

ECO (ATLANTIC) OIL & GAS LTD.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE YEAR ENDED

March 31, 2021

Expressed in US Dollars

Prepared by:

ECO (ATLANTIC) OIL & GAS LTD.

7 Coulson Avenue

Toronto, ON, Canada, M4V 1Y3

July 29, 2021



Introduction

The following management's discussion and analysis (the "MD&A") of the financial condition and results of operations of Eco (Atlantic) Oil & Gas Ltd. and its subsidiary companies (individually and collectively, as the context requires, "Eco Atlantic" or the "Company") constitutes management's review of the factors that affected the Company's financial and operating performance for the year ended March 31, 2021. This discussion should be read in conjunction with the audited consolidated financial statements of the Company for the year ended March 31, 2021, together with the notes thereto (the "Financial Statements"). These documents have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board. This MD&A contains forward-looking information that is subject to risk factors including those set out under "Forward Looking Information" below and elsewhere in this MD&A, including under "Risks and Uncertainties". Further information about the Company and its operations can be obtained from the offices of the Company or at www.ecoilandgas.com. **All amounts are reported in US dollars**, unless otherwise noted. This MD&A has been prepared as at July 29, 2021.

Forward Looking Information

Statements contained in this MD&A that are not historical facts are forward-looking statements that involve risks and uncertainties. Forward-looking statements include, but are not limited to, statements with respect to the future price of petroleum and/or natural gas; capital expenditures; costs, timing and future plans concerning the development of petroleum and/or natural gas properties; permitting time lines; currency fluctuations; requirements for additional capital; government regulation of petroleum and natural gas matters; environmental risks; unanticipated reclamation expenses; title disputes or claims; and limitations on insurance coverage. In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, risks related to operations; termination or amendment of existing contracts; actual results of drilling activities; results of reclamation activities, if any; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; future prices of petroleum and natural gas; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the petroleum and natural gas industries; delays in obtaining or failure to obtain any governmental approvals, licenses or financing or in the completion of development activities; as well as those factors discussed in the section entitled "Risks and Uncertainties" in this MD&A. Although the Company has attempted to identify important factors that may cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. These forward-looking statements are made as of the date of this MD&A and the Company assumes no obligation to update or revise them to reflect new events or circumstances, except as may be required by law.



Nature of Business and Structure of the Company

The Company's business focuses on the generation of shareholder value through high growth energy projects - primarily through identifying, acquiring, and exploring oil and gas assets, and more recently, through the development of renewable energy projects.

The Company operates in the Republic of Namibia ("**Namibia**") and the Co-Operative Republic of Guyana ("**Guyana**") and in the European Union (through its 70% owned subsidiary Solear Ltd.).

The common shares of the Company (the "**Common Shares**") trade on the TSX Venture Exchange (the "**TSXV**") under the symbol "EOG", and on the AIM Market of the London Stock Exchange (the "**AIM**") under the symbol "ECO".

Overview of Operations

Oil and Gas exploration

Eco (Atlantic) Guyana Inc. ("**Eco Guyana**"), the Company's wholly owned subsidiary, currently holds a 15% interest in the Guyana License. The Company's original 40% interest was reduced to 15% following the completion of the exercise of the Total Option (as defined below). The terms of the Guyana License are governed by a petroleum agreement (the "**Guyana Petroleum Agreement**") between the Company and the Government of Guyana and Tullow.

The Company holds four licenses in the Walvis Basin, Offshore Namibia ("**Namibia Licenses**"). Two licenses are held by the Company's wholly owned subsidiary, Eco Oil and Gas (Namibia) (Pty) Ltd.: (i) petroleum exploration license number 0030 (the "**Cooper License**") and (ii) petroleum exploration license number 0034 (the "**Guy License**") and two licenses are held by the Company's wholly owned subsidiary, Eco Oil and Gas Services (Namibia) (Pty) Ltd.: (iii) petroleum exploration license number 0033 (the "**Sharon License**") and (iv) being petroleum exploration license number 0050 (the "**Tamar License**"). The terms of the Namibia Licenses are governed by petroleum agreements (each, an "**Namibia Petroleum Agreements**" and collectively, the "**Eco Namibia Petroleum Agreements**") between the Company, its Namibia Licenses partners, and Namibia's Ministry of Mines and Energy (the "**Ministry**").

Effective June 28, 2021 the Company became the indirect owner of an interest in the Canje Block offshore Guyana through an acquisition of a 6.4% interest (and up to 10% on a fully diluted basis) in JHI Associates Inc., a private company incorporated in Ontario and headquartered in Toronto, Canada. The Canje Block is operated by ExxonMobil and is held by Working Interests partners Esso Exploration & Production Guyana Limited (35%), with TotalEnergies E&P Guyana B.V. (35%), JHI Associates (BVI) Inc. (17.5%) and Mid-Atlantic Oil & Gas Inc. (12.5%)

The Company is in the development stage and has not yet commenced principal producing operations other than acquiring and analyzing certain pertinent geological data in Guyana and Namibia and drilling two exploration wells in Guyana. The Company is currently engaged in the exploration and development of its properties in addition to evaluating the Jethro and Joe oil discoveries to determine the appropriate appraisal approach.

Renewable Energy development

During 2021, the Company's existing subsidiary, Eco (BVI) Oil and Gas Ltd, was renamed Solear Ltd., ("**Solear**") to source, acquire and develop an exclusive pipeline of potential high yield solar energy projects, with a geographic focus in southern Europe. An independent senior team is currently engaged in the review and analysis of several initial development projects with potentially promising returns to seek to generate shareholder value.

Solear is targeting development capacity of 2 GW by the end of 2024. The near-term objectives of the business are to create a portfolio of investment grade solar development assets which will attract capital for maturing through to construction and operation.



Significant Developments

- During the year, the Company changed the functional currency of certain subsidiaries from the Canadian Dollar to the US Dollar, and the presentation currency of its consolidated financial statements to the US Dollar.
- On April 1, 2020 the Company provided a Covid-19 update pursuant to which it announced several of the steps it has taken for the safety of its workers as well as cost cutting measures which include, but are not limited to: termination of non-core services and cessation of business related travel; the voluntarily pay cuts by the directors and management of the Company in amounts of up to 40% of compensation, commencing April 2020 and which will be reviewed on a monthly basis. The Company also advised that it remains fully funded for its share of further appraisal and exploration drilling on the Orinduik Block. The partners in the Block (the “**Partners**”) are currently further defining the Orinduik geological modeling, prospects maturation and target selection in an ongoing process. The Partners are also reviewing and incorporating the latest Kanuku Block Carapa-1 light oil discovery and additional regional exploration information into the models. The intent is to provide further definition to the Cretaceous interpretation and target selection for drilling.
- On November 30, 2020 the Company announced that it had successfully negotiated the reissuance of its four licenses in the Walvis Basin, Offshore Namibia conditional to customary final government authorization. The Company has agreed terms and conditions and been awarded the four new Petroleum Exploration Licenses (“**PEL's**”) on its existing offshore blocks, leading to the expansion of its acreage position (*See Section titled “**Namibia**”*). Each license has a participation of a standard 10% Working Interest (“**WI**”) with NAMCOR, Namibia's National Petroleum Corporation and in keeping with the Company's support of local interests, it has negotiated and established a 5% WI with local Namibian business partners on each block. On 5 February, 2021, the Company received the official original licenses from the ministry of mines and energy of Namibia
- On December 30, 2020, the shareholders of the Company approved, among other matters, the following: (i) the fixing of the size of the Company's board of directors (the “**Board**”) to eight; (ii) the election of all incumbent directors to the Board; and (iii) the approval of the Company's stock option plan.
- On January 26, 2021, the Company announced the formation of a new company to source, acquire and develop an exclusive pipeline of potential high yield solar energy projects. To give effect to the new venture, the Company's existing subsidiary Eco (BVI) Oil and Gas Ltd, has been renamed Solear Ltd. (“**Solear**”) in which the Company now owns 70% of the outstanding shares and Nepcoe Capital Partners (“**Nepcoe**”) owns 30% of the outstanding shares. Solear completed its first acquisition of a fully contracted, permitted, and build ready project in Greece, known as the Kozani Project

The Company has agreed to provide a secured loan of up to \$6 million (the “**Loan**”) to Solear. The Loan bears 2% annual interest, which will accrue and is expected to be payable from the proceeds of either a public or private financing, through operating cash flow, or a project monetization event. The Board of Eco Atlantic will assess the ability for shareholders to participate directly in the financing of Solear when it seeks to raise the necessary funds for capturing more project opportunities and / or the construction of the projects within its pipeline, for which a number of options are being actively considered. (*See Section titled “**Solear Ltd.**”*)

- The Company has decreased its total non-exploration expenses, including general and administration expense and compensation costs incurred during the year ended December 31, 2021 when compared to the year ended March 31, 2020, by approximately 33%.

