

## PETROX RESOURCES CORP.

### FORM 51-102F1 MANAGEMENT'S DISCUSSION & ANALYSIS FOR THE THREE AND SIX MONTHS ENDED SEPTEMBER 30, 2025

*The following discussion and analysis should be read in conjunction with the financial statements of the Corporation for the three and nine months ended September 30, 2025, and all of the notes, risk factors and information contained therein.*

#### **Date**

This management discussion & analysis ("MD&A") is dated November 27, 2025 and is in respect of the three and nine months ended September 30, 2025.

#### **Overall Performance**

Petrox Resources Corp. ("Petrox" or the "Corporation") was incorporated under the *Business Corporations Act* (Alberta) on February 25, 2011. On December 29, 2011, Petrox completed its initial public offering of 3,000,000 common shares at a price of \$0.10 per share for gross proceeds of \$300,000 and was classified as a Capital Pool Company as defined in Policy 2.4 of the TSX Venture Exchange ("Exchange").

On May 31, 2012, the Corporation completed its Qualifying Transaction under the policies of the Exchange, which consisted of the acquisition ("Acquisition") of certain oil and gas assets (the "Richfield Assets") from Richfield Oils Inc. Pursuant to the Acquisition, Petrox acquired the Richfield Assets from Richfield, in exchange for which the Corporation issued to Richfield an aggregate of 3,000,000 common shares in the capital of the Corporation at a deemed price of \$0.25 per common share for a total deemed price of \$750,000.

On June 2, 2014, the Corporation completed the acquisition of certain oil and gas properties located in the Fletwode area of Saskatchewan ("Fletwode Properties") for \$2,100,000. These properties include six oil producing wells with a combined producing rate of approximately 40 barrels per day and a total proven plus probable reserve of 166,000 barrels.

On December 18, 2023, the Corporation announced that it has entered into a non-binding letter of intent dated December 14, 2023, to acquire all of the shares of M&L Renewable Technology International Ltd ("M&L"). M&L is a private company incorporated under the laws of Alberta, Canada, on June 6, 2019. M&L, working alongside M&L Renewable Energy Group Ltd. ("MREG"), is pursuing the development of biochar production and power generation facilities. Initially, it plans to build a biochar facility with an annual production capacity of 3,650 tonnes and a 1.58 MW power generation facility, if feasible, for a total estimated capital investment of \$5,728,000 (\$3,473,000 for the biochar facility and \$2,255,000 for the power generation facility) in Edmonton, Alberta (the "Project"). On May 23, 2024, the letter of intent was terminated upon mutual agreement between the parties.

On May 24, 2024, the Corporation announced that it has entered into a non-binding letter of intent, dated May 24, 2024, to complete a transaction (the "Proposed Transaction") whereby it will acquire all of the shares of SSGE Bio-energy Company Limited ("SSGE"). SSGE Bio-energy Company Limited ("SSGE"), a holding company located in Hong Kong Special Administrative Region ("HKSAR") who, through its wholly owned operating subsidiary, SSBE Limited ("SSBE"), has developed one of the World's largest Bio-Coal production in Myanmar, with capacity of over 200,000 tons per year at the end of 2023. SSGE

also developed 56 patents in regard to the whole vertical process. SSGE aims to become a leader of sustainable energy industry by converting any waste woody biomass and any agricultural waste from forest and/or operations into Bio-Coal. SSGE plans to develop and deliver world-class decarbonization solutions in Canada to the rest of the world by its state-of-the-art patented technologies.

On December 31, 2024, the Corporation announced that the deadline to enter into a definitive agreement with SSGE with respect to the Proposed Transaction has been extended to March 31, 2025. On March 31, 2025, the deadline was further extended to September 30, 2025.

### **Subsequent Events**

On October 6, 2025, the Corporation announced that it proposes to complete a non-brokered private placement of convertible debentures (“Debentures”) having an aggregate principal amount of a minimum of \$250,000.00 and a maximum of \$350,000.00 (the “Offering”). The Debentures shall mature one year from the date of issue and shall bear no interest. The Corporation may prepay the indebtedness under the Debentures at any time upon 30 days prior written notice, without penalty. The Corporation intends to complete a consolidation of the common shares of its share capital (the “Common Shares”) on an up to 10:1 basis (the “Consolidation”) with the Consolidation ratio being determined at the discretion of the directors of the Corporation.

If at least the minimum Offering is raised, the Corporation would complete the Consolidation on a 10:1 basis and the principal of the Debentures would automatically convert into Common Shares upon completion of the Consolidation at a conversion price of \$0.05 per share, resulting in the issuance of 5,000,000 Common Shares, or 7,000,000 Common Shares if the maximum Offering is raised. The Debentures and the Common Shares issuable upon the conversion of the Debentures would be subject to a four month hold period. Should a 10:1 Consolidation not be completed (for example, if the Consolidation is completed at less than a 10:1 basis or if it is not completed at all), the Debentures would not be converted and would be repayable in cash at maturity or in advance with 30 days prior written notice, without penalty.

