

SCHEDULE F

**October 19, 2012 Chinneck letter to Lewis offering to settle claims by
McKinley Farms Limited and Ontario 219**

SCHEDULE F

CHINNECK LAW
professional corporation

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Trade Mark Agent
Commissioner
Notary Public
Lawyer

October 19, 2012
Matter # 11-616

By Email – lewis@giffens.com
By Fax – 519-432-8003

Mr. Christopher A. Lewis
Giffen & Partners
Barristers & Solicitors
465 Waterloo Street
London, Ontario
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Dear Sir,

Re: **Stanley Reef - OEB Applications EB 2011-0076, EB 2011-0077 and EB 2011-0078,
And all further or ancillary applications (collectively the "Applications")**

In accordance with the Procedural Order #5 dated September 18th, 2012 of the Board and the Board's note that Tribute and McKinley may at any time engage in negotiations regarding the arrangements for compensation on a bilateral basis, without involvement of the Board, I invite you and your client to meet with us with a view to attempting to negotiate compensation.

For your information, our client:

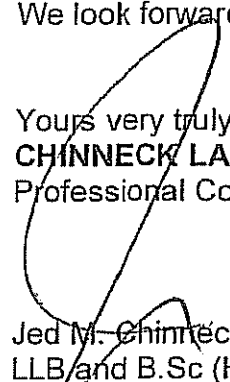
- (a) consents to the designation of the Pool as a storage area under the Ontario Energy Board Act; and
- (b) rejects your application to be appointed Operator of the Stanley Pool and will resist all such efforts by Tribute.

In light of the Decision of the Honourable Madam Justice Rady rendered October 18th, 2012, your client has no rights to store gas under our client's lands which represents the bulk of the storage reservoir. I am enclosing herewith for your information, a copy of both my Offer to Settle and Rationale for Offer to Settle which are both dated July 29th, 2011.

Our client remains prepared to settle on the basis of those documents.

We look forward to hearing from you at your earliest convenience.

Yours very truly,
CHINNECK LAW
Professional Corporation



Jed M. Chinneck
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cc: See attached Schedule (with letter of Rationale for Offer to Settle)

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COPY

July 29, 2011

Matter # 11-616

By Email – info@tributeresources.com
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By Fax – 519-657-4296

Without Prejudice

Mr. Tom Ryley, Chairman of the Board
Tribute Resources Inc.
c/o Beacon Head Energy Ltd.
Suite 802
One Concorde Gate
Toronto, Ontario
M3C 3N6

Dear Sir,

Re: **Offer to Settle**
Stanley Reef (the "Reservoir")
OEB Applications EB 2011-0076, EB 2011-0077 and EB 2011-0078,
And all further or ancillary applications (collectively the "Applications")

We act for McKinley Farms Ltd. ("Farms"), 2195002 Ontario Inc. ("Ontario"), Dale Ratcliffe ("Dale"), Catherine McKinley ("Cathy") and Al Corneil ("Al") (collectively the "Owners").

You represent Tribute Resources Inc. and its associated and related entities and principals ("Tribute").

Offer to Settle

The Owners offer to settle all issues and disputes relating to the Reservoir and the Applications as follows:

1. Tribute shall pay to Farms the standard payment for landowners on terms identical to the payments and terms payable to other landowners on the Stanley Reef and the Bayfield Reef as approved by the Ontario Energy Board ("OEB") in the Applications which terms shall be at least as favourable to the landowners as the current terms of payments to Lambton County Storage Association ("LCSA") by Union Gas, **AND**

