2016 are lower than the same period in 2015 mainly due to the decline in the WTI benchmark price. Realized natural gas prices remain low in the current reporting period, primarily due to regional market challenges given new gas capture requirements and limited pipeline accessibility.

The Company entered into an oil commodity price hedge which extends through June 2017. No gains or losses on the contracts have been realized in the third quarter. The Company's commodity price hedge as at September 30, 2016 is summarized below (in thousands except for volumes and price per Bbl):

Term	Type	Volumes	Price (per Bbl \$US)	Reference	Fair Value
October 1, 2016 to June 30, 2017	Three-Way Collar	500 Bopd	\$25; \$40 - \$63.50	WTI	\$ 29

The Three-Way Collar provides downside protection if WTI falls below US\$40.00 until WTI is below US\$25.00, at which point the Company would receive the WTI price plus US\$15.00 on the hedged volume. If oil prices exceed US\$63.50, the Company would only realize US\$63.50 on the contracted volume. The Company has not realized any gains or losses as yet on this hedge as oil prices have remained between US\$40.00 and US\$63.50 per barrel. However, the Company has recognized a \$29,000 unrealized gain on the contracts to the end of September 2016, representing the increase in the value of the contracts since they were entered into.

Royalties

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Royalties (in thousands)	\$ 1,131	\$ 1,643	\$ 3,162	\$ 3,841
Royalties per Boe	\$ 7.99	\$ 9.98	\$ 7.43	\$ 10.83
Royalties as % of Revenue	20.1%	22.0%	20.3%	22.1%

The average effective royalty rate has improved due to more recently completed wells having more favorable royalty terms. The royalties per Boe are lower in 2016 due to the lower realized revenue per Boe in the period and the improving royalty rate. Management anticipates the royalty per Boe will remain low until commodity prices recover, and the average effective royalty rate is expected to remain consistent.

Operating Costs and Production Taxes

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Operating costs	\$ 1,156	\$ 1,251	\$ 3,388	\$ 2,742
Production taxes	431	632	1,201	1,369
Operating costs and production taxes (in thousands)	\$ 1,587	\$ 1,883	\$ 4,589	\$ 4,111
Operating costs per Boe	\$ 8.16	\$ 7.60	\$ 7.96	\$ 7.73
Production taxes per Boe	3.04	3.84	2.82	3.86
Operating costs and production taxes per Boe	\$ 11.20	\$ 11.44	\$ 10.78	\$ 11.59

Operating costs

Operating costs per Boe increased for the three months ended September 30, 2016 compared to the three months ended September 30, 2015 due to some large workovers on one of our properties and generally, the impact of fixed costs being allocated over a lower production volume.

Production taxes

North Dakota charges a 5% severance tax on oil sales in addition to an oil extraction tax. The state passed new tax legislation, effective January 1, 2016, reducing the extraction tax from 6.5% to 5% until the average monthly WTI price is above \$90 for three consecutive months at which time the rate would increase to 5.5%. As a result, we realized a lower effective tax rate on new wells in 2016 compared to the comparable periods of 2015. This was partially offset by the discontinuance of a tax incentive on certain wells during the comparative periods which is no longer in place. Production taxes per Boe are lower than the corresponding prior period due to lower realized prices.

Operating Netback

(\$ per Boe)	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Revenue	\$ 39.74	\$ 45.45	\$ 36.65	\$ 48.94
Royalties	(7.99)	(9.98)	(7.43)	(10.83)
Operating costs	(8.16)	(7.60)	(7.96)	(7.73)
Production taxes	(3.04)	(3.84)	(2.82)	(3.86)
Operating netback	\$ 20.55	\$ 24.03	\$ 18.44	\$ 26.52
Operating netback on a net of royalty basis	\$ 25.70	\$ 30.88	\$ 23.14	\$ 34.10

Operating netbacks decreased during the three and nine month periods ended September 30, 2016 compared to the corresponding prior periods due to the decline in average realized prices and the increased weighting of natural gas production.

