

# **CGX Energy Inc.**

---

## ***Management's Discussion and Analysis of Financial Condition and Results of Operations***

*For the three-month period and year ended December 31, 2022*

*February 28, 2023*



## CONTENTS

|  |           |
|--|-----------|
| 1. INTRODUCTION.....   | <u>2</u>  |
| 2. FORWARD LOOKING STATEMENTS.....   | <u>2</u>  |
| 3. OVERVIEW.....   | <u>4</u>  |
| Company Profile.....   | <u>4</u>  |
| Highlights.....  | <u>4</u>  |
| 4. CARRYING ON BUSINESS IN GUYANA.....   | <u>7</u>  |
| 5. THE PETROLEUM REGIME IN GUYANA.....   | <u>7</u>  |
| 6. EXPLORATION ACTIVITIES, GUYANA.....   | <u>8</u>  |
| 7. DEEP WATER PORT FACILITY AND LOGISTICS YARD, GUYANA.....                        | <u>10</u> |
| 8. SOCIAL CORPORATE RESPONSIBILITY.....  | <u>11</u> |
| 9. LIQUIDITY AND CAPITAL RESOURCES.....  | <u>11</u> |
| 10. COMPANY'S PERFORMANCE.....   | <u>13</u> |
| 11. COMMITMENTS, AND CONTINGENCIES.....  | <u>15</u> |
| 12. DISCLOSURE OF OUTSTANDING SHARE DATA.....                                      | <u>16</u> |
| 13. RELATED PARTY TRANSACTIONS.....  | <u>17</u> |
| 14. ADDITIONAL DISCLOSURES FOR VENTURE ISSUERS WITHOUT<br>SIGNIFICANT REVENUE..... | <u>21</u> |
| 15. RISK AND UNCERTAINTIES.....  | <u>22</u> |
| 16. ABBREVIATIONS AND DEFINITIONS.....   | <u>35</u> |

### 1. INTRODUCTION

This Management's Discussion and Analysis ("**MD&A**") is current to February 28, 2023, and is management's assessment of the operations and the financial results of CGX Energy Inc. (the "**Company**" or "**CGX**"). Financial data contained within this document are reported in United States dollars ("**USD**"), unless otherwise stated. This MD&A should be read in conjunction with the Company's audited consolidated financial statements and the related notes for the years ended December 31, 2022 and 2021.

Unless indicated otherwise, all financial data in this MD&A has been prepared in accordance with International Financial Reporting Standards ("**IFRS**") issued by the International Accounting Standards Board ("**IASB**") and interpretations of the International Financial Reporting Interpretations Committee ("**IFRIC**").

Additional information relevant to the Company's activities is available on SEDAR at [www.sedar.com](http://www.sedar.com) or on the Company's website at [www.cgxenergy.com](http://www.cgxenergy.com).

### 2. FORWARD LOOKING STATEMENTS

This MD&A contains forward-looking statements that are not historical in nature and involve risks and uncertainties. Forward-looking statements are not guarantees as to CGX's future results as there are inherent difficulties in predicting future results. Accordingly, actual results could differ materially from those expressed or implied in the forward-looking statements.

This **MD&A** contain certain statements or disclosures relating to the Company that are based on the expectations of its management as well as assumptions made by and information currently available to the Company which may constitute forward-looking statements or information ("forward-looking statements") under applicable securities laws. All such statements and disclosures, other than those of historical fact, which address activities, events, outcomes, results

or developments that the Company anticipates or expects may or will occur in the future (in whole or in part) should be considered forward-looking statements. In some cases, forward-looking statements can be identified by the use of the words “assume”, “believe”, “continue”, “estimate”, “expect”, “forward”, “future”, “lead”, “may”, “plan”, “potential”, “prospect”, “will”, “would” and other similar words suggesting future outcomes or statements regarding an outlook.

In particular, but without limiting the foregoing, this MD&A contains forward-looking statements pertaining to the following: the Company’s exploration and development activities; expenditures; infrastructure projects, including road refurbishment, logistics yard, dock and trestle, dredging, access bridge, power to port, water to port and construction of buildings, all related to the Berbice Deep Water Port, (each as defined herein); the Company’s leads and drilling prospects in respect of its various oil and natural gas interests; governmental and regulatory approvals and agreements; global coronavirus pandemic (“COVID-19”); trends in financial and commodities markets; the Company’s future performance, operations, liquidity and financial condition, including its ability to continue as a going concern; and the scope, duration, and reoccurrence of any epidemics or pandemics (including specifically the COVID-19) and the actions taken by third parties, including, but not limited to, governmental authorities, contractors, and suppliers, in response to such epidemics or pandemics.

In addition, statements relating to resources are deemed to be forward-looking statements as they involve the implied assessment, based on certain estimates and assumptions, that the resources described exist in the quantities predicted or estimated and can be profitably produced in the future.

The forward-looking statements contained in this MD&A reflect several material factors and expectations and assumptions of the Company including, but not limited to, prevailing and future commodity prices and currency exchange rates; applicable royalty rates and tax laws; interest rates; future well production rates and reserve volumes; operating costs, the timing of receipt of regulatory approvals; success obtained in exploration, development and production activities; anticipated timing and results of capital expenditures; the sufficiency of budgeted capital expenditures in carrying out planned activities; the timing, location and extent of future drilling operations; the state of the global, Guyanese, Surinamese and other economies; the state of the oil and natural gas exploration and production industry; the availability and cost of financing, labour and services; and ability to market crude oil and natural gas.

In particular, except where otherwise stated, the Company has assumed a continuation of existing business operations on substantially the same basis as exists at the time of filing of this MD&A.

The Company believes the material factors, expectations and assumptions reflected in the forward-looking statements are reasonable at this time but no assurance can be given that these factors, expectations and assumptions will prove to be correct. The forward-looking statements included in this MD&A are not guarantees of future performance and should not be unduly relied upon. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements including, without limitation: risks associated with the onshore and offshore oil and natural gas industry in general such as operational risks in development, exploration and production; risks associated with international operations; delays or changes in plans with respect to exploration or development projects or capital expenditures; uncertainty of estimates and projections relating to reserves, resources, production, revenues, costs and expenses; risks associated with the construction, development and operations of a deep water port; health, safety and environmental risks; commodity price and exchange rate fluctuations; interest rate fluctuations; marketing and transportation; environmental risks; competition; incorrect assessment of the value of acquisitions; ability to access sufficient capital from internal and external sources; failure to obtain required regulatory and other approvals; changes in legislation, including but not limited to tax laws, royalties and environmental regulations; and the effects and impacts of the COVID-19 pandemic as further described herein and supply conflicts among the Organization of Petroleum Exporting Countries and other oil producing countries over production restrictions which impact crude oil prices, the extent and duration of which are

uncertain at this time, on the Company's business, general economic and business conditions and markets.

The forward-looking statements contained in this MD&A are made as of the date hereof and the Company undertakes no obligations to update publicly or revise any forward-looking statements, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.

Readers are cautioned that the foregoing lists of risks, uncertainties and other factors are not exhaustive. The forward-looking statements contained in this MD&A are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking statements contained in this document or in any other documents filed with Canadian securities regulatory authorities, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws. The forward-looking statements contained in this document are expressly qualified by this advisory statement.

### 3. OVERVIEW

#### Company Profile

CGX is a Canadian oil and gas exploration company incorporated under the laws of Ontario, Canada in 1998. The Company's common shares ("**Common Shares**") are listed and publicly traded on the TSX Venture Exchange ("TSXV") under the trading symbol "OYL".

The Company's head office is located in Toronto, Canada and its principal business involves the exploration for hydrocarbons in Guyana, South America and construction of a deepwater port ("**BDWP**"), located on the eastern bank of the Berbice River, Guyana. As at February 28, 2023, CGX through one of its subsidiaries holds an interest in a Petroleum Prospecting Licence ("**PPL**") and related Petroleum Agreement ("**PA**") on the Corentyne block in the Guyana Basin, offshore Guyana and through its Grand Canal Industrial Estates Inc. ("**GCIE**") subsidiary, is also involved in the construction and development of the BDWP.

The following table summarizes the Company's subsidiaries, the location of their registered offices, and the Company's percentage interest.

| <b>Company</b>   | <b>Registered Office</b> | <b>Percentage of Interest (%)</b> |
|--|--------------------------|-----------------------------------|
| CGX Resources Inc. (" <b>CRI</b> ")                                | Bahamas                  | 100%                              |
| GCIE Holdings Limited (" <b>GCIE Holding</b> ")                    | Barbados                 | 100%                              |
| Grand Canal Industrial Estates Inc. (" <b>GCIE</b> ") <sup>1</sup> | Guyana                   | 100%                              |
| CGX Energy Management Corp. (" <b>CGMC</b> ")                      | United States, Delaware  | 100%                              |
| ON Energy Inc. (" <b>ON Energy</b> ") <sup>2</sup>                 | Guyana                   | 62%                               |

1. Owned 100% by GCIE Holding

2. Subsequent to December 31, 2022, ON Energy started the process of being dissolved. The Company holds no assets, and this process is expected to be completed in the year ended December 31, 2023 with no impact on the Consolidated Financial Statements.

#### Highlights

Highlights of the recent activities to date of the Company and its subsidiaries include the following:

- On, January 23, 2023 the Company and Frontera Energy Corporation ("**Frontera**"), joint venture partners (the "**Joint Venture**") in the Corentyne block, announced the spud of the Wei-1 well, on the Corentyne block, approximately 200 kilometres offshore from Georgetown, Guyana. The Joint Venture also announced that the Government of Guyana has approved an Appraisal Plan for the northern section of the Corentyne block which

commenced with the Wei-1 well. Following completion of Wei-1 drilling operations and upon detailed analysis of the results, the Joint Venture may consider future wells per its appraisal program to evaluate possible development feasibility in the Kawa-1 discovery area and throughout the northern section of the Corentyne block. Any future drilling is contingent on positive results at Wei-1 and the Joint Venture has no further drilling obligations beyond the Wei-1 well. The appraisal programme was approved for a period of 24 months from June 29, 2022 to June 28, 2024.

