

SATURN OIL & GAS INC.

Q3 2023 MANAGEMENT DISCUSSION AND ANALYSIS

The following Management's Discussion and Analysis ("MD&A") is a review of the operational and financial results and outlook for Saturn Oil & Gas Inc. ("Saturn" or the "Company") as at September 30, 2023 and for the three and nine months ended September 30, 2023 and 2022. This MD&A is dated and based on information available as at November 7, 2023 and should be read in conjunction with Company's unaudited condensed consolidated interim financial statements ("financial statements") and the notes thereto as at September 30, 2023 and for the three and nine months ended September 30, 2023 and 2022. Additional information relating to Saturn, including Saturn's Annual Information Form for the year ended December 31, 2022, is available on SEDAR at www.sedarplus.ca and Saturn's website at www.saturnoil.com.

Throughout this MD&A and in other materials disclosed by the Company, Saturn adheres to generally accepted accounting principles ("GAAP") and International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board (the "IASB"), however the Company also uses various specified financial measures (as defined in National Instrument 51-112 - *Non-GAAP and Other Financial Measures* ("NI 51-112") including "non-GAAP financial measures", "non-GAAP ratios", "capital management measures" and "supplementary financial measures" to analyze financial performance including: "adjusted EBITDA", "adjusted funds flow", "annualized quarterly adjusted funds flow", "free funds flow", "capital expenditures", "capital expenditures net of A&D", "gross petroleum and natural gas sales", "net operating expense", "operating netbacks", "operating netbacks, net of derivatives", "adjusted working capital", "net debt", "net debt to annualized quarterly adjusted funds flow" and "enterprise value". These non-GAAP and other financial measures do not have any standardized meaning prescribed under IFRS and therefore may not be comparable to similar measures presented by other entities. The non-GAAP and other financial measures should not be considered to be more meaningful than GAAP measures which are determined in accordance with IFRS, such as net income (loss), cash flow from operating activities, and cash flow used in investing activities, as indicators of Saturn's performance.

Readers are cautioned that the MD&A should be read in conjunction with disclosures in the sections entitled "Non-GAAP and Other Financial Measures" and "Advisories and forward-looking information".

DESCRIPTION OF THE BUSINESS

Saturn is a Canadian resource company engaged in the business of acquisition, exploration and development of petroleum and natural gas resource deposits in Western Canada. The Company's current focus is to advance the exploration of its oil and gas properties in Alberta as well as Southeast and West Central Saskatchewan.

Q3 2023 HIGHLIGHTS

- Realized record quarterly average production of 26,265 boe/d compared to 10,965 boe/d in the third quarter of 2022 reflecting production contribution from the acquisition of Ridgeback Resources Inc.;
- Achieved record quarterly petroleum and natural gas sales of \$201.1 million, up from \$105.7 million in the third quarter of 2022 and \$176.0 million in the second quarter of 2023;
- Generated record quarterly Adjusted EBITDA⁽¹⁾ of \$100.3 million compared to \$50.3 million in the third quarter of 2022 primarily due to the Ridgeback Acquisition and a successful 2023 drilling programs;
- Generated record quarterly adjusted funds flow⁽¹⁾ of \$76.5 million, up from \$40.0 million in the third quarter of 2022;
- Invested \$35.3 million in capital expenditures⁽¹⁾, drilling 18 gross (15.3 net) wells; including 12 in Southeast Saskatchewan; 2 in West Central Saskatchewan; 3 in Central Alberta; and 1 in North Alberta;
- Generated free funds flow⁽¹⁾ of \$41.2 million, up from \$3.0 million in the third quarter of 2022;
- Reduced leverage, making \$50.7 million in principal repayments on the Senior Term Loan;
- Exited the period with \$473.8 million net debt⁽¹⁾, realizing a net debt to annualized quarterly adjusted funds flow⁽¹⁾ of 1.5x;

⁽¹⁾ See Non-GAAP and Other Financial Measures

FINANCIAL AND OPERATING HIGHLIGHTS

(\$000s, except per share amounts)	Three months ended September 30,		Nine months ended September 30,	
	2023	2022	2023	2022
FINANCIAL HIGHLIGHTS				
Petroleum and natural gas sales	201,066	105,728	508,507	256,399
Cashflow from operating activities	70,466	13,472	208,609	44,215
Operating netback, net of derivatives ⁽¹⁾	105,672	51,047	278,563	88,789
Adjusted EBITDA ⁽¹⁾	100,332	50,323	263,052	84,553
Adjusted funds flow ⁽¹⁾	76,477	39,996	197,892	67,931
per share - Basic	0.55	0.69	1.62	1.73
- Diluted	0.54	0.69	1.58	1.71
Free funds flow ⁽¹⁾	41,206	3,005	124,493	14,501
per share - Basic	0.30	0.05	1.02	0.37
- Diluted	0.29	0.05	1.00	0.36
Net income (loss)	(111,156)	167,307	159,167	91,544
per share - Basic	(0.80)	2.89	1.31	2.34
- Diluted	(0.80)	2.87	1.27	2.30
Acquisitions, net of cash acquired	-	240,070	466,662	247,562
Capital expenditures ⁽¹⁾	35,271	36,991	73,399	53,430
Total assets	1,376,271	593,594	1,376,271	593,594
Net debt ⁽¹⁾ , end of period	473,843	232,655	473,843	232,655
Shareholders' equity	473,892	155,041	473,892	155,041
Common shares outstanding, end of period	139,313	59,839	139,313	59,839
Weighted average, basic	139,261	57,907	121,821	39,168
Weighted average, diluted	142,382	58,336	124,905	39,769
OPERATING HIGHLIGHTS				
Average production volumes				
Crude oil (bbls/d)	19,132	10,163	17,762	7,914
NGLs (bbls/d)	2,287	363	1,810	328
Natural gas (mcf/d)	29,077	2,634	22,825	2,197
Total boe/d	26,265	10,965	23,376	8,608
% Oil and NGLs	82%	96%	84%	96%
Average realized prices				
Crude oil (\$/bbl)	105.08	110.90	97.36	116.19
NGLs (\$/bbl)	43.19	55.59	43.53	61.46
Natural gas (\$/mcf)	2.85	5.95	2.90	5.66
Processing expenses (\$/boe)	(0.25)	(1.25)	(0.50)	(1.50)
Petroleum and natural gas sales (\$/boe)	83.21	104.81	79.68	109.10
Operating netback (\$/boe)				
Petroleum and natural gas sales	83.21	104.81	79.68	109.10
Royalties	(10.36)	(12.57)	(8.84)	(15.58)
Net operating expenses ⁽¹⁾	(20.13)	(23.86)	(21.17)	(25.77)
Transportation expenses	(1.34)	(0.60)	(1.29)	(0.69)
Operating netback ⁽¹⁾	51.38	67.78	48.38	67.06
Realized loss on derivatives	(7.64)	(17.18)	(4.73)	(29.28)
Operating netback, net of derivatives ⁽¹⁾	43.74	50.60	43.65	37.78

⁽¹⁾ See Non-GAAP and Other Financial Measures

ACQUISITIONS

Ridgeback Resources Acquisition

On February 28, 2023, the Company completed a corporate acquisition (the “Ridgeback Acquisition”) of Ridgeback Resources Inc. (“Ridgeback”) a privately held oil and gas producer focused on light oil production in Saskatchewan and Alberta. The Ridgeback Acquisition both bolstered Saturn's existing light oil production in Southeast Saskatchewan and adds highly economic play diversification and an expansion into Alberta. The synergistic Southeast Saskatchewan assets includes approximately 5,000 boe/d of high cash flow production and more than doubles the light oil volumes of Saturn's existing and adjoining core growth asset. The Alberta expansion offers a new core area for the Company with an entry into the Alberta Cardium play which includes approximately 8,800 boe/d of light oil focused production plus over 300 de-risked development drilling locations and provides further development opportunities within the Kaybob and Deer Mountain areas each with extensive operated infrastructure in place to drive low operating costs and realize high cash netbacks.