2. Tribute shall pay to Ontario for storage and related rights either:
 - (a) \$3,000,000.00 in certified funds upon acceptance of this offer; or
 - (b) \$300,000.00 per annum, in advance, in certified funds with the first such payment delivered not later than the earlier of the third anniversary of acceptance of this offer and 30 days after gas is first injected into the Reservoir, and each subsequent annual payment in perpetuity on each anniversary date of acceptance of this offer until the use of the Reservoir for storage ceases forever. You agree to give Ontario not less than 60 days prior written notice of the date on which gas will first be injected into the Reservoir, failing which the first payment shall be \$450,000.00.
3. The parties shall co-operate to register documentation approved by all parties acting reasonably to ensure that Tribute has the first and sole registered rights to explore for and capture oil and gas (the "Minerals") and to store gas (the "Storage") and sufficient surface rights to conduct storage operations in the Reservoir.
4. The Owners shall not object to the Applications, seek costs or bring application for a declaration that gas sands do not include pinnacle reefs.
5. If Tribute accepts 2(b), the annual payments shall be a first charge upon all of the rights of Tribute in the Lands and in the event a payment remains unpaid thirty (30) days after written demand is served on Tribute, then at Owners' option, all rights enjoyed by Tribute in the Lands shall be terminated and ended 30 days after written notice of termination is served on Tribute, whereupon Tribute shall cease operations and vacate the Lands and forfeit all rights, equipment, wells, pipelines and gas on the Lands or in the Reservoir to the Owners, and Tribute hereby appoints the Owners or any one of them as its agent to execute and register any documents required to give effect to the foregoing. The parties agree this shall not be or constitute forfeiture and Tribute hereby waives any and all right to object to the termination and agrees that it is a fair and proper remedy for non-payment or late payment.
6. This settlement is binding on the parties, their successors and assigns.
7. This offer, unless earlier revoked in writing, is automatically terminated and revoked if not accepted in writing delivered to the undersigned prior to the commencement of the hearings of the Applications or any of them by the OEB.

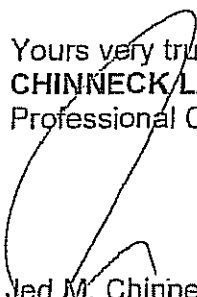
Rationale

The rationale for this offer is contained in a separate letter to you bearing the same date.

Reply

We shall await either your acceptance of the within offer or your acceptance of our invitation to negotiate.

Yours very truly,
CHINNECK/LAW
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July 29, 2011
Matter # 11-616

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Without Prejudice

Mr. Tom Ryley, Chairman of the Board
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Dear Sir,

**Re: Rationale for Offer to Settle
Stanley Reef (the "Reservoir")
OEB Applications EB 2011-0076, EB 2011-0077 and EB 2011-0078,
And all further or ancillary applications (collectively the "Applications")**

Offer to Settle

This letter is a companion letter to a letter of even date to Mr. Tom Ryley which contains an offer to settle. This letter contains the rationale for the offer to settle (and rebuts the rationale in your document entitled without prejudice offer to McKinley Farms Ltd. and 2195002 Ontario Inc. dated December 8th, 2010).

Rationale

1. You do not seem to appreciate that McKinley Farms Ltd. ("Farms") and 2195002 Ontario Inc. ("Ontario") are separate legal entities that enjoy completely separate rights.
2. Farms own the McKinley Lands. As such they are entitled under s.38(2)(b) of the OEBA to just and equitable compensation like any landowner for any damages resulting from the exercise of any authority given under s.38(1), subject to any agreement.

3. Tribute's Petroleum and Natural Gas Lease ("PNG") was declared valid by the Ontario Court of Appeal, but Tribute cannot store gas under the lease because it only permits gas to be stored in "gas sands" and as you know, there are no gas sands on the Lands. There is a pinnacle reef, but that is not a "gas sand".

4. Ontario holds the only valid Gas Storage Lease ("GSL") on the Lands. Tribute's GSL was declared void by the Ontario Superior Court and was not revived by the Ontario Court of Appeal. Tribute holds no GSL on the Lands.

5. Accordingly, if Tribute wants the right to store gas on the Lands, Tribute will have to acquire those rights from Ontario.

6. Tribute established a value for undeveloped storage capacity like the Reservoir to be \$2 million per billion cubic feet (or \$2,000,000.00 / BCF). This value was established in April, 2008 when Tribute paid \$1,370,000.00 cash to its own insiders for the purchase of the .683 BCF Chatham "C" Gas Storage Pool ("Chatham C") based on an independent valuation by a geologist who compared the price to other similar transactions in Ontario and New York, which valuation was approved by the TSX Venture Exchange. $\$1,300,000.00 / .683 \text{ BCF} = \$2,005,856.00 / \text{BCF}$.

