Attached please find the Marketing Materials

pursuant to Petrocapita Income Trust

Offering Memorandum dated November 10, 2016

INFORMATION MEMORANDUM

*Offering memorandums, containing important information relating to the securities described in this document, have or will be filed with the securities regulatory authorities in each of the jurisdictions where a distribution has occurred or will occur pursuant to the offering memorandums. A copy of the offering memorandums are required to be delivered to you at the same time or before you sign the agreement to purchase the securities described in this document. This document does not provide disclosure of all information required for an investor to make an informed investment decision. Investors should read each of the offering memorandums of Petrocapita Income Trust and Petrocapita Energy Corp. (collectively, "**Petrocapita**"), especially the risk factors relating to the securities offered, before making an investment decision.*

2017

PETROCAPITA

Petrocapita Income Trust

Preferred Distribution: 9% Per Annum **RRSP Eligible**

OVERVIEW

- Petrocapita is focused on energy and energy infrastructure investing in Canada
- Petrocapita has a successful track record investing in conventional heavy oil
- Petrocapita has begun the process of investing in midstream infrastructure facilities to complement its heavy oil operations
- Petrocapita is part of a family of funds with over $600 million in AUM

INVESTMENT HIGHLIGHTS

INVESTMENT OBJECTIVES

- To generate attractive, stable returns by investing in a diversified portfolio of midstream assets and heavy oil production
- To reduce operating costs from its oil production business through acquisition of midstream assets, and to generate stable cash flow from these assets
- To grow through increased production by development as well as strategic acquisitions of heavy oil properties tied to infrastructure assets

INVESTMENT STRATEGY

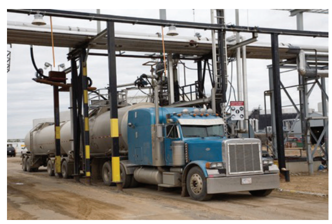
- To capitalize on opportunities to acquire additional heavy oil assets and production (both producing and shut-in) at attractive prices in the vicinity of its existing facilities
- To take advantage of the margin of safety created by low oil prices and the rapid decline in investment in heavy oil drilling

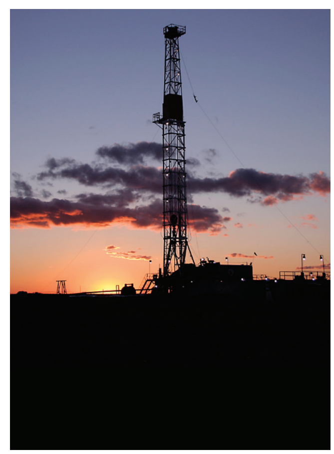
EXPERIENCED MANAGEMENT TEAM

- Over 100 years combined investment, private equity and business experience
- Principals have good access to deal flow and a successful track record of investing in western Canada
- Founder manages a group of funds with over $600 million in AUM

CORPORATE GOVERNANCE AND REPORTING

- Listed public company, subject to all the continuous disclosure and reporting requirements of a Canadian public company; Filings available at www.sedar.com
- Subject to the mandated governance requirements of a Canadian public oil and gas issuer, including board and committee independence requirements and reserve reporting requirements





PETROCAPITA

SUMMARY OF THE OFFERING

Issuer:	Petrocapita Income Trust – Preferred trust units, series 1 ("Preferred Units") Petrocapita Energy Corp. (subsidiary) – Class A Shares
Offering:	Preferred Units together with Class A Shares The purchase of each Preferred Unit ($1.00 per unit) will entitle the holder to acquire 0.23 Class A Shares ($0.001 per share)
Purchase Increments:	1,000 Preferred Units ($1,000) together with 230 Class A Shares ($0.23)
Investment Objective:	To generate attractive, stable returns by investing in a diversified portfolio of midstream assets and heavy oil production
Term/Redemption:	On or after the 4th anniversary of issuance, holder can receive amount paid for Preferred Unit ($1.00) plus any accrued distributions
Quarterly Distributions:	Petrocapita intends to distribute $0.09 per Preferred Unit per annum (9%), payable quarterly
Exchange Right:	Each Class A Share is exchangeable by the holder any time after 18 months from issuance, or upon the occurrence of certain specified events. The exchange is for 32 common trust units of Petrocapita per Class A Share, subject to adjustment in certain circumstances.
DRIP:	Distribution reinvestment plan (DRIP) available in respect to the Preferred Units
Selling Compensation:	Up to 9% of the gross proceeds from the sale of Preferred Units Up to 1% administration fee Up to 20 Class A Shares for each 1,000 Preferred Units sold
Eligibility:	Preferred Units – Eligible; RRSP, TFSA, RESP, RRIF Class A Shares – Not eligible