The Ridgeback Acquisition was completed for total consideration of \$525.9 million, comprised of \$476.4 million in cash, and 19,406,167 common shares of the Company, based on a closing day price of \$2.55 per common share, resulting in a gain on acquisition of \$183.9 million. The cash portion of the purchase price was funded through the net proceeds of a \$125 million bought deal equity financing and a \$375 million expansion to the Company's Senior Term Loan.

Results from the Ridgeback Acquisition are included in the Company's earnings and production volumes from the closing date of February 28, 2023 on a prospective basis. Accordingly, results for the nine-month period ended September 30, 2023 includes seven months of combined operational results. The determination of the purchase price is as follows:

(\$000s)	February 28, 2023
Fair value of net assets acquired:	
Cash	9,777
Net working capital deficit	(4,243)
Property, plant and equipment	718,829
Right-of-use asset	4,464
Deferred income tax asset	29,499
Net financial derivatives	(380)
Lease liability	(4,464)
Decommissioning obligations	(43,706)
Gain on acquisition	(183,851)
Total	525,925
Consideration:	
Cash	476,439
Common shares	49,486
Total	525,925

Had the Ridgeback Acquisition occurred on January 1, 2023, the incremental petroleum and natural gas sales and net income for the nine-month period ended September 30, 2023, and the pro forma results would have been as follows:

(\$000s)	As stated	Acquisition prior to close date	(Unaudited) Pro Forma
Petroleum and natural gas sales	508,507	72,704	581,211
Net income	159,167	20,613	179,780

Viking Acquisition

On July 6, 2022, Saturn closed a synergistic acquisition (the “Viking Acquisition”) of assets targeting the Viking formation in West Central Saskatchewan (the “Viking Asset”). The Company acquired approximately 4,000 boe/d of high netback light oil production. The Viking Acquisition was completed for total cash consideration of \$240.9 million, after final closing adjustments.

PRODUCTION

	Three months ended September 30,		Nine months ended September 30,	
	2023	2022	2023	2022
Crude oil (bbls/d)	19,132	10,163	17,762	7,914
NGLs (bbls/d)	2,287	363	1,810	328
Natural gas (mcf/d)	29,077	2,634	22,825	2,197
Total boe/d	26,265	10,965	23,376	8,608
Crude oil and liquids %	82%	96%	84%	96%

Total average production volumes increased to 26,265 boe/d in the third quarter of 2023 from 10,965 boe/d in the third quarter of 2022. The increase primarily reflects production from the Ridgeback Acquisition, which contributed an average of 15,448 boe/d during the third quarter of 2023.

Total average production volumes increased to 23,376 boe/d in the nine months ended September 30, 2023 from 8,608 boe/d in the comparative 2022 period. The increase primarily reflects production from the Ridgeback Acquisition, which contributed an average of 11,961 boe/d during the nine months ended September 30, 2023. The balance of the increase was attributed to the success of our Q4 2022 and 2023 drilling programs.

The following table summarizes Saturn's average production by business unit for the three and nine months ended September 30, 2023 and 2022:

	Three months ended September 30, 2023				Three months ended September 30, 2022			
	Crude oil (bbls/d)	NGLs (bbls/d)	Natural gas (mcf/d)	Total (boe/d)	Crude oil (bbls/d)	NGLs (bbls/d)	Natural gas (mcf/d)	Total (boe/d)
Southeast Saskatchewan	10,187	789	3,911	11,628	6,347	339	2,065	7,030
West Central Saskatchewan	3,844	20	475	3,943	3,816	24	569	3,935
Central Alberta	3,595	1,117	21,103	8,229	-	-	-	-
North Alberta	1,506	361	3,588	2,465	-	-	-	-
Total boe/d	19,132	2,287	29,077	26,265	10,163	363	2,634	10,965

	Nine months ended September 30, 2023				Nine months ended September 30, 2022			
	Crude oil (bbls/d)	NGLs (bbls/d)	Natural gas (mcf/d)	Total (boe/d)	Crude oil (bbls/d)	NGLs (bbls/d)	Natural gas (mcf/d)	Total (boe/d)
Southeast Saskatchewan	9,179	713	3,734	10,514	6,359	320	2,005	7,013
West Central Saskatchewan	4,555	17	454	4,648	1,555	8	192	1,595
Central Alberta	2,824	829	15,419	6,223	-	-	-	-
North Alberta	1,204	251	3,218	1,991	-	-	-	-
Total boe/d	17,762	1,810	22,825	23,376	7,914	328	2,197	8,608

Southeast Saskatchewan

The core producing properties in Southeast Saskatchewan include our Oxbow assets, which are geologically concentrated within the Mississippian-aged, Midale and Frobisher oil formations and the Bakken assets concentrated in the Bakken formation of Southeast Saskatchewan. For the three months ended September 30, 2023, Southeast Saskatchewan produced 11,628 boe/d, an increase of 65% from 7,030 boe/d in the comparative 2022 period. For the nine months ended September 30, 2023, Southeast Saskatchewan produced 10,514 boe/d, an increase of 50% from 7,013 boe/d in the comparative 2022 period. The increase is primarily due to the Ridgeback Acquisition which contributed an average of 4,755 boe/d in Southeast Saskatchewan during the third quarter of 2023 and an average of 3,748 boe/d year-to-date.

West Central Saskatchewan

The core producing properties in West Central Saskatchewan consist of our Viking assets, which produced 3,943 boe/d for the three months ended September 30, 2023, compared to 3,935 boe/d in the prior year. For the nine months ended

September 30, 2023, West Central Saskatchewan produced 4,648 boe/d compared to 1,595 boe/d in the prior year comparative period. The increase is due to the Viking Acquisition completed during the third quarter of 2022.

Central Alberta

The core producing properties in Central Alberta consist of our Cardium assets, which were acquired as part of the Ridgeback Acquisition. For the three and nine months ended September 30, 2023, Central Alberta produced 8,229 boe/d and 6,223 boe/d, respectively. The Cardium assets were impacted by the Alberta wildfires in May 2023, which resulted in the curtailment of approximately 1,556 boe/d during the second quarter (519 boe/d year-to-date).

North Alberta

The core producing properties in North Alberta consist of assets located in the Kaybob and Deer Mountain areas of Alberta, which were acquired as part of the Ridgeback Acquisition. For the three and nine months ended September 30, 2023, North Alberta produced 2,465 boe/d and 1,991 boe/d respectively. The North Alberta assets in Kaybob and Deer Mountain were impacted by the Alberta wildfires in May 2023, resulting in the curtailment of approximately 707 boe/d during the second quarter (236 boe/d year-to-date).

BENCHMARK AND REALIZED PRICES

	Three months ended September 30,		Nine months ended September 30,	
	2023	2022	2023	2022
Average benchmark prices				
WTI (US\$/bbl) ⁽¹⁾	82.18	91.58	77.37	98.11
Exchange rate (US\$/C)	1.34	1.31	1.35	1.28
WTI (CA\$/bbl)	110.26	119.72	104.10	125.70
MSW Par at Edmonton (\$/bbl) ⁽²⁾	107.78	116.46	100.62	123.18
Midale Par at Cromer (\$/bbl)	103.83	117.59	94.18	124.02
LSB Par at Cromer (\$/bbl) ⁽³⁾	106.59	115.89	98.27	122.89
AECO natural gas (\$/mcf) ⁽⁴⁾	2.60	4.14	2.76	5.36
Average realized prices				
Crude oil (\$/bbl)	105.08	110.90	97.36	116.19
NGLs (\$/bbl)	43.19	55.59	43.53	61.46
Natural gas (\$/mcf)	2.85	5.95	2.90	5.66
Processing expenses (\$/boe)	(0.25)	(1.25)	(0.50)	(1.50)
Petroleum and natural gas sales (\$/boe)	83.21	104.81	79.68	109.10

(1) West Texas Intermediate average calendar price

(2) Mixed Sweet Blend ("MSW")

(3) Light Sour Blend ("LSB")

(4) AECO 5A Daily Index Price

For the three and nine months ended September 30, 2023, the Company realized a combined price for petroleum and natural gas of \$83.21 per boe and \$79.68 per boe versus \$104.81 per boe and \$109.10 per boe in the comparative 2022 period.

