



## **MANAGEMENT'S DISCUSSION AND ANALYSIS**

Three Month Period Ended  
March 31, 2017

Report Date – May 30, 2017

# **HILLCREST PETROLEUM LTD.**

Management's Discussion & Analysis  
Three Month Period Ended March 31, 2017

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## **INTRODUCTION**

This Management's Discussion and Analysis ("MD&A") is provided by the management of Hillcrest Petroleum Ltd. ("Hillcrest" or the "Company") as at and for the three month period ended March 31, 2017. This MD&A should be read in conjunction with the Company's condensed interim consolidated financial statements for the three month period ended March 31, 2017 and the audited annual consolidated financial statements for the years ended December 31, 2016 and 2015 (the "Annual Financial Statements").

The following information has been prepared by management in accordance with International Financial Reporting Standards ("IFRS"). All financial results are reported in Canadian dollars, unless otherwise indicated, and production numbers represent Hillcrest's ownership interest.

Additional information relating to the Company, including the financial statements are available on the Hillcrest website at [www.hillcrestpetroleum.com](http://www.hillcrestpetroleum.com) or on the Canadian System for Electronic Document Analysis and Retrieval ("SEDAR") website at [www.sedar.com](http://www.sedar.com).

## **CORPORATE OVERVIEW**

Hillcrest was originally incorporated under the Company Act (British Columbia) on May 2, 2006 under the name Shanghai Creek Minerals Ltd. and on May 28, 2007 the Company changed its name to Hillcrest Resources Ltd. The Company listed its common shares for trading on the TSX Venture Exchange (the "Exchange") and commenced trading under the symbol "HRH" on March 22, 2011. On March 11, 2015, the Company changed its name to Hillcrest Petroleum Ltd.

Effective November 18, 2015, the Company commenced trading on the OTCQB stock exchange in the United States of America ("US") under the symbol "HLRTF". This listing has expanded Hillcrest's corporate exposure and enables US investors to more easily acquire an ownership interest in the Company.

The Company is in the business of acquiring and developing exploration and production interests in oil and gas projects in North America. Management and consultants of the Company have extensive experience in oil and gas exploration, development and production and have the capability to expand the scope of the Company's activities as appropriate opportunities arise. Since incorporation, the Company, or its wholly-owned subsidiaries, has drilled and acquired producing well interests in Texas and in the Gulf of Mexico, within the shallow federal water "shelf" region offshore Louisiana (Refer to "Oil and Gas Properties" section).

## **OIL AND GAS PROPERTIES**

### **a) Gulf of Mexico Properties**

With an effective date of December 19, 2014, the Company completed the purchase of Gulfsands Petroleum USA Inc. ("GPUSA") for gross proceeds of US\$50,000. GPUSA was subsequently renamed Hillcrest GOM Inc. ("HGOM"), and as at December 31, 2016 was a wholly owned subsidiary of Hillcrest.

Via its wholly owned subsidiary, HGOM, the Company owned a portfolio of non-operated oil & gas properties in the Gulf of Mexico, within the shallow federal water "shelf" region offshore Louisiana. These properties comprised 6 leases containing 4 producing fields. Working interests in these leases range from approximately 4% to 26%. The assets and liabilities of HGOM also include its share of the Asset Retirement Obligations ("ARO") for the existing facilities and wells. The timing of these ARO expenditures were estimated to occur between 2016 and 2034, with the majority occurring at the end of productive field life.

## **HILLCREST PETROLEUM LTD.**

Management's Discussion & Analysis

Three Month Period Ended March 31, 2017

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### **OIL AND GAS PROPERTIES (continued)**

#### **a) Gulf of Mexico Properties (continued)**

##### Eugene Island 32

The majority of the Hillcrest oil production from the Gulf of Mexico properties was sourced from the Eugene Island 32 Field. Production is from the Lower Pliocene and Upper Miocene aged conventional sandstone reservoirs contained within a large, faulted anticline structure. There are multiple proven reservoirs within the field area, occurring at vertical drilling depths of approximately 6,000 to 11,000 feet. Water depth at the Eugene Island Field 32 is approximately 10-12 feet. The Company owned a 26.3% Working Interest in the Eugene Island 32 Field.

On October 25, 2016, the Company completed the sale of its Working Interest in the Eugene Island 32 oil field in exchange for the settlement of US\$1,586,934 in existing payables owing to the purchaser, and the release of liability for any future asset retirement obligations currently estimated at approximately US\$6,650,000 on an undiscounted basis. This disposition resulted in a gain on sale of \$961,134.

##### Other Producing Fields

Hillcrest also produced relatively small volumes of oil and gas from the Ship Shoal 271 Field, the West Cameron 498 Field and the West Delta 64 Field. The Company owned between a 4.1% and a 10.4% Working Interest in these Other Producing Fields.

On October 25, 2016, as part of the Eugene Island 32 sale, the Company completed the sale of its Working Interest in the West Cameron 498 Field oil field for the settlement of US\$75,187 in existing payables owing to the purchaser, and the release of liability for any future asset retirement obligations currently estimated at US\$347,481 on an undiscounted basis.

All disclosure of scientific or technical information on the Company's Gulf of Mexico oil and gas property reserves contained in this MD&A is based on information prepared by or under the supervision of the Company's Independent Qualified Reserves Evaluators, D. Braxton and Associates. The Company filed its most recent annual 51-101F2 Report on Reserves Data as at December 31, 2016 on SEDAR on May 1, 2017.