General and Administrative Expense

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
General and administrative expense (in thousands)	\$ 496	\$ 663	\$ 1,921	\$ 1,970

General and administrative expense ("G&A") decreased during the three months ended September 30, 2016 primarily due to the capitalization of internal development costs directly associated with the drilling operations of our operated well. The G&A expenses for the nine months ended September 30, 2016 reflect the weakening Canadian exchange rate to the US dollar in the current year as most of the Company's expenses are incurred in US dollars.

Depletion and Depreciation Expense

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Depletion and depreciation expense (in thousands)	\$ 2,152	\$ 3,697	\$ 6,530	\$ 7,857
Depletion and depreciation per Boe	\$ 15.19	\$ 22.46	\$ 15.34	\$ 22.15

Depletion and depreciation expense decreased during the three months ended September 30, 2016 compared to the prior period, due to lower production volumes and to a lower depletion rate. The expense per Boe decreased in the three and nine month periods ended September 30, 2016 compared to the corresponding prior periods due to significant reserve additions and a decrease in the anticipated future capital costs of individual wells (based on market conditions) reflected in our December 31, 2015 independent reserve report (the "NSAI Report").

Impairment

Management evaluates its developed and producing assets (“D&P”) for impairment indicators that suggest the carrying value of a cash generating unit (“CGU”) may not be recoverable. If such impairment indicators exist, any impairment is determined by comparing the carrying amount of the CGU to the greater of the CGU’s value in use (“VIU”) and its estimated fair value less selling costs. If the carrying amount is in excess of the estimated recoverable value, then the Company will record an impairment expense related to the CGU. During the three months ended September 30, 2016, management determined that no impairment indicators existed.

Finance Expense

Finance expense reflects interest on the Company’s senior loan and subordinated loan, including the amortization of certain loan origination fees and amounts associated with warrants issued to the holders of the subordinated loan in the third quarter. Interest reflects both cash paid interest on the senior loan and deferred interest on the subordinated loan. Finance expense for the three and nine month periods ended September 30, 2016 increased over the comparative periods in 2015 due to financing the acquisitions and capital expenditures undertaken in 2015 and the nine months ended September 31, 2016 primarily with debt. Additionally, the weakening of the Canadian dollar during 2016 contributed to an increase in the interest expense on the US dollar based loan facilities as reported in Canadian dollars. Interest payments on the Company’s subordinated loan have been deferred since April 1, 2015 and reflected in accounts payable and accrued liabilities on the statements of financial position.

Share-based Compensation

Share-based compensation expense reflects the value ascribed to stock options provided to employees, consultants and directors of the Company, utilizing a fair value methodology, and amortization of those amounts over the anticipated period in which the options vest. Share-based compensation was \$72,000 for the three months ended September 30, 2016 compared to \$54,000 for the three months ended September 30, 2015. The current period expense is net of stock-based compensation costs of \$15,000 capitalized to property, plant and equipment related to internal development of our operated well. The increase in net expense during the three months ending September 30, 2016 compared to the second quarter of 2016 (\$22,000) is due to new stock options issued during the quarter. As described further below, the Company issued stock options in July 2016, which will result in an increase to share-based compensation expense during the fourth quarter of 2016.

Foreign Currency Translation Adjustment

The Company’s consolidated financial statements are reported in Canadian dollars, which is the Company’s presentation currency. Transactions of the Company’s US subsidiary are recorded in US dollars, its functional currency, as this is the primary economic environment in which the subsidiary operates. The assets, liabilities and results of operations of the Company’s US subsidiary are translated to Canadian dollars in the consolidated financial statements according to the Company’s foreign currency translation policy, with any corresponding gain or loss reflected as currency translation adjustment in other comprehensive income. The Company experienced a currency translation loss in the nine months ended September 30, 2016 due to the strengthening of the Canadian dollar from December 31, 2015 to September 30, 2016 and the excess of its US dollar denominated assets over liabilities. The US dollar / Canadian dollar exchange rate averaged 1.31 for the quarter and 1.33 for the year to date, and ended the nine month period at approximately 1.31.

Share Capital

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Weighted average common shares outstanding:				
Basic and diluted	34,207,574	34,207,574	34,207,574	34,207,574
Outstanding securities:				
Common shares, voting and non-voting			34,207,574	34,207,574
Stock options			3,475,205	2,295,205
Warrants (exercise price of \$0.75)			2,000,000	0

As at November 18, 2016, we had 34,207,574 common shares, 2,736,735 stock options and 2,000,000 common share purchase warrants outstanding, reflecting the surrender of 738,470 stock options subsequent to the end of the quarter.

