

FINANCIAL AND OPERATING HIGHLIGHTS

Three Months Ended March 31,	2016 ⁽⁵⁾	2015 ⁽⁵⁾	Change
<i>(000s, except per share amounts)</i>	(\$)	(\$)	(%)
FINANCIAL			
Oil and natural gas revenues	8,017	46,077	(83)
Funds from operations ⁽¹⁾	5,958	27,623	(78)
Per share – basic	0.20	0.93	(78)
Per share – diluted ⁽⁶⁾	0.19	0.91	(79)
Cash flow from operating activities	6,114	17,607	(65)
Net income (loss)	(2,258)	1,761	(228)
Per share – basic	(0.07)	0.06	(217)
Per share – diluted ⁽⁶⁾	(0.07)	0.06	(217)
Capital expenditures ⁽²⁾	4,322	37,060	(88)
Net debt ⁽³⁾	41,126	180,784	(77)
Shareholders' equity	207,607	466,447	(55)
<i>(000s)</i>	(#)	(#)	(%)
SHARE DATA			
At period-end	30,375	29,655	2
Weighted average – basic	30,358	29,655	2
Weighted average – diluted	30,962	30,225	2
OPERATING ⁽⁴⁾			
Production			
Natural gas (<i>mcf/d</i>)	290	15,103	(98)
Crude oil (<i>bbls/d</i>)	2,828	9,188	(69)
NGLs (<i>bbls/d</i>)	–	591	(100)
Total (<i>boe/d</i>)	2,876	12,296	(77)
Average wellhead prices			
Natural gas (<i>\$/mcf</i>)	1.01	2.84	(64)
Crude oil and NGLs (<i>\$/bbl</i>)	30.62	47.96	(36)
Combined average (<i>\$/boe</i>)	30.63	41.63	(26)
Netbacks			
Operating netback (<i>\$/boe</i>)	15.62	22.00	(29)
Funds flow netback (<i>\$/boe</i>)	22.77	24.92	(9)
Gross (net) wells drilled			
Oil (#)	1 (1.00)	6.00 (6.00)	-83 (-83)
Total (#)	1 (1.00)	6.00 (6.00)	-83 (-83)
Average working interest (%)	100	100	–

⁽¹⁾ Funds from operations and funds from operations per share are not recognized measures under International Financial Reporting Standards (IFRS). Refer to the commentary in the Management's Discussion and Analysis under "Non-GAAP Measurements" for further discussion.

⁽²⁾ Total capital expenditures, including acquisitions and excluding non-cash transactions. Refer to commentary in the Management's Discussion and Analysis under "Capital Expenditures and Acquisitions" for further information.

⁽³⁾ Net debt, which is calculated as current liabilities (excluding derivative financial instruments) and bank debt less current assets (excluding derivative financial instruments), is not a recognized measure under IFRS. Please refer to the commentary under "Non-GAAP Measurements" for further discussion.

⁽⁴⁾ For a description of the boe conversion ratio, refer to the commentary in the Management's Discussion and Analysis under "Other Measurements".

⁽⁵⁾ Refer to the description of the comparability of prior period information in the Management's Discussion and Analysis under "About Granite Oil Corp." and "2016 First Quarter Financial and Operating Highlights".

⁽⁶⁾ The Company uses the weighted average common shares (basic) when there is a net loss for the period to calculate net income (loss) per share diluted. The Company uses the weighted average common shares (diluted) to calculate the funds from operations diluted.

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following Management's Discussion and Analysis (MD&A) of the financial condition and results of operations for Granite Oil Corp. ("Granite" or "the Company") is dated May 10, 2016 and should be read in conjunction with the Company's unaudited interim financial statements and related notes for the three months ended March 31, 2016, as well as the Company's audited financial statements and related notes for the years ended December 31, 2015 and 2014. All financial information is reported in Canadian dollars, unless otherwise noted.

The corporate reorganization of DeeThree Exploration Ltd. into Granite and Boulder Energy Ltd. ("Boulder") was completed on May 15, 2015. See "About Granite Oil Corp." and "Corporate Reorganization" below. The Company's first quarter financial statements present the results for Granite only subsequent to May 15, 2015 and the combined results for the historical DeeThree properties for the period up to May 15, 2015. This is a significant factor in understanding the year-over-year and quarter-over-quarter financial results of Granite.

This MD&A contains additional measures under generally accepted accounting principles (GAAP), non-GAAP measures and forward-looking statements. Readers are cautioned that the MD&A should be read in conjunction with the Company's disclosure under "Non-GAAP Measures" and "Forward-looking Information and Statements" included at the end of this MD&A.

ABOUT GRANITE OIL CORP.

Granite is a dividend-paying, junior oil producer based in Calgary, Alberta that owns and operates a large, discovered Alberta Bakken oil pool in southern Alberta (the "Alberta Bakken Property" or "Alberta Bakken").

The business plan of the Company is to maximize the recoverable portion of the oil-in-place on the Alberta Bakken Property over the long run through responsible reservoir management while achieving and sustaining low annual production decline, pool-wide through utilization of the natural gas injection enhanced oil recovery ("EOR") scheme operated by the Company on its Alberta Bakken Property. The Company aims to generate free cash flow at current commodity prices, focusing on steady production and affordable growth. The Company executes its business plan by maintaining low capital expenditure operations while continuing to pursue possible strategic acquisitions.

The nature of the Alberta Bakken Property has resulted in a business that emphasizes low technical and financial risks; low annual production decline; moderate capital investment aimed at maintaining overall production plus generating prudent growth appropriate to prevailing commodity prices; and generating sufficient funds flow from operations at current commodity prices to pay a sustainable dividend.

Granite's Alberta Bakken Property has been substantially de-risked. The property includes complete Company-operated infrastructure to produce and market oil and re-inject gas for enhanced oil recovery. Granite benefits from experienced, technically able, and proven leadership. The team has many of the same senior managers who discovered, delineated and developed the Alberta Bakken Property.

The Company underwent a reorganization by way of Plan of Arrangement (the "POA") on May 15, 2015 which divided the Company into two, focused and independent, publicly traded energy companies, being Granite and Boulder Energy Ltd.. The POA was approved by a vote of shareholders of DeeThree on May 14, 2015 and was completed on May 15, 2015. See "Corporate Reorganization" below.

Granite is headquartered in Calgary, Alberta and the common shares of Granite are listed for trading on the Toronto Stock Exchange under the symbol GXO and on the OTCQX under the symbol GXOCF.

CORPORATE REORGANIZATION

On April 7, 2015, the Company entered into an Arrangement Agreement with Boulder Energy Ltd., then a wholly-owned subsidiary of DeeThree, which provided for the reorganization of the Company pursuant to the POA. On May 15, 2015, the Company completed the POA involving Boulder and its shareholders. Pursuant to the Arrangement, the Company's assets were divided amongst the Company and Boulder. Each holder of common shares of the Company received one-third (0.3333) of one new Granite Common Share and one-half (0.5) of one common share of Boulder in exchange for such share. Boulder acquired the Company's petroleum and natural gas properties and related assets located in the Brazeau area of west central Alberta (the "Brazeau Belly River Properties"), its minor petroleum and natural gas properties and related assets located in northern Alberta (the "Northern Properties") and related miscellaneous interests pursuant to the POA. The Company retained the Alberta Bakken Property. The name of the Company was changed from "DeeThree Exploration Ltd." to "Granite Oil Corp." concurrently with the Arrangement.

The conveyance of the Brazeau Belly River Properties and the Northern Properties was completed under a conveyance agreement dated May 15, 2015 entered into between the Company and Boulder. In accordance with the conveyance agreement and the POA, Boulder issued 521,865,994 special shares to the Company in consideration for the Brazeau Belly River Properties and the Northern Properties. Pursuant to the POA, each holder of common shares of DeeThree received one-half (0.5) of one common share of Boulder and one-third (0.3333) of one Common Share.

In addition to the Brazeau Belly River Properties and the Northern Properties being transferred from the Company to Boulder, debt of \$130 million as well as decommissioning obligations, derivative financial instruments and a deferred tax liability were also transferred to Boulder as part of the POA.

2016 FIRST QUARTER FINANCIAL AND OPERATING HIGHLIGHTS

Granite took advantage of competitive equipment and service pricing during the first quarter of 2016 to successfully complete several major facility projects, which considerably advanced the Company's long-term development and expansion of the EOR scheme. In addition to completing a number of field optimization projects, the Company installed and commissioned approximately 2,000 horsepower of additional gas compression equipment, as well as a utility pipeline and related meter station which will provide Granite with secure access to a long-term, reliable gas supply for use under the EOR scheme. With these facility expansions, the Company has built-in capacity for the further expansion of its EOR scheme and the future development of its Alberta Bakken oil pool with reduced capital commitments necessary for future growth. As well, during the re-pressurization phase, the Company is permitted to inject gas at rates greater than 100% VRR to return the oil pool to original pressure conditions. Accordingly, the Company is positioned to take advantage of current gas prices and its expanded facilities to optimize injection rates during this re-pressurization phase.

Granite produced 2,876 boe/d during the first quarter of 2016. Total capital expended in the first quarter was \$4.3 million, which includes the drilling and completion of one Bakken horizontal well for \$1.9 million, and \$2.3 million of one-time capital outputs primarily for facilities and land. First quarter funds flow from operations was \$6.0 million.

As a result of the POA (see "Corporate Reorganization" above, the results for the three months ended March 31, 2016 reflect the results of the stand-alone Granite property (Alberta Bakken) as compared to the three months ended March 31, 2015 which reflects the results of the historical DeeThree properties (Brazeau Belly River, Alberta Bakken and Peace River Arch).

OUTLOOK

After satisfying its primary goal of attaining a 100% voidage replacement ratio, the Company has returned its production to approximately 3,000 boe/d of oil. Granite now has additional gas injection capacity and a number of restricted flowing oil wells which provide the Company go-forward flexibility. As well, with reduced costs, the oil price threshold required to be fully sustainable at the current dividend payout has been reduced. In combination with a strong balance sheet and higher-than-

budget commodity pricing, the Company will continue to monitor the effectiveness of its EOR scheme and determine the best use of free cash flow with continued emphasis on maximizing efficient, long-term oil recovery and shareholder value.

Funds from Operations ⁽¹⁾

	2016	2015
<i>(\$000s)</i>		
Cash flow from operating activities	6,113	17,607
Changes in non-cash working capital	(155)	10,016
Funds from operations	5,958	27,623

⁽¹⁾ Funds from operations and funds from operations per share are not recognized measures under International Financial Reporting Standards (IFRS). Refer to "Non-GAAP Measurements" for further discussion.

During the three months ended March 31, 2016, the Company generated funds from operations totaling \$6.0 million (\$0.20 per basic share and \$0.19 per diluted share) compared to \$27.6 million (\$0.93 per basic share and \$0.91 per diluted share) in the comparative period of 2015 and \$13.3 million (\$0.44 per basic share and \$0.43 per diluted share) in the fourth quarter of 2015. The year-over-year decrease reflects decreased revenue primarily as a result of the disposition of assets to Boulder pursuant to the POA compounded by decreased commodity prices and natural declines. The decrease from Q4 2015 can be attributed to the continued decline in commodity prices throughout Q1 2016 as well as lower realized gains on the Company's financial hedges in the current quarter.

