

Extractive Sector Transparency Measures Act Report

Reporting Year From: 01/01/2016 To: 12/31/2016
Reporting Entity Name Harvest Operations Corp.
Reporting Entity ESTMA Identification Number E954157

Subsidiary Reporting Entities (if necessary) Viking Management Ltd. (E378991), 1057533 Alberta Ltd. (E325206), 1496965 Alberta Ltd. (E972729), Breeze Resources Partnership (E804267), Deep Basin Partnership (E674826), Harvest Breeze Trust 1 (E905129), Harvest Breeze Trust 2 (E875779), Harvest Operations (USA) Inc. (E416648), Hay River Partnership (E123083), Pathfinder Partnership (E797297)

Attestation: Please check one of the the boxes below and provide the required information

Attestation (by Reporting Entity)

In accordance with the requirements of the ESTMA, and in particular section 9 thereof, I attest I have reviewed the information contained in the ESTMA report for the entity(ies) listed above. Based on my knowledge, and having exercised reasonable diligence, the information in the ESTMA report is true, accurate and complete in all material respects for the purposes of the Act, for the reporting year listed above.

Attestation (through independent audit)

In accordance with the requirements of the ESTMA, and in particular section 9 thereof, I attest that I engaged an independent auditor to undertake an audit of the ESTMA report for the entity(ies) and reporting year listed above. Such an audit was conducted in accordance with the Technical Reporting Specifications issued by Natural Resources Canada for independent attestation of ESTMA reports.

The auditor expressed an unmodified opinion, dated [ENTER DATE: YYYY-MM-DD], on the ESTMA report for the entity(ies) and period listed above. The independent auditor's report can be found at [INSERT WEBLINK TO AUDIT OPINION POSTED ONLINE – link should be on same page as report link]

Director or Officer of Reporting Entity Full Name: Sungki Lee Date: 05/29/2017
Position Title: Chief Financial Officer

Extractive Sector Transparency Measures Act - Annual Report

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Payments by Payee

Country	Payee Name	Taxes	Royalties	Fees	Production Entitlements	Bonuses	Dividends	Infrastructure Improvement Payments	Total Amount paid to Payee	Notes
Canada	Clear Hills County	\$ 280,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 280,000	
Canada	Clearwater County	\$ 970,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 970,000	
Canada	County of Vermilion	\$ 350,000	\$ -	\$ 10,000	\$ -	\$ -	\$ -	\$ -	\$ 360,000	
Canada	County of Vulcan	\$ 320,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 320,000	
Canada	Cypress County	\$ 560,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 560,000	
Canada	Federal Government of Canada	\$ -	\$ 1,410,000	\$ 50,000	\$ -	\$ -	\$ -	\$ -	\$ 1,460,000	Payee includes: Receiver General of Canada
Canada	Flagstaff County	\$ 1,500,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1,500,000	
Canada	Government of Alberta	\$ 420,000	\$ 13,130,000	\$ 5,670,000	\$ -	\$ 460,000	\$ -	\$ -	\$ 19,680,000	Payee includes: ABSA - Alberta Boilers Safety Association, Alberta Energy, Alberta Energy Regulator, Alberta Environment Water Management Operations, Alberta Environment and Sustainable Resource Development, Alberta Municipal Affairs, APMC -Alberta Petroleum Marketing Commission, Alberta Registries, Eastern Irrigation District, Government of Alberta, Minister of Environmental, Minister of Finance, Special Areas Board, Sustainable Resource Development. Royalties paid in-kind to APMC total \$4,590,000 and are valued at the fair market value of the volumes taken in-kind, based on Harvest's realized sales price.
Canada	Government of British Columbia	\$ 90,000	\$ 9,020,000	\$ 1,800,000	\$ -	\$ -	\$ -	\$ -	\$ 10,910,000	Payee includes: BC Oil & Gas Commission, British Columbia Safety Authority, BC Transportation Financing Authority, Minister of Finance.