The Wei-1 well is located approximately 14 kilometres northwest of the Joint Venture's previous Kawa-1 light oil and condensate discovery and will be drilled in water depth of approximately 1,912 feet (583 metres) to an anticipated total depth of 20,500 feet (6,248 metres). The Wei-1 well will target Maastrichtian, Campanian and Santonian aged stacked sands within channel and fan complexes in the northern section of the Corentyne block. The well is expected to take approximately 3 - 4 months to reach total depth.

- GCIE continues to advance the BDWP project. Work on the in-river construction of the 50 x 12 m access trestle being built from the quayside yard westward into the Berbice river is progressing according to schedule; all pre-stressed concrete piles have been produced and delivered and the contractor has begun to install the piles in the Berbice river, together with necessary dredging operations. The BDWP facility intends to serve as an offshore supply base for the oil and gas industry and as a multi-purpose terminal to service agricultural import/export, containerized and specialized cargo including aggregates for construction purposes. The BDWP aims to enable provisioning of operators and vendors in territorial waters of both Guyana and Suriname.
- On December 1, 2022, the Joint Venture announced that the agreement to amend the Joint Operating Agreement originally signed between CGX and a subsidiary of Frontera on January 30, 2019, as amended (the “**2022 JOA Amendment**”) was completed. All conditions precedent to the 2022 JOA Amendment were satisfied. As a result of the signing of the JOA Amendment, CGX has a 32.00% participating interest and Frontera has a 68.00% participating interest in the Corentyne block, pending approval from the Government of Guyana.
- On July 22, 2022, CGX and Frontera entered into an agreement to amend the Joint Operating Agreement originally signed between CGX and a subsidiary of Frontera on January 30, 2019, effectively farming into the Corentyne block and securing funding for the Wei-1 well. As part of the 2022 JOA Amendment, CGX propose to transfer 29.73% of its participating interest in the Corentyne block to Frontera in exchange for Frontera funding the Joint Venture's costs associated with the Wei-1 exploration well for up to \$130.0 million and up to an additional \$28.8 million of certain Kawa-1 exploration well costs, Wei-1 pre-drill costs, and other costs. In addition, CGX proposed to assign an additional 4.94% of its participating interest in the Corentyne block to Frontera as consideration for the repayment of the outstanding principal amounts owed to Frontera under (i) the \$19.0 million convertible loan dated May 28, 2021, as amended, and (ii) the \$35.0 million convertible loan dated March 10, 2022, as amended (the “**2022 Convertible Loan**”), and a cash payment of \$3.8 million. On closing of the 2022 JOA Amendment, CGX would retain a 32.00% participating interest in the Corentyne block, and Frontera would have a 68.00% participating interest in the Corentyne block.
- On July 18, 2022, Daniel Sanchez was appointed as CFO of CGX. On July 5, 2022, Paul Langlois was appointed as Exploration Manager of CGX.
- On May 9, 2022, the Joint Venture announced that it continued to integrate detailed seismic and lithological analysis and pore pressure studies from the Kawa-1 well into preparations in advance of drilling the Joint Venture's second exploration well, called Wei-1, subject to rig release from a third-party operator. Information gained at Kawa-1 well improved the chance of success at Wei-1 well from 29% to 56%. Data from the Kawa-1 and Wei-1 exploration wells will inform future activities and potential development decisions.

- On April 8, 2022, CGX completed a financing agreement for a \$35.0 million loan with Frontera, which was first agreed on March 10, 2022 (the "**2022 Convertible Loan**"), and then amended; to finance part of its share of costs related to the Corentyne block, the Berbice Deepwater Port and other budgeted costs as agreed to with Frontera. The 2022 Convertible Loan was fully drawn in one tranche on April 13, 2022.
- On March 4, 2022, CGX provided additional details regarding findings from analyses by an independent laboratory on Kawa-1 well samples of cuttings in the Santonian previously reported in a March 2, 2022, press release, which indicated the presence of liquid hydrocarbons in the Santonian reservoir:
  - Cuttings samples from twelve reservoir zones in the Kawa-1 well are being analyzed with a variety of geochemical methods to evaluate in situ hydrocarbons. Preliminary data from four pay intervals in the Santonian show consistent fingerprints which provide confidence in the interpretation and mitigate mud contaminants by overcoming the presence of Synthetic Oil Based Mud ("**SOBM**") in the cuttings. A technique called Low Temperature Hydrous Pyrolysis ("**LTHP**") was utilized to analyze the cuttings to preserve volatile hydrocarbons.
  - High Resolution Gas Chromatography ("**HRGC**") analysis of the LTHP mobilized hydrocarbons demonstrate the reproducible presence of light hydrocarbons (C4- C12). Distinctive molecular ratios in these light hydrocarbons indicate that these Santonian reservoirs likely contain a light oil, consistent with fluorescence analysis of cuttings during drilling. These results are supported by analysis of solvent-extracted samples from the cuttings, which contain biomarkers that show characteristic patterns consistent with a Cretaceous Santonian source.
  - Measured ratios of Dibenzothiophene/Phenanthrene aromatics from the samples are low (<0.15) in line with low sulfur content and a marine shale source. Further geochemical investigation of samples taken from the Santonian, Campanian and Maastrichtian intervals continue and will be communicated when fully analyzed.

Furthermore, CGX reiterated that Kawa-1 was a first stage exploration well intended to identify the presence of hydrocarbons, which occurred. The well was then decommissioned by way of safely plugging and abandoning it, a standard practice and planned event. The Kawa-1 well was never intended to be kept active following completion of the successful drilling campaign.

- On February 14, 2022, the Joint Venture announced that, as a result of the initial positive results at the Kawa-1 exploration well, the Joint Venture will focus on the significant exploration opportunities in the Corentyne block and will not engage in drilling activities on the Demerara and Berbice blocks. Furthermore, the Joint Venture announced that Kawa-1 early-stage Wireline Logging results confirm the Logging While Drilling ("**LWD**") indications previously disclosed on January 31, 2022, with a total of 200 feet (final determination revised to 228 feet, see May 9, 2022 press release) of net pay encountered at multiple depths.
- On January 31, 2022, the Joint Venture announced a discovery at the Kawa-1 well and the Joint Venture's commitment to drill second well on Corentyne block in the second half of 2022. The Kawa-1 well was drilled to a depth of 21,578 feet (6,578 metres) and encountered approximately 177 feet (54 metres) of hydrocarbon-bearing reservoirs within Maastrichtian, Campanian and Santonian horizons based on initial evaluation of LWD data. Based on the offshore positive results at the Kawa-1 exploration well, the Joint Venture announced its intention of spudding its second commitment well, called Wei-1, in the northwestern part of the Corentyne block in the second half of 2022.
- GCIE, is engaged in the ongoing construction of the Berbice Deep Water Port ("**BDWP**") on 30 acres of land on the eastern bank of the Berbice river. The deep water port facility intends to serve as an offshore supply base for the oil and gas industry and as a multi-purpose terminal cargo handling base to service agricultural import/export, containerized and

specialized cargo. The BDWP aims to enable provisioning of operators and vendors in territorial waters of both Guyana and Suriname. Riverside construction is completed on approximately 500m of rip rap flood protection, a 10 acre quayside laydown yard built to a five tons per square metre load bearing capacity, an access bridge to the main Corentyne highway and 2.6 km access road, both built to American Association of State Highway and Transportation Officials (ASSHTO) standards, concrete drains and driveways for residents along the roadway and extension of municipal water and power to the port site. As part of a phased approach in support of the Government of Guyana's efforts to accommodate increased vessel activity in Guyana, in-river construction activity has begun at the BDWP on a 50x12 metre access trestle from the quayside yard westward into the Berbice river, together with the necessary dredging of the river. Construction of the wharf, perpendicular to the trestle, will follow. The cargo terminal aspects of the BDWP are targeted to commence in late 2023 and operation of oil and gas support base in middle 2024, subject to construction schedules and supply chains. In collaboration with the Government of Guyana, GCIE has shifted the immediate focus of the Port to service expected demand for aggregates and building materials to support the Government's infrastructure development in Berbice which must be imported into the region from elsewhere in the country and offshore.

#### **4. CARRYING ON BUSINESS IN GUYANA**

The exploration and evaluation activities of CGX are currently being conducted in Guyana through its subsidiaries. Guyana is situated on the northern coast of the South American continent. It is bound on the north by the Atlantic Ocean, on the east by Suriname, on the south-west by Brazil and on the north-west by Venezuela. Guyana's total area is approximately 215,000 km<sup>2</sup>, slightly smaller than Great Britain. Its coastline is approximately 4.5 feet below sea level at high tide, while its hinterland contains mountains, forests, and savannahs. This topography has endowed Guyana with its extensive network of rivers and creeks as well as a large number of waterfalls. Guyana is endowed with natural resources including fertile agricultural land and rich mineral deposits (including gold, diamonds and semi-precious stones, bauxite and manganese).

Guyana is divided into three counties (Demerara, Essequibo and Berbice) and 10 administrative regions. Georgetown is the capital city of Guyana, the seat of government, the main commercial center, and the principal port in Guyana. In addition to Georgetown, Guyana has six towns of administrative and commercial importance which are recognized municipal districts; each has its own mayor, council and civic responsibilities. Guyana is an independent republic headed by the Executive President and National Assembly. Guyana is a member of the British Commonwealth of Nations, with a legal system based for the most part on British Common Law.

#### **5. THE PETROLEUM REGIME IN GUYANA**

Under the Guyana Petroleum Act, PAs, and associated PPLs, for petroleum exploration in Guyana are executed by, and subject to the approval of, the Minister Responsible for Petroleum. Within Guyana, subsurface rights for minerals and petroleum are vested in the state. PAs may address the following matters: (i) granting of requisite licences; (ii) conditions to be included in the granting or renewal of such licences; (iii) the procedure and manner with respect to the exercise of Ministerial discretion; and (iv) any matter incidental to or connected with the foregoing.

