

**IMPORTANT TAX NOTICE RE: 2014 PFIC STATUS**  
**U.S. PFIC Information for U.S. Shareholders of Quaterra Resources Inc.**

This statement is provided for shareholders who are U.S. persons for purposes of the U.S. Internal Revenue Code ("IRC") of 1986, as amended and the regulations thereunder. It is not relevant to other shareholders.

Quaterra Resources Corporation ("Quaterra") expects to be classified as a Passive Foreign Investment Company ("PFIC") as defined in Section 1297 (a) of the IRC for the fiscal year ended December 31, 2014, expects that it was a PFIC for all prior fiscal years, and expects that it may also be a PFIC in subsequent years. Quaterra is hereby making available a PFIC Annual Information Statement for the fiscal year ended December 31, 2014 pursuant to Treasury Regulations 1.1295-1(g)(1).

The PFIC Annual Information Statement contains information to enable you, should you so choose based on the advice of your tax advisors in light of your personal tax circumstances, to elect to treat your investment in Quaterra as a Qualified Electing Fund ("QEF").

A U.S. shareholder who makes a QEF election is required to annually include in his or her income his or her pro rata share of the ordinary earnings and net capital gains, whether or not any amount has been distributed to shareholders. If you do not elect to treat your investment as a QEF, then if Quaterra is a PFIC for any year during your holding period, adverse tax consequences could result.

The QEF election is generally made on Form 8621 ("Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund") on or before the due date, including extensions, for the income tax return with respect to the tax year to which the election relates.

To ensure compliance with Treasury Department Circular 230, you are hereby notified that anything contained in this notice concerning any U.S. federal tax issues is not intended or written to be used, and it cannot be used by a U.S. holder, for the purpose of (i) avoiding federal tax penalties that may be imposed on the taxpayer or (ii) promoting, marketing or recommending to any party any matters addressed herein.

This information is provided in order to assist shareholders in making calculations and does not constitute tax advice. The U.S. tax laws regarding PFICs are extremely complex and shareholders are advised to consult their own tax adviser concerning the overall tax consequences of their respective investment in, and ownership of shares of, Quaterra under U.S. Federal, State, Local and Foreign law.

Further information in PFIC rules is available on the internet at the Internal Revenue Service website.

**PFIC Annual Information Statement**

PFIC Name: Quaterra Resources Inc.

PFIC EIN: N/A

PFIC Address: 1199 West Hastings St, STE. 1100, Vancouver BC, CA V6E 3T5

PFIC Tax Year: January 1, 2014 to December 31, 2014

1. This Information Statement applies to the taxable year of Quaterra Resources Inc. (the “Company”) ending on December 31, 2014.
2. Each shareholder of the Company has the following pro-rata per share of the total ordinary earnings and total net capital gain of the Company for the taxable year of the Company specified in paragraph (1): Total Ordinary Earnings: \$nil; Total Net Capital Gain: \$nil
3. The amount of cash and fair market value of other property distributed or deemed distributed by the Company to each shareholder of the Company during the taxable year specified in paragraph (1) is as follows: Cash: \$nil; Fair Market Value of Property: \$nil
4. The Company will permit its shareholders to inspect and copy the Company’s permanent books of account, records, and such other documents as may be maintained by the Company that are necessary to establish that PFIC ordinary earnings and net capital gain, as provided in section 1293(e) of the Internal Revenue Code, are computed in accordance with U.S. income tax principles.

Date: April 16, 2015

Quaterra Resources Inc.

Scott Hean

Chief Financial Officer