OPERATIONAL MODEL

Operational model is focused on creating the lowest cost heavy oil possible. The approach is to expand infrastructure and acquire or further develop producing and shut-in western Canadian heavy oil properties at discounted prices.

- Western Canadian heavy oil can be simple and cost effective to acquire and develop and can often be re-started with limited risk and minimal additional costs
- Western Canadian heavy oil tends to have multiple prospective horizons in play to 550 meters (1800 feet) total depth
- Shut in heavy oil can often be acquired for the cost of abandonment
- Producing and shut-in heavy oil usually comes with all equipment required to treat and store produced fluids on site
- In addition to its heavy oil properties, Petrocapita has already developed or acquired produced water disposal assets, well servicing equipment, and oil processing facilities

PETROCAPITA

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

NEWS RELEASE

PETROCAPITA PROCEEDING WITH $20 MILLION PREFERRED UNIT OFFERING

Calgary, Alberta – February 8, 2017 – Petrocapita Income Trust (**CSE:PCE.UN**) (the "**Trust**") announces that it is proceeding with its offering of up to $20,000,000 of series 1 preferred trust units of the Trust ("**Preferred Units**") by way of an exempt market offering (the "**Offering**"). The Offering consists of a tied offering of Preferred Units of the Trust and Class A shares ("**Shares**") of Petrocapita Energy Corp., a subsidiary of the Trust (the Trust and its subsidiaries, collectively "**Petrocapita**"). The Trust has entered into arrangements with registered dealers to effect sales of the securities on a best efforts basis.

Each Preferred Unit is priced at $1.00 and each Share is priced at $0.001. Each Preferred Unit is entitled to an annual distribution of $0.09 payable quarterly in arrears, is redeemable by the holder without reduction or penalty for $1.00 plus accrued distributions from and after the 4th year anniversary of issuance, and is retractable by the Trust. Each Share is exchangeable for 32 of the publically traded common units of the Trust (**CSE: PCE.UN**) at any time after 18 months from the date of issuance of the Shares or on the occurrence of certain events, subject to certain restrictions, conditions and adjustments in certain circumstances.

The Offering is being made by way of private placement only to eligible investors in Canada and closings will occur from time to time at the discretion of the Trust.

Petrocapita intends to use the net proceeds from the Offering principally to acquire and develop oil and gas properties and related infrastructure assets, or interests therein, in the Lloydminster and surrounding area of Alberta and Saskatchewan. It is anticipated that a majority of the assets to be acquired will be in respect of heavy oil properties and related or ancillary infrastructure assets, which are expected to include produced water disposal facilities, produced water flow-lines, fuel gas flow-lines, fluid transportation equipment and facilities, drilling and well servicing equipment, and centralized oil processing facilities.

Petrocapita is actively pursuing such asset acquisitions and has currently identified a number of potential transactions which are now under evaluation and negotiation. The nature of the assets subject to these transactions include:

- producing as well as shut-in heavy oil wells - current aggregate production of approximately 200 bbls/d with up to an approximate 370 bbls/d shut-in;
- interest in a water disposal facility and ancillary infrastructure;
- fluid transportation equipment with third party contracts increasing capacity approximately 300%;
- well servicing rigs and equipment with third party contracts increasing capacity approximately 250%.