On February 3, 2017, the Company placed its wholly-owned subsidiary HGOM into a Chapter 7 liquidation in the U.S. Court for the Southern District of Texas. As a result, the Company derecognized the remaining net liabilities of HGOM totaling \$5,506,973.

#### **b) Hartburg Property, Texas**

By agreement dated December 8, 2009, the Company entered into an Assignment and Assumption Agreement for the assignment of a 60% working interest in certain oil and gas leases known as the Hartburg Project in Newton County, Texas. In consideration the Company paid a lump sum of \$117,040 (US\$111,266). The Company is responsible for its proportionate share of all future costs of the development of the property.

On March 27, 2009, Barry Lasker ("Lasker") and Delta Oil and Gas, Inc. ("Delta") entered into an exploration agreement (the "Exploration Agreement"). Pursuant to the terms of the Exploration Agreement, Lasker agreed to identify and secure leases which would subsequently be assigned to Delta and pursuant to the terms of such agreement, Delta agreed to pay 100% of the lease acquisition costs and operating costs of up to three wells.

## HILLCREST PETROLEUM LTD.

Management's Discussion & Analysis  
Three Month Period Ended March 31, 2017

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### OIL AND GAS PROPERTIES (continued)

#### b) Hartburg Property, Texas (continued)

In exchange for Lasker's performance under the Exploration Agreement, Lasker obtained a 10% carried interest in the first target well, Donner #1, and a 20% carried interest in the second and third target wells, Prospect 1 (Donner #2) and Prospect 2 (Donner #4), respectively, until payout in each of the wells. Upon payout, Lasker's carried interest converted to a 50% working interest in Donner #1 and a 40% working interest in each of Prospect 1 and Prospect 2.

In August 2009, Donald Currie in his personal capacity and not in his capacity as an officer or director of the Company, entered into an oral agreement with Lasker which is evidenced by a written agreement dated January 10, 2010 to acquire 50% of all of Lasker's right, title and interest in and to the Exploration Agreement.

On December 30, 2010, Delta entered into an agreement (the "HRI Assignment") with the Company to assign 60% of all of Delta's right, title and interest in and to the Exploration Agreement.

During 2014, both the Donner 4 well and the Brown 1 well were completed and placed into production. However, the Donner 4 was shut in during December 2014 due to sand coming into and plugging the well bore. Initial attempts to swab in the well to remove the sand led to a portion of the swab line and swab mandrel becoming stuck in the well bore, and this obstruction must be removed via a "fishing" operation prior to the well being returned to production.

During March 2016, the Donner 2 well experienced a similar problem to that of the Donner 4 well when sand entered the well bore ultimately suspending production.

During December 2016, gas production from the Nonion Struma reservoir in the Brown #1 well ceased due to increased water production. Attempts were made during the following weeks to lift the water and re-start production, but a steady gas rate could not be maintained and the well is currently shut-in.

The contract operator has provided a cost summary focused on potentially solving the mechanical issues for the Donner 4 and Donner 2 wells, and for re-completing the Brown 1 well. The Company attempted the proposed Donner 4 "fishing" operation in April 2017. Although some significant progress was made in terms of recovering a portion of the swab line, we were unable to completely remove the obstruction and return the well to production. The Company is reviewing the recent operation in order to determine the next course of action. The proposed cost estimates for the Donner 2 and Brown 1 work-overs are currently being reviewed.

On March 28, 2017, the Company completed the sale of its interest in the Donner 1 well in exchange for cash proceeds of US\$232,742.

The Hartburg Property currently consists of the following working interests to the Company:

Well	Working Interest
Donner #2	48.00%
Donner #4 *	48.00%
Brown #1 *	90.00%

\* HPL NRI on Donner 4 and Brown 1 has an additional royalty burden, calculated as an 10% ORRI proportionately reduced to the pre-existing royalty interest.

## **HILLCREST PETROLEUM LTD.**

Management's Discussion & Analysis

Three Month Period Ended March 31, 2017

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### **OIL AND GAS PROPERTIES (continued)**

All disclosure of scientific or technical information on the Company's Hartburg oil and gas property reserves contained in this MD&A is based on information prepared by or under the supervision of the Company's Independent Qualified Reserves Evaluators, D. Braxton and Associates. The Company filed its most recent annual 51-101F2 Report on Reserves Data as of December 31, 2016 on SEDAR on May 1, 2017.

### **EXPLORATION AND EVALUATION PROPERTIES**

#### **a) Western Canada Opportunities**

During 2016, the Company decided to aggressively pursue acquisition, development and exploration projects located within the Western Canada Sedimentary Basin ("WCSB"), and primarily in the provinces of Alberta and Saskatchewan. Company management has an extensive track record of creating and extracting value in this region, and believe that we are well positioned to succeed in this world class jurisdiction.

During the three month period ended March 31, 2017, the Company entered into an agreement with a Canadian oil and gas company whereby the Company, via a wholly owned subsidiary, may earn up to a 75% Working Interest and become the operator of record in two petroleum assets located in the WCSB. Subject to completion of due diligence and necessary regulatory approvals, we expect this agreement to take effect during the second quarter of 2017.

#### **b) Onshore Texas Opportunities**

During 2016 the Company, via its wholly owned onshore Texas based subsidiary, evaluated a number of acquisition opportunities located onshore Texas but were unsuccessful in acquiring any of the targeted projects. However, the Company believes that the process has been extremely useful in terms of high-grading acquisition targets and methods, and that the resulting narrower focus is more likely to achieve success going forward.