Most of the Company's revenue is from the sale of crude oil which varies based on sales point and certain par prices. The Company's realized price for crude oil from Southeast Saskatchewan is primarily based on the LSB and Midale par prices at Cromer, while the realized prices for crude oil in Central Alberta and West Central Saskatchewan are primarily based on the MSW par price at Edmonton. The Company's average realized oil price for the third quarter was \$105.08 per bbl, a 5% decrease from \$110.90 per bbl in the third quarter of 2022. The Company's average realized oil price for the nine months ended September 30, 2023 was \$97.36 per bbl, a 16% decrease from \$116.19 per bbl in the nine months ended September 30, 2022. The decrease in realized pricing is consistent with the decrease in benchmark prices.

PETROLEUM AND NATURAL GAS SALES

(\$000s)	Three months ended September 30,		Nine months ended September 30,	
	2023	2022	2023	2022
Crude oil	184,952	103,695	472,123	251,031
NGLs	9,087	1,855	21,508	5,502
Natural gas	7,633	1,443	18,068	3,396
Gross petroleum and natural gas sales ⁽¹⁾	201,672	106,993	511,699	259,929
Less: Processing expenses	(606)	(1,265)	(3,192)	(3,530)
Petroleum and natural gas sales	201,066	105,728	508,507	256,399

⁽¹⁾ See Non-GAAP and Other Financial Measures

Gross petroleum and natural gas sales increased for the three and nine months ended September 30, 2023 due primarily to additional volumes associated with the Ridgeback Acquisition, partially offset by lower realized prices. Certain gas processing expenses are deducted from gross realized prices received due to product custody transfer at the gas processing terminal inlet. The Company presents this on a gross and net basis to demonstrate the actual realized prices received prior to netting. The above adjustments do not have an impact on the Company's netback.

ROYALTIES

(\$000s, except per boe amounts)	Three months ended September 30,		Nine months ended September 30,	
	2023	2022	2023	2022
Royalties	25,045	12,680	56,440	36,618
% of gross petroleum and natural gas	12.4%	11.9%	11.0%	14.1%
\$ per boe	10.36	12.57	8.84	15.58

⁽¹⁾ See Non-GAAP and Other Financial Measures

Royalties increased for the three and nine months ended September 30, 2023, on a total basis, commensurate with higher petroleum and natural gas sales. Royalties as a percentage of gross petroleum and natural gas sales increased for the three months ended September 30, 2023, reflecting increases in royalty rates for wells no longer eligible for royalty incentives. Royalties as a percentage of gross petroleum and natural gas sales decreased for the nine months ended September 30, 2023, which was primarily attributable to the Ridgeback Acquisition, reflecting lower associated royalties on acquired Alberta assets than the Company's Southeast Saskatchewan Oxbow assets. Saturn pays royalties to the provincial governments, freehold landowners and other third parties by way of contractual overriding royalties.

NET OPERATING EXPENSES

(\$000s, except per boe amounts)	Three months ended September 30,		Nine months ended September 30,	
	2023	2022	2023	2022
Operating expenses	52,293	24,788	143,416	62,683
Less: processing income	(3,641)	(721)	(8,287)	(2,121)
Net operating expenses ⁽¹⁾	48,652	24,067	135,129	60,562
\$ per boe ⁽¹⁾	20.13	23.86	21.17	25.77

⁽¹⁾ See Non-GAAP and Other Financial Measures

Net operating expenses increased for the three and nine months ended September 30, 2023, due to expanded field activity following the Ridgeback Acquisition. Net operating expenses per boe decreased for the three and nine months ended September 30, 2023, due to lower costs associated with the Ridgeback Acquisition, as fixed costs are spread over larger production volumes.

TRANSPORTATION EXPENSES

(\$000s, except per boe amounts)	Three months ended September 30,		Nine months ended September 30,	
	2023	2022	2023	2022
Transportation expenses	3,242	607	8,220	1,621
\$ per boe	1.34	0.60	1.29	0.69

Transportation expenses increased for the three and nine months ended September 30, 2023, on a total and per boe basis, due primarily to pipeline tariffs associated with the Ridgeback Acquisition.

RISK MANAGEMENT AND COMMODITY FINANCIAL DERIVATIVES

(\$000s, except per boe amounts)	Three months ended September 30,		Nine months ended September 30,	
	2023	2022	2023	2022
Realized loss on derivatives	(18,455)	(17,327)	(30,155)	(68,809)
Unrealized gain (loss) on derivatives	(178,866)	135,799	(94,827)	45,654
Realized loss on derivatives \$ per boe	(7.64)	(17.18)	(4.73)	(29.28)

The Company uses commodity risk management contracts which are classified as financial derivatives to manage exposure to commodity price volatility. Details of open commodity contracts as at September 30, 2023 are described in "Market Risk" section below.

For the three and nine months ended September 30, 2023, the Company realized a loss on its financial commodity contracts of \$18.5 million and \$30.2 million compared to \$17.3 million and \$68.8 million in the comparable periods. The realized loss is a result of market prices for crude oil and natural gas settling at levels above those set in our derivative contracts. The increase (decrease) in realized loss on derivatives reflects the increase (decrease) in market prices from those in the comparative 2022 periods. Saturn has not designated any financial commodity contracts as hedges, and as a result the unrealized gains and losses are a result of the non-cash change in the mark-to-market values period over period. At September 30, 2023, the outstanding financial commodity contracts had a net liability of \$178.7 million (December 31, 2022 - \$83.4 million liability).

GENERAL AND ADMINISTRATIVE EXPENSES

(\$000s, except per boe amounts)	Three months ended September 30,		Nine months ended September 30,	
	2023	2022	2023	2022
General and administrative expenses	5,291	2,491	15,350	5,471
\$ per boe	2.19	2.47	2.41	2.33

General and administrative ("G&A") expenses increased for the three and nine months ended September 30, 2023, due to higher personnel costs from an expanded employee base and associated growth costs of the organization as a result of the Ridgeback Acquisition.

DEPLETION, DEPRECIATION AND AMORTIZATION

(\$000s, except per boe amounts)	Three months ended September 30,		Nine months ended September 30,	
	2023	2022	2023	2022
Depletion, depreciation and amortization	39,618	14,119	105,536	28,000
\$ per boe	16.40	14.00	16.54	11.91

Saturn records depletion, depreciation and amortization ("DD&A") on its property, plant and equipment ("PP&E") over the useful lives of the assets employing the unit of production method using proved plus probable oil and natural gas reserves and associated future development capital required for its petroleum and natural gas assets, and a declining balance method for its corporate administrative assets.

DD&A expense increased for the three and nine months ended September 30, 2023, due to an increase in the carrying value of PP&E attributed to the Ridgeback Acquisition. The increase in DD&A on a per boe basis was primarily due to a smaller relative increase in the reserve base over the depletable base as a result of the Ridgeback Acquisition.

SHARE BASED COMPENSATION

(\$000s, except per boe amounts)	Three months ended September 30,		Nine months ended September 30,	
	2023	2022	2023	2022
Share based compensation	2,257	107	5,308	463
\$ per boe	0.93	0.11	0.83	0.20

The Company has a Long Term Incentive Plan (“LTIP”), under which it is authorized to grant stock options, Restricted Share Units (“RSUs”), Deferred Share Units (“DSUs”) and Performance Share Units (“PSUs”) to directors, officers, and employees of Saturn.

Share-based compensation expense increased for the three and nine months ended September 30, 2023, due to RSUs and PSUs granted during the second quarter of 2023 and the performance warrants granted during the first quarter of 2023.

