

**MANAGEMENT DISCUSSION FOR ARCTIC HUNTER ENERGY INC.
FOR THE YEAR ENDED JUNE 30, 2019
PREPARED AS OF OCTOBER 23, 2019**

Contact Information

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This management's discussion and analysis ("MD & A") provides an analysis of our financial situation which will enable the reader to evaluate important variations in our financial situation for the year ended June 30, 2019, in comparison with the previous year. This report supplements our audited financial statements and should be read in conjunction with our financial statements and the accompanying notes. Our financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") and all monetary values included in this report are in Canadian dollars, unless it is indicated otherwise. Our financial statements and the management's discussion and analysis are intended to provide a reasonable base for the investor to evaluate our financial situation.

Additional information regarding the Company is available on SEDAR at www.sedar.com.

Forward-Looking Statements

The matters discussed in this MD&A include certain forward-looking statements. Forward-looking statements include, without limitation, any statement that may predict, forecast, indicate or imply future results, performance or achievements. Forward-looking statements may be identified, without limitation, by the use of such words as "anticipates", "estimates", "expects", "intends", "plans", "predicts", "projects", "believes", or words or phrases of similar meaning. In addition, any statement that may be made concerning future performance, strategies or prospects and possible future corporate action, is also a forward-looking statement. Forward-looking statements are based on current expectations and projections about future general economic, political and relevant market factors, such as interest rates, foreign exchange rates, equity and capital markets, and the general business environment, in each case assuming no changes to applicable tax or other laws or government regulation. Expectations and projections about future events are inherently subject to, among other things, risks and uncertainties, some of which may be unforeseeable. Accordingly, assumptions concerning future economic and other factors may prove to be incorrect at a future date. Forward-looking statements are not guarantees of future performance, and actual events could differ materially from those expressed or implied in any forward-looking statements made by the Company. Any number of important factors could contribute to these digressions, including, but not limited to, general economic, political and market factors in North America and internationally, interest and foreign exchange rates, global equity and capital markets, business competition, technological change, changes in government relations, unexpected judicial or regulatory proceedings and catastrophic events. We stress that the above mentioned list of important factors is not exhaustive. We encourage you to consider these and other factors carefully before making any investment decisions and we urge you to avoid placing undue reliance on forward-looking statements. The Company disclaims any

intention or obligation to update or revise these forward-looking statements as a result of new information, future events or otherwise, except as required under applicable securities laws.

Forward-looking statements are included throughout this Report. In particular, this Report contains forward-looking statements pertaining to the following:

- the quantity and quality of reserves or resources;
- the performance characteristics of the Company's oil and gas properties;
- oil and natural gas production levels;
- capital expenditure programs and the timing and method of financing thereof;
- future development and exploration activities and the timing thereof;
- future land expiries;
- estimated future contractual obligations and the amount expected to be incurred under our farm-in commitments;
- realization of the anticipated benefits of acquisitions and dispositions;
- future liquidity and financial capacity;
- projections of market prices and costs;
- supply and demand for oil and natural gas;
- expectations regarding the Company's ability to raise capital and to continually add to reserves through acquisitions and development;
- expectations relating to the award of exploration permits by governmental authorities; and
- treatment under government regulatory and taxation regimes.

With respect to forward-looking statements contained in this Report certain assumptions have been made including:

- oil and natural gas production levels;
- commodity prices;
- future currency and interest rates;
- future operating costs;
- the Company's ability to generate sufficient cash flow from operations and to access existing credit facilities and capital markets to meet its future obligations;
- availability of labour and drilling equipment;
- general economic and financial market conditions; and
- government regulation in the areas of taxation, royalty rates and environmental protection.

The Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors set forth below:

- volatility in market prices for oil and natural gas;
- liabilities and risks inherent in oil and natural gas operations;
- uncertainties associated with estimating oil and gas reserves;
- competition for, among other things, capital, acquisitions of reserves, undeveloped lands and skilled personnel;
- incorrect assessments of the value of acquisitions;
- imprecision in estimating capital expenditures and operating expenses;
- availability of sufficient financial resources to fund the Company's capital expenditures;

- the possibility that government policies or laws, including those related to the environment, may change or governmental approvals may be delayed or withheld;
- stock market volatility and market valuation;
- potential delays or changes with respect to exploration and development projects or capital expenditures;
- geological, technical, drilling and processing problems;
- fluctuations in foreign exchange or interest rates and stock market volatility;
- general economic and business conditions;
- changes in income tax laws or changes in tax laws and incentive programs relating to the oil and gas industry;
- failure to obtain industry partner and other third party consents and approvals, as and when required;
- failure to realize the anticipated benefits of acquisitions; and
- the other factors identified in other documents incorporated herein by reference.

