

The management of Pine Cliff Energy Inc. (the "**Company**") is responsible for the financial information and operating data presented in this financial report. The consolidated financial statements (the "**Financial Statements**") have been prepared by management in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board and utilize the best estimates and careful judgements of management where appropriate. Operational and other financial information contained throughout the annual report is consistent with that provided in the Financial Statements.

Management has developed and maintains a system of internal controls designed to provide reasonable assurance that all transactions are accurate and reliably recorded, that the Financial Statements accurately report the Company's operating and financial results within acceptable limits of materiality, that all other operational and financial information presented is accurate and that the Company's assets are properly safeguarded.

The Audit Committee, comprised of non-management directors, acts on behalf of the Board of Directors to ensure that management fulfills its financial reporting and internal control responsibilities. The Audit Committee meets regularly with management and the external auditors to discuss financial reporting and internal control matters and ensures each party is properly discharging its responsibilities. The Audit Committee reviewed the Financial Statements with management and the external auditors and recommended approval to the Board of Directors, who approved these Financial Statements.

The Financial Statements have been audited by Deloitte LLP, Chartered Professional Accountants, in accordance with generally accepted auditing standards on behalf of the shareholders and have unlimited and unrestricted access to the Audit Committee.

"Signed Philip B. Hodge"

"Signed Alan MacDonald"

Philip B. Hodge, President and Chief Executive Officer

Alan MacDonald, Chief Financial Officer and Corporate Secretary

Independent Auditor's Report

To the Shareholders of Pine Cliff Energy Ltd.

Opinion

We have audited the consolidated financial statements of Pine Cliff Energy Ltd. (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2020 and 2019, and the consolidated statements of comprehensive loss, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2020 and 2019, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2020. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Impairment of Property, Plant and Equipment — Refer to Note 8 to the financial statements

Key Audit Matter Description

The Company's property, plant and equipment includes developed assets acquired, transferred-in E&E costs, development drilling, right-of-use asset and other surface expenditures ("oil and gas properties"). These properties are depleted on a unit of production basis ("depletion") and if impairment indicators exist, are evaluated for impairment through determination of each CGU's recoverable amount by using the higher of value-in-use and fair value less costs to sell. The Company engages an independent reserve evaluator to estimate reserves using estimates, assumptions and engineering data. The development of the Company's reserves and the related future net cash flows used to evaluate the depletion and impairment requires management to make significant estimates and assumptions related to commodity prices and costs, future production rates, discount rates and future capital expenditures.

Given the significant judgments made by management related to future commodity prices, discount rates, future production rates, future operating costs, and future development costs used to measure oil and gas properties, these estimates and assumptions are subject to a high degree of estimation uncertainty. Auditing these estimates and assumptions required auditor judgment in applying audit procedures and in evaluating the results of those procedures, which resulted in an increased extent of audit effort including the involvement of fair value specialists.

How the Key Audit Matter Was Addressed in the Audit

Our audit procedures related to future commodity prices, discount rates, future production rates, future operating costs, and future development costs used to measure oil and gas properties included the following, among others:

- With the assistance of fair value specialists,
 - Evaluated future commodity prices by independently developing a reasonable range of forecasts based on reputable third-party forecasts and market data and comparing those to the future commodity prices selected by management.
 - Evaluated the reasonableness of the discount rates by testing the source information underlying the determination of the discount rates and developing a range of independent estimates and comparing those to the discount rates selected by management.
- Evaluated the Company's independent external reserve evaluator by:
 - Examining reports and assessing their scope of work and findings;
 - Assessing the competence, capability and objectivity by evaluating their relevant professional qualifications and experience.

- Evaluated the reasonableness of reserves by testing the source financial information underlying the reserves and comparing the reserve volumes to historical production volumes.
- Evaluated the reasonableness of future operating and development costs by testing the source financial information underlying the estimate, comparing future operating costs to historical results, and evaluating whether they are consistent with evidence obtained in other areas of the audit.
- Performed a retrospective review to evaluate management's ability to accurately forecast and to assess for indications of estimation bias over time.

Other Information

Management is responsible for the other information. The other information comprises:

- Management's Discussion and Analysis
- The information, other than the financial statements and our auditor's report thereon, in the Annual Report.

Our opinion on the financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in this auditor's report. We have nothing to report in this regard.

The Annual Report is expected to be made available to us after the date of the auditor's report. If, based on the work we will perform on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact to those charged with governance.

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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

/s/ Deloitte LLP

Chartered Professional Accountants
Calgary, Alberta
March 9, 2021

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(Canadian dollars, 000s)

	Note	2020	As at December 31, 2019
ASSETS			
Current assets			
Cash		7,878	8,661
Trade and other receivables	5, 17	14,863	13,597
Prepaid expenses and deposits		2,484	2,218
Total current assets		25,225	24,476
Exploration and evaluation	7	8,731	8,694
Property, plant and equipment	8	254,943	290,565
Total assets		288,899	323,735
LIABILITIES			
Current liabilities			
Trade and other payables	5,17	27,275	27,514
Lease liabilities	9	1,120	1,043
Decommissioning provision	14	1,500	2,000
Total current liabilities		29,895	30,557
Lease liabilities	9	2,069	2,666
Due to related party	11	6,000	6,000
Subordinated promissory notes	12,13	6,000	6,000
Term debt	13	48,747	48,642
Decommissioning provision	14	233,505	219,360
Total liabilities		326,216	313,225
SHAREHOLDERS' EQUITY (DEFICIT)			
Share capital	15	274,964	273,421
Warrants	15	288	460
Contributed surplus		14,540	13,631
Deficit		(327,109)	(277,002)
Total shareholders' (deficit) equity		(37,317)	10,510
Total liabilities and shareholders' equity		288,899	323,735

Commitments (Note 20)

The accompanying notes are an integral part of these consolidated financial statements.

The consolidated financial statements were approved by the Board of Directors and signed on its behalf by:

“Signed George F. Fink”

George F. Fink, Chair of the Board of Directors
and Director

“Signed Randy M. Jarock”

Randy M. Jarock, Chair of the Audit Committee
and Director

CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

(Canadian dollars, 000s except per share data)

	Note	Years ended December 31,	
		2020	2019
REVENUE			
Commodity sales	16	103,170	105,006
Royalty expense		(6,273)	(5,575)
Commodity sales, net of royalties		96,897	99,431
Processing and gathering		4,151	3,331
Total revenue		101,048	102,762
EXPENSES			
Operating		72,968	75,304
Transportation		9,172	11,743
Depletion and depreciation	8	45,411	46,864
Impairment	8	7,900	8,200
Site decommissioning grants	14	(772)	-
Share-based payments	15	737	1,116
Finance	17	10,742	11,553
General and administrative	18	4,997	5,079
Premium on flow-through shares	15	-	(667)
Total expenses		151,155	159,192
LOSS AND TOTAL COMPREHENSIVE LOSS FOR THE YEAR		(50,107)	(56,430)
Loss per share (\$)			
Basic and diluted	15	(0.15)	(0.18)

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Canadian dollars, 000s)

	Note	Years ended December 31,	
		2020	2019
CASH PROVIDED BY (USED IN):			
OPERATING ACTIVITIES			
Loss for the year		(50,107)	(56,430)
Items not affecting cash:			
Depletion and depreciation	8	45,411	46,864
Impairment	8	7,900	8,200
Site decommissioning grants	14	(772)	-
Share-based payments	15	737	1,116
Finance expenses	17	10,742	11,553
Premium on flow-through shares	15	-	(667)
Interest and bank charges	17	(5,182)	(4,757)
Decommissioning obligations settled	14	(1,503)	(1,929)
Changes in non-cash working capital accounts	17	1,561	11,586
Cash provided by operating activities		8,787	15,536
INVESTING ACTIVITIES			
Property, plant and equipment	8	(7,481)	(7,981)
Exploration and evaluation	7	(37)	(398)
Acquisitions	8	6	(8,801)
Dispositions	8	829	1,542
Changes in non-cash working capital accounts	17	(3,332)	731
Cash used in investing activities		(10,015)	(14,907)
FINANCING ACTIVITIES			
Issuance of common shares, net of share issue costs	15	1,543	5,345
Repayment of subordinated promissory notes	13	-	(49,000)
Issuance of term debt	13	-	49,000
Payments on lease obligations	9	(1,098)	(876)
Cash provided by financing activities		445	4,469
(Decrease) increase in cash		(783)	5,098
Cash - beginning of year		8,661	3,563
CASH - END OF YEAR		7,878	8,661