Net Income (Loss)

For the three months ended March 31, 2016, the Company recorded net loss of \$2.3 million (\$0.07 per basic and diluted share) compared to net income of \$1.8 million (\$0.06 per basic and diluted share) in the same period of 2015 and net loss of \$1.6 million (\$0.05 per basic share and diluted share) in the fourth quarter of 2015. The Company's decreased net income for the quarter was primarily due to the decreased operating netback due to the continued decline of commodity prices in the quarter.

FINANCIAL AND OPERATING RESULTS

Sales Volumes

	Three Months Ended March 31,	
	2016	2015
Sales		
Natural gas <i>(mcf/d)</i>	290	15,103
Crude oil <i>(bbls/d)</i>	2,828	9,188
NGLs <i>(bbls/d)</i>	-	591
Total sales <i>(boe/d)</i>	2,876	12,296
		(%)
Production Split		
Natural gas	2	20
Crude oil	98	75
NGLs	-	5
Total	100	100

For the first quarter of 2016, the Company's production averaged 2,876 boe/d compared to 12,296 boe/d in the same period of 2015 and 3,476 boe/d in the fourth quarter of 2015. This represents a 77 percent decrease year-over-year and a 17 percent

quarter-over-quarter decrease. These decreases are primarily a result of the POA combined with natural declines and a reduced drilling program in the first quarter of 2016. During the three months ended March 31, 2016, production was comprised of 290 mcf/d of gas and 2,828 bbls/d of crude oil thereby increasing the Company's crude oil production to 98 percent of total corporate production from 75 percent in the same period in the prior year and 96 percent in the fourth quarter of 2015. Commencing March 2016 the Company was injecting 100 percent of its natural gas production.

Revenue

	Three Months Ended March 31,	
	2016	2015
<i>(\$000s)</i>		
Natural gas	26	3,864
Crude oil	7,881	40,938
NGLs and other	110	1,275
Total oil and natural gas revenue	8,017	46,077

During the three months ended March 31, 2016, revenue decreased by 83 percent to \$8.0 million from \$46.1 million in the comparative period of 2015. The year-over-year decrease was mainly the result of the POA which was effective May 15, 2015 compounded by reduced crude oil market prices. When compared to the fourth quarter of 2015, revenue decreased by 39 percent to \$8.0 million from \$13.2 million due to a combination of decreased commodity prices and lower sales volumes in the first quarter of 2016.

Pricing for the three months ended March 31, 2016 is further discussed below in "Commodity Prices and Foreign Exchange".

Commodity Prices and Foreign Exchange

	Three Months Ended March 31,	
	2016	2015
Benchmark Prices		
Crude oil		
WTI (<i>US\$/bbl</i>)	33.45	48.63
Edmonton Light (MSW) (<i>Cdn\$/boe</i>)	40.67	51.79
Differential – MSW/WTI (<i>US\$/bbl</i>)	(3.69)	(6.80)
Hardisty Bow River (<i>Cdn\$/boe</i>)	36.66	52.32
Differential – Bow River/WTI (<i>US\$/bbl</i>)	(13.68)	(14.22)
Natural gas		
NYMEX (<i>US\$/mmbtu</i>) ⁽¹⁾	2.09	2.98
AECO (<i>Cdn\$/GJ</i>) ⁽²⁾	1.74	2.60
Average Realized Prices		
Natural gas (<i>\$/mcf</i>)	1.01	2.84
Crude oil (<i>\$/bbl</i>)	30.62	49.50
NGLs (<i>\$/bbl</i>)	-	23.88
Combined average (<i>\$/boe</i>)	30.63	41.63
Foreign Exchange		
Cdn\$/US\$	1.37	1.24
US\$/Cdn\$	0.73	0.81

⁽¹⁾ Mmbtu is the abbreviation for millions of British thermal units. One mcf of natural gas is approximately 1.02 mmbtu.

⁽²⁾ GJ is the abbreviation for gigajoule. One mcf of natural gas is approximately 1.05 G

Crude Oil Pricing

The average realized price of Granite's crude oil was \$30.62/bbl for the first quarter of 2016 compared to \$49.50/bbl in the first quarter of 2015 and \$42.25/bbl in the fourth quarter of 2015. Granite's realized oil price decreased by 38 percent from the prior year's first quarter and by 28 percent from the fourth quarter of 2015 largely due to a decrease in the US\$ WTI benchmark oil price.

Natural Gas Pricing

Granite's average realized natural gas price was \$1.01/mcf in the first quarter of 2016 versus \$2.84/mcf in the first quarter of 2015 and \$2.54/mcf in the fourth quarter of 2015. The Company's realized gas price decreased by 64 percent from the same period in 2015 and 60 percent from the fourth quarter of 2015. These decreases are driven by the decrease in the AECO gas index price. Commencing March 2016 the Company was injecting 100 percent of its natural gas production.

Price Risk & Mitigation

Ongoing commodity price volatility may affect Granite's funds from operations and rates of return on capital programs. As continued volatility is expected in 2016, Granite will continue to take steps to mitigate these risks and protect its financial position.

The Company's financial results are significantly influenced by fluctuations in commodity prices, including price differentials and foreign exchange rates. As a means of managing commodity price volatility and its impact on cash flows, the Company seeks to protect itself from fluctuations in prices and exchange rates by maintaining an appropriate hedging strategy. As at the date of this MD&A, Granite has nine crude oil hedges (refer to "Risk Management" below for details). Most commodity prices are based on US dollar benchmarks, which result in the Company's realized prices being influenced by the Canadian/US exchange rates. The Company does not sell or transact in foreign currency, but is affected by foreign currency exchange rate changes related to commodity prices as outlined above.

Royalties

	Three Months Ended March 31,	
	2016	2015
Oil and natural gas revenue (\$000s)	7,907	44,802
Other income (\$000s)	110	1,275
Total oil and natural gas revenue (\$000s)	8,017	46,077
Total royalties (\$000s)	1,859	9,971
Total royalties (\$/boe)	7.10	9.01
Percent of oil and natural gas revenue (%)	24	22

The Alberta Bakken property is primarily subject to freehold royalties, which work on a sliding-scale determined monthly on a well-by-well basis using a calculation based on the Alberta crown royalty regulation implemented in 2009 with a cap of 30 percent. The sliding scale provides varying rates based on productivity (a higher royalty is payable from wells with higher production rates) and commodity prices (a higher royalty is payable in times of higher natural gas and crude oil prices). This area is also subject to freehold mineral taxes (which are included as royalties for financial reporting purposes) and overriding royalties related to farm-in arrangements.

The Brazeau property was primarily subject to Crown royalties payable to the provincial government and overriding royalties on oil, natural gas and NGLs production. These types of royalties are also sensitive to production levels and commodity prices and the related royalties will continue to fluctuate with commodity prices, well production rates, production declines of existing wells along with performance and location of new wells drilled. The Northern properties were conveyed to Boulder on May 15, 2015 as part of the POA.

For the first quarter of 2016, royalties totaled \$1.9 million or 24 percent of oil and gas sales revenue compared to \$10.0 million or 22 percent of revenue for the same quarter in 2015 and \$3.6 million or 27 percent of revenue in the fourth quarter of 2015. The year-over-year royalty rate increase was due to the properties disposed of in the POA, which were subject to a lower royalty rate than the Alberta Bakken property that remained with Granite upon completion of the POA. The decrease over the fourth quarter of 2015 can be attributed to the decrease in commodity prices combined with lower production in the current quarter. In addition, the Company recorded the actual annual 2015 Freehold Mineral Tax levy which resulted in a favourable adjustment to royalties in the current quarter. Without the effect of this adjustment, the Company's royalty rate for Q1 2016 would have been 27%.

Operating and Transportation Expenses

	Three Months Ended March 31,	
	2016	2015
Operating expenses (\$000s)	1,694	8,154
Transportation expenses (\$000s)	378	3,599
Total operating and transportation expenses (\$000s)	2,072	11,753
Operating expenses (\$/boe)	6.47	7.37
Transportation expenses (\$/boe)	1.44	3.25
Total operating and transportation expenses (\$/boe)	7.91	10.62

Operating costs include all costs associated with the production of crude oil and natural gas. The major components of operating costs include charges for contract operating, processing fees, lease rentals, property and pipeline taxes, utilities and well maintenance charges.

Operating expenses for the first quarter of 2016 totaled \$1.7 million or \$6.47/boe compared to \$8.2 million or \$7.37/ boe in the same period of 2015 and \$1.9 million or \$5.91/boe in the fourth quarter of 2015. The year-over year decrease was largely driven by the impact of the POA. The Alberta Bakken property is subject to lower operating costs than the Northern Properties. The absolute decrease in operating costs over the fourth quarter of 2015 is due to lower production in the current quarter.

Transportation expenses for the three months ended March 31, 2016 were \$0.4 million or \$1.44/boe compared to \$3.6 million or \$3.25/boe in the first quarter of 2015 and \$0.6 million or \$1.82/boe in the fourth quarter of 2015. This decrease from the prior year can be attributed to the fact that the Alberta Bakken property has lower transportation costs than the properties disposed of in the POA. The decrease in transportation costs over Q4 2015 is the result of actual transportation costs for Q3 2015 coming in higher than what was accrued for and these costs being processed in Q4 2015. For the last six months of 2015, transportation expense averaged \$1.37/boe.

Risk Management

Granite maintains a risk management program to reduce the volatility of revenues and to increase the certainty of funds from operations. Granite considers all of its risk management contracts to be effective economic hedges of the underlying business transactions. As at March 31, 2016, the Company had the following crude oil risk management contracts, with a total mark-to-market asset of \$5.0 million (December 31, 2015 – \$7.6 million):

Crude Oil Contracts

Period (000s)	Commodity	Type of Contract	Quantity	Pricing Point	Contract Price
March 1/15 – June 30/16	Crude Oil	Fixed	250 bbls/d	WTI-NYMEX	Cdn\$72.92/bbl
Jan. 1/16 – Dec 31/16	Crude Oil	Fixed	250 bbls/d	WTI-NYMEX	Cdn\$78.00/bbl
Jan. 1/16 – Dec. 31/16	Crude Oil	Fixed	250 bbls/d	WTI-NYMEX	US\$62.75/bbl
Jan. 1/16 – Dec. 31/16	Crude Oil	Fixed	250 bbls/d	WTI-NYMEX	Cdn\$80.00/bbl
Feb. 1/16 – June 30/16	Crude Oil	Fixed	250 bbls/d	WTI-NYMEX	US \$32.00/bbl
Feb. 1/16 – Dec. 31/16	Crude Oil	Fixed	250 bbls/d	WTI-NYMEX	US \$32.02/bbl
July 1/16 – Dec. 31/16	Crude Oil	Fixed	250 bbls/d	WTI-NYMEX	US \$40.00/bbl
July 1/16 – June 30/17	Crude Oil	Fixed	250 bbls/d	WTI-NYMEX	US \$41.00/bbl

Gains and losses on risk management contracts are composed both of unrealized gains or losses that represent the change in the mark-to-market position of those contracts throughout the period and of realized gains and losses representing the portion of the contracts that have been settled in cash during the period. The Company has elected not to use hedge accounting for its current risk management contracts.