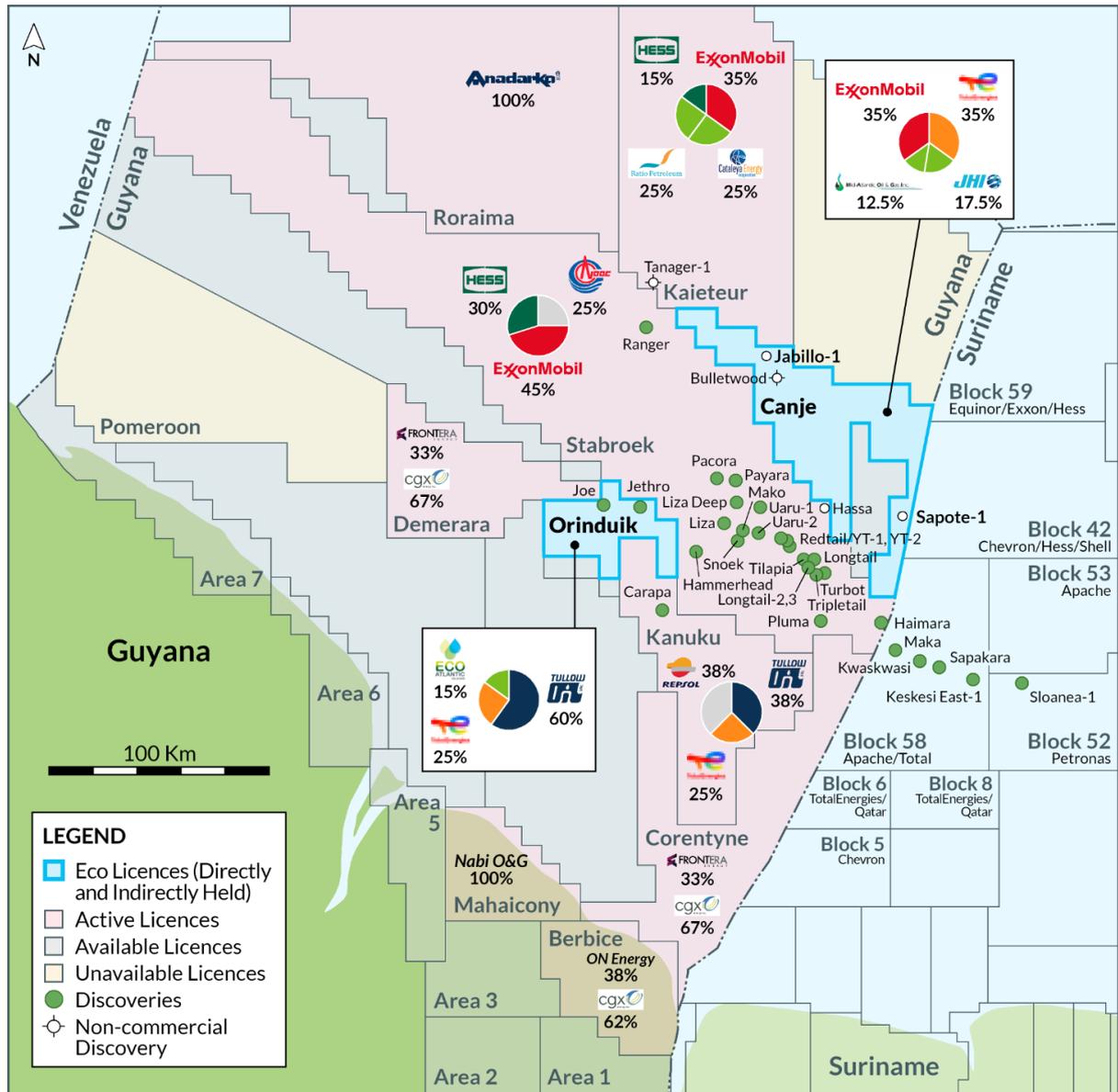


- On March 15, 2021, the Company announced that the joint venture partners in respect of the Orinduik Block offshore Guyana successfully entered into the First Renewal Period of the Orinduik Petroleum Prospecting License initially signed on 14 January 2016 with the Government of Guyana (the “**Orinduik Petroleum Agreement**”), with the associated notice having now been approved and signed by the Department of Energy of the Government of Guyana (“**DOE**”). The DOE has also provided final approval for the transfer of the Total E&P Guyana B.V. 25% working interest in the Orinduik Petroleum Agreement to a new company jointly owned by Total E&P Guyana B.V. (60%) and Qatar Petroleum (40%), namely TOQAP Guyana B.V. (“**TOQAP**”).
- On June 28, 2021, the Company announced that it had closed a transaction with JHI Associates Inc., a private company incorporated in Ontario and headquartered in Toronto, Canada, for the company to acquire up to a 10% interest in JHI on a fully diluted basis (the “**JHI Transaction**”) and to appoint Keith Hill, a nonexecutive Director of the Company, to the JHI board of directors. The JHI Transaction provides the Company with immediate exposure to a current active drilling program in the Canje Block offshore Guyana.
- On June 28, 2021, the Company announced a private placement offering (the “**Offering**”) of 14,945,913 Units in the capital of the Company (the “**Units**”) at a price of CDN\$0.41 per Unit. Each Unit consists of one common share and one whole common share purchase warrant (the “**Warrants**”). Each Warrant entitles the holder thereof to acquire one additional common share in the capital of the Company (each a “**Warrant Share**”) at a price of CDN\$0.47 per Warrant Share at any time until such date as is two years after the closing of the Offering. The offering was completed with two subscribers, namely Africa Oil Corp. and Charlestown Energy Partners, LLC.
- On July 5, 2021, the Company announced that it received a detailed update from JHI Associates Inc.. The Jabillo-1 well in the Canje Block, offshore Guyana, reached its planned target depth and was evaluated but did not show evidence of commercial hydrocarbons. Jabillo-1 will now be plugged and abandoned. This well was drilled at no cost to JHI or Eco and was completed on a full carry basis. JHI has also announced that the Block Operator ExxonMobil confirmed its plan to spud another exploration well, Sapote 1, by mid-August 2021



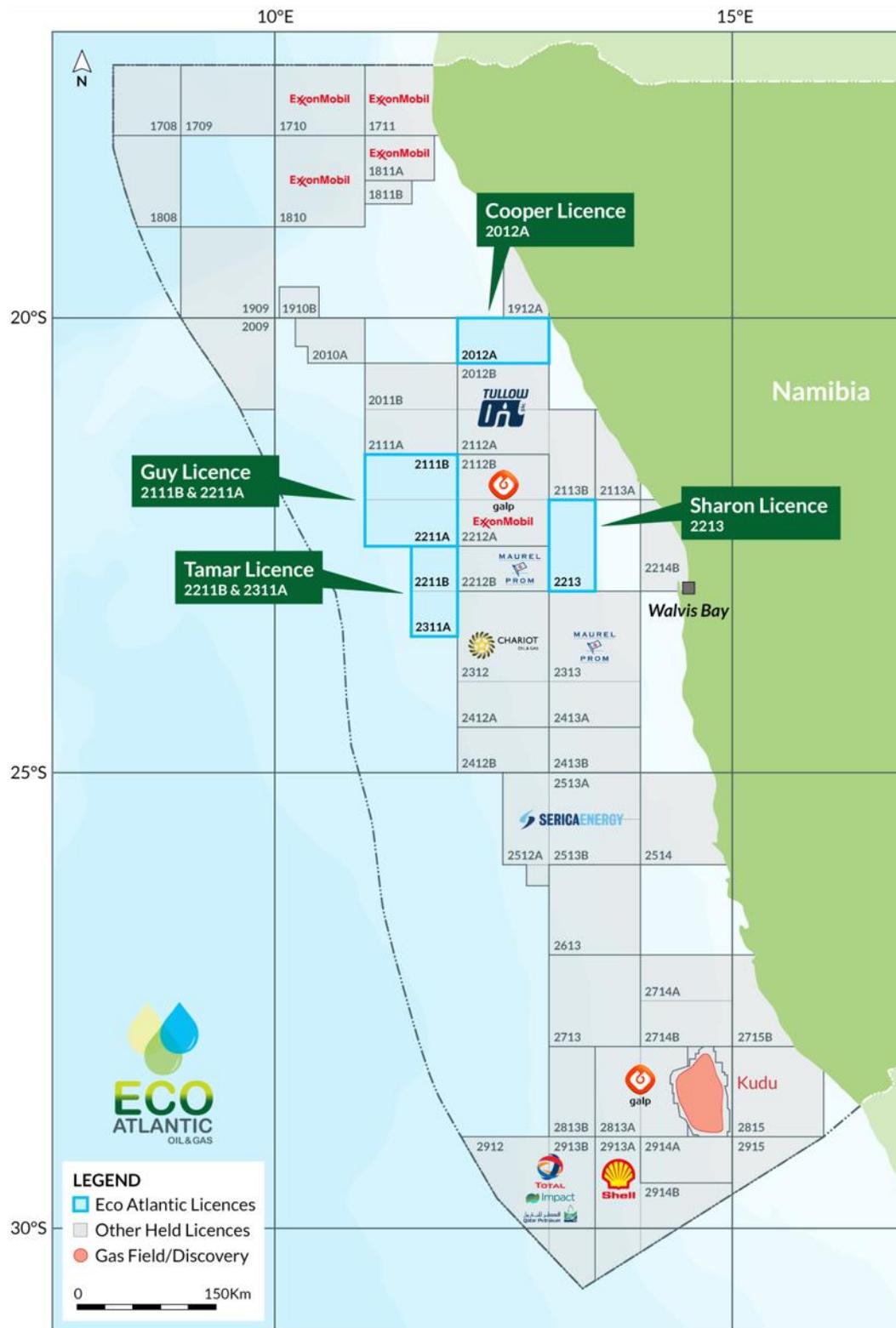
The location of the Company's exploration licenses are indicated on the maps below:

Guyana





Namibia





GUYANA

Orinduik Block

The Guyana license is located in the Orinduik Block, offshore Guyana. The Orinduik Block is situated in shallow to deep water (70m-1,400m), 170kms offshore Guyana in the Suriname Guyana basin (“**Guyana License**”) and is located in close proximity to the ExxonMobil led consortiums’ 20 oil discoveries which is estimated by ExxonMobil to contain approximately 9 billion recoverable BOE.

In accordance with the Guyana Petroleum Agreement and following TotalEnergies E&P Activities Pétrolières’ (“**Total**”) exercise of their Total Option (as defined below), Eco (Atlantic) Guyana Inc. (“**Eco Guyana**”) holds a 15% working interest in the Guyana license, TotalEnergies held a 25% working interest and Tullow Guyana holds a 60% interest (Operator) (together the “**Partners**”).

On September 11, 2018, the Company announced the filing of a Competent Persons Report (“**Report**”) with 2.9 BBOE prospective resource P50 Best Estimate. On March 18, 2019, the Company announced an update to the Report pursuant to which the potential resource on the Orinduik Block, offshore Guyana, was increased to 3.981 BBOE prospective resource P50 Best Estimate, subsequently updated in February 2020.

On December 5, 2018, the Company announced its 2019 drilling program for the Orinduik Block, offshore Guyana. The net cost of the first well, named the Jethro-Lobe prospect, which is located 170 kilometres offshore in the Suriname Guyana basin, was US\$7.6 million, the prospect, which was drilled from a conventional drill ship, is a lower tertiary stratigraphically trapped canyon turbidite in about 1,350 meters of water. The prospect, at that time, was estimated to hold 216 mmbbl of gross prospective resources with the ‘Chance of Success’ estimated to be 43.2%.

On February 20, 2019, the Company announced that, along with its Partners in the Orinduik Block, it contracted a rig, the Stena Forth, a ninth-generation drillship from Stena, to drill the Jethro-Lobe prospect on the Orinduik Block offshore Guyana.

On March 29, 2019, the Company announced that the Company and the Partners had approved the drilling budget for the second well on the Orinduik Block. The net cost, to the Company, of the second well, named the Joe prospect, was approximately US\$3 million. Prior to the recent discovery, the prospect was estimated to hold 150mmbbl of gross prospective resources with the ‘Chance of Success’ estimated to be 43.2%.

On July 5, 2019, the Company announced the spudding of the Jethro-Lobe well.

On August 12, 2019, the Company announced a major oil discovery on the Guyana License. The Jethro-1 exploration well was drilled by the Stena Forth drillship to a final depth of 14,331 feet (4,400 meters) in approximately 1,350 meters of water. Evaluation of logging data confirmed that the Jethro-1 is the first discovery on the Guyana License and comprises oil-bearing sandstone reservoir of Lower Tertiary age. It encountered 180.5 feet (55 meters) of net oil pay in lower Tertiary sandstone reservoirs which supports recoverable oil resources. The well was cased, and is awaiting further evaluation to determine the appropriate appraisal activity.

On August 27, 2019, the Company announced the commencement of drilling of the Joe prospect (“**Joe-1**”) the Company's second exploration well on the Orinduik Block. Joe-1 was spud using the Stena Forth drillship, which previously drilled the Jethro-1 discovery.



On September 16, 2019, the Company announced a second oil discovery on the Orinduik Block, offshore Guyana. The Joe-1 exploration well was drilled by the Stena Forth drillship to a final depth of 7,176 feet (2,175 meters) in approximately 2,546 feet (780 meters) of water. Evaluation of MWD, wireline logging and sampling of the oil confirms that Joe-1 is the second discovery on the Orinduik license and comprises oil-bearing sandstone reservoir with a high porosity of Upper Tertiary age. The Joe-1 well encountered 52 feet (16 meters) of continuous thick sandstone, which supports the presence of recoverable oil resources. Additional thinner sands above and below the main pay are being evaluated for possible incremental pay.

On November 13, 2019, the Company announced that wells were drilled within budget, with MWD logging tool and conventional wireline, and the reservoirs were considered to be high quality sands with good permeability.

Fluid samples were taken in both of the wells and were sent for analysis by the Operator. Initial results suggest that the samples recovered to date from Jethro-1 and Joe-1 are mobile heavy crudes, not dissimilar to the commercial heavy crudes in the North Sea, Gulf of Mexico, the Campos Basin in Brazil, Venezuela and Angola, with high sulphur content.

The Partners have sought third party consultant with heavy oil development expertise to answer our technical queries and provide an initial assessment of several potential development drilling and production scenarios. The Jethro-1 discovery has the advantage of 8,500 PSI reservoir (2,600 PSI Overpressure), which increases drive efficiency; high reservoir temperature of 94 degrees Celsius; and an estimated flowing well head temperature of 90 degrees, which both increases oil mobility and provides an advantage at the floating production facility. The Company remains optimistic in considering the development scenarios and as the project progresses will provide further information on plans and timing.

On December 9, 2019, the Partners elected to enter the next exploration phase (the “**First Renewal Period**”) of the Orinduik Petroleum Agreement signed on January 14, 2016 and have submitted their official notice to the Department of Energy of the Government of Guyana.

The entering into of the First Renewal Period, which commenced from January 14, 2020, will see the Partners maintain control of the licence for a further three years, through to January 13, 2023, and until the second renewal exploration period which will last until 2026.

On February 3, 2020, the Company announced the filing of a National Instrument 51-101 compliant resource report on the Orinduik Block, offshore Guyana:

- Significant increase in Gross Prospective Resources to 5,141 MMBOE (771 MMBOE net to Eco) from previous estimate of Gross Prospective Resources of 3,981 MMBOE in March 2019.
- 22 prospects identified on Orinduik Block including 11 leads in the Upper Cretaceous horizon.
- Majority of the project leads have over a 30% or better chance of success (COS), enhanced by the recent discovery of light oil on the Kanuku block to the south of Orinduik.
- Leads in the Tertiary aged section estimated to contain 1,204 MMBOE, and within the Cretaceous section are estimated to contain approximately 3,936 MMBOE.
- Two targets in the Cretaceous horizon (Amaila/Kumaka and Iatuk-D) are identified as having in excess of 725 MMBOE each.



On March 15, 2021, the Department of Energy of the Government of Guyana provided final approval for the transfer of the TotalEnergies E&P Guyana B.V. 25% working interest in the Orinduik Petroleum Agreement to a new company jointly owned by TotalEnergies E&P Guyana B.V. (60%) and Qatar Petroleum (40%), namely TOQAP Guyana B.V. (“**TOQAP**”). Accordingly, the JV Partners now comprise Eco Atlantic (15% WI), Tullow Guyana B.V. (Operator, 60% WI) and TOQAP (25% WI). The Partners are currently further defining the Orinduik geological modeling, prospects maturation and upgrading of the drilling targets inventory selection in an ongoing process. The Partners are also reviewing and incorporating the latest Kanuku Block Carapa-1 light oil discovery and additional regional exploration information into the models. The intent is to provide further definition to the Cretaceous interpretation and targets’ selection for drilling in the next drilling campaign.