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(Canadian dollars, 000s)

	Note	Share capital	Contributed surplus ¹	Warrants	Deficit	Total Equity (Deficit)
BALANCE AT JANUARY 1, 2019		268,743	12,515	288	(220,572)	60,974
Loss for the year		-	-	-	(56,430)	(56,430)
Share-based payments		-	1,116	-	-	1,116
Issuance of warrants		-	-	172	-	172
Issuance of common shares, net of share issue costs	15	4,768	-	-	-	4,768
Share issue costs, net of tax	15	(90)	-	-	-	(90)
BALANCE AT DECEMBER 31, 2019		273,421	13,631	460	(277,002)	10,510
Loss for the year		-	-	-	(50,107)	(50,107)
Exercise of warrants	13	-	172	(172)	-	-
Issuance of common shares, on exercise of warrants	15	1,543	-	-	-	1,543
Share-based payments	15	-	737	-	-	737
BALANCE AT DECEMBER 31, 2020		274,964	14,540	288	(327,109)	(37,317)

¹Contributed surplus is comprised of share-based payments.

The accompanying notes are an integral part of these consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at December 31, 2020 and 2019 and for the years then ended
(all tabular amounts in Canadian dollars 000s, unless otherwise indicated)

1. NATURE OF BUSINESS

Pine Cliff Energy Ltd. ("**Pine Cliff**" or the "**Company**") is a public company listed on the Toronto Stock Exchange ("**TSX**") and incorporated under the *Business Corporations Act (Alberta)*. The address of the Company's registered office is Suite 850, 1015 - 4th Street SW, Calgary, Alberta, T2R 1J4.

Pine Cliff is engaged in the acquisition, exploration, development and production of oil and natural gas in the Western Canadian Sedimentary Basin and conducts many of its activities jointly with others; these consolidated financial statements (the "**Financial Statements**") reflect only the Company's proportionate interest in such activities.

2. BASIS OF PREPARATION**a) Statement of Compliance**

The Financial Statements have been prepared in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board ("**IASB**").

The Financial Statements were authorized for issue by the Company's board of directors on March 9, 2021.

b) Basis of measurement

The Financial Statements have been prepared on a historical cost basis, except for certain financial instruments and share-based payment transactions which are measured at fair value.

c) Use of judgements and estimates

The timely preparation of the Financial Statements in conformity with IFRS requires Pine Cliff management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, revenue and expenses as well as the disclosure of contingent assets and liabilities as at the date of the statement of financial position. Actual results could differ materially from estimated amounts and affect the results reported in the Financial Statements. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimates are revised and in any future years affected.

Information about significant areas of estimation uncertainty in applying accounting principles that have the most significant effect on the amounts recognized in the Financial Statements are included in the notes.

Judgements

In the process of applying Pine Cliff's accounting policies, judgements, apart from those involving estimates, have been made, of which the following may have the most significant effect on the amounts recognized in the Financial Statements:

- Note 5 – Financial instruments
- Note 7 – Exploration and evaluation assets ("**E&E**")
- Note 8 – Property, plant and equipment ("**PP&E**")
- Note 14 – Decommissioning provision
- Note 15 – Share capital

Cash Generating Units

Cash generating units ("**CGUs**") are defined as the lowest grouping of integrated assets that generate identifiable cash inflows that are largely independent of the cash inflows of other assets or groups of assets. The classification of assets into CGUs requires significant judgement and interpretations with respect to the integration between assets, the existence of active markets, external users, share infrastructures and the way in which management monitors Pine Cliff's operations.

Impairment indicators

Judgements are required to assess when impairment indicators exist and impairment testing is required. When assessing the recoverability of petroleum and natural gas properties, each CGU's carrying value is compared to its recoverable amount, defined as the greater of its fair value less cost to sell ("FVLCS") and value in use ("VIU"). In determining the recoverable amount of assets, in the absence of quoted market prices, impairment tests are based on reserve estimates, market value of undeveloped lands and other relevant assumptions.

Estimates

Reserves

Petroleum and natural gas reserves are used in the calculation of depletion, impairment and impairment reversals and are depleted on a unit of production basis at a rate calculated by reference to proved and probable reserves determined in accordance with National Instrument 51-101 *Standards of Disclosure for Oil and Gas Activities* which incorporate the estimated future cost of developing and extracting those reserves. Reserve estimates and their resulting cash flows are based on engineering data, probability assessments of reserve recoveries, future prices and costs, future production rates, discount rates and the timing and extent of future capital expenditures, all of which are subject to many uncertainties and interpretation. Management expects that over time its reserve estimates will be revised, either upward or downward, based on updated information such as the results of future drilling, production costs, testing and production levels and changes to forward petroleum and natural gas prices.

Exploration and evaluation assets

The application of the Company's accounting policy for E&E expenditures requires judgement in determining whether it is likely that future economic benefit exists when activities have not reached a stage where technical feasibility and commercial viability can be reasonably determined. Factors such as drilling results, future capital programs, future operating expenses, as well as estimated reserves are considered. In addition, management uses judgement to determine when E&E assets are reclassified to PP&E.

Decommissioning provision

Decommissioning, abandonment and site reclamation expenditures will be incurred by the Company at the end of the operating life of the Company's facilities and properties. Decommissioning expenditures are uncertain and cost estimates can vary in response to many factors including changes to relevant legal requirements, the emergence of new restoration techniques, experience at other production sites, and changes to the credit-adjusted risk-free discount rate and expected inflation rate. The expected timing and amount of expenditures can also change, for example, in response to changes in reserves or changes in laws and regulations or their interpretation. As a result, there could be significant adjustments to the provisions established which would affect future financial results.

Share-based payments

All equity-settled, share-based awards issued by the Company are recorded at fair value using the Black-Scholes option-pricing model. In assessing the fair value of equity-based compensation, estimates have to be made regarding the expected volatility in share price, option life, dividend yield, risk-free rate and estimated forfeitures at the initial grant date.

Contingencies

By their nature, contingencies will only be resolved when one or more future events occur or fail to occur. The assessment of contingencies inherently involves the exercise of significant judgement and estimates of the outcome of future events.

d) Presentation currency

The Company's functional and presentation currency is the Canadian dollar. Monetary assets and liabilities are translated into Canadian dollars at the rates prevailing on the reporting date. Non-monetary assets and liabilities are translated into Canadian dollars at the rates prevailing on the transaction dates. Exchange gains and losses are recorded as income or expense in the period in which they occur.

3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all periods presented in the Financial Statements. Certain comparative amounts have been reclassified to conform to the current year's presentation.

a) Basis of consolidation

The Financial Statements include the accounts of Pine Cliff and its subsidiary companies, Geomark Exploration Ltd., Geomark Minerals USA Inc., WMC International Limited and Pine Cliff Border Pipelines Limited. All subsidiary companies are wholly owned. All intercompany balances, transactions and earnings or losses are eliminated upon consolidation.

b) Revenue recognition

Revenues from the sale of petroleum and natural gas are recorded when the significant risks and rewards of ownership have been transferred to the customer. Revenue is measured at the fair value of the consideration received or receivable. Petroleum and natural gas revenues are recognized when all of the following conditions have been satisfied:

- Pine Cliff has transferred the significant risks and rewards of ownership of the production to the buyer which usually occurs at the time petroleum or natural gas passes through a terminal point;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Company; and
- the costs incurred or to be incurred in respect of the transaction can be reliably measured.

Revenues from fees charged to third parties for product processing and gathering services provided at facilities are recorded as these services are provided.

The Company has elected to disclose its processing and gathering revenue gross of operating expenses, as the company believes the revenue stream to be separate from the commodity extraction process. The financial statement reclassification had no changes to operating cash flows, or net loss for the period.