The following stock options are outstanding as at September 30, 2016:

Stock Options

Weighted Average Exercise Price	Weighted Average		Number of Outstanding Options	Number of Options Exercisable
	Remaining Contractual Term			
\$0.70	3.71		2,293,264	628,838
\$1.11	3.00		20,000	6,667
\$1.40	2.45		275,000	183,333
\$1.50	0.92		886,941	886,941
\$0.96	2.89		3,475,205	1,705,779

On July 22, 2016, the Company granted 1,350,000 additional options with an exercise price of \$0.70 and 170,000 previously outstanding options were cancelled.

Capital Expenditures

The following table represents capital expenditures for the nine months ended September 30, 2016:

<i>(in thousands)</i>	
Acquisitions	\$ 8,505
Capital expenditures	
Drilling and completion	11,116
Other	361
Total capital expenditures ⁽¹⁾	\$ 19,982

During the nine months ended September 30, 2016, the Company participated in 63 gross (2.6 net) wells, which were in various stages of completion.

The Company is currently in the process of completing its first operated well and is participating in the completion of a further three gross (0.7 net) wells of another operator. We estimate these activities will result in an additional US\$8.0 million of capital expenditures in the fourth quarter. Otherwise, the Company has no commitments to make additional capital expenditures. We estimate future development costs of US\$222.8 million related to our proven and probable reserves as at September 30, 2016.

Liquidity and Capital Resources

Capital expenditures of \$6.7 million for drilling and completion activities for the three months ended September 30, 2016, were financed through cash on hand and operating cashflow.

During our initial stages of growth, the Company is dependent on cash on hand, as well as equity and debt issuances to finance capital expenditures and property acquisitions. The Company will manage our borrowings in relation to our credit capacity and our ability to generate future operating cash flows to service such debt.

The Company continuously monitors production, commodity prices and resulting cash flows. Should circumstances affect cash flow in a detrimental way, the Company is capable of reducing its capital spending levels by not consenting to participate in additional drilling proposed by operators of its various properties or by selling PetroShale's interest in those wells to other parties, as we did during 2015. The operators of the Company's properties continue to evaluate their capital programs in light of current commodity prices. Although drilling activity remains low, completion activity has increased in the last month as oil prices have steadied. In addition, the Company will monitor its financial capacity before proceeding with additional wells on its operated lands. Accounts payable and accrued liabilities consist of amounts relating to capital spending, field operating activities and general and administrative expenses. Accounts payable also includes \$15.1 million of deferred interest on the subordinated loan (see below) as at September 30, 2016. Management expects to be able to fully meet all current obligations when due with funding provided by a combination of accounts receivable collections, funds from operations and available capacity under our credit facilities.

The Company maintains a senior revolving credit facility of US\$22.5 million which is referred to as the senior loan under current liabilities in the statements of financial position. The maturity date is currently June 17, 2017. The amount of the facility is subject to a borrowing base test performed on a periodic basis and at least twice annually by the lender, based primarily on producing oil and natural gas reserves and using commodity prices estimated by the lender as well as other factors. The next scheduled borrowing base review is scheduled prior to the end of 2016. A decrease in the borrowing base determined by the senior lender could result in a reduction to the credit facility, which may require a repayment to the lender.

The senior loan facility is subject to certain financial and non-financial covenants. The financial covenants consist of: (i) a consolidated cash flow to interest expense ratio, as defined in the loan agreement, which is not to be less than 2.50 to 1 on a rolling four-quarter basis, with any equity injections included in the calculation of consolidated cash flow and interest expense excluded from the definition of consolidated cash flow; and (ii) a requirement that total debt not exceed the borrowing base by more than 133%, while excluding the subordinated loan from the definition of total debt. The consolidated cash flow to interest expense ratio was 7.6 to 1 as at September 30, 2016, and therefore the Company is in compliance with this covenant as at that date, and is also in compliance with all other covenants under the senior loan. This facility was drawn to approximately US\$22.4 million as at September 30, 2016.