As of the date hereof, the remaining Exploration activities and the aggregate expenditure of such activities as estimated by management based on current costs for the Guyana License is as follows⁽¹⁾:

Exploration Activities	Expenditure US\$	Company’s share of Expenditure US\$
By June 2026		
• 2nd renewal period – Drill one further exploration well (contingent)	\$ 20,000,000	\$ 3,000,000
Total	\$ 20,000,000	3,000,000

Note: (1) Drilling Exploration activities are not currently committed and cost estimates are based on management estimates for the costs if the relevant drilling exploration activity was to be undertaken as at the date of this document.

JHI ASSOCIATES INC.

Canje Block

JHI, a private company, holds a 17.5% Working Interest in the 4,800km² Canje Exploration Block offshore Guyana. The Canje Block is operated by ExxonMobil and is held by Working Interests partners Esso Exploration & Production Guyana Limited (35%), with TotalEnergies E&P Guyana B.V. (35%), JHI Associates (BVI) Inc. (17.5%) and Mid-Atlantic Oil & Gas Inc. (12.5%).

JHI is a Guyana pure-play deepwater exploration company founded in 2011. In 2014, JHI teamed up with Guyana-based Mid-Atlantic Oil & Gas Inc. (“**MOGI**”) which was awarded the Canje Block in 2015. In 2016, ExxonMobil joined the Canje Block as Operator, and in 2018 TotalEnergies farmed into the Block. Five years of extensive technical and seismic data analysis led to the Canje partners identifying multiple drillable prospects and successfully applying for a multi-well drilling permit. The 2021 multi-well exploration program on the Canje Block seeks to test the extension of the prolific hydrocarbon system which has resulted in over 9 billion barrels of oil equivalent of recoverable resources being discovered in the adjacent Stabroek Block since 2015.

On March 4, 2021, it was announced by Westmount Energy Limited that the first well on the Canje Block, Bulletwood-1, was safely drilled in 2,846 meters of water by the Stena Carron drillship to its planned target depth of 6,690 meters. The well encountered quality reservoirs but non-commercial hydrocarbons. Data collection at Bulletwood-1 confirms the presence of the Guyana-Suriname Basin petroleum system and the potential prospectivity of the Canje Block.

As announced on June 28, 2021, Eco acquired a 6.4% interest in JHI Associates Inc. with the option to increase its stake to 10% on a fully diluted basis.

On July 5, 2021, it was announced that the second well on the Canje Block, Jabillo-1, was safely drilled in 2,903 meters of water by the Stena DrillMax drillship to its planned target depth of 6,475 meters. This well tested Upper Cretaceous reservoirs in a stratigraphic trap, reached planned target



depth and was evaluated but did not show evidence of commercial hydrocarbons. This well was drilled at no cost to JHI or Eco and was completed on a full carry basis.

The Stena DrillMax drillship is currently operating in the ExxonMobil Operated Stabroek Block and is expected to move on to drill the Sapote-1 well, in the eastern portion of the Canje Block. The Sapote-1 Well is expected to be spud in Q3 2021 with an estimated drilling time of up to 60 days.

NAMIBIA

Cooper License

The Cooper License covers approximately 5,788 square kilometers and is located in license area 2012A offshore in the economical waters of Namibia (the “**Cooper Block**”). The Company holds a 57.5% working interest in the Cooper License, the National Petroleum Corporation of Namibia (“**NAMCOR**”) holds a 10% working interest, AziNam Ltd (“**AziNam**”) holds a 30.7% working interest, and Tangi Trading Enterprise cc (“**Tangi**”) holds a 5% working interest. The Company and AziNam proportionally carry NAMCOR and Tangi’s working interest during the exploration period.

The Company owns a 1,100 square kilometers 3D seismic survey processed and interpreted with a drilling prospect (“**Osprey**”) defined.

On February 5, 2021 a new ten (10) year life cycle for the Cooper License received final governmental approval.



As of the date hereof, the Exploration Activities, and the aggregate expenditure as estimated by management based on current costs for the Cooper License is as follows⁽¹⁾:

Period	Minimum Exploration Work Program	Year	Minimum Estimated Expenditure	Company's share of expenditure
Phase I	WELL TARGETING <ul style="list-style-type: none"> • 3D Interpretation, Final Processing • Comparison to Learnings From wells Drilled • Faulting Analysis, Source Rock Interpretation • Reprocessing, if required, Target Definition 	Year 1 & 2	\$ 550,000	\$ 351,000
Phase II	WELL PLANNING <ul style="list-style-type: none"> • Final Location Investigation, Survey, if required • Well Engineering Design, Well Planning and Well Engineering 	Year 3	\$ 1,200,000	\$ 767,000
Phase III	DRILLING EXPLORATORY WELL <ul style="list-style-type: none"> • Completion of Contracts, Completion of Engineering • Final Drilling Permits, Drilling of Exploratory Well 	Year 4	\$ 50,000,000	\$ 31,941,000
	FIRST RENEWAL EXPLORATION PERIOD (2 YEARS) <i>(Optional 1-year extension)</i>			
Phase IV	RESOURCE AND PRODUCTION ASSESSMENT <ul style="list-style-type: none"> • Based on successful well, Company will complete resource and production assessment and consider offset well • <i>(If exploration well is unsuccessful evaluate new 3D survey)</i> 	Year 5	\$ 450,000	\$ 287,000
Phase V	OFFTAKE PRODUCTION ENGINEERING PLANNING <ul style="list-style-type: none"> • Based on successful well, Company completes target assessment and begins planning and permitting for drilling of an offset production well • <i>(If initial exploration well is unsuccessful, define areas of primary interest, permit new 1,200 Km² 3D Survey, Estimate \$8/mm)</i> 	Year 6	\$ 600,000	\$ 383,000
	SECOND RENEWAL EXPLORATION PERIOD (2 YEARS) <i>(Optional 1-year extension)</i>			
Phase VI	DRILLING ASSESSMENT WELL <ul style="list-style-type: none"> • Based on Successful Well, Complete Planning for Assessment Well • Evaluate Offtake Plans Based on 2nd Well Success • Drill Assessment Well, Begin Offtake Engineering and Design 	Year 7 & 8	\$ 45,000,000	\$28,747,000

Notes

(1) Exploration Activities are not currently committed and cost estimates are based on management estimates for the costs if the relevant Exploration Activity was to be undertaken as at the date of this document.



Sharon License

The Sharon License covers approximately 5,700 square kilometers and is located in license area 2213A and 2213B offshore in the economical waters of Namibia (the “**Sharon Block**”). The Company holds a 56.7% working interest in the Sharon License, NAMCOR holds a 10% working interest, AziNam holds a 28.3% working interest and Titan Oil and Gas (Pty) Ltd holds a 5% working interest (“**Titan**”). The Company and AziNam proportionally carry NAMCOR and Titan’s working interest during the exploration period.

The Company owns 3,000 kilometer 2D seismic survey for the Sharon Block.

On 5 February, 2021 a new ten (10) year life cycle for the Sharon License received final governmental approval.

As of the date hereof, the remaining Exploration Activities and the aggregate expenditure as estimated by management based on current costs for the Sharon License is as follows⁽¹⁾:

Period	Minimum Exploration Work Program -	Year	Minimum Estimated Expenditure	Company's share of expenditure
Phase I	SEISMIC PLANNING AND 2D SEISMIC PROGRAM <ul style="list-style-type: none"> • Existing 2D Interpretation • Seismic Planning and Complete 2D Seismic Program 1000 km • Processing, Interpretation • Comparison to Learnings other programs and wells Drilled • Faulting Analysis, Source Rock Interpretation 	Year 1 & 2	\$ 1,000,000	\$ 667,000
Phase II	3D SEISMIC PLANNING AND PROGRAM CONTRACTING <ul style="list-style-type: none"> • 3D Contracting, Planning, Permitting, Operations 1000 km Regional Interpretation 	Year 3	\$ 6,200,000	\$ 4,136,000
Phase III	3D PROCESSING AND INTERPRETATION <ul style="list-style-type: none"> • Completion of Processing • Interpretation and analysis • Well Target Selection • Drilling Permits • Drilling Contractor 	Year 4	\$ 1,500,000	\$ 1,001,000
	FIRST RENEWAL EXPLORATION PERIOD (2 YEARS) <i>(Optional 1-year extension)</i>			
Phase IV	DRILLING EXPLORATORY WELL <ul style="list-style-type: none"> • Completion of Contracts, Completion of Engineering • Final Drilling Permits, Drilling of Exploratory Well RESOURCE AND PRODUCTION ASSESSMENT <ul style="list-style-type: none"> • Based on successful well, Company will complete resource and production assessment and consider offset well • <i>(If exploration well is unsuccessful evaluate new 3D survey)</i> 	Year 5	\$ 40,000,000	\$ 26,682,000