(\$000s)	Year ended December 31, 2019
Operating expenses – as originally reported	71,973
Processing and gathering income - reclassification	3,331
Operating expenses – as restated	75,304

(\$000s)	Year ended December 31, 2019
Processing and gathering income – as originally reported	-
Processing and gathering income - reclassification	3,331
Processing and gathering income – as restated	3,331

c) Foreign currency transactions

Items included in the Financial Statements of each consolidated entity are measured using the currency of the primary economic environment in which the entity operates (the "Functional Currency"). Foreign currency transactions are translated into the Functional Currency using the exchange rates prevailing at the dates of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities not denominated in the Functional Currency of an entity are recognized in the consolidated statement of comprehensive loss.

d) Joint arrangements

Pine Cliff conducts significant portions of its oil and gas operations through jointly controlled operations and the Financial Statements reflect only the Company's proportionate interest in such activities. Contractual arrangements for the Company's jointly controlled operations, where it does not have a 100% working interest, govern that the partners have rights to the assets and obligations for the liability. It is possible that at some future date allocation adjustments to revenues and expenditures could result from revised billings, audit or litigation with these other participants. Pine Cliff does not have any joint arrangements that are individually material to the Company or that are structured through joint venture arrangements.

e) Cash

Cash is comprised of cash on hand and short-term highly liquid investments that mature within three months of the date of their purchase.

f) Exploration and evaluation assets

E&E costs are initially capitalized with the intent to establish commercially viable reserves.

E&E includes undeveloped land license acquisitions, unbooked locations in acquisitions, exploration drilling and testing and directly attributable general and administrative costs. Expenditures incurred prior to obtaining the legal right to explore are expensed as incurred. E&E assets continue to be capitalized as long as sufficient progress is being made to assess the reserves and economic viability of the well and/or related project. Once technical feasibility and commercial viability has been established, E&E assets are transferred to PP&E. E&E assets are assessed for impairment either annually, upon transfer to PP&E or where indicators arise to ensure they are not carried above their recoverable amounts.

g) Property, plant and equipment

PP&E assets include developed assets acquired, transferred-in E&E costs, development drilling, right-of-use asset and other surface expenditures. PP&E assets are carried at cost less accumulated depletion and depreciation and impairment. The initial cost of an asset is comprised of its purchase price, construction cost or estimated lease payments over the term of a lease, including expenditures such as drilling costs, the present value of the initial and changes in the estimate of any decommissioning obligation associated with the asset, expenses on qualifying assets and costs that are directly attributable to bringing the asset to the location and condition necessary to operate as intended by management and which result in an identifiable future benefit. Improvements that increase capacity or extend the useful lives of the assets are capitalized.

Expenditures on major maintenance of producing assets include the cost of replacement assets or parts of assets, inspection costs, turnaround costs, or overhaul costs. Where an asset, or part of an asset that was separately depreciated, is replaced and it is probable that there are future economic benefits associated with the item, the expenditure is capitalized and the carrying amount of the replaced item is derecognized. Inspection costs associated with major maintenance programs and necessary for continued operation of the asset are capitalized and amortized over the period to the next inspection. All other maintenance costs are expensed as incurred.

h) Lease obligations

Lease obligations are initially measured at the present value of the minimum lease payments that are not yet paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate for that asset. Generally, the Company uses the implicit interest rate of the lease. The lease obligation is subsequently increased by the interest cost on the lease liability and decreased by lease payments made. It is re-measured when there is a change in future lease payments arising from a change in an index or rate or a change in estimate of the amount expected to be payable.

All leases are accounted for by recognizing a right-of-use asset and a lease liability except for:

- leases of low value assets; and
- leases with a duration of 12 months or less.

i) Depletion and depreciation

When commercial production has commenced in an area, PP&E assets, including estimated future development costs, are depleted using the unit-of-production method over their proved plus probable reserve life. Other equipment are depreciated over their estimated useful lives on a straight line basis. Overhauls and turnarounds are depreciated over their expected life. Depletion and depreciation is recognized in the consolidated statement of comprehensive loss.

Depletion and depreciation methods, useful lives and residual values are reviewed annually, with any amendments considered to be changes in estimates and accounted for prospectively.

j) Impairment of E&E and PP&E

The carrying amounts of the Company's E&E and PP&E assets are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If such indication exists, then the assets' carrying amounts are assessed for impairment. For the purpose of impairment testing, assets that are not evaluated individually are grouped together into CGUs.

The recoverable amount of an asset or a CGU is the greater of its FVLCS and VIU. An impairment is recognized if the carrying amount of an asset or its CGU exceeds its recoverable amount. In assessing the carrying value of its unproved properties, the Company takes into account future plans for those properties, the remaining terms of the leases and other factors that may be indicators of potential impairment. Impairment is recognized in the consolidated statement of loss. Impairment recognized in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU and then to reduce the carrying amount of the other assets of the CGU on a pro-rata basis.

Impairment recognized in prior periods are assessed at each reporting date for any indications that the impairment has decreased or no longer exists. If the amount of the impairment decreases in a subsequent period and the decrease can be objectively related to an event occurring after the impairment was recognized, the impairment is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depletion and depreciation, if no impairment had been recognized.

k) Impairment of financial assets

A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flow from operating activities of that asset. Significant financial assets are tested for impairment on an individual basis. The remaining financial assets are assessed collectively in groups that share similar credit risk characteristics. An impairment in respect of an available-for-sale financial asset is calculated by reference to its current fair value.

Impairment is recognized in the consolidated statement of comprehensive loss. Impairment is reversed if there is an indicator that the impairment reversal can be related objectively to an event occurring after the impairment was recognized. For financial assets measured at amortized cost, the reversal is recognized in the consolidated statement of comprehensive loss.

l) Decommissioning provision

The Company recognizes a decommissioning provision in the period in which it has a present legal or constructive liability and a reasonable estimate of the amount can be made. On a periodic basis, Pine Cliff management reviews these estimates, and changes, if any, are prospectively applied. The decommissioning provision is recorded as a liability, with a corresponding increase to the carrying amount of the related asset. The capitalized amount is depleted on a unit-of-production basis over the life of the associated proved plus probable reserves. Periodic revisions to the liability specific discount rates, estimated timing of cash flows and/or to the original estimated undiscounted costs can also result in changes to the decommissioning provision. The decommissioning provision is increased each reporting period with the passage of time as an accretion of decommissioning provision expense as reported in finance expenses and changes in the estimated future cash flows are capitalized. Actual costs incurred upon settlement of the provision are recorded against the provision to the extent of the liability recorded and the remaining balance of the actual costs is recorded in the consolidated statement of comprehensive loss.

m) Site decommissioning grants

Site decommissioning grants are recognized when there is reasonable assurance that Pine Cliff will comply with the conditions attached to them and the grants will be received. If a grant is received before it is certain whether compliance with all conditions will be achieved, the grant is recognized as a deferred liability until such conditions are fulfilled. When the conditions of a grant relate to income or expense, it is recognized in the statement of income. When the conditions of a grant relate to an underlying asset, it is recognized as a reduction to the carrying amount of the related asset.

n) Income taxes

Income tax is recognized in profit or loss, except to the extent that it relates to items recognized in other comprehensive loss or directly in equity.

Current income tax is the expected tax on taxable income less adjustments to prior periods using tax rates enacted, or substantively enacted as at the reporting date in jurisdictions where the Company operates.

Deferred income tax is recognized based on temporary differences arising between the tax value of assets and liabilities and their carrying amounts in the Financial Statements. Deferred tax liabilities are not recognized if they arise from the initial recognition of goodwill and are not accounted for if they arise from the initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable income. Deferred income tax is calculated on the basis of the tax laws enacted or substantively enacted as at the reporting date and apply to when the related deferred income tax asset is realized or the deferred income tax liability is settled. Current and deferred income tax assets and liabilities are offset when there is a legally enforceable right to settle on a net basis and when such assets and liabilities relate to income taxes imposed by the same taxation authority.

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

o) Share-based payments

Under the Company's stock option plan described in note 15, options to purchase common shares of Pine Cliff ("Common Shares") are granted to directors, officers, employees, and consultants. The fair value of Common Share purchase options is calculated at the date of grant using the Black-Scholes option pricing model and that value is recorded as compensation expense over the vesting period of the option with an offsetting credit to contributed surplus. At the end of each reporting period, the Company assesses for subsequent periods its estimates of the number of awards that are expected to vest and recognizes the impact of the revisions in the consolidated statement of comprehensive loss. Upon exercise of share purchase options, the proceeds received net of any transaction costs and the fair value of the exercised share purchase options are credited to share capital.