The Guyana Geology and Mines Commission (“GGMC”) is the statutory body responsible for administering PAs and PPLs for petroleum exploration in Guyana. The GGMC has been charged with the responsibility for managing the nation's mineral resources.

In order to obtain a PPL, the licensee must:

- submit a PPL application to the Minister Responsible for Petroleum, including a detailed annual work program and budget; and
- agree to comply with licence conditions stipulated by the Minister Responsible for Petroleum, including conditions stipulated in the applicable governing PA.

A PA and an associated PPL enable the holder to conduct prospecting and exploration activities for petroleum on the subject property in accordance with the terms and conditions of such PA and PPL. A PPL is issued for an initial period not exceeding four years, and is renewable for up to two additional three-year periods. In the event of a discovery, the holder may apply for a 20-year PPL, renewable for a further 10 years.

## 6. EXPLORATION ACTIVITIES, GUYANA

### Corentyne PA, Guyana

The original Corentyne PA was awarded to CRI in 1998, following which CRI began an active exploration program, however the activities were suspended due to a border dispute between Guyana and Suriname. In 2007 an International Tribunal confirmed that 93% of the original Corentyne PPL was located in Guyana's territorial waters. The original Corentyne PA was extended to June 2013. The Company drilled the Eagle well in 2012 which was declared as a dry-hole.

On November 27, 2012, CRI received the current Corentyne PA, offshore Guyana, renewable after four years for up to six additional years. The Corentyne PA applies to the former offshore portion of the Corentyne PPL, covering 6,212 km<sup>2</sup>.

On December 15, 2017, CRI was issued COR Addendum I to the November 27, 2012, PA. Under the terms of the COR Addendum I to the Corentyne PA, the Company's work commitments were modified. At the end of the first renewal period on or before November 27, 2019, the Company would relinquish the entire contract area except for any discovery area and the area contained in any PPL or relinquish twenty-five (25%) percent of the contract area and renew the PPL for a second period of three (3) years. CRI relinquished 25% of the area of the Corentyne PPL as a result of entering into COR Addendum I, resulting in a reduction of acreage to 4,709 km<sup>2</sup>.

In August 2019, CRI was issued COR Addendum II to the November 27, 2012, PA. Under the terms COR Addendum II to the Corentyne PA, the work commitments were modified whereby the order of its next two commitments under the Corentyne PA were reversed.

Commencing in October 2019, a 3D seismic survey of 582 km<sup>2</sup> was shot on the northern portion of the Corentyne PPL to image an area not previously covered by 3D seismic data adjacent to the recent Pluma and Haimara discoveries on the Stabroek block.

CRI contracted McDaniel and Associates Consultants Ltd. to complete an independent resource report on September 10, 2020. The report was completed on October 20, 2020.

On November 26, 2020, CRI received COR Addendum III whereby the principal agreement was modified, as follows: Second Renewal Period, Phase One (27<sup>th</sup> November 2019 to 26<sup>th</sup> November 2021) "During phase one of the second renewal period, the Company shall drill one (1) exploration well."

The table below outlines the current commitments under the COR Addendum III as of December 31, 2022:

| Period                          | Phase                 | Exploration obligation   | Dates  |
|---------------------------------|-----------------------|--------------------------|--|
| Second renewal period (3 years) | Phase two - 12 months | Drill 1 exploration well | Nov 27, 2021 - Nov 26, 2022. Extended until January 31, 2023 |

*At the end of the second renewal period of three (3) years, the Company shall relinquish the entire contract area except for any discovery area, the area contained in any PPL and any other portion of the contract area on which the Minister Responsible for the Petroleum agrees to permit the Company to conduct further exploration activities.*

The Company has submitted its proposed 25% acreage relinquishment as required by the Corentyne PA to the Ministry of Natural Resources (“MNR”) and the GGMC and is now awaiting the agreement of these agencies on the acceptance of the proposed relinquishment and final instruments.

On January 23, 2023, the Joint Venture announced the spud of the Wei-1 well, approximately 200 kilometres offshore from Georgetown, Guyana. The Joint Venture also announces that the Government of Guyana approved an Appraisal Plan for the northern section of the Corentyne block which commenced with the Wei-1 well. Following completion of Wei-1 drilling operations and upon detailed analysis of the results, the Joint Venture may consider future wells per its appraisal program to evaluate possible development feasibility in the Kawa-1 discovery area and throughout the northern section of the Corentyne block. Any future drilling is contingent on positive results at Wei-1 and the Joint Venture has no further drilling obligations beyond the Wei-1 well. The appraisal programme was approved for a period of 24 months from June 29, 2022 to June 28, 2024.

The Wei-1 well is located approximately 14 kilometres northwest of the Joint Venture’s previous Kawa-1 light oil and condensate discovery and will be drilled in water depth of approximately 1,912 feet (583 metres) to an anticipated total depth of 20,500 feet (6,248 metres). The Wei-1 well will target Maastrichtian, Campanian and Santonian aged stacked sands within channel and fan complexes in the northern section of the Corentyne block. The well is expected to take approximately 3 - 4 months to reach total depth.

### **Joint Operation Agreements ("JOAs")**

On January 30, 2019, CRI and Frontera Energy Guyana Corp (“**Frontera Guyana**”) executed Joint Operating Agreements (“**JOAs**”) providing for Frontera Guyana to acquire a 33.333% interest in CRI’s Corentyne and Demerara PPLs and PAs, in exchange for a \$33.3 million signing bonus. Frontera Guyana agreed to pay one-third of the applicable costs plus an additional 8.333% of CRI’s direct drilling costs for the initial exploratory commitment wells in two blocks (Corentyne and Demerara PAs). The additional 8.333% carry provided will be subject to a maximum gross amount (including tax and all costs) of (i) \$30.0 million for drilling the first exploratory well under the Corentyne PA and (ii) \$40.0 million for drilling the first exploratory well under the Demerara PA. On May 28, 2019, the transfers of the 33.333% interest in both the Corentyne and Demerara PPL and PA were completed. The transfers were completed on May 20, 2019.

On July 21, 2022, the Company entered into the 2022 JOA Amendment to transfer 34.67% of its interest in the Corentyne PA to Frontera in exchange of (i) Up to \$130.0 million funding of Wei-1 well, (ii) up to \$28.8 million of certain Kawa-1 exploration well, Wei-1 pre-drill, and other costs, (iii) \$54.0 million of outstanding payables settled (the 2021 Convertible Loan and the 2022 Convertible Loan), and (iv) \$3.8 million cash consideration.

On December 1, 2022, the Joint Venture announced that the 2022 JOA Amendment was completed. All conditions precedent to the 2022 JOA Amendment were satisfied. As a result of the signing of the 2022 JOA Amendment, CGX has a 32.00% participating interest and Frontera has a 68.00% participating interest in the Corentyne block, pending approval by the Government of Guyana.

### **Demerara PA, Guyana**

On February 12, 2013, the Company entered into the Demerara PA and PPL. The PPL applies to the former offshore portion of the Annex PPL, which was a subset of the Company's original Corentyne PA.

The Company was issued two addendums, (i) On December 15, 2017, under the terms of the addendum, the Company’s work commitments were modified and the Company relinquished 25% of the original contract area block. (ii) On February 12, 2021, the Company received an addendum, subject to final documentation, modifying the timing of the commitments.

As of December 31, 2021, the Company reviewed its exploration and evaluation ("E&E") assets expenditures for impairment and determined that the carrying value of the Demerara PPL was fully impaired and remains fully impaired as at December 31, 2022.

On September 20, 2022, the Government of Guyana provided CGX with a surrender deed to formalize the relinquishment of the Demerara block. The Joint Venture signed the surrender deed of the Demerara PPL, and which has now finalized. The Joint Venture's relinquishment of the block allows the people of Guyana to benefit from exploration activities under the stewardship of other interested parties.

### **Berbice PA, Guyana**

The Company, through its 62% owned subsidiary ON Energy Inc., acquired the Berbice PA in October 2003. The Berbice PA was renewable for up to two three-year periods. On February 12, 2013, the Company entered into a new Berbice PA and PPL, which applies to the former Berbice licence and the former onshore portion of the Company's original Corentyne PA. The Company was issued two addendums in 2017 and 2021 respectively modifying the timing of the commitments.

As of December 31, 2021, the Company reviewed its E&E assets for impairment and determined that the carrying value of the Berbice PPL was fully impaired and remains fully impaired as at December 31, 2022.

On September 20, 2022, the Government of Guyana provided ON Energy with a surrender deed to formalize the relinquishment of the Berbice block. ON Energy signed the surrender deed of the Berbice PPL, and which has now finalized. The Company's relinquishment of the block allows the people of Guyana to benefit from exploration activities under the stewardship of other interested parties.

## **7. DEEP WATER PORT FACILITY AND LOGISTICS YARD, GUYANA**

### **Deep Water Port Facility**

CRI acquired a 50-year lease in 2010 (the "**Lease**"), renewable for an additional term of 50 years, of approximately 55 acres of land situated close to the mouth of the Berbice River, adjacent to Crab Island, on its eastern bank (the "**Leased Land**"). The Lease was transferred in 2012 to GCIE. On November 26, 2020, the Company agreed to amend the Lease to reflect acreage containing no more than 30 acres as part of overall negotiations on COR Addendum III. The relinquishment did not affect GCIE's plans for the development of its deepwater port project.

GCIE plans to build a deep-water port on the Leased Land (the "**Port**"). GCIE believes that the Leased Land is the most strategic for a deep-water port facility servicing the oil and gas, general cargo and agricultural industries in Guyana and that the Port will benefit from its proximity to the oil and gas industry in Guyana and Suriname. The Port, which is located adjacent to Crab Island on the Eastern Bank of the Berbice River, is 4.8 km from the Atlantic Ocean.