Period	Minimum Exploration Work Program -	Year	Minimum Estimated Expenditure	Company's share of expenditure
Phase V	OFFTAKE PRODUCTION ENGINEERING PLANNING <ul style="list-style-type: none"> Based on successful well, Company completes target assessment and begins planning and permitting for drilling of an offset production well (If initial exploration well is unsuccessful, define areas of primary interest, permit new 1,200 Km² 3D Survey, Estimate \$8mm) 	Year 6	\$ 600,000	\$ 400,000
	SECOND RENEWAL EXPLORATION PERIOD (2 YEARS) (Optional 1-year extension)			
Phase VI	DRILLING ASSESSMENT WELL <ul style="list-style-type: none"> Based on Successful Well, Complete Planning for Assessment Well Evaluate Offtake Plans Based on 2nd Well Success Drill Assessment Well, Begin Offtake Engineering and Design 	Year 7 & 8	\$ 40,000,000	\$ 26,682,000

Notes

(1) Exploration Activities are not currently committed and cost estimates are based on management estimates for the costs if the relevant Exploration Activity was to be undertaken as at the date of this document.

Guy License

The Guy License covers 11,457 square kilometers and is located in license area 2111B and 2211A offshore in the economical waters of Namibia (the “**Guy Block**”). The Company holds a 47.2% working interest in the Guy License, NAMCOR holds a 10% working interest, AziNam holds a 37.8% working interest and Lotus Explorations (Pty) Ltd holds a 5% working interest (“**Lotus**”). The Company and AziNam proportionally carry NAMCOR and Lotus’ working interest during the exploration period.

The Company owns 1,000 kilometer 2D seismic survey and 870 square kilometer 3D seismic survey on the Guy Block.

On 5 February, 2021 a new ten (10) year life cycle for the Guy License received final governmental approval.

As of the date hereof, the remaining Exploration Activities and the aggregate expenditure as estimated by management based on current costs for the Guy License is as follows: ⁽¹⁾

Period	Minimum Exploration Work Program	Year	Minimum Estimated Expenditure	Company's share of expenditure
Phase I	SEISMIC PLANNING AND 2D SEISMIC PROGRAM <ul style="list-style-type: none"> Existing 2D and 3D Interpretation Seismic Planning and Complete 2D Seismic Program 1000 km Processing, Interpretation Comparison to Learnings other programs and wells Drilled Faulting Analysis, Source Rock Interpretation 	Year 1 & 2	\$ 1,250,000	\$ 694,000



Period	Minimum Exploration Work Program	Year	Minimum Estimated Expenditure	Company's share of expenditure
Phase II	3D SEISMIC PLANNING AND PROGRAM CONTRACTING <ul style="list-style-type: none"> 3D Contracting, Planning, Permitting, Operations 1000 km Regional Interpretation 	Year 3	\$ 6,400,000	\$ 3,555,000
Phase III	3D PROCESSING AND INTERPRETATION <ul style="list-style-type: none"> Completion of Processing Interpretation and analysis Well Target Selection Drilling Permits Drilling Contractor 	Year 4	\$ 1,500,000	\$ 833,000
	FIRST RENEWAL EXPLORATION PERIOD (2 YEARS) <i>(Optional 1-year extension)</i>			
Phase IV	DRILLING EXPLORATORY WELL <ul style="list-style-type: none"> Completion of Contracts, Completion of Engineering Final Drilling Permits, Drilling of Exploratory Well RESOURCE AND PRODUCTION ASSESSMENT <ul style="list-style-type: none"> Based on successful well, Company will complete resource and production assessment and consider offset well <i>(If exploration well is unsuccessful evaluate new 3D survey)</i> 	Year 5	\$ 50,000,000	\$ 27,765,000
Phase V	OFFTAKE PRODUCTION ENGINEERING PLANNING <ul style="list-style-type: none"> Based on successful well, Company completes target assessment and begins planning and permitting for drilling of an offset production well <i>(If initial exploration well is unsuccessful, define areas of primary interest, permit new 1,200 Km² 3D Survey, Estimate \$8mm)</i> 	Year 6	\$ 600,000	\$ 333,000
	SECOND RENEWAL EXPLORATION PERIOD (2 YEARS) <i>(Optional 1-year extension)</i>			
Phase VI	DRILLING ASSESSMENT WELL <ul style="list-style-type: none"> Based on Successful Well, Complete Planning for Assessment Well Evaluate Offtake Plans Based on 2nd Well Success Drill Assessment Well, Begin Offtake Engineering and Design 	Year 7 & 8	\$ 50,000,000	\$ 27,765,000

Notes

- (1) Exploration Activities are not currently committed and cost estimates are based on management estimates for the costs if the relevant Exploration Activity was to be undertaken as at the date of this document.



Tamar License

The Tamar License covers approximately 5,648 square kilometers and is located in license areas 2211B and 2311A offshore in the economical waters of Namibia (the “**Tamar Block**”). The Company holds an 85% working interest in the Tamar Block, NAMCOR holds a 10% working interest and Moonshade Investment (Pty) Ltd holds a 5% working interest (“**Moonshade**”). The Company and AziNam proportionally carry NAMCOR and Moonshades’ working interest during the exploration period.

On 5 February, 2021 a new ten (10) year life cycle for the Tamar License received final governmental approval.

As of the date hereof, the remaining Exploration Activities and the aggregate expenditure as estimated by management based on current costs for the Tamar License is as follows: ⁽¹⁾

Period	Minimum Exploration Work Program	Year	Minimum Estimated Expenditure	Company's share of expenditure
Phase I	SEISMIC PLANNING AND 2D SEISMIC PROGRAM <ul style="list-style-type: none"> • Existing 2D Interpretation • Seismic Planning and Complete 2D Seismic Program • Processing, Interpretation • Comparison to Learnings other programs and wells Drilled • Faulting Analysis, Source Rock Interpretation 	Year 1 & 2	\$ 1,250,000	\$ 1,250,000
Phase II	3D SEISMIC PLANNING AND PROGRAM CONTRACTING <ul style="list-style-type: none"> • 3D Contracting, Planning, Permitting Regional Interpretation 	Year 3	\$ 6,400,000	\$ 6,400,000
Phase III	3D PROCESSING AND INTERPRETATION <ul style="list-style-type: none"> • Completion of Processing • Interpretation and analysis • Well Target Selection • Drilling Permits • Drilling Contractor 	Year 4	\$ 1,500,000	\$ 1,500,000
	FIRST RENEWAL EXPLORATION PERIOD (2 YEARS) (Optional 1-year extension)			
Phase IV	DRILLING EXPLORATORY WELL <ul style="list-style-type: none"> • Completion of Contracts, Completion of Engineering • Final Drilling Permits, Drilling of Exploratory Well RESOURCE AND PRODUCTION ASSESSMENT <ul style="list-style-type: none"> • Based on successful well, Company will complete resource and production assessment and consider offset well • (If exploration well is unsuccessful evaluate new 3D survey) 	Year 5	\$ 40,000,000	\$ 40,000,000



Period	Minimum Exploration Work Program	Year	Minimum Estimated Expenditure	Company's share of expenditure
Phase V	OFFTAKE PRODUCTION ENGINEERING PLANNING <ul style="list-style-type: none"> Based on successful well, Company completes target assessment and begins planning and permitting for drilling of an offset production well <i>(If initial exploration well is unsuccessful, define areas of primary interest, permit new 1,200 Km² 3D Survey, Estimate \$8mm)</i> 	Year 6	\$ 600,000	\$ 600,000
	SECOND RENEWAL EXPLORATION PERIOD (2 YEARS) <i>(Optional 1-year extension)</i>			
Phase VI	DRILLING ASSESSMENT WELL <ul style="list-style-type: none"> Based on Successful Well, Complete Planning for Assessment Well Evaluate Offtake Plans Based on 2nd Well Success Drill Assessment Well, Begin Offtake Engineering and Design 	Year 7 & 8	\$ 40,000,000	\$ 40,000,000

Notes

- (1) Exploration Activities are not currently committed and cost estimates are based on management estimates for the costs if the relevant Exploration Activity was to be undertaken as at the date of this document.