	Three Months Ended March 31,	
	2016	2015
Unrealized loss on financial instruments (\$000s)	2,663	2,762
Unrealized loss on financial instruments (\$/boe)	10.17	2.50
	Three Months Ended March 31,	
	2016	2015
Realized gain on financial instruments (\$000s)	(2,915)	(6,916)
Realized gain on financial instruments (\$/boe)	(11.14)	(6.25)

During the first quarter of 2016, the Company recorded an unrealized loss on financial instruments of \$2.7 million and a realized gain of \$2.9 million. In the same period of the prior year, the Company recorded an unrealized loss of \$2.8 million and a realized gain of \$6.9 million. In the previous quarter, the Company recorded an unrealized loss of \$6.1 million and a realized gain of \$7.7 million. The unrealized loss resulted from the mark-to-market of financial risk management contracts at the period end. These non-cash unrealized derivative gains are generated by the change over the reporting period in the mark-to-market valuation of Granite's risk management contracts. The realized gains or losses represent actual cash settlements under the respective commodity, foreign exchange and interest rate contracts in the respective periods.

General and Administrative (G&A) Expenses

	Three Months Ended March 31,	
	2016	2015
<i>(\$000s except per boe)</i>		
Gross G&A expense	942	2,967
Capitalized G&A (direct)	(154)	(480)
Overhead recoveries	(35)	(119)
G&A expense (net)	753	2,368
G&A expense (net) <i>(\$/boe)</i>	2.88	2.14

Gross G&A expense totaled \$0.9 million for the three-month period ended March 31, 2016 compared to \$3.0 million in the comparable period of 2015 and \$1.0 million in the fourth quarter of 2015. Net G&A costs were \$0.8 million or \$2.88/boe in the first quarter of 2016 compared to \$2.4 million or \$2.14/boe a year earlier and \$0.9 million or \$2.68/boe in the fourth quarter of 2015. When compared to the same quarter of the prior year, gross G&A costs decreased on an absolute basis due to the decrease in staffing costs (including salaries, bonuses, consulting and office rent) related to the POA. The change from the fourth quarter of 2015 can be attributed to the true-up of various 2015 accruals to actuals in the first quarter of 2016.

The Company capitalized direct G&A expenses amounting to \$0.2 million and had overhead recoveries of \$0.03 million in the first quarter of 2016 versus \$0.5 million and \$0.1 million, respectively, in the comparative period of 2015, and \$0.2 million and \$0.01 million, respectively, in the fourth quarter of 2015.

Share- Based Compensation

	Three Months Ended March 31,	
	2016	2015
<i>(\$000s except per boe)</i>		
Gross share-based compensation	1,689	1,177
Share-based compensation reclassified to operating costs	-	(41)
Capitalized share-based compensation	(583)	(484)
Share-based compensation expense (net)	1,106	652
Share-based compensation expense (net) <i>(\$/boe)</i>	4.23	0.59

On May 15, 2015, Granite adopted a Share Incentive Plan ("SIP"), described in note 10 to the interim financial statements for the period ended March 31, 2016. The awards granted under the plan vest one third on each of the first, second and third anniversaries of the grant date. Share incentives are made up of both time-based ("TBA") and performance-based ("PBA") awards, each performance based award granted is subject to a performance multiplier ranging from 0 to 2, dependent on the performance of Granite at the end of the vesting period relative to corporate performance measures determined at the discretion of Granite's Board of Directors. The fair value of the awards granted under the plan is estimated at the grant date using a binomial pricing model. At March 31, 2016, the Company had 944,995 awards outstanding under this plan (December 31, 2015 – 944,995 awards).

DeeThree's stock option plan was terminated pursuant to the POA. Unvested, in-the-money DeeThree options that were outstanding at the time of the completion of the POA were replaced with options to acquire shares of Granite and Boulder respectively. The vesting schedule for these replacement options remained the same as the predecessor DeeThree options with the fair value of options granted estimated at the grant date using the Black-Scholes option-pricing model. At March 31, 2016, the Company had 174,224 replacement options outstanding (December 31, 2015 – 194,486 replacement options).

Share-based compensation expense is a non-cash expense that reflects the amortization over the vesting period of the fair

value of stock options and stock incentives granted to the Company's employees, consultants and directors. For those stock options granted to field employees, their portion of the share-based compensation is reclassified to operating expenses, in order to be consistent with the recognition of their salaries on the statement of operations and comprehensive income.

For the quarter ended March 31, 2016, the Company incurred net share-based compensation expense of \$1.1 million or \$4.23/boe versus \$0.7 million or \$0.59/boe in the same period of 2015 and \$0.6 million or \$1.99/boe in the fourth quarter of 2015. The increase from the fourth quarter of 2015 is the result of an increase in the performance multiplier for the first tranche of PBAs which will vest in June 2016.

Depletion and Depreciation (D&D) Expense

	Three Months Ended March 31,	
	2016	2015
Depletion and depreciation expense (\$000s)	4,596	21,024
Depletion and depreciation expense (\$/boe)	17.56	19.00

Granite records D&D expense on its property and equipment over the individual useful lives of the assets, employing the unit-of-production method using proved plus probable reserves and associated estimated future development capital required for its oil and natural gas assets, the straight-line method for field facilities (20-year useful life) and the declining-balance method on corporate assets (20 to 30 percent). Assets in the E&E phase are not amortized.

For the three months ended March 31, 2016, the Company recorded D&D expense of \$4.6 million or \$17.56/boe compared to \$21.0 million or \$19.00/boe in the same period of 2015 and \$5.5 million or \$17.23/boe in the fourth quarter of 2015. The absolute decrease in D&D expense year-over-year is attributable to the decrease in production volumes related to the POA, while the absolute decrease from the fourth quarter of 2015 is due to the decrease in production volumes quarter over quarter slightly offset by lower costs related to finding and developing reserves.

Exploration and Evaluation (E&E) Expense

	Three Months Ended March 31,	
	2016	2015
Exploration and evaluation expense (\$000s)	167	344
Exploration and evaluation expense (\$/boe)	0.64	0.31

Granite accumulates costs related to its E&E assets in one pool pending determination of an asset's technical feasibility and commercial viability. E&E costs are primarily for seismic data, undeveloped land and drilling until the well in question is complete and results have been evaluated. Costs related to wells determined to be uneconomical as well as costs of undeveloped land lease expiries are expensed as they occur.

During the first quarter of 2016, the Company recorded E&E expense of \$0.2 million or \$0.64/boe compared to \$0.3 million or \$0.31/boe in the first quarter of 2015 and \$2.8 million or \$8.66/boe in the fourth quarter of 2015. Of the total E&E expense recognized in the current quarter, \$0.1 million relates to lease expiries and \$0.04 to preliminary drilling costs.

Accretion and Finance Expenses

	Three Months Ended March 31,	
	2016	2015
<i>(\$000s except per boe)</i>		
Accretion expense on decommissioning liabilities	77	201
Finance expense	290	1,314
Total accretion and finance expenses	367	1,515
Accretion expense on decommissioning liabilities <i>(\$/boe)</i>	0.29	0.18
Finance expense <i>(\$/boe)</i>	1.11	1.19
Total accretion and finance expenses <i>(\$/boe)</i>	1.40	1.37

Accretion expense represents the increase in the present value of the Company's decommissioning liabilities. In the first quarter of 2016, the Company recorded accretion expense of \$0.08 million or \$0.29/boe compared to \$0.2 million or \$0.18/boe in the same period of 2015 and \$0.07 million or \$0.22/boe in the fourth quarter of 2015.

During the three months ended March 31, 2016, the Company recorded interest and finance expenses of \$0.3 million or \$1.11/boe compared to \$1.3 million or \$1.19/boe in the same period of 2015 and \$0.5 million or \$1.68/boe in the previous quarter. The Company incurred interest charges and standby fees related to the Company's credit facility, which was drawn to \$39.0 million at the end of the quarter (December 31, 2015 – \$37.0 million).

Income Taxes

	Three Months Ended March 31,	
	2016	2015
Deferred income tax expense (recovery) <i>(\$000s)</i>	(393)	843
Deferred income tax expense (recovery) <i>(\$/boe)</i>	(1.50)	0.76

During the first quarter of 2016, the Company recorded a deferred income tax recovery of \$0.4 million or \$1.50/boe compared to a \$0.8 million expense or \$0.76/boe in the same period of 2015 and a \$0.3 million recovery or \$0.98/boe in the fourth quarter of 2015. The deferred income tax recovery is a function of the net loss incurred in the first quarter of 2016.

Granite does not have current income taxes payable and does not expect to pay current income taxes in 2016 as the Company had estimated tax pools available at March 31, 2016 of \$185 million (December 31, 2015 – \$187 million).

Netbacks (per unit) ⁽¹⁾⁽²⁾

	Three Months Ended March 31,	
	2016	2015
<i>(\$/boe)</i>		
Average sales price	30.63	41.63
Royalties	(7.10)	(9.01)
Operating expenses	(6.47)	(7.37)
Transportation expenses	(1.44)	(3.25)
Operating netback ⁽²⁾	15.62	22.00
G&A and other expenses (excludes non-cash items)	(2.88)	(2.14)
Realized gain on financial instruments	11.14	6.25
Finance expense	(1.11)	(1.19)
Funds flow netback ⁽²⁾	22.77	24.92
D&D expense	(17.56)	(19.00)
Accretion	(0.29)	(0.18)
Share-based compensation	(4.23)	(0.59)
Unrealized gain (loss) on financial instruments	(10.17)	(2.50)
E&E expense	(0.64)	(0.31)
Deferred income tax (expense) recovery	1.50	(0.76)
Net income (loss) netback ⁽²⁾	(8.62)	1.58

⁽¹⁾ For a description of the boe conversion ratio, refer to "Other Measurements" below.

⁽²⁾ Non-GAAP measure; refer to the commentary below. Operating netback, funds flow netback and net income (loss) netback are calculated by dividing operating income, funds flow from operations and net income by the sales volume in boe for the period then ended. For a description of the boe conversion ratio, refer to "Other Measurements" below.

The operating netback was \$15.62/boe for the three months ended March 31, 2016 compared to \$22.00/boe in the same period of 2015 and \$22.25/boe in the fourth quarter of 2015. The Company experienced a lower realized average sales price in the three months ended March 31, 2016 as compared to the first quarter of 2015 due to a decrease in WTI prices, partially offset by lower royalties and operating expenses. As compared to the fourth quarter of 2015, the Company also realized a lower average price due to a decrease in WTI prices partially offset by lower royalties, contributing to the decrease in operating netback quarter-over-quarter.