Canada	Government of Saskatchewan	\$ 400,000	\$ 730,000	\$ 300,000	\$ -	\$ -	\$ -	\$ -	\$ 1,430,000	Payee includes: Minister of Finance; Saskatchewan Parks & Renewable Resources, Saskatchewan Industry & Resources, Saskatchewan Ministry of Agriculture, Saskatchewan Ministry of the Economy, Saskatchewan Rural Development, Technical Safety Authority of Saskatchewan.
Canada	Lac Ste. Anne County	\$ 240,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 240,000	
Canada	Municipal District of Greenview	\$ 1,160,000	\$ -	\$ 90,000	\$ -	\$ -	\$ -	\$ -	\$ 1,250,000	
Canada	Municipal District of Opportunity	\$ 110,000	\$ -	\$ 20,000	\$ -	\$ -	\$ -	\$ -	\$ 130,000	
Canada	Municipal District of Provost	\$ 1,040,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1,040,000	
Canada	Municipal District of Taber	\$ 380,000	\$ -	\$ 20,000	\$ -	\$ -	\$ -	\$ -	\$ 400,000	
Canada	Municipal District of Wainwright	\$ 570,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 570,000	
Canada	Northern Rockies Regional Municipality	\$ 920,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 920,000	
Canada	Northern Sunrise County	\$ 1,200,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1,200,000	
Canada	Red Deer County	\$ 1,150,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1,150,000	
Canada	Regional Municipality of Golden West	\$ 160,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 160,000	
Canada	Regional Municipality of Wood Buffalo	\$ 410,000	\$ -	\$ 30,000	\$ -	\$ -	\$ -	\$ -	\$ 440,000	
Canada	Rocky View County	\$ 350,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 350,000	
Canada	Saddle Hills County	\$ 420,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 420,000	
Canada	Wheatland County	\$ 140,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 140,000	
Canada	Yellowhead County	\$ 170,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 170,000	
Total		\$ 13,310,000	\$ 24,290,000	\$ 7,990,000	\$ -	\$ 460,000	\$ -	\$ -	\$ 46,050,000	All reportable payments were made in Canadian dollars.

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E954157

Subsidiary Reporting Entities (if necessary)

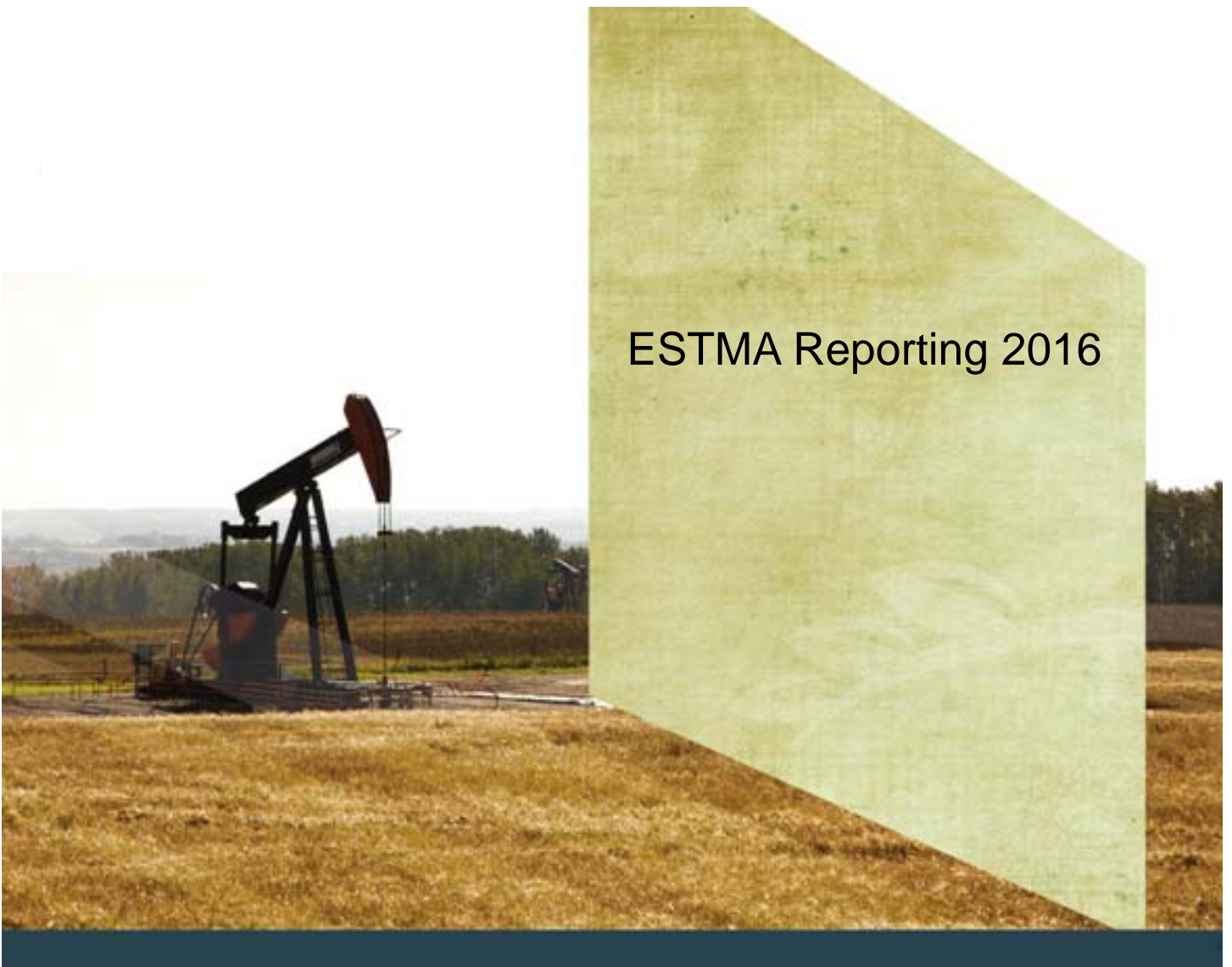
Viking Management Ltd. (E378991), 1057533 Alberta Ltd. (E325206), 1496965 Alberta Ltd. (E972729), Breeze Resources Partnership (E804267), Deep Basin Partnership (E674826), Harvest Breeze Trust 1 (E905129), Harvest Breeze Trust 2 (E875779), Harvest Operations (USA) Inc. (E416648), Hay River Partnership (E123083), Pathfinder Partnership (E797297)