SOLEAR LTD

Solear, a majority owned subsidiary of Eco, is an independent renewable energy company focused on grid-scale solar development projects in southern Europe. Initial funding has been provided by Eco in the form of a shareholder loan, as described below. Solear's near term objectives are to create a portfolio of investment grade solar development assets which will attract capital for maturing through to construction and operation. The business is pursuing development assets which have the capability of providing double digit returns with low completion risk and also have the materiality to support a rapid growth of the business.

The company is targeting development capacity of up to 2 GW by the end of 2024.

Structure of the new venture and Loan

The Company has agreed to provide a secured loan of up to \$6 million (the "Loan") to Solear Ltd. The Company retains a 70% shareholding in Solear, with Nepcoe holding the remaining 30%. The Loan bears 2% annual interest, which will accrue and is expected to be payable from the proceeds of either a public or private financing, through operating cash flow, or a project monetization event. It is intended that Solear will be a standalone business from Eco Atlantic. The Board of Eco Atlantic will assess the ability for shareholders to participate directly in the financing of Solear when it seeks to raise the necessary funds for capturing more project opportunities and / or the construction of the projects within its pipeline, for which a number of options are being actively considered.

Solear's near term objectives to mature pipeline of competitive IRR assets through development, construction and into operation is led by an experienced renewable energy team. The senior management team has a wide project experience across the full value chain in Europe and have originated and developed approximately 10GW of power projects in Europe, Africa and North America.



Solear is being led by senior executives Nick Morgan and Aneliya Erdly, and benefits from Eco's engineering project experience through the executive team's oversight.

Nick Morgan

Nick is an experienced CFO across public and private companies operating in the energy sector. He has broad expertise in both advisory and executive positions. Nick was recently the Group CFO of a UK flex power generation business which was successfully sold to a US based private equity backed renewable and flex power business. He holds 13 years of investment banking experience, advising on M&A and ECM transactions and spent six years as the CFO of a publicly listed O&G exploration and production company. Nick is a Chartered Accountant by profession.

Aneliya Erdly

Aneliya has 16 years' experience in senior management positions developing, financing, constructing and running renewable power generation businesses. She holds material in depth solar industry knowledge and experience. She was the former CEO of a pan-European renewables platform, originating 5 GW of wind and solar pipelines in Europe and over 10 GW globally. She oversaw the bringing into operation of close to 10 GW of Europe based solar assets. Aneliya boasts experience in regulatory oversight, equipment procurement, asset management and cost optimization. Her previous roles included senior executive positions at AES Corporate and SilverRidge, a Riverstone backed renewables business. Aneliya's most recently advised Trafigura on the structuring of a new renewable energy platform and developing a global investment thesis.

European Solar Market

The European solar photovoltaic market is experiencing a period of high growth, with an increasing speed of development forecast over the coming decade. The European Union recently set out new targets to be achieved by the end of 2030 in its 'Fit for 55' package, which it is seeking to pass into law.

The increased targets for renewable power generation and the production of green hydrogen from renewable sources, for use in industry and transport, are forecast to require a massive expansion of existing renewable generation capacity. A material part of this expansion is expected to come from the European solar industry. The streamlining of permitting by regional and national authorities and governmental support for new growth assets will be expected to achieve these new targets.

Social Corporate Responsibility

The Company is committed to meeting the highest standards of Environmental, Social and Governance ("ESG") practices across all aspects of the business. In the countries it operates in, Eco is dedicated to promoting sustainable growth, as well as support to local communities. Eco has begun implementing early-stage social responsibility program focused on education in Namibia and Guyana. The Company firmly believes that by providing the younger generation with the valuable skills and education tools needed to succeed, the whole economy in which it operates will benefit from growth and prosperity.

Eco's primary ESG goal is to contribute to a sustainable future for Namibia and Guyana. As the petroleum sector continues to develop in these jurisdictions, these countries will inevitably benefit from the creation of new jobs, economic growth, infrastructure development and education. Within this context, Eco will continue to demonstrate its support and participation through proactive social and corporate responsibility.

In addition, Eco seeks to contribute via Solear to the production of renewable energy to reduce the Group's net carbon emissions.



Financial position

The Company's current operations are focused on Guyana and Namibia.

As at March 31, 2021, the Company had total assets of \$16,929,177 and a net equity position of \$15,982,098. This compares with total assets of \$19,948,058 and a net equity position of \$19,597,816 as at March 31, 2020. The Company had liabilities of \$621,162 as at March 31, 2021, as compared with \$350,242 as at March 31, 2020.

As at March 31, 2021, the Company had working capital of \$13,001,619 compared to working capital of \$18,480,645 as at March 31, 2020. The Company had cash on hand of \$11,807,309 as at March 31, 2021, compared with \$18,667,016 as at March 31, 2020, and short-term investments of \$1,552,640 at March 31, 2021 compared with \$52,737 as at March 31, 2020.

Environmental Regulation

The Company's activities may be subject to environmental regulations, which may cover a wide variety of matters. It is likely that environmental legislation and permitting will evolve in a manner which will require stricter standards and enforcement. This may include increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a higher degree of responsibility for companies, their directors and employees.

The Company does not believe that any provision for such costs is currently required and is unable to determine the impact on its financial position, if any, of environmental laws and regulations that may be enacted in the future due to the uncertainty surrounding the form that these laws and regulations may take.

Summarized Financial Information (in US Dollars)

	Year ended March 31,	
	2021	2020
Revenue		
Interest income	47,097	378,194
	<u>47,097</u>	<u>378,194</u>
Operating expenses:		
Compensation costs	712,667	863,683
Professional fees	501,349	503,275
Operating costs	1,706,522	12,731,068
General and administrative costs	648,749	1,402,502
Share-based compensation	144,327	5,740,319
Interest expense	2,275	-
Foreign exchange gain (loss)	11,015	(789,122)
Total operating expenses	<u>3,726,904</u>	<u>20,451,725</u>
Net loss for the year	<u>\$ (3,679,807)</u>	<u>\$ (20,073,531)</u>

Exploration and evaluation assets and expenditures

For oil and gas prospects not commercially viable and financially feasible, the Company expenses exploration and evaluation expenditures as incurred. Exploration and evaluation expenditures include acquisition costs of oil and gas prospects, property option payments and evaluation activities. Exploration and evaluation expenditures associated with a business combination or asset acquisition are capitalized.



Once a project has been established as commercially viable and technically feasible, related development expenditures are capitalized. This includes costs incurred in preparing the site for production operations. Capitalization ceases when the oil and natural gas reserves are capable of commercial production, with the exception of development costs that give rise to a future benefit. Exploration and evaluation expenditures are capitalized if the Company can demonstrate that these expenditures meet the criteria of an identifiable intangible asset.

Interest income

During the year ended March 31, 2021, the Company earned interest of \$47,097 from funds invested in interest bearing deposits with financial institutions, as compared with \$378,194 earned during the year ended March 31, 2020.

The decrease in interest earned during each period reflects the decrease in average cash balances during the period as the Company used its cash reserves to finance its operations and a decrease in interest rates during the period.

Expenses

As Operator of the some of its petroleum exploration licenses, the Company bills certain partners for their respective share in certain compensation, operating and administrative expenses on our Namibian Licenses (“**JOA Recoveries**”).

Operating costs

Operating costs include amounts spent on data acquisition, technical consulting and analysis, incurred in connection with the Group's oil and gas licenses.

During the year ended March 31, 2021, the Company incurred net operating costs of \$1,706,522 as compared to net operating costs of \$12,731,068 for the year ended March 31, 2020

For the year ended March 31, 2020, the significant expenses included our share of costs incurred on the two wells drilled on our Guyana license.

Compensation costs

Compensation costs represent amounts paid by the Company for compensation to certain members of management. It further includes compensation paid to certain of the Company's directors for their services as directors.

During the year ended March 31, 2021, the Company incurred compensation costs of \$712,667 as compared to \$863,683 for the year ended March 31, 2020.

The 17% decrease in compensation costs in 2021 is due to reductions in compensation to directors and officers during the year.

Professional fees

Professional fees represent amounts paid by the Company for professional fees provided to the Company by independent service providers.

During the year ended March 31, 2021, the Company incurred professional fees of \$501,349 compared to \$503,275 for the year ended March 31, 2020.

General and administrative costs

General and administrative costs include public company charges, travel and entertainment, occupancy and general office expenditures for the Company's head office in Toronto and its regional office in Guyana, London and Namibia.



During the year ended March 31, 2021, the Company incurred net general and administrative costs of \$648,749 as compared to \$1,402,502 during the year ended March 31, 2020 and representing a year on year decrease of 54%.

General and Administrative costs decreased during 2021 as compared to 2020, primarily due to the Company's cost saving initiatives, including decreased travel expenses and public company costs.