#### **c) Carrera Prospect – Texas**

On August 1, 2013, Bazmo Exploration Inc., ("Bazmo") and the Company entered into an exploration agreement (the "Exploration Agreement"). Pursuant to the terms of the Exploration Agreement, Bazmo agreed to identify and secure leases which would subsequently be assigned to the Company and pursuant to the terms of such agreement, the Company agreed to pay 100% of the lease acquisition costs and operating costs of all wells drilled. In exchange for Bazmo's performance under the Exploration Agreement, Bazmo obtained a 10% carried interest in all target wells, until payout in each of the wells. Upon payout, Bazmo's carried interest will convert to a 50% working interest in all target wells. The Company currently has mineral interests of up to 80% within certain parts of the Carrera Prospect area in Newton County, Texas.

During the year ended December 31, 2015, the Company reviewed the carrying value of the Carrera Prospect for impairment indicators. It was determined that the carrying value of the Carrera Prospect exceeded its recoverable amount and the Company recorded an impairment of \$480,795.

## HILLCREST PETROLEUM LTD.

Management's Discussion & Analysis

Three Month Period Ended March 31, 2017

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### EXPLORATION AND EVALUATION PROPERTIES (continued)

Effective June 30, 2016, the Company terminated the Exploration Agreement with Bazmo in exchange for a cash payment of US\$15,000 and the assignment of a 15% working interest in the currently held leases in the Carrera Prospect. With an 85% operated working interest in the remaining leases, the Company now has plans to licence a 3D seismic survey in order to mature the leads already identified into drillable prospects. With continued stability in petroleum product prices coupled with cyclical reductions in service sector costs, we expect that 2017 will be a suitable year to pursue these attractive leads.

As at December 31, 2016, the Company recorded an impairment of \$91,742 on the Carrera prospect.

#### d) Pettit Project – Louisiana

On July 29, 2016, the Company entered into a definitive agreement (“Pettit Agreement”) for the right to earn up to a 75% working interest in 6,200 acres in the state of Louisiana. The terms of the Pettit Agreement were such that the Company had the option to undertake an initial six well development drilling program with a maximum commitment of US\$3,000,000 in order to satisfy the earning agreement.

The Company paid a US\$240,000 acreage fee to the vendor for the initial six wells. The Company would pay an acreage fee of US\$40,000 for each additional well drilled after the initial six well program and will implement a bonus program payable in common shares of the Company, subject to TSX-V approval, for each barrel of oil reserves incrementally added to the proved, developed producing category.

As at December 31, 2016, and after substantial engineering, technical and economic review, the Company elected not to proceed with the drilling program on the Pettit Project, and as a result recorded an impairment of \$319,213.

### SELECTED ANNUAL INFORMATION

Selected annual information for the years ended December 31, 2016, 2015 and 2014 is presented below:

	2016	2015	2014
	(\$)	(\$)	(\$)
<b>Total assets</b>	2,603,374	15,208,251	27,959,385
<b>Total liabilities</b>	9,386,371	19,165,727	18,377,583
<b>Shareholders' equity (deficiency)</b>	(6,782,997)	(3,957,476)	9,581,802
<b>Revenue, net of royalties</b>	1,299,214	3,925,785	1,163,004
<b>Expenses</b>	(4,861,209)	(18,628,308)	5,082,286
<b>Net income (loss)</b>	(3,561,995)	(14,702,523)	6,245,290
<b>Earnings (loss) per share</b>	(0.07)	(0.29)	0.16

## HILLCREST PETROLEUM LTD.

Management's Discussion & Analysis  
Three Month Period Ended March 31, 2017

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### SELECTED QUARTERLY INFORMATION

The table below summarized information reported for the most recent eight quarterly periods:

	March 31, 2017	December 31, 2016	September 30, 2016	June 30, 2016
	(\$)	(\$)	(\$)	(\$)
<b>Total assets</b>	341,393	2,603,374	13,956,890	13,855,275
<b>Total liabilities</b>	1,115,837	9,386,371	20,197,178	18,608,373
<b>Revenue, net of royalties</b>	28,449	60,513	176,982	582,967
<b>Expenses</b>	6,457,881	(1,251,827)	(1,735,227)	(411,267)
<b>Net income (loss)</b>	6,486,330	(1,191,314)	(1,558,245)	171,700
<b>Earnings (loss) per share</b>	0.10	(0.02)	(0.03)	0.00
<b>Weighted average common shares outstanding</b>	67,314,544	54,700,003	53,377,177	51,295,655

	March 31, 2016	December 31, 2015	September 30, 2015	June 30, 2015
	(\$)	(\$)	(\$)	(\$)
<b>Total assets</b>	13,771,072	15,208,251	23,746,172	22,910,027
<b>Total liabilities</b>	19,277,904	19,165,727	21,771,923	18,957,554
<b>Revenue, net of royalties</b>	478,752	712,630	993,644	1,241,813
<b>Expenses</b>	(1,462,888)	(11,651,381)	(1,929,033)	(2,802,715)
<b>Net income (loss)</b>	(984,136)	(10,938,751)	(935,389)	(1,560,902)
<b>Earnings (loss) per share</b>	(0.02)	(0.22)	(0.01)	(0.03)
<b>Weighted average common shares Outstanding</b>	51,174,776	50,295,655	50,295,655	50,295,655

Significant variations in the most recent eight quarters are discussed below:

- a) During the quarter ended March 31, 2017, assets and liabilities both decreased substantially due to the derecognition of the net liabilities of HGOM, post Chapter 7 filing. Accordingly, the Company reported a gain on loss of control of HGOM of \$6,847,550.
- b) During the quarter ended December 31, 2016, liabilities decreased by approximately \$11,000,000 due to the disposal by HGOM of the Eugene Island 32 field. This disposal also reduced the majority of HGOM's productive well interests and revenue declined substantially.
- c) During the quarter ended September 30, 2016, HGOM recognized approximately US\$700,000 in previously disputed operating costs.
- d) During the quarter ended June 30, 2016, HGOM received an insurance settlement payment of \$832,018 in connection with a 2013 rig incident at the Ship Shoal 271 field.
- e) During the quarter ended March 31, 2016, the total revenue decreased primarily due to the low oil price environment.