None of these transactions have yet reached the stage of entering binding definitive transaction agreements and so there is no certainty as to the completion of any of these transactions. However, it is anticipated that:

(i) if all transactions for the acquisition of heavy oil wells, both producing and shut-in, and the disposal facilities were to complete, the capital outlay would be approximately $6.85 million (inclusive of an estimated $0.6 million in capital expenditures to bring on shut-in production). In addition there would be future abandonment and reclamation obligations associated with these assets of approximately $3.5 million.

(ii) if all transactions for the acquisition of the above assets, other than the heavy oil wells and the disposal facilities, were to complete, the aggregate acquisition cost would be approximately $3.5 million.

In respect to funding the acquisition of these assets, Petrocapita intends to pursue funding up to as much as $5.55 million through vendor take back financing in the form of long-term debentures issued to the vendors. If any binding acquisition agreements are entered, Petrocapita would intend to pursue completion of closing in the first half of 2017.

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 news 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 a Specified Investment Flow Through 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 subsidiaries, Petrocapita Oil and Gas LP and Petrocapita Processing LP. Petrocapita owns, operates and has interests in oil wells, gas wells, produced water disposal facilities, produced water disposal/injection wells, custom oil processing facilities, natural gas compressor stations, oilwell service rigs, fluid haul tractors and trailers, motor graders, oil field service trucks and wellsite processing and ancillary equipment. It is seeking accretive opportunities to acquire both oil production and complimentary midstream assets during a cyclical low in the oil and gas markets.

For further information, please contact:

Alex Lemmens, President
Telephone: (587) 393-3460

OR

Steve Elliott, Investor Relations
Telephone: (587) 700-8408

Forward-Looking Information and Statements

This news release contains certain forward-looking information as defined under applicable securities legislation. All statements, other than statements of historical facts, with respect to activities, circumstances, events, outcomes and other matters that Petrocapita 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 news release includes, but is not limited to, information and statements concerning the Offering; the securities to be issued pursuant to the Offering and the timing of such issuance; the use of proceeds from the Offering; the completion of potential acquisitions, including the cost and timing of completion of same; the magnitude of obligations *and liabilities assumed in connection with acquisitions; the degree to which potential acquisitions may be debt funded; and the estimate of follow-on capital expenditure requirements in respect to potential acquisitions of oil and gas properties.*

The forward-looking information provided in this news release is based on management's current beliefs, expectations and assumptions, based on currently available information as to future events (including the outcome and timing thereof). Petrocapita cautions that assumptions have been made regarding, the use of proceeds, liquidity, plans for future operations, the ability of Petrocapita to complete acquisitions, the magnitude of obligations and liabilities assumed in connection with acquisitions, timing and amount of future capital expenditures, and Petrocapita's investment objectives and strategies, all of which are subject to all of the risks and uncertainties normally incident to the acquisition, development, production and sale of oil and gas. These risks include, but are not limited to: the inability to raise capital on the terms of the Offering in a timely manner or at all; the inability to source and complete acquisitions; unanticipated operational and development issues which escalate capital expenditure requirements; volatility in market prices and demand for crude oil; general economic, market and business conditions; the loss of key personnel; the failure to realize the benefits of acquisitions made; the inability to generate sufficient cash flow from operations to meet current and future obligations; unforeseen liabilities and obligations; the inability to obtain required debt and/or equity capital on acceptable terms or at all; adverse regulatory, royalty or tax changes; diversion of management to manage unforeseen business or operating issues; risks related to the acquisition, 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 estimates, assumptions and projections are valid. All forward-looking information speaks only as of the date of this news 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 (www.sedar.com) that discuss in further detail the factors that could cause future results to be different than contemplated in this news release.

TEAM

Alex Lemmens, P.Eng., *President, Chief Executive Officer and Chairman; Trustee and Director*
Mr. Lemmens is a registered Professional Engineer with the Association of Professional Engineers and Geoscientists of Alberta, Mr. Lemmens has over 40 years' experience of senior management, production operations, drilling, optimization, reserves evaluation and economic analysis in the oil and gas industry. Mr. Lemmens was co-founder of Crucible Resources Inc., a medium oil production company in Saskatchewan, and of Birchwood Resources Inc., a private oil and gas exploitation company with a steam-assisted gravity drainage project in the Bonnyville area and a heavy oil play in Saskatchewan recently sold to Husky Energy Inc. As a senior oil and gas executive, Mr. Lemmens is experienced in the assembly and review of financial information and financial reporting matters, particularly with respect to oil and gas operations, and he has worked extensively with professionals directly responsible for the preparation and audit of financial statements in accordance with applicable accounting standards.