FINANCING EXPENSES

(\$000s)	Three months ended September 30,		Nine months ended September 30,	
	2023	2022	2023	2022
Interest expense, cash	24,384	10,592	66,718	16,888
Interest income	(529)	(265)	(1,558)	(267)
Interest expense, paid in kind	-	-	-	570
Amortization of original issue discount and debt issue costs	1,508	1,113	4,031	3,139
Accretion, debt instruments	13	65	83	175
Accretion, leases	283	131	826	411
Accretion, decommissioning obligations	3,662	1,978	10,110	5,459
Financing expenses	29,321	13,614	80,210	26,375

Financing expenses increased for the three and nine months ended September 30, 2023, due primarily to higher cash interest expense related to the expanded Senior Term Loan and accretion on decommissioning obligations related to the Ridgeback Acquisition.

LOSS ON DEBT EXTINGUISHMENT

On February 28, 2023, the Company expanded its Senior Term Loan by \$375.0 million in relation to the Ridgeback Acquisition. Accordingly, the pre-existing unamortized original issue discount and new debt issue costs were expensed in the period.

The following tables reconciles the February 28, 2023 loss on debt extinguishment:

(\$000s)	Amount
Senior Term Loan principal outstanding (pre-expansion)	233,194
Senior Term Loan unamortized debt issue costs	(4,043)
Senior Term Loan carrying value	229,151
Senior Term Loan extinguished	(233,194)
New debt issue costs	(4,222)
Loss on debt extinguishment	(8,265)
Comprised of:	
Senior Term Loan unamortized debt issue costs, non-cash	(4,043)
New debt issue costs	(4,222)
Loss on debt extinguishment	(8,265)

DEFERRED TAXES

For the three and nine months ended September 30, 2023, the Company recognized a deferred income tax recovery of \$38.6 million and \$8.8 million respectively, compared to a deferred income tax expense of \$2.1 million and \$0.2 million in

the comparative 2022 period. For the three and nine months ended September 30, 2023, the deferred income tax recovery resulted from lower pre-tax net income due to the change in unrealized derivative contracts during the period. For the three and nine months ended September 30, 2022, the expense was a result of the deferred tax liability position and share issue costs in the period, partially offset by a recovery associated with the Plato and Viking Acquisition.

FINANCIAL RESULTS OF OPERATIONS

(\$000s, except per boe amounts)	Three months ended September 30,		Nine months ended September 30,	
	2023	2022	2023	2022
Cashflow from operating activities	70,466	13,472	208,609	44,215
per share - Basic	0.51	0.23	1.71	1.13
- Diluted	0.49	0.23	1.67	1.11
Adjusted funds flow ⁽¹⁾	76,477	39,996	197,892	67,931
per share - Basic	0.55	0.69	1.62	1.73
- Diluted	0.54	0.69	1.58	1.71
Free funds flow ⁽¹⁾	41,206	3,005	124,493	14,501
per share - Basic	0.30	0.05	1.02	0.37
- Diluted	0.29	0.05	1.00	0.36
Net income (loss)	(111,156)	167,307	159,167	91,544
per share - Basic	(0.80)	2.89	1.31	2.34
- Diluted	(0.80)	2.87	1.27	2.30

(1) See Non-GAAP and Other Financial Measures

Adjusted funds flow increased for the three and nine months ended September 30, 2023, primarily due to the Ridgeback Acquisition, which resulted in increased petroleum and natural gas sales, offset in part by increased royalties, operating expenses, transportation expenses and G&A, coupled with higher interest costs associated with the Senior Term Loan expansion.

For the three months ended September 30, 2023, the Company recorded a net loss of \$111.2 million compared to net income of \$167.3 million during the three months ended September 30, 2022. The decrease in net income for the three months ended September 30, 2023 was primarily due to an increase in the unrealized loss on derivatives and increased depletion, depreciation and amortization over the prior year period.

For the nine months ended September 30, 2023, the Company generated net income of \$159.2 million compared to net income of \$91.5 million during the nine months ended September 30, 2022. The increase in net income for the nine months ended September 30, 2023 was primarily due to increased funds flow period over period, and a gain on the Ridgeback Acquisition.

CAPITAL EXPENDITURES

(\$000s)	Three months ended September 30,		Nine months ended September 30,	
	2023	2022	2023	2022
Drilling and completions	26,352	31,173	49,300	41,117
Facilities	6,336	4,515	15,809	7,874
Land and lease	497	-	609	12
Capitalized G&A and other	2,017	1,092	7,003	3,142
PP&E expenditures	35,202	36,780	72,721	52,145
E&E expenditures	69	211	678	1,285
Capital expenditures	35,271	36,991	73,399	53,430
Corporate acquisition, net of cash acquired	-	-	466,662	-
Property acquisition/disposition	-	240,070	-	247,562
Capital expenditures, net of A&D	35,271	277,061	540,061	300,992

During the three months ended September 30, 2023, the Company drilled 18 gross (15.3 net) wells: 12 in Southeast Saskatchewan; 2 in West Central Saskatchewan; 3 in Central Alberta; and 1 in North Alberta. For the nine months ended September 30, 2023, the Company drilled 40 gross (31.9 net) wells: 19 in Southeast Saskatchewan; 15 in West Central

Saskatchewan; 5 in Central Alberta; and 1 in North Alberta. Further workovers/re-activations of existing non-producing wells were also performed.

	Three months ended September 30,				Nine months ended September 30,			
	2023		2022		2023		2022	
	Gross	Net	Gross	Net	Gross	Net	Gross	Net
Wells drilled	18	15.3	30	30.0	40	31.9	40	40.0

LIQUIDITY AND CAPITAL RESOURCES

Senior Term Loan

On February 28, 2023, the Company entered into a Third Amended and Restated Senior Term Loan Agreement with its senior secured lender and expanded the Senior Term Loan by \$375.0 million to an aggregate principal amount of \$608.2 million at an original issue discount of 2.5%. The loan will amortize over three years with repayment dates as follows: February 28, 2023 to April 30, 2023 of \$nil, May 1, 2023 to April 30, 2024 of \$25.4 million per month, May 1, 2024 to April 30, 2025 of \$15.2 million per month and May 1, 2025 to February 28, 2026 of \$10.2 million per month. On September 29, 2023, the Company entered into an amending agreement with its senior secured lender thereby deferring scheduled repayments in September and December 2023 for the aggregate amount of \$50.7 million, which shall become due and payable in full on the stated maturity date. All principal repayments are subject to an exit fee of 2.5% on the aggregate principal amount of any such payment. The Senior Term Loan bears interest 11.5% per annum plus the applicable periodic Canadian dollar bankers' acceptance rates at a minimum rate of 1%. The Senior Term Loan has a stated maturity date of February 28, 2026.

The Senior Term Loan is subject to various covenants on the part of the Company. As at September 30, 2023, Saturn was in compliance with all covenants pertaining to the Senior Term Loan. The following table summarizes the current key financial covenants as set forth in the Third Amended and Restated Term Loan Agreement:

Covenant description	Covenant Ratio	September 30, 2023
PDP Asset Coverage Ratio Minimum ⁽¹⁾	1.75	2.38
Current Ratio Minimum ⁽²⁾	1.00	1.19
First Lien Net Leverage Ratio Maximum ⁽³⁾	1.75	1.19

⁽¹⁾ The ratio of (a) the PV10 of Saturn's proved developed producing ("PDP") reserves net of financial derivatives, to (b) the carrying value of the Senior Term Loan net of cash.

⁽²⁾ The ratio of (a) current assets; excluding financial derivatives, to (b) current liabilities; excluding the current portion of the Senior Term Loan, financial derivatives and lease liabilities.

⁽³⁾ The ratio of (a) the Senior Term Loan net of cash, to (b) annualized earnings before interest, taxes, depreciation, amortization and other non-cash items ("Adjusted EBITDA").

Unsecured letter of credit facility

The Company has a new \$30 million unsecured demand letter of credit facility (the "LC Facility") with a syndicate of Canadian banks. Saturn's obligations under the LC Facility are supported by a performance security guarantee ("PSG") from Export Development Canada. The PSG is subject to annual renewal with the next scheduled renewal date of February 29, 2024. At September 30, 2023, \$29.7 million was drawn under the LC Facility (December 31, 2022 – \$nil).