INVESTMENT AND INVESTMENT EFFICIENCIES

Capital Expenditures and Acquisitions

(excluding decommissioning liabilities and capitalized share-based compensation)

	Three Months Ended March 31,	
	2016	2015
<i>(\$000s except number of wells)</i>		
Drilling and completions	1,847	28,178
Equipment and facilities	1,941	6,034
Land and lease retention	375	2,367
Capitalized G&A and other	159	481
Total capital expenditures	4,322	37,060
Total wells drilled (#)	1 (1.00)	6 (6.00)

During the first quarter of 2016, the Company incurred a total of \$4.3 million (first quarter 2015 – \$37.0 million) in capital expenditures, excluding non-cash decommissioning liabilities and capitalized share-based compensation. Drilling and completion expenditures totaled \$1.8 million in the first quarter of 2016 (first quarter 2015 – \$28.1 million), \$1.9 million was spent on tie-ins and facilities (first quarter 2015 – \$6.0 million) and \$0.4 million on land sales (first quarter 2015 – \$2.4 million).

The remaining \$0.2 million in the first quarter of 2016 (first quarter 2015 – \$0.5 million) was invested in capitalized G&A and other corporate assets.

Drilling Activity

	Exploration		Development		Total	
	Gross	Net	Gross	Net	Gross	Net
	(#)	(#)	(#)	(#)	(#)	(#)
Three Months Ended						
March 31, 2016						
Crude oil	–	–	1	1.00	1	1.00
Total wells	–	–	1	1.00	1	1.00
Success rate (%)		–		100		100
Average working interest (%)		–		100		100
Three Months Ended						
March 31, 2015						
Crude oil	–	–	6	6.00	6	6.00
Total wells	–	–	6	6.00	6	6.00
Success rate (%)		–		100		100
Average working interest (%)		–		100		100

During the first quarter of 2016, Granite drilled a total of 1 gross (1.00 net) crude oil development wells with a 100 percent success rate on the Alberta Bakken property. During the three months ended March 31, 2015, the Company drilled 6 gross (6.00 net) crude oil development wells, 3 gross (3.00 net) on each of the Brazeau and Alberta Bakken properties.

LIQUIDITY AND FINANCIAL RESOURCES

Net Debt ⁽¹⁾

The following table summarizes net debt as at March 31, 2016 and December 31, 2015:

	Three Months Ended March 31, 2016	Year Ended December 31, 2015
<i>(\$000s)</i>		
Working capital deficiency	2,112	2,600
Bank debt	39,014	37,012
Net debt ⁽¹⁾ – end of period	41,126	39,612

⁽¹⁾ Net debt, which is calculated as current liabilities (excluding derivative financial instruments) and bank debt less current assets (excluding derivative financial instruments), is not a recognized measure under IFRS. Please refer to the commentary under "Non-GAAP Measurements" for further discussion.

Granite entered 2016 with net debt of \$39.6 million. During the first three months of 2016, the Company generated funds from operations of \$6.0 million and invested \$4.3 million in capital expenditures. In addition, the Company paid \$3.2 million in dividends and 20,262 options were exercised for total cash proceeds of \$0.07 million. Granite exited the quarter with net debt of \$41.1 million.

The Granite credit facility has an authorized borrowing base of \$80 million consisting of a \$60 million revolving demand credit facility and a \$20 million revolving demand operating facility. At March 31, 2016, the Granite facility was drawn to approximately \$39.0 million with \$41.0 million of unused borrowing capacity.

Interest is charged at a rate per annum equal to the Canadian prime rate during said period plus the applicable margin, being a range of 0.5 percent to 2.5 percent, as determined by the Corporation's debt to cash flow ratio. Standby fees associated with this facility are charged based on an applicable margin, being a range of 0.2 percent to 0.45 percent per annum on the undrawn portion of the facility, again based on the Company's debt to cash flow ratio. Under this credit facility, the Corporation is required to maintain a current ratio of not less than 1:1.

The amount of the facility is subject to a borrowing base test performed on a periodic basis by the lenders, based primarily on reserves and using commodity prices estimated by the lenders as well as other factors. The borrowing base of the credit facility is subject to review at least semi-annually with the next review currently underway. A decrease in the borrowing base could result in a reduction to the credit facility. Collateral for this facility consists of a general security agreement, providing a security interest over all present and subsequently acquired personal property and a floating charge on all present and subsequently acquired land interest of the Company.

RELATED-PARTY TRANSACTIONS AND OFF-BALANCE-SHEET TRANSACTIONS

There were no off-balance-sheet transactions entered into during the period nor are there any outstanding as at the date of this MD&A.

CONTRACTUAL OBLIGATIONS AND COMMITMENTS

Years Ended December 31,	2016	2017	2018	Total
(\$000s)				
Operating lease – office	166	129	-	295
Total commitments	166	129	-	295

As at March 31, 2016, the Company had contractual obligations for its office leases totaling approximately \$0.3 million to July 2017. The office lease obligations are comprised of the lease payments and an estimate of occupancy costs of the Company's head office space.

SHARE CAPITAL

As at May 10, 2016, the Company had the following equity securities outstanding:

Common shares outstanding	30,379,952
Stock options outstanding	169,558
Share incentives outstanding	944,995

SUBSEQUENT EVENTS

Subsequent to quarter end, on April 22, 2016, Granite entered into a commodity swap for 250 bbls/d of crude oil effective January 1, 2017 to June 30, 2017 at a fixed price of USD \$47.00/bbl.

Subsequent to the quarter end, on May 4, 2016, the Company issued 330,000 flow-through shares at a price of \$9.10 per flow-through share for total gross proceeds of \$3.0 million through a private placement. In connection with the issuance of flow-through shares, the Company is required to spend \$3.0 million on eligible exploration expenditures by December 31, 2017. The expenditures will be renounced to the purchaser effective December 31, 2016.

SELECTED QUARTERLY INFORMATION ⁽¹⁾⁽⁴⁾

Three Months Ended	Mar. 31, 2016	Dec. 31, 2015	Sept. 30, 2015	June 30, 2015	March 31, 2015	Dec. 31, 2014	Sept. 30, 2014	June 30, 2014
<i>(000s, except per share amounts and production figures)</i>	<i>(\$)</i>	<i>(\$)</i>	<i>(\$)</i>	<i>(\$)</i>	<i>(\$)</i>	<i>(\$)</i>	<i>(\$)</i>	<i>(\$)</i>
Oil and natural gas revenues	8,017	13,181	15,195	33,989	46,077	69,957	87,188	80,560
Funds from operations	5,958	13,349	14,510	17,191	27,623	41,773	52,720	43,167
Per share – basic	0.20	0.44	0.48	0.57	0.93	1.46	1.78	1.53
Per share – diluted	0.19	0.43	0.47	0.57	0.91	1.41	1.72	1.48
Cash flow from								
operating activities	6,114	19,934	1,250	22,526	17,607	54,239	62,290	44,103
Net income (loss)	(2,258)	(1,610)	6,431	143,635	1,761	28,312	21,106	18,133
Per share – basic	(0.07)	(0.05)	0.21	4.78	0.06	0.99	0.71	0.64
Per share – diluted	(0.07)	(0.05)	0.21	4.77	0.06	0.96	0.69	0.62
Total assets	291,928	298,698	309,596	303,489	752,643	743,202	686,496	626,620
Capital expenditures ⁽²⁾	4,322	8,632	6,587	11,956	37,060	64,964	84,985	74,288
Net debt ⁽³⁾	41,126	39,612	41,546	45,047	180,784	171,347	148,329	116,064
Shareholders' equity	207,607	211,293	214,995	210,470	466,447	463,509	433,613	410,944
Production								
Natural gas (mcf/d)	290	841	1,674	7,229	15,103	16,510	13,395	12,967
Crude oil (bbls/d)	2,828	3,334	3,358	5,603	9,188	9,275	9,322	8,033
NGLs (bbls/d)	-	2	7	102	591	815	739	550
Total (boe/d)	2,876	3,476	3,644	6,910	12,296	12,842	12,294	10,744

⁽¹⁾ The selected quarterly information was prepared in accordance with the accounting principles described in the notes to the financial statements, except for funds from operations, which is not prescribed under IFRS (see "Non-GAAP Measurements" below).

⁽²⁾ Total capital expenditures, including acquisitions.

⁽³⁾ Net debt, which is calculated as current liabilities (excluding derivative financial instruments) and bank debt less current assets (excluding derivative financial instruments), is not a recognized measure under IFRS. Please refer to the commentary under "Non-GAAP Measurements" for further discussion.

⁽⁴⁾ Refer to the description of the comparability of prior period information in the Management's Discussion and Analysis under "About Granite Oil Corp." and "2016 First Quarter Financial and Operating Highlights".

BUSINESS RISKS AND RISK MITIGATION

The Granite management team conducts focused strategic planning and has identified the key risks, uncertainties and opportunities associated with the Company's business that can affect its financial results. They include, but are not limited to:

Reserves and Resource Estimates

Granite's exploration and production activities are concentrated in the Western Canada Sedimentary Basin, where the industry is very competitive. There are a number of risks facing participants in the oil and natural gas industry, some of which are common to all businesses, while others are specific to the sector. These include risks such as finding and developing oil and natural gas reserves economically, estimating reserves, producing the reserves in commercial quantities, finding a suitable market at attractive commodity prices, financial and liquidity risks and environmental and safety risks.

Granite's future oil and natural gas reserves and production and, therefore, its cash flows, will be highly dependent on the Company's success in exploiting its reserve base and acquiring additional reserves. The Company mitigates the risk of finding and developing economical oil and natural gas reserves by utilizing a team of highly qualified professionals with expertise and experience in these areas. Granite attempts to maximize drilling success by exploring areas that have multi-zone opportunities, including targeting deeper horizons with uphole potential, continuously assessing new acquisition opportunities to complement existing activities and balancing higher-risk exploratory drilling with lower-risk development drilling.

Beyond exploration risk, there is the potential that the Company's oil and natural gas reserves may not be economically produced at prevailing prices. Granite minimizes this risk by generating exploration prospects internally, targeting high-quality

projects, operating the project and by attempting to access sales markets through Company-owned infrastructure or mid-stream operators.

Granite has retained an independent engineering consulting firm that assists the Company in evaluating oil and natural gas reserves. Reserve values are based on a number of variable factors and assumptions such as commodity prices, projected production, future production costs and governmental regulation. The reserves and recovery information contained in the independent reserves evaluation is an estimate. The actual production and ultimate reserves from the properties may be greater or less than the estimates prepared by the independent reserves evaluator.