GCIE expects that the Port will significantly boost local content engagement in the oil and gas sector and add enhanced logistics capacity for import and export, including expandable capacity to accommodate the possibility of increased product flow to and from the northern states of Brazil. Due to its location close to Suriname, the Port's oil and gas support functions will also help to serve the rapidly growing offshore exploration and development activities in that country's oil and gas sector. The Port is expected to add significant capacity to the agricultural sector, supporting rice, sugar, agro-processing and agricultural materials.

GCIE has performed various developmental works on the site, including the installation of vertical drains and geotechnical treatment of the quayside land. Riverside construction is completed on approximately 500 m of rip rap flood protection, a 10 acre quayside laydown yard built to a five tons per square metre load bearing capacity, an access bridge to the main Corentyne highway and 2.6 km access road, both built to American Association of State

Highway and Transportation Officials ("ASSHTO") standards, concrete drains and driveways for residents along the roadway and extension of municipal water and power to the port site.

Requests for proposals were advertised for the wharf platform and access trestle, capital dredging program, design and construction of all gates, buildings, firefighting and first aid structures and covered storage areas. Evaluations of submitted proposals for the capital dredging and construction of the wharf platform and access trestle were completed and a Local Contractor, Gaico Construction and General Services, awarded. The successful bid incorporates an update to the design of the wharf and trestle to realize cost efficiencies.

Work on the in-river construction of the 50 x 12 m access trestle being built from the quayside yard westward into the Berbice river is progressing according to schedule; all pre-stressed concrete piles have been produced and delivered and the contractor has begun to install the piles in the Berbice river, together with necessary dredging operations.

The project now targets operation of the cargo terminal aspects of the BDWP in late 2023 and operation of oil and gas support base in mid 2024, subject to construction schedules and supply chains. Significant infrastructure projects in Region 6 which have been announced by the Government of Guyana motivates the completion of the cargo aspects of the Port earlier, especially with respect to the handling of aggregates and other construction materials which must be imported into the region from elsewhere in the country and offshore.

For the year ended December 31, 2022, GCIE incurred additions of \$3,245,855 (December 31, 2021: \$6,255,754) with respect to expenditures to the Port.

### **Logistics yard**

CRI owns a 16-acre plot of land which is accessible to the BDWP site detailed above via approximately 3.2 km of high quality, built to ASSHTO standards roadway. Approximately 5 acres of this plot has been developed by CRI as a functional, fenced logistics yard with a load bearing capacity of 5 tons per square metre, with fuel supply, office buildings, sanitary blocks, security and fully licensed to operate as a laydown logistics facility. This facility has been without any HSE related incidents since its inception of operations in 2005. For the year ended December 31, 2022, CRI incurred additions of \$1,046 (December 31, 2021: \$Nil), with respect to expenditures on the logistics yard.

## **8. SOCIAL CORPORATE RESPONSIBILITY**

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

CGX's primary ESG goal is to contribute to a sustainable future in Guyana. As the petroleum sector continues to develop and thrive, the country will inevitably benefit from the creation of new jobs, economic growth, infrastructure development and education. Within this context, CGX will continue to demonstrate its support and participation through proactive social and corporate responsibility. CGX and Frontera funds the Sustainable Guyana program established between Trent University and The University of Guyana which supports the education of Guyana's future leaders in fields crucial for the development of sustainable sectors of the Guyanese economy as described at [www.trentu.ca/sustainableguyana](http://www.trentu.ca/sustainableguyana).

## **9. LIQUIDITY AND CAPITAL RESOURCES**

### **Recent Financing**

On April 8, 2022, CGX completed a financing agreement for a \$35.0 million loan with Frontera, which was first agreed on March 10, 2022, and subsequently amended; to finance part of its

share of costs related to the Corentyne block, the Berbice Deepwater Port and other budgeted costs as agreed to with Frontera. The 2022 Convertible Loan was available for drawdown in tranches on a non-revolving basis until the earlier of September 10, 2023 or the date on which CGX has drawn down the maximum amount of the 2022 Convertible Loan. The loan was fully drawn in one tranche on April 13, 2022. The 2022 Convertible Loan was settled as part of the 2022 JOA Amendment during the fourth quarter of 2022. See additional details in section "11. Related party transactions".

On October 28, 2021, the Company completed an Offering, raising gross proceeds of approximately C\$73.6 million (equivalent of approximately \$59.6 million).

On September 24, 2021, CGX entered into a term sheet with Frontera, for a \$20.0 million Rights Offering Bridge Loan.

On May 28, 2021, in pursuant to a term sheet dated April 16, 2021, CGX entered into a \$19.0 million Convertible Loan to cover certain budgeted costs as agreed to by Frontera.

See further information of recent funding in Highlights.

### Capital Management

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2022, the Company had a working capital deficiency as follows:

|                     | <b>December 31, 2022</b> | December 31, 2021 |
|---------------------|--------------------------|-------------------|
| Current Assets      | <b>\$ 25,023,523</b>     | \$ 29,291,751     |
| Current Liabilities | <b>\$ 27,665,449</b>     | 60,438,083        |
| Working capital     | <b>\$ (2,641,926)</b>    | \$ (31,146,332)   |

In order to meet its short-term and longer-term working capital and property exploration expenditures, the Company closed the 2022 JOA Amendment and may seek to secure further financing through a joint venture, property sale or issuance of equity to ensure that its obligations are properly discharged. There can be no assurance that the Company will be successful in its efforts to arrange additional financing on terms satisfactory to the Company.

### Going Concern Uncertainty and Management's Plans

The Consolidated Financial Statements of the Company have been prepared in accordance with accounting principles applicable to a going concern, which assumes that the Company will be able to meet its obligations and continue its operations for the next twelve months. Realization values may be substantially different from carrying values as shown and the Company's financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern.

The Company has a history of operating losses, as of December 31, 2022, had accumulated deficit of \$320,568,941 (December 31, 2021: \$310,550,720). The ability of the Company to continue as a going concern is dependent on securing additional required financing through issuing additional equity, debt instruments, sale of Company assets, obtaining payments associated with a joint venture farm-out, or otherwise. Given the Company's capital commitment requirements under the Company's PPLs outlined in Note 9. E&E assets of the Consolidated Financial Statements, the Company would have challenges in meeting its operating requirements for the 12-month period from the balance sheet date. While the Company has been successful in meeting its working capital requirements in the past, (i.e. in April 2022 the Company was able to raise \$35.0 million through the 2022 Convertible Loan, and in July 2022 signed the 2022 JOA Amendment securing funding for drilling the Wei-1 well), and although the Company believes in the viability of its strategy and that the actions presently being taken by Management will provide the best opportunity for the Company to continue as a going concern, there can be no

assurances to that effect. As a result, there exist material uncertainties which cast significant doubt as to the Company's ability to continue as a going concern.

## **Dividends**

The Company has neither declared nor paid any dividends on its common shares. The Company intends to retain its earnings, if any, to finance growth and expand its operation and does not anticipate paying any dividends on its common shares in the foreseeable future.

## **10. COMPANY'S PERFORMANCE**

The Company currently has no revenues, so its ability to ensure continuing operations relates to its ability to obtain necessary financing to complete the exploration and development of oil and gas concessions and the completion of its Berbice Deep Water Port project.

### **Three-month period ended December 31, 2022**

The Company recorded a net gain of \$119,342 or \$0.00 a share for the three month period ended December 31, 2022, compared with a net loss of \$8,186,338 or \$0.03 a share for the same period in 2021. The variances in the period are as follows:

General and administrative costs decreased by \$497,382 to \$73,382 in the three month period ended December 31, 2021 from \$570,764 for the same period in 2021. Decrease was mainly due to partially allocate licenses, travel, salaries and other G&A cost to Corentyne - Capitalized G&A.

Management and consulting costs decreased by \$878,548 to \$362,925 in the three month period ended December 31, 2021 from \$1,241,473 for the same period in 2021. Decrease was mainly due to the severance cost of \$759,000 recorded in 2021.

Interest expense decreased by \$1,250,196 during the three-month period ended December 31, 2022 as consequence of releasing the interest expense accrual of the 2021 Convertible Loan and the 2022 Convertible Loan according to the 2022 JOA amendment.

Professional fees increased by \$360,596 to \$632,510 in the three months ended December 31, 2022 from \$271,914 for the same period. The increase was mainly due to the recognition of an additional provision of \$664,600 related to the Prospector contingency.

The Company incurred stock-based compensation during the three-month period ended December 31, 2022 of \$304,000 compared to \$248,000 for the same period in 2021. Stock-based compensation expenses are recorded based on the valuation of options using the Black-Scholes model. The expense varies based on the number of options issued and/or vested in the period and the underlying assumptions used in the model.

CGX incurred a foreign exchange gain of \$26,929 for the three-month period ended December 31, 2022, compared to a loss of \$727,965 for the same period in 2021. The difference is due to the changes in the foreign exchange rates from when the cash from the Offering was received (\$0.8078) on October 28, 2021 compared to December 31, 2021.

CGX settlement of convertible loan from related party resulted in a gain of \$159,543 for the three-month period ended December 31, 2022, compared to \$Nil for the same period in 2021 due to the settlement of the 2022 Convertible Loan according to the 2022 JOA amendment.

The Company earned indirect charges from its Joint Venture Partner during the three-month period ended December 31, 2022 of \$970,244, compared to \$294,139 for the same period in 2021. As Operator of the Corentyne starting in 2019, the Company charges the Joint Account to reimburse its indirect costs representing the cost of general assistance and support services

provided by the Operator and its Affiliates to the Corentyne PAs. The charges are based on total expenditures under the JOAs, with a minimum annual assessment of \$200,000 per licence (\$68,000 net to CGX).

CGX incurred \$Nil impairment cost for the three-month period ended December 31, 2022, compared to a loss of \$4,557,986 for the same period in 2021. During 2021, the Company recorded the impairment of the Berbice and Demerara licenses.