The Company also has a secured, subordinated revolving credit facility. The facility is intended to allow the Company to close acquisitions and/or fund drilling and well completion capital expenditures. The credit facility bears interest

at a rate of 12% per annum and includes a 2.5% origination fee. The credit facility is provided by two significant shareholders of the Company, one of whom is also a Director and the CEO. The subordinated loan was drawn to US\$68.0 million, as at September 30, 2016, of the current available capacity of US\$80.0 million. The terms of the subordinated loan are similar to those which management believes could be negotiated with third parties.

Interest payments, along with origination fees, under the subordinated loan facility have been deferred since April 1, 2015 and \$15.1 million has been included in accounts payable as at September 30, 2016.

On April 1, 2016, the Company amended the terms of the subordinated loan to increase the loan capacity to US\$80.0 million and extend the maturity date to December 31, 2017. In consideration for the increase in capacity, the extension of the term and the continued deferral of interest payments (for the term of the subordinated loan or until such time as the bank permits cash interest to be paid, if earlier), the Company has issued 2 million common share purchase warrants to the subordinated lenders, pro rata to their participation in the revised commitment amount. Each warrant will entitle the subordinated lenders to exercise and purchase one common share of the Company at \$0.75 for a period of two years from the date of issuance. A 2.5% loan origination fee on the increased commitment amount under the facility has been accrued and deferred in a manner consistent with cash interest owing on the facility.

The incremental liquidity provided by the undrawn capacity under the subordinated loan will assist the Company in meeting our capital needs in 2016. The fact that the lenders to the subordinated loan facility are the Company's largest shareholders also affords incremental flexibility for the Company. The Company anticipates that current and future drilling activities on PetroShale's existing land base will support a larger borrowing base under our senior loan facility as our significant proven undeveloped and probable reserves are developed.

The Company retains the ability to carry out one or more equity financings to raise additional cash to fund future acquisitions, capital expenditures and/or repay outstanding debt. The Company's ability to complete an equity offering is dependent on market conditions.

Contractual Obligations

The following table lists the Company's contractual obligations as at September 30, 2016 and the expected timing of the settlement of these obligations.

<i>(in thousands)</i>	Contractual Cash		Less than 1			
	Flow	Year	1-2 Years	3-5 Years	Thereafter	
Accounts payable and accrued liabilities ⁽¹⁾	\$ 23,041	\$ 23,041	\$ -	\$ -	\$ -	
Senior loan ⁽²⁾	30,224	30,224	-	-	-	
Subordinated loan ⁽³⁾	104,732	12,501	92,231	-	-	
Total	\$ 157,997	\$ 65,766	\$ 92,231	\$ -	\$ -	

⁽¹⁾ The amount includes deferred interest and fees payable of \$15.1 million on the subordinated loan reflected in the financial statements.

⁽²⁾ Includes interest expense at the rate of 4.5% being the rate applicable at September 30, 2016 to the current maturity date of the loan of June 17, 2017.

⁽³⁾ The amount differs from that presented on the statement of financial position due, in part, to the unamortized portion of loan origination fees and warrant amounts, which are offset against the loan principal on the statement of financial position, and future interest expense at the fixed rate of 12.0% as at September 30, 2016. Although interest expense on this loan is currently deferred, the table reflects the full interest obligation to the maturity date of December 31, 2017.

The Company is, or will be, obligated to pay various costs associated with operations incurred in the normal course of business. These costs include royalties paid to governments or mineral rights owners, surface lease rentals and decommissioning obligations. These costs are highly dependent on the future operating environment and are subject to changes in commodity prices, ownership, production volumes and government policies.

Letter of Credit

The Company has an outstanding letter of credit in favor of the energy regulator in North Dakota in the amount of US\$75,000. As security, the Company has set aside an equivalent amount in cash at the financial institution that issued the letter of credit.

