

Marksmen Energy Inc.

Consolidated Financial Statements
For the years ended December 31, 2021 and 2020
(Expressed in Canadian Dollars)
(Audited)

Independent Auditor's Report

To the Shareholders of Marksmen Energy Inc.:

Opinion

We have audited the consolidated financial statements of Marksmen Energy Inc. and its subsidiary (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2021 and December 31, 2020, and the consolidated statements of net loss and comprehensive loss, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at December 31, 2021 and December 31, 2020, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audits of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the consolidated financial statements, which indicates that as at the year ended December 31, 2021, the Company had not yet achieved profitable operations, had accumulated a deficit and had negative working capital. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audits of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audits or otherwise appears to be materially misstated. We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audits and significant audit findings, including any significant deficiencies in internal control that we identify during our audits.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Scott Laluk.

Calgary, Alberta
April 28, 2022


Chartered Professional Accountants

Marksmen Energy Inc.

Consolidated Statements of Financial Position

For the years ended:

(Canadian \$)	December 31, 2021	December 31, 2020
ASSETS		
Current Assets		
Cash	621,413	135,627
Trade and other receivables (note 16(b))	224,512	65,902
Deposits and prepaid expenses (note 17(a))	62,096	62,029
Total Current Assets	908,021	263,558
Exploration and evaluation assets (note 5)	1,384,105	1,388,576
Property and equipment (note 7)	2,160,387	1,289,386
TOTAL ASSETS	4,452,513	2,941,520
LIABILITIES		
Current Liabilities		
Accounts payable and accrued liabilities (note 16(c))	464,669	331,461
Decommissioning liabilities (note 10)	160,750	234,636
Government loan (note 12)	35,596	-
Secured debentures (note 11)	1,227,400	-
Total Current Liabilities	1,888,415	566,097
Government loan (note 12)	-	30,969
Secured debentures (note 11)	-	1,207,660
Decommissioning liabilities (note 10)	272,356	195,040
	2,160,771	1,999,766
SHAREHOLDERS' EQUITY		
Share capital (note 13(b))	20,314,512	19,648,385
Warrants (note 13(e))	1,379,021	620,005
Contributed surplus (note 13(g))	7,143,059	6,557,729
Accumulated other comprehensive income	583,635	598,925
Deficit	(27,128,485)	(26,483,290)
	2,291,742	941,754
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	4,452,513	2,941,520

Going concern (note 1)

Commitments (note 17)

Approved by the Board of Directors:

Signed "Donald D. Jones"

Donald Jones

Signed "Archie J. Nesbitt"

Archie Nesbitt

The notes are an integral part of these consolidated financial statements

Marksmen Energy Inc.

Consolidated Statements of Net Loss and Comprehensive Loss

For the years ended:

	December 31, 2021	December 31, 2020
REVENUE		
Petroleum and natural gas sales (note 20)	842,317	368,764
Royalties	(108,816)	(49,034)
	733,501	319,730
EXPENSES		
Production and operating expenses	261,171	92,903
Depletion and depreciation (note 7)	215,375	176,006
General and administrative	581,390	527,717
Share-based payments (note 13(d))	187,548	105,040
Loss from operations	(511,983)	(581,936)
FINANCE EXPENSE		
Interest expense (note 11)	150,000	150,000
Accretion of secured debentures (note 11)	19,740	19,830
Accretion of decommissioning liabilities (note 10)	1,527	7,727
Gain on modification of secured debentures (note 11)	-	(39,570)
Forgiveness of debt (note 17(c))	-	(11,540)
Other finance expense (income) (note 12)	5,399	(29,803)
	(176,666)	(96,644)
OTHER EXPENSES		
Gain (loss) on abandonment estimates (note 10)	(60,646)	3,872
Gain on Acquisition (note 6)	24,740	-
Gain on asset disposition (note 9)	-	254,371
Other income (note 10 and note 17)	98,737	-
Impairment of exploration and evaluation impairment (note 5)	(639,097)	(503,831)
Property and equipment impairment reversal (impairment) (note 8)	619,720	(709,321)
	43,454	(954,909)
NET LOSS	(645,195)	(1,633,489)
Other comprehensive income that may subsequently be transferred to net loss		
Currency translation adjustment	(15,290)	(21,635)
NET LOSS AND COMPREHENSIVE LOSS	(660,485)	(1,655,124)
Basic and diluted loss per share	(0.00)	(0.01)
Weighted average number of common shares outstanding during the year	142,455,765	119,262,918

The notes are an integral part of these consolidated financial statements

Marksman Energy Inc.

Consolidated Statements of Changes in Equity

(Canadian \$)	Share Capital	Warrants	Contributed Surplus	Deficit	Accumulated Other Comprehensive Income	Total
BALANCE AS AT DECEMBER 31, 2020	19,648,385	620,005	6,557,729	(26,483,290)	598,925	941,754
Loss for the year	-	-	-	(645,195)	-	(645,195)
Translation differences on foreign subsidiaries	-	-	-	-	(15,290)	(15,290)
Private placement (note 13(b))	487,822	1,265,178	-	-	-	1,753,000
Cash share issue costs (note 13(b))	(58,058)	(154,716)	-	-	-	(212,774)
Broker warrants exercised (note 13(f))	3,100	-	65,345	-	-	68,445
Shares issued to brokers of private placement (note 13(b))	17,182	38,122	-	-	-	55,304
Reallocation of broker warrant fair value on exercise	1,270	-	(1,270)	-	-	-
Stock options exercised (note 13(d))	23,950	-	-	-	-	23,950
Reallocation of stock option fair value on exercise	23,057	-	(23,057)	-	-	-
Warrants exercised (note 13(e))	135,000	-	-	-	-	135,000
Reallocation of warrant fair value on exercise	32,804	(32,804)	-	-	-	-
Warrants expired (note 13(e))	-	(371,713)	371,713	-	-	-
Expiry of warrant share issue costs (note 13(e))	-	14,949	(14,949)	-	-	-
Share-based payments (note 13(d))	-	-	187,548	-	-	187,548
BALANCE AS AT DECEMBER 31, 2021	20,314,512	1,379,021	7,143,059	(27,128,485)	583,635	2,291,742
BALANCE AS AT DECEMBER 31, 2019	19,374,311	711,865	6,021,991	(24,849,801)	620,560	1,878,926
Loss for the year	-	-	-	(1,633,489)	-	(1,633,489)
Translation differences on foreign subsidiaries	-	-	-	-	(21,635)	(21,635)
Private placement (note 13(b))	284,958	350,306	-	-	-	635,264
Broker warrants (note 13(f))	(262)	(100)	362	-	-	-
Cash share issue costs (note 13(b))	(10,622)	(11,730)	-	-	-	(22,352)
Reallocation of warrant fair value on expiry (note 13(e))	-	(430,336)	430,336	-	-	-
Share-based payments (note 13(d))	-	-	105,040	-	-	105,040
BALANCE AS AT DECEMBER 31, 2020	19,648,385	620,005	6,557,729	(26,483,290)	598,925	941,754

The notes are an integral part of these consolidated financial statements

Marksmen Energy Inc.

Consolidated Statements of Cash Flows

(Canadian \$)	December 31, 2021	December 31, 2020
CASH FLOW (USED IN) PROVIDED BY:		
OPERATING ACTIVITIES		
Net loss for the year	(645,195)	(1,633,489)
ITEMS NOT AFFECTING CASH:		
Depletion and depreciation (note 7)	215,375	176,006
Gain on Acquisition (note 6)	(24,740)	-
Gain on disposal of property and equipment (note 9)	-	(254,371)
Accretion of decommissioning liabilities (note 10)	1,527	7,727
Other expenses (note 10)	(135,000)	-
Accretion of secured debentures (note 11)	19,740	19,830
Gain on modification of debt (note 11)	-	(39,570)
Other finance expense (income) (note 12)	4,627	(29,031)
Change in estimates (note 10)	60,646	(3,872)
Property and equipment impairment (reversal)(note 8)	(619,720)	709,321
Impairment of exploration and evaluation impairment	639,097	503,831
Share-based payments (note 13(d))	187,548	105,040
Change in trade and other receivables	(133,870)	(36,529)
Change in deposits and prepaid expenses	(67)	1,630
Change in accounts payable and accrued liabilities	(191,668)	179,579
CASH FLOW USED IN OPERATING ACTIVITIES	(621,700)	(293,898)
INVESTING ACTIVITIES		
Expenditures on exploration and evaluation (note 5)	(639,097)	-
Expenditure on property and equipment (note 7)	(390,386)	(265,233)
Disposal of property and equipment (note 9)	-	101,856
Change in non-cash working capital	324,875	(169,145)
CASH FLOW PROVIDED BY (USED IN) INVESTING ACTIVITIES	(704,608)	(332,522)
FINANCING ACTIVITIES		
Proceeds from private placements, net of cash issue costs (note 13(b))	1,660,875	612,914
Receipt of government grant (note 12)	-	60,000
Proceeds from exercise of warrants (note 13(b))	135,000	-
Proceeds from exercise of stock options (note 13(b))	23,950	-
Proceeds from exercise of broker warrants (note 13(f))	3,100	-
CASH FLOW PROVIDED BY FINANCING ACTIVITIES	1,822,925	672,914
Foreign exchange effect on cash	(10,831)	(24,068)
Increase in cash	485,786	22,424
Cash, beginning of year	135,627	113,203
CASH, END OF YEAR	621,413	135,627

The notes are an integral part of these consolidated financial statements

Marksman Energy Inc.