These factors should not be considered exhaustive. Statements relating to “reserves” or “resources” are deemed to be forward-looking statements, as they involve the implied assessment, based on certain estimates and assumptions, that the resources and reserves described can be profitably produced in the future. The forward-looking statements contained in this Report are expressly qualified by this cautionary statement. The Company does not undertake any obligation to publicly update or revise any forward-looking statements except as required by securities laws.

NON-IFRS MEASURES

The Company’s management uses and reports certain measures not prescribed by International Financial Reporting Standards (referred to as “non-IFRS measures”) in the evaluation of operating and financial performance. Operating netback, which is calculated as average unit sales prices less royalties and operating expenses, and corporate netback, which further deducts administrative and interest expense, represent net cash margin calculations for every barrel of oil equivalent sold. Net debt, which is current assets less current and other financial liabilities (e.g. note payable), is used to assess efficiency and financial strength. Operating netback, corporate netback and net debt do not have any standardized meanings prescribed by IFRS and therefore may not be comparable with the calculation of a similar measure for other companies. The Company uses these terms as an indicator of financial performance because such terms are often utilized by investors to evaluate junior producers in the oil and natural gas sector.

OVERALL PERFORMANCE AND RESULTS OF OPERATIONS

Arctic Hunter Energy Inc. is a Canadian resource exploration, exploitation and development Company involved in the acquisition, exploration and development of oil & gas properties in North America. The Company is currently a junior heavy oil producer with interests in the Lloydminster area of west-central Saskatchewan and Southern California. The Company is continually reviewing future production and exploration opportunities, through selective property acquisitions and identifying low risk exploration drilling domestically and internationally.

In fiscal year 2011 and 2012, the Company farmed into four (4) exploratory heavy oil wells located in the Lloydminster area of Western Saskatchewan. On April 24, 2013, three (3) of these producing heavy oil wells were sold. The Company maintained a 50 % interest in the C-12 well which is situated in Landrose, Saskatchewan.

The C-12 well was still in production until December 2015 at which time management chose to shut in the well due to the low price of oil. In July 2016, a workover was performed on this heavy oil well and the C-12 well was brought back into successful production. On July 1, 2018, the Company increased its working interest ownership by 10 % for

a total working ownership interest of 60%. The C-12 well was still in production until November 2018 at which time management chose to shut in the well due to the low price of oil. The C-12 well was placed back into production in April 2019.

Effective April 2018, the Company began receiving its portion of its oil production directly from Husky Oil Operations Limited, managing partner of Husky Energy Marketing Partnership.

On September 18, 2018, the Company completed an asset purchase pursuant to which the Company acquired 4,250 barrels of oil and 18,750 mcf of gas from interests in oil and gas situated in the San Joaquin Valley, in central California for consideration of USD \$173,810. The purchase price was paid through the issuance of 2,249,100 common shares of the Company at a deemed price of \$0.10 per share. The company successfully completed a NI-51-101 Oil & Gas Reserve Report and received TSX Venture Exchange approval for this acquisition.

THE CERRO VERDE/SAN JAVIER FLOTATION MILL - STATE, MEXICO

The Company has paid the sum of USD \$250,000 and has successfully acquired a 30% interest in Real de Rebeico Gold S.A. de C.V. (“Rebeico Gold”), which owns this interest in a State owned 100 ton per day flotation mill situated near the city of Hermosillo in Sonora State, Mexico. The formal option agreement with Rebeico Gold of Sonora, Mexico allows Arctic Hunter to earn the initial 30% interest for USD \$250,000 (earned and vested), and an additional 20% interest (for up to a 50% interest) in Rebeico Gold for an additional USD \$250,000. Rebeico Gold holds the right to operate the strategically located Cerro Verde Flotation Mill situated in the San Javier mining district and the right to receive its pro-rata production proceeds derived therefrom pursuant to an assignment agreement between Rebeico Gold and Exploracion y Desarrollo del Desierto, S.A de C.V. (“EDDSA”) dated April 24, 2017. EDDSA holds the operating rights and the right to receive all proceeds from the Cerro Verde Gold & Silver Mill, and the right to conduct ancillary activities on the project site pursuant to a 10 year lease agreement between EDDSA and the state of Sonora, Mexico, dated February 24, 2015. Pursuant to a signed loan agreement dated May 2, 2017 between the Company and Rebeico Gold, the USD \$250,000 advanced to Rebeico Gold is being treated as a loan to Rebeico Gold.