Share based compensation

The share based compensation expense reflects the fair value of stock options granted to directors, officers, employees and consultants of the Company.

During the year ended March 31, 2021, share based compensation amounted to \$144,327 as compared to \$5,740,319 for the year ended March 31, 2020.

The reason for the significant decrease in amounts expensed in 2021 relates to the RSU's issued and expensed in 2020.

Foreign exchange

The foreign exchange movement during the year ended March 31, 2021, reflects the movements of the Canadian dollar, British Pound, Euro and Namibian dollar relative to the US Dollar. The Company's cash and cash equivalents and short-term investments are held primarily in US Dollars, but the Company also hold funds in in Canadian dollars, British Pounds and Euros.

Summary of Quarterly Results

Summarized quarterly results for the past eight quarters are as follows:

	Quarter Ended			
	31-Mar-21	31-Dec-20	30-Sep-20	30-Jun-20
Total income	\$ 5,318	\$ 6,123	\$ 7,247	\$ 28,409
Net loss for the period	\$ (1,540,808)	\$ (642,375)	\$ (691,758)	\$ (804,866)
Basic loss per share	\$ (0.01)	\$ (0.00)	\$ (0.01)	\$ (0.00)

	Quarter Ended			
	31-Mar-20	31-Dec-19	30-Sep-19	30-Jun-19
Total income	\$ 69,008	\$ 80,302	\$ 101,830	\$ 127,054
Net profit (loss) for the period	\$ 750,017	\$ (2,473,333)	\$ (11,722,797)	\$ (6,627,418)
Basic loss per share	\$ (0.005)	\$ (0.005)	\$ (0.06)	\$ (0.04)

During the last five quarters, and following the drilling of two wells in Guyana, the Company, together with its partners, have been reprocessing 3D data and identifying additional targets to drill on our Guyana block. During the last quarter, the Company has also focused its efforts on establishing our renewable solar energy division.



Additional Disclosure for Venture Issuers Without Significant Revenue (In US Dollars)

	Year ended March 31,	
	2021	2020
Gross expenditures on exploration and evaluation		
Cooper License	\$ 465,000	\$ 404,000
Guy License	126,000	215,000
Sharon License	391,000	326,000
Tamar License	99,000	138,000
Guyana License	646,000	11,616,000
Total	<u>\$ 1,727,000</u>	<u>\$ 12,699,000</u>
General and administrative expenses		
Occupancy and office expenses	\$ 48,017	\$ 70,733
Social corporate responsibility	48,325	-
Travel expenses	28,376	500,200
Public company costs	492,134	803,348
Insurance	56,223	57,020
Financial services	9,805	13,303
Recovered under JOAs	(34,131)	(42,102)
	<u>\$ 648,749</u>	<u>\$ 1,402,502</u>

Liquidity and Capital Resources

The financial statements have been prepared on a going concern basis whereby the Company is assumed to be able to realize its assets and discharge its liabilities in the normal course of operations. The financial statements do not reflect adjustments that would be necessary if the going concern assumption were not appropriate. If the going concern assumption was not appropriate for the financial statements, then adjustments of a material nature would be necessary in the carrying value of assets such as petroleum and natural gas licenses, liabilities, the reported expenses, and the balance sheet classifications used. Management continues to pursue financing opportunities for the Company to ensure that it will have sufficient cash to carry out its planned exploration program beyond the next year.

During the year ended March 31, 2021, the Company's overall position of cash and cash equivalents decreased by \$6,859,707, including forex differences. This decrease in cash can be attributed to the following activities:

- 1) The Company's net cash used for operating activities during the year ended March 31, 2021 was \$3,504,627 as compared to \$15,158,231 for the year ended March 31, 2020. During the prior period we incurred significant expenditure in respect of the two wells that we drilled in Guyana on the Orunduik Block, which accounts for the decrease when compared to expenditure in the current year.
- 2) Cash used in investing activities for the year ended March 31, 2021 was \$3,309,286 as compared to nil for the year ended March 31, 2020. In 2021, the amount related primarily to an increase in short-term investments, the Company's acquisition of the Kozani Project and the increase in the security deposit.
- 3) Cash used in financing activities for the year ended March 31, 2021 was nil as compared to cash generated of \$16,149,936 for the year ended March 31, 2020. In 2020, the amount relates primarily to the completion of a private placement.



As discussed above, the Company is required to undertake specific exploration activities on each of the Company's licenses during each phase of development. (See "Overview of Operations" for information on the Company's commitments.)

The Company is currently engaged in the exploration and development of the licenses in order to assess the existence of commercially exploitable quantities of oil and gas and to determine if additional resources should be allocated to these licenses as per the work program commitments set out herein. The Company has completed the minimum exploration work required to date for each of its material licenses.

The Company has no revenue producing operations and continues to manage its costs, focusing on its higher potential licenses as described above. It may seek funding in the capital markets and may seek to pursue additional joint venture and farm-in opportunities with other suitable companies having access to capital, in order to meet its exploratory commitments and development strategy. Although the Company has been successful in raising funds to date, there can be no assurance that adequate funding will be available in the future, or available under terms favorable to the Company.

Common Share Data (as at July 29, 2021)

Common Shares	199,643,636
Common Share to be returned to treasury ⁽¹⁾	(846,992)
Options issued to directors, officers and consultants	7,220,000
RSUs granted to directors, officers and consultants	343,000
Warrants	14,945,913
Common shares outstanding on a fully diluted basis	221,305,557

- (1) In connection with the Amalgamation, the former shareholders of PAO were required to surrender for cancellation the certificates representing their PAO shares (the "Certificates") in order to obtain Common Shares. Former shareholders of PAO had six years from January 28, 2015, being the effective date of the Amalgamation, to surrender their Certificates and to receive Common Shares (the "Conversion"), failing which their Common Shares would be cancelled. On January 28, 2021 (the "Expiry Date") the rights to the Conversion expired. As at the Expiry Date there remained 846,992 Common Shares that were not surrendered for Conversion and which were effectively cancelled.

Off-Balance Sheet Agreements

As of the date of this MD&A, the Company does not have any off-balance sheet arrangements that have or are reasonably likely to have, a current or future effect on its results of operations or financial condition, including, and without limitation, such consolidations as liquidity, capital expenditure and capital resources that would be considered material to investors.

Contractual Commitments

Licenses

The Company is committed to meeting all of the conditions of its licenses including annual lease renewal or extension fees as needed.

The Company, together with its partners on each license, submit annual work plans for the development of each license, which are approved by the relevant regulator.



Financial Instruments

Other risks and uncertainties the Company faces at present are market risk and foreign exchange risk.

Market risk is the risk of loss that may arise from changes in interest rates, foreign exchange rates and oil and gas prices. An extended period of depressed oil and gas prices could make access to capital more difficult and the Company is dependent on capital markets to fund its exploration and ultimately, its development programs.

Foreign exchange risk arises since most of the Company's costs are in currencies other than the Canadian dollar. Fluctuations in exchange rates between the Canadian dollar and the U.S. dollar could materially affect the Company's financial position. Management periodically considers reducing the effect of exchange risk through the use of forward currency contracts but has not entered into any such contracts to date.

Risks and Uncertainties

The business of exploring for, developing and producing oil and gas reserves is inherently risky. The Company is in the development stage and has not determined whether its Licenses contain economically recoverable reserves. The Company's future viability is dependent on the existence of oil and gas reserves and on the ability of the Company to obtain financing for its exploration programs and development of such reserves and ultimately on the profitability of operations or disposition of its oil and gas interests.

The Company's actual exploration and operating results may be very different from those expected as at the date of this MD&A.

For a complete discussion on risk factors, please refer to the Company's Annual Information Form dated July 29, 2021, filed under the Company's profile at www.sedar.com and on the Company's website.

COVID-19

Since January 2020, the Coronavirus outbreak has dramatically expanded into a worldwide pandemic creating macro-economic uncertainty and disruption in the business and financial markets. Many countries around the world have been taking measures designated to limit the continued spread of the Coronavirus, including the closure of workplaces, restricting travel, prohibiting assembling, closing international borders and quarantining populated areas. To date there have been minimal disruptions to the Company's operations. Despite reduced travel, the Company has been able to maintain communications and on-going operations with its partners and regulatory bodies, however, such measures present concerns that may dramatically affect the Company's ability to conduct its business effectively, including, but not limited to, adverse effect relating to negotiations and discussions with regulators, site visits, slowdown and stoppage of work, travel and other activities which are essential and critical for maintaining on-going business activities. Given the uncertainty around the extent and timing of the future spread or mitigation of COVID-19 and around the imposition or relaxation of protective measures, the Company cannot reasonably estimate the impact to its future results of operations, cash flows or financial condition; infections may become more widespread and the limitation on the ability to work and travel, as well as any closures or supply disruptions, may be extended for longer periods of time and to other locations, all of which would have a negative impact on the Company's business, financial condition and operating results. In addition, the unknown scale and duration of these developments have macro and micro negative effects on the financial markets, oil prices and the global economy which could result in an economic downturn that could have a material adverse effect on its operations and financial results, earnings, cash flow and financial condition. To mitigate some of these risks, the Company has taken steps to reduce its cash burn by reducing compensation to officers, directors and consultants.