Volatility of Oil and Natural Gas Prices

The Company's operational results and financial condition depend on the prices received for oil and natural gas production. Differentials on Canadian crude oil showed significant volatility throughout 2015 and into 2016 due to pipeline and infrastructure constraints. There are numerous projects proposed to alleviate pipeline bottlenecks into and in the United States, expand refinery capacity and expand or build new pipelines in Canada and the United States to source new markets, many of which are in the regulatory application phase. There can be no assurance that such regulatory approvals will be secured on a timely basis or at all. Any movement in oil and natural gas prices will have an effect on Granite's ability to conduct its capital expenditure program. Oil and natural gas prices are determined by economic and, in some circumstances, political factors. Supply and demand factors, including weather and general economic conditions as well as conditions in other oil and natural gas regions, influence prices.

Granite is exposed to commodity price risk whereby the fair value of future cash flows will fluctuate as a result of changes in commodity prices. Commodity prices for oil and natural gas are affected by not only the relationship between the Canadian and United States dollars, but also global economic events that dictate the levels of supply and demand. The Company protects itself from fluctuations in prices by maintaining an appropriate hedging strategy and may enter into oil and natural gas risk management contracts. If the Company engages in activities to manage its commodity price exposure, it may forego the benefits it would otherwise experience if commodity prices were to increase. In addition, commodity derivatives contracts activities could expose Granite to losses. To the extent that Granite engages in risk management activities related to commodity prices, it will be subject to credit risks associated with the counterparties with which it contracts. As at the date of this MD&A, Granite has several crude oil hedges (refer to "Risk Management" above for details).

Operational Matters

The operation of oil and natural gas wells involves a number of operating and natural hazards that may result in blowouts, environmental damage and other unexpected or dangerous conditions causing damage to Granite and possible liability to third parties. Granite has established an environmental, health and safety program and has updated its operational emergency response plan and operational safety manual to address these operational issues. Granite maintains a comprehensive insurance plan, which includes liability insurance, where available, in amounts consistent with industry standards, as well as business interruption insurance for selected facilities, to the extent that such insurance is available, to mitigate risks and protect against significant losses where possible. Granite may become liable for damages arising from such events against which it cannot insure or against which it may elect not to insure because of high premiums or other reasons. Granite operates in accordance with all applicable environmental legislation and strives to maintain compliance with such regulations. Granite's mandate includes ongoing development of procedures, standards and systems to allow its staff to make the best decisions possible and ensuring those decisions are in compliance with the Company's environmental, health and safety policies.

Access to Capital

The oil and natural gas industry is a very capital-intensive industry and, in order to fully realize the Company's strategic goals and business plans, Granite will rely on equity markets as a source of new capital in addition to bank financing and internally generated cash flow to fund its ongoing capital investments. Granite's ability to raise additional capital will depend on a

number of factors that are beyond the Company's control, such as general economic and market conditions. Internally generated funds will also fluctuate with changing commodity prices. Granite currently has an \$80 million demand facility with two banks. The Company is required to comply with covenants under this facility and in the event it does not comply, access to capital could be restricted or repayment could be required. Granite routinely reviews the covenants based on actual and forecast results and has the ability to make changes to development plans to comply with the covenants under the credit facility. Granite anticipates it will continue to have adequate liquidity to fund its financial liabilities through its future funds from operations and available bank credit. Granite is committed to maintaining a strong balance sheet along with an adaptable capital expenditure program that can be adjusted to capitalize on, or reflect, acquisition opportunities and, if necessary, a tightening of liquidity sources. From its founding to the date of this MD&A, Granite has had no defaults or breaches on its bank debt or any of its financial liabilities.

Counterparty Risk

Granite assumes customer credit risk associated with oil and gas sales, financial hedging transactions and joint venture participants. In the event that Granite's counterparties default on payments to Granite, cash flows will be impacted. The Company may be exposed to third-party credit risk through its contractual arrangements with its current or future joint venture partners, marketers of its commodities and other parties. Granite has established credit policies and controls designed to mitigate the risk of default or non-payment with respect to oil and natural gas sales, financial hedging transactions and joint venture participants. The Company makes every effort to sell its commodities to major companies with excellent credit ratings.

Variations in Interest Rates and Foreign Exchange Rates

Variations in interest rates could result in an increase in the amount Granite pays to service debt. World oil prices are quoted in US dollars and the price received by Canadian producers is therefore affected by the Canadian/US dollar exchange rate, which may fluctuate over time. A material increase in the value of the Canadian dollar would, other variables remaining constant, negatively impact Granite's net production revenue. Volatility in interest rates and the Canadian dollar may affect future cash flow from operations and reduce funds available for capital expenditures. Granite may initiate certain derivative contracts to attempt to mitigate these risks. To the extent Granite engages in risk management activities related to foreign exchange rates, it will be subject to credit risk associated with counterparties with which it contracts. At the date of this MD&A, Granite has one foreign currency exchange risk management contract and one interest rate swap risk management contract in place.

Changes in Income Tax Legislation

In the future, income tax laws or other laws may be changed or interpreted in a manner that adversely affects Granite or its shareholders. Tax authorities having jurisdiction over Granite or its shareholders may disagree with how Granite calculates its income for tax purposes to the detriment of Granite and its shareholders.

Environmental Concerns

The oil and natural gas industry is subject to environmental regulation pursuant to local, provincial and federal legislation. A breach of such legislation may result in the imposition of fines or issuance of clean-up orders in respect of Granite or its working interests. Such legislation may be changed to impose higher standards and potentially more costly obligations to Granite. Granite focuses on conducting transparent, safe and responsible operations in the communities in which its people live and work.

Project Risks

Granite's ability to execute projects and market oil and natural gas depends on numerous factors beyond its control, including: availability of processing capacity, availability and proximity of pipeline capacity, availability of storage capacity, supply of and demand for oil and natural gas, availability of alternative fuel sources, effects of inclement weather, availability of drilling and related equipment, unexpected cost increases, accidental events, change in regulations, and availability and productivity of

skilled labour. Because of these factors, Granite could be unable to execute projects on time, on budget or at all, and may not be able to effectively market the oil and natural gas that it produces.

In addition, Granite is also subject to other risks and uncertainties which are described in the Company's Annual Information Form (AIF) dated March 21, 2016.

CRITICAL ACCOUNTING ESTIMATES

The preparation of the Company's financial statements requires management to adopt accounting policies that involve the use of significant estimates and assumptions. They are developed based on the best available information and are believed by management to be reasonable under the circumstances. New events or additional information may result in the revision of these estimates over time. Granite's financial and operating results incorporate certain estimates, including:

- Estimated revenues, royalties and operating expenses on production as at a specific reporting date but for which actual revenues and costs have not yet been received;
- Estimated capital expenditures on projects that are in progress;
- Estimated D&D charges that are based on estimates of oil and gas reserves that Granite expects to recover in the future;
- Estimated fair values of financial instruments that are subject to fluctuation depending on underlying commodity prices, foreign exchange rates and interest rates, volatility curves and the risk of non-performance;
- Estimated value of decommissioning liabilities that depend on estimates of future costs and timing of expenditures;
- Estimated future recoverable value of PP&E and any associated impairment charges or recoveries; and
- Estimated compensation expense under Granite's share-based compensation plan.

Granite has hired individuals and consultants who have the skills required to make such estimates and ensures that individuals or departments with the most knowledge of the activity are responsible for the estimates. Further, past estimates are reviewed and compared to actual results, and actual results are compared to budget in order to make more informed decisions on future estimates. For further information on certain estimates inherent in the financial statements, refer to note 2 in the audited financial statements for the years ended December 31, 2015 and 2014.

INTERNAL CONTROL OVER FINANCIAL REPORTING

Internal control over financial reporting is a process designed to provide reasonable assurance that all the assets are safeguarded and transactions are appropriately authorized, and to facilitate the preparation of relevant, reliable and timely information. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements.

Granite is required to comply with National Instrument 52-109 – "Certification of Disclosure in Issuers' Annual and Interim Filings" and management has assessed the effectiveness of the Company's internal control over financial reporting as defined by this instrument. The assessment was based on the framework in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. The certification of interim filings for the interim period ended March 31, 2016 requires that Granite disclose in the interim MD&A any changes in the Company's internal control over financial reporting that occurred during the period that have materially affected, or are reasonably likely to materially affect, Granite's internal control over financial reporting. Granite confirms that no such changes were made to its internal controls over financial reporting during the three months ended March 31, 2016.

It should be noted that while Granite's Chief Executive Officer (CEO) and Chief Financial Officer (CFO) believe that the Company's internal controls and procedures provide a reasonable level of assurance and are effective, they do not expect that these controls will prevent all errors or fraud. A control system, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that its objectives are met.

FUTURE ACCOUNTING POLICY CHANGES

In July 2014, IFRS 9 “Financial Instruments” was issued as a complete standard, including the requirements previously issued related to classification and measurement of financial assets and liabilities, and additional amendments to introduce a new expected loss impairment model for financial assets, including credit losses. Retrospective application of this standard with certain exemptions is effective for fiscal years beginning on or after January 1, 2018, with earlier application permitted. The full impact of the standard on the Company’s financial statements is currently being assessed by the Company.

In May 2014, the IASB issued IFRS 15 “Revenue from Contracts with Customers”. It replaces existing revenue recognition guidance and provides a single, principles based five-step model to be applied to all contracts with customers. Retrospective application of this standard is currently effective for fiscal years beginning on or after January 1, 2018, with earlier application permitted. The Company is currently assessing the impact of this standard.

In January 2016, IFRS 16 “Leases” was issued and replaces IAS 17. The standard is required to be adopted either retrospectively or by recognizing the cumulative effect of initially applying IFRS 16 as an adjustment to opening equity at the date of initial application. IFRS 16 is effective for fiscal years beginning on or after January 1, 2019 with earlier adoption permitted if IFRS 15 “Revenue from Contracts with Customers” has also been adopted. The Company is currently evaluating the impact of the standard.

NON- GAAP MEASUREMENTS

Funds from Operations

This MD&A contains the terms “funds from operations” and “funds from operations per share”, which should not be considered an alternative to or more meaningful than cash flow from (used in) operating activities as determined in accordance with IFRS. These terms do not have any standardized meaning under IFRS. Granite’s determination of funds from operations and funds from operations per share may not be comparable to that reported by other companies. Management uses funds from operations to analyze operating performance and leverage, and considers funds from operations to be a key measure as it demonstrates the Company’s ability to generate cash necessary to fund future capital investments and to repay debt, if applicable. Funds from operations is calculated using cash flow from operating activities as presented in the statement of cash flows, before changes in non-cash working capital. Granite presents funds from operations per share whereby per share amounts are calculated using weighted-average shares outstanding, consistent with the calculation of earnings per share.

The following table reconciles funds from operations with cash flow from operating activities, which is the most directly comparable measure calculated in accordance with IFRS:

	Three Months Ended March 31,	
	2016	2015
(\$000s)		
Cash flow from operating activities	6,113	17,607
Changes in non-cash working capital	(155)	10,016
Funds from operations	5,958	27,623

Netbacks

The Company considers corporate netbacks to be a key measure as they demonstrate Granite’s profitability relative to current commodity prices. Corporate netbacks are comprised of operating, funds flow and net income netbacks. Operating netback is calculated as the average sales price of the Company’s commodities, less royalties, operating costs and transportation expenses. Funds flow netback starts with the operating netback and further deducts general and administrative costs and finance expense, and then adds finance income as well as realized gains on financial instruments. To calculate the net

income netback, Granite takes the funds flow netback and deducts share-based compensation expense as well as depletion and depreciation charges, accretion expense, unrealized gains or losses on financial instruments, any impairment or exploration and evaluation expense and deferred income taxes. No IFRS measure is reasonably comparable to netbacks. See “Netbacks (Per Unit)” for the netback calculations.

