

**PETROCAPITA INCOME TRUST
#1400 – 717 – 7th Avenue SW
Calgary, AB T2P 0Z3**

31 October 2016

CNSX Markets Inc.
220 Bay Street, 9th Floor
Toronto, Ontario M5J 2E4

Dear Sir or Madam:

**Re: Private Placement of \$1,021,000 principal aggregate amount of Convertible
Debentures and 60,360,00 Warrants**

Please be advised that Petrocapita Income Trust has completed the second tranche private placement of \$1,021,000 principal aggregate amount of secured convertible debentures at \$1,000 per debenture and 60,360,00 warrants (including broker warrants) and is in receipt of the total gross proceeds of \$1,021,000.

Yours truly,

**PETROCAPITA INCOME TRUST by its Administrator
PETROCAPITA GP LTD.**

Per: “ A. Lemmens ”

**Alex Lemmens
President and Chief Executive Officer**