The Company estimates future forfeitures for stock options and expenses stock options based on the Company's estimate of stock options expected to reach vesting. Any difference between the number of stock options expected to vest and the number of stock options which actually vest is accounted for as a change in estimate when those stock options become vested or are forfeited before vesting.

p) Financial instruments

Financial instruments are measured at fair value on initial recognition of the instrument and are classified into one of the following three categories: amortized cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL").

Cash, trade and other receivables, are classified as financial assets at amortized cost and reported at amortized cost. A provision for impairment of trade and other receivables is established when there is evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables. Trade and other payables, due to related party, Term debt and subordinated promissory notes are classified as financial liabilities at amortized cost.

Subsequent measurement of financial instruments is based on their initial classification. FVTPL financial instruments are measured at fair value and changes in fair value are recognized in the statement of consolidated comprehensive loss. All other financial instruments are measured at fair value with changes in fair value recorded at FVTPL depending on their initial classification and measurement. The remaining categories of financial instruments are recognized at amortized cost using the effective interest method.

q) Risk management contracts

The Company is exposed to market risks resulting from fluctuations in commodity prices, foreign currency exchange rates and interest rates in the normal course of its business. The Company may use a variety of instruments to manage these exposures. Fair values of financial instruments are based on third party quotes or valuations provided by independent third parties. Any realized gains or losses on risk management contracts are recognized in earnings (loss) in the period they occur. The Company has not designated any of its risk management contracts as effective accounting hedges.

r) Earnings (loss) per share

Basic per share amounts are calculated by dividing the earnings or loss attributable to holders of Common Shares by the weighted average number of Common Shares outstanding during the reporting period.

Diluted per share amounts are calculated similar to basic per share amounts except that the weighted average Common Shares outstanding are increased to include additional Common Shares from the assumed exercise of dilutive share options. The number of additional outstanding Common Shares is calculated by assuming that the outstanding in-the-money share options and warrants were exercised and that the proceeds from such exercises were used to acquire Common Shares at the average market price during the reporting period.

s) Finance expenses

Finance expenses are comprised of interest expenses and bank charges on borrowings and the accretion of decommissioning provision and Term debt. Interest expenses and bank charges are considered operating expenses on the statement of cash flows. Borrowing costs incurred for the construction of qualifying assets are capitalized during the period of time that is required to complete and prepare the assets for their intended use or sale. Qualifying assets are those assets that necessarily take a substantial period of time to get ready for their intended use. All other borrowing costs are recognized in income or loss. The capitalization rate used to determine the amount of borrowing costs to be capitalized is the weighted average interest rate applicable to the Company's outstanding borrowings during the period.

4. NOVEL CORONAVIRUS COVID-19 (“COVID-19”)

In March 2020, the World Health Organization declared COVID-19 a global pandemic, prompting many countries around the world to close international borders and order the closure of institutions and businesses deemed non-essential. At the same time, the Organization of Petroleum Exporting Countries (“OPEC”), and certain other countries, increased the planned supply of crude oil in an attempt to control market share. The sudden decrease in global crude oil demand due to COVID-19 coupled with a planned increase in supply significantly reduced crude oil prices.

In subsequent months, agreements have been made between OPEC, Russia and other crude oil producing countries around the world that have reduced global crude oil production and brought the oversupply closer into balance with demand. While crude oil prices have effectively recovered from the historic lows observed earlier in 2020, support from future demand remains uncertain. Efforts to reopen local economies and international borders around the globe resulted in varying degrees of virus outbreak. Many countries have re-imposed restrictions as regions experience a second wave of COVID-19, with some experiencing higher degrees of infection than during the first wave. Vaccination programs have begun around the world with the pace of such vaccinations dependent upon the supply access and logistics organized by the individual countries.

In addition to the impact on commodity prices and commodity sales, the effects of COVID-19 have created uncertainties in the crude oil and natural gas industry, including increased counterparty risk and decreased valuation of long-lived crude oil and natural gas assets. At December 31, 2020, Pine Cliff has incorporated the anticipated impacts of COVID-19 in its estimates and judgements in preparation of these financial statements.

5. FINANCIAL INSTRUMENTS

Financial instruments and fair value measurement

Financial instruments of the Company consist of cash, trade and other receivables, trade and other payables, due to related party, subordinated promissory notes and Term debt. The carrying values of cash, trade and other receivables and trade and other payables approximate their respective fair values due to the short time before maturing. The carrying values of due to related party, subordinated promissory notes and Term debt approximate their respective fair values due to their interest rates reflecting current market conditions.

Assets and liabilities that are measured at fair value are classified into levels, reflecting the method used to make the measurements. Level 1 fair value measurements are based on quoted prices that are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and volume to provide pricing information on an ongoing basis. Pine Cliff has no level 2 or level 3 financial instruments. Assessment of the significance of a particular input to the fair value measurement requires judgement and may affect the placement within the fair value hierarchy level.

The following table sets out the Company’s classification, carrying value and fair value of financial assets and liabilities as at December 31, 2020 and December 31, 2019:

Description	December 31, 2020		December 31, 2019	
	Carrying value	Fair value	Carrying value	Fair value
Cash	7,878	7,878	8,661	8,661
Trade and other receivables	14,863	14,863	13,597	13,597
Trade and other payables	(27,275)	(27,275)	(27,514)	(27,514)
Due to related party	(6,000)	(6,000)	(6,000)	(6,000)
Subordinated promissory notes	(6,000)	(6,000)	(6,000)	(6,000)
Term debt	(48,747)	(48,747)	(48,642)	(48,642)

6. RISK MANAGEMENT

The Company is exposed to both financial and non-financial risks inherent in the oil and gas business. Financial risks include: commodity prices, interest rates, equity price, foreign exchange, credit availability and liquidity. Financial risks can be managed, at least to a degree, through the utilization of financial instruments. Certain non-financial risks can be mitigated through the use of insurance and/or other risk transfer mechanisms, good business practices and process controls, while others must simply be borne. All risks can have an impact upon the financial performance of the Company.

Market Risk

Market risk is the risk that the fair value or future cash flow from operating activities of the Company's financial instruments will fluctuate because of changes in market prices. Components of market risk to which Pine Cliff is exposed are discussed below.

Commodity Price Risk

The Company is exposed to commodity price risk since its revenues are dependent on the prices of crude oil, natural gas liquids ("NGLs") and natural gas. Commodity prices have fluctuated widely during recent years due to global and regional factors including, but not limited to, supply and demand, inventory levels, weather, economic changes and geopolitical factors and instability. Changes in oil, NGL's and natural gas prices may have a significant effect, positively or negatively, on the ability of the Company to meet its obligations, capital spending targets and expected operational results. A material decline or extended period of low oil, NGL or natural gas prices could result in a reduction of net production revenue. The economics of producing from some wells may change because of lower prices, which could result in reduced production of oil, NGL's or natural gas and a reduction in the volumes of Pine Cliff's reserves. Management may also elect not to produce from certain wells at lower prices.

Physical Sales Contracts

At December 31, 2020, the Company had the following physical natural gas sales contracts in place:

Contractual Term	Delivery Point	Physical Delivery Quantity (GJ/day)	Fixed Sale Price (\$CAD/GJ) ¹	Fixed Sale Price (\$CAD/Mcf) ^{1,2}
January 1, 2021 to March 31, 2021	AECO	2,500	\$2.63	\$2.76
January 1, 2021 to October 31, 2021	TransGas ³	6,000	\$3.11	\$3.26
April 1, 2021 to October 31, 2021	AECO	7,500	\$2.10	\$2.21

¹ Prices reported are the weighted average prices of the periods

² Price has been converted from \$/GJ to \$/Mcf by multiplying by 1.05

³ Subsidiary of SaskEnergy, Saskatchewan

At March 9, 2021, the Company had the following additional physical natural gas sales contracts in place:

Contractual Term	Delivery Point	Physical Delivery Quantity (GJ/day)	Fixed Sale Price (\$CAD/GJ)	Fixed Sale Price (\$CAD/Mcf) ^{1,2}
April 1, 2021 to October 31, 2021	AECO	14,000	\$2.56	\$2.68
April 1, 2021 to October 31, 2021	Dawn	5,000	\$3.24	\$3.40

¹ Prices reported are the weighted average prices of the periods

² Price has been converted from \$/GJ to \$/Mcf by multiplying by 1.05

Interest Rate Risk

The Company is principally exposed to interest rate risk to the extent it draws on variable rate debt. On July 28, 2019, the Company's syndicated credit facility (the "Credit Facility") with three Canadian Financial Institutions expired and was not renewed. Borrowings under the Credit Facility had interest at the Canadian prime rate plus 1.5% to 4.0% or the bankers' acceptance rates plus 2.5% to 5.0%, depending, in each case, on the rolling 12 month ratio of consolidated debt to EBITDA, plus applicable standby fees. EBITDA was calculated as earnings (loss) excluding depreciation, depletion, impairment and accretion, share based payments, interest, taxes and other non-cash items.