Greg Marr, *Trustee and Director*
Mr. Marr is a Chartered Accountant and has over 25 years of experience in the oil and gas industry having worked with various private and public companies in the sector. Mr. Marr is President of Montage Resources Inc., a financial management company specializing in oil and gas exploration and development companies in Western Canada. He has prepared and ensured consistent and compliant disclosure for financial statements, management's discussion and analysis, annual information forms and many other disclosure documents in accordance with GAAP, IFRS and applicable securities laws.

Richard Mellis, *Vice President, Land and Environment; Trustee and Director*
Mr. Mellis has over 25 years of experience in the oil and gas industry. Previous to Petrocapita he worked in the land, environmental and regulatory departments of various oil and gas companies and trusts. Mr. Mellis has served as vice president of land and environment for a number of junior oil and gas companies that were subsequently listed on public stock exchanges. Mr. Mellis has been involved in numerous oil and gas acquisition and disposition transactions and drilling projects.

Ben Van Rootselaar, P.Eng., *Trustee and Director*
Mr. Van Rootselaar is a registered Professional Engineer with the Association of Professional Engineers and Geoscientists of Alberta. He has over with 35 years of diversified engineering and supervisory experience in the oil and gas industry. Mr. Van Rootselaar is President of Tower Ridge Enterprises Corp., an engineering and project management company in oil and gas development, and has been involved in numerous projects including all aspects of operations, facilities, completions, evaluations and joint ventures. Mr. Van Rootselaar is currently working on a joint venture set-up to handle the waste and fluid disposal for a number of steam assisted gravity drainage (SAGD) projects. Mr. Van Rootselaar's project management and supervisory experience includes the preparation and review of financial information, including in connection with the financial reporting by public companies through annual and interim financial statements and related management's discussion and analysis.

Stephen Johnston, *Manager, Capital Markets*
Stephen has over 20 years experience as a fund manager. He was the head of the Societe Generale Asset Management Emerging Markets – UK private equity team with almost C$ 500 million of assets under management. Stephen has a BSc. (1987) and a LLB from the University of Alberta (1990) and an MBA (1994) from the London Business School.

Barclay Laughland, *Manager, Capital Markets*
Barclay has over 20 years of experience in the areas of corporate finance, investment fund management, mergers and acquisitions, debt/equity financings, structuring and business management. He is presently a partner with Agcapita Partners L.P. and, until January 2016, was vice-president, corporate affairs for Mosaic Capital Corporation, a publicly traded investment company.

CONTACT INFORMATION

Issuer: Petrocapita Income Trust ■ Stephen Johnston ■ sjohnston@petrocapita.com ■ tel:1.403.218.6506

PETROCAPITA

RISK FACTORS

An investment in Preferred Units and Class A Shares is subject to certain risk factors, including but not limited to:

- Liquidity risk;
- Volatility in the market price of common trust units;
- Dilutive effect of subsequent financings or other transactions;
- Tax risks;
- Oil price volatility;
- Adverse changes in the natural resource royalty regimes;
- Adverse changes in local, provincial, federal and other laws and regulations affecting oil and gas operations;
- Adverse changes in the Alberta and Saskatchewan licensee liability rating program;
- Availability of acquisition opportunities;
- Adverse changes in legislation regarding abandonment and reclamation obligations and costs;
- Risks relating to the potential for escalating capital expenditure requirements in order to maintain or replace reserves and capital assets;
- Risks relating to efforts to successfully find, acquire, develop and commercially produce oil and natural gas reserves;
- Uncertainty in respect to estimates of economically recoverable petroleum and natural gas reserves and the related future net revenues therefrom;
- Loss of key personnel or failure to attract or retain additional key personnel;
- Exchange rate fluctuations between the U.S. dollar and the Canadian dollar;
- Insufficiency of cash flow from operations to fund ongoing activities, and lack of ability to obtain additional financing;
- Inability of Petrocapita to access sufficient capital for its operations;
- Failure to realize anticipated benefits of acquisitions and dispositions;
- Use of debt financing;
- Impact of competition;
- No guarantee of a return;
- Reliance on the administrator and the trustees of Petrocapita for management of the business

