

MINUTES OF THE  
MEETING OF THE SHAREHOLDERS OF  
PIONEER OIL AND GAS

July 18, 2013

Minutes of the Shareholders meeting of Pioneer Oil and Gas held on July 18, 2013, at 10:00 A.M., 1206 W. South Jordan Parkway, Unit B, South Jordan, Utah 84095. The meeting was called to order by Don J. Colton, President of the Company. Mr. Colton welcomed all that were present to the meeting and then turned the meeting over to Gregg B. Colton for proof of due calling.

Gregg B. Colton indicated proof of due call of the meeting by presenting a copy of the printed notice of the annual meeting for Pioneer Oil and Gas announcing the date, time and place of the meeting.

Mr. Colton also presented the following documents:

(a) A complete list of shareholders of Pioneer Oil and Gas as of May 31st, 2013. This list was open to inspection of shareholders during the course of and after the meeting. The list indicated that as of May 31, 2013, the Corporation has 5,665,002 shares of common stock issued and outstanding.

(b) An affidavit stating that an agent of the Corporation caused to be mailed on or about May 31, 2013 to each shareholder of record, a copy of the notice of the annual meeting, proxy statement with the Company's latest financial statements, a proxy and related information.

The Secretary of the Corporation was then directed to incorporate copies of the above-mentioned documents in the permanent records of the Corporation.

Mr. Gregg B. Colton was appointed by the Corporation as Inspector of Election for Shareholder's voting.

The inspector made a poll of the shares represented by proxy and the following number of shares were present.

<u>Number of Shares</u>	<u>% of Total Shares</u>
4,683,237	82.67%

By reason of the fact that the stockholders of a majority of the issued and outstanding common stock of the Corporation were present in person or by proxy, a quorum was declared to be present for all purposes (2,832,502 shares or more is a quorum).

The Company then commenced with the formal business of the meeting as follows:

(a) Present's Report and Discussion. Mr. Don Colton began his report by discussing the Coleman Prospect in the Uintah Basin and stating that the project is an exploratory prospect with great potential. The Company presently has a farmout agreement with a Company that is attempting to raise capital to drill a well on the lease. The President then spoke about the helium project that will take place on one of the Company's leases. The Company owns a 12.5% overriding royalty interest on the first well that is anticipated to be drilled in the Summer of 2014. Lastly, the President discussed the recent discovery in a Carbon County, Utah in which the Company owns an overriding royalty interest. The initial well drilled on the lease by Whiting Petroleum was originally a lease sold by the Company to SWEPI. The initial well is producing about 56 barrels of oil a day from the Moenkopi formation.

(b) Open Discussion

(c) Shareholder's Voting and Results

The following items were then voted upon:

1. Resolved that the following people be elected as members of the Board of Directors until the next annual meeting of the shareholders.

Don J. Colton  
Gregg B. Colton  
John O. Anderson

There were no other nominations. This motion was then voted on with the following results:

	<u>For the Election of the Board</u>	<u>Against</u>	<u>Abstained</u>
Number of Shares	4,052,668	281,299	4,000

The resolution was carried.

Voting results on the second item.

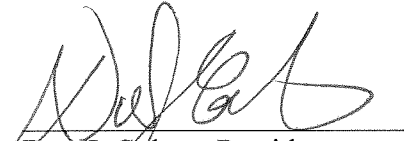
2. To ratify the appointment of Jones, Wright, Simkins and Associates as independent auditors for Pioneer Oil and Gas for the next fiscal year ending September 30, 2013.

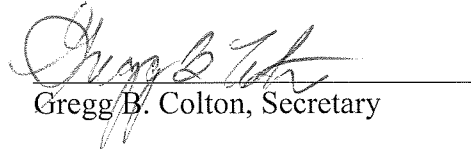
<u>For appointment of Jones, Wright etal.</u>	<u>Against</u>	<u>Abstained</u>
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Number of Shares    4,544,179                      300                      38,578

The resolution was carried.

Mr. Don J. Colton then asked if there was any further business to be brought before the meeting. There was none and upon motion made, duly seconded, and passed the meeting was duly adjourned until the next annual meeting of the shareholders.

  
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Don J. Colton, President

  
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Gregg B. Colton, Secretary