6.1 Tribute argues a value of \$300,000.00 per BCF for the Bayfield Pool, but that transaction must be disregarded as the consideration included shares in Tribute and was not 100% cash like the Chatham C pool transaction. A fully cash deal always more accurately describes fair market value.

6.2 Tribute attempts to discount the value of the Stanley Reef by suggesting that it is a "stranded" reservoir that cannot be developed without a pipeline. There is absolutely no reason to so discount the value of the Stanley Pool because:

- (a) Pipelines are developed as separate profit and loss centres. Indeed, Bayfield Pipeline Corp., not Tribute, will build, own and operate the pipeline which will generate profits from transportation tolls charged to users. Accordingly, the cost of the pipeline has nothing to do with the value of the Stanley Reef, and
- (b) The Pipeline to the Bayfield Pool (a much larger reservoir than Stanley) will run within ½ kilometre of the Stanley Pool. It is the Stanley Pool that will add to the revenue of Bayfield Pipeline Corp., not the cost of the pipeline that will reduce the value of the Stanley Pool.

7. The Reservoir contains at least 2.3 BCF storage. At \$2,000,000.00 / BCF, the fair market value of the undeveloped Reservoir is at least \$4,600,000.00.

8. Tribute alleges that the Reservoir is only 1.4 BCF but that is not supported by evidence. There is evidence to support 2.3 BCF.

9. The asset of interest is, of course, the porous rock in the Stanley Reef that can be used as the storage reservoir. That is where the gas will be stored.

10. By written agreement of the parties, 76.441% of the Stanley Reef lies beneath the Lands (see Unit Operation Agreement).

11. It follows that Ontario's share of the fair market value of the undeveloped Stanley Reef is $\$4,600,000.00 \times .76441 = \$3,516,286.00$.

12. Tribute attempts to dilute McKinley's entitlement from 76.441% to 46.15% by basing the allocation on McKinley's surface area share of the designated storage area ("DSA"). This effort has no merit for two reasons:

- (a) the DSA is a regulated control zone mandated by legislation that designates a restricted drilling area and includes the surface area immediately above the reef and a buffer zone (and as such does not reflect the ownership of the asset of interest and is not relevant to the storage volume), and
- (b) the volume of storage is what is important (not some arbitrarily defined surface area).

13. Further, it is likely that Ontario's share should be greater because it is likely that more than 76.441% of the porous rock is located under the McKinley Lands. This is due to the typical structure of pinnacle reefs.

14. Accordingly, Ontario's offer is more than fair.

15. But there is a more significant consideration: Tribute has publicly stated that it expects to generate $\$1,143,000.00$ / BCF / year net profit from storage operations (not pipeline operations which would generate separate income and profits) in Huron County.

16. Applied to the Stanley Reef, this means Tribute expects to generate $\$2,628,000.00$ / year net profit ($\$1,143,000.00$ / BCF / year \times 2.3 BCF), of which $\$2,009,557.00$ per year (.76441) related to the Lands.

17. Ontario holds all of the storage rights and has no obligation to sell them to anyone. In fact, Tribute must deal with Ontario, not as a mere property owner, but as an operator because Ontario stands in the position that Tribute seeks to be in.

18. An alternate arrangement could be a "farm-in" arrangement with a potential operator such as Tribute whereby the operator "farms" into half of Ontario's position by paying, say, one-half of the fair market value of the undeveloped storage rights and by agreeing to develop and operate the pool keeping one-half the net profits and paying the other half to Ontario. That is an entirely reasonable and ordinary transaction between operators in the oil and gas business.

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McKinley Farms Ltd.

2195002 Ontario Inc.

**Tribute Resources Inc.
EB-2011-0076
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**Stanley Bayfield Landowners
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**Tribute Resources Inc.
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