### Year ended December 31, 2022

The Company recorded a net and comprehensive loss of \$10,018,221 or \$(0.03) per share for the year ended December 31, 2022, compared with a net loss of \$12,694,712 or \$(0.04) per share for the same period in 2021. Net loss for the year is consistent with prior period as expected, the main changes during the year are as follows:

General and administrative costs decreased by \$237,117 to \$1,636,723 for the year ended December 31, 2022 from \$1,873,840 for the same period in 2021. Mainly due to the capitalization of costs related to the exploration expenses in the Corentyne licences.

Interest expense increased by \$2,290,673 to \$4,202,438 in the the year ended December 31, 2022 from \$1,911,765 for the same period in 2021. The increase in interest expense was due to the 2021 Convertible Loan and the 2022 Convertible Loan that carrying interest until July 2022.

Professional fees increased by \$879,313 to \$2,036,537 in the the year ended December 31, 2022 from \$1,157,224 for the same period in 2021, primarily due to an increase in legal fees relating to the arbitration with Prospector, including the additional provision of \$664,600 for legal fees and out of pocket expenses awarded to Prospector.

The Company received indirect revenue from its Joint Venture Partner the year ended December 31, 2022 in the amount of \$1,147,008 compared to \$1,178,374 for the same period in 2021.

### Selected Consolidated Annual Financial Information

The information below should be read in conjunction with the financial statements for the years ended December 31, 2022, 2021 and 2020 and related notes and other financial information.

| Year ended December 31,          | 2022            | 2021            | 2020           |
|----------------------------------|-----------------|-----------------|----------------|
| Net Loss                         | \$ (10,018,221) | \$ (12,694,712) | \$ (5,496,380) |
| Basic and Diluted Loss Per Share | \$ (0.03)       | \$ (0.04)       | \$ (0.02)      |
| Total Assets                     | \$ 93,007,898   | \$ 134,061,952  | \$ 39,176,513  |
| Liabilities                      | \$ 27,665,449   | \$ 60,438,083   | \$ 14,580,589  |

### Results for the three months ended

|                                  | 2022       |                |                |                |
|----------------------------------|------------|----------------|----------------|----------------|
|                                  | Q4         | Q3             | Q2             | Q1             |
| Net gain (loss)                  | \$ 119,342 | \$ (3,323,303) | \$ (3,953,701) | \$ (2,860,559) |
| Basic and diluted loss per share | \$ —       | \$ (0.01)      | \$ (0.01)      | \$ (0.01)      |

|                                  | 2021           |                |                |                |
|----------------------------------|----------------|----------------|----------------|----------------|
|                                  | Q4             | Q3             | Q2             | Q1             |
| Net loss                         | \$ (8,186,338) | \$ (1,050,834) | \$ (1,690,878) | \$ (1,766,662) |
| Basic and diluted loss per share | \$ (0.03)      | \$ —           | \$ (0.01)      | \$ (0.01)      |

## 11. COMMITMENTS, AND CONTINGENCIES

### Commitments

In the normal course of business, the Company and its subsidiaries have entered into arrangements and incurred obligations that will affect the Company's future operations and liquidity. These commitments primarily relate to work commitments including seismic and drilling activities under the terms of the PPLs. The Company has discretion regarding the timing of capital spending for work commitments, provided that the work is completed within the periods specified in the PPLs or CRI can negotiate extensions of such periods. Details of these commitments and obligations are discussed above under each of the respective PAs.

See notes 8, 9, 10, and 16 to the Consolidated Financial Statements for the years ended December 31, 2022 and 2021 for a complete listing of commitments. Further details of the Company's contractual commitments are included in the Consolidated Financial Statements.

### Contingencies

#### *Demerara Seismic agreement - Prospector*

In September 2014, the Company entered into a contract with Prospector PTE. Ltd. ("**Prospector**") to conduct a 3D seismic survey on the Company's previously 100% owned Demerara block as part of its commitments under the Demerara PA. The aggregate cost of this seismic survey was approximately \$19.0 million with \$7.0 million paid to Prospector by way of issuance of 15,534,310 Common Shares, \$2.5 million paid in cash in 2014 and the remainder of approximately \$9.5 million payable in cash twelve months after the conclusion of the seismic survey (December 2015), which is included in trade and other payables as at December 31, 2022 and December 31, 2021. In accordance with the contract with Prospector, the amounts outstanding twelve months after the conclusion of the seismic survey accrued interest at a rate of 12% per annum. On October 3, 2016, the Company renegotiated the interest rate down from 12% per annum to 6% per annum and agreed to have Prospector complete the seismic processing of the seismic survey. In exchange, CGX agreed to be responsible under certain circumstances to Prospector for up to a maximum of \$0.5 million.

The processing began in late 2016 and was substantially completed in 2017 (albeit there is an ongoing dispute as to the quality – see below) and as a result, the Company has recorded a provision of \$0.6 million in trade and other payables as at December 31, 2022 (December 31, 2021: \$0.5 million).

In July 2018, Prospector filed a request for arbitration against CGX and CRI in the International Chamber of Commerce ("**ICC**") for repayment of the debt accrued under the seismic acquisition contract (and the addendum thereto) dated September 2014 for the acquisition of 3D seismic data on the Demerara block. Prospector requested that the International Court of Arbitration of the ICC constitute the arbitral tribunal (the "**Tribunal**") and requested that the Tribunal award to Prospector the relief of (i) the amount \$12.4 million being the amount Prospector alleged it was owed as at May 1, 2018, (ii) any interest that will have accrued from May 1, 2018 until the date of the award in the amount of 6% per annum based on the Deed of Addendum 1 (the "**Addendum**") between CGX and Prospector dated October 3, 2016, (iii) post-award interest in the amount of 6% per annum until payment as per the Addendum, and (iv) costs and reasonable and necessary attorney's fees incurred by Prospector in bringing the arbitration (the "**Arbitration**"). It was subsequently agreed that the Tribunal had no jurisdiction over CRI.

On January 15, 2019, Prospector and CGX agreed to a one year suspension of the Arbitration. The Tribunal indicated that the Arbitration would be stayed for 12 months from January 22, 2019 until January 22, 2020. The parties subsequently agreed to extend the suspension for a further year until January 22, 2021.

On January 23, 2021, Prospector formally gave notice of the end of the suspension and recommencement of the Arbitration. On April 23, 2021, the Company filed its Defence and Counterclaim (along with supporting factual, witness and expert evidence) in the Arbitration

against Prospector at the ICC for \$26.1 million, plus interest and costs, for damages it claims to have suffered as a result of the unsatisfactory processing of the 3D seismic data.

The Arbitration hearing was conducted at the end of March 2022 in London, UK. On September 13, 2022, the International Court of Arbitration of the ICC released its Partial Final Award in the amounts of \$9.5 million and \$0.6 million in favour of Prospector and denied the Company's counterclaim. The Company had previously recorded in trade and other payables \$9.5 million and \$0.5 million, respectively and had no recorded amount for its counterclaim.

In October 2022, the Company initiated a challenge to the Partial Final Award and is awaiting the results of such challenge. Prospector has also commenced proceedings against the Company to enforce the Partial Final Award of the International Court of Arbitration of the ICC in Ontario. The Company intends to oppose that proceeding, including because there is an ongoing challenge of the award.

On November 30, 2022, the Tribunal released its Final Award, which awarded Prospector \$4.3 million in pre-award interest; post-award interest at the rate of 6% per annum (simple) on the principal sum of \$9.5 million from September 14, 2022 until payment in full of the principal sum; and \$0.7 million for its legal costs and expenses.

As at December 31, 2022, the Company has a provision for the amounts claimed by Prospector plus accrued interest, being \$15.2 million, as trade and other payables (December 31, 2021: \$13.9 million), even though the Company contests liability. The contingent gains, if any, are not recorded as at December 31, 2022 (December 31, 2021: Nil) as the outcome of the proceedings is still unknown and there can be no assurances that the Company will be successful in its challenge.

### ***Other Contingencies***

Subsequent to December 31, 2022, the Company received an invoice for approximately \$1.9 million, to which the Company believes all obligations were settled in full as per the terms of the agreements (the "Claim"). The Company has rejected this Claim and has assessed that it is lower than probable that any material negative outcome will be realized as a result of the Claim. Therefore, as at December 31, 2022, no provision has been recorded in the consolidated financial statements relating to this Claim.

### **Management Agreements**

As at December 31, 2022, the Company is party to three (December 31, 2021: two) separate written management agreements with certain senior officers of the Company. The three contracts currently require a total payment of up to \$1.3 million (December 31, 2021: \$2.1 million) be made upon the occurrence of certain events such as termination and change in control.

During the year ended December 31, 2021 the Company terminated one of these such agreements for a termination payment of \$0.8 million and settled this amount by paying \$0.4 million and recording a liability of \$0.4 million in trade and other payables. As at December 31, 2022 the amount in trade and other payables was fully paid.

### **Proposed Transactions**

None.

### **Off-Statement of Financial Position Arrangements**

The Company has no off-statement of financial position arrangements.

## 12. DISCLOSURE OF OUTSTANDING SHARE DATA

The following table sets forth information concerning the outstanding securities of the Company as at February 28, 2023:

| <b>Share Capital</b> | <b>Number</b> |
|----------------------|---------------|
| Shares               | 338,549,000   |
| Options              | 12,274,333    |
| Warrants             | 1,173,774     |

See notes 10 and 13 to the consolidated financial statements for the years ended December 31, 2022 and 2021 for more detailed disclosure of outstanding share data.

## 13. RELATED PARTY TRANSACTIONS

Under IFRS, parties are considered to be related if one party has the ability to “control” (financially or by share capital) the other party or have significant influence (management) on the other party in making financial, commercial and operational decisions.