Convertible note

As at September 30, 2023, the Company has a \$1.0 million (December 31, 2022 - \$2.3 million) convertible note payable due to a shareholder. The note bears interest at 5% per annum and is subordinated until July 2025. The convertible note payable and unpaid interest is convertible into shares of the Company at the option of the holder at a conversion price of \$3.00 per share. As at September 30, 2023, the convertible note had a carrying value of \$1.1 million.

Liquidity

The Company generally relies on internal profitability measured by adjusted funds flow, debt financing and equity issuances to fund its capital requirements and provide liquidity. To the extent possible, Saturn has attempted to mitigate certain risks by entering into financial derivative commodity contracts to reduce the financial impact of downward commodity price

movements on a portion of our anticipated production. Future liquidity depends primarily on profitability and the ability to access debt and equity markets. All principal repayments on the Senior Term Loan that are due within twelve months are presented as current liabilities on the statement of financial position with the remainder classified as non-current. The Company believes that the capital structure of the Company coupled with the projected adjusted funds flow will satisfy Saturn's continuing operations.

Further discussion on the equity offerings completed by the Company in 2023 are described in "Share Capital" section below.

Net debt and enterprise value

Management considers net debt a key measure in assessing the Company's liquidity. Saturn's net debt totaled \$473.8 million as at September 30, 2023 compared to \$219.8 million as at December 31, 2022. The Company's net debt to annualized quarterly adjusted funds flow was 1.5 times at September 30, 2023, which includes the contribution of adjusted funds flow coming from the Ridgeback Acquisition and related Senior Term Loan expansion that occurred on February 28, 2023.

(\$000s)	September 30, 2023	December 31, 2022
Net debt ⁽¹⁾	473,843	219,803
Total market capitalization ⁽²⁾	398,435	140,746
Enterprise value ⁽¹⁾	872,278	360,549
Net debt as a percentage of enterprise value	54%	61%
Annualized quarterly adjusted funds flow ⁽¹⁾	305,908	202,916
Net debt to annualized quarterly adjusted funds flow	1.5x	1.1x

⁽¹⁾ See Non-GAAP and Other Financial Measures

⁽²⁾ Calculated as 139,312,898 common shares outstanding multiplied by the TSX closing share price on the last day of trading of the period.

Off-balance sheet transactions

The Company is not party to any material arrangements that would be excluded from the statement of financial position other than disclosed in the commitments section of this MD&A.

SHARE CAPITAL

The Company is authorized to issue an unlimited number of common shares without par value.

On February 28, 2023, the Company completed a bought-deal equity financing issuing 59,242,000 common shares at a price of \$2.11 per common share for gross proceeds of \$125.0 million, incurred associated share issue costs of \$8.3 million and issued 19,406,167 common shares as partial consideration related to the Ridgeback Acquisition.

As at the date of this MD&A, September 30, 2023 and December 31, 2022, the following common shares are outstanding and/or remain issuable upon exercise of the underlying securities.

(000s) Number of securities	November 7, 2023	September 30, 2023	December 31, 2022
Common shares outstanding	139,313	139,313	59,892
Warrants	6,871	6,871	36,520
Performance warrants	7,000	7,000	-
Broker options	798	798	4,254
Restricted share units	2,286	2,367	45
Stock options	1,073	1,089	1,687
Convertible notes	359	359	912
Performance share units	667	667	-
Fully diluted shares outstanding	158,367	158,464	103,310

COMMITMENTS AND CONTRACTUAL OBLIGATIONS

The Company has the following contractual obligations and commitments as at September 30, 2023:

(\$000s)	Less than 1	1-3	3-5	Greater	Total
Senior Term Loan	253,556	253,191	-	-	506,747
Interest payments ⁽¹⁾	70,830	41,449	-	-	112,279
Convertible notes	-	1,204	-	-	1,204
Lease liabilities ⁽²⁾	5,219	5,407	1,120	609	12,355
Gas processing contracts	3,939	4,425	2,024	5,972	16,360
	333,544	305,676	3,144	6,581	648,945

(1) Represents cash interest payments on scheduled payment dates related to the Senior Term Loan, at the period end Canadian dollar bankers' acceptance rate.

(2) Represents the remaining undiscounted minimum lease payments on the Company's lease liabilities.

RISKS AND UNCERTAINTIES

Factors beyond Saturn's control may determine whether any oil and gas reserves the Company discovers are sufficiently economic to be developed. The determination of whether petroleum and natural gas deposits are economic is affected by numerous factors beyond Saturn's control. These factors include market fluctuations for oil and gas; the costs of access and surface rights; and government regulations governing prices, taxes, royalties, land tenure, land use, importing and exporting of resources and environmental protection.

Land reclamation requirements for exploration and development properties may be burdensome. Although variable depending on location and the governing authority, land reclamation requirements are generally imposed on companies in extractive industries such as oil and gas or mining in order to minimize long-term effects of land disturbance. Reclamation may include requirements to control dispersion of potentially deleterious effluents and reasonably re-establish pre-disturbance landforms and vegetation. In order to carry out reclamation obligations imposed on the Company in connection with ongoing exploration and development, Saturn must allocate financial resources that might otherwise be spent on further exploration and development programs.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they are due. While the Company is exposed to liquidity risk, it actively manages it through strategies such as prudent capital spending, an active commodity risk management program; shown in the market risk section below, and by continuously monitoring forecast and actual cash flows from operating, financing and investing activities. Management believes it will have sufficient funding to meet foreseeable liquidity requirements.

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 that arise principally from the Company's accounts receivable from oil and natural gas marketers and joint operators in the oil and gas industry. Receivables from oil and natural gas marketers are normally collected on the 25th day of the month following production.

The Company's policy to mitigate credit risk going forward is to maintain marketing relationships with large, established and reputable purchasers that are considered to be creditworthy. The Company attempts to mitigate the risk from joint venture receivables by obtaining partner approval of significant capital and operating expenditures prior to expenditure and in certain circumstances may require cash deposits in advance of incurring financial obligations on behalf of joint venture partners. Joint venture receivables are from partners in the petroleum and natural gas industry who are subject to the risks and conditions of the industry. Significant changes in industry conditions and risks that negatively impact partners' ability to generate cash flow will increase the risk of not collecting receivables. The Company does not request letters of credit in its favor from joint venture partners; however the Company has the ability to withhold production from joint operating partners in the event of non-payment or is able to register security on the assets of joint operating partners.

Counterparties to financial instruments expose the Company to credit losses in the event of non-performance. Counterparties for derivative instrument transactions are limited to investment grade counterparties.

Currency risk

Currency risk is the risk that the fair value of future cash flows will fluctuate as a result of changes in foreign exchange rates. All of the Company's petroleum and natural gas sales are conducted in Canada and are denominated in Canadian dollars. Canadian commodity prices are influenced by fluctuations in the Canada to United States dollar exchange rate. Prices for oil are determined in global markets and generally denominated in United States dollars. The Company is exposed to currency risk in relation to its US dollar denominated financial derivatives. A ten percent change in the US dollar would have resulted in a \$17.8 million change to net income (loss) before tax (December 31, 2022 – \$8.9 million) assuming all other variables remain constant. The exposure of realized price fluctuations of the US dollar and Canadian dollar exchange rate, serves as a natural hedge to US dollar denominated financial derivatives.

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 interest charged on the Senior Term Loan fluctuates with the interest rates associated with the periodic outstanding term based on Canadian dollar bankers' acceptance rates. The Company is exposed to interest rate risk related to the unpaid principal balance outstanding on the Senior Term Loan. A change in Canadian dollar bankers' acceptance rates by one percent would have changed net income (loss) by approximately \$0.9 million during the period ended September 30, 2023 (December 31, 2022 – \$2.1 million) assuming all other variables remain constant.

Price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The ability of the Company to explore its resource properties and future profitability of the Company are directly related to the market price of commodities. Prices for oil and gas are impacted not only by the relationship between the Canadian and United States dollars but also worldwide economic events that influence supply and demand.