The Offering and the Consolidation are subject to the approval of the TSX Venture Exchange (the “Exchange”). The Exchange has conditionally approved both the Offering and the Consolidation.

The Offering will be completed on a private placement basis pursuant to exemptions from prospectus requirements. There will be no minimum subscription level for the Offering.

The Corporation may pay finder’s fees on all or a portion of the private placement to eligible persons seeking subscribers to the financing, all in accordance with applicable securities laws and the policies of the Exchange.

Assuming the maximum offering is completed, 100% of the net proceeds are expected to be used for working capital and towards the funding on future acquisitions. Although the Corporation intends to use the proceeds of the offering as described above, the actual allocation of proceeds may vary from the uses set out above, depending upon future operations, events or opportunities.

The Corporation intends to seek approval from its shareholders at the Corporation's upcoming shareholder meeting for the proposed Consolidation. If approved by the shareholders, the authorization for the Consolidation would expire 15 months from the date of approval. The Corporation intends to complete the Consolidation as soon as possible after shareholder approval is obtained.

If the Consolidation is completed, for each Common Share currently held by a Shareholder, each Shareholder will, as a result of the Consolidation, receive one tenth of a Common Share after the Consolidation takes effect. There are currently 55,132,258 Common Shares issued and outstanding in the share capital of the Corporation. If the Consolidation is approved and the directors effect the Consolidation on a 10:1 basis, there would be an aggregate of 5,513,226 Common Shares issued and outstanding in the share capital of the Corporation, subject to rounding.

As stated above, if the Consolidation is completed on a 10:1 basis, the debentures would automatically convert. If the maximum offering is raised, the Corporation would issue an aggregate of 7,000,000 post-Consolidation Common Shares.

On October 6, 2025, the Corporation also announced that the non-binding letter of intent between Petrox and SSGE Bio-energy Company Limited referred to in Petrox's press releases dated May 24, 2024, October 1, 2024, December 31, 2024, and April 3, 2025, has expired and has been terminated in accordance with its terms

On November 18, 2025, the Corporation announced an increase of its Offering of convertible debentures previously announced on October 6, 2025. The new maximum principal amount is \$400,000.

On November 25, 2025, the Corporation announced the completion of its Offering of convertible debentures, resulting in the issuance of Debentures having an aggregate principal amount of \$400,000. Upon completion of the Consolidation, the principal of the Debentures will automatically convert into Common Shares at a conversion price of \$0.05 per share, resulting in the issuance of 8,000,000 Common Shares.

### **Selected Financial Information**

A summary of selected financial information is as follows:

	<b>As at September 30, 2025</b>	<b>As at December 31, 2024</b>
Total assets	\$376,809	\$445,648
Long-term financial liabilities	\$309,239	\$297,772
Total shareholders' equity	\$14,780	\$91,735
	<b>Three months ended September 30, 2025</b>	<b>Three months ended September 30, 2024</b>
Revenue	\$79,497	\$126,279
Net income (loss)	(\$35,855)	(\$2,078)
Income (loss) per share – basic and diluted	(\$0.001)	(\$0.000)

For the three months ended September 30, 2025, the Corporation reported no discontinued operations, no changes in accounting policy and declared no cash dividends.

## Summary of Quarterly Results

	2025			2024				2023
	Q3	Q2	Q1	Q4	Q3	Q2	Q1	Q4
<b>Financial</b>								
Sale Revenue (000s)	\$79.5	\$94.61	\$105	\$108	\$126	\$138	\$113	\$134
Sales Volume (bbls)	976	1,198	1,160	1,217	1,384	1,391	1,327	1,403
Net Income/Loss (000s)	(\$35.9)	(\$32.63)	(\$8.47)	(\$60.54)	(\$2.01)	\$34.18	(\$33.97)	(\$98.56)
Income (Loss) per Share Basic and diluted	(\$0.001)	(\$0.001)	(\$0.000)	(\$0.001)	(\$0.000)	\$0.001	(\$0.000)	(\$0.002)