Transactions between Related Parties and Balances

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making operating and financial decisions. This would include the Company's senior management, who are considered to be key management personnel by the Company.

Parties are also related if they are subject to common control or significant influence. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

Fees for management services and operating costs paid to directors and officers or private companies which are controlled by directors or officers of the Company were as follows:

The following are the expenses incurred with related parties for the year ended March 31, 2021 and 2020 and the balances owing as of March 31, 2021 and 2020:

March 31, 2021:

	Directors Fees	Consulting Fees	Stock based awards	Option based awards	Total	Amounts owing at March 31, 2021
Executive Directors						
Gil Holzman - CEO	\$ -	\$ 377,023	\$ -	\$ 2,559	\$ 379,582	\$ -
Colin Kinley - COO (*)	-	\$ 445,050	-	2,559	447,609	45,820
Alan Friedman - Executive Vice President	-	38,698	-	2,559	41,257	-
Gadi Levin - Financial Director	-	94,999	-	1,281	96,280	-
Non Executive Directors						
Moshe Peterberg - Chairman of the board	122,400	-	-	2,559	124,959	31,240
Keith Hill	23,426	-	-	2,559	25,985	-
Peter Nicol	35,679	-	-	2,559	38,238	-
Helmut Angula	19,522	-	-	2,559	22,081	5,520
Officers						
Alan Rootenberg - CFO	-	11,346	-	-	11,346	2,837
Total	\$ 201,026	\$ 967,117	\$ -	\$ 19,196	\$ 1,187,338	\$ 85,417

(*) Included in Consulting fees to Mr. Kinley is \$180,000 in fees paid for technical services provided by Kinley Exploration LLC, a Company controlled by Mr. Kinley.

March 31, 2020:

	Directors Fees	Consulting Fees	Stock based awards(**)	Option based awards(**)	Total	Amounts owing at March 31, 2020
Executive Directors						
Gil Holzman - CEO	\$ -	\$ 477,678	\$ 1,668,054	\$ 22,446	\$ 2,168,178	\$ -
Colin Kinley - COO (*)	-	976,297	1,668,054	22,446	2,666,796	73,110
Alan Friedman - Executive Vice President	-	45,390	231,674	22,446	299,509	3,782
Gadi Levin - Financial Director	-	102,882	370,679	11,223	484,784	-
Non Executive Directors						
Moshe Peterberg - Chairman of the board	121,869	-	648,687	22,446	793,002	38,636
Keith Hill	27,234	-	231,674	22,446	281,353	6,808
Peter Nicol	28,368	-	370,679	22,446	421,493	10,393
Helmut Angula	40,884	-	185,339	22,446	248,669	5,674
Officers						
Alan Rootenberg - CFO	-	13,617	-	-	13,617	1,135
Total	\$ 218,355	\$ 1,615,864	\$ 5,374,840	\$ 168,345	\$ 7,377,401	\$ 139,538

(*) Included in Consulting fees to Mr. Kinley is \$180,000 in fees paid for technical services provided by Kinley Exploration LLC, a Company controlled by Mr. Kinley.

(**) Share based awards and option based awards are based on the value of the Company's shares at the date of the grant of the RSU or option.



Critical Accounting Estimates

The Company's critical accounting estimates are defined as those estimates that have a significant impact on the portrayal of its financial position and operations and that require management to make judgments, assumptions and estimates in the application of IFRS. Judgments, assumptions and estimates are based on historical experience and other factors that management believes to be reasonable under current conditions. As events occur and additional information is obtained, these judgments, assumptions and estimates may be subject to change. The Company believes the following are the critical accounting estimates used in the preparation of its consolidated financial statements. The Company's significant accounting policies can be found in Note 3 of the Company's Financial Statements.

Use of estimates

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively from the period in which the estimates are revised. The following are the key estimate and assumption uncertainties considered by management.

Impairment of assets

When there are indications that an asset may be impaired, the Company is required to estimate the asset's recoverable amount. The recoverable amount is the greater of value in use and fair value less costs to sell. Determining the value in use requires the Company to estimate expected future cash flows associated with the assets and a suitable discount rate in order to calculate present value.

Stock Based Compensation

The Company uses the fair value method, utilizing the Black-Scholes option pricing model, for valuing stock options granted to directors, officers, consultants and employees. The estimated fair value is recognized over the applicable vesting period as stock-based compensation expense. The recognized costs are subject to the estimation of what the ultimate payout will be using pricing models such as the Black-Scholes model which is based on significant assumptions such as volatility, dividend yield and expected term.

Income Taxes

At the end of each reporting period, the Company assesses whether the realization of deferred tax benefits is sufficiently probable to recognize deferred tax assets. This assessment requires the exercise of judgment on the part of management with respect to, among other things, benefits that could be realized from available income tax strategies and future taxable income, as well as other positive and negative factors. The recorded amount of total deferred tax assets could be reduced if estimates of projected future taxable income and benefits from available income tax strategies are lowered, or if changes in current income tax regulations are enacted that impose restrictions on the timing or extent of the Company's ability to utilize deferred tax benefits.

The Company's effective income tax rate can vary significantly quarter-to-quarter for various reasons, including the mix and volume of business in lower income tax jurisdictions and in jurisdictions for which no deferred income tax assets have been recognized because management believed it was not probable that future taxable profit would be available against which income tax losses and deductible temporary differences could be utilized. The Company's effective income tax rate can also vary due to the impact of foreign exchange fluctuations.



Change in functional currency assessment

The functional currency of the Company and its subsidiaries represent the currency of the primary economic environment in which each entity operates. Through to March 31, 2020, all entities were considered to have a functional currency of Canadian Dollars. On March 31, 2020, the Company determined the United States Dollar (“USD”) to be the functional currency for Eco Guyana based on the increased expenditures incurred in USD which is expected to continue in the foreseeable future. On April 1, 2020, the Company determined the USD to be the functional currency for Eco (Atlantic) Oil and Gas Ltd, based on the increase in USD denominated spending as of April 1, 2020. On April 1, 2020, the Company also determined the USD to be the functional currency of Eco Guyana Oil & Gas (Barbados) Ltd, since this entity is 100% owned by Eco Atlantic, and is the 100% owner of Eco Guyana, both of which have functional currencies denominated in USD. The change in estimate has been applied on a prospective basis effective April 1, 2020. On February 1, 2021, the Company determined the USD to be the functional currency of EOGN, EOGS, PAONH and PAON following the re-issuance of the Namibia Licenses (as defined below)

Effective April 1, 2020, the Company also changed its presentation currency from Canadian Dollars to USD. The change in presentation currency is to better reflect the Company’s business activities and to improve investors’ ability to compare the Company’s results to its peers. This change has been applied retroactively as if the Company’s new presentation currency has always been the Company’s presentation currency.

The exchange rates used are as follows

USD/CAD exchange rate	March 31, 2021	March 31, 2020	April 1, 2019
Closing at the reporting date	1.26	1.42	1.34
Average rate for the period	1.32	1.33	1.33

Refer to note 21 in our condensed interim consolidated financial statements for further details of the effect of the translation adjustments to reflect the change in the Company’s presentation currency.

Disclosure Controls and Procedures and Internal Controls over Financial Reporting

Management has established processes to provide it with sufficient knowledge to support representations that it has exercised reasonable diligence to ensure that (i) the consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the consolidated financial statements, and (ii) the consolidated financial statements fairly present in all material respects the financial position, results of operations and cash flows of the Company, as of the date of and for the periods presented.



In contrast to the certificate required for non-venture issuers under National Instrument 52-109 – *Certification of Disclosure in Issuers' Annual and Interim Filings* (“**NI 52-109**”), the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures (“**DC&P**”) and internal control over financial reporting (“**ICFR**”), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

- 1) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- 2) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with the issuer's GAAP (IFRS).

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in the certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Additional Information

Additional information relating to the Company, the Company's quarterly and annual consolidated financial statements, annual information form, technical reports and other disclosure documents, are available on the System for Electronic Document Analysis and Retrieval (SEDAR) website at www.sedar.com.