The Company intends to enforce the loan agreement and seeks to recover the USD \$250,000 loaned to Rebeico Gold and notify all parties affiliated with the transaction, including the managing partners of Exploracion y Desarrollo del Desierto, S.A de C.V., Antejo S.A.P.I. De C.V. and the Mexican Government, of its intention to seek legal action both in Mexico and the Supreme Court of British Columbia, if funds are not returned satisfactorily.

The Company expects Rebeico Gold to file its 2018 financial statements and finalize all assemblies and company results and pay all associated fees.

SELECTED ANNUAL INFORMATION

Unless otherwise noted, all currency amounts are stated in Canadian dollars.

The following table summarizes selected financial data for the Company for each of the three most recently completed financial years. The information set forth below should be read in conjunction with the audited financial statements, prepared in accordance with IFRS, and related notes.

	Years Ended June 30 th , (audited)		
	2019	2018	2017
Petroleum revenue	\$85,388	\$137,036	\$86,782
Operating expenses	(70,612)	(71,853)	(57,979)
Net petroleum revenue	14,776	65,183	28,803
General and administrative expenses	(210,935)	(326,710)	(239,929)
Other items	(3,295)	11,950	(1,533)
Impairment	-	(329,609)	-
Net and comprehensive loss			
o In total	(199,454)	(579,186)	(212,659)
o Basic and diluted loss per share	(0.01)	(0.04)	(0.03)
Total assets	342,279	268,753	455,802
Total long term liabilities	37,082	35,000	34,672
Cash dividends declared	Nil	Nil	Nil

RESULTS OF OPERATIONS – YEAR ENDED JUNE 30, 2019

The Company's net and comprehensive loss for the year ended June 30, 2019 was \$199,454 or \$0.01 per share compared to a net and comprehensive loss of \$579,186 or \$0.04 per share for the year ended June 30, 2018. The significant changes during the current year compared to the prior year are as follows:

Petroleum revenue during the year ended June 30, 2019 was \$85,388. After deducting royalties of \$4,908, production and transportation costs of \$52,776 and depletion and depreciation of \$12,928, net petroleum production of \$14,776 was recorded. The petroleum revenue for the year ended June 30, 2019 of \$85,388 was significantly less than \$137,036 as there was no production for 5 months in the current year. The current year petroleum revenue included \$6,691 in proceeds from the California TORRI.

Consulting fees decreased by \$5,285 to \$11,035 during the year ended June 30, 2019 from \$16,320 during the year ended June 30, 2018. The amount in the prior year was higher due to the Company completing a NI-51-101 Oil & Gas Reserve Report prepared by Petrotech Engineering Ltd for the asset purchase of oil and gas interests in the San Joaquin Valley, California.

Management fees increased by \$30,000 to \$96,000 during the year ended June 30, 2019 from \$66,000 during the year ended June 30, 2018.

Professional fees increased by \$4,897 to \$62,373 during the year ended June 30, 2019 from \$57,476 during the year ended June 30, 2018. The amount in the current year was higher due to increased legal and accounting costs associated with the San Javier flotation mill in Mexico.

Non-cash share based payments were Nil during the year ended June 30, 2019 as compared to \$135,680 during the year ended June 30, 2018 upon the granting of long-term incentive stock options.

An impairment of \$329,609 was recognized in the prior year upon the write off of the Company's 30 % interest in Rebeico Gold. The Company is currently seeking all legal and foreign governmental remedies to recover the USD \$250,000 loaned to Rebeico Gold in conjunction with assignment agreements dated April 24, 2018 with Exploracion y Desarrollo del Desierto, S.A de C.V. The Company is currently awaiting the fiscal 2018 year end results of Rebeico Gold and confirmation of filing with the Mexican government for all required assemblies and required director's resolutions and any outstanding tax penalties.

At June 30, 2019, Arctic Hunter held assets recorded at \$342,279 including \$31,990 in cash, \$272 in GST receivable, \$20,379 in accounts receivable, \$65,954 in property, plant and equipment and a \$223,684 intangible TORRI.

SUMMARY OF QUARTERLY RESULTS

The following selected financial information is derived from the unaudited interim financial statements of the Company. The figures have been prepared in accordance with IFRS.