Related Party Transactions

Related party transactions are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

The Company has a secured, subordinated, revolving credit facility which may be drawn in US dollars and which has a capacity of US\$80.0 million and a maturity date of December 31, 2017. The credit facility is provided by two significant shareholders of the Company, one of whom is also a director and the CEO. During the three months ended September 30, 2016, fees and the value of the warrants associated with this facility were amortized to finance expense in the amount of \$204,000 (September 30, 2015 – \$263,000). During the three month period ended March 31, 2015, the Company paid \$1.6 million in cash interest. No cash interest has been paid on this loan since April 1, 2015. As partial consideration for extending the term of the subordinated loan, increasing the facility capacity and agreeing to continue to defer cash interest payments, the Company granted 2 million common share purchase warrants to the subordinated lenders, pro rata to their participation in the revised commitment amount. Each warrant entitles the holder to acquire one common share at \$0.75 for a period of two years. These warrants were valued at \$684,000 on the date of issuance and reflected in shareholders' equity on the statements of financial position.

Summary of Quarterly Results

Three month period ended (in thousands):	9/30/2016	6/30/2016	3/31/2016	12/31/2015	9/30/2015	6/30/2015	3/31/2015	12/31/2014
Oil and natural gas sales, net of royalties	\$ 4,497	\$ 4,757	\$ 3,182	\$ 4,409	\$ 5,839	\$ 5,349	\$ 2,329	\$ 2,448
Cash flow from (used in) operating activities	3,585	1,380	2,498	2,841	2,776	2,058	189	(731)
Net loss	(3,387)	(2,947)	(3,480)	(1,543)	(3,042)	(1,824)	(2,538)	(3,030)
Net loss per share –Basic and diluted	\$ (0.10)	\$ (0.09)	\$ (0.10)	\$ (0.05)	\$ (0.09)	\$ (0.05)	\$ (0.07)	\$ (0.09)

Factors that influenced quarterly variations

Quarter over quarter fluctuations are attributable to the items discussed below. During the quarter ended September 30, 2016, lower production volumes and higher finance expense were slightly offset by lower depletion and general and administrative expenses. Net loss for the quarter ended June 30, 2016 decreased from the prior quarter due to increased production volumes and realized prices and lower operating costs. For the quarter ended March 31, 2016, net revenue decreased as production volumes declined combined with lower realized commodity prices. The production decline was due to the shut in of several previously producing wells adjacent to wells in the process of being completed. The net loss in that quarter reflects the impact of lower oil prices and higher finance expense. For the quarter ended December 31, 2015, net revenue decreased as production volumes declined combined with slightly lower realized commodity prices. The quarter ended September 30, 2015 reflected a larger loss arising from higher depletion and finance expenses and lower commodity prices. For the quarter ended June 30, 2015, net revenue increased from the quarter ended March 31, 2015 due to an increase in production and higher realized oil prices. The loss in the quarter ended December 31, 2014 reflects impairments booked in that period.

Cash flow from operating activities generally increased or decreased during the periods presented in a manner consistent with changes in revenues, except in the quarters ended March 31 and June 30, 2016 where the impact of changes in non-cash working capital increased cash flow in the former and decreased cash flow in the latter. From the second quarter of 2015 through the third quarter of 2016, cash flow from operating activities improved over prior periods due to deferral of finance expenses associated with the subordinated credit facility.

Generally, the Company has made several acquisitions and participated in drilling programs which have generally increased production volumes over the past 24 months.

Critical Accounting Estimates

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Estimates and underlying assumptions are reviewed on an ongoing basis. Actual results may differ from these estimates.

Reserves

The estimation of oil and natural gas reserves is critical to various accounting estimates. It requires various judgments based on available geophysical, geological, engineering and economic data. These estimates can change materially as information from ongoing exploratory, development and production activities becomes available. These estimates can also change as economic conditions impacting crude oil and natural gas prices, royalties and operating costs change. Reserve estimates can change net income (loss) through their impact on depletion expense, accretion expense from decommissioning obligations and the application of impairment tests. Revisions or changes in reserve estimates can have either a positive or a negative impact on net income (loss). The Company obtained an independent engineering report as at December 31, 2015 but prepared an internal update of reserves as at September 30, 2016.

Decommissioning obligation

The calculation of the decommissioning obligation in the statements of financial position is based on estimated costs to abandon and reclaim the Company's net ownership in all wells and facilities, the estimated timing of the costs to be incurred and economic inflation and discount rates. These estimates can be impacted by technological advances, changes in laws and regulations or economic conditions and can impact the amount of the decommissioning obligation and net income (loss) through depletion and depreciation expense and accretion reflected as finance expense in the statement of operations.