Notes to the Consolidated Financial Statements

For the years ended December 31, 2021 and 2020

1. Reporting entity and going concern

Marksman Energy Inc. (the "Company") is involved in the exploration, development and production of petroleum and natural gas properties in Ohio, USA and Alberta, Canada. The Company was incorporated in Canada under the laws of the Alberta Business Corporations Act on March 14, 1997. The Company is listed on the TSX Venture Exchange under the symbol "MAH.V" and on the OTCQB Venture Marketplace under the symbol "MKSEF". The Company's registered office is located at Suite 1600 Dome Tower, 333-7th Avenue SW, Calgary, Alberta, Canada, T2P 2Z1.

At December 31, 2021, the Company had not yet achieved profitable operations, had accumulated a deficit of \$27,128,485 (2020 - \$26,483,290) a negative working capital of \$980,394 (2020 - \$302,539), and may incur further losses in the development of its business. The ability to continue as a going concern is dependent on global commodity markets, obtaining continued financial support by completing public equity financing, and by drilling additional oil and gas wells that will increase cash-flow and oil and gas reserves. The timing and extent of forecast capital and operating expenditures is based on the Company's 2022 budget and on management's estimate of expenditures expected to be incurred beyond 2022.

Management has applied significant judgment in preparing forecasts supporting the going concern assumption. Specifically, management has made assumptions regarding projected oil sales volumes and pricing, scheduling of payments arising from various obligations as at December 31, 2021, the availability of additional financing, and the timing and extent of capital and operating expenditures. As such, there is a material uncertainty related to these events and conditions that may cast significant doubt on the Company's ability to continue as a going concern.

The Company successfully completed three private placements during the year ended December 31, 2021 (note 13(b)). To achieve its intended development, management is committed to raising additional capital and realizing additional cash flows from drilling activities. Additional equity financing is subject to volatile financial markets and economic conditions.

The consolidated financial statements have been prepared on a basis which asserts that the Company will continue to have the ability to realize its assets and discharge its liabilities and commitments in a planned manner with consideration to expected possible outcomes. Conversely, if the assumption made by management is not appropriate and the Company is unable to meet its obligations as they fall due the preparation of these consolidated financial statements on a going concern basis may not be appropriate and adjustments to the carrying amounts of the Company's assets, liabilities, revenues, expenses, and financial position classifications may be necessary and such adjustments could be material.

During 2020, there was a global outbreak of COVID-19 (coronavirus), which has had a significant impact on businesses through the restrictions put in place by the Canadian, provincial and municipal governments regarding travel, business operations and isolation/quarantine orders. At this time, it is unknown the extent of the impact the COVID-19 outbreak may continue to have on the Company as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence.

2. Basis of presentation

a) Statement of compliance:

The consolidated financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") and the International Financial Reporting Interpretations Committee ("IFRIC") interpretations as issued by the International Accounting Standards Board. The policies applied in these consolidated financial statements are based on IFRS issued and effective on January 1, 2021. The Board of Directors approved the consolidated financial statements on April 28, 2022.

The preparation of consolidated financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 2(e).

Marksmen Energy Inc.

Notes to the Consolidated Financial Statements

For the years ended December 31, 2021 and 2020

b) Basis of consolidation:

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary Marksmen Energy USA, Inc. The subsidiary is fully consolidated from the date of acquisition, being the date of which the Company obtained control, and continues to be consolidated until the date that such control ceases. The financial statements of the subsidiary are prepared for the same reporting period as the parent, using consistent accounting policies. Any balances, unrealized gains and losses, or income and expenses from intra-company transactions are fully eliminated upon consolidation.

c) Basis of measurement:

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair value.

d) Functional and presentation currency:

These consolidated financial statements are presented in Canadian dollars, which is the Company's presentation and functional currency. Marksmen Energy USA Inc.'s functional currency is United States Dollars.

e) Use of estimates and judgments:

The preparation of the consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, revenues and expenses. By their nature, these estimates are subject to measurement uncertainty and the effect on the consolidated financial statements of changes in such estimates in future periods could be significant.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Significant judgments

Determination of cash-generating units ("CGU")

Property and equipment are aggregated into CGUs based on their ability to generate largely independent cash inflows and are used for impairment testing. The determination of the Company's CGUs is subject to management's judgment and include consideration of product composition, location, and operational and management monitoring. The Company has identified two CGU's, Ohio USA and Alberta Canada (2020 – one CGU, Ohio USA).

Deferred taxes

The provision for income taxes is based on judgments in applying income tax law and estimates on the timing, probability and reversal of temporary differences between accounting and tax bases of assets and liabilities.

Significant estimates and assumptions

Reserves

Oil and gas development and production properties are depleted on a unit of production basis at a rate calculated by reference to proved and probable reserves determined in accordance with the Society of Petroleum Engineers rules and incorporating the estimated future cost of developing and extracting those reserves. Oil and gas reserves are also used to evaluate impairment of petroleum and natural gas properties. Commercial reserves are determined using estimates of oil and natural gas in place, recovery factors, discount rates and forward future prices. Future development costs are estimated using assumptions as to the number of wells required to produce the commercial reserves, the cost of such wells and associated production facilities, and other capital costs. There are numerous uncertainties inherent in estimating oil and gas reserves. Estimating reserves is very complex, requiring many judgments based on geological, geophysical, engineering and economic data. These estimates may change, having either a positive or negative impact on net income (loss) as further information becomes available and as the economic environment changes.

Marksmen Energy Inc.

Notes to the Consolidated Financial Statements

For the years ended December 31, 2021 and 2020

Decommissioning liabilities

The Company estimates the decommissioning liabilities for oil and natural gas wells and their associated production facilities and pipelines. In most instances, removal of assets and remediation occurs many years into the future. Amounts recorded for the decommissioning liabilities and related accretion expense require estimates regarding removal date, future environmental legislation, the extent of reclamation activities required, the engineering methodology for estimating costs, future removal technologies in determining the removal costs, and discount rates to determine the present value of these cash flows.

Exploration and evaluation

The accounting for exploration and evaluation requires management to make certain estimates and assumptions as to future events and circumstances as to whether economic quantities of reserves have been found.

Share-based payments

The fair value of stock options and warrants granted is recognized using the Black-Scholes option pricing model. Measurement inputs include the Company's share price on the measurement date, the exercise price of the option, the expected volatility of the Company's shares, the expected life of the options, expected dividends and the risk-free rate of return. The Company estimates volatility based on the historical share price in the publicly traded markets. The expected life of the options is based on historical experience and estimates of the holder's behavior. Dividends are not factored in as the Company does not expect to pay dividends in the foreseeable future. Management also makes an estimate of the number of options that will be forfeited and the rate is adjusted to reflect the actual number of options that actually vest.

Recoverability of assets

The Company assesses impairment on its assets that are subject to depletion and depreciation when it has determined that a potential indicator of impairment exists. Impairment exists when the carrying value of a non-financial asset or CGU exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The Company used the calculation of fair value less costs of disposal to determine the fair value of its CGU's. In determining the fair value less costs of disposal, the amount is most sensitive to the future commodity prices, discount rates, and estimates of proved and probable reserves, to determine an implied fair value of the CGU being tested.

Expected credit losses ("ECL")

The Company's trade and other receivables are typically short-term in nature and the Company recognizes an amount equal to the lifetime ECL on receivables for which there has been a significant increase in credit risk since initial recognition. The Company measures loss allowances based on historical experience and including forecasted economic conditions. The amount of ECLs is sensitive to changes in circumstances of forecast economic conditions.

Marksman Energy Inc.

Notes to the Consolidated Financial Statements

For the years ended December 31, 2021 and 2020

Significant Accounting Policies

Cash

Cash is comprised of cash on hand at Canadian banking institutions.

Financial instruments

Classification and measurement of financial assets and liabilities

Financial assets are classified and measured based on the business model in which they are held and the characteristics of their contractual cash flows. IFRS 9 contains three principal classification categories for financial assets: measured at amortized cost, fair value through other comprehensive income (“FVOCI”) and fair value through profit and loss (“FVTPL”). The classification categories are as follows:

- A financial asset is measured at amortized cost if it is held within a business model whose objective is to hold assets to collect contractual cash flows and its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Financial assets measured at amortized cost are measured using the effective interest method.
- Financial assets at fair value through other comprehensive income: assets that are held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
- Financial assets at fair value through profit or loss: assets that do not meet the criteria for amortized cost or fair value through other comprehensive income.

Financial assets are derecognized when the contractual rights to the cash flows from the financial assets expire or when the contractual rights to those assets are transferred.

Financial liabilities – The classification of financial liabilities is determined by the Company at initial recognition. The classification categories are as follows:

- Financial liabilities measured at amortized cost: financial liabilities initially measured at fair value less directly attributable transaction costs and are subsequently measured at amortized cost using the effective interest method. Interest expense is recognized in the Consolidated Statements of Net Loss and Comprehensive Loss.
- Financial liabilities measured at fair value through profit or loss: financial liabilities measured a fair value with changes in fair value and interest expense recognized in the Consolidated Statements of Net Loss and Comprehensive Loss.

Financial liabilities are derecognized when the obligation is discharged, cancelled or expired.