All of the Company's debt is with due to related party, subordinated promissory notes and Term debt. They are all fixed rate debt and are not exposed to interest rate risk.

Equity Price Risk

Equity price risk refers to the risk that the fair value of investments will fluctuate due to changes in equity markets for each company. Equity price risk is also influenced from the estimated realizable value of investments that the Company holds.

Foreign Exchange Risk

The Company and its share price are exposed to risk on foreign exchange rates because the commodity prices it receives are indirectly determined in reference to United States dollar denominated commodity prices. The Company manages this risk by monitoring the foreign exchange rate and evaluating its effect on cash flow from operating activities. Pine Cliff has not entered into any derivative financial instruments to manage this risk at this time.

Credit Risk

Credit risk is the risk that a third party will not complete its contractual obligations under a financial instrument and cause the Company to incur a financial loss. Pine Cliff’s maximum exposure to credit risk is the sum of the carrying values of its trade and other receivables and cash, which are a reflection of management’s assessment of the associated maximum exposure to such credit risk.

To mitigate the credit risk on its cash, the Company maintains its cash balances with a major Canadian chartered bank. To mitigate the credit risk on trade and other receivables, Pine Cliff assesses the financial strength of its counterparties and endeavors to enter into relationships with larger purchasers with established credit histories.

The Company’s trade and other receivables balance at December 31, 2020 of \$14.9 million (December 31, 2019 – \$13.6 million), is primarily with oil and gas marketers, joint venture partners and crown royalty credits with the Province of Alberta. Amounts due from these parties have generally been received within 30 to 60 days. When determining whether amounts that are past due are collectible, management assesses the creditworthiness and past payment history of the counterparty, as well as the nature of the past due amount. The Company generally considers amounts greater than 90 days to be past due. As at December 31, 2020, there was \$1.1 million (December 31, 2019 - \$1.0 million) of trade and other receivables over 90 days. Pine Cliff assesses its trade and other receivables quarterly to determine if there has been any impairment. During the year ended December 31, 2020, the Company recorded \$0.5 million (December 31, 2019 - \$0.9 million) of bad debt expense against trade and other accounts receivables.

Liquidity Risk

Liquidity risk is the risk that Pine Cliff will not be able to meet its financial obligations as they become due. Pine Cliff manages its liquidity risk through actively managing its capital, which it defines as cash, debt and equity. Capital management strategies include continuously monitoring forecasted and actual cash flow from operating, financing and investing activities and opportunities to issue additional equity. Pine Cliff actively monitors its credit and working capital to ensure that it has sufficient available funds to meet its financial requirements at a reasonable cost. Management believes that funds generated from these sources currently will be adequate to settle Pine Cliff’s financial liabilities. If required, Pine Cliff will also consider additional short-term financing or issuing equity in order to meet its future liabilities. Any of these events could affect Pine Cliff’s ability to fund ongoing operations.

7. EXPLORATION AND EVALUATION

Cost:	Oil and gas properties	Mineral properties	Total
Balance at December 31, 2018	19,500	3,120	22,620
Additions	345	53	398
Transfer to PP&E	(14,324)	-	(14,324)
Balance at December 31, 2019	5,521	3,173	8,694
Additions	(14)	51	37
Balance at December 31, 2020	5,507	3,224	8,731

E&E Impairment Assessment

In accordance with IFRS, an impairment test is performed if the Company identified an indication of impairment. An E&E asset shall be assessed for impairment before reclassification to PP&E if the Company determines technical feasibility and commercial viability of extraction. At December 31, 2020 and 2019, the Company determined that no indicators of impairment existed on its E&E assets and therefore no impairment test was performed.

8. PROPERTY, PLANT AND EQUIPMENT

Cost:	(\$000s)
Balance at December 31, 2018	588,842
Additions	7,981
Lease obligations	4,585
Transfer from E&E	14,324
Acquisitions	8,801
Dispositions	(1,542)
Decommissioning provision	838
Balance at December 31, 2019	623,829
Additions	7,481
Lease obligations	576
Acquisitions	(6)
Dispositions	(829)
Decommissioning provision	10,467
Balance at December 31, 2020	641,518
Accumulated depletion and depreciation:	(\$000s)
Balance at December 31, 2018	(278,200)
Depletion and depreciation	(46,864)
Impairment	(8,200)
Balance at December 31, 2019	(333,264)
Depletion and depreciation	(45,411)
Impairment	(7,900)
Balance at December 31, 2020	(386,575)
Carrying value at:	(\$000s)
December 31, 2019	290,565
December 31, 2020	254,943

PP&E Impairment Assessment

As at December 31, 2020, the Company had four CGU's being the Southern CGU, Central Gas CGU, Edson CGU, and Coal Bed Methane CGU. The Company reviewed each CGU's property and equipment at December 31, 2020 for indicators of impairment and determined that an indicator related to future commodity prices was present. The company prepared estimates of both the VIU and FVLCS of each of the Company's CGUs. When it is determined that any CGU carrying value exceeds its recoverable amount, that CGU is considered impaired and an impairment expense is reported that equals this excess.

The following table outlines forecast benchmark prices and exchange rates used in the Company's impairment test as at December 31, 2020:

Year	WTI Oil (US\$/Bbl) ¹	\$C to US\$ Foreign exchange rate ¹	Edmonton Light Crude Oil (Cdn\$/Bbl) ¹	AECO Gas (Cdn\$/MMBtu) ¹
2021	47.17	1.30	55.76	2.78
2022	50.17	1.31	59.89	2.70
2023	53.17	1.31	63.48	2.61
2024	54.97	1.31	65.76	2.65
2025	56.07	1.31	67.13	2.70
2026	57.19	1.31	68.53	2.76
2027-2035	62.63	1.31	69.95	3.02
Thereafter	+2.0%/yr	1.31	+2.0%/yr	+2.0%/yr

¹ Source: Average of three independent consultant price forecasts, effective January 1, 2021 (McDaniel & Associates Consultants Ltd., GLJ Petroleum Consultants Ltd. and Sproule Associates Limited).

The recoverable amounts of each of the Company's CGU's at December 31, 2020 were estimated at their FVLCS, based on the net present value of discounted future cash flow from operating activities from oil and gas reserves as estimated by the Company's independent reserves evaluator at December 31, 2020. The FVLCS used to determine the recoverable amounts are classified as Level 3 fair value measurements as certain key assumptions are not based on observable market data, but rather, the Company's management's best estimates.

The Company used a pre-tax 15% discount rate for the December 31, 2020 impairment test which took into account risks specific to the CGU's and inherent in the oil and gas business. The impairment testing concluded that the FVLCS for the Company's CGU's at December 31, 2020 is greater than the carrying amounts and therefore no impairment was recorded in the fourth quarter of 2020. An impairment of \$7.9 million was recorded for the period ending March 31, 2020.

At March 31, 2020, an impairment test was conducted on Pine Cliff's PP&E in response to the economic impact of the global COVID-19 pandemic and the global oversupply of crude oil and the impact on commodity prices (refer to Note 4 "Novel Coronavirus COVID-19"). The Company prepared estimates of both the FVLCS and VIU of each of the Company's CGUs. When it is determined that any CGU carrying value exceeds its recoverable amount, that CGU is considered impaired and an impairment expense is reported that equals this excess.

