

**FORM 13-502F1
CLASS 1 AND CLASS 3B REPORTING ISSUERS – PARTICIPATION FEE**

MANAGEMENT CERTIFICATION

I, SEAN MCGRATH, an officer of the reporting issuer noted below have examined this Form 13-502F1 (the Form) being submitted hereunder to the Ontario Securities Commission and certify that to my knowledge, having exercised reasonable diligence, the information provided in the Form is complete and accurate.

(s) [Signature]
 Name: SEAN MCGRATH
 Title: CFO

Date: April 30/2019

Reporting Issuer Name: HILLCREST PETROLEUM LTD.

End date of previous financial year: December 31, 2018

Type of Reporting Issuer: Class 1 reporting issuer Class 3B reporting issuer

Highest Trading Marketplace: TSX VENTURE
 (refer to the definition of "highest trading marketplace" under OSC Rule 13-502 Fees)

Market value of listed or quoted equity securities:
 (in Canadian Dollars - refer to section 7.1 of OSC Rule 13-502 Fees)

Equity Symbol

1st Specified Trading Period (dd/mm/yy)
 (refer to the definition of "specified trading period" under OSC Rule 13-502 Fees)

HRH
01/01/18 to 31/03/18

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace

\$ 0.05 (i)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period

86,568,226 (ii)

Market value of class or series

(i) x (ii) \$ 4,328,411 (A)

2nd Specified Trading Period (dd/mm/yy)
 (refer to the definition of "specified trading period" under OSC Rule 13-502 Fees)

01/04/18 to 30/06/18

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace

\$ 0.06 (iii)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period

87,293,226 (iv)

Rules and Policies

Market value of class or series

(iii) x (iv) \$ 5,237,594 (B)

3rd Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC Rule 13-502 Fees)

01/07/18 to 30/09/18

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace

\$ 0.03 (v)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period

87,293,226 (vi)

Market value of class or series

(v) x (vi) \$ 2,618,797 (C)

4th Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC Rule 13-502 Fees)

01/10/18 to 31/12/18

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace

0.05 (vii)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period

87,293,226 (viii)

Market value of class or series

(vii) x (viii) \$ 4,364,661 (D)

5th Specified Trading Period (dd/mm/yy)

(if applicable – refer to the definition of "specified trading period" under OSC Rule 13-502 Fees)

_____ to _____

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace

\$ _____ (ix)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period

_____ (x)

Market value of class or series

(ix) x (x) \$ _____ (E)

Average Market Value of Class or Series

(Calculate the simple average of the market value of the class or series of security for each applicable specified trading period (i.e. A through E above))

\$ 4,137,366 (1)

Rules and Policies

(Repeat the above calculation for each other class or series of equity securities of the reporting issuer (and a subsidiary pursuant to paragraph 2.8(1)(c) of OSC Rule 13-502 Fees, if applicable) that was listed or quoted on a marketplace at the end of the previous financial year)

Fair value of outstanding debt securities:

(See paragraph 2.8(1)(b), and if applicable, paragraph 2.8(1)(c) of OSC Rule 13-502 Fees)

\$ 0 (2)

(Provide details of how value was determined)

Capitalization for the previous financial year (1) + (2)

\$ 4,137,366

Participation Fee

(For Class 1 reporting issuers, from Appendix A of OSC Rule 13-502 Fees, select the participation fee)

\$ 890.00

(For Class 3B reporting issuers, from Appendix A.1 of OSC Rule 13-502 Fees, select the participation fee)

Late Fee, if applicable

(As determined under section 2.7 of OSC Rule 13-502 Fees)

\$ _____

Total Fee Payable

(Participation Fee plus Late Fee)

\$ 890.00