Payments by Project

Country	Project Name	Taxes	Royalties	Fees	Production Entitlements	Bonuses	Dividends	Infrastructure Improvement Payments	Total Amount paid by Project	Notes
Canada	Black Gold AB Project	\$ 410,000	\$ -	\$ 570,000	\$ -	\$ -	\$ -	\$ -	\$ 980,000	
Canada	Corporate Project	\$ 410,000	\$ 1,480,000	\$ 3,680,000	\$ -	\$ -	\$ -	\$ -	\$ 5,570,000	Relates to reportable payments that are not attributable to a specific project and are reported at the corporate level.
Canada	Hay AB Project	\$ 30,000	\$ -	\$ 80,000	\$ -	\$ -	\$ -	\$ -	\$ 110,000	
Canada	Hay BC Project	\$ 840,000	\$ 8,840,000	\$ 1,020,000	\$ -	\$ -	\$ -	\$ -	\$ 10,700,000	
Canada	North AB Project	\$ 840,000	\$ 2,420,000	\$ 600,000	\$ -	\$ 460,000	\$ -	\$ -	\$ 4,320,000	Royalties paid in-kind total \$2,540,000 and are valued at the fair market value of the volumes taken in-kind, based on Harvest's realized sales price.
Canada	North East BC Project	\$ 150,000	\$ 170,000	\$ 730,000	\$ -	\$ -	\$ -	\$ -	\$ 1,050,000	
Canada	Red Earth Project	\$ 1,320,000	\$ 1,000,000	\$ 270,000	\$ -	\$ -	\$ -	\$ -	\$ 2,590,000	Royalties paid in-kind total \$1,010,000 and are valued at the fair market value of the volumes taken in-kind, based on Harvest's realized sales price.
Canada	South AB Project	\$ 7,710,000	\$ 8,640,000	\$ 460,000	\$ -	\$ -	\$ -	\$ -	\$ 16,810,000	Royalties paid in-kind total \$1,020,000 and are valued at the fair market value of the volumes taken in-kind, based on Harvest's realized sales price.
Canada	South Sask Project	\$ 160,000	\$ 730,000	\$ 290,000	\$ -	\$ -	\$ -	\$ -	\$ 1,180,000	
Canada	West AB Project	\$ 1,440,000	\$ 1,010,000	\$ 290,000	\$ -	\$ -	\$ -	\$ -	\$ 2,740,000	Royalties paid in-kind total \$20,000 and are valued at the fair market value of the volumes taken in-kind, based on Harvest's realized sales price.
Total		\$ 13,310,000	\$ 24,290,000	\$ 7,990,000	\$ -	\$ 460,000			\$ 46,050,000	All reportable payments were made in Canadian dollars.



ESTMA Reporting 2016





INTRODUCTION

Harvest Operations Corp and its subsidiaries (collectively the “Company”) has prepared the following annual report (“the Report”) of payments made to government entities for the year ended December 31, 2016 as required by the Extractive Sector Transparency Measures Act S.C. 2014, c.39, s.376 (“ESTMA” or “the Act”).

All subsidiary reporting entities are listed within the annual report, however within the 2016 year payments to government entities were facilitated through:

- Harvest Operations Corp. (ESTMA ID number is: E954157)
- Deep Basin Partnership (ESTMA ID number is: E674826).