	4th Qtr Ended 06-30-19	3rd Qtr Ended 03-31-19	2nd Qtr Ended 12-31-18	1st Qtr Ended 09-30-18	4th Qtr Ended 06-30-18	3rd Qtr Ended 03-31-18	2nd Qtr Ended 12-31-17	1st Qtr Ended 09-30-17
Total Revenues	\$44,648	\$-	\$3,617	\$37,123	\$39,220	\$18,356	\$42,999	\$36,461
Net and Comprehensive Loss	(\$43,014)	(\$45,545)	(\$66,340)	(\$44,555)	(\$496,749)	(\$47,098)	(\$16,423)	(\$18,916)
Loss Per Share	(\$0.00)	(\$0.00)	(\$0.00)	(\$0.00)	(\$0.03)	(\$0.00)	(\$0.00)	(\$0.00)

RESULTS OF OPERATIONS – THREE MONTH PERIOD ENDED JUNE 30, 2019

The Company's net and comprehensive loss for the three month period ended June 30, 2019 was \$43,014 or \$0.00 loss per share compared to a net and comprehensive loss of \$496,749 or \$0.01 loss per share for the three month period ended June 30, 2018. The significant changes during the current three month period compared to the prior year three month period are as follows:

There was \$44,648 petroleum revenue during the three month period ended June 30, 2019 compared to \$39,220 petroleum revenue in the three month period ended June 30, 2018 due to \$6,691 in proceeds from the California TORRI being included in the current period petroleum revenue.

Consulting fees decreased \$13,470 to \$220 during the three month period ended June 30, 2019 from \$13,690 during the three month period ended June 30, 2018. The amount in the prior period was higher due to the Company completing a NI-51-101 Oil & Gas Reserve Report prepared by Petrotech Engineering Ltd for the asset purchase of oil and gas interests in the San Joaquin Valley, California.

Non-cash share based payments were Nil during the three months ended June 30, 2019 as compared to \$135,680 during the three months ended June 30, 2018 upon the granting of long-term incentive stock options.

An impairment of \$329,609 was recognized the year before upon the write off of the Company's 30 % interest in Rebeico Gold during the three month period ended June 30, 2018. The Company is currently seeking all legal and foreign governmental remedies to recover the USD \$250,000 loaned to Rebeico Gold in conjunction with assignment agreements dated April 24, 2018 with Exploracion y Desarrollo del Desierto, S.A de C.V.

FINANCIAL AND OPERATING SUMMARY
TABLE A - OPERATIONS BY QUARTER (July 2018 to June 2019)

All production is conventional heavy oil

	Q4 2019	Q3 2019	Q2 2019	Q1 2019	Q4 2018	Q3 2018	Q2 2018	Q1 2018
Production and per share								
Production - total barrels	693	-	140	742	748	529	959	832
Production - bbls/ day	7	-	2	8	8	6	10	9
Heavy oil revenue	37,957	-	3,617	37,123	39,220	18,356	42,999	36,461
TORRI revenue	6,691	-	-	-	-	-	-	-
Royalties	(2,679)	-	(55)	(2,174)	(2,954)	(1,992)	(2,483)	(2,574)
Production & transportation	(16,579)	(3,000)	(8,001)	(25,196)	(18,449)	(11,437)	(7,253)	(10,825)
Operating net back (loss)	25,390	(3,000)	(4,439)	9,753	17,817	4,927	33,263	23,062
General and administrative	(58,976)	(39,944)	(65,375)	(46,640)	(201,269)	(46,836)	(42,610)	(35,995)
Corporate net back	(33,586)	(42,944)	(69,814)	(36,887)	(183,452)	(41,909)	(9,347)	(12,933)
Depletion & depreciation	(6,375)	-	(1,040)	(5,513)	1,912	(3,602)	(6,531)	(5,666)
Impairment	-	-	-	-	(329,609)	-	-	-
Other (expenses) gain	(3,053)	(2,601)	4,514	(2,155)	14,400	(1,587)	(545)	(317)
Loss for the period	(43,014)	(45,545)	(66,340)	(44,555)	(496,749)	(47,098)	(16,423)	(18,916)
Basic and diluted loss per share	(0.00)	(0.00)	(0.00)	(0.00)	(0.03)	(0.00)	(0.00)	(0.00)
Royalties as % of petroleum revenue	6	-	2	6	8	10	6	7
Per bbl analysis	Per bbl							
Heavy oil revenue	54.77	-	25.84	50.03	52.43	34.70	44.84	43.82
TORRI revenue	n/a	-	(0.39)	(2.92)	(3.94)	(3.77)	(2.59)	(3.09)
Royalties	(3.86)	-	(0.39)	(2.92)	(3.94)	(3.77)	(2.59)	(3.09)
Production and transportation	(23.92)	-	(57.15)	(33.95)	(24.66)	(21.62)	(7.56)	(13.01)
Operating net back (loss)	26.99	-	(31.70)	13.16	23.83	9.31	34.69	27.72
General and administrative	(85.10)	-	(466.96)	(62.85)	(269.07)	(88.53)	(44.43)	(43.26)
Depletion	(7.42)	-	(7.42)	(7.42)	2.55	(6.81)	(6.81)	(6.81)
Depreciation of TORRI	n/a	-	-	-	-	-	-	-
Other (expenses) gain	(1.40)	-	32.24	(2.90)	19.24	(3.00)	(0.57)	(0.38)
Impairment	-	-	-	-	(440.65)	n/a	n/a	n/a
Income (loss) for the period	(66.93)	-	(473.84)	(60.01)	(664.10)	(89.03)	(17.12)	(22.73)
Funds (invested in) petroleum properties	-	-	-	(50,000)	-	-	-	-