Business combinations

In accounting for an acquisition, management makes estimates of the fair value of assets acquired and liabilities assumed which includes assessing the value of oil and gas properties based upon the estimation of recoverable quantities of proven and probable reserves being acquired. The amounts allocated to PP&E and decommissioning obligations can have an impact on depletion and depreciation expense, future impairments (if any) and accretion.

Share-based compensation

The calculation of share-based compensation includes estimates of future interest rates, forfeiture rates, stock price volatility and the expected timing of exercise of stock options. These estimates can impact net income (loss) and contributed surplus.

Warrants

In accounting for warrants issued, management is required to make estimates of future interest rates and stock price volatility. These estimates can change the amount recorded to warrants in the statement of financial position as well as finance expense and net income (loss) in the statement of operations.

Deferred income taxes

The calculation of deferred income taxes includes estimates of timing of reversal of temporary differences, tax rates substantively enacted and likelihood of assets being realized. These estimates can impact net income (loss) and deferred tax assets and liabilities.

New and Future Accounting Pronouncements

IFRS 9 – “Financial Instruments” is the result of the first phase of the IASB's project to replace IAS 39 – “Financial Instruments: Recognition and Measurements”. The new standard replaces the current multiple classification and

measurement models for financial assets and liabilities with a single model that has only two classification categories: amortized cost and fair value. This standard will come into effect on January 1, 2018 with early adoption permitted. The extent of the impact of the adoption of IFRS 9 has not yet been determined.

IFRS 15 – “Revenue from Contracts with Customers” was issued in May 2014 to replace IAS11 – “Construction Contracts” and IAS 18 – “Revenue” and related interpretive guidance. IFRS 15 provides a single, principles based model to be applied to all contracts with customers as well as new disclosure requirements with the objective of a more structured approach, improving comparability across entities and industries. Under IFRS 15, an entity will recognize revenue at the amount to which it expects to be entitled in exchange for goods or services on their transfer. IFRS 15 is effective for annual periods beginning on or after January 1, 2018 with earlier adoption permitted and is to be applied retrospectively. The extent of the impact of the adoption of IFRS 15 is not expected to be material.

IFRS 16 – “Leases” is effective for annual periods beginning on or after January 1, 2019 with earlier adoption permitted, and is to be applied retrospectively. The extent of the impact of adoption of this new standard on the Company has not been fully assessed at this time, but is not expected to be material.

Business Conditions and Risks

The Company is engaged in the acquisition, exploration, development and production of crude oil and natural gas assets. The Company’s business is inherently risky and there is no assurance that hydrocarbon reserves will be discovered and economically produced. Financial risks associated with the petroleum industry include fluctuations in commodity prices, interest rates, currency exchange rates, and the ability to access debt and equity financing at a reasonable cost. Operational risks include the performance of the Company’s properties, competition for land and services, environmental factors, reservoir performance uncertainties, a complex regulatory environment and safety concerns, and reliance on the operators of a majority of the Company’s properties.

When acquiring land, the Company uses technical and industry knowledge to evaluate potential hydrocarbon plays in order to pay what it believes are economically sound prices that will benefit PetroShale’s shareholders. The Company’s focus is on areas in which the prospects are understood by management.

The Company minimizes operational risks by participating with well-established operators of our non-operated properties. Because we do not currently operate the majority of our existing US properties we have limited ability to exercise influence over, and control the risks associated with, operations of these properties. The failure of an operator of the Company’s non-operated properties to adequately perform operations, an operator’s breach of the applicable agreements or regulations or an operator’s failure to act in ways that are in the Company’s best interests could reduce production and revenues or could create a liability for the Company for the operator’s failure to properly maintain wells and facilities or to adhere to applicable safety and environmental standards. With respect to properties that the Company does not operate:

- The operator could refuse to initiate exploration or development projects;
- If the Company proceeded with any of those projects the operator has refused to initiate, PetroShale may not receive any funding from the operator with respect to that project and thus bear all the risk;
- The operator may initiate exploration or development projects on a different schedule than the Company would prefer, possibly resulting in lease expirations.