## HILLCREST PETROLEUM LTD.

Management's Discussion & Analysis  
Three Month Period Ended March 31, 2017

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### SELECTED QUARTERLY INFORMATION (continued)

- f) During the quarter ended December 31, 2015, the total assets decreased and the net loss increased significantly due to an impairment of \$7,468,704 that was recorded on the Eugene Island assets.
- g) During the quarter ended September 30, 2015, the loss for the period decreased due to a re-estimation of depletion expense for the Eugene Island assets.

### RESULTS OF OPERATIONS

#### Three Month Period Ended March 31, 2017

##### Revenues

The Company generated total revenue of \$28,449 during for the three month period ended March 31, 2017 ("Current Quarter") as compared to \$478,752 in the three month period ended March 31, 2016 ("Prior Quarter"). The 94% decrease is a result of the significantly lower oil production in the Current Quarter after the disposal of the EI32 property which closed in October 2016. The Company produced an average of 2 boe in the Current Quarter as compared to 185 boe in the Prior Quarter.

##### Expenses

The Company's expenses for the Current Quarter decreased by \$7,920,769. This was due primarily to the derecognition of HGOM which resulted in a gain on loss of control of \$6,847,550 as well as the realization of \$1,148,977 in foreign exchange that was previously recorded in other comprehensive income.

### Production Information

The table below shows the Company's net production data from all of its well interests:

	Years Ended December 31,		Change (%)
	2017	2016	
<b>Crude oil (bbl)</b>	472	11,313	(96)
<b>Natural gas (Mcf)</b>	-	31,707	(100)
<b>Total boe</b>	472	16,597	(97)
<b>Crude oil (bopd)</b>	2	126	(96)
<b>Natural gas (Mcfgpd)</b>	-	352	(100)
<b>Total boepd</b>	2	185	(97)
<b>Crude oil (%)</b>	100	68	47
<b>Natural gas (%)</b>	-	32	(100)
<b>Total (%)</b>	100	100	



## **HILLCREST PETROLEUM LTD.**

Management's Discussion & Analysis

Three Month Period Ended March 31, 2017

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### **LIQUIDITY AND CAPITAL RESOURCES**

The Company had a working capital deficiency of \$640,057 as at March 31, 2017, compared to \$6,279,346 as at December 31, 2016. The decrease in working capital deficiency was a result of approximately \$5,700,000 in net liabilities being derecognized when the Company placed HGOM into Chapter 7 liquidation in the U.S. Court for the Southern District of Texas.

The Company recorded net income of \$6,486,330 during the three month period ended March 31, 2017. The revenue currently generated from natural gas and oil sales does not exceed the Company's operating expenses. Accordingly, the Company's ability to meet its obligations as they fall due and to continue to operate as a going concern is dependent upon the continued financial support of the creditors and the shareholders and ultimately, the attainment of profitable operations. Accordingly, in November 2016 and January 2017, the Company completed two tranches of a non-brokered private placement wherein it issued an aggregate of 16,200,000 units at \$0.05 per unit for gross proceeds of \$810,000. Each unit was comprised of a common share and one half of a common share purchase warrant, and each whole warrant entitles the holder to acquire an additional common share at \$0.08 for a period of two years from the date of closing.

Management has successfully utilized both debt and equity financing in the past, but there is no assurance that such funding will be available in the future or if it is that it will be on terms that are acceptable. If the Company is unable to obtain additional financing, it will experience liquidity problems and management expects that it will need to curtail operations, liquidate assets, seek additional capital on less favorable terms and/or pursue other remedial measures. Any additional equity financing may involve substantial dilution.

Due to the conditions and events as noted above, there is material uncertainty casting significant doubt on the Company's ability to continue as a going concern.

### **OFF BALANCE SHEET ARRANGEMENTS**

The Company did not have any off balance sheet debt nor did it have any transactions, arrangements, obligations (including contingent obligations) or other relationships with any unconsolidated entities or other persons that may have material current or future effect on financial conditions, changes in the financial conditions, results of operations, liquidity, capital expenditures, capital resources, or significant components of revenue or expenses.

## **HILLCREST PETROLEUM LTD.**

Management's Discussion & Analysis  
Three Month Period Ended March 31, 2017

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### **SUBSEQUENT EVENTS**

Subsequent to March 31, 2017, the Company:

- a) signed a binding joint venture agreement ("JV Agreement") with a Canadian oil and gas company ("Juniorco") whereby the Company, via a wholly-owned subsidiary, will earn up to a 75% working interest in two petroleum assets located in western Canada. The primary terms of the JV Agreement are as follows:
  - the Company, appointed as operator, will earn up to 75% of the Juniorco's working interest in the fields by contributing technical expertise and financing to restore production from the fields. The Company's working interest will revert to 50% once the Company has recovered all production restoration costs from the production revenues. Gross production from both fields collectively is expected to be approximately 400 barrels of oil per day upon restoration.
  - Hillcrest has arranged third party project financing, and these funds are to be provided on a non-dilutive basis to Hillcrest shareholders. Total project financing, including the placement of operator deposits and licence liability rating ("LLR") bonds, is estimated to cost \$2,200,000. Project financing will be secured by both the assets and the Company.
  - Approximately \$900,000 in project costs is required to re-establish production from the fields by way of equipment installation and upgrades and well workovers. These projects are expected to reduce operating expenses and restore production, thereby increasing the operating netbacks.
  - Project costs include the placement of approximately \$1,300,000 in LLR bonds. The company will consistent with the regulatory requirement request the return of these LLR bonds once economic production from the fields has been re-established for a certain period of time, thereby substantially reducing the net investment in the project.
  - Hillcrest will immediately commence assessment of additional infield development opportunities, such as well recompletions and infill development drilling, which will be pursued in the second half of this year.
  - Hillcrest shall obtain the regulatory approvals required for the Company to perform as an oil and gas operator within the provinces of Alberta and Saskatchewan. Such regulatory approvals are expected in June 2017.
  - Upon obtaining all regulatory approvals, the production restoration project will commence.
- b) announced a non-brokered equity private placement wherein it will issue up to 7,142,857 units at \$0.07 per unit for gross proceeds of \$500,000. Each unit will consist of a common share and one half of a common share purchase warrant wherein each whole warrant entitles the holder to acquire an additional common share at a price of \$0.10 for a period of two years from the date of closing.

## HILLCREST PETROLEUM LTD.

Management's Discussion & Analysis

Three Month Period Ended March 31, 2017

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### OUTSTANDING SHARE DATA

Three Month Period Ended March 31, 2017

The Company completed the second and final tranche of a non-brokered private placement wherein it issued 8,900,000 units at a price of \$0.05 per unit. Each unit consisted of one common share in the capital of the Company plus one half of one common share purchase warrant. Each whole warrant of this second tranche offering will entitle the holder to purchase one additional share at a price of \$0.08 until January 18, 2019. The Company paid cash commissions of \$5,200 in connection with the closing of the second tranche.

Year Ended December 31, 2016

The Company completed the first tranche of a private placement wherein it issued 7,300,000 units at \$0.05 per unit for gross proceeds of \$365,000. Each unit was comprised of a common share and one half of a share purchase warrant, and each whole warrant entitles the holder to acquire an additional common share at \$0.08 until December 8, 2018.

The Company issued 1,000,000 common shares with a fair value of \$30,000 as consideration in connection with an unsecured loan.

The Company issued 1,200,000 common shares with a fair value of \$72,000 to a lender as consideration in connection with a secured loan. Furthermore, the Company issued 300,000 common shares with a fair value of \$18,000 as a syndication fee in connection with the secured loan.

As at the Report Date there are 68,995,655 common shares outstanding.

### SHARE PURCHASE WARRANTS

The total number of stock options outstanding as of the Report Date are summarized below:

Number of Options	Exercise Price (\$)	Expiry Date
5,312,500	0.08	December 30, 2017
3,650,000	0.08	December 8, 2018
4,450,000	0.08	January 18, 2019
13,412,500	0.08	

## HILLCREST PETROLEUM LTD.

Management's Discussion & Analysis  
Three Month Period Ended March 31, 2017

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### STOCK OPTIONS

The total number of stock options outstanding as of the Report Date are summarized below:

Number of Options	Exercise Price (\$)	Expiry Date
1,400,000	0.06	September 9, 2018
500,000	0.06	November 26, 2018
4,500,000	0.07	February 21, 2022
6,400,000	0.07	

### RELATED PARTY TRANSACTIONS

The following summarizes the Company's related party transactions during the three month periods ended March 31, 2017 and 2016:

#### *Key management compensation*

	2017 (\$)	2016 (\$)
Consulting fees paid or accrued to Michael Krzus, Executive Chairman of the Company	-	81,620
Consulting fees paid or accrued to the Don Currie, Chief Executive Officer ("CEO") of the Company	-	81,188
Professional and consulting fees paid or accrued to a corporation controlled by Sean McGrath, the Chief Financial Officer ("CFO") of the Company	7,500	34,739
Salary and consulting fees paid or accrued to Jason Oden, Chief Operating Officer of the Company	-	82,440
Share-based payments paid to certain directors and officers of the Company in connection with the extension of the expiry date of share purchase warrants	141,411	-
	148,911	279,987

## **HILLCREST PETROLEUM LTD.**

Management's Discussion & Analysis

Three Month Period Ended March 31, 2017

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### **RELATED PARTY TRANSACTIONS (continued)**

- a) As at March 31, 2017, a total of \$22,475 (December 31, 2016 - \$158,767) was included in accounts payable and accrued liabilities owing to the CEO of the Company for consulting fees and reimbursable expenses.
- b) As at March 31, 2017, a total of \$27,253 (December 31, 2016 - \$135,209) was included in accounts payable and accrued liabilities owing to the Executive Chairman of the Company for consulting fees and reimbursable expenses.
- c) As at March 31, 2017, a total of \$Nil (December 31, 2016 - \$25,117) was included in accounts payable and accrued liabilities owing to a corporation controlled the CFO of the Company for consulting fees.
- d) As at March 31, 2017, a total of \$Nil (December 31, 2016 - \$67,335) was included in accounts payable and accrued liabilities owing to the COO of the Company for wages.