FINANCIAL AND OPERATING SUMMARY
TABLE C – BALANCE SHEET

	Q4 2019	Q3 2019	Q2 2019	Q1 2019	Q4 2018	Q3 2018	Q2 2018	Q1 2018
Net cash	31,990	57,286	96,317	151,925	169,770	28,914	2,372	10,762
Total assets	342,279	348,576	389,757	458,217	268,753	466,537	459,149	442,314
Total liabilities	118,143	81,426	77,062	79,182	67,948	93,414	88,179	93,819
Shareholders' equity	224,136	267,150	312,695	379,035	200,805	373,124	370,970	348,495
SHARES								
Basic outstanding	18,175,350	18,175,350	18,175,350	18,175,350	15,926,250	13,426,250	13,426,250	12,926,250
Weighted average	18,175,350	18,175,350	18,175,350	16,219,611	15,047,129	13,426,250	12,996,902	12,926,250

The above figures have been prepared in accordance with IFRS.

OPERATING RESULTS FOR THE YEAR ENDED JUNE 30, 2019

- **Production volumes and revenues (refer to Financial and Operating Summary)**

The C-12 oil and gas well located in the Lloydminster area of western Saskatchewan was drilled in July, 2010. The well started to produce in August, 2010 and the \$378,260 cost to drill and equip was recovered by the Company in April 2011. The Company's working interest was 50% during the year ended June 30, 2018. Effective April 2018, the Company received its portion of its oil production directly from Husky Oil Operations Limited, managing partner of Husky Energy Marketing Partnership. On July 1, 2018, the Company increased its working interest ownership by 10 % for a total working ownership interest of 60%. The well operated until October 31, 2018 and was shut in until April 1, 2019 due to the high differential for the price of heavy oil. The average production for the well over the three month period ended June 30, 2019 was approximately 12.0 bbls/d (7.0 bbls/d net) for the Company's 60% interest.

- **Oil Pricing (refer to Financial and Operating Summary)**

All of the Company's crude oil consists of heavy oil produced in Saskatchewan that is marketed base on refiner's posted prices for Western Canadian Select heavy oil, adjusted for the quality (primarily density) of the crude oil on a well by well basis. The majority of the Company's heavy oil ranges in density from approximately 13.6 API to 15.9 API. The refiner's posted prices are influenced by the US\$WTI reference price, transportation costs, US\$/C\$ exchange rates and the supply/demand situation of particular crude oil quality streams during the nine month period. The prices realized by the Company on heavy oil sales are net of treating fees, blending costs, required for its heavy grades of oil to meet pipeline stream specification, and pipeline tariffs. Results from operations and the Company's overall financial condition are significantly affected by heavy oil commodity prices, which can fluctuate dramatically. These commodity prices are beyond the control of the Company and are difficult to predict.

The price differential between heavy and light crude oil was unfavorable again in Q4 2019 averaging USD \$10.67 per bbl. compared to USD \$12.28 per bbl. in Q3 2019. For April, May and June, the heavy oil differential averaged 16.6%, 13.8% and 23.7%, respectively. The weaker pricing environment for heavy oil in June was driven by a combination of factors, including reduced demand due to both scheduled and unscheduled refinery maintenance, increase supply of crude oil from North Dakota Bakken and restricted pipeline access in Western Canada.

- **Royalties (refer to Financial and Operating Summary)**

The Company incurs a mix of crown, freehold and overriding royalties. The volumes and mix of oil wells producing in a quarter impact the overall average burden.

- **Production and transportation costs (refer to Financial and Operating Summary)**

Winter operating costs are higher than other seasons as certain costs (e.g. snowplowing) are incurred only in cold weather. A significant portion of production costs are fixed and therefore production expense per bbl varies significantly with volume. Major repairs in a quarter also significantly increase costs per bbl given the small production volumes of the Company. Heavy oil production costs tend to be higher than light oil production costs. Transportation costs are low and comprise only the trucking of clean oil short distances to the sales terminal.

- **General and administrative (refer to Financial and Operating Summary)**

As production just started as a result of the drilling of the oil and gas wells, costs per bbl will be reduced as general and administrative costs tend to be fixed.