BASIS OF PREPARATION

The Report has been prepared in accordance with the requirements of the Act and the Natural Resources Canada (“NRCan”) Technical Reporting Specifications. The Technical Reporting Specifications provides specifications with regards to the form and manner of reporting. The following is a summary of judgments and definitions that the Company has made for the purpose of preparing the Report.

Reportable Payments

A payment under the Act is one that, in a financial year,

- a) Is made to the same payee.
- b) Is made in relation to the commercial development of oil, gas or minerals, as set out in the Act.
- c) Totals, as a single or multiple payments, C\$100,000 or more within one of the following seven categories: taxes, royalties, fees, production entitlements, bonuses, dividends and infrastructure improvement payments.

The Report excludes payments that are not related to the Company’s commercial development activities.

The Report contains disclosure of the full amounts (rounded to the nearest \$10,000) paid by the Company to a payee, no amounts have been offset or reduced by amounts reimbursed or refunded.

Payee

For purposes of the Act, a payee is:

- a) Any government in Canada or in a foreign state.
- b) A body that is established by two or more governments.
- c) Any trust, board, commission, corporation or body or other authority that is established to exercise or perform, or that exercises or performs, a power, duty or function of a government for a government referred to in paragraph (a) above or a body referred to in paragraph (b) above.

Payees include governments at any level, including national, regional, state/provincial or local/municipal levels. Payees include Crown corporations and other state-owned enterprises that are exercising or performing a power, duty or function of government.

For purposes of disclosing payments in the Report, when practical the Company has listed the name of the department, agency or entity of the payee that received the payment, if more than one such body of a payee received a payment from the Company.

Aboriginal and indigenous groups and organizations within Canada and in other jurisdictions may be regarded as governments for purposes of qualifying as a payee under the Act. However, the Act defers the requirement to report on payments made to Aboriginal governments in Canada, with reporting on these payments beginning on June 1, 2017. The Company has applied the deferral period and has not reported any payments to Aboriginal governments with the Report.



Payment Categories

The information is reported under the following payment categories.

Taxes

This category may include taxes paid by the Company on its income, profits or production. Taxes reported include property taxes, business taxes and certain provincial resource surcharges. Consumption taxes, personal income taxes and taxes not paid in relation to the commercial development of oil, gas or minerals are excluded.

Royalties

These are payments for the rights to extract oil and gas resources, typically at a set percentage of revenue less any deductions that may be taken.

Royalties paid in kind are also reported under this category. If the cost of an in-kind payment can be determined that is the value that should be reported. If the cost is not determinable, the in-kind payment should be reported at the fair market value. The monetary value of any in-kind payment made to a payee by the Company was determined via the fair market value of the volumes taken in-kind, based on Harvest's realized sales price. All in-kind payments included within the Report are disclosed in a supplementary note to the Report.

Fees

This category may include annual fees, application fees, rental fees, and regulatory charges as well as fees or other consideration for licenses, permits or concessions. Amounts paid in ordinary course commercial transactions in exchange for services provided by a payee are excluded from this category.

Production entitlements

A payee's share of oil, gas or mineral production under a production sharing agreement or a similar contractual or legislated arrangement is reported under this category. The Company had no reportable production entitlement payments to a payee for the year ended December 31, 2016.

Bonuses

Signing, discovery, production and any other type of bonuses paid to a payee are reported under this category. The Company had bonuses related only to land sales for the year ended December 31, 2016.

Dividends

Dividends paid to a payee as an ordinary shareholder do not need to be reported under the Act, so long as the:

- a) Shares have been acquired by the payee for consideration on the same terms as were available at the time of acquisition to other shareholders.
- b) Dividend is paid to the payee on the same terms as to other shareholders.

The Company had no reportable dividend payments to a payee for the year ended December 31, 2016.

Infrastructure improvement payments

These are payments which relate to the construction of infrastructure that do not relate primarily to the operational purposes of the Company. The Company had no reportable infrastructure improvement payments to a payee for the year ended December 31, 2016.



Project

Per the Technical Reporting Specifications published by NRCan a “project” means the operational activities that are governed by a single contract, license, lease, concession or similar legal agreement and form the basis for payment liabilities with a government. However, if multiple such agreements are substantially interconnected, the Company has aggregated such interconnected agreements into a single “Project” for reporting purposes.

Payments are reported at the project level except for payments that are not attributable to a specific project and are reported at the entity level. Reportable corporate income taxes, which are typically not levied at a project level, are an example of this.