

FORM 51-101F3

**REPORT OF
MANAGEMENT AND DIRECTORS
ON RESERVES DATA AND OTHER INFORMATION**

Management of Petro-Reef Resources Ltd. (the “Company”) are responsible for the preparation and disclosure of information with respect to the Company’s oil and gas activities in accordance with securities regulatory requirements. This information includes reserves data, which consists of the following:

- a) (i) proved and proved plus probable oil and gas reserves estimated as at December 31, 2005 using forecast prices and costs; and
(ii) the related estimated future net revenue; and
- b) (i) proved oil and gas reserves estimated as at December 31, 2005 using constant prices and costs; and
(ii) the related estimated future net revenue.

An independent qualified reserves evaluator has evaluated and reviewed the Company’s reserve data.

The report of the independent qualified reserves evaluator will be filed with securities regulatory authorities concurrently with this report.

The Reserves Committee of the board of directors of the Company has:

- a) reviewed the Company’s procedures for providing information to the independent qualified reserves evaluator;
- b) met with the independent qualified reserves evaluator to determine whether any restrictions affected the ability of the independent qualified reserves evaluator to report without reservation and because of the proposal to change the independent qualified reserves evaluator to inquire whether there had been disputes between the previous independent qualified reserves evaluator and management; and
- c) reviewed the reserves data with management and the independent qualified reserves evaluator.

The Reserves Committee of the board of directors has reviewed the Company's procedures for assembling and reporting other information associated with oil and gas activities and has reviewed that information with management. The board of directors has, on the recommendation of the Reserves Committee, approved

- a) the content and filing with securities regulatory authorities of the reserves data and other oil and gas information; and
- b) the filing of the report of the independent qualified reserves evaluator on the reserves data; and
- c) the content and filing of this report.

Because the reserves data are based on judgments regarding future events, actual results will vary and the variations may be material.

"Joseph Werner"
Joseph Werner
President & C.E.O.

"Theodore M. Donhuysen"
Theodore M. Donhuysen
Vice President Exploration & Production
C.O.O.

"Robert N. Maertens-Poole"
Robert N. Maertens-Poole
C.F.O.

"Gary W. Coleman"
Gary W. Coleman
Assistant Secretary

"Alan P. Hallman"
Alan P. Hallman
Director

"Dennis K. Ulrich"
Dennis K. Ulrich
Director

"Jack P. Donhuysen"
Jack P. Donhuysen
Director

"Huba A. Sebo"
Huba A. Sebo
Director

"N. Gary Van Nest"
N. Gary Van Nest
Director

"Richard W. DeVries"
Richard W. DeVries
Director