- The operator may propose greater capital expenditures, or on a different schedule than the Company anticipated, including expenditures to drill more wells or build more facilities on a project than the Company has funds for, which may mean that the Company cannot participate in those projects or participate in a substantial amount of the revenues from those projects; and
- The operator may not have sufficient expertise or resources.

Any of these events could significantly and adversely affect anticipated exploration and development activities carried out on its properties which the Company does not operate, and the results of those activities.

PetroShale's focus is on areas and geological formations in which the prospects are understood by management. Technological tools are regularly used to reduce risk and increase the probability of success.

PetroShale relies on appropriate sources of funding to support the various stages of the Company's business strategy. There is no guarantee that external sources of financing will be available in the future, on favorable terms or at all. The various sources of funding include:

- Internally-generated cash flow from production;
- New equity, if available on favorable terms, may be utilized to fund acquisitions, to expand capital programs when appropriate and to repay any outstanding debt; and
- Debt, in the form of traditional oil and gas borrowing base bank facilities, and/or subordinated debt such as the Company's subordinated loan which typically has a higher cost than bank debt.

The Company is exposed to commodity price and market risk for our principal products of crude oil and natural gas. Commodity prices are influenced by a wide variety of factors, most of which are beyond PetroShale's control. To manage this risk, from time to time, the Company may enter into financial derivative contracts for hedging purposes. These derivative contracts may relate to crude oil and natural gas prices, as well as foreign exchange and interest rates. The Company may also, from time to time, enter into fixed physical contracts. The Company monitors the cost and associated benefit of these instruments and contracts as well as any debt levels and utilization rates on debt lines, and utilizes these derivatives and contracts when warranted. Although the Company's intent in entering into such derivative contracts is to manage its exposure to fluctuations in commodity prices, such contracts may limit the Company's ability to fully realize the benefits of higher market prices.

Risk of inflation subjects the Company to potential erosion of product netbacks. For example, increasing costs of oil and natural gas production equipment and services can inflate operating costs and/or drilling and well completion expenditures. In addition, increasing prices for undeveloped land can inflate costs of both asset and corporate acquisitions.

The supply of service and production equipment at competitive prices is critical to the ability to add reserves at a reasonable cost and produce them in an economic and timely fashion. In periods of increased activity, these services and supplies can become difficult to obtain. The Company's operators attempt to mitigate this risk by developing long-term relationships with suppliers and contractors and maintaining an appropriate inventory of production equipment.

The oil and natural gas industry has various environmental risks subject to regulation by various governmental bodies. Environmental legislation includes, but is not limited to, operational controls, site restoration and abandonment requirements and restrictions on emissions of various substances related to the production of oil and natural gas. The North Dakota Industrial Commission ("NDIC") has adopted new rules requiring operators to have a gas capture plan for new wells and placing production restrictions to reduce gas flaring. Compliance with this

legislation may require additional costs and a failure to comply may result in fines and penalties, and/or a requirement to shut-in production. This may also result in delays to commencement of production from oil wells where associated gas production may not yet be tied in to gathering and processing facilities. Additionally, an increase in demand for gas gathering infrastructure and supply of natural gas could increase related processing costs and decrease realized prices, negatively impacting realizations from production.

Demand for crude oil, natural gas liquids (“NGLs”) and natural gas produced by the Company exists within Canada and the United States; however, crude oil prices are affected by worldwide supply and demand fundamentals while natural gas prices are currently primarily affected by factors restricted to the North American market. Demand for natural gas liquids is influenced mainly by the demand for petrochemicals in North American and off-shore markets.

PetroShale mitigates these risks as follows:

- PetroShale and the operators of certain of our properties attempt to explore for and produce crude oil that is high quality (light, sweet), mitigating the Company’s exposure to adverse quality differentials;
- Natural gas production will generally be connected to established pipeline infrastructure or other uses for the natural gas may be found;
- Sale arrangements will vary in term and pricing structure creating a diverse portfolio that minimizes risk of exposure to any one market; and
- Financial derivative instruments may be used where appropriate to manage commodity price volatility.