### **Frontera**

As at December 31, 2022, Frontera held approximately 76.97% of the issued and outstanding Common Shares of CGX on an undiluted basis and has the voting power to influence the outcome of all corporate transactions. Frontera consolidates the financials statements of the Company and is listed and publicly traded on the Toronto Stock Exchange under the trading symbol “FEC”.

| <b>Convertible loan</b>        | <b>Maturity</b> | <b>Principal</b> | <b>Interest Rate</b> | <b>December 31, 2022</b> | <b>December 31, 2021</b> |
|--------------------------------|-----------------|------------------|----------------------|--------------------------|--------------------------|
| 2021 Convertible Loan          | Nov 2022        | 19,000,000       | 9.70 % \$            | – \$                     | 18,527,722               |
| 2022 Convertible Loan          | Sep 2023        | 35,000,000       | 9.70 %               | –                        | –                        |
| <b>Total convertible loans</b> |                 |                  |                      | <b>\$ –</b>              | <b>\$ 18,527,722</b>     |

### **2021 Convertible Loan**

On May 28, 2021, the Company entered into a secured convertible bridge loan agreement (the “**2021 Convertible Loan**”) with Frontera in the aggregate principal amount of \$19.0 million. The 2021 Convertible Loan, including all amendments, is a non-revolving term facility and together with all interest accrued, was due and payable on November 30, 2022, or such later date as determined by Frontera, at its sole discretion.

Interest payable on the principal amount outstanding will accrue at a rate of 9.7% per annum payable monthly in cash, with interest on overdue interest. The 2021 Convertible Loan agreement includes a standby fee of 2% multiplied by the daily average amount of unused commitment under the 2021 Convertible Loan payable quarterly in arrears during the drawdown period.

Under the original terms of the 2021 Convertible Loan, Frontera at its sole discretion, had the option to elect to convert all or a portion of the principal amount of the 2021 Convertible Loan outstanding into Common Shares of the Company at a conversion price per Common Share equal to \$0.712 at any time in certain circumstances. On October 28, 2021, the Company completed a rights offering (See *Rights Offering Bridge Loan Facility* below), and due to an anti-dilution clause in the 2021 Convertible Loan, the conversion price per Common Share was reduced to \$0.69743. On June 30, 2022, this option expired unexercised and the 2021 Convertible Loan was no longer convertible in Common Shares of CGX. The 2021 Convertible Loan was settled as part of the 2022 JOA Amendment (see note 9).

The 2021 Convertible Loan was classified as a liability, with the exception of the portion relating to the original conversion feature, resulting in the carrying value of the 2021 Convertible Loan being less than face value. The discount was accreted over the term of the 2021 Convertible Loan utilizing the effective interest rate method at a 15% discount rate.

The activity on the 2021 Convertible Loan from related party for the year ended December 31, 2022 and 2021 is as follows:

|   | <b>December 31,<br/>2022</b> | December 31,<br>2021 |
|---|------------------------------|----------------------|
| Opening balance                               | <b>\$ 18,527,722</b>         | \$ –                 |
| Loan advance                                  | –                            | 19,000,000           |
| Equity portion of the convertible loan        | –                            | (835,000)            |
| Transaction costs                             | –                            | (59,971)             |
| Interest accretion                            | <b>472,278</b>               | 422,693              |
| Accrued and or paid interest on loan          | <b>1,019,963</b>             | 905,520              |
| Interest paid                                 | <b>(1,019,963)</b>           | (592,463)            |
| Interest recorded in trade and other payables | –                            | (313,057)            |
| <b>Total 2021 Convertible Loan</b>            | <b>\$ –</b>                  | <b>\$ 18,527,722</b> |

### ***2022 Convertible Loan***

On April 8, 2022, the Company completed a financing agreement for a \$35.0 million loan (the “**2022 Convertible Loan**”) with Frontera; to finance part of its share of costs related to the Corentyne block, the Berbice Deepwater Port and other budgeted costs as agreed to with Frontera.

The 2022 Convertible Loan was available for drawdown in tranches on a non-revolving basis until the earlier of September 10, 2023, or the date on which CGX has drawn down the maximum amount of the 2022 Convertible Loan. The loan was fully drawn in one tranche on April 13, 2022. The 2022 Convertible Loan, together with all interest accrued, shall be due and payable on September 10, 2023, or such later date as determined by Frontera, at its sole discretion. Interest payable on the principal amount outstanding shall accrue at a rate of 9.7% per annum, with interest on overdue interest. If the Loan is extended by Frontera past September 10, 2023, in its sole discretion, the new interest rate will be 15% per annum. A standby fee of 2% per annum multiplied by the daily average amount of unused commitment under the 2022 Convertible Loan in excess of \$19.0 million shall be payable quarterly in arrears by CGX, on the last business day of each fiscal quarter, during the drawdown period.

Frontera in its sole discretion, any time after July 31, 2022, up to and including September 10, 2023, may elect to convert all or a portion of the principal amount of the 2022 Convertible Loan outstanding, into Common Shares of CGX at a conversion price equal to \$2.42 per common share (being the U.S. dollar equivalent of CDN \$3.10 per common share), provided Frontera provides CGX with 15 business days notice of such conversion. CGX has the right to prepay all or any portion of the Loan, including any unpaid interest, on 15 business days notice to Frontera before September 10, 2023.

The Company is also required to repay all of the 2022 Convertible Loan that is outstanding in the event that without the consent of Frontera, it issues any security that would dilute Frontera’s current ownership of CGX, or any of its subsidiaries enters into any transaction the proceeds of which are used by CGX to pay its part of the authorized costs of the Wei-1 exploration well. The maximum number of common shares of CGX which may be acquired by Frontera upon the conversion of the principal amount of the 2022 Convertible Loan is 14,462,809 common shares of CGX. The Convertible Loan was amended for the conversion rights to include conversion into participating interest into Corentyne block in addition to existing rights to convert in equity

shares and was then settled as part of the 2022 JOA Amendment. The Company fair valued the convertible loan on extinguishment determining the fair value of liability component using an estimated market interest rate of 16% and fair value of equity component using Black-Scholes method with 125% expected stock volatility. The difference between the fair value of the liability component and the carrying amount of the liability on extinguishment of \$159,543 is recognised in profit or loss and the amount of fair value of equity component of \$1,505,199 is recognised in equity. The 2022 Convertible Loan was settled as part of the 2022 JOA Amendment.

During the year ended December 31, 2022, transaction costs total \$65,347 (December 31, 2021: Nil) and were recorded against the 2022 Convertible Loan on the date of completion, being April 8, 2022.

The activity on the 2022 Convertible Loan from related party for the year ended December 31, 2022 and 2021 is as follows:

|  | December 31,<br>2022 | December 31,<br>2021 |
|--|----------------------|----------------------|
| Opening balance                                  | \$ –                 | \$ –                 |
| Loan advances                                    | <b>35,000,000</b>    | –                    |
| Equity portion on initial recognition            | <b>(2,331,000)</b>   | –                    |
| Fair value of equity component on extinguishment | <b>1,505,199</b>     | –                    |
| Transaction costs                                | <b>(65,347)</b>      | –                    |
| Interest accretion                               | <b>1,050,691</b>     | –                    |
| Accrued and or paid interest on loan             | <b>920,834</b>       | –                    |
| Gain on settlement of convertible loan           | <b>(159,543)</b>     | –                    |
| 2022 JOA Amendment                               | <b>(35,000,000)</b>  | –                    |
| Interest paid on loan                            | <b>(920,834)</b>     | –                    |
| Interest recorded in trade and other payables    | –                    | –                    |
| <b>Total 2022 Convertible Loan</b>               | <b>\$ –</b>          | <b>\$ –</b>          |

### ***Rights Offering Bridge Loan Facility***

On October 8, 2021, the Company received a \$20.0 million Rights Offering Bridge Loan Facility (the “**Rights Loan**”) from Frontera. This Rights Loan was made available for drawdown in tranches on a non-revolving basis until October 31, 2021. The Rights Loan, together with all interest accrued, was due and payable on October 31, 2021 (the “**Maturity Date**”) or such later date as determined by Frontera, at its sole discretion. The Company and Frontera agreed that the acquisition cost of any securities acquired by Frontera pursuant to the exercise of Rights Offering would be satisfied by the reduction of the amounts payable to Frontera under the Rights Loan. Interest payable on the principal amount outstanding accrued at a rate of 9.7% per annum payable monthly in cash, with interest on overdue interest. If the Maturity Date was extended by Frontera, at its sole discretion, the new interest rate would have been 15% per annum. The loan was fully drawn on October 25, 2021 and fully settled upon closing of the Right Issue on October 28, 2021 including the payment of \$21,260 interest expense.

On October 28, 2021 the Company completed an Offering. Pursuant to the Offering, the Company issued to holders of its outstanding Common Shares of record as at the close of business on October 1, 2021 an aggregate of 45,151,338 Rights. Each Right entitled the holder thereof to subscribe for one Common Share of CGX upon payment of the subscription price of C\$1.63 (equivalent of approximately \$1.32) per Common Share until October 28, 2021. The Company issued 45,151,338 Common Shares, the maximum number of Common Shares available for issuance under the terms of the Offering, based on shareholders’ exercise of the basic subscription privilege and the additional subscription privilege, allocated pro-rata, for

aggregate gross proceeds to the Company of C\$73,596,681 (equivalent of approximately \$59,451,865).

Frontera provided a standby commitment, in which Frontera would acquire any Common Shares available as a result of any unexercised rights under the Offering, such that CGX was guaranteed to issue 45,151,338 Common Shares in connection with the Offering. In consideration for the standby commitment, Frontera received 5-year warrants to purchase up to 1,173,774 Common Shares at an exercise price equal to \$1.51 per Common Share. Frontera acquired an additional 11,737,747 Common Shares under the standby commitment. Frontera acquired an aggregate of 45,083,314 Common Shares in connection with the Offering pursuant to the exercise of the rights and the standby commitment under the Offering for cash consideration of C\$73,485,802 (equivalent of approximately \$59,362,296).