The following table outlines forecast benchmark prices and exchange rates used in the Company's impairment test as at March 31, 2020:

Year	WTI Oil (US\$/Bbl) ¹	\$C to US\$ Foreign exchange rate ¹	Edmonton Light Crude Oil (Cdn\$/Bbl) ¹	AECO Gas (Cdn\$/MMBtu) ¹
2020 (9 months)	32.50	1.43	32.14	1.85
2021	43.35	1.38	49.45	2.30
2022	52.02	1.33	62.69	2.44
2023	58.37	1.33	71.02	2.49
2024	59.53	1.33	72.44	2.54
2025	60.72	1.33	73.89	2.59
2026-2035	67.13	1.33	81.69	2.87
Thereafter	+2.0%/yr	1.33	+2.0%/yr	+2.0%/yr

¹ Source: Average of three independent consultant price forecasts, effective April 1, 2020 (McDaniel & Associates Consultants Ltd., GLJ Petroleum Consultants Ltd. and Sproule Associates Limited).

The recoverable amounts of each of the Company's CGU's at March 31, 2020 were estimated at their FVLCS, based on the net present value of discounted future cash flow from operating activities from oil and gas reserves as estimated by the Company's independent reserves evaluator at December 31, 2019, adjusted for production and future pricing changes during the three months ended March 31, 2020. The fair value less costs to sell used to determine the recoverable amounts are classified as Level 3 fair value measurements as certain key assumptions are not based on observable market data, but rather, the Company's management's best estimates

The Company used a pre-tax 15% discount rate for the March 31, 2020 impairment test which took into account risks specific to the CGU's and inherent in the oil and gas business.

The following CGU was impaired as at March 31, 2020:

CGUs	2020	2019
Edson	7,900	-
Total Impairment	7,900	-

During the year ended December 31, 2019, an impairment test was conducted following decreases in the outlook for future natural gas prices since the time of Pine Cliff's previous impairment test at December 31, 2018. The Company reviewed each CGU's property and equipment at June 30, 2019 for indicators of impairment and determined that an indicator related to the decrease in future commodity prices was present. The company prepared estimates of both the FVLCS and VIU of each of the Company's CGUs. When it is determined that any CGU carrying value exceeds its recoverable amount, that CGU is considered impaired and an impairment expense is reported that equals this excess.

The following table outlines forecast benchmark prices and exchange rates used in the Company's impairment test as at June 30, 2019:

Year	WTI Oil (US\$/Bbl) ¹	\$C to US\$ Foreign exchange rate ¹	Edmonton Light Crude Oil (Cdn\$/Bbl) ¹	AECO Gas (Cdn\$/MMBtu) ¹
2019 (6 months)	59.92	1.32	71.55	1.39
2020	63.57	1.28	74.26	1.91
2021	66.67	1.25	77.10	2.37
2022	69.30	1.25	80.52	2.66
2023	71.98	1.25	84.31	2.79
2024-2033	81.56	1.25	95.81	3.25
Thereafter	+2.0%/yr	1.25	+2.0%/yr	+2.0%/yr

¹ Source: Average of three consultant price forecasts, effective July 1, 2019 (McDaniel, GLJ Petroleum Consultants Ltd. and Sproule Associates Limited).

The recoverable amounts of each of the Company's CGU's at June 30, 2019 were estimated at their FVLCS, based on the net present value of future cash flows from oil and gas reserves as estimated by the Company's independent reserves evaluator at December 31, 2018, adjusted for production and future pricing changes during the six months ended June 30, 2019. The fair value less costs to sell used to determine the recoverable amounts are classified as Level 3 fair value measurements as certain key assumptions are not based on observable market data, but rather, the Company's management's best estimates.

The Company used a pre-tax 15% discount rate for the June 30, 2019 impairment test which took into account risks specific to the CGU's and inherent in the oil and gas business.

The following CGU was impaired as at June 30, 2019:

CGU	2019
Southern	8,200
Total Impairment	8,200

9. LEASE LIABILITIES

Pine Cliff had the following future commitments associated with its lease liabilities:

	As at December 31,	
(\$000s)	2020	2019
2021	1,237	1,198
2022	1,046	1,107
2023	870	915
2024	226	739
2025	56	96
Thereafter	-	-
Total lease payments as at December 31, 2020	3,435	4,055
Amounts representing interest	(246)	(346)
Present value of lease payments	3,189	3,709
Current portion of lease obligations	(1,120)	(1,043)
Non-current portion of lease obligations	2,069	2,666

For the year ended December 31, 2020, interest expense of \$0.2 million (December 31, 2019 - \$0.2 million) and a total cash outflow of \$1.1 million (December 31, 2019 - \$0.9 million) was recognized relating to lease obligations.

10. DEFERRED INCOME TAXES

At December 31, 2020, a deferred income tax asset of \$nil (December 31, 2019 - \$nil) has been recognized as the Company believes, based on estimated cash flows, its realization is not probable within the allowable timeframes.

	As at December 31,	
	2020	2019
Deferred income tax assets:		
Share issue costs	14	157
Decommissioning provision	55,218	52,012
Property and equipment	(6,180)	(9,786)
Lease liabilities	750	872
Capital losses carried forward	464	464
Non-capital losses carried forward	37,150	32,571
Asset before unrecognized deferred income tax	87,416	76,290
Less: unrecognized deferred income tax	(87,416)	(76,290)
Net deferred income tax asset	-	-

As at December 31, 2020, a deferred income tax asset has not been recognized on \$87.4 million (December 31, 2019 - \$76.3 million) of deductible temporary differences as it is not probable that future taxable earnings will be available against which the Company can utilize the benefits.

Pine Cliff has approximately \$398.2 million in tax pools as at December 31, 2020 (December 31, 2019 - \$400.3 million), available for future use as deductions from taxable income. Included in the Company's tax pools are estimated non-capital loss carry-forwards of \$158.2 million (December 31, 2019 - \$138.7 million) that expire between the years 2030 and 2040.

Income tax expense differs from that which would be expected from applying the effective Canadian federal and provincial tax rates to income before income taxes as follows:

	Years ended December 31,	
	2020	2019
Loss before income taxes	(50,107)	(56,430)
Corporate income tax rate	25.2%	26.5%
Computed income tax recovery	(12,623)	(14,981)
Non-deductible compensation expense	212	416
Changes in tax rate	-	11,151
Changes in the unrecorded benefit of tax pools	11,507	2,536
Premium on flow-through shares	-	(177)
Qualifying expenditures on flow-through shares	-	1,062
Return to provision true-up	904	(7)
Deferred income tax expense	-	-

11. DUE TO RELATED PARTY

On October 1, 2019, Pine Cliff amended and restated its \$6.0 million subordinated promissory note to the Company's Chairman of the Board. This amended and restated promissory note matures on December 31, 2024 ("**Related Party Note**"), bears interest at 6.5% per annum and is payable monthly. The Related Party Note is secured by a \$6.0 million floating charge debenture over all of the Company's assets and is subordinated to any and all claims in favor of the holder of the Term debt, as defined herein. Interest paid on the Related Party Note for the year ended December 31, 2020 was \$0.4 million (December 31, 2019 - \$0.4 million).

On August 5, 2020, the Company entered into an agreement to establish a \$4.0 million borrowing facility (the "**Facility**") with the Company's Chairman of the Board (the "**Lender**"), whereby the Lender provides up to \$4.0 million of borrowings at an interest rate of 6.5% per annum, payable monthly. The term (the "**Term**") of the Facility expires on the later of: (i) March 31, 2021; or (ii) the date of full repayment of any outstanding borrowings. Amounts can be drawn, repaid and redrawn by the Company at any time during the Term and borrowings under the Facility are payable on demand to the Lender on 60 days written notice. The Facility can be cancelled at any time by the Lender on 60 days written notice, while the Term may also be extended by mutual consent of the Company and the Lender. At December 31, 2020, there was no amount drawn on the Facility. Interest paid on the Facility for the year ended December 31, 2020 was \$0.007 million.

12. SUBORDINATED PROMISSORY NOTES

On October 1, 2019, Pine Cliff amended and restated its \$6.0 million subordinated promissory notes. These amended and restated subordinated promissory notes mature on December 31, 2024 ("**\$6 Million Notes**"), bear interest at 6.5% per annum and are payable monthly. The \$6 Million Notes are issued to a shareholder and a relative of that shareholder, owning directly or by discretion and control, greater than 10% of the Common Shares. The \$6 Million Notes are secured by a \$6.0 million floating charge debenture over all of the Company's assets and are subordinated to any and all claims in favor of the holder of the Term debt.