Net Debt

Net debt, which represents current liabilities (excluding derivative financial instruments) and bank debt less current assets (excluding derivative financial instruments), are used to assess efficiency, liquidity and the Company’s general financial strength. No IFRS measure is reasonably comparable to net debt.

OTHER MEASUREMENTS

All financial figures are in Canadian dollars. Where amounts are expressed on a barrel of oil equivalent (boe) basis, natural gas volumes have been converted to oil equivalence at 6,000 cubic feet of gas to 1 barrel of oil. This conversion ratio of 6:1 is based on an energy-equivalent conversion for the individual products, primarily applicable at the burner tip, and does not represent a value equivalency at the wellhead. Such disclosure of boe may be misleading, particularly if used in isolation. Readers should be aware that historical results are not necessarily indicative of future performance.

FORWARD-LOOKING INFORMATION AND STATEMENTS

Certain statements in this MD&A may constitute forward-looking statements. These statements relate to future events or the Company’s future performance. All statements other than statements of historical fact may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as “seek”, “anticipate”, “plan”, “continue”, “estimate”, “expect”, “may”, “will”, “project”, “predict”, “potential”, “targeting”, “intend”, “could”, “might”, “should”, “believe” and similar expressions. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes that the expectations reflected in those forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this MD&A should not be unduly relied upon by investors. These statements speak only as of the date of this MD&A and are expressly qualified, in their entirety, by this cautionary statement.

In particular, this MD&A contains forward-looking statements pertaining to the following: projections of market prices and costs, supply and demand for natural gas and crude oil, the quantity of reserves, natural gas and crude oil production levels, capital expenditure programs, treatment under governmental regulatory and taxation regimes, and expectations regarding the Company’s ability to raise capital and to continually add to reserves through acquisitions and development.

With respect to forward-looking statements in this MD&A, the Company has made assumptions regarding, among other things, the legislative and regulatory environments of the jurisdictions where the Company carries on business or has operations, the impact of increasing competition and the Company’s ability to obtain additional financing on satisfactory terms.

The Company’s actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors discussed in this MD&A, such as: volatility in the market prices for natural gas and crude oil; uncertainties associated with estimating reserves; geological, technical, drilling and processing problems; liabilities and risks, including environmental liabilities and risks inherent in natural gas and crude oil operations; incorrect assessments of the value of acquisitions; and competition for, among other things, capital, acquisitions of reserves, undeveloped lands and skilled personnel. In addition, test results are not necessarily indicative of long-term performance or of ultimate recovery.

This forward-looking information represents the Company’s views as of the date of this MD&A and such information should not be relied upon as representing its views as of any subsequent date. Granite has attempted to identify important factors that

could cause actual results, performance or achievements to vary from those current expectations or estimates expressed or implied by the forward-looking information. There may be other factors, however, that cause results, performance or achievements not to be as expected or estimated and that could cause actual results, performance or achievements to differ materially from current expectations. There can be no assurance that forward-looking information will prove to be accurate, as results and future events could differ materially from those expected or estimated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as expressly required by applicable securities legislation.

Additional information regarding the Company and factors that could affect its operations and financial results are included in reports on file with Canadian securities regulatory authorities, including the Company's Annual Information Form, and may be accessed through the SEDAR website (www.sedar.com), or at the Company's website (www.graniteoil.ca). Furthermore, the forward-looking statements contained in this MD&A are made as of the date of this MD&A and the Company does not undertake any obligation to update publicly or to revise any of the included forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by applicable securities laws. The Company's forward-looking statements are expressly qualified in their entirety by this cautionary statement.

STATEMENTS OF FINANCIAL POSITION

As at	March 31,	December 31,
	2016	2015
<i>(000s)</i>	(\$)	(\$)
ASSETS		
Current assets		
Accounts receivable	6,509	10,927
Deposits and prepaid expenses	797	753
Derivative financial instruments (note 12)	5,042	7,615
	12,348	19,295
Non-current assets		
Exploration and evaluation assets (note 5)	37,765	37,463
Property and equipment (note 6)	241,815	241,940
Total assets	291,928	298,698
LIABILITIES		
Current liabilities		
Bank debt (note 7)	39,014	37,012
Accounts payable and accrued liabilities	8,355	13,218
Dividend payable	1,063	1,062
	48,432	51,292
Non-current liabilities		
Decommissioning liabilities (note 8)	13,461	13,349
Derivative financial instruments (note 12)	57	–
Deferred tax liability	22,371	22,764
Total liabilities	84,321	87,405
SHAREHOLDERS' EQUITY		
Share capital (note 9)	389,037	388,949
Contributed surplus	16,152	14,479
Deficit	(197,582)	(192,135)
Total shareholders' equity	207,607	211,293
Total liabilities and shareholders' equity	291,928	298,698
Subsequent Events (note 13)		

See accompanying notes to the condensed interim financial statements.

STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)

Three Months Ended March 31, <i>(000s, except per share amounts)</i>	2016 (\$)	2015 (\$)
REVENUE		
Oil and natural gas revenues	8,017	46,077
Royalties	(1,859)	(9,971)
Oil and natural gas revenues, net of royalties	6,158	36,106
EXPENSES		
Operating and transportation	2,072	11,753
General and administrative	753	2,368
Depletion and depreciation (note 6)	4,596	21,024
Share-based compensation (note 10)	1,106	652
Exploration and evaluation expense (note 5)	167	344
	8,694	36,141
Unrealized loss on financial instruments	2,663	2,762
Realized (gain) on financial instruments	(2,915)	(6,916)
Accretion and finance expenses	367	1,515
	8,809	33,502
Income (loss) before income tax	(2,651)	2,604
TAXES		
Deferred income tax expense (recovery)	(393)	843
Net income (loss) and comprehensive income (loss) for the period	(2,258)	1,761
Net income (loss) per share (note 9)		
Basic	(0.07)	0.06
Diluted	(0.07)	0.06

See accompanying notes to the condensed interim financial statements.

STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

	Share Capital	Contributed Surplus	Retained Earnings (Deficit)	Total Equity
<i>(000s)</i>	(\$)	(\$)	(\$)	(\$)
Balance – January 1, 2016	388,949	14,479	(192,135)	211,293
Share-based compensation	–	1,689	–	1,689
Exercise of options	88	(16)	–	72
Dividends	–	–	(3,189)	(3,189)
Net loss	–	–	(2,258)	(2,258)
Balance – March 31, 2016	389,037	16,152	(197,582)	207,607
Balance – January 1, 2015	381,540	12,591	69,378	463,509
Share-based compensation	–	1,177	–	1,177
Net income	–	–	1,761	1,761
Balance – March 31, 2015	381,540	13,768	71,139	466,447

See accompanying notes to the condensed interim financial statements.

STATEMENTS OF CASH FLOWS

Three Months Ended March 31, (000s)	2016 (\$)	2015 (\$)
Cash flow from (used in):		
Operating activities		
Net income (loss) for the period	(2,258)	1,761
Adjustments for:		
Depletion and depreciation expense (note 6)	4,596	21,024
Deferred income tax expense (recovery)	(393)	843
Share-based compensation (note 10)	1,106	693
Accretion (note 8)	77	201
Unrealized loss on financial instruments (note 12)	2,663	2,762
Exploration and evaluation expense (note 5)	167	344
Abandonment and reclamation costs (note 8)	-	(5)
	5,958	27,623
Change in non-cash working capital (note 11)	156	(10,016)
	6,114	17,607
Financing activities		
Change in bank debt	2,002	32,426
Dividends	(3,189)	-
Issuance of share capital	72	-
	(1,115)	32,426
Investing activities		
Property and equipment expenditures	(3,948)	(34,825)
Exploration and evaluation expenditures	(374)	(2,235)
Changes in non-cash working capital (note 11)	(644)	(12,973)
	(4,966)	(50,033)
Foreign exchange gain on cash and cash equivalents held in foreign currency	(33)	-
Change in cash and cash equivalents	-	-
Cash and cash equivalents – beginning of period	-	-
Cash and cash equivalents – end of period	-	-

See accompanying notes to the condensed interim financial statements.

NOTES TO THE FINANCIAL STATEMENTS

As at and for the period ended March 31, 2016

1 REPORTING ENTITY

Granite Oil Corp. (“Granite” or the “Company”), formerly DeeThree Exploration Ltd., is a publicly traded company incorporated under the laws of Alberta. The Company is principally engaged in the exploration for and exploitation, development and production of oil and natural gas, and conducts many of its activities jointly with others. These financial statements reflect only the Company’s interests in such activities. Granite is registered and domiciled in Canada. Its main office is at 432, 222 Third Avenue S.W., Calgary, Alberta.

2 BASIS OF PRESENTATION

(a) Statement of Compliance

These condensed interim financial statements for the three months ended March 31, 2016 were prepared in accordance with International Financial Reporting Standard 34 “Interim Financial Reporting” as issued by the International Accounting Standards Board (IASB).

The condensed interim financial statements should be read in conjunction with the Company’s audited financial statements for the year ended December 31, 2015.

These financial statements were authorized for issuance by the Board of Directors on May 10, 2016.

(b) Basis of Measurement

The financial statements of Granite were prepared on the historical cost basis, except for derivative financial instruments, which are measured at fair value. The methods used to measure fair values are discussed in note 12.

(c) Use of Estimates and Judgements

Significant estimates and judgements made by management in the preparation of these interim financial statements remain unchanged and are outlined in Note 2 of the December 31, 2015 audited annual financial statements.

3 SIGNIFICANT ACCOUNTING POLICIES

(a) Current Accounting Policies

The Company’s accounting policies are described in Note 3 of the December 31, 2015 audited annual financial statements. Those accounting policies have been applied consistently to all periods presented in these condensed interim financial statements.

(b) Future Accounting Policy Changes

In July 2014, IFRS 9 “Financial Instruments” was issued as a complete standard, including the requirements previously issued related to classification and measurement of financial assets and liabilities, and additional amendments to introduce a new expected loss impairment model for financial assets, including credit losses. Retrospective application of this standard with certain exemptions is effective for fiscal years beginning on or after January 1, 2018, with earlier application permitted. The full impact of the standard on the Company’s financial statements is currently being assessed by the Company.

In May 2014, the IASB issued IFRS 15 “Revenue from Contracts with Customers”. It replaces existing revenue recognition guidance and provides a single, principles based five-step model to be applied to all contracts with customers. Retrospective application of this standard is currently effective for fiscal years beginning on or after January 1, 2018, with earlier application permitted. The Company is currently assessing the impact of this standard.