- **Depletion and accretion (refer to Financial and Operating Summary)**

Depletion expense is a function of volume produced as it is computed on a “units of production” basis.

The C-12 well included in Property, Plant and Equipment includes \$11,426 in asset retirement costs and these costs are subject to depletion. This property included 10,440 net bbls of proven and probable reserves which is the volume base on which the \$7.42 per bbl depletion rate was computed.

These numbers are preliminary and as production is stabilized, the engineering reserve report will be updated in accordance with industry standards.

Probable reserves for the property may include future locations. Under IFRS the Company chose this larger production basis for the computation of depletion. As probable reserves are determined based on a probability of recovery of 50% or more, this broader depletion base under IFRS generates a more realistic estimate of real depletion.

OUTLOOK

The Company focuses on the production of conventional heavy oil, building on the core competency of its people, further acquisitions, exploration and development in the Lloydminster area (Lloydminster is a border city 250 km east of Edmonton, Alberta and 275 km west of Saskatoon, Saskatchewan). The Company continues to implement careful control of development and monitors field production costs due to the current fluctuations in the price of heavy oil.

The C-12 well was still in production until October 2018 at which time management chose to shut in the well due to the low price of oil. The C-12 well was placed back into production in April 2019.

The Company has paid the sum of USD \$250,000 and has successfully acquired a 30% interest in Real de Rebeico Gold S.A. de C.V. (“Rebeico Gold”), which owns this interest in a State owned 100 ton per day flotation mill situated near the city of Hermosillo in Sonora State, Mexico. The formal option agreement with Rebeico Gold of Sonora,

Mexico allows Arctic Hunter to earn the initial 30% interest for USD \$250,000 (earned and vested), and an additional 20% interest (for up to a 50% interest) in Rebeico Gold for an additional USD \$250,000. Rebeico Gold holds the right to operate the strategically located Cerro Verde Flotation Mill situated in the San Javier mining district and the right to receive its pro-rata production proceeds derived therefrom pursuant to an assignment agreement between Rebeico Gold and Exploracion y Desarrollo del Desierto, S.A de C.V. (“EDDSA”) dated April 24, 2017. EDDSA holds the operating rights and the right to receive all proceeds from the Cerro Verde Gold & Silver Mill, and the right to conduct ancillary activities on the project site pursuant to a 10 year lease agreement between EDDSA and the state of Sonora, Mexico, dated February 24, 2015. Pursuant to a signed loan agreement dated May 2, 2017 between the Company and Rebeico Gold, the USD \$250,000 advanced to Rebeico Gold is being treated as a loan to Rebeico Gold.

The Company intends to enforce the loan agreement and seeks to recover the USD \$250,000 loaned to Rebeico Gold and notify all parties affiliated with the transaction, including the managing partners of Exploracion y Desarrollo del Desierto, S.A de C.V., Antejo S.A.P.I. De C.V. and the Mexican Government, of its intention to seek legal action both in Mexico and the Supreme Court of British Columbia, if funds are not returned satisfactorily. The Company is currently awaiting the fiscal 2018 year end results of Rebeico Gold and confirmation of filing with the Mexican government for all required assemblies and required director’s resolutions and any outstanding tax penalties.

On September 18, 2018, the Company completed an asset purchase pursuant to which the Company acquired 4,250 barrels of oil and 18,750 mcf of gas from interests in oil and gas situated in the San Joaquin Valley, in central California for consideration of USD \$173,810. The purchase price was paid through the issuance of 2,249,100 common shares of the Company at a deemed price of \$0.10 per share. The company successfully completed a NI-51-101 Oil & Gas Reserve Report and received TSX Venture Exchange approval for this acquisition.

The management of the Company continues to review and maintain its high standard of due diligence with regard to the selection of any new potential projects and management additions, and is being highly selective while considering and assessing its review of the various oil & gas production and mining opportunities and exploration datasets being presented. The Company continues to be cost effective and maintains its low overhead while opportunities are being explored.

LIQUIDITY AND CAPITAL RESOURCES

Future development of Arctic Hunter’s oil and gas property interests will depend on the Company’s cash flow from its existing wells, obtain loans and its ability to obtain additional financing through the sale of its securities or to enter into acceptable agreements with third parties for joint venture development of properties. There is no assurance that such financing and joint venture development opportunities will be available when required by or under terms favourable to the Company.

At June 30, 2019, the Company had a working capital deficit of \$28,420 which may not be sufficient to cover expected administrative expenses for twelve months. Additional funding may be required.