For a further discussion of Risk Factors refer to the applicable Offering Memorandums

IMPORTANT LEGAL INFORMATION

Notice to Investors

No securities regulatory authority has assessed the merits of, or expressed an opinion about these securities or the information contained in this document. The securities referred to herein will only be offered and sold in such jurisdictions where they may be lawfully offered for sale and, in such jurisdictions, only by persons permitted to sell such securities. The securities referred to herein may only be sold to prospective investors who reside in certain provinces of Canada and who meet certain eligibility criteria on a basis which is exempt from the prospectus requirements of applicable Canadian securities laws. The securities have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "**US Securities Act**") or the securities laws of any state of the United States and may not be offered or sold within the United States or to or for the account or benefit of U.S. persons (as such term is defined in Regulation S under the U.S. Securities Act).

Forward Looking Information

This document includes forward-looking information and forward-looking statements (collectively, "**forward-looking information**") with respect to Petrocapita. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using words or phrases including, but not limited to, "expects", "does not expect", "is expected", "anticipates", "does not anticipate", "plans", "estimates", "believes", "does not believe" or "intends", or stating that certain actions, events or results may, could, would, might or will be taken, occur or be achieved) are not statements of historical fact and may be "forward-looking information". This information represents predictions and actual events or results may differ materially.

Forward-looking information contained in this document includes, but is not limited to, statements with respect to: use of proceeds of the offering; the business to be conducted by Petrocapita; long term and short term objectives; timing and payment of distributions; and Petrocapita's investment objectives and strategy.

Forward-looking information is based on a number of factors and assumptions which have been used to develop such information but which may prove to be incorrect. Although Petrocapita believes that the expectations reflected in the forward-looking information is reasonable, it cannot guarantee future results, levels of activity, performance or achievement since such expectations are inherently subject to significant business, economic, competitive, political and social uncertainties and contingencies. In addition to other factors and assumptions which may be identified in this document, assumptions have been made regarding, among other things: future crude oil, natural gas liquids and natural gas prices; the ability of Petrocapita to maintain reasonably stable operating and general administrative expenses; the Trust's qualification as a "mutual fund trust" and its status a "SIFT Trust" under the Income Tax Act; use of proceeds of the offering; the general stability of the economic and political environment in which Petrocapita operates; Petrocapita's investment objectives and investment strategies; timing and payment of distributions; treatment under governmental regulatory regimes and tax laws; the ability of Petrocapita to obtain qualified staff, equipment and services in a timely and cost efficient manner; and currency, exchange and interest rates. In addition, Petrocapita bases forward-looking information on assumptions about future events, which may not prove to be accurate. In light of these risks, uncertainties and assumptions, you should be aware that events described in the forward-looking information set out in this document may not occur.

Forward-looking information is based on the current expectations, estimates and projections of Petrocapita and involve a number of known and unknown risks and uncertainties which would cause actual results or events to differ materially from those presently anticipated, including those risks described under "*Risk Factors*" in the offering memorandums to which this document is incorporated by reference, many of which are beyond the control of Petrocapita. Specific factors which could cause actual results, events, circumstances, expectations or performance to differ materially

continued

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from those expressed or implied in forward-looking information include, but are not limited to: volatility in market prices and demand for crude oil and natural gas; general economic, political, market and business factors and conditions; risks related to the exploration, development and production of oil and natural gas reserves; risks related to the construction, upgrading and/or operation of Petrocapita's facilities; the loss of key personnel; the failure to realize the benefits of upgrading Petrocapita's central treating facility; the inability to generate sufficient cash flow from operations to meet current and future obligations; the inability to obtain required debt and/or equity capital on acceptable terms or at all; interest rate fluctuations; changes in tax law or other adverse regulatory, royalty or tax changes; unexpected judicial or regulatory proceedings; diversion of management to manage unforeseen business or operating issues; current global financial conditions and other factors set out under "*Risk Factors*" in the offering memorandums to which this document is incorporated by reference.