In January 2016, IFRS 16 “Leases” was issued and replaces IAS 17. The standard is required to be adopted either retrospectively or by recognizing the cumulative effect of initially applying IFRS 16 as an adjustment to opening equity at the date of initial application. IFRS 16 is effective for fiscal years beginning on or after January 1, 2019 with earlier adoption permitted if IFRS 15 “Revenue from Contracts with Customers” has also been adopted. The Company is currently evaluating the impact of the standard.

4 PLAN OF ARRANGEMENT

On April 7, 2015, DeeThree Exploration Ltd. (“DeeThree”) and Boulder Energy Ltd. (“Boulder”) entered into a Plan of Arrangement (the “POA”) whereby DeeThree transferred its oil and natural gas properties located in the Brazeau Belly River and Peace River Arch areas of Northern Alberta, Canada (“Northern Assets”) to Boulder and each DeeThree shareholder received one third (0.3333) of one share of New DeeThree shares and one half (0.5) of one share of Boulder. On May 14, 2015, the holders of common shares of DeeThree approved the POA. The POA was completed on May 15, 2015.

In addition to the Northern Assets being transferred from DeeThree to Boulder, debt of \$130 million as well as decommissioning liabilities, derivative financial instruments and a deferred tax liability were also transferred pursuant to the POA.

	Year ended December 31, 2015
Fair market value of Boulder Assets given up:	
Fair market value of Boulder shares issued	(404,825)
Carrying value of Boulder net assets given up	252,829
Gain on disposition of assets	(151,996)
Assets and liabilities transferred to Boulder:	
Assumption of debt by Boulder	130,000
Property and equipment	(403,802)
Exploration and evaluation assets	(26,988)
Decommissioning liabilities	24,284
Derivative financial instruments	512
Deferred income taxes	24,400
Working capital	(1,235)
Carrying value of Boulder net assets given up	252,829

This transaction was considered to be a distribution of non-cash assets and was recorded at the fair market value of the Northern Assets at May 15, 2015. The weighted average trading price of Boulder shares after they commenced trading was used to determine the fair value of the net assets given up or \$8.89 per common share. The carrying value was determined using the historical costs as recorded by DeeThree. The \$152.0 million difference between Boulder’s fair value of \$404.8 million and carrying value of \$252.8 million was recognized on the statement of operations and comprehensive income as a gain on disposition of Boulder.

5 EXPLORATION AND EVALUATION ASSETS

	Three Months Ended March 31, 2016	Year Ended December 31, 2015
<i>(\$000s)</i>		
Balance – beginning of period	37,463	62,784
Additions	469	6,600
Disposition to Boulder (note 4)	-	(26,988)
Transfers to property and equipment	-	(742)
E&E expenses	(39)	(2,891)
Lease expiries	(128)	(1,300)
Balance – end of period	37,765	37,463

E&E assets consist of the Company's exploration projects that are pending the determination of proved or probable reserves. Additions represent the Company's share of costs incurred on E&E assets during the period and acquisitions represent E&E assets included in business combinations during the period.

During the period ended March 31, 2016, the Company expensed \$0.04 million of preliminary drilling costs (year ended December 31, 2015 - \$2.9 million on two vertical stratigraphic test wells in the Alberta Bakken) and \$0.1 million related to lease expiries on undeveloped land (year ended December 31, 2015 – \$1.3 million).

During the period ended March 31, 2016, approximately \$0.03 million of directly attributable general and administrative expense and \$0.1 million of directly attributable share-based compensation expense were capitalized as expenditures on exploration and evaluation assets (year ended December 31, 2015 – \$0.1 million and \$0.2 million, respectively).

6 PROPERTY AND EQUIPMENT

	Oil and Natural Gas Properties	Office Equipment	Total
<i>(\$000s)</i>			
Cost			
Balance – January 1, 2015	824,725	474	825,199
Additions	62,813	49	62,862
Dispositions to Boulder (note 4)	(584,791)	–	(584,791)
Transfers from E&E assets	742	–	742
Balance – December 31, 2015	303,489	523	304,012
Additions	4,466	5	4,471
Balance – March 31, 2016	307,955	528	308,483
Accumulated depletion and depreciation			
Balance – January 1, 2015	198,035	222	198,257
Depletion and depreciation for the year	44,743	61	44,804
Dispositions to Boulder (note 4)	(180,989)	-	(180,989)
Balance – December 31, 2015	61,789	283	62,072
Depletion and depreciation for the period	4,580	16	4,596
Balance – March 31, 2016	66,369	299	66,668
Net book value			
December 31, 2015	241,700	240	241,940
March 31, 2016	241,586	229	241,815

(a) Capitalization of General and Administrative and Share- Based Compensation Expenses

During the period ended March 31, 2016, approximately \$0.1 million of directly attributable general and administrative expense and \$0.5 million of directly attributable share-based compensation expense were capitalized as expenditures on property and equipment (year ended December 31, 2015 – \$1.0 million and \$1.2 million, respectively).

(b) Future Development Costs and Salvage Value

During the three months ended March 31, 2016, an estimated \$69.7 million of future development costs associated with proved plus probable undeveloped reserves were included in the calculation of depletion and depreciation expense and an estimated \$10.0 million of salvage value of production equipment was excluded (December 31, 2015 – \$73.4 million and \$10.0 million, respectively).

7 BANK DEBT

At March 31, 2016 and December 31, 2015, the Company had a revolving demand credit facility (the “Credit Facility”) with an authorized borrowing base of \$80 million, including a \$60 million extendible revolving facility and a \$20 million operating facility.

The Credit Facility is considered a current liability due to its demand term.

Interest is charged at a rate per annum equal to the Canadian prime rate during said period plus the applicable margin, being a range of 0.50 percent to 2.50 percent, depending on the Company’s debt to cash flow ratio as determined by its lender. Standby fees associated with the facility are charged based on an applicable margin, being a range of 0.2 percent to 0.45 percent per annum on the undrawn portion of the facility, again based on the Company’s debt to cash flow ratio. Under the Credit Facility, the Company is required to maintain a current ratio of not less than 1:1. The current ratio is calculated as

current assets (excluding derivative financial instruments) plus any undrawn availability in the Credit Facility versus current liabilities (excluding derivative financial instruments and any amounts outstanding in the Credit Facility). At March 31, 2016, the Company was in compliance with the current ratio requirement.

At March 31, 2016, \$39.0 million was drawn against this facility (December 31, 2015 – \$37.0 million). The amount of the facility is subject to a borrowing base test performed on a periodic basis by the lenders, based primarily on reserves and using commodity prices estimated by the lenders as well as other factors. The borrowing base of the credit facility is subject to review at least semi-annually and is currently underway. A decrease in the borrowing base could result in a reduction to the credit facility. Collateral for this facility consists of a general security agreement, providing a security interest over all present and subsequently acquired personal property and a floating charge on all present and subsequently acquired land interests of the Company.

8 DECOMMISSIONING LIABILITIES

The Company has estimated the net present value of decommissioning obligations to be \$13.5 million as at March 31, 2016 (December 31, 2015 – \$13.3 million) based on an undiscounted total future liability of \$17.7 million (December 31, 2015 – \$17.6 million). These payments are expected to be incurred over a period of two to 20 years with the majority of costs to be incurred between 2017 and 2026. At March 31, 2016, a risk-free rate of 2.25 percent (December 31, 2015 – 2.25 percent) and an inflation rate of 2 percent (December 31, 2015 – 2 percent) were used to calculate the net present value of the decommissioning liabilities.

	Three Months Ended March 31, 2016	Year Ended December 31, 2015
(\$000s)		
Balance – beginning of period	13,349	34,165
Liabilities incurred	35	1,272
Liabilities acquired	—	—
Liabilities disposed to Boulder (note 4)	—	(24,284)
Revisions	—	1,941
Settlements	—	(216)
Accretion of decommissioning liabilities	77	471
Balance – end of period	13,461	13,349

9 SHARE CAPITAL

(a) Authorized

Unlimited number of common voting shares, no par value.

Unlimited number of preferred shares, no par value, issuable in series.

(b) Issued – Common Shares

	Three Months Ended March 31, 2016		Year Ended December 31, 2015	
	Shares	Amount	Shares	Amount
	(#)	(\$000s)	(#)	(\$000s)
Balance – beginning of period	30,355,024	388,949	29,655,187	381,540
Exercise of options (ii)	20,262	88	699,837	7,409
Balance – end of period	30,375,286	389,037	30,355,024	388,949

i) Plan of Arrangement

In May 2015, in connection with the POA, the Company's outstanding common shares were exchanged whereby each previous DeeThree shareholder received one third (0.3333) of a Granite share and one-half (0.5) a share of Boulder for each DeeThree share previously held. This adjustment in shares has been retrospectively applied to all current and comparative periods within these financial statements.

ii) Exercising of Options

During the three months ended March 31, 2016, 20,262 options were exercised at a weighted-average price of \$3.55 per share for total cash proceeds of \$0.07 million and previously recognized share-based compensation expense of \$0.02 million.

The presentation of the number of DeeThree options below does not reflect the share adjustment of 0.3333 in connection with the POA.

During the year ended December 31, 2015 the Company issued 686,506 common shares in Granite as a result of 3,631,260 DeeThree options exercised. These included 465,101 DeeThree options exercised for total cash proceeds of \$1.4 million and previously recognized share-based compensation expense of \$0.8 million. It also included 3,166,159 DeeThree options exercised on a cashless basis in connection with the POA, with previously recognized share-based compensation expense of \$5.1 million. In addition to the DeeThree options exercised, 13,331 Granite options were exercised during the year ended December 31, 2015, for total cash proceeds of \$0.06 million and previously recognized share-based compensation expense of \$0.01 million.

(c) Per Share Amounts

Per share amounts were calculated on the weighted-average number of shares outstanding. The basic and diluted shares outstanding were as follows:

Three Months Ended March 31,	2016	2015
<i>(000s, except per share amounts)</i>	<i>(\$)</i>	<i>(\$)</i>
Net income (loss) for the period	(2,258)	1,761
Weighted-average number of common shares	<i>(#)</i>	<i>(#)</i>
– basic	30,358	29,654
– diluted	30,358	30,225
Net income per weighted average common share	<i>(\$)</i>	<i>(\$)</i>
– basic	(0.07)	0.06
– diluted	(0.07)	0.06

10 SHARE- BASED COMPENSATION

(a) Replacement Options

DeeThree's stock option plan was terminated in connection with the POA. Unvested in-the-money DeeThree options that were outstanding at the time of the completion of the POA were replaced with options to acquire shares of Granite and Boulder respectively. Replacement options were issued based on the exercise price proportion of the fraction A/B, where A is the volume weighted average price of the Boulder common shares on the first five trading days on the TSX and B is the aggregate of (i) the volume weighted average price of Boulder common shares for the first five trading days on the TSX and (ii) the volume weighted average price of the Granite common shares on the first five trading days on the TSX. All Granite replacement options granted under the POA maintain the same vesting and expiry dates from when the original DeeThree options were previously issued.