### **COMMITMENTS**

- a) The Company entered into an office rental agreement in Vancouver, British Columbia on October 8, 2015, with a term of 24 months, terminating on November 30, 2017. The remaining base rent payable under the lease is \$12,167 up until the lease expires. In addition to the base rent, the Company's share of operating costs is estimated at approximately \$1,217 per month.
- b) HEL entered into an office rental agreement with a term of 72 months, terminating on February 28, 2023. The remaining base rent payable under the lease is \$159,827 up until the lease expires. In addition to the base rent, the Company's share of operating costs is estimated at approximately \$1,547 per month.

### **OUTLOOK**

Hillcrest is focused on adding, creating and increasing value through the acquisition, development and production of conventional onshore oil and gas assets in North America. The Company has disposed of the majority of its offshore oil interests and is actively evaluating new value accretive acquisitions. The Company's intention is to operate or, at minimum, to hold a controlling working interest, in any significant growth assets acquired, to be able to direct operation activity to maximize Company value.

### **ACCOUNTING POLICIES AND CRITICAL ACCOUNTING ESTIMATES**

Significant accounting policies used by Hillcrest are disclosed in note 3 to the December 31, 2016 audited annual consolidated financial statements. Preparing financial statements in accordance with IFRS requires management to make certain judgments and estimates. Changes to these judgments and estimates could have a material effect on the Company's financial statements and financial position. There were no changes to Hillcrest's critical accounting estimates during the three month period ended March 31, 2017.

## **HILLCREST PETROLEUM LTD.**

Management's Discussion & Analysis  
Three Month Period Ended March 31, 2017

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### **CAPITAL MANAGEMENT**

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of oil and gas properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The Company is primarily dependent on external financing to fund its activities. In order to carry out the planned exploration and development and pay for administrative costs, the Company will spend its existing working capital and raise additional funds as needed using best efforts. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient economic potential and if it has adequate available or committed financial resources to complete such acquisitions.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the three month period ended March 31, 2017. The Company is not subject to externally imposed capital requirements.

### **NEW ACCOUNTING STANDARDS AND PRONOUNCEMENTS**

The following standards, amendments to standards and interpretations have been issued for annual periods beginning on or after January 1, 2018 but are not yet effective:

#### *IFRS 9, Financial instruments*

IFRS 9 is effective for annual periods beginning on or after January 1, 2018. This new standard replaces International Accounting Standards ("IAS") 39, Financial Instruments: Recognition and Measurement. IFRS 9 addresses the classification, measurement and de-recognition of financial assets and financial liabilities, introduces a new impairment model for financial assets and new rules for hedge accounting.

IFRS 9 requires financial assets to be classified into one of three measurement categories on initial recognition: FVTPL, fair value through OCI and amortized cost. Measurement and classification of financial assets is dependent on the entity's business model for managing financial assets and the contractual cash flow characteristics of the financial asset. The new standard retains most of the existing requirements for financial liabilities.

IFRS 9 introduces a new impairment model for financial assets. This new model may result in the earlier recognition of credit losses as it requires the Company to account for expected credit losses from the time the financial instruments are first recognized.

#### *IFRS 15, Revenue from Contracts with Customers*

IFRS 15 is effective for annual periods beginning on or after January 1, 2018. This new standard is based on the principle that revenue should be recognized to depict the transfer of goods or services to customers at an amount that the entity expects it will be entitled to in exchange for those goods.

IFRS 15 introduces a new five step model for the recognition of revenue based on when control of a good or service transfers to a customer. The notion of control replaces the existing notion of risks and rewards and could result in changes in the timing of revenue recognition for certain contracts.

## **HILLCREST PETROLEUM LTD.**

Management's Discussion & Analysis

Three Month Period Ended March 31, 2017

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### **NEW ACCOUNTING STANDARDS AND PRONOUNCEMENTS (continued)**

The following standards, amendments to standards and interpretations have been issued for annual periods beginning on or after January 1, 2019 but are not yet effective:

#### *IFRS 16, Leases*

IFRS 16 is effective for annual periods beginning on or after January 1, 2019. This new standard replaces the existing leasing guidance in IAS 17, Leases.

IFRS 16 distinguishes between leases and service contracts on the basis of whether the customer controls the asset being leased. For those contracts determined to meet the definition of a lease, IFRS 16 requires a lessee to recognize on the balance sheet a lease asset along with the associated lease liability which reflects future lease payments, similar to current finance lease accounting. There are limited exceptions for leases with a term of less than 12 months or leases of assets which have a very low value. As a result of the adoption of IFRS 16, operating leases which were previously only recognized on the statement of earnings will be recognized on the balance sheet.

The purpose of the standard is to provide users of the financial statements with a more accurate picture of a company's leased assets and associated liabilities, while also improving the comparability of companies that lease assets to those that purchase them.

The Company has not yet assessed the potential impact of the application of these standards, nor determined whether it will adopt these standards early.

### **FORWARD-LOOKING STATEMENTS**

This MD&A, which contains certain forward-looking statements pertaining to, among other things: additional capital funding; the Company's ability to obtain such funding and the use thereof; the Company's ability to continue as a going concern; the completion of private placements and the use of proceeds thereof; the existence of reserves; oil production rates and recovery from drilling operations; commercial viability of drilled wells; additional drilling locations; storage and transportation of oil and costs thereof; the timing, method, cost and recovery from drilling operations; infrastructure development and the timing and effects thereof; the Company's next phase of capital expenditures; regulatory approvals and the Company's ability to obtain applicable permits; future operation, general and administrative expenditures and the anticipated impact of the reduction thereof; performance and financial results; capital expenditures; the release of restricted cash; the Company's working capital deficiency and capital requirements; the ability of the Company to satisfy the interest and principal owed to debt holders; estimates and assumptions made in accordance with IFRS requirements; and the Company's ability to generate shareholder value, is intended to provide readers with a reasonable basis for assessing the financial performance of the Company. The use of any of the words "believe", "expect", "estimate", "will", "should", "intend" and similar expressions are intended to identify forward-looking statements.