Cash and trade and other receivables are classified as financial assets at amortized cost. Accounts payable and accrued liabilities, and secured debentures are classified as financial liabilities at amortized cost..

Impairment of financial assets

The Company has established a policy to perform an assessment, at the end of each reporting period, of whether a financial instrument’s credit risk has increased significantly since initial recognition, by considering the change in the risk of default occurring over the remaining life of the financial instrument.

Property and equipment and exploration and evaluation assets

(a) Recognition and measurement:

- (i) Exploration expenditures and exploration and evaluation assets (“E&E”):
Pre-license costs are recognized in net loss as incurred.

Marksman Energy Inc.

Notes to the Consolidated Financial Statements

For the years ended December 31, 2021 and 2020

All costs associated with the exploration and evaluation of oil and natural gas reserves are initially capitalized. Exploration and evaluation costs are those expenditures for an area where technical feasibility and commercial viability has not yet been determined. These costs include unproved property acquisition costs, exploration costs, geological and geophysical costs, exploration and evaluation drilling, and sampling and appraisals.

When an area is determined to be technically feasible and commercially viable the accumulated costs are tested for impairment and the carrying value, net of impairment, if any, is transferred to property and equipment. When an area is determined not to be technically feasible and commercially viable and the Company decides not to continue with its activity, the unrecoverable costs are charged to comprehensive loss as exploration and evaluation expense. Exploration and evaluation assets are not depreciated or depleted.

(ii) Property and equipment:

All costs directly associated with the development of oil and gas reserves are capitalized on an area-by-area basis. Development costs include expenditures for areas where technical feasibility and commercial viability has been determined. These costs include proved property acquisitions, development drilling, completion, gathering and infrastructure, decommissioning costs and transfers of exploration and evaluation assets.

Costs accumulated within each area are depleted using the unit-of-production method based on proven plus probable reserves, incorporating estimated future prices and costs. Costs subject to depletion include estimated future costs to be incurred in developing proved reserves. Costs of major development projects are excluded from the costs subject to depletion unless they are available for use. Proved plus probable reserves are estimated using independent reserve engineers and represent the estimated quantities of crude oil and natural gas to be recoverable in future years.

Gains and losses on disposal of an item of property and equipment, including oil and natural gas interests, are determined by comparing the proceeds from disposal with the carrying amount of property and equipment and are recognized net within "other income (expenses)".

(iii) Other property and equipment:

Other property and equipment are carried at cost and depreciated over the estimated useful lives of the assets at various rates per annum calculated on a declining balance basis.

The Company uses the following depreciation rates:

Asset class	Rate
Furniture and fixtures	20%
Computer hardware	45%

(b) Subsequent costs:

Costs incurred subsequent to the determination of technical feasibility and commercial viability and the costs of replacing parts of property and equipment are recognized as oil and natural gas interests only when they increase the future economic benefits embodied in the specific asset to which they relate. All other expenditures are expensed as incurred. Such capitalized oil and natural gas interests generally represent costs incurred in developing proved and/or probable reserves and bringing in or enhancing production from such reserves, and are accumulated on a field or geotechnical area basis. The carrying amount of any replaced or sold component is derecognized. The costs of the day-to-day servicing of property and equipment are recognized expensed as incurred.

Marksmen Energy Inc.

Notes to the Consolidated Financial Statements

For the years ended December 31, 2021 and 2020

Impairment

Non-financial assets:

The carrying amounts of the Company's non-financial assets, other than E&E assets and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. E&E assets are assessed for impairment when they are reclassified to property and equipment, as oil and natural gas interests, and also if facts and circumstances suggest that the carrying amount exceeds the recoverable amount.

For the purpose of impairment testing, assets are assessed at the CGU level.

The recoverable amount of an asset or a CGU is the greater of its value in use and its fair value less costs of disposal ("FVLCD"). Value in use is determined by estimating the present value of the future net cash flows expected to be derived from the continued use of the asset or CGU. FVLCD is based on available market information, where applicable. In the absence of such information, FVLCD is determined using discounted future net cash flows of proved and probable reserves using forecast prices and costs.

An impairment loss is recognized if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognized in net income (loss). Impairment losses recognized in respect of CGU's are allocated first to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amounts of the other assets in the unit (group of units) on a pro rata basis.

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognized in prior years are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depletion and depreciation, if no impairment loss had been recognized.

Business combination

Business combinations are accounted for using the acquisition method of accounting. The determination of fair value often requires management to make assumptions and estimates about future events. The assumptions and estimates with respect to determining the fair value of exploration and evaluation assets and petroleum and natural gas assets acquired generally require the most judgment and include estimates of reserves acquired, forecast benchmark commodity prices and discount rates. Changes in any of the assumptions or estimates used in determining the fair value of acquired assets and liabilities could impact the amounts assigned to assets, liabilities and goodwill purchase price allocation. Future net earnings can be affected as a result of changes in future depletion and depreciation, asset impairment, decommissioning liability, gains on acquisition or goodwill impairment.

Share-based payments

The Company issues warrants and stock options to directors, officers and other consultants. The fair value of warrants and options granted is measured at the grant date, using the Black-Scholes option pricing model, and, for options, is recognized over the vesting period. The fair value of warrants are recognized as a reduction to share capital with a corresponding increase to warrants. The fair value of options are recognized as compensation expense with a corresponding increase in contributed surplus. A forfeiture rate is estimated on the grant date based on historical forfeitures and is adjusted to reflect the actual number of options that vest. When stock options are exercised, the fair value of the exercised options are derecognized from contributed surplus and recognized in share capital. When warrants are exercised, the fair value of the exercised warrants are derecognized from warrants and recognized in share capital.

Modification of share purchase warrants

The Company may modify the terms of share purchase warrants originally granted. When modifications exist, the Company will maintain the original fair value of the share purchase warrant.

Marksmen Energy Inc.

Notes to the Consolidated Financial Statements

For the years ended December 31, 2021 and 2020

Provisions

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a risk-free rate that reflects current market assessments of the time value of money and the risks specific to the liability. Provisions are not recognized for future operating losses.

Decommissioning liabilities

The Company's activities give rise to dismantling, decommissioning and site disturbance re-mediation activities. A provision is made for the estimated cost of site restoration and capitalized in the relevant asset category.

Decommissioning liabilities are measured at the present value, using a risk-free rate, of management's best estimate of expenditures required to settle the present obligation at the reporting period date. Subsequent to the initial measurement, the obligation is adjusted at the end of each period to reflect the passage of time, changes in the discount rate and changes in the estimated future cash flows underlying the obligation. The increase in the provision due to the passage of time is recognized as finance costs whereas increases/decreases due to changes in the estimated future cash flows and changes in the discount rate are capitalized and amortized over the same period as the underlying asset. Actual costs incurred upon settlement of the decommissioning liability are charged against the provision to the extent the provision was established.

Revenue

The Company principally generates revenue from the sale of commodities, which include crude oil and natural gas. Revenue associated with the sale of commodities is recognized when control is transferred from the Company to its customers. The Company's commodity sale contracts represent a series of distinct transactions. The Company considers its performance obligations to be satisfied and control to be transferred when all the following conditions are satisfied:

- The Company has transferred title and physical possession of the commodity to the buyer;
- The Company has transferred significant risks and rewards of ownership of the commodity to the buyer; and,
- The Company has the present right to payment.

Revenue is measured based on the consideration specified in a contract with the customer. Payment terms for the Company's commodity sales contracts are on the 25th of the month following delivery. The Company does not have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a result, the Company does not adjust its revenue transactions for the time value of money. Revenue represents the Company's share of commodity sales net of royalty obligations to governments and other mineral interest owners.

The Company enters into contracts with customers that can have performance obligations that are unsatisfied (or partially unsatisfied) at the reporting date. The Company applies a practical expedient of IFRS 15 and does not disclose information about remaining performance obligations that have original expected durations of one year or less, or for performance obligations where the Company has a right to consideration from a customer in an amount that corresponds directly with the value to the customer of the Company's performance completed to date.

Contract modifications with the Company's customers could change the scope of the contract, the price of the contract, or both. A contract modification exists when the parties to the contract approve the modification either in writing, orally, or based on the parties' customary business practices. Contract modifications are accounted for either as a separate contract when there is an additional product at a stand-alone selling price, or as part of the existing contract, through either a cumulative catch-up adjustment or prospectively over the remaining term of the contract, depending on the nature of the modification and whether the remaining products are distinct.

The Company has applied the practical expedient to recognize revenue in the amount to which the Company has the right to invoice. As such, no disclosure is included relating to the amount of transaction price allocated to remaining performance obligations and when these amounts are expected to be recognized as revenue.

Marksmen Energy Inc.

Notes to the Consolidated Financial Statements

For the years ended December 31, 2021 and 2020

Finance income and expenses

Finance expense comprises interest expense on borrowings, accretion of the discount on provisions, bad debt expense and foreign exchange.

Interest income is recognized as it accrues in net income (loss), using the effective interest method.

Tax

Tax expense comprises current and deferred tax. Tax expense is recognized in net income (loss) except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized using the liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized on the initial recognition of assets or liabilities in a transaction that is not a business combination. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Loss per share

Basic loss per share is calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the year. Diluted earnings per share is calculated using the treasury stock method, by adjusting the weighted average number of common shares outstanding for the effects of dilutive instruments such as options granted to employees and warrants.