---

The grant date fair value of the warrants issued on the rights offering of \$917,000 (note 13) was estimated using the Black-Scholes option pricing model with the following assumptions:

---

|  |         |
|--|---------|
| Risk-free interest rate                | 1.50%   |
| Expected volatility                    | 111%    |
| Expected life of warrants              | 5 years |
| Expected dividend yield                | Nil     |
| Common share price value on issue date | C\$1.29 |

---

#### ***Farm-in partner cash call balances***

Under the JOA, the Company is the operator of the Corentyne licences. As operator, the Company makes cash calls from its partner to pay for future licence expenditures. As at December 31, 2022, farm-in-partner has a balance of \$5,518,818 receivable (December 31, 2021: \$7,838,911 receivable) related to capital expenditures on the Corentyne licence.

In addition, as operator of the Corentyne licence, the Company receives a fee from its Joint Venture partner to reimburse its indirect costs related to operating the licence. This fee is based on total expenditures under the JOA. During the year ended December 31, 2022, the Company received fees from its Joint Venture partner in the amount of \$1,147,008 (2021: \$1,178,374).

The Company completed the 2022 JOA Amendment with Frontera during the year 2022, for further details see Note 9.

#### ***Other related party transactions***

On November 22, 2022, the Company entered into a contract with Gaico Construction and General Services Inc. ("**Gaico**"), Gaico was contracted through a bid to construct the Company's access trestle and wharf as well as to perform required dredging operations for Port Operations, the contract price is \$2.5 million. Gaico is controlled by a family member of the Executive Chairman and Executive Director of the Company. The transaction is in the normal course of operations.

## Key Management

Key management includes the Company's directors, officers and any employees with authority and responsibility for planning, directing, and controlling the activities of an entity, directly or indirectly. Compensation awarded to key management included:

| <b>Year Ended December 31</b>                    | <b>2022</b>         | <b>2021</b>         |
|--|---------------------|---------------------|
| Short-term employee benefits                     | \$ 2,721,277        | \$ 2,192,000        |
| Share based payments                             | 896,000             | 772,000             |
| Termination payments                             | –                   | 754,000             |
| <b>Total compensation paid to key management</b> | <b>\$ 3,617,277</b> | <b>\$ 3,718,000</b> |

During the year ended December 31, 2022, key management exercised Nil (year ended December 31, 2021: 1,050,000) stock options at a weighted average exercise price of \$Nil (year ended December 31, 2021: C\$0.46 (\$0.37)). The weighted average trading price on date of exercise for the stock options exercised during the year ended December 31, 2022 was \$Nil (year ended December 31, 2021: C\$1.31 (\$1.06)).

At December 31, 2022, included in trade and other payables is \$560,000 (December 31, 2021: \$300,000) due as a result of deferred payment of directors' fees. These amounts are unsecured, non-interest bearing and due on demand.

## 14. ADDITIONAL DISCLOSURES FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

| Assets information as at December 31,      | <b>2022</b>   | <b>2021</b>    |
|--|---------------|----------------|
| Exploration and evaluation assets          | \$ 49,955,896 | \$ 90,074,979  |
| Deep water port facility and logistic yard | \$ 17,805,938 | \$ 14,559,037  |
| Total assets                               | \$ 93,007,898 | \$ 134,061,952 |

| Addition for the years ended December 31,                         | <b>2022</b>   | <b>2021</b>   |
|---|---------------|---------------|
| Land and lease cost   | \$ 32,640     | \$ 635,387    |
| Exploration: Intangible and drilling                              | 33,572,526    | 1,479,553     |
| Geophysical and administrative                                    | 3,654,373     | 73,893,245    |
| Exploration and evaluation expenditures net additions of the year | \$ 37,259,539 | \$ 76,008,185 |

| Corporate Expenses for the years ended December 31,       | <b>2022</b>          | <b>2021</b>          |
|---|----------------------|----------------------|
| General and administrative                                | \$ 1,636,723         | \$ 1,873,840         |
| Management and consulting                                 | 2,095,818            | 2,646,964            |
| Professional fees   | 2,036,537            | 1,157,224            |
| Interest expense  | 4,202,438            | 1,911,765            |
| Share based payments                                      | 911,000              | 959,000              |
| Shareholder information                                   | 251,758              | 98,164               |
| Foreign exchange loss                                     | 27,092               | 668,143              |
| Gain on settlement of convertible loan from related party | (159,543)            | —                    |
| Indirect revenue from farm in partner                     | (1,147,008)          | (1,178,374)          |
| Impairment of exploration and evaluation assets           | 163,406              | 4,557,986            |
|   | <b>\$ 10,018,221</b> | <b>\$ 12,694,712</b> |

## 15. RISK AND UNCERTAINTIES

This section discusses risk and uncertainties of CGX, the parent company and all its subsidiaries. “CGX” and “the Company” in this section is therefore used in the context to the overall operations of the Parent and all subsidiaries.

### Overview

The business of the Company consists of oil and gas exploration in Guyana, South America. There are a number of inherent risks associated with oil and gas exploration and development, as well as local, national and international economic and political conditions that may affect the success of CGX which are beyond CGX’s control, particularly since its operations are located in a foreign country. Many of these factors involve a high degree of risk which a combination of experience, knowledge and careful evaluation may not overcome.

CGX has prioritized these risk factors. Readers are cautioned that this categorization is a subjective view of the Company and the categorization of these risk factors could change because of future events.

If any of the following risks materialize into actual events or circumstances or other possible additional risks and uncertainties of which the Company is currently unaware, or which it considers not to be material in relation to the Company’s business, actually occur, the Company’s assets, liabilities, financial condition, results of operations (including future results of operations), business and business prospects, are likely to be materially and adversely affected. In such circumstances, the price of the Company’s securities could decline and investors may lose all or part of their investment.

### Nature of Business and Stage of Development

An investment in CGX is subject to certain risks related to the nature of CGX’s business and its early stage of development. There are numerous factors which may affect the success of CGX’s business which are beyond CGX’s control including local, national and international economic and political conditions. CGX’s business involves a high degree of risk, which even a combination of experience, knowledge, and careful evaluation may not overcome. CGX’s operations in Guyana have exposed CGX to risks that may not exist in domestic operations such as political, regulatory, contractual and currency risks. CGX has a limited history of operations and there can be no assurance that CGX’s business will be successful or profitable or that commercial quantities of oil and/or natural gas will be discovered by CGX.

### Going Concern

Given the uncertainty associated with the nature of offshore drilling activities, the cost associated with such activities and the Company’s ability to obtain financing, the Company may not have sufficient cash flow to meet its operating requirements for a minimum of one year. The ability of the Company to continue as a going concern is dependent on securing additional financing, either through issuing additional equity and/or payments associated with a joint venture farm-out in the near future. There can be no assurance that the Company will be successful in obtaining the required financing as and when needed. The audited consolidated financial statements of CGX for the year ended December 31, 2022, have been prepared by management on a going concern basis in accordance with IFRS as issued by the IASB. The going concern basis of presentation assumes that CGX will continue in operation for the foreseeable future and be able to realize its assets and discharge its obligations in the normal course of business. Should CGX be unable to continue as a going concern, realization of assets and settlement of liabilities other than in the normal course of business may be at amounts significantly different from those in the financial statements and could cause the Company to reduce or terminate its proposed operations and cause the loss of some or all of the value of an investment in the Common Shares. While the Company believes in the viability of its strategy and, in its ability to raise additional funds, there can be no assurances to that effect.

## **Financing**

The Company's future capital requirements on its existing assets exceed existing cash resources, which will require CGX to raise additional financing. The ability of CGX to arrange financing in the future will depend in part upon the prevailing capital market conditions, risks associated with international operations, as well as the business performance of CGX. This in turn could limit growth prospects in the short term or may require CGX to dedicate cash flow, dispose of properties or raise new equity to continue operations under circumstances of declining energy prices, poor drilling results, or economic or political dislocation in foreign countries. There can be no assurance that CGX will be successful in its efforts to arrange additional financing on terms satisfactory to CGX. This may be further complicated by the limited market liquidity for shares of smaller companies, such as CGX, which restricts access to investments by some institutional investors. If additional financing is raised by the issuance of shares from the treasury of CGX, control of CGX may change or be consolidated and/or shareholders may suffer additional dilution.

From time to time, CGX may enter into transactions to acquire assets or the shares of other corporations. These transactions may be financed partially or wholly with debt, which may temporarily increase CGX's debt levels above industry standards.

## **COVID-19**

In March 2020, the World Health Organization declared the coronavirus outbreak a pandemic. The spread of COVID-19 has resulted in a challenging economic environment, with more volatile commodity prices, foreign exchange rates, and long-term interest rates. As there are many variables and uncertainties regarding the COVID-19 pandemic it is not possible to precisely estimate the potential impact of the COVID-19 pandemic on the Company's financial condition and operations. This presents uncertainty and risk with respect to management's judgments, estimates and assumptions that affect the application of accounting policies.

The risk of a resurgence remains high and could result in continued fluctuations in the price of oil and natural gas products. The extent to which such events impact the Company's business and financial condition will depend on future developments, which are highly uncertain and cannot be predicted with any degree of confidence. Such events have had and could continue to have a material adverse effect on the Company's business and financial condition. Even after the COVID-19 pandemic has subsided, the Company may continue to experience materially adverse impacts to its business as a result of the pandemic's global economic impact

## **Exploration Risk**

An investment in CGX is subject to certain risks related to the nature of CGX's business as an oil and gas exploration company. Petroleum exploration involves a high degree of risk and there is no assurance that expenditures made on exploration activities by CGX will result in the discoveries that are commercially or economically feasible or ultimately in production of hydrocarbons.

There is also no assurance that the Company will discover commercial quantities of oil and natural gas. Oil and natural gas exploration may involve unsuccessful efforts from dry wells or wells that are not economic for development and production. Completion of a well does not ensure a profit on the investment or recovery of drilling, completion and operating costs. The Company is exposed to a high level of exploration risk. The business of exploring for, developing or acquiring reserves is capital-intensive and is subject to numerous estimates and interpretations of geological and geophysical data. There can be no assurance the Company's exploration will result in proved reserves.