PetroShale has commenced drilling operations on its first operated well. To date, the Company has relied on third parties to operate production and drill wells on our land. This will expose the Company to additional risks in terms of engaging service suppliers and drilling contractors, the normal oilfield risks of dangerous operations and the potential for discharge of hazardous substances into the environment, arranging for marketing of the Company’s oil and natural gas production, as well as financing the costs of completing the well and recovering a share of those costs from our non-operating partners. The Company has and will continue to engage appropriate resources to ensure these risks are managed to the extent possible.

PetroShale owns leases from individual mineral owners (Fee Leases), the State of North Dakota acting by and through the Board of University and School Lands (State Leases), individual Indians with approval from the Secretary of the Interior of the Bureau of Indian Affairs (Allotted or BIA Leases), and the Bureau of Land Management (Federal Leases). PetroShale adheres to the National Environmental Policy Act in its operations and is under the regulatory authority of the North Dakota Industrial Commission, the Bureau of Indian Affairs (BIA), the Bureau of Land Management and the Department of the Interior’s Office of Natural Resources Revenue. The Allotted leases are held in trust by the United States for the benefit of individual Indians and are subject to restrictions against alienation or encumbrance without approval of the Secretary of the Interior. All of the Company’s Allotted Leases are located within the boundaries of the Fort Berthold Indian Reservation (FBIR) which makes the Company subject to unique regulations that are not applicable to lands outside the FBIR. The Company mitigates this risk by maintaining good relationships with the BIA and staying abreast of current regulations. PetroShale’s ability to execute projects and realize the benefits therefrom is subject to factors beyond our control, including changes to regulations promulgated by any of the above entities.

PetroShale owns interests in certain oil and natural gas leases beneath the Missouri River in North Dakota. In late 2013, the North Dakota Supreme Court upheld that the State of North Dakota owns the mineral rights under the navigable portions of the Missouri River up to the delineated high water mark. PetroShale had purchased interests in certain leases which were negatively impacted by the decision, although not materially. There is ongoing litigation

as to the proper delineation of the high water mark which could further impact PetroShale's interest in these leases, positively or negatively.

Like most companies of our size, PetroShale has a limited number of accounting and finance personnel, and therefore it is difficult to create strong segregation of duties which is normally a feature of a company's internal control structure. The Company mitigates this risk through management's performance of analytical review on operating and financial results.

Non-IFRS Measures

The reconciliation between funds flow from operations, as defined herein, and cash flow from operating activities, as defined by IFRS, is as follows:

<i>(in thousands)</i>	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Cash flow from operating activities	\$ 3,585	\$ 2,776	\$ 7,463	\$ 5,023
Decommissioning expenditures	-	-	-	2
Change in non-cash working capital	(1,546)	374	(1,407)	715
Funds flow from operations	\$ 2,039	\$ 3,150	\$ 6,056	\$ 5,740

The reconciliation between net loss and EBITDA, as defined herein, is as follows:

<i>(in thousands)</i>	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Net loss	\$ (3,387)	\$ (3,042)	\$ (9,814)	\$ (7,404)
Add back:				
Exploration and evaluation expense	-	1	-	4
Depletion and depreciation expense	2,152	3,697	6,530	7,857
Finance expense	3,606	2,583	9,637	6,798
Foreign exchange gain	-	-	(520)	-
Share-based compensation expense	72	54	122	181
EBITDA	\$ 2,443	\$ 3,293	\$ 5,955	\$ 7,436

Off Balance Sheet Arrangements

PetroShale is not involved with any contractual arrangement under which a non-consolidated entity may have an obligation under certain guarantee contracts, a retained or contingent interest in assets transferred to a non-consolidated entity or similar arrangement that serves as credit, liquidity or market risk support to that entity for such assets. PetroShale has no obligation under financial instruments or a variable interest in a non-consolidated entity that provides financing, liquidity, market risk or credit risk support to the Company.

Additional Information

Additional information can be obtained by contacting the Company at PetroShale Inc., Suite 3900, 350-7th Avenue SW, Calgary, Alberta T2P 3N9 or by email at info@petroshaleinc.com. Additional information is also available on www.sedar.com or www.petroshaleinc.com.