All warrants, broker warrants and stock options have been excluded from the calculation of diluted shares outstanding as they would be anti-dilutive due to the loss position of the Company.

Compound financial instruments

Compound financial instruments issued by the Company are comprised of borrowings that have both a liability and equity component. The liability component of the compound financial instrument is recognized initially at fair value. The equity component is recognized as the difference between the proceeds received from the compound financial instrument and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and equity components in proportion to their initial carrying amounts.

Subsequent to initial recognition, the liability component of the compound financial instrument is measured at amortized cost using the effective interest method. The equity component of a compound financial instrument is not re-measured subsequent to the initial recognition.

Investments

Investments in companies subject to significant influence other than the subsidiary are accounted for using the equity method. The equity method is a basis of accounting whereby the investment is initially recorded at cost and the carrying value is adjusted thereafter to include the Company's pro-rata share of post-acquisition income or loss. The amount of the adjustment is included in the determination of net loss by the Company and the investment account of the Company is also increased or decreased to reflect the Company share of capital transactions and changes in accounting policies and corrections of errors. If the Company's share of losses equals or exceeds its interest, the Company discontinues recognizing its share of further losses.

Marksmen Energy Inc.

Notes to the Consolidated Financial Statements

For the years ended December 31, 2021 and 2020

Profit distributions received or receivable from the investments will reduce the carrying value of the investment. Investments accounted for on the equity basis are written down to their fair value when they have a loss in value that is other than a temporary decline.

Foreign currency transactions

Transactions denominated in foreign currencies are translated into their Canadian dollar equivalents at exchanges rates prevailing at the transaction dates. Carrying values of the monetary assets and liabilities are translated into their Canadian dollar equivalents at the exchange rates in effect on the reporting date. Gains and losses on translation or settlement are included in net income (loss) for the current year.

The financial results of foreign operations that have a functional currency different from the presentation currency are translated into the presentation currency. Income and expenditures of foreign operations are translated at the average rate of the exchange for the year. All assets and liabilities are translated at the rate of exchange ruling at the reporting date. Differences arising on translation are recognized as other comprehensive loss.

Borrowing costs

Borrowing costs attributable to the acquisition, construction or production of qualifying assets are added to the cost of those assets, until such time as the assets are substantially ready for their intended use. All other borrowing costs are recognized as interest expense in the period in which they are incurred.

Jointly controlled operations

A significant portion of the Company's oil and natural gas development and production activities are conducted through jointly controlled operations with others and accordingly, the accounts reflect only the Company's interest in such activities.

Government grants

Government grants are recognized when there is reasonable assurance that the grant will be received and all conditions with the grant are met. Grants related to assets are recorded as a reduction to the asset's carrying value and are depreciated over the useful life of the asset. Claims under such government grant programs related to income are recorded as a deduction of the related expense.

3. Equity investment

During 2012, the Company's share of the US Private Company ("US PrivateCo.") losses were in excess of Company's interest and accordingly at December 31, 2021 the investment was valued at \$nil (2020 - \$nil).

Marksmen Energy Inc.

Notes to the Consolidated Financial Statements

For the years ended December 31, 2021 and 2020

4. Exploration and evaluation

	As at December 31, 2021	As at December 31, 2020
Balance, beginning of year	1,388,576	1,901,306
Expenditures on exploration and evaluation assets	639,097	-
Impairment of exploration and evaluation assets	(639,097)	(503,830)
Foreign exchange translation	(4,471)	(8,900)
BALANCE, END OF YEAR	1,384,105	1,388,576

E&E assets consist of the Company's exploration projects which are pending the determination of technological feasibility and commercial viability. As at December 31, 2021, the Company has \$1,384,105 in E&E assets (2020 - \$1,388,576). During the year ended December 31, 2021, there were additions of \$639,097 (2020 - \$nil). Additions represent the acquisition of undeveloped land, seismic activity and the costs associated with wells that have not reached technical feasibility and commercial viability within Ohio, USA. The additions made during the year ended December 31, 2021 were specific to the drilling of the Webb #1 well in Ohio, USA. Prior to their transfer to property and equipment, the additions were assessed for impairment and it was determined that \$639,097 of the carrying amount to be transferred were not technically feasible or commercially viable. Accordingly, \$639,097 was expensed as an exploration and evaluation impairment (note 8). During the year ended December 31, 2020, the Company identified certain leases and related capitalized amounts totaling \$503,831 held within the E&E balance that had expired, removing the Company's rights to explore these leases. Accordingly, these amounts were expensed as an exploration and evaluation impairment.

5. Acquisition

On August 1, 2021, the Company closed an acquisition (the "Acquisition") whereby a related party assigned its working interest in one producing well in Alberta, Canada to the Company. The Acquisition was accounted for as a business combination. Total consideration paid for the Acquisition was \$1. The Company assumed \$24,741 of accounts receivable generated by the well between the Acquisition's effective date of May 1, 2019 and the closing date of August 1, 2021. In addition, the Company assumed the decommissioning liability associated with the well. Subsequent to December 31, 2021, the Company collected \$24,741 of the accounts receivable from the operator of the well. From August 1, 2021 to December 31, 2021, the well generate net income of \$2,682, which has been recorded in the statement of loss and comprehensive loss. The Acquisition adds oil and natural gas assets in Alberta, Canada.

The Company's 2021 consolidated statement of net loss and comprehensive loss includes the results of the operations for the period following closing of the Acquisition on August 1, 2021 to December 31, 2021 and includes \$27,400 of revenue and \$2,682 of net income relating to the Acquisition. If the acquisition had closed on January 1, 2021, the Company's pro-forma revenue and net income are estimated to have been \$75,831 and \$36,414 respectively for the year ended December 31, 2021. This pro-forma information is not necessarily indicative of the results of operations that would have occurred had the acquisition been in effect on the date indicated, or the results that may be obtained in the future.

The following table summarizes the fair value of the net assets acquired:

Accounts receivable	24,741
Property and equipment	20,088
Decommissioning liability	(20,088)
Fair value of net assets acquired	24,741
Total consideration	1
Gain on acquisition	24,740

Marksmen Energy Inc.

Notes to the Consolidated Financial Statements

For the years ended December 31, 2021 and 2020

6. Property and equipment

	As at December 31, 2021	As at December 31, 2020
COST		
Balance, beginning of year	4,222,691	4,132,122
Expenditures on property and equipment	390,386	263,451
Disposal of property and equipment (note 9)	-	(86,323)
Change in estimate of decommissioning liabilities (note 10)	77,073	(15,424)
Foreign currency translation	(15,691)	(71,136)
BALANCE, END OF YEAR	4,674,458	4,222,691
ACCUMULATED DEPLETION		
Balance, beginning of year	(2,935,535)	(2,127,553)
Depletion	(214,554)	(175,328)
Impairment (reversal) expense (note 8)	619,720	(709,321)
Foreign currency translation	14,888	76,667
BALANCE, END OF YEAR	(2,515,481)	(2,935,535)
NET CARRYING AMOUNT, END OF YEAR	2,158,977	1,287,154

Corporate assets

	As at December 31, 2021	As at December 31, 2020
COST		
Balance, beginning of year	22,167	20,385
Additions	-	1,782
BALANCE, END OF YEAR	22,167	22,167
ACCUMULATED DEPRECIATION		
Balance, beginning of year	(19,937)	(19,259)
Depreciation	(821)	(678)
BALANCE, END OF YEAR	(20,758)	(19,937)
NET CARRYING AMOUNT, END OF YEAR	1,409	2,230

At December 31, 2021, future development costs of \$1,115,980 (2020 - \$1,041,987) are included in costs subject to depletion. The Company currently has two CGU's, Ohio, USA and Alberta, Canada, which was established in the Acquisition (note 6). Prior to the Acquisition, all the Company's Canadian petroleum and natural gas assets were shut-in and awaiting abandonment and reclamation.

Marksman Energy Inc.

Notes to the Consolidated Financial Statements

For the years ended December 31, 2021 and 2020

7. Impairment

During the year ended December 31, 2020, the continued depressed commodity prices experienced was an indicator of impairment, and accordingly, impairment and recovery testing was required over the Company's Ohio CGU. The Company prepared estimates of future cash flows to determine the recoverable amounts of the respective assets. Recoverable amounts for the Company's oil and gas assets were estimated based on FVLCD, calculated using the present value of the CGUs' expected future cash flows. The primary source of cash flow information was derived from a report on the Company's oil and gas reserves which was prepared by an independent qualified reserve evaluator.

Based on an increase in forward benchmark commodity prices and increases to proved plus probable oil and natural gas reserves at December 31, 2021 compared to December 31, 2020, an impairment recovery test was performed. The recovery test concluded that the carrying amount of the Ohio CGU exceeded their FVLCD. Impairment losses can be reversed in future period if the estimated recoverable amount of the CGU exceeds its carrying value. The impairment recovery is limited to a maximum of the estimated depleted historical cost if the impairment had not been recognized. At December 31, 2021 there were no indicators suggesting an impairment test over the Company's Alberta CGU (established in the Acquisition (note 6)) was necessary.