Market risk

Saturn manages the risks associated with changes in commodity prices by entering into a variety of risk management commodity contracts classified as financial derivatives. The Company assesses the effects of movement in commodity prices on income before tax. A ten percent increase or decrease in commodity prices would have resulted in a \$105.0 million change to unrealized gains or (losses) on risk management contracts and net income (loss) before tax assuming all other variables remain constant.

The Company had the following outstanding financial derivative commodity contracts as at September 30, 2023:

Period	WTI Collars				WTI Swaps				WTI/MSW Differential			
	Volume bbls/d	Price ⁽¹⁾ US/bbl	Volume bbls/d	Price ⁽¹⁾ CA/bbl	Volume bbls/d	Price ⁽¹⁾ US/bbl	Volume bbls/d	Price ⁽¹⁾ CA/bbl	Volume bbls/d	Price ⁽¹⁾ US/bbl	Volume bbls/d	Price ⁽¹⁾ CA/bbl
Q4 2023	2,168	50.66-60.39	3,000	96.67-106.44	3,665	71.73	4,579	105.73	4,192	(5.70)	7,987	(5.07)
Q1 2024	2,103	50.63-56.49	-	-	3,490	65.31	7,046	102.49	-	-	11,583	(5.46)
Q2 2024	2,044	50.61-56.46	-	-	3,332	65.01	6,604	101.59	-	-	11,020	(6.25)
Q3 2024	1,992	50.63-56.49	-	-	3,173	64.67	6,227	97.99	-	-	7,142	(6.25)
Q4 2024	1,923	50.56-56.32	-	-	3,054	64.50	5,901	97.39	-	-	-	-
Q1 2025	1,818	50.38-54.60	-	-	2,978	60.50	5,663	93.40	-	-	-	-
Q2 2025	1,771	55.14-59.00	-	-	2,871	63.22	4,680	91.80	-	-	-	-
Q3 2025	1,729	65.00-68.10	-	-	2,753	69.05	4,483	88.72	-	-	-	-
Q4 2025	1,684	65.00-68.10	-	-	2,637	68.99	4,304	88.72	-	-	-	-
Q1 2026	1,080	65.00-68.10	-	-	3,077	67.21	4,156	85.22	-	-	-	-
Q2 2026	-	-	-	-	4,028	67.30	3,989	85.22	-	-	-	-
Q3 2026	-	-	-	-	-	-	7,735	82.86	-	-	-	-
Q4 2026	-	-	-	-	-	-	7,467	82.86	-	-	-	-
Q1 2027	-	-	-	-	-	-	5,150	79.85	-	-	-	-

⁽¹⁾ Weighted average prices for the period

General risks

Petroleum and natural gas exploration and production can involve environmental risks such as litigation, physical and regulatory risks. Physical risks include the pollution of the environment, climate change and destruction of natural habitat, as well as safety risks such as personal injury. The Company works hard to identify the potential environmental impacts of its new projects in the planning stage and during operations. The Company conducts its operations with high standards in order to protect the environment, its employees and consultants, and the general public. Saturn maintains current insurance coverage for comprehensive and general liability as well as limited pollution liability. The amount and terms of this insurance are reviewed on an ongoing basis and adjusted as necessary to reflect current corporate requirements, as well as industry standards and government regulations. Without such insurance, and if the Company becomes subject to environmental liabilities, the payment of such liabilities could reduce or eliminate its available funds or could exceed the funds the Company has available and result in financial distress.

Climate change risks

Our exploration and production infrastructure and other operations and activities emit greenhouse gases ("GHG") which may require us to comply with federal and/or provincial GHG emissions legislation. Climate change policy is evolving at regional, national and international levels, and political and economic events may significantly affect the scope and timing of climate change measures that are ultimately put in place to prevent climate change or mitigate our effects. The direct or indirect costs of compliance with GHG-related regulations may have a material adverse effect on our business, financial condition, results of operations and prospects. Some of our significant facilities may ultimately be subject to future regional, provincial and/or federal climate change regulations to manage GHG emissions. In addition, climate change has been linked to long-term shifts in climate patterns and extreme weather conditions both of which pose the risk of causing operational difficulties.

SUMMARY OF QUARTERLY RESULTS

(\$000s, except per boe)	2023			2022				2021
	Q3	Q2	Q1	Q4	Q3	Q2	Q1	Q4
Financial:								
Petroleum and natural gas	201,066	176,034	131,407	111,558	105,728	82,230	68,442	54,481
Cashflow from operations	70,466	94,232	46,794	58,100	13,472	20,399	10,342	13,033
Net income (loss)	(111,156)	51,273	219,050	(16,728)	167,307	21,855	(97,618)	(10,629)
Basic (\$/share)	(0.80)	0.37	2.52	(0.28)	2.89	0.68	(3.63)	(0.55)
Diluted (\$/share)	(0.80)	0.36	2.51	(0.28)	2.87	0.66	(3.63)	(0.55)
Acquisitions	-	1,439	465,223	805	240,070	(90)	7,583	2,818
Capital expenditures ⁽¹⁾	35,271	13,845	24,283	35,676	36,991	5,970	10,466	4,048
Total assets	1,376,271	1,332,816	1,397,679	582,907	593,594	347,201	268,568	221,106
Common shares outstanding	139,313	138,634	138,634	59,892	59,839	32,361	32,361	25,165
Operational:								
Average daily production								
Crude oil (bbls/d)	19,132	19,425	14,680	11,590	10,163	6,722	6,821	6,549
NGLs (bbls/d)	2,287	2,137	992	428	363	287	334	356
Natural gas (mcf/d)	29,077	26,553	12,666	2,971	2,634	1,887	2,063	2,246
Total (boe/d)	26,265	25,988	17,783	12,514	10,965	7,324	7,499	7,279

⁽¹⁾ See Non-GAAP and Other Financial Measures

In the third quarter of 2023, the Company achieved record adjusted funds flow of \$76.5 million driven by record production of 26,265 boe/d and an operating netback, net of derivatives of \$43.74 per boe. The Company invested \$35.3 million in capital expenditures, drilling 20 wells (15.7 net). Principal repayments on the Senior Term Loan of \$50.7 million were made resulting in net debt of \$473.8 million.

In the second quarter of 2023, despite the Alberta wildfires impacting operations, the Company achieved record adjusted funds flow of \$67.0 million driven by record production of 25,988 boe/d and an operating netback, net of derivatives of \$41.87 per boe. The Company made \$50.7 million in principal repayments on the Senior Term Loan and invested \$13.8 million in capital expenditures resulting in an ending net debt balance of \$510.2 million.

In the first quarter of 2023, the Company completed the Ridgeback Acquisition for total consideration of \$525 million, comprised of \$475 million in cash, and 19,406,167 common shares resulting in a gain on acquisition of \$185.3 million. The cash portion of the purchase price was funded through the net proceeds of a \$125 million bought deal equity financing and a \$375 million expansion to the Senior Term Loan. The Company realized adjusted funds flow of \$54.5 million, made \$12.3 million in principal repayments on the Senior Term Loan and invested \$24.3 million in capital expenditures resulting in net debt of \$556.6 million. The Company generated record quarterly petroleum and natural gas sales of \$131.4 million, driven primarily by record production of 17,783 boe/d.

In the fourth quarter of 2022, the Company invested \$35.7 million in capital expenditures, drilling 16 wells (15.6 net). Principal repayments on the Senior Term Loan of \$36.9 million were made resulting in net debt of \$219.8 million. A record \$50.7 million in adjusted funds flow was achieved primarily due to an operating netback, net of derivatives of \$56.17 per boe and production of 12,514 boe/d. The quarterly sales, pricing, production, net income, cash flow from operations, adjusted funds flow and capital expenditures are discussed in the previous sections of this MD&A.

In the third quarter of 2022, the Company invested \$240.1 million in property acquisitions relating to the Viking Acquisition and \$37.0 million in capital expenditures. The Senior Term loan was expanded by \$200.0 million and accompanying equity offerings provided additional gross proceeds of \$75.2 million to fund the Viking Acquisition. Principal repayments on the Senior Term Loan of \$12.3 million were made resulting in net debt of \$232.7 million. A record \$39.8 million in adjusted funds flow was achieved primarily due to an operating netback, net of derivatives of \$50.60 per boe.