Effective July 1, 2018, the Company increased its working interest ownership in the C-12 well situated in Landrose Saskatchewan by 10% for a total ownership interest of 60% through the conversion of \$50,000 owing from Petrocapita.

Arctic Hunter anticipates that additional funding will come from its current producing wells or in the form of equity financing from the sale of the Company’s shares. The Company may also seek loans, although no such arrangement

has been made. It may also receive proceeds from the exercise of outstanding share purchase warrants and stock options.

MANAGEMENT AND RELATED PARTY TRANSACTIONS

Arctic Hunter's Board of Directors consists of Tim Coupland, Lawrence Ilich, and Gordon Steblin. Mr. Coupland acts as President and Chief Executive Officer and Mr. Gordon Steblin acts as Chief Financial Officer.

On April 1, 2006, the Company entered into a management agreement with the Chief Executive Officer of the Company. Effective July 1, 2018, the Company increased the monthly remuneration from \$5,500 per month to \$7,000 per month. Management fees of \$84,000 and a bonus of \$12,000 (June 30, 2018 - \$66,000) have been recorded for the year ended June 30, 2019. During the year ended June 30, 2019, no stock options (June 30, 2018 – 450,000 stock options) were granted with an estimated fair value of \$Nil (June 30, 2018 - \$42,400) which was expensed as share-based payments .

Effective June 1, 2018, the Company increased the monthly remuneration from \$1,250 per month to \$1,600 per month to the Chief Financial Officer for accounting services.. Professional fees of \$19,200 and a bonus of \$3,000 (June 30, 2018 - \$15,000) have been recorded for the year ended June 30, 2019. During the year ended June 30, 2019, no stock options (June 30, 2018 – 350,000 stock options) were granted with an estimated fair value of \$Nil (June 30, 2018 - \$32,978) which was expensed as share-based payments .

Related party transactions have been recorded at their exchange amounts, which are the amounts agreed to by the related parties.

SHARE DATA

As of the date of this management discussion, Arctic Hunter has 18,175,350 common shares without par value issued and outstanding.

In addition, the Company has the potential obligation to issue the following additional common shares:

- a) up to 500,000 common shares upon the exercise of share purchase warrants at a price of \$0.15 until December 18, 2019.
- b) up to 2,500,000 common shares upon the exercise of share purchase warrants at a price of \$0.15 until May 2, 2020.
- c) up to 5,005,000 common shares upon the exercise of share purchase warrants at a price of \$0.15 until April 28, 2022.
- d) up to 580,000 common shares upon the exercise of share purchase warrants at a price of \$0.15 until May 19, 2022.
- e) up to 1,440,000 common shares upon the exercise of incentive stock options. These options are exercisable at \$0.10 per share until May 14, 2023.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL INFORMATION

The Company's financial statements and the other financial information included in this management report are the responsibility of the Company's management, and have been examined and approved by the Board of Directors. The financial statements were prepared by management in accordance with International Financial Reporting Standards and include certain amounts based on management's best estimates using careful judgment. The selection of accounting principles and methods is management's responsibility. Management recognizes its responsibility for conducting the Company's affairs in a manner to comply with the requirements of applicable laws and established financial standards and principles, and for maintaining proper standards of conduct in its activities. The Board of Directors supervises the financial statements and other financial information through its audit committee, which is comprised of a majority of non-management directors. This committee's role is to examine the financial statements and recommend that the Board of Directors approve them, to examine the internal control and information protection systems and all other matters relating to the Company's accounting and finances. In order to do so, the audit committee meets annually with the external auditors, with or without the Company's management, to review their respective audit plans and discuss the results of their examination. This committee is responsible for recommending the appointment of the external auditors or the renewal of their engagement.

The external auditors, Dale Matheson Carr-Hilton Labonte LLP, Chartered Accountants, have audited the Company's June 30, 2019 annual financial statements with their report indicating the scope of their audit and their opinion on the financial statements.

OFF BALANCE SHEET ARRANGEMENT

The Company has not engaged in any off-balance sheet arrangements such as obligations under guarantee contracts, a retained or contingent interest in assets transferred to an unconsolidated entity, any obligation under derivative instruments (except as disclosed) or any obligation under a material variable interest in an unconsolidated entity that provides financing, liquidity, market risk or credit risk support to the Company or engages in leasing or hedging services with the Company.

INDUSTRY CONDITIONS AND RISKS

The business of exploration, development and acquisition of oil and gas reserves and mineral resources involves a number of business risks inherent in the oil and gas industry and mineral resource development industry which may impact the Company's results and several of which are beyond control of the Company. These business risks are operational, financial and regulatory in nature. The Company does not use derivative instruments as a means to manage risk.