The projected cash flows reflect current market assessments of key assumptions, including long-term forecasts of commodity prices, inflation rates, and foreign exchange rates. Cash flow forecasts are also based on past experience, historical trends and an evaluation of the Company's reserves and resources to determine production profiles and volumes, operating costs, maintenance and future development capital expenditures. Production profiles, reserves volumes, operating costs, capital expenditures are consistent with the estimates approved through the Company's annual reserves evaluation process. The discount rate applied in the impairment calculation as at December 31, 2021 was 15% of proven reserves and 20% of probable reserves (2020 - 15% of proven reserves and 20% of probable reserves).

The FVLCD estimates are categorized as level 2 according to the IFRS 13 fair value hierarchy. Based on the assessment at December 31, 2021, the recoverable amount of the Company's Ohio, USA CGU exceeded its carrying value, and accordingly, an impairment reversal of \$619,720 was recognized. Based on the assessment at December 31, 2020, the recoverable amount of the Company's Ohio, USA CGU did not exceed its carrying value and accordingly, an impairment of the unrecoverable amount of \$709,321 was recognized.

Of the amount of E&E impairment recorded as at December 31, 2021 and 2020, \$nil was determined based on the same impairment methodology as was applied to PP&E. The test was applied to the specific assets included in the amount of E&E that was to be transferred to PP&E.

Forecast future prices used in the impairment evaluation as at December 31, 2021 reflect benchmark prices adjusted for basis differentials to determine local reference prices, transportation costs and tariffs, heat content and quality as follows:

	WTI Crude Oil (\$US/bbl)	FX Rate
2022	72.00	0.76
2023	69.00	0.76
2024	67.00	0.76
2025	68.34	0.76
2026	69.71	0.76

Prices increase at a rate of approximately 2.0% across all products per year after 2026 until the end of the reserve life.

Marksman Energy Inc.

Notes to the Consolidated Financial Statements

For the years ended December 31, 2021 and 2020

8. Settlement agreement

On June 23, 2020, the Company reached a settlement agreement (the "Agreement") with the operator of the Leaman #1 well drilled in Hocking County, Ohio. The Company was a 60% working interest partner in the well. During 2019, the Company held back payment of certain amounts owing to the operator totaling \$241,784 due to significant cost over-runs during the drilling and completion of the well by the Operator. A joint venture audit was initiated to examine the cost over-runs, and it was concluded that the over-runs were the result of operator error. Pursuant to the Agreement, the operator agreed to dismiss all claims against the Company, including its claim for \$241,784. The amounts held back were included as accounts payable at December 31, 2019.

As part of the Agreement, the Company agreed to assign to the operator its 60% working interest, including the related decommissioning liability, in the Leaman #1 and the associated lands in the Area of Mutual Interest ("AMI"), in exchange for \$80,000 USD and a 5% overriding royalty interest related to its 60% interest in the Leaman #1 well and all future wells drilled in the AMI. During the year ended December 31, 2020, the Company received the full \$80,000 USD and recorded a gain on disposition of \$254,371.

9. Decommissioning liabilities

	As at December 31, 2021	As at December 31, 2020
Balance, beginning of year	429,676	445,594
Liabilities incurred	74,871	21,814
Liabilities settled through SRP	(135,000)	-
Liabilities disposed	-	(40,787)
Change in estimate	62,860	(512)
Accretion expense	1,525	7,727
Foreign currency translation	(827)	(4,160)
BALANCE, END OF YEAR	433,106	429,676
Current	160,750	234,636
Non-current	272,356	195,040

The Company has estimated the net present value of the decommissioning liabilities to be \$433,106 (2020 - \$429,676). The present value of the decommissioning liability considered to be current is \$160,750 (2020 - \$234,636). The total undiscounted amount of estimated future cash flows is \$452,910 (2020 - \$452,345). These payments are expected to be made over the next 10 years. The obligations on the properties have been calculated using an inflation rate of 2% (2020 - 2%) and a discount factor, being the average risk-free rate related to the liability, of 0.91%-1.33% (2020 - 0.55%).

On May 1, 2020, the Alberta Department of Energy initiated the Site Rehabilitation Program ("SRP") whereby it will provide funding in the form of grant payments to the oil field services sector to abandon and/or reclaim upstream oil and gas infrastructure. Pursuant to the SRP, the Company was approved for up to \$242,000 in SRP funding. To date the Company has received \$135,000 in SRP resulting in a reduction of the decommissioning liability, with an off-setting credit to other income in the consolidated statement of loss and comprehensive loss.

Marksmen Energy Inc.

Notes to the Consolidated Financial Statements

For the years ended December 31, 2021 and 2020

10. Secured debentures

	Secured debentures
Balance, December 31, 2019	1,227,400
Accretion of Debenture B	19,830
Issuance of Debenture	(39,570)
Balance, December 31, 2020	1,207,660
Accretion of Debenture B	19,740
Balance, December 31, 2021	1,227,400

On June 28, 2019, the Company closed a private placement of a non-convertible secured debenture (“Debenture B”) to replace the Debenture. The non-convertible Debenture B was issued for \$1,250,000, along with the issuance of 1,800,000 share purchase warrants of the Company. Each whole warrant entitled the holder thereof to purchase one common share of the Company for \$0.10 per share, expiring on December 31, 2020. The previous Debenture warrants were cancelled unexercised upon issuance of the Debenture B warrants. Debenture B bore an interest rate of 12% per annum and was set to mature on December 31, 2020. The interest payments were due and payable semi-annually beginning December 31, 2019. All other terms and conditions of Debenture B are consistent with the Debenture.

On July 1, 2020, the Company modified the Debenture B to extend the maturity date and the associated share purchase warrants to December 31, 2022 (the “Debenture Modification”). In addition, the Debenture Modification lowered the exercise price of the issued share purchase warrants from \$0.10 per share to \$0.075 per share. All other terms and conditions remain consistent. As the terms and future cashflows under the debenture modification were not substantially different from the terms of the initial Debenture B, the amendment was considered a debt modification. As a result, a gain on debt modification of \$39,570 was recorded for the difference between the carrying value of the Debenture Modification at the date of the amendment and the fair value of the cashflows under the amended terms. Subsequent to July 1, 2020, the amended Debenture B is carried at amortized cost using the effective interest rate method. During the year ended December 31, 2021, the Company recorded interest expense of \$150,000 (December 31, 2020 - \$150,000). During the year ended December 31, 2021, all the share purchase warrants were exercised (note 13(e)).

Consistent with the Debenture, the Company may, at any time, repay the principle and any accrued interest of the Debenture B without notice or penalty. If the Company is in default of the requirements included in the Debenture B agreement, the Debenture B holder may demand repayment of the Debenture B or accelerate the date for payment. Security for the Debenture B includes a general security agreement against the Company’s present and after-acquired personal property and all proceeds thereof. As at December 31, 2019, the Company is in compliance with all requirements pursuant to Debenture B.

11. Government loan

During the year ended December 31, 2020, the Company was approved and received a \$60,000 CEBA loan with the bank under the Canada Emergency Business Account (“CEBA”) program funded by the Government of Canada. The CEBA loan is non-interest bearing, can be repaid at any time without penalty and is valid until December 31, 2022. If 75% of the CEBA loan at the CEBA loan Commencement Date is repaid on or before December 31, 2022, the repayment of the remaining 25% of such CEBA loan shall be forgiven. If on December 31, 2022, the Company exercises the option for a 3-year term extension, 5% interest during the term extension period will apply on any balance remaining.

The Company recognized the forgivable portion of \$20,000 of the CEBA loan received in other income at December 31, 2020. The Company used an effective interest rate of 14.47% to calculate the interest benefit of \$11,889 upon initial recognition of the CEBA loan. This benefit between the fair value of the CEBA loan and the total amount of the CEBA loan received was recorded in other income at December 31, 2020. During the year ended December 31, 2021, accretion expense of \$4,627 has been recorded as other expense in the statement of loss and comprehensive loss (year ended December 31, 2020 - \$2,858).

Marksman Energy Inc.

Notes to the Consolidated Financial Statements

For the years ended December 31, 2021 and 2020

12. Share capital

a) Authorized

Unlimited number of common shares with voting rights, at par value

Unlimited number of preferred shares, issuable in series, at par value

b) Issued

	Number	Amount
Balance, December 31, 2019	113,237,590	19,374,311
Shares issued pursuant to private placement (i)	3,880,280	140,488
Shares issued pursuant to private placement (ii)	6,885,000	99,669
Shares issued pursuant to private placement (iii)	2,425,000	44,801
Share issue costs ((i), (ii) and (iii))	-	(10,884)
Balance, December 31, 2020	126,427,870	19,648,385
Shares issued pursuant to private placement (iv)	12,575,000	83,999
Shares issued pursuant to private placement (v)	20,833,330	403,823
Shares issued to brokers of private placement (v)	921,733	17,182
Shares issued pursuant to stock option exercise	479,000	23,950
Fair value reclass pursuant to stock option exercise	-	23,057
Shares issued pursuant to warrant exercise	1,800,000	135,000
Fair value reclass pursuant to warrant exercise	-	32,804
Shares issued pursuant to broker warrant exercise	62,000	3,100
Fair value reclass pursuant to broker warrant exercise	-	1,270
Share issue costs ((iv) and (v))	-	(58,058)
Balance, December 31, 2021	163,098,933	20,314,512

- i) On March 20, 2020, the Company closed a private placement issuing a total of 3,880,280 units ("Unit A") for aggregate proceeds of \$194,014. Each Unit A consisted of one common share of the Company and one common share purchase warrant, with each whole warrant entitling the holder thereof to purchase one common share of the Company for \$0.10 per common share for a period of 24 months from issuance, which was valued at \$53,526 (note 13e)(i)). In connection with the private placement, the Company incurred cash share issue costs of \$8,276, and issued 32,000 broker warrants valued at \$362. Each broker warrant entitled the holder thereof to purchase one common share of the Company at a price of \$0.05 per common share for a period of 12 months from issuance (note 13(f)). Share issue costs of \$6,255 were allocated to share capital and \$2,383 were allocated to warrants.
- ii) On July 17, 2020, July 27, 2020 and September 4, 2020, the Company closed a private placement issuing a total of 6,885,000 units ("Unit B") for aggregate proceeds of \$344,250. Each Unit B consisted of one common share of the Company and one common share purchase warrant, with each whole warrant entitling the holder thereof to purchase one common share of the Company for \$0.075 per common share for a period of 24 months from issuance, which was valued at \$244,581 (note 13(e)(ii)). In connection with the private placement, the Company incurred cash share issue costs of \$13,294. Share issue costs of \$3,849 were allocated to share capital and \$9,445 were allocated to warrants.