In the second quarter of 2022, the Company invested \$5.5 million in capital expenditures, made \$12.2 million in principal repayments on the Senior Term Loan resulting in net debt to \$58.2 million and achieved \$14.5 million in adjusted funds flow primarily due to an Operating netback, net of derivatives of \$29.91 per boe.

In the first quarter of 2022, the Company invested \$10.5 million in capital expenditures, achieved \$13.4 million in adjusted funds flow primarily due to an Operating netback, net of derivatives of \$26.38 per boe, made \$3.6 million in principal repayments on the Senior Term Loan and retired its Term Notes for \$32.1 million with an expansion of the Senior Term Loan of \$38.0 million. The Company completed an equity financing for gross proceeds of \$20.6 million and closed the Plato Acquisition for \$7.6 million, after final closing adjustments.

STANDARDS ISSUED BUT NOT YET EFFECTIVE

In June 2023, the International Sustainability Standards Board ("ISSB") issued IFRS S1 *General Requirements for Disclosure of Sustainability-related Financial Information* and IFRS S2 *Climate-related Disclosures* which are effective for annual reporting periods beginning on or after January 1, 2024. These standards provide for transition relief in IFRS S1 that allow reporting entity to report on only climate-related risks and opportunities in the first year of reporting under the sustainability standards.

The Canadian Securities Administrators ("CSA") are responsible for determining the reporting requirements for public companies in Canada and are responsible for decisions related to the adoption of the sustainability disclosure standard, including the effective annual reporting dates. The CSA issued proposed National Instrument NI-51-107 – *Disclosure of Climate-related Matters in October 2021*. The CSA intends to consider the ISSB standards in addition to development in United States reporting requirements in its decision relating to development of climate-related disclosure requirements for Canadian reporting issuers. The CSA will involve the Canadian Sustainability Standards Board ("CSSB") for a combined review of the suitability of the adopting the ISSB standards in Canada. There is no requirement for public companies in Canada to adopt the ISSB standards until the CSA and CSSB have issued a decision on reporting requirements in Canada. While we are actively reviewing the ISSB standards we have not yet determined the impact on future financial statements, nor have we quantified the costs to comply with such standards.

INTERNAL CONTROLS OVER FINANCIAL REPORTING

Saturn is required to comply with National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* ("NI 52-109"). NI 52-109 requires that Saturn disclose in its interim MD&A any material weaknesses relating to design existing at the end of the period in Saturn's internal control over financial reporting and/or any changes in Saturn's internal control over financial reporting that occurred during the period that have materially affected, or are reasonably likely to materially affect, Saturn's internal controls over financial reporting. Saturn confirms that no material weaknesses or such changes were identified in Saturn's internal controls over financial reporting at the end of or during the third quarter of 2023.

USE OF ESTIMATES

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

The effect of a change in an accounting estimate is recognized prospectively by including it in profit or loss in the period of the change, if the change affects that period only, or in the period of the change and future periods, if the change affects both.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the statement of financial position date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made relate to, but are not limited to, the following:

- The recoverability of accounts receivable and due from related parties which is included in the consolidated statement of financial position;
- The carrying value of the investment in exploration and evaluation costs and the recoverability of the carrying value which are included in the consolidated statement of financial position;
- The determination of the fair value of stock options, RSUs, PSUs, or warrants using stock pricing models requires the input of highly subjective assumptions, including the expected price volatility. Changes in the subjective input

assumptions could materially affect the fair value estimate; therefore, the existing models do not necessarily provide a reliable single measure of the fair value of the Company's outstanding stock based compensation;

- Fair values of petroleum and natural gas properties, depletion and depreciation expense and amounts used in impairment calculations are based on estimates of proved and probable oil and gas reserves are based upon a number of significant assumptions, such as forecasted production volumes, forecasted oil and gas commodity prices, forecasted operating costs, forecasted royalty costs and forecasted future development costs. By their nature, estimates of proved and probable oil and gas reserves and the related future cash flows are subject to measurement uncertainty, and the impact of differences between actual and estimated amounts on the consolidated financial statements of future periods could be material;
- Amounts recorded for asset retirement obligation liabilities including estimates around timing and amount of expenditures required to settle liabilities and the credit-adjusted risk free discount rate used;
- In the determination of fair value for convertible notes, the Company uses a discounted cash flow technique which includes inputs that are not based on observable market data and inputs that are derived from observable market data. In the case of its convertible debenture modifications, where available, the Company seeks comparable interest rates. If unavailable, it uses those considered appropriate for the risk profile of a company in the industry;
- Financial derivative commodity contracts are valued using valuation techniques with market observable inputs. The most frequently applied valuation techniques include Black-Scholes option valuation model and forward pricing and swap models. The models incorporate various inputs including the credit quality of counterparties, forecast benchmark commodity prices, and foreign exchange; and
- The determination of the estimated acquisition-date fair value of oil and gas properties involves significant estimates, including proved and probable oil and gas reserves and discount rates. The estimate of proved and probable reserves includes significant assumptions related to forecasted oil and gas commodity prices, forecasted production volumes, forecasted operating costs, forecasted royalty costs and forecasted future development costs. Changes in the assumptions or estimates used in determining the estimated acquisition date fair value of the acquired assets and liabilities could impact the allocation of the purchase price between assets and liabilities recorded on the statement of financial position and revenue and expenses recorded on the statement of comprehensive income (loss).

NON-GAAP AND OTHER FINANCIAL MEASURES

Throughout this MD&A and in other materials disclosed by the Company, Saturn employs certain measures to analyze financial performance, financial position, and cash flow. These non-GAAP and other financial measures do not have any standardized meaning prescribed under IFRS and therefore may not be comparable to similar measures presented by other entities. The non-GAAP and other financial measures should not be considered to be more meaningful than GAAP measures which are determined in accordance with IFRS, such as net income (loss), cash flow from operating activities, and cash flow used in investing activities, as indicators of Saturn's performance.

Non-GAAP Financial Measures and Ratios

NI 52-112 defines a non-GAAP financial measure as a financial measure that: (i) depicts the historical or expected future financial performance, financial position or cash flow of an entity, (ii) with respect to its composition, excludes an amount that is included in, or includes an amount that is excluded from, the composition of the most directly comparable financial measure disclosed in the primary financial statements of the entity, (iii) is not disclosed in the financial statements of the entity, and (iv) not a ratio, fraction, percentage or similar representation. NI 52-112 defines a non-GAAP ratio as a financial ratio that: (i) is in the form of a ratio, fraction, percentage or similar representation, (ii) has a non-GAAP financial measure as one or more of its components, and (iii) is not disclosed in the financial statements of the entity. The Company has presented the following non-GAAP financial measures and ratios within this MD&A.

Capital expenditures

Saturn uses capital expenditures to monitor its capital investments relative to those budgeted by the Company on an annual basis. Saturn's capital budget excludes acquisition and disposition activities as well as the accounting impact of any accrual changes or payments under certain lease arrangements. The most directly comparable GAAP measure for capital expenditures is cash flow used in investing activities. The following table reconciles capital expenditures and capital expenditures, net acquisitions and dispositions ("A&D") to the nearest GAAP measure, cashflow used in investing activities.

(\$000s)	Three months ended September 30,		Nine months ended September 30,	
	2023	2022	2023	2022
Cash flow used in investing activities	17,183	240,002	537,681	276,492
Change in non-cash working capital	18,088	37,059	2,380	24,500
Capital expenditures, net A&D	35,271	277,061	540,061	300,992
Acquisitions, net of cash acquired	-	(240,070)	(466,662)	(247,562)
Capital expenditures	35,271	36,991	73,399	53,430

Gross petroleum and natural gas sales

Gross petroleum and natural gas sales is calculated by adding oil, natural gas and NGLs revenue, before deducting certain gas processing expenses in arriving at Petroleum and natural gas revenue as required under IFRS-15. These processing expenses associated with the processing of natural gas and NGLs revenue are a result of the Company transferring custody of the product at the terminal inlet, and therefore receiving net prices. This metric is used by management to quantify and analyze the realized price received before required processing deductions, against benchmark prices. The calculation of the Company's gross petroleum and natural gas sales is shown within the petroleum and natural gas sales section within this MD&A.