The Company has limited financial resources, no source of operating cash flows and no assurances that sufficient funding, including adequate financing, will be available to conduct further exploration and development of its projects or to fulfill its obligations under the terms of any option or joint venture agreements. If the Company's generative exploration programs are successful, additional funds will be required for development of one or more projects. Failure to obtain additional financing could result in the delay or indefinite postponement of further exploration and development or the possible loss of the Company's properties.

CRITICAL ACCOUNTING ESTIMATES

The preparation of the Company's financial statements requires management to make estimates and assumptions regarding future events. These estimates and assumptions affect the reported amounts of certain assets and liabilities, and disclosure of contingent liabilities.

Significant areas requiring the use of management estimates include the determination of impairment of assets, decommissioning liabilities, and variables used in determining share-based payments. These estimates are based on management's best judgment. Factors that could affect these estimates include risks inherent in mineral exploration and development, changes in reclamation requirements, changes in government policy and changes in foreign exchange rates.

Management has assessed the carrying value of its assets and does not believe the remaining assets have suffered any impairment.

The Company has certain asset retirement obligations/decommissioning liabilities related to its oil and natural gas properties, details of which are discussed in Note 4 of the financial statements for the year ended June 30, 2019.

Management has made significant assumptions and estimates in determining the fair market value of share-based payments granted to employees and non-employees and the value attributed to various warrants issued. These estimates have an effect on the share-based payments expense recognized and the reserve accounts and share capital balances. Management has made estimates of the life of stock options and warrants, the expected volatility and expected dividend yields that could materially affect the fair market value of these types of securities. The estimates were chosen after reviewing the historical life of the Company's options and analyzing share price history to determine volatility.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The Company classifies all financial instruments as either financial assets or liabilities through profit or loss ("FVTPL"), available-for-sale, loans and receivables or other financial liabilities. Loans and receivables and other financial liabilities are measured at amortized cost. Available-for-sale instruments are measured at fair value with unrealized gains and losses recognized in accumulated other comprehensive income. Instruments classified as FVTPL are measured at fair value with unrealized gains and losses recognized in profit or loss.

The Company has designated its cash as FVTPL, which is measured at fair value. Accounts receivables are classified as loans and receivables, which are measured at amortized cost. Accounts payable are classified as other financial liabilities which are measured at amortized cost.

Fair value - The fair value of cash and cash equivalents, amounts receivable and trade payables approximates their carrying value due to the short-term nature of these financial instruments.

Exchange risk - The Company operates solely in Canada and therefore is subject to minimal foreign currency risk arising from changes in exchange rates with other currencies.

Interest rate risk - The Company is exposed to interest rate risk on its short-term investments, but this risk relates only to investments held to fund future activities and does not affect the Company's current operating activities.

Credit risk - The Company places its temporary investment funds with government and bank debt securities and is subject to minimal credit risk with regard to temporary investments.

The Company does not have any risk associated with "other instruments"; that is, instruments that may be settled by the delivery of non-financial assets.

Definitions

“Developed Non-Producing” reserves are those reserves that either have not been on production, or have previously been on production, but are shut in, and the date of resumption of production is unknown.

“Developed Producing” reserves are those reserves that are expected to be recovered from completion intervals open at the time of the estimate. These reserves may be currently producing or, if shut in, they must have previously been on production, and the date of resumption of production must be known with reasonable certainty.

“Gross Reserves” are working interest (operating or non-operating) shares before deducting royalties and without including any royalty interests.

“Net Reserves” are working interest (operating or non-operating) shares after deduction of royalty obligations, plus royalty interests in reserves.

“Probable” reserves are those additional reserves that are less certain to be recovered than proved reserves. It is equally likely that the actual remaining quantities recovered will be greater or less than the sum of the estimated proved plus probable reserves.

“Proved” reserves are those reserves that can be estimated with a high degree of certainty to be recoverable. It is likely that the actual remaining quantities recovered will exceed the estimated proved reserves.

“Undeveloped” reserves are those reserves expected to be recovered from known accumulations where a significant expenditure (e.g., when compared to the cost of drilling a well) is required to render them capable of production. They must fully meet the requirements of the reserves classification (proved, probable, possible) to which they are assigned.

ABBREVIATIONS

Oil and Natural Gas Liquids

Bbl	barrel
Mbbls	thousand barrels
MSTB	thousands of Stock Tank Barrels

Natural Gas

Mmcf	million cubic feet
MMBtu	million British Thermal Units

boe	barrel of oil equivalent of natural gas and crude oil on the basis of 1 Bbl of crude oil for 6 Mcf of natural gas (this conversion factor is an industry accepted norm and is not based on either energy content or current prices)
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