## **HILLCREST PETROLEUM LTD.**

Management's Discussion & Analysis

Three Month Period Ended March 31, 2017

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### **FORWARD-LOOKING STATEMENTS (continued)**

Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Company, are inherently subject to significant business, economic and competitive uncertainties and contingencies. The estimates and assumptions of the Company contained in this MD&A, which may prove to be incorrect, include, but are not limited to: the general continuance of current or, where applicable, assumed industry conditions and the lack of any significant disruptions affecting operations, whether due to labour disruptions, supply disruptions, power disruptions, damage to equipment, adverse weather conditions or otherwise; the ability of the Company to obtain necessary permits; acquisition of lands; the Company's status as a going concern; costs and availability of equipment, labour, natural gas, fuel, oil, electricity, water and other key supplies; the accuracy of production data; the continuance of existing and, in certain circumstances, proposed tax and royalty regimes; the continuance of laws and regulations relating to environmental matters; the Company's ability to retain key employees and executives; assumptions relating to the costs of future wells; the accuracy of estimates of reserves volumes; the availability and timing of additional financing to fund the Company's capital and operating requirements as needed; and certain commodity price and other cost assumptions. Statements regarding future production, capital expenditures and development plans are subject to all of the risks and uncertainties normally incident to the exploration for and development and production of oil and gas that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. These risks include, but are not limited to: inflation or lack of availability of goods and services; changes in commodity prices; unanticipated operating results or production declines; third party pipeline issues; environmental risks; drilling risks; financial markets; economic conditions; volatility in the debt and equity markets; regulatory changes; changes in tax or environmental laws or royalty rates; and certain other known and unknown risks listed under the section "Risks & Uncertainties" herein.

Although Hillcrest believes that the material factors, expectations and assumptions expressed in such forward-looking statements are reasonable based on information available to it on the date such statements were made, no assurances can be given as to future results, levels of activity and achievements and such statements are not guarantees of future performance.

The forward-looking statements contained in this MD&A are expressly qualified by this cautionary statement.

### **RISKS & UNCERTAINTIES**

The business and operations of the Company are subject to numerous risks, many of which are beyond the Company's control. The Company considers the risks set out below to be some of the most significant to current and potential investors in the Company, but readers are cautioned that the list is not exhaustive. If any of these risks materialize into actual events or circumstances, or any other additional risks or uncertainties which are material to the Company's business actually occur, the Company's assets, liabilities, financial condition, results of operations (including future results of operations), and business and business prospects are likely to be materially and adversely affected. In such circumstances, the price of the Company's securities could decline and investors may lose all or part of their investment. The Company is engaged in the acquisition, exploration and development of oil and gas properties. Given the nature of the oil and gas business, the limited extent of the Company's assets and the present stage of exploration, the following risks, among others, should be considered.

#### Financing Risks and Dilution to Shareholders

The Company has limited financial resources and further exploration or acquisitions will require additional funds to complete. There can be no assurance that the Company will be successful in its efforts to obtain adequate financing in the future or that such financing will be available on favourable terms or at all. It is likely such additional capital may be raised through the issuance of additional equity or other forms of capital such as debt or sale of assets which may result in dilution to the Company's existing shareholders.



## **HILLCREST PETROLEUM LTD.**

Management's Discussion & Analysis

Three Month Period Ended March 31, 2017

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### **RISKS & UNCERTAINTIES (continued)**

#### Fluctuating Oil and Gas Prices

The economics of oil and gas exploration are affected by many factors beyond the Company's control, including commodity prices, supply and demand in the market and the cost of operations. Depending on the price of commodities, the Company may determine that it is impractical to continue exploration. Any material decline in prices may result in the reduction of existing and potential profitable exploration and development activities as well as reducing the financing options available to the Company. Prices are prone to fluctuations and marketability is affected by government regulations relating to price, royalties and allowable production, the effect of which cannot be accurately predicted. There is no assurance that a profitable market will exist for the sale of any commodities found on the properties.

#### Environmental Risks

The Company's exploration and appraisal programs will, in general, be subject to approval by regulatory bodies. Additionally, all phases of the oil and gas business present environmental risks and hazards and are subject to environmental regulation pursuant to a variety of international conventions and federal, state and local laws and regulations. Environmental legislation provides for, among other things, restrictions and prohibitions on spills, releases or emissions of various substances produced in association with operations. The legislation also requires that wells and facility sites be operated, maintained, abandoned and reclaimed to the satisfaction of applicable regulatory authorities. Compliance with such legislation can require significant expenditures and a breach may result in the imposition of fines and penalties, some of which may be material. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, larger fines and liability and potentially increased capital expenditures and operating costs.

#### Local Resident Concerns

In addition to ordinary environmental issues, the exploration and development of the Company's projects could be subject to resistance from local residents that could either prevent or delay exploration and development of its properties.

