

PETROCAPITA ANNOUNCES CONVERTIBLE DEBENTURE FINANCING

NOT FOR DISTRIBUTION IN THE UNITED STATES OR OVER UNITED STATES WIRE SERVICES

FOR IMMEDIATE RELEASE

Calgary, Alberta – December 2, 2015 – Petrocapita Income Trust (CSE: PCE.UN) ("**Petrocapita**" or the "**Trust**") is pleased to announce that it has entered into an agreement with Raintree Financial Solutions to proceed, on a best efforts basis, with an offering (the "**Offering**") of up to \$5,000,000 aggregate principal amount of 8% secured convertible debentures (the "**Debentures**") at a price of \$1,000 per Debenture.

The purchasers of the Debentures shall also be entitled to warrants to purchase 50,000 Units per \$1,000 principal amount of Debentures subscribed for (the "**Warrants**"). Each Warrant shall be exercisable at a price of \$0.06 per Unit until December 31, 2018.

Raintree Financial Solutions will be paid a cash commission and will receive Warrants to purchase 10,000 Units per \$1,000 principal amount of Debentures sold (the "**Broker Warrants**").

Assuming an Offering of \$5,000,000 aggregate principal amount of Debentures and the full exercise of the Warrants and Broker Warrants, the Trust will receive an additional \$18,000,000.

The Debentures will bear interest at a rate of 8% per annum, payable quarterly in arrears on March 31, June 30, September 30 and December 31 in each year commencing on March 31, 2016. The Debentures will have a maturity date of December 31, 2020 (the "**Maturity Date**").

On or after December 31, 2017, the Debentures will be convertible at the holder's option into trust units of the Trust (the "**Units**") at a conversion price per Unit equal to the volume weighted average trading price of such Unit on the Canadian Securities Exchange for each of the last twenty (20) trading days prior to the date of conversion, subject to certain restrictions, conditions and adjustments in certain circumstances. The Debentures will not be redeemable before December 31, 2018. On or after December 31, 2018, but prior to the Maturity Date, the Trust may, at its option, redeem the Debentures, in whole or in part, at a price equal to the principal amount of the Debentures plus all accrued and unpaid interest up to but excluding the date of redemption.

The Trust intends to use the net proceeds from the Offering to finance future growth opportunities, (including acquisitions and investments), to finance capital expenditures and for general corporate purposes.

Completion of the Offering is expected to occur by March 2016. The Offering will be made by way of private placement in Canada and may be offered in other jurisdictions where they can be issued, exempt from any prospectus, registration or other similar requirements. The Offering is subject to certain conditions including, but not limited to, the receipt of all necessary approvals, including the approval of the Canadian Securities Exchange, and other securities regulatory authorities as applicable.

The securities offered have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**") or any U.S. state securities laws, and may not be offered or sold in the United States or to, or for the account or benefit of, United States persons absent registration or any applicable exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This press release shall not constitute an offer to sell or the solicitation of an offer to buy securities in the United States, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

About Petrocapita

Petrocapita Income Trust is an investment trust developing and acquiring heavy oil production and infrastructure assets in the Lloydminster area of east central Alberta and west central Saskatchewan through its wholly owned subsidiary, Petrocapita Oil and Gas LP. It owns and operates 153 gross (144.6 net) oil wells, 9 produced water disposal facilities, a central oil processing facility, fluid haul trailers, motor graders and well site processing equipment. It is seeking accretive opportunities to acquire both oil production and complimentary midstream assets during a cyclical low in the oil markets.

For more information, please contact:

Petrocapita GP I Ltd., as Administrator of Petrocapita Income Trust
Mr. Alex Lemmens, President and Chief Executive Officer, or
Ms. Janet Stillwell, Investor Relations
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Forward-Looking Information and Statements

This press release contains certain forward-looking information as defined under applicable securities legislation. All statements, other than statements of historical facts, that address activities, circumstances, events, outcomes and other matters that Petrocapita budgets, forecasts, plans, projects, estimates, expects, believes, assumes or anticipates (and other similar expressions) will, should or may occur in the future, are considered forward-looking information. In particular, forward-looking information contained in this press release includes, but is not limited to, information and statements concerning the Offering; the completion date of the Offering; the securities to be issued pursuant to the Offering; regulatory and other approvals required for the Offering; and the use of proceeds from the Offering.

The forward-looking information provided in this press release is based on management's current beliefs, expectations and assumptions, based on currently available information as to the outcome and timing of future events. Petrocapita cautions that assumptions have been made regarding, future crude oil, natural gas liquids and natural gas prices; revenues; cash flows; liquidity; plans for future operations; expenses; timing and amount of future capital expenditures, and other forward-looking information, which is subject to all of the risks and uncertainties normally incident to the exploration for and development and production and sale of oil and gas.

These risks include, but are not limited to business operations and capital costs; Petrocapita's status and stage of development and the management of growth; general economic, market and business conditions; volatility in market prices and demand for crude oil and natural gas; environmental risks and hazards; risks related to the exploration, development and production of oil and natural gas reserves; and other risks as described in documents and reports that Petrocapita files with the securities commissions or similar authorities in applicable Canadian jurisdictions on the System for Electronic Document Analysis and Retrieval (SEDAR). Any of these factors could cause Petrocapita's actual results and plans to differ materially from those contained in the forward-looking information.

Forward-looking information is subject to a number of risks and uncertainties, including those mentioned above, that could cause actual results to differ materially from the expectations set forth in the forward-looking information. Forward-looking information is not a guarantee of future performance or an assurance that our current assumptions and projections are valid. All forward-looking information speaks only as of the date of this press release, and Petrocapita assumes no obligation to, and expressly disclaims any obligation to, update or revise any forward-looking information, except as required by law. You should not place undue reliance on forward-looking information. You are encouraged to closely consider the additional disclosures and risk factors contained in Petrocapita's periodic filings on SEDAR that discuss in further detail the factors that could cause future results to be different than contemplated in this press release.