

MATERIAL FACT

AUCTION FOR REDUCTION OF SHAREHOLER'S POSITION

Rio de Janeiro, March 27, 2018 - Petro Rio SA ("Company" or "PetroRio") (B3: PRIO3), pursuant to CVM Instruction 358/02, informs its shareholders and the market in general that it was informed of an auction of shares organized by B3, to be held on March 27, 2018, at 4:00 p.m., Brasília time, in the amount of 250,000 (two hundred and fifty thousand) shares at the price of R\$ 62.50.

Sedar Profile # 00031536

About PetroRio

PetroRio is one of the largest independent companies in the oil and gas production in Brazil. The Company's corporate culture seeks to increase production through the acquisition of new production assets, the re-exploration of assets, increased operational efficiency and reduction of production costs and corporate expenses. PetroRio's main objective is to create value for its shareholders with growing financial discipline and preserving its liquidity, with full respect for safety and the environment. For further information, please visit the Company's website: www.petroriosacom.br.

Disclaimer

This news release contains forward-looking statements. All statements other than statements of historical fact contained in this news release are forward-looking statements, including, without limitation, statements regarding our drilling and seismic plans, operating costs, acquisitions of equipment, expectations of finding oil, the quality of oil we expect to produce and our other plans and objectives. Readers can identify many of these statements by looking for words such as "expects", "believe", "hope" and "will" and similar words or the negative thereof. Although management believes that the expectations represented in such forward-looking statements are reasonable, there can be no assurance that such expectations will prove to be correct. By their nature, forward-looking statements require us to make assumptions and, accordingly, forward-looking statements are subject to inherent risks and uncertainties. We caution readers of this news release not to place undue reliance on our forward-looking statements because a number of factors may cause actual future circumstances, results, conditions, actions or events to differ materially from the plans, expectations, estimates or intentions expressed in the forward-looking statements and the assumptions underlying the forward-looking statements. The following risk factors could affect our operations: the contingent resource and prospective resource evaluation reports involving a significant degree of uncertainty and being based on projections that may not prove to be accurate; inherent risks to the exploration and production of oil and natural gas; limited operating history as an oil and natural gas exploration and production company; drilling and other operational hazards; breakdown or failure of equipment or processes; contractor or operator errors; nonperformance by third party contractors; labor disputes, disruptions or declines in productivity; increases in materials or labor costs; inability to attract sufficient labor; requirements for significant capital investment and maintenance expenses which HRT may not be able to finance; cost overruns and delays; exposure to fluctuations in currency and commodity prices; political and economic conditions in Namibia and Brazil; complex laws that can affect the cost, manner or feasibility of doing business; environmental, safety and health regulation which may become stricter in the future and lead to an increase in liabilities and capital expenditures, including indemnity and penalties for environmental damage; early termination, non-renewal and other similar provisions in concession contracts; and competition. We caution that this list of factors is not exhaustive and that, when relying on forward-looking statements to make decisions, investors and others should also carefully consider other uncertainties and potential events. The forward-looking statements herein are made based on the assumption that our plans and operations will not be affected by such risks, but that, if our plans and operations are affected by such risks, the forward-looking statements may become inaccurate. The forward-looking statements contained herein are expressly qualified in their entirety by this cautionary statement. The forward-looking statements included in this news release are made as of the date of this news release. Except as required by applicable securities laws, we do not undertake to update such forward-looking statements.

RELAÇÕES COM INVESTIDORES

FATO RELEVANTE

ALIENAÇÃO DE POSIÇÃO ACIONÁRIA EM LEILÃO

Rio de Janeiro, 27 de março de 2018 – A Petro Rio S.A. (“Companhia” ou “PetroRio”) (B3: PRIO3), nos termos da Instrução CVM 358/02, informa a seus acionistas e ao mercado em geral que ficou ciente que haverá leilão operacionalizado pela B3, hoje, 27 de março de 2018, às 16h00, horário de Brasília, no montante de 250 mil ações, a R\$ 62,50.

Sobre a PetroRio

A PetroRio é uma das maiores empresas independentes de produção de óleo e gás natural do Brasil. A cultura corporativa da Companhia busca o aumento de produção por meio da aquisição de novos ativos em produção, reexploração, maior eficiência operacional e redução dos custos de produção e das despesas corporativas. Seu objetivo maior é a criação de valor para seus acionistas com crescente disciplina financeira e preservação da sua liquidez, com total respeito à segurança e ao meio ambiente. Para mais informações acesse o site: www.petroriosa.com.br.

Aviso Legal

Todas as declarações exceto aquelas relativas a fatos históricos contidas neste documento são declarações acerca de eventos futuros, incluindo, mas não limitado a, declarações sobre planos de perfuração e aquisições sísmicas, custos operacionais, aquisição de equipamentos, expectativa de descobertas de óleo, a qualidade do óleo que esperamos produzir e nossos demais planos e objetivos. Os leitores podem identificar várias dessas declarações ao ler palavras como “estima”, “acredita”, “espera” e “fará” e palavras similares ou suas negativas. Apesar de a administração acreditar que as expectativas representadas em tais declarações são razoáveis, não pode assegurar que tais expectativas se confirmarão. Por sua natureza, declarações acerca de eventos futuros exigem que façamos suposições e, assim, tais declarações são sujeitas a riscos inerentes e incertezas. Alertamos os leitores desse documento a não depositarem confiança indevida nas nossas declarações de eventos futuros considerando que certos fatores podem causar resultados, condições, ações ou eventos que podem diferir significativamente dos planos, expectativas, estimativas ou intenções expressas nas declarações acerca de eventos futuros e as premissas que as suportam. As declarações acerca de eventos futuros aqui incluídas estão baseadas na premissa de que nossos planos e operação não serão afetados por tais riscos, mas que, se nossos planos e operação forem afetados por tais riscos, as declarações a cerca de eventos futuros podem se tornar imprecisas. As declarações acerca de eventos futuros incluídas neste documento são expressamente qualificadas em sua totalidade por este aviso legal. Tais declarações foram feitas na data deste documento. Não nos comprometemos a atualizar tais declarações acerca de eventos futuros, exceto quando exigido pela legislação de valores mobiliários aplicável.

RELAÇÕES COM INVESTIDORES