#### Exploration, Development and Operating Risks

Oil and gas exploration and development is highly speculative in nature and involves a high degree of risk. There is no assurance that expenditures made on future exploration and development by the Company will result in new discoveries of oil and gas in commercial quantities. The recovery of expenditures on oil and gas properties and the related deferred exploration expenditures are dependent on the ability of the Company to obtain financing necessary to complete the exploration and development of its projects, and upon future profitable production, or alternatively, on the sufficiency of proceeds from disposition. The long-term commercial success of the Company depends on its ability to acquire, develop and commercially produce oil and gas reserves. The Company is in the process of exploring its properties and determining the technical feasibility and economically recoverable reserves. No assurance can be given that the Company will be able to locate satisfactory properties for acquisition or participation. Additionally, if such acquisitions and participation are identified, the Company may determine that current markets, terms of acquisition and participation or pricing conditions make such acquisition or participation uneconomic. Even if the Company is successful in locating satisfactory properties, drilling hazards or environmental damage could greatly increase the cost of operations, and various field operating conditions may adversely affect the production from successful wells. The Company attempts to control operating risks by maintaining a disciplined approach to execution of its exploration and development programs. Exploration risks are managed by utilizing management experience and expertise along with technical professionals and by concentrating on the exploration activity on specific core regions that have multi-zone potential. Operational control allows the Company to manage costs, timing and sales of production and to ensure new production is brought on-stream in a timely manner. Additionally, oil and gas operations are subject to the usual risks involved in the acquisition, exploration, development and production of oil and gas properties, including whether any of the remaining projects contain economically recoverable reserves and are able to generate any revenues from production.

## **HILLCREST PETROLEUM LTD.**

Management's Discussion & Analysis

Three Month Period Ended March 31, 2017

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### **RISKS & UNCERTAINTIES (continued)**

#### Litigation

The Company and/or its directors may become subject to a variety of civil or other legal proceedings, with or without merit.

#### Regulatory, Permit and License Requirements

The current or future operations of the Company require permits from various governmental authorities, and such operations are and will be governed by laws and regulations concerning exploration, development, production, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, site safety and other matters. Companies engaged in the exploration and development of oil and gas properties generally experience increased costs and delays in development and other schedules as a result of the need to comply with applicable laws, regulations and permits. Adverse changes to laws and regulations could have a material adverse effect on present and future exploration and development projects, operations, and capital expenditures. There can be no assurance that all permits which the Company may require for facilities and to conduct exploration and development operations on the properties will be obtainable on reasonable terms, or that such laws and regulations will not have an adverse effect on any exploration or development project which the Company might undertake. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in exploration and development operations may be required to compensate those suffering loss or damage by reason of the exploration and development activities and may have civil or criminal fines or penalties imposed upon them for violation of applicable laws or regulations. Amendments to current laws, regulations and permits governing operations and activities of oil and gas companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or exploration and development costs, or require abandonment or delays in the development of new or existing properties.

#### Competition

The oil and gas exploration and development industry is highly competitive. The Company will have to compete with other companies, many of which have greater financial, technical and other resources than the Company, for, among other things, the acquisition of leases and other interests as well as for the recruitment and retention of qualified employees and other personnel. Failure to compete successfully against other companies could have a material adverse effect on the Company and its prospects.

#### Uninsurable Risks

Exploration, development and production operations of oil and gas reserves involve numerous risks, including sub-surface production issues or mechanical failure in wells, uncontrolled release of hydrocarbons, fires, floods, hurricanes, earthquakes and other environmental occurrences, any of which could result in damage to, or destruction of, wells and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although the Company intends to take precautions to minimize risk that will be taken, operations are subject to hazards that may result in environmental pollution and consequent liability that could have a material adverse impact on the business, operations and financial performance of the Company. It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks, such as environmental risks, as a result of high premiums or other reasons. Should such liabilities arise, they could have an adverse impact on the Company's operations and financial condition and could cause a decline in the value of the Company's shares.

## **HILLCREST PETROLEUM LTD.**

Management's Discussion & Analysis

Three Month Period Ended March 31, 2017

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### **RISKS & UNCERTAINTIES (continued)**

#### Reliance on Management and Dependence on Key Personnel

The success of the Company will be largely dependent upon the performance of its directors and officers and on the Company's ability to attract and retain key personnel. The loss of the services of these persons may have a material adverse effect on the Company's business and prospects. The Company will compete with numerous other companies for the recruitment and retention of qualified employees and contractors. There is no assurance that the Company can maintain the service of its directors and officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects.

#### Availability of Equipment and Labour

The oil and gas exploration industry is dependent on the availability of equipment and labour in the areas where such activities will be conducted. Demand for limited equipment and labour and restrictions imposed on access to equipment may affect the availability of such equipment to the Company which could delay exploration, development and production activities.

#### Conflicts of Interest

There are potential conflicts of interest to which the directors and officers of this Company may be subject to in connection with the Company's operations. Certain of the directors and officers of the Company are engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies and, as a result of these and other activities, such directors and officers may be in direct conflict with the Company. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the BCBCA and any other applicable corporate laws.

### **ADDITIONAL DISCLOSURE**

Additional information relating to the Company and its regulatory filings is available on the Company's website at [www.hillcrestpetroleum.com](http://www.hillcrestpetroleum.com) and under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

## **HILLCREST PETROLEUM LTD.**

Management's Discussion & Analysis  
Three Month Period Ended March 31, 2017

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### **CORPORATE INFORMATION**

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#### **LISTINGS**

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#### **OFFICERS**

Don Currie – *Chief Executive Officer*  
Sean McGrath – *Chief Financial Officer*  
Jason Oden – *Chief Operating Officer*

#### **TRANSFER AGENT**

Computershare Canada  
510 Burrard Street  
Vancouver, BC V6C 3A8

#### **BOARD OF DIRECTORS**

Michael Krzus – *Executive Chairman*  
Don Currie  
David Stone – *Independent*  
Thomas Milne – *Independent*  
Lewis Edward Parker – *Independent*

#### **LEGAL COUNSEL**

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