The number and weighted-average exercise prices of replacement stock options are as follows:

	Three Months Ended March 31, 2016		Year Ended December 31, 2015	
	Options	Weighted-Average Exercise Price	Options	Weighted-Average Exercise Price
	(#)	(\$)	(#)	(\$)
Outstanding – January 1	194,486	3.96	–	–
Issued	-	-	207,817	3.96
Exercised	(20,262)	3.55	(13,331)	4.05
Outstanding – end of period	174,224	4.00	194,486	3.96
Exercisable – end of period	140,561	3.73	82,646	3.13

Exercise Price	Weighted- Average		
	Contractual Outstanding	Options Life	Weighted- Average Exercisable
(\$)	(#)	(years)	(#)
As at March 31, 2016			
2.00 – 4.99	156,227	0.72	134,895
5.00 – 6.80	17,997	1.56	5,666
	174,224	0.81	140,561

Gross share-based compensation for the options was \$0.02 million for the quarter ended March 31, 2016 (year ended December 31, 2015 - \$1.7 million). Of this amount, \$nil was reclassified to operating expense for the amount related to field employees (year ended December 31, 2015 – \$0.06 million) and \$0.001 million was capitalized (year ended December 31, 2015 – \$0.7 million), resulting in total net share-based compensation expense related to options of \$0.02 million for the period (year ended December 31, 2015 - \$1.0 million).

(b) Share Incentive Plan

On May 15, 2015, Granite adopted a Share Incentive Plan ("SIP") for directors, officers, certain employees and eligible consultants. The SIP consists of performance based awards and time based awards. Both the TBAs and the PBAs

vest one third on each of the first, second and third anniversaries of the grant date. The PBAs granted are subject to a performance multiplier ranging from 0 to 2. The payout multiplier is dependent on the performance of Granite at the end of the vesting period relative to corporate performance measures determined at the discretion of Granite's Board of Directors. The number of common shares issued for each PBA and TBA granted is adjusted for the payments of dividends from the date of the grant to the payment date. On the payment date, Granite has sole and absolute discretion to settle the awards in the form of either cash or common shares, or some combination thereof.

The number of PBAs is as follows:

	Three Months Ended March 31, 2016	Year Ended December 31, 2015
	PBAs	PBAs
	(#)	(#)
Outstanding – January 1	829,103	–
Issued	-	829,103
Outstanding – end of period	829,103	829,103

The fair value of the PBAs is determined at the grant date using the binomial option-pricing model, multiplied by the estimated performance multiplier. A performance multiplier of 1.5 has been assumed for the first tranche of PBAs outstanding at March 31, 2016 and 1.0 for the remaining PBAs outstanding at March 31, 2016 (December 31, 2015 – 1.0). Fluctuations in share based compensation expense may occur due to changes in estimates of performance outcomes.

Gross share-based compensation related to PBAs was \$1.5 million for the three months ended March 31, 2016 (year ended December 31, 2015 - \$1.8 million). Of this amount, \$0.52 million was capitalized (year ended December 31, 2015 – \$0.6 million), resulting in total net share-based compensation expense related to PBAs of \$0.98 million for the year (year ended December 31, 2015 - \$1.2 million).

The number of TBAs is as follows:

	Three Months Ended March 31, 2016	Year Ended December 31, 2015
	TBAs	TBAs
	(#)	(#)
Outstanding – January 1	115,892	–
Issued	-	115,892
Outstanding – end of period	115,892	115,892

The fair value of the TBAs is determined at the grant date using the binomial option-pricing model. Fluctuations in share based compensation expense may occur due to changes in estimates of performance outcomes.

Gross share-based compensation related to TBAs was \$0.17 million for the period ended March 31, 2016 (year ended December 31, 2015 - \$0.2 million). Of this amount, \$0.06 million was capitalized (year ended December 31, 2015 – \$0.1 million), resulting in total net share-based compensation expense related to TBAs of \$0.11 million for the year (year ended December 31, 2015 - \$0.1 million).

11 SUPPLEMENTAL CASH FLOW INFORMATION

Changes in non-cash working capital are comprised of:

Three Months Ended March 31,	2016	2015
<i>(\$000s)</i>		
Accounts receivable	4,418	6,108
Deposits and prepaid expenses	(44)	(536)
Accounts payable and accrued liabilities	(4,862)	(28,561)
	(488)	(22,989)
Related to operating activities	156	(10,016)
Related to investing activities	(644)	(12,973)
	(488)	(22,989)

12 DETERMINATION OF FAIR VALUES

A number of the Company's accounting policies and disclosures require the determination of fair value for financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the methods described below. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

Granite classifies the fair value of these transactions according to the following hierarchy based on the nature of the observable inputs used to value the instrument.

- Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and volume to provide continuous pricing information.
- Level 2 – Pricing inputs are other than quoted prices in active markets included in Level 1. Prices are either directly or indirectly observable as of the reporting date. Level 2 valuations are based on inputs, including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the marketplace.
- Level 3 – Valuations are derived from inputs that are not based on observable market data.

The carrying value of accounts receivable, accounts payable and accrued liabilities and dividend payable included in the statement of financial position approximate fair value due to the short-term nature of those instruments. The fair value measurement of the derivative financial instruments has a fair value classification of Level 2.

(a) Property and Equipment and E&E Assets

The fair value of property and equipment recognized in a business combination is based on market values. The market value of property and equipment is the estimated amount for which property and equipment could be exchanged on the acquisition date between a willing buyer and a willing seller in an arm's-length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion. The market value of petroleum and natural gas properties (included in property and equipment) and E&E assets is estimated with reference to the discounted cash flows expected to be derived from oil and natural gas production based on externally prepared reserve reports. The risk-adjusted discount rate is specific to the asset with reference to general market conditions.

The market value of other items of property and equipment is based on the quoted market prices for similar items.

(b) Cash and Cash Equivalents, Accounts Receivable, Accounts Payable and Accrued Liabilities and Dividend Payable

The fair value of cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities and dividend payable is estimated as the present value of future cash flows, discounted at the market rate of interest at the reporting date. The fair value of these balances approximated their carrying value at March 31, 2016 due to their short term to maturity.

(c) Stock Options

The fair value of stock options is measured using the Black-Scholes option-pricing model. Measurement inputs include share price on measurement date, exercise price of the instrument, expected volatility (based on weighted-average historical volatility adjusted for changes expected due to publicly available information), weighted-average expected life of the instruments (based on historical experience and general option-holder behaviour) and the risk-free interest rate (based on Government of Canada bonds).

(d) Performance Based Awards and Time Based Awards

The fair value of awards granted under the SIP is measured using the binomial model. Measurement inputs include share price on measurement date, expected volatility (based on weighted-average historical volatility adjusted for changes expected due to publicly available information), weighted-average expected life of the instruments (based on the terms of the agreement) and the risk-free interest rate (based on Government of Canada bonds).

(e) Derivative Financial Instruments

The fair value measurement of the derivative financial instruments has a fair value hierarchy of Level 2.

As at March 31, 2016, the Company had the following crude oil risk management contracts, with a total mark-to-market asset of \$5.0 million (December 31, 2015 – \$7.6 million):

CRUDE OIL CONTRACTS

Period (000s)	Commodity	Type of Contract	Quantity	Pricing Point	Contract Price	Fair Value Gain (Loss) (\$)
March 1/15 – June 30/16	Crude Oil	Fixed	250 bbls/d	WTI-NYMEX	Cdn\$72.92/bbl	CAD 655
Jan. 1/16 – Dec 31/16	Crude Oil	Fixed	250 bbls/d	WTI-NYMEX	Cdn\$78.00/bbl	CAD 1,851
Jan. 1/16 – Dec. 31/16	Crude Oil	Fixed	250 bbls/d	WTI-NYMEX	US\$62.75/bbl	USD 1,636
Jan. 1/16 – Dec. 31/16	Crude Oil	Fixed	250 bbls/d	WTI-NYMEX	Cdn\$80.00/bbl	CAD 2,003
Feb. 1/16 – June 30/16	Crude Oil	Fixed	250 bbls/d	WTI-NYMEX	US \$32.00/bbl	USD (226)
Feb. 1/16 – Dec. 31/16	Crude Oil	Fixed	250 bbls/d	WTI-NYMEX	US \$32.02/bbl	USD (708)
July 1/16 – Dec. 31/16	Crude Oil	Fixed	250 bbls/d	WTI-NYMEX	US \$40.00/bbl	USD (117)
July 1/16 – June 30/17	Crude Oil	Fixed	250 bbls/d	WTI-NYMEX	US \$41.00/bbl	USD (218)

13 SUBSEQUENT EVENTS

Subsequent to quarter end, on April 22, 2016, Granite entered into a commodity swap for 250 bbls/d of crude oil effective January 1, 2017 to June 30, 2017 at a fixed price of USD \$47.00/bbl.

Subsequent to the quarter end, on May 4, 2016, the Company issued 330,000 flow-through shares at a price of \$9.10 per flow-through share for total gross proceeds of \$3.0 million through a private placement. In connection with the issuance of flow-through shares, the Company is required to spend \$3.0 million on eligible exploration expenditures by December 31, 2017. The expenditures will be renounced to the purchaser effective December 31, 2016.

CORPORATE INFORMATION

BOARD OF DIRECTORS

Brendan Carrigy

Chairman
Independent Businessman

Michael Kabanuk

President & Chief Executive Officer
Granite Oil Corp.

Martin Cheyne

Chief Executive Officer
Boulder Energy Ltd.

Henry Hamm ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾

Independent Businessman

Dennis Nerland ⁽¹⁾⁽²⁾⁽³⁾

Partner
Shea Nerland Calnan LLP

Brad Porter ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾

Independent Businessman

Kevin Andrus ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾

Portfolio Manager of
Energy Investments
GMT Capital Corp.

- (1) Audit Committee Member
- (2) Reserves Committee Member
- (3) Corporate Governance & Compensation Committee Member
- (4) Nominating Committee Member

OFFICERS

Michael Kabanuk

President & Chief Executive Officer
Granite Oil Corp.

Gail Hannon

Chief Financial Officer

Jonathan Fleming

Executive Vice President

Tyler Klatt

Vice President, Exploration

Daniel Kenney

Corporate Secretary

HEAD OFFICE

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AUDITORS

KPMG LLP

Calgary, Alberta

BANKERS

National Bank of Canada

Calgary, Alberta

ATB Financial

Calgary, Alberta

The Bank of Nova Scotia

Calgary, Alberta

EVALUATION ENGINEERS

Sproule Associates Limited

Calgary, Alberta

LEGAL COUNSEL

DLA Piper (Canada) LLP

Calgary, Alberta

REGISTRAR AND TRANSFER AGENT

Computershare Trust

Company of Canada

Calgary, Alberta

STOCK TRADING

Toronto Stock Exchange

Trading Symbol: GXO

OTCQX

Trading Symbol: GXOCF