	2025			2024				2023
	Q3	Q2	Q1	Q4	Q3	Q2	Q1	Q4
<b>Operations</b>								
Production Volume (bbl's)	1,100	1,146	1,167	1,170	1,198	1,286	1,514	1,582
Average Price (/bbl)	\$85.48	\$80.36	\$90.15	\$89.04	\$93.86	\$105.45	\$89.52	100.61
Royalty (/bbl)	\$3.75	\$3.29	\$3.54	\$3.62	\$3.45	\$2.82	\$2.14	\$2.79
Operating Cost (/bbl)	\$41.29	\$33.67	\$30.39	\$52.37	\$54.12	\$32.17	\$43.42	\$47.75
Netback (/bbl)	\$40.45	\$43.40	\$56.21	\$33.05	\$36.10	\$70.46	\$43.96	\$50.07

## Results of Operations

### *Production*

For the three months ended September 30, 2025, the Corporation recorded a total production of 1,100 barrels compared to 1,198 barrels in 2024 and an average daily production of 11.96 bbls/d compared to 13.03 bbls/d in 2024 from its production property in Fletwode, Saskatchewan.

For the nine months ended September 30, 2025, the Corporation recorded a total production of 3,413 barrels compared to 3,998 barrels for the same period in 2024 and an average daily production of 12.5 bbls/d compared to 14.59 bbls/d in 2024.

### *Sales Revenue*

For the three months ended September 30, 2025, the Corporation recorded sales revenue before royalty payment of \$79,497 on sale of 976 barrels compared to sales revenue of \$126,279 on sale of 1,348 barrels in 2024. In the third quarter of 2025, the Corporation received an average sale price of \$85.27 per barrel comparing to \$93.66 per barrel in 2024.

For the nine months ended September 30, 2025, the Corporation recorded sales revenue before royalty payment of \$278,710 on sale of 3,335 barrels and an average sale price of \$85.27 per barrel compared to sales revenue of \$379,158 on sale of 4,967 barrels and an average sale price of \$93.23 per barrel for the corresponding period in 2024.

### *Royalties*

For the three months ended September 30, 2025, the Corporation recorded total royalties of \$4,129, representing 5.19% of revenue, compared to \$4,313, representing 3.27% of revenue in 2024.

For the nine months ended September 30, 2025, the Corporation recorded total royalties of \$12,034, representing 4.32% of revenue, compared to \$10,996, representing 2.90% of revenue in 2024.

### ***Operating Expenses***

For the three months ended September 30, 2025, the Corporation incurred production operating expenses totalling \$46,061 compared to \$64,847 in 2024.

For the nine months ended September 30, 2025, the Corporation incurred production operating expenses totalling \$122,463 compared to \$171,957 in 2024.

### ***Operating Netback***

	<b>Nine Months Ended</b>
\$/bbl	<b>Sept. 30, 2025</b>
Average Sales price	\$85.27
Royalties	(\$3.53)
Operating expenses	(\$35.88)
Operating netback	\$45.86

### ***General and Administrative Expenses***

For the three months ended September 30, 2025, the Corporation's general and administrative expenses were \$53,139 compared to \$48,268 in 2024.

For the nine months ended September 30, 2025, the Corporation's general and administrative expenses were \$183,410 compared to \$161,984 in 2024.

### ***Depletion and Depreciation***

For the three months ended September 30, 2025, the Corporation incurred \$9,907 or \$10.15 per bbl of production in depletion and depreciation expense compared to \$9,942 or \$8.30 per bbl in 2024.

For the nine months ended September 30, 2025, the Corporation incurred \$31,175 or \$9.13 per bbl of production in depletion and depreciation expense compared to \$27,949 or \$6.99 per bbl in 2024.

### ***Cash Flow***

For the three months ended September 30, 2025, the Corporation had a cash provided by operations of \$24,985 compared to a cash provided by operations of \$9,247 in 2024.

For the nine months ended September 30, 2025, the Corporation had cash used in operations of \$18,456 compared to cash used in operations of \$30,382 in 2024.

### ***Net Income or Loss***

For the three months ended September 30, 2025, the Corporation had a net loss and comprehensive loss of \$35,855 compared to a net loss and comprehensive loss of \$2,078 in 2024. The decrease in net income was primarily due to the lower sales revenue and lower sale price per barrel.

For the nine months ended September 30, 2025, the Corporation had a net loss and comprehensive loss of \$76,955 compared to a net loss and comprehensive income of \$132 in 2024. The decrease in net income was primarily due to the lower sales revenue and lower sale price per barrel.

### **Liquidity**

As of September 30, 2025, the Corporation had working capital of \$54,045, primarily comprised of cash, deemed sufficient for the Corporation to meet its ongoing obligations in the coming year.

### **Related Party Transactions**

The following tables summarize the remuneration of directors and of other members of key management personnel during the three month period ended June 30, 2025 and 2024.

	<i>Three months ended September 30, 2025</i>	<i>Three months ended September 30, 2024</i>
Consulting fees	\$26,350	\$26,350

### **Basis of Preparation and Statement of Compliance**

The financial statements of the Corporation have been prepared using the historical cost convention and are in accordance and compliance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Reporting Interpretations Committee (IFRIC").