13. SUBORDINATED PROMISSORY NOTES AND TERM DEBT

Subordinated Promissory Notes

	As at December 31,	
	2020	2019
2020 Notes - beginning of year	-	29,544
Accretion expense	-	456
2020 Notes repaid during the year	-	(30,000)
2020 Notes - end of year	-	-

	As at December 31,	
	2020	2019
2022 Notes - beginning of year	-	18,736
Accretion expense	-	264
2022 Notes repaid during the year	-	(19,000)
2022 Notes - end of year	-	-

Term Debt

	2020	As at December 31, 2019
Term debt – beginning of year	48,642	-
Term debt principal drawdown	-	49,000
Value allocated to Warrants	-	(172)
Accretion expense	105	(186)
Term debt - end of year	48,747	48,642

On October 1, 2019, Pine Cliff entered into a credit facility with Alberta Investment Management Corporation ("AIMCo"), acting on behalf of its clients, to repay its \$30 million promissory notes maturing September 30, 2020 ("2020 Notes") and its \$19 million promissory notes maturing July 31, 2022 ("2022 Notes") and replace them with a non-revolving term credit facility ("Term debt"). The Term debt consists of a first tranche with a principal amount of \$30 million that matures on December 31, 2024 (the "2024 Tranche") and a second tranche with a principal amount of \$19 million that matures on July 31, 2022 (the "2022 Tranche"), (collectively the "Refinancing"). Interest on the 2024 Tranche is payable at a rate of 8.75% per annum until September 30, 2020 and thereafter such interest rate will increase by 1% per annum up to 12.75% and interest is payable on the 2022 Tranche at a rate of 7.05% per annum. All or a portion of the principal amount outstanding can be repaid at any time, but without any penalty or premium after September 30, 2022 with respect to the 2024 Tranche and, July 13, 2021 with respect to the 2022 Tranche. A total of 7.5 million Common Share purchase warrants (the "Warrants") were issued in connection with the Refinancing, with each Warrant entitling the holder to purchase one Common Share of Pine Cliff for \$0.20565, until September 30, 2022. On September 1, 2020, AIMCo exercised its right and purchased 7,500,000 Common Shares in return for a cash payment of \$1.5 million. The Refinancing security consists of floating demand debentures totaling \$150.0 million and a general security agreement with first ranking over all current and acquired properties.

The fair value of the Refinancing was determined on drawdown to be 10.1%, using the effective interest rate method, by discounting future payments of interest and principal with the residual value allocated to the Warrants. The value of the Term debt accretes up to the principal balance of each tranche at maturity.

Non-Financial Covenants

The Term debt contains various covenants on the part of the Company and its subsidiaries, including covenants that place limitations on certain types of activities, including restrictions or requirements with respect to additional debt, liens, assets sales, hedging activities, management of environmental liabilities, investments, distributions, and mergers and acquisitions. The Term debt does not include any financial covenants.

Letter of Credit Facility

As at December 31, 2020, the Company had a \$2.6 million letter of credit facility ("LC Facility") with a Canadian bank which is supported by a performance guarantee from Export Development Canada. The LC Facility is for issuing letters of credit to counterparties and is available on a demand basis. Letters of credit issued under the LC Facility incur an issuance fee of 4% per annum. The LC Facility does not contain any financial covenants. As at December 31, 2020, the Company had \$2.5 million in letters of credit issued against its LC Facility (December 31, 2019 - \$2.6 million).

14. DECOMMISSIONING PROVISION

The total current and long-term decommissioning provision of \$235.0 million was estimated by management based on the Company's working interest and estimated costs to remediate, reclaim and abandon its wells, pipelines, and facilities and estimated timing of the costs to be incurred in future periods.

At December 31, 2020, the estimated total undiscounted and uninflated amount required to settle the decommissioning liabilities was \$247.5 million (December 31, 2019 - \$239.7 million). The discounted and inflated amount required to settle the decommissioning liabilities of \$235.0 million has been calculated assuming a 2.00% inflation rate (December 31, 2019 - 1.95%) and discounted using an average risk-free interest rate of 2.30% (December 31, 2019 - 2.57%). These obligations are currently expected to be settled based on the useful lives of the underlying assets, some of which extend beyond 30 years into the future.

	(\$000s)
Decommissioning provision, January 1, 2019	216,189
Provisions related to acquisitions	18,527
Provisions related to dispositions	(43)
Decommissioning expenditures	(1,929)
Revisions (changes in estimates, inflation rate, and discount rates)	(17,646)
Accretion	6,262
Decommissioning provision, December 31, 2019	221,360
Increase in liabilities relating to development activities	125
Provisions related to acquisitions	875
Provisions related to dispositions	(493)
Site decommissioning grants	(772)
Decommissioning expenditures	(1,503)
Revisions (changes in estimates, inflation rate, and discount rates)	9,958
Accretion	5,455
Decommissioning provision, December 31, 2020	235,005
Less current portion of decommissioning provision	(1,500)
Non-current portion of decommissioning provision	233,505

15. SHARE CAPITAL

Authorized

The Company is authorized to issue an unlimited number of Common Shares without nominal or par value. The Company is also authorized to issue, in one or more series, an unlimited number of Class B Preferred Shares without nominal or par value.

Issued and outstanding

	Common Shares (000s)	Share capital (\$000s)
Issued and outstanding share capital continuity:		
Balance, January 1, 2019	307,076	268,743
Shares issued pursuant to private and public share offerings ^{1,2}	20,708	4,768
Share issue costs, net of deferred income tax	-	(90)
Balance, December 31, 2019	327,784	273,421
Shares issued pursuant to exercise of warrants	7,500	1,543
Balance, December 31, 2020	335,284	274,964

¹ On May 31, 2019, Pine Cliff issued by way of a non-brokered private placement, 14,492,754 flow-through Common Shares (within the meaning of the Income Tax Act (Canada)) (the "Flow-Through Shares"), at a price of \$0.276 per Flow-Through Share, resulting in gross proceeds of \$4.0 million. The net proceeds of the flow-through private placement was used to incur eligible Canadian development expenses ("CDE"). Pine Cliff incurred all eligible CDE prior to December 31, 2019.

² On May 31, 2019, Pine Cliff also issued by way of a non-brokered private placement ("Private Placement"), 6,215,652 Common Shares, at a price of \$0.23 per Common Share, resulting in gross proceeds of \$1.4 million. Insiders, including directors and officers, subscribed for a total of 2,608,695 Common Shares of the Private Placement.

Stock Options

The Company provides an equity settled stock option plan (the "Option Plan") for its directors, employees and consultants. Under the Option Plan, the Company may grant stock options up to 10% of outstanding Common Shares on the grant date. The term and vesting period of the options granted are determined at the discretion of the Company's board of directors. The exercise price of each option granted equals the market price of the Common Shares immediately preceding the date of grant and the option's maximum term is five years.

	Options (000s)	Weighted-average exercise price (\$ per Common Share)
Stock options issued and outstanding:		
Outstanding, January 1, 2019	21,029	0.75
Granted	13,138	0.18
Expired	(6,524)	1.02
Forfeited	(1,814)	0.62
Outstanding, December 31, 2019	25,829	0.40
Granted	8,657	0.14
Expired	(6,782)	0.78
Forfeited	(2,142)	0.35
Outstanding, December 31, 2020	25,562	0.22
Exercisable, December 31, 2020	7,295	0.33

Exercise price:	Stock options outstanding (000s)	Weighted-average remaining term (years)	Stock options exercisable (000s)	Weighted-average remaining term (years)
\$0.10-\$0.15	13,750	2.2	1,828	0.9
\$0.16-\$0.33	10,471	1.2	4,127	0.4
\$0.34-\$0.79	1,341	0.4	1,340	0.4
	25,562	1.7	7,295	0.5

The Company records share-based payment expense over the vesting period, based on the fair value of the options granted to employees, directors and consultants. Typically, one third of the stock options granted vest annually on the first, second, and third anniversaries of the grant date and expire one year after each respective vesting date. During the year ended December 31, 2020, the Company granted 8,656,850 stock options (December 31, 2019 - 13,137,907) with a fair value of \$0.07 (December 31, 2019 - \$0.07) per option using the Black-Scholes option pricing model using the following key assumptions:

Assumptions (weighted average):	Years ended December 31,	
	2020	2019
Exercise price (\$)	0.14	0.18
Estimated volatility of underlying Common Shares (%)	69.6	53.3
Expected life (years)	3.0	3.0
Risk-free rate (%)	0.3	1.6
Forfeiture rate (%)	3.9	3.9

Estimated volatility is measured as the standard deviation of expected share price returns based on statistical analysis of historical daily share prices for a representative period.