## **Drilling Risks and Other Operating Risks**

CGX's operations are subject to all the operational risks inherent to offshore exploration and development of hydrocarbons and the drilling of wells, including, unsatisfactory performance of

service providers engaged to carry out operations required for the drilling and analysis of wells, natural disasters, encountering unexpected formations or pressures, premature declines of reservoirs, invasion of water into producing formations, formations with abnormal pressures, mechanical problems with equipment, potential for substantial environmental damage, blow-outs, cratering, fires and spills, all of which could result in personal injuries, loss of life and damage to the property of CGX and others. In accordance with industry practice, CGX has normal and customary insurance coverage to address certain of these risks; however, the nature of these risks is such that liabilities could exceed policy limits, in which event the Corporation may incur significant costs. Additionally, such insurance may not be available in the future, may be price-prohibitive or contain limitations on liability that may not be sufficient to cover the full extent of such liabilities. There can be no assurance that CGX will be able to obtain the insurance coverage that it believes is appropriate. In addition, the risks to which CGX's operations are subject may not in all circumstances be insurable or, in certain circumstances, CGX may elect not to obtain insurance to deal with specific risks due to the high premiums associated with such insurance or other reasons. The payment of such uninsured liabilities would reduce the funds available to CGX for other purposes. CGX obtains insurance for its operations that it believes are appropriate for each specific activity, however, there can be no assurance that proceeds from such insurance will be sufficient to cover CGX's related losses.

The occurrence of a significant event that CGX is not fully insured against, or the non-payment by the insurer in connection with such event, could have a material adverse effect on CGX's financial position and/or its results of operations.

### **Offshore Operations**

CGX is actively exploring for hydrocarbons off the coast of Guyana. Offshore operations involve a higher degree of risk than onshore operations due to the remoteness. Oil and natural gas exploration involve many risks that even a combination of experience, knowledge and careful evaluation may not be able to overcome. Fires and explosions on drilling rigs and other offshore platforms are more likely to result in personal injury, loss of life and damage to property due to the remote locations and time required for rescue personnel to get to the location. Blow-outs and spills are more likely to result in significant environmental damage to the marine environment and can be difficult to contain and difficult and expensive to remediate. There can be no assurance that these risks can be avoided. The occurrence of any of these events may have a materially adverse effect on the Corporation.

### **Seismic Data and Resource Estimates**

There are numerous uncertainties inherent in estimating quantities of resources, including many factors beyond the control of the Company. When properly used and interpreted, seismic data and visualization techniques are important tools used to assist geoscientists in identifying subsurface structures and indicators of hydrocarbons; however, these data do not allow the Corporation to know whether the hydrocarbons are present in the structures. Estimates of resources depend largely upon the reliability of available geological and engineering data and require certain assumptions to be made in order to assign resource volumes. Geological and engineering data is used to determine the probability that a reservoir of oil and/or natural gas exists at a particular location, and whether, and to what extent, such hydrocarbons are recoverable from the reservoir. Accordingly, the ultimate resources discovered by the Company may be significantly less than its estimates.

There is also no guarantee that the Prospective Resources attributed to each of the Company's PPLs will be discovered or become commercially viable. The Corporation's drilling activities may not be successful or may not be economically viable which may have a material adverse effect on the price of the Company's securities.

Reserves and Prospective Resources involve different risks associated with achieving commerciality. To be classified as reserves, estimated recoverable quantities must be associated with a project that has demonstrated commercial viability. In estimating reserves, proved reserves can be estimated with a high degree of certainty to be recoverable, while Prospective

Resources are only potentially recoverable. For Prospective Resources, the chance of commerciality will be the product of the chance that a project will result in the discovery of petroleum multiplied by the chance that an accumulation will be commercially developed. By definition, reserves are commercially (and hence economically) recoverable. There is no guarantee that the Prospective Resources attributed to each of the Company's PPLs will be discovered, converted into reserves or become commercially viable.

### **Significant Capital Investments and Expenses**

The oil and gas exploration and production industry is capital intensive and as accordingly the Corporation expects to have substantial expenditures as it continues to fulfill its commitments and explore for petroleum reserves. CGX has financed its prior exploration activities with funds obtained from offerings of securities, as well as loans and farm-outs. CGX continues to explore financing mechanisms to allow the Corporation to meet future work commitments and to allow it to fully explore its existing petroleum prospecting licenses.

CGX's future cash flow for operations and financing is subject to a number of variables, including among others:

(i) the Corporation's ability to locate or acquire reserves; (ii) the Corporation's ability to extract oil from such reserves; (iii) the ability to secure additional joint venture partners (iv) current financial market conditions and available liquidity in markets in which Common Shares are traded (see the "Financing" risk factor above); and (v) the prices for which any produced oil is sold.

### **Regulatory**

Petroleum operations are subject to extensive controls and regulations imposed by various levels of government that may be amended from time to time such as extensive government regulation relating to price, taxes, royalties, land tenure, allowable production, the export of petroleum and many other aspects of the petroleum business. CGX's operations may require licences and permits from various governmental authorities. There can be no assurance CGX will be able to obtain all necessary licences and permits that may be required to carry out exploration and development at its projects. It is not expected that any of these controls or regulations will affect the operations of CGX in a manner materially different than they would affect other petroleum companies of similar size.

### **Environmental Regulation and Risks**

Extensive national, state and local environmental laws and regulations in foreign jurisdictions affect nearly all of the operations of CGX. These laws and regulations set various standards regulating certain aspects of health and environmental quality, provide for penalties and other liabilities for the violation of such standards and establish in certain circumstances obligations to remediate current and former facilities and locations where operations are or were conducted. In addition, special provisions may be appropriate or required in environmentally sensitive areas of operation. There can be no assurance that CGX will not incur substantial financial obligations in connection with environmental compliance and that the cost of such compliance will not have a material adverse effect on CGX.

Significant liability could be imposed on CGX for damages, cleanup costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous owners of properties purchased by CGX or non-compliance with environmental laws or regulations. Such liability could have a material adverse effect on CGX. Moreover, CGX cannot predict what environmental legislation or regulations will be enacted in the future or how existing or future laws or regulations will be administered or enforced. Compliance with more stringent laws or regulations, or more vigorous enforcement policies of any regulatory authority, could in the future require material expenditures by CGX for the installation and operation of systems and equipment for remedial measures, any or all of which may have a material adverse effect on CGX.

## Environmental Protection

All phases of CGX's operations are subject to environmental regulation in the various jurisdictions in which it operates. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste.

In particular, CGX is subject to the Environmental Protection Act (Guyana) which provides for the management, conservation, protection and improvement of the environment, the prevention/control of pollution, the assessment of the impact of economic development on the environment and the sustainable use of natural resources and the matters incidental thereto or connected therewith. This legislation also mandates the creation of the Guyana Environmental Protection Agency (the "EPA") to implement compliance with the Environmental Protection Act (Guyana).

The Environmental Protection Act (Guyana) establishes a wide range of sanctions and penalties, both criminal and civil, for violations of the provisions of the Environmental Protection Act (Guyana). These sanctions and penalties include, but are not limited to:

- varying monetary fines or imprisonment depending on the gravity of the offence (if the offender has been convicted of an offence under the Environmental Protection Act (Guyana) and has benefited monetarily from the violation, a court may order a fine in an amount equal to the court's estimation of the amount of monetary benefits notwithstanding the maximum fine that may be imposed. To expedite settlement, authorized officers of the EPA, may by notice, offer the option of discharging liabilities in consideration of the offender making immediate payment to the EPA equal to two-thirds of the minimum penalty prescribed within 28 days of the date of the notice sent by the officer);
- suspension, cancellation or revocation of a permit or authorization;
- order to cease (or make no changes to) construction, operation, or other activities;
- prohibition notices (similar to an injunction);
- enforcement notices;
- mandating actions to prevent, ameliorate, correct, mitigate, restore or otherwise address environmental harm within a specified time;
- community service;
- order compensation to aggrieved persons; and
- injunctions (upon application to the High Court of Guyana).

To date, applicable environmental legislation has had no material financial or operational effects upon the operations of CGX.

A number of governments or governmental bodies have introduced or are contemplating regulatory changes in response to the potential impact of climate change, such as regulation relating to emission levels. If the current regulatory trend continues, this may result in increased cost at some of CGX's operations. In addition, the physical effect of climate change, such as extreme weather conditions, natural disasters, resource shortages, changing sea levels and changing temperatures, could have an adverse financial impact on operations located in the regions where these conditions occur.

## Contingencies

Contingent liabilities are possible obligations whose existence will be confirmed only on the occurrence or non- occurrence of uncertain future events outside the Company's control, or present obligations that are not recognized because either it is not probable that an outflow of economic benefits would be required to settle the obligation or the amount cannot be measured reliably. Contingent liabilities are not recognized but are disclosed and described in the notes to

the consolidated financial statements, including an estimate of their potential financial effect and uncertainties relating to the amount or timing of any outflow, unless the possibility of settlement is remote. In assessing loss contingencies related to any claims that may result in proceedings, the Company, with assistance from its legal counsel, evaluates the perceived merits of any such claims as well as the perceived merits of the amount of relief sought or expected to be sought.

### **Litigation**

In the normal course of the Corporation operations, it may become involved in, named as a party to, or be the subject of, various legal proceedings, including regulatory proceedings, tax proceedings and legal actions. The outcome of outstanding, pending or future proceedings cannot be predicted with certainty and may be determined adversely to the Company and, as a result, could have a material adverse effect on the Company's assets, liabilities, business, financial condition and results of operations. Even if the Company prevails in any such legal proceedings, the proceedings could be costly and time-consuming and may divert the attention of management and key personnel from business operations, which could have an adverse affect on the Company's financial condition.

### **Availability of Equipment**

Petroleum exploration and development activities are dependent on the availability of drilling and related equipment in the particular areas where such activities will be conducted. Demand for a rig suitable for the contemplated drilling activities of the Company or access restrictions may affect the availability of such equipment to the Company and may delay exploration and development activities.

### **Industry Conditions**

The marketability and price of oil and natural gas which may be acquired or discovered by CGX will be affected by numerous factors beyond