### **Changes in Accounting Policies**

See Notes 3 to 4 in the financial statements for the three months period ended September 30, 2025.

### **Off-Balance Sheet Arrangements**

The Corporation has not engaged in any off-balance sheet arrangements.

### **Financial Instruments**

The Corporation's financial instruments consist of cash, trade and other receivables, goods and services tax recoverable, and trade and other payables. Unless otherwise noted, it is management's opinion that the Corporation is not exposed to significant interest, currency or credit risks arising from these financial instruments. The fair value of these financial instruments approximates their carrying value, unless otherwise noted.

### **Disclosure of Outstanding Share Data**

As of September 30, 2025, the following is a description of the outstanding equity securities and convertible securities issued by the Corporation:

	<b>Authorized</b>	<b>Outstanding</b>
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Voting or equity securities issued and outstanding	Unlimited Common Shares	55,132,258 Common Shares
Securities convertible or exercisable into voting or equity securities – stock options	Stock options to acquire up to 10% of outstanding Common Shares	Nil
Securities convertible or exercisable into voting or equity securities – agent's options	Nil	Nil
Securities convertible or exercisable into voting or equity securities – warrants	Nil	Nil

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## Risks and Uncertainties

External financing will be required to fund the Corporation's activities primarily through the issuance of common shares. There can be no assurance that the Corporation will be able to obtain adequate financing. The securities of the Corporation should be considered a highly speculative investment. The following risk factors should be given special consideration when evaluating an investment in any of the Corporation's securities.

The Corporation has not generated sufficient revenues and does not expect to sufficient revenues in the near future. In the event that the Corporation generates sufficient revenues in the future, the Corporation intends to retain its earnings in order to finance further growth. Furthermore, the Corporation has not paid any dividends in the past and does not expect to pay any dividends in the foreseeable future.

## Outlook

On November 25, 2025, the Corporation announced the completion of its Offering of convertible debentures, resulting in the issuance of Debentures having an aggregate principal amount of \$400,000. Upon completion of the Consolidation, the principal of the Debentures will automatically convert into Common Shares at a conversion price of \$0.05 per share, resulting in the issuance of 8,000,000 Common Shares. The Corporation plans to use the capital from the conversion of Debentures for future corporate development and acquisitions.

## Forward Looking Statements

This MD&A and other public announcements by the Corporation may contain information that is forward looking and is subject to risks and uncertainties. Forward-looking information includes information concerning the Corporation's future financial performance, business strategy, plans, goals, and objectives. The use of any of the words "anticipate", "continue", "estimate", "expect", "may", "will", "project", "should", "believe" and similar expressions are intended to identify forward looking statements. In particular, forward-looking statements included in this MD&A include, but are not limited to, the focus of capital expenditures; expectations regarding the ability to raise capital; Petrox's future plans, operations and objectives; the completion and use of proceeds of the Financing; timing of adoption and implementation of new accounting policies and timing of the payment of dividends.

These statements involve known and unknown risks, uncertainties and other factors that could cause actual results or events to differ materially from those anticipated in such forward-looking statements, including, among other things: the ability of the Corporation to successfully implement its strategic initiatives and whether such strategic initiatives will yield the expected benefits; changes to the laws, rules, and regulations

applicable to the Corporation; unavailability of financing; changes in government regulation; general economic conditions; general business conditions; escalating professional fees; escalating transaction costs; stock market volatility and ability to access sufficient capital from internal and external sources; inability to meet or continue to meet listing requirements; the inability to obtain required consents, permits or approvals, failure to realize the anticipated benefits of the QT and the risk that actual results will vary from the results forecasted and such variations may be material.

With respect to forward-looking statements contained in this MD&A, the Corporation has made assumptions regarding: timing and amount of capital expenditures; future exchange rates; conditions in general economic and financial markets; effects of regulation by governmental agencies and future operating costs.

Petrox's actual results, performance or achievement could differ materially from those expressed in or implied by, these forward-looking statements and, accordingly, no assurance can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do so, what benefits Petrox will derive therefrom.

Management has included the above summary of assumptions and risks related to forward-looking information provided in this MD&A in order to provide shareholders with a more complete perspective on the Corporation's future outlook and such information may not be appropriate for other purposes. Readers are cautioned that the foregoing lists of factors are not exhaustive.

The Corporation does not intend 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 laws. Readers are cautioned not to place undue reliance on forward-looking statements, which are effective only as of the date of this MD&A or as of the date otherwise specifically indicated herein.

### **Additional Information**

Additional Information regarding the Corporation can be found on the Corporation's filings at [www.sedar.com](http://www.sedar.com).