Warrants

	Warrants (000s)	Weighted-average exercise price (\$ per Common Share)
Warrants outstanding:		
Outstanding, January 1, 2019	2,850	0.51
Issued	7,500	0.21
Outstanding, December 31, 2019	10,350	0.29
Exercised	7,500	0.21
Outstanding, December 31, 2020	2,850	0.51

During the year ended December 31, 2019, the Company granted 7,500,000 Warrants with a fair value of \$0.03 per Warrant using the Black-Scholes Warrant pricing model. These Warrants were exercised on September 1, 2020. The 2,850,000 Warrants expire on July 31, 2021.

Per Share Calculations

The average market value of the Common Shares for the purposes of calculating the dilutive effect of stock options and warrants was based on quoted market prices for the period that the options and warrants were outstanding. In calculating the weighted average number of diluted, Common Shares outstanding for the year ended December 31, 2020 and 2019, all stock options and warrants were excluded as they were not dilutive.

	Years ended December 31,	
Loss per Common Share calculation:	2020	2019
Numerator		
Loss for the year	(50,107)	(56,430)
Denominator (000s)		
Weighted-average Common Shares outstanding – basic and diluted	330,284	319,274
Loss per Common Share – basic and diluted (\$)	(0.15)	(0.18)

16. COMMODITY SALES

The Company’s commodity sales revenue is determined pursuant to the terms of the marketing agreements. The revenue for natural gas, NGL and crude oil is based on the commodity price in the month of production, adjusted for quality, location, allowable deductions, if any, or other factors. Commodity sales revenues are based on marketed indices that are determined on a monthly or daily basis.

	Years ended December 31,	
(\$000s)	2020	2019
Natural gas	87,139	82,908
NGL	10,040	12,985
Crude oil	5,991	9,113
Total commodity sales	103,170	105,006

17. SUPPLEMENTAL CASH FLOW INFORMATION

	Years ended December 31,	
	2020	2019
Changes in non-cash working capital:		
Trade and other receivables	(1,266)	(61)
Prepaid expenses and deposits	(266)	1,636
Trade and other payables and accrued liabilities	(239)	10,742
	(1,771)	12,317
Change related to:		
Operating activities	1,561	11,586
Investing activities	(3,332)	731
	(1,771)	12,317
Finance expenses:		
Interest expense and bank charges	5,182	4,757
Non cash:		
Accretion on decommissioning provision	5,455	6,262
Accretion on subordinated promissory notes and Term debt	105	534
Total finance expenses	10,742	11,553

Cash interest paid in the year ended December 31, 2020, was \$5.2 million (December 31, 2019 - \$4.8 million).

18. GENERAL AND ADMINISTRATIVE EXPENSES

General and administrative expenses by nature were as follows:

General and administration expenses:	Years ended December 31,	
	2020	2019
Staff expenses	4,651	4,822
Public company expenses	269	292
Professional fees	583	705
Office and other costs	1,266	1,180
Bad debt expense	506	887
Overhead recoveries	(2,278)	(2,807)
Total general and administrative expenses	4,997	5,079

19. KEY MANAGEMENT REMUNERATION

Key management personnel are those persons, including all directors and officers, having authority and responsibility for planning, directing and controlling the activities of the Company. In addition to their salaries, the Company also provides non-cash benefits to its directors and officers and directors and officers also participate in the Option Plan. Director and officer compensation was as follows:

Key management remuneration:	Years ended December 31,	
	2020	2019
Short-term benefits ¹	1,432	1,442
Share-based payments ²	349	577
Total key management remuneration	1,781	2,019

¹ Short-term benefits includes the salary, other non-cash short-term benefits and directors fees paid to Pine Cliff's officers and directors.

² Share-based payments computed for officers and directors are included in Note 15 and include the fair value of awards expensed in the year.

20. COMMITMENTS

As at December 31, 2020, the Company has the following commitments and other contractual obligations:

	2021	2022	2023	2024	2025	Thereafter
(\$000s)						
Trade and other payables	27,275	-	-	-	-	-
Term debt ¹	-	19,000	-	30,000	-	-
Due to related party	-	-	-	6,000	-	-
Subordinated promissory notes	-	-	-	6,000	-	-
Future interest	5,120	4,861	4,380	4,605	-	-
Lease obligations ²	1,237	1,046	870	226	56	-
Transportation ³	8,442	6,806	5,179	4,347	3,903	6,152
Total commitments and contingencies	42,074	31,713	10,429	51,178	3,959	6,152

¹ Principal amount.

² See Note 9

³ Firm transportation agreements.

21. CAPITAL STRUCTURE

The Company's objectives when managing capital, which the Company defines to include shareholders' equity and net debt, is to ensure that it has the financial capacity, liquidity and flexibility to fund its capital program and acquisitions. As it is not unusual for capital expenditures and acquisitions to exceed cash flow from operating activities in a given period, the Company is required to maintain financial flexibility and liquidity to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Company may issue debt, Common Shares or a combination thereof and make adjustments to its capital investment programs.

The Company defines and computes its net debt as follows:

	As at December 31,	
	2020	2019
Due to related party ¹	6,000	6,000
Subordinated promissory notes ¹	6,000	6,000
Term debt ²	49,000	49,000
Trade and other payables and accrued liabilities	27,275	27,514
Less:		
Trade and other receivables	(14,863)	(13,597)
Cash	(7,878)	(8,661)
Prepaid expenses and deposits	(2,484)	(2,218)
Net debt	63,050	64,038
(Deficit) equity	(37,317)	10,733

¹ The due to related party and promissory notes are due on December 31, 2024.

² The Term debt for net debt are presented at the principal amount with \$19.0 million due on July 31, 2022 and \$30.0 million due on December 31, 2024.

Pine Cliff's cash flow from operating activities is expected to provide the necessary capital for oil and gas exploration and development activities. However, due to the potential impact of adverse changes in commodity prices, production rates, capital efficiencies and service costs, Pine Cliff may not generate sufficient cash flow from operating activities to entirely fund its planned oil and gas capital programs or future acquisitions. Accordingly, the Company will continually evaluate the stage of development of its proved and producing reserves and the expected return on investment of acquisitions and consider issuing equity and/or debt to provide additional financing to maintain appropriate net debt and equity levels.

The Company considers adjusted funds flow to be a key performance measure as it demonstrates the Company's ability to generate funds necessary to repay debt and to fund future growth through capital investment. Net debt-to-adjusted funds flow is computed as follows:

	As at December 31,	
	2020	2019
Net debt-to-adjusted funds flow calculation:		
Cash provided by operating activities	8,787	15,536
Changes in non-cash working capital	(1,561)	(11,586)
Decommissioning obligations settled in cash	1,503	1,929
Adjusted funds flow	8,729	5,879
Net debt	63,050	64,038
Net debt-to-adjusted funds flow	7.2	11.0

The Company's financial objectives and strategy as described above have remained substantially unchanged over the reporting periods. These objectives and strategy are reviewed on an annual basis. The Company believes its ratios are within reasonable limits, in light of the relative size of the Company, the long-term nature of its net debt, including its Term debt, subordinated promissory notes and due to related party and its capital management objectives.

BOARD OF DIRECTORS

George F. Fink - Chairman
Philip B. Hodge
Randy M. Jarock
William S. Rice
Jacqueline R. Ricci

OFFICERS

Philip B. Hodge
President and Chief Executive Officer
Terry L. McNeill
Chief Operating Officer
Alan MacDonald
Chief Financial Officer and Corporate Secretary
Christopher S. Lee
Vice President, Exploration

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AUDITORS

Deloitte LLP

BANK

Toronto-Dominion Bank

STOCK EXCHANGE LISTING

TSX Exchange
Trading Symbol: PNE

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