Marksmen Energy Inc.

Notes to the Consolidated Financial Statements

For the years ended December 31, 2021 and 2020

- iii) On December 31, 2020, the Company closed a private placement issuing a total of 2,425,000 units ("Unit C") for aggregate proceeds of \$97,000. Each Unit C consisted of one common share of the Company and one common share purchase warrant, with each whole warrant entitling the holder thereof to purchase one common share of the Company for \$0.07 per common share for a period of 24 months from issuance, which was valued at \$52,199 (note 13(e)(iii)). In connection with the private placement, the Company incurred cash share issue costs of \$780, which were allocated to share capital.

- iv) On February 9, 2021, the Company closed a private placement issuing a total of 12,575,000 units ("Unit D") for aggregate proceeds of \$503,000. Each Unit D consisted of one common share of the Company and one common share purchase warrant, with each whole warrant entitling the holder thereof to purchase one common share of the Company for \$0.07 per common share for a period of 24 months from issuance, which was valued at \$419,001 (note 13(e)(iv)). In connection with the private placement, the Company incurred cash share issue costs of \$43,976, and issued 862,000 broker warrants valued at \$26,119. Each broker warrant entitling the holder thereof to purchase one common share of the Company at a price of \$0.05 per common share for a period of 12 months from issuance (note 13(f)). Share issue costs of \$12,518 were allocated to share capital and \$57,576 were allocated to warrants.

- v) On September 29, 2021 and November 5, 2021, the Company closed a private placement issuing a total of 20,833,330 units ("Unit E") for aggregate proceeds of \$1,250,000. Each Unit E consisted of one common share of the Company and one common share purchase warrant, with each whole warrant entitling the holder thereof to purchase one common share of the Company for \$0.09 per common share for a period of 24 months from issuance, which was valued at \$846,178 (note 13(e)(v)). In connection with the private placement, the Company incurred cash share issue costs of \$48,150, issued 921,733 Unit E valued at \$55,304, and issued 1,273,733 broker warrants valued at \$39,226. Each broker warrant entitling the holder thereof to purchase one common share of the Company at a price of \$0.06 per common share for a period of 12 months from issuance (note 13(f)). Share issue costs of \$45,540 were allocated to share capital and \$97,140 were allocated to warrants.

c) Stock options

The Company has established a stock option plan (the "Plan") for the benefit of the directors, officers, employees and consultants of the Company. The maximum number of options available under the Plan is limited to 10% of the issued and outstanding common shares on the date the option is granted, with the maximum number of options available to an individual director, officer, employee or consultant not exceeding 5% or 2%, respectively, of the issued and outstanding shares. Such options will be exercisable for a period of up to 5 years from the date of grant, at an exercise price and vesting period as determined by the Board of Directors.

Marksman Energy Inc.

Notes to the Consolidated Financial Statements

For the years ended December 31, 2021 and 2020

A summary of the status of the Company's stock option plan and changes during the year is as follows:

	As at December 31, 2021		As at December 31, 2020	
	Number	Weighted Average Exercise Price (\$)	Number	Weighted Average Exercise Price (\$)
Balance, beginning of the year	9,909,000	0.11	11,074,000	0.11
Granted	6,905,000	0.05	-	-
Exercised	(479,000)	(0.05)	-	-
Expired	(1,615,000)	(0.07)	(1,165,000)	(0.11)
BALANCE, END OF YEAR	14,720,000	0.08	9,909,000	0.11

Exercise Price (\$)	Options Outstanding	Weighted Average		Options Exercisable	Weighted Average	
		Remaining Term (Years)	Exercise Price (\$)		Exercise Price (\$)	Exercise Price (\$)
0.00 - 0.09	9,705,000	4.01	0.05	5,101,667	0.06	
0.10 - 0.19	2,465,000	1.90	0.12	2,525,000	0.12	
0.20 - 0.29	2,550,000	1.15	0.21	2,550,000	0.21	

As at December 31, 2021, the Company had 10,176,667 exercisable options and 4,543,333 options granted but not yet vested (2020 – 8,490,000 and 1,419,000, respectively). The weighted average exercise price of the exercisable options is \$0.11 (2020 - \$0.12).

d) Share-based payments

During the year ended December 31, 2021, the Company granted 6,905,000 stock options (2020 – nil), there were 479,000 options exercised and 1,615,000 expired unexercised (2020 – nil and 1,165,000, respectively). The options granted during 2021 are exercisable at an average \$0.05 per option and expire 5 years after their respective grant date. One third of the stock options vest immediately and the remaining stock options granted vest one third on each of the first and second anniversary of the grant date. The forfeiture rates are based on historical data and managements estimates. The fair value of the options granted is estimated as at the grant date using the Black-Scholes option pricing model.

	As at December 31, 2021
Risk-free interest rate	0.63%
Expected life	2.5 years
Expected volatility	153.55%
Fair value per option	\$0.04
Forfeiture rate	0.00%
Dividend yield	-

Share-based payments expense recognized during the year ended December 31, 2021 was \$187,548 (2020 - \$105,040), all of which has been recorded in net loss (2020 - \$105,040), with an offsetting credit to contributed surplus.

Marksmen Energy Inc.

Notes to the Consolidated Financial Statements

For the years ended December 31, 2021 and 2020

e) Warrants

	Number of Warrants	Weighted Average Exercise Price (\$)	Amount(\$)	Weighted Average Expiry Date
Balance, December 31, 2019	14,365,706	0.17	711,865	1.25
Warrants issued pursuant to private placement (note 13(b)(i))	3,880,280	0.05	53,526	1.47
Warrants issued pursuant to private placement (note 13(b)(ii))	6,885,000	0.08	244,581	1.82
Warrants issued pursuant to private placement (note 13(b)(iii))	2,425,000	0.07	52,199	-
Share issue costs (note 13(b)(i) and (ii))	-	-	(11,830)	-
Expiry of warrants	(3,291,706)	(0.13)	(440,033)	-
Expiry of warrant share issue costs	-	-	9,697	-
Balance, December 31, 2020	24,264,280	0.10	620,005	1.23
Warrants issued pursuant to private placement (note 13(b)(iv))	12,575,000	0.07	419,001	1.61
Warrants issued pursuant to private placement (note 13(b)(v))	20,833,330	0.09	846,177	2.00
Warrants issued to brokers of private placement (note 13(b)(v))	921,733	0.09	38,122	-
Share issue costs (note 13(b)(iv) and (v))	-	-	(154,716)	-
Exercise of warrants	(1,800,000)	0.08	(32,804)	-
Expiry of warrants	(9,274,000)	(0.13)	(371,713)	-
Expiry of warrant share issue costs	-	-	14,949	-
Balance, December 31, 2021	47,520,343	0.08	1,379,021	1.11

- (i) As part of the units issued in the private placement that closed on March 20, 2020 (note 13(b)(i)), subscribers received one warrant per unit purchased. Each whole warrant entitles the holder to purchase one common share of the Company at a price of \$0.10 for a period of 24 months from the date of closing. A value of \$53,526 (\$0.01 per warrant) has been attributed to the warrants issued in connection with the private placement, share issue costs totaling \$2,383 were allocated to warrants (note 13(b)(i)).
- (ii) As part of the units issued in the private placement that closed on July 17, 2020, July 27, 2020 and September 4, 2020 (note 13(b)(ii)), subscribers received one warrant per unit purchased. Each whole warrant entitles the holder to purchase one common share of the Company at a price of \$0.075 for a period of 24 months from the date of closing. A value of \$244,581 (\$0.03 per warrant) has been attributed to the warrants issued in connection with the private placement, share issue costs totaling \$9,447 were allocated to warrants (note 13(b)(ii)).
- (iii) As part of the units issued in the private placement that closed on December 31, 2020 (note 13(b)(iii)), subscribers received one warrant per unit purchased. Each whole warrant entitles the holder to purchase one common share of the Company at a price of \$0.07 for a period of 24 months from the date of closing. A value of \$52,199 (\$0.02 per warrant) has been attributed to the warrants issued. As part of the units issued in the private placement that closed on February 9, 2021 (note 13(b)(iv)), subscribers received one warrant per unit purchased. Each whole warrant entitles the holder to purchase one common share of the Company at a price of \$0.07 for a period of 24 months from the date of closing. A value of \$419,001 (\$0.03 per warrant) has been attributed to the warrants issued.
- (iv) As part of the units issued in the private placement that closed on February 9, 2021 (note 13(b)(iv)), subscribers received one warrant per unit purchased. Each whole warrant entitles the holder to purchase one common share of the Company at a price of \$0.07 for a period of 24 months from the date of closing. A value of \$419,001 (\$0.03 per warrant) has been attributed to the warrants issued.
- (v) As part of the units issued in the private placement that closed on September 29, 2021 and November 5, 2021 (note 13(b)(v)), subscribers received one warrant per unit purchased. Each whole warrant entitles the holder to purchase one common share of the Company at a price of \$0.09 for a period of 24 months from the date of closing. A value of \$846,178 (\$0.04 per warrant) has been attributed to the warrants issued.