Net operating expenses

Net operating expense is calculated by deducting processing income primarily generated by processing third party production at processing facilities where the Company has an ownership interest, from operating expenses presented on the Statement of income (loss). Where the Company has excess capacity at one of its facilities, it will process third-party volumes to reduce the cost of ownership in the facility. The Company's primary business activities are not that of a midstream entity whose activities are focused on earning processing and other infrastructure-based revenues, and as such third-party processing revenue is netted against operating expenses in the MD&A. This metric is used by management to evaluate the Company's net operating expenses on a unit of production basis. Net operating expense per boe is a non-GAAP financial ratio and is calculated as net operating expense divided by total barrels of oil equivalent produced over a specific period of time. The calculation of the Company's net operating expenses is shown within the net operating expenses section within this MD&A.

Operating netback and Operating netback, net of derivatives

The Company's operating netback is determined by deducting royalties, net operating expenses and transportation expenses from petroleum and natural gas sales. The Company's operating netback, net of derivatives is calculated by adding or deducting realized financial derivative commodity contract gains or losses from the operating netback. The Company's operating netback and operating netback, net of derivatives are used in operational and capital allocation decisions. Presenting operating netback and operating netback, net of derivatives on a per boe basis is a non-GAAP financial ratio and allows management to better analyze performance against prior periods on a per unit of production basis. The calculation of the Company's operating netbacks and operating netback, net of derivatives are summarized as follows.

Enterprise value

The Company's enterprise value is calculated as total market capitalization plus net debt. Enterprise value is used to assess the valuation of the Company. Refer to the *Liquidity and Capital Resources* section in this MD&A for further information.

(\$000s)	Three months ended September 30,		Nine months ended September 30,	
	2023	2022	2023	2022
Petroleum and natural gas sales	201,066	105,728	508,507	256,399
Royalties	(25,045)	(12,680)	(56,440)	(36,618)
Net operating expenses	(48,652)	(24,067)	(135,129)	(60,562)
Transportation expenses	(3,242)	(607)	(8,220)	(1,621)
Operating netback	124,127	68,374	308,718	157,598
Realized loss on financial derivatives	(18,455)	(17,327)	(30,155)	(68,809)
Operating netback, net of derivatives	105,672	51,047	278,563	88,789
(\$ per boe amounts)				
Petroleum and natural gas sales	83.21	104.81	79.68	109.10
Royalties	(10.36)	(12.57)	(8.84)	(15.58)
Net operating expenses	(20.13)	(23.86)	(21.17)	(25.77)
Transportation expenses	(1.34)	(0.60)	(1.29)	(0.69)
Operating netback	51.38	67.78	48.38	67.06
Realized loss on financial derivatives	(7.64)	(17.18)	(4.73)	(29.28)
Operating netback, net of derivatives	43.74	50.60	43.65	37.78

Capital Management Measures

NI 52-112 defines a capital management measure as a financial measure that: (i) is intended to enable an individual to evaluate an entity's objectives, policies and processes for managing the entity's capital; (ii) is not a component of a line item disclosed in the primary financial statements of the entity; (iii) is disclosed in the notes to the financial statements of the entity; and (iv) is not disclosed in the primary financial statements of the entity. Please refer to note 13 "Capital Management" in Saturn's financial statements for additional disclosure on: adjusted working capital, net debt, adjusted EBITDA, adjusted funds flow, free funds flow, annualized quarterly adjusted funds flow and net debt to annualized quarterly adjusted funds flow each of which are capital management measures used by the Company in this MD&A.

Supplementary Financial Measures

NI 52-112 defines a supplementary financial measure as a financial measure that: (i) is, or is intended to be, disclosed on a periodic basis to depict the historical or expected future financial performance, financial position or cash flow of an entity; (ii) is not disclosed in the financial statements of the entity; (iii) is not a non-GAAP financial measure; and (iv) is not a non-GAAP ratio. The supplementary financial measures used in this MD&A are either a per unit disclosure of a corresponding GAAP measure, or a component of a corresponding GAAP measure, presented in the financial statements. Supplementary financial measures that are disclosed on a per unit basis are calculated by dividing the aggregate GAAP measure (or component thereof) by the applicable unit for the period. Supplementary financial measures that are disclosed on a component basis of a corresponding GAAP measure are a granular representation of a financial statement line item and are determined in accordance with GAAP.

BOE PRESENTATION

Boe means barrel of oil equivalent. All boe conversions in this MD&A are derived by converting gas to oil at the ratio of six thousand cubic feet ("Mcf") of natural gas to one barrel ("Bbl") of oil. Boe may be misleading, particularly if used in isolation. A Boe conversion rate of 1 Bbl : 6 Mcf is based on an energy equivalency conversion method primarily applicable at the burner tip and does not represent a value equivalency at the wellhead. Given that the value ratio of oil compared to natural gas based on currently prevailing prices is significantly different than the energy equivalency ratio of 1 Bbl : 6 Mcf, utilizing a conversion ratio of 1 Bbl : 6 Mcf may be misleading as an indication of value.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The information provided in this report, including the financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary in the determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the financial statements.

DIRECTORS AND EXECUTIVE OFFICERS

As of the date of this report the Company had the following directors and executive officers:

John Jeffrey	Chief Executive Officer and Director
Scott Sanborn	Chief Financial Officer
Justin Kaufmann	Chief Development Officer
Grant MacKenzie	Chief Legal Officer and Director
Andrew Claugus	Director
Thomas Gutschlag	Director
Ivan Bergerman	Director
Jim Payne	Director
Christopher Ryan	Director
S. Janet Yang	Director

ADVISORIES AND FORWARD-LOOKING INFORMATION

Certain information in this MD&A, including all statements that are not historical facts, constitutes forward-looking information within the meaning of applicable Canadian securities laws. Such forward-looking information may include, but is not limited to, information which reflect management's expectations regarding the Company's future growth, the effects of the Company's acquisitions on the Company's strategy, land holdings and profitability, including the Ridgeback and Viking Acquisitions, results of operations (including, without limitation, future production and capital expenditures), performance (both operational and financial) and business prospects (including the timing and development of new reserves and the success of exploration activities) and opportunities. Often, this information includes 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 statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved.

In making and providing the forward-looking information included in this MD&A the Company's assumptions may include among other things: (i) that there are no material delays in the optimization of operations at the properties; (ii) assumptions about operating costs and expenditures; (iii) assumptions about future production recovery and cash flows; (iv) that there is no unanticipated fluctuation in foreign exchange rates; (v) the realization of anticipated benefits of acquisitions, and (vi) that there is no material deterioration in general economic conditions. Although management believes that the assumptions made and the expectations represented by such information are reasonable, there can be no assurance that the forward-looking information will prove to be accurate. By its nature, forward-looking information is based on assumptions and involves known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements, or results, to be materially different from future results, performance or achievements expressed or implied by such forward-looking information. Such risks, uncertainties and other factors include among other things the following: (i) the risk that additional financing will not be obtained as and when required; (ii) material increases in operating costs; (iii) adverse fluctuations in foreign exchange rates; and (iv) environmental risks and changes in environmental legislation.

This MD&A (See "Risks and Uncertainties") contains information on risks, uncertainties and other factors relating to the forward-looking information. Although the Company has attempted to identify factors that would cause actual actions, events or results to differ materially from those disclosed in the forward-looking information, there may be other factors that cause actual results, performances, achievements or events not to be anticipated, estimated or intended. Also, many of the factors are beyond the Company's control. Accordingly, readers should not place undue reliance on forward-looking information. The Company undertakes no obligation to reissue or update forward looking information as a result of new information or events after the date of this MD&A except as may be required by law. All forward-looking information disclosed in this document is qualified by this cautionary statement.