Readers are cautioned that "*Risk Factors*" is not exhaustive. Additional information on risks, uncertainties and factors that could affect the foregoing forward-looking information and/or Petrocapita's operations or results therefrom is included in its filings with the securities commissions which have been filed under Petrocapita's profile on SEDAR (www.sedar.com). Petrocapita has included the above summary of risks related to forward-looking information provided in this document in order to provide the subscribers with a more complete perspective on Petrocapita's current and future operations and such information may not be appropriate for other purposes. Petrocapita's actual results, performance or achievement could differ materially from those expressed in, or implied by, this forward-looking information and, accordingly, no assurance can be given that any of the events anticipated by the forward-looking information will transpire or occur, or if any of them do so, what benefits Petrocapita will derive therefrom.

This forward-looking information is given as of the date of this document and Petrocapita disclaims any intent or obligation to update publicly any forward-looking information, whether as a result of new information, future events or results or otherwise, other than as required by applicable securities laws.

Purchasers' Rights

Securities legislation in certain of the provinces and territories of Canada provides purchasers with a statutory right of action for damages or rescission in cases where an offering memorandum or any amendment thereto contains an untrue statement of a material fact or omits to state a material fact that is required to be stated or is necessary to make any statement contained therein not misleading in light of the circumstances in which it was made (a "**misrepresentation**"). These rights, or notice with respect thereto, must be exercised or delivered, as the case may be, by purchasers within the time limits prescribed and are subject to the defenses and limitations contained under the applicable securities legislation. The following summary is subject to the express provisions of applicable securities legislation applicable and the regulations, rules and policy statements thereunder. Purchasers should refer to the securities legislation applicable in their province or territory along with the regulations, rules and policy statements thereunder for the complete text of these provisions or should consult with their legal advisor. The statutory rights of action described below are in addition to and without derogation from any other right or remedy that purchasers may have at law.

If you are subject to the laws of Ontario, Saskatchewan, Nova Scotia or New Brunswick, those laws provide, in part, that if there is a misrepresentation in an offering memorandum, which was a misrepresentation at the time that you subscribed for the securities, then you will be deemed to have relied upon the misrepresentation and will, as provided below, have a right of action against the issuer of the securities (and, in certain instances, other persons) in respect of the securities purchased by you for damages or, alternatively, while still the owner of any of the securities purchased, for rescission, in which case, if you elect to exercise the right of rescission, you will have no right of action for damages against the issuer of the securities, provided that: (1) no person or company will be liable if it proves that you purchased the securities with knowledge of the misrepresentation; (2) in the case of an action for damages, the defendant will not be liable for all or any portion of the damages that it proves do not represent the depreciation in value of the securities as a result of the misrepresentation; and (3) in no case will the amount recoverable in any action exceed the price at which the securities were purchased by you. In Ontario, Saskatchewan or New Brunswick, in the case of an action for rescission, no action may be commenced more than 180 days after the date of the transaction that gave rise to the cause of action. In the case of any action other than an action for rescission, (A) in Ontario, no action may be commenced later than the earlier of (i) 180 days after you first had knowledge of the facts giving rise to the cause of action, or (ii) three years after the date of the transaction that gave rise to the cause of action, and (B) in Saskatchewan or New Brunswick, no action may be commenced later than the earlier of (i) one year after you first had knowledge of the facts giving rise to the cause of action; or (ii) six years after the date of the transaction that gave rise to the cause of action. In Nova Scotia, no action (for rescission or otherwise) may be commenced later than 120 days after the date on which payment was made for the securities.

If you are subject to the laws of any other province or territory, reference should be made to the full text of the applicable provisions of the securities legislation in such provinces or territories or consultation should be undertaken with professional advisors.

PETROCAPITA