Marksman Energy Inc.

Notes to the Consolidated Financial Statements

For the years ended December 31, 2021 and 2020

(vi)

The fair value of the warrants issued are estimated as at the grant date using the Black-Scholes option pricing model. The weighted average assumptions used in the calculation are noted below:

	As at December 31, 2021	As at December 31, 2020
Risk-free interest rate	55.00%	0.34%
Expected life	2.00 years	2.00 years
Expected volatility	162.70%	153.86%
Fair value per warrant	\$0.04	\$0.03

f) Broker warrants

	Number of Warrants	Weighted Average Exercise Price (\$)	Amount(\$)	Weighted Average Expiry Date
Balance, December 31, 2019	60,000	0.10	3,372	0.23
Broker warrants issued pursuant to private placement (note 13(b)(i))	32,000	0.05	362	0.97
Broker warrants expired	(60,000)	(0.10)	(3,372)	-
Balance, December 31, 2020	32,000	0.05	362	0.22
Broker warrants issued pursuant to private placement (note 13(b)(iv))	862,000	0.05	26,119	0.36
Broker warrants issued pursuant to private placement (note 13(b)(v))	1,273,733	0.06	39,226	1.00
Broker warrants exercised	(62,000)	(0.05)	(1,270)	-
Balance, December 31, 2021	2,105,733	0.06	64,437	0.54

- (i) As part of the private placement that closed on March 20, 2020, the Company issued 32,000 (note 13(b)(iv)) broker warrants. Each broker warrant granted entitles the holder to purchase one common share at a price of \$0.05 per common share for a period of 1 year from the date of closing. The broker warrants were valued at \$362 and recorded as share issue costs.
- (ii) As part of the private placement that closed on February 9, 2021, the Company issued 862,000 (note 13(b)(iv)) broker warrants. Each broker warrant granted entitles the holder to purchase one common share at a price of \$0.05 per common share for a period of 1 year from the date of closing. The broker warrants were valued at \$26,119 and recorded as share issue costs.
- (iii) As part of the private placement that closed on September 29, 2021 and November 5, 2021, the Company issued 1,273,733 (note 13(b)(v)) broker warrants. Each broker warrant granted entitles the holder to purchase one common share at a price of \$0.06 per common share for a period of 1 year from the date of closing. The broker warrants were valued at \$39,226 and recorded as share issue costs.

The fair value of the broker warrants granted is estimated as at the grant date using the Black-Scholes option pricing model. The assumptions used in the calculation are noted below:

	As at December 31, 2021	As at December 31, 2020
Risk-free interest rate	0.55%	0.61%
Expected life	1 year	1 year
Expected volatility	171.15%	135.53%
Fair value per broker warrant	\$0.03	\$0.01

Marksmen Energy Inc.

Notes to the Consolidated Financial Statements

For the years ended December 31, 2021 and 2020

g) Contributed surplus

	As at December 31, 2021	As at December 31, 2020
Balance, beginning of the year	6,557,729	6,021,991
Share-based payments (note 13(d))	187,548	105,040
Expiry of warrants (note 13(e))	371,713	440,033
Expiry of warrant share issue costs (note 13(e))	(14,949)	(9,697)
Broker warrants issued (note 13(f))	65,345	362
Exercise of stock options	(23,057)	-
Exercise of broker warrants	(1,270)	-
BALANCE, END OF YEAR	7,143,059	6,557,729

13. Tax

Tax expense differs from that which would be expected from applying the combined effective Canadian federal and provincial corporate tax rates of 23.0% (2020 – 23.9%) to income before taxes as follows:

	As at December 31, 2021	As at December 31, 2020
Net loss before taxes	(645,195)	(1,655,124)
Combined federal and provincial tax rate	23%	23.9%
Computed "expected" tax	(148,395)	(395,575)
Tax rate differential between Canada and US	1,421	28,634
Share-based payments	43,136	25,105
Other items	132,215	-
Deferred tax asset not recognized	28,377	(341,836)
	-	-

The statutory tax rate declined from 27% to 26.5% due to a reduction in the Alberta corporate tax rate on July 1, 2019.

Marksmen Energy Inc.

Notes to the Consolidated Financial Statements

For the years ended December 31, 2021 and 2020

Details of deferred tax assets (liabilities) are as follows:

	As at December 31, 2021	As at December 31, 2020
Oil and gas properties	(273,825)	(273,450)
Debentures - Canada	(5,198)	(10,119)
Decommissioning liability - USA	58,021	46,614
Non-capital loss available for future periods - Canada	5,198	10,119
Non-capital loss available for future periods - USA	215,803	226,836
Net deferred tax asset (liability)	-	-

Details of the unrecognized deductible temporary differences are as follows:

	As at December 31, 2021	As at December 31, 2020
Decommissioning tax assets (liabilities)	180,841	234,670
Capital losses - Canada	2,059,000	2,059,000
Non-capital losses - Canada	9,183,589	8,783,609
Non-capital losses - USA	2,746,544	3,383,312
Oil and Gas properties - Canada	498,673	511,455
Share issue costs - Canada	204,163	61,299
Other - Canada	134,111	97,076
	15,006,921	15,130,421

At this stage of the Company's development, it cannot be reasonably estimated that there will be future taxable profits, accordingly there were no deferred income tax assets recognized.

The accumulated non-capital loss carry-forwards expires between 2029 and 2041.

14. Related party transactions

Related party transactions not disclosed elsewhere in these consolidated financial statements are as follows:

- A total of \$136,700 (2020 - \$133,000) in consulting fees and \$30,000 (2020 - \$30,000) for costs associated with office space, storage space, and various administrative support costs were paid, either directly or indirectly, to a Director and officer of the Company. The Director participated in the Company's private placements in 2021 totaling \$110,500 (2020 - \$93,000).
- Aggregate legal fees of \$58,194 (2020 - \$36,056) were charged by a law firm in which a director of the Company is a partner, of which \$18,968 (2020 - \$15,306) were expensed as general and administrative expenses and \$39,226 (2020 - \$20,750) were charged to share capital as share issue costs.
- Fees of \$19,972 (2020 - \$14,887) were paid to a USA based company in which a Director and officer of Marksmen Energy Inc. is an owner.
- As at December 31, 2021, the Company has accounts payable and accrued liabilities totaling \$17,685 (2020 - \$45,063) owing to related parties relating to the above transactions.

All of the above related party transactions are in the normal course of operations.

Marksmen Energy Inc.

Notes to the Consolidated Financial Statements

For the years ended December 31, 2021 and 2020

Key management compensation

Key management includes the Company's executive management of Chief Executive Officer, VP of Operations and Chief Financial Officer.

	As at December 31, 2021	As at December 31, 2020
Compensation	226,700	223,000
Share based payments	65,453	40,811
TOTAL	292,153	263,811

A portion of the key management compensation of \$136,700 (2020 - \$133,000) has been paid through consulting fees, which are included in note 15(a).

15. Financial risk management

(a) Fair values:

The fair value of cash, trade and other receivables, and accounts payable and accrued liabilities approximates their carrying value due to their short term nature. The fair value of the debentures were calculated using an estimate of the market rate for similar debentures without warrants, which is a level 2 input.

The significance of inputs used in making fair value measurements are examined and classified according to a fair value hierarchy. Fair values of assets and liabilities included in Level 1 are determined by reference to quoted prices in active markets for identical assets and liabilities. Assets and liabilities in Level 2 include valuations using inputs other than quoted prices for which all significant outputs are observable, either directly or indirectly. Level 3 valuations are based on inputs that are unobservable and significant to the overall fair value measurement.

(b) Credit risk:

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The carrying amount of cash and trade and other receivables represents the maximum credit exposure.

As at December 31, 2021, the Company had cash of \$621,413 (2020 - \$135,627), all of which was deposited with two major financial institutions. Management has assessed the risk of loss to be minimal.

As at December 31, 2021, the Company's accounts receivable consisted of \$159,718 receivable from oil and natural gas marketing companies (2020 - \$34,713), \$48,579 receivable from joint venture working interest owners (2020 - \$25,529) and \$16,215 related to goods and service tax owing from the Government of Canada (2020 - \$5,660). As at December 31, 2021, 68% (2020 - 53%) of the Company's receivable are held with one oil and natural gas marketing company and is therefore subject to concentration risk. Receivables from oil and natural gas marketing companies are typically collected within one month of delivery of product and historically the Company has not experienced collection issues with its marketers. Receivables from joint venture partners are typically collected within one to three months of the joint venture bill being issued and cash call receivables are usually provided to the operator at least 30 days in advance of drilling. The Company attempts to mitigate the risk from joint venture receivables by obtaining partner pre-approval of significant capital expenditures. In certain circumstances, the Company may request an operating advance, cash call a partner in advance of capital expenditures being incurred or revoke a non-operating working interest owners take-in-kind rights pursuant to joint operating agreement provisions. However, the receivables are from participants in the oil and natural gas sector, and collection of the outstanding balances is dependent on industry factors such as commodity price fluctuations, escalating costs and the risk of unsuccessful drilling. The Company does not typically obtain collateral from oil and natural gas marketers or joint ventures; however, the Company does have the ability to withhold production from joint ventures in the event of non-payment.

Marksmen Energy Inc.

Notes to the Consolidated Financial Statements

For the years ended December 31, 2021 and 2020

Payment terms with customers vary by contract. Standard payment terms are 30 days from invoice date. The Company's aged trade and other receivable at December 31, 2021 and 2020, excluding any impaired accounts, are as follows:

	As at December 31, 2021	As at December 31, 2020
Days outstanding		
0-30 days	169,695	51,359
31-60 days	10,506	14,543
61-90 days	35,238	-
Greater than 90 days	9,074	-
Trade and other receivables, net of allowance	224,512	65,902

The Company assessed the credit loss risk as \$nil at December 31, 2021 and 2020 based on historical data and future expectations and there was no allowance recorded against the accounts receivable.

(c) Liquidity risk:

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. At December 31, 2021, the Company's maximum exposure to liquidity risk is the accounts payable and accrued liabilities balance of \$464,668, the government loan of \$35,596 (note 12) and the secured debenture of \$1,227,400 (note 11), which are all due over the next twelve months. The Company attempts, as far as possible, to have sufficient liquidity to meet its liabilities.

During the year ended December 31, 2020, the Company recorded a gain on accounts payable of \$11,540 related to the decrease in probability of certain accounts payable being paid.

The Company prepares annual capital expenditure budgets, which are regularly updated as considered necessary. Further, the Company utilizes authorizations for expenditures on both operated and non-operated projects to further manage capital expenditures.

(d) Market risk:

Market risk is the risk that changes in foreign exchange rates, commodity prices, and interest rates will affect the Company's net income (loss) or the value of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable limits, while maximizing returns.

Currently the Company does not use financial derivatives or physical delivery sales contracts to manage market risks. If in the future management determines market risk warrants the use of financial derivatives or physical delivery sales contracts any such transactions would be approved by the Board of Directors.

(i) Commodity price risk:

Commodity price risk is the risk that future cash flows will fluctuate as a result of changes in commodity prices, affecting results of operations and cash generated from operating activities. Such prices may also affect the value of exploration and development properties and level of spending for future activities. Prices received by the Company for its production are largely beyond the Company's control as oil and natural gas prices are impacted by world economic events that dictate the levels of supply and demand. Management continuously monitors commodity prices and may consider instruments to manage exposure to these risks when deemed appropriate. The Company did not have any commodity price contracts in place as at or during the years ended December 31, 2021 and 2020. A 20% change in price per bbl in commodity process would impact petroleum and natural gas sales by approximately \$147,000 (2020 - \$64,000).

Marksmen Energy Inc.

Notes to the Consolidated Financial Statements

For the years ended December 31, 2021 and 2020

(ii) Foreign currency risk:

Foreign currency exchange rate risk is the risk that future cash flows will fluctuate as a result of changes in foreign exchange rates. The Company regularly converts Canadian currency into United States currency to provide funds for its Ohio based projects. The Company currently sells oil or natural gas in foreign currencies and the underlying market prices in Canada for oil and natural gas fluctuate with changes in the exchange rate between the Canadian and the United States dollar, thus exposing the Company to foreign currency exchange risk. A hypothetical change of 10% to the foreign exchange rate between the US dollar and the Canadian dollar applied to the average level of US denominated cash during the year would not have a material impact on the Company's loss.

As at December 31, 2021 and 2020, the Company had no forward exchange rate contracts in place.

The Company had the following financial instruments denominated in USD:

	December 31, 2021	December 31, 2020
Cash	610,889	101,886
Trade and other receivables	180,874	60,242
Accounts payable and accrued liabilities	(190,804)	(24,614)

(iii) Interest rate risk:

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company does not have short or long term interest bearing debt with variable interest rates and therefore is only exposed to interest rate risk through its cash holdings. The Company's secured debentures bear a fixed interest rate (note 11).

The Company has no interest rate swaps or financial contracts in place as at or during the years ended December 31, 2021 and 2020.

17. Commitments

- a) The Alberta Energy Regulator ("AER") has an industry wide program to measure all operating companies Licensee Liability Rating ("LLR"). The LLR program is established by the AER to prevent the costs to abandon, remediate and reclaim a well or facility from becoming the responsibility of the public of Alberta. The program measures the ratio of deemed well and facility assets divided by deemed well and facility Liabilities and if the ratio is below 1.0 a deposit is required.

At December 31, 2021, included in deposits and prepaid expenses is an amount of \$41,772 on deposit with the AER associated with the Company's operated wells in Alberta (2020 - \$41,633). The AER has indicated that a higher deposit may be required. Since all wells in Alberta are either abandoned or shut-in, the Company has decided to continue negotiations with the AER to bring certain wells back on production to add positive deemed asset valuation.

- b) The Surface Rights Board ("SRB") is a quasi-judicial tribunal in Alberta that has a dispute resolution process to resolve issues of non-payment of surface leases to landowners by oil and gas companies. On September 18, 2018, Marksmen has been served with a Judgement from the Alberta Government – Service Alberta – Crown Debt Collections with a balance at December 31, 2021 of \$134,111 (2020 - \$97,848) related to unpaid surface leases on properties that were sold by Marksmen to a third-party company in August of 2010. Marksmen has an Assignment of Surface Rights agreement with the third-party, effective August 1, 2010 whereby the responsibility for the payment of surface leases is with the third party. The third-party does not dispute this agreement and agrees they are responsible for the payment of surface leases. The third-party made a partial payment to Service Alberta in November 2018.

Marksmen Energy Inc.

Notes to the Consolidated Financial Statements

For the years ended December 31, 2021 and 2020

On April 4, 2019, SRB ruled and agreed that the third-party company is also an operator, but they did not agree that the Company should be removed as an operator. Therefore, the Company has accrued for these surface rights obligations. Although the third-party company has agreed they are responsible for the surface payments, their ability to reimburse the Company for the costs is unlikely, and accordingly, the accrued payment has been recorded as bad debt expense in the prior year. The Company will continue to review its options and continue discussions with SRB regarding an appeal of these rulings.

Marksmen did agree to retain a nominal 1% working interest in the sold properties and act as the operator of the wells on the behalf of the third-party company. Marksmen's position on this judgement is that the assignment of Surface Rights agreements takes precedent while the SRB asserts that the provincial laws governing the SRB places the responsibility on the operator as defined by Alberta law governing SRB and the Alberta Energy Regulator.

18. Segmented information

The Company's primary operations are limited to a single industry being the acquisition, exploration for, and development of petroleum and natural gas.

Geographical segmentation is as follows:

	For the year ended December 31, 2021		
	Canada	Unites States	Total
Petroleum and natural gas sales	28,822	813,495	842,317
Depletion and depreciation	3,963	211,412	215,375
Net loss	574,084	71,111	645,195
Exploration and evaluation assets	334,512	1,049,593	1,384,105
Property, plant and equipment	18,355	2,142,032	2,160,387
Total liabilities	1,717,697	443,073	2,160,770

	For the year ended December 31, 2020		
	Canada	Unites States	Total
Petroleum and natural gas sales	-	368,764	368,764
Depletion and depreciation	678	175,328	176,006
Net loss (income)	646,101	987,388	1,633,489
Exploration and evaluation assets	-	1,388,576	1,388,576
Property, plant and equipment	(115,301)	1,404,687	1,289,386
Total liabilities	1,780,112	219,654	1,999,766

19. Capital management

The Company's policy is to maintain a strong capital base for the objectives of maintaining financial flexibility, creditor and market confidence and to sustain the future development of the business.

The Company actively manages its capital structure which includes shareholders' equity and debt. In order to maintain or adjust its capital structure, the Company may from time to time issue shares and adjust its capital spending to manage current and projected debt levels. As part of the capital management program the Company monitors its working capital ratio. The Company's objective is to maintain a working capital ratio of greater than 1:1 defined as the ratio of current assets divided by current liabilities. At December 31, 2021, the working capital ratio was 0.48:1 (2020 – 0.47:1) (note 1). The Board of Directors has not established quantitative return on capital criteria for management, but rather promotes conservative capital management. The Company is not subject to any externally imposed capital requirements.

The current economic climate may lead to further adverse changes in cash flows, working capital levels and/or debt balances, which may also have a direct impact on the Company's operating results and financial position. These and other factors may adversely affect the Company's liquidity and the Company's ability to generate income and cash flows in the future. At December 31, 2021 and 2020, the Company remains in compliance with all terms of the Debentures and based on current available information, management expects to comply with all terms during the subsequent 12-month period.

Marksmen Energy Inc.

Notes to the Consolidated Financial Statements

For the years ended December 31, 2021 and 2020

20. Revenue

In the US, the Company derives its revenue from the sale of oil and natural gas directly from two refineries and a joint venture partner. In Canada, oil and natural gas is sold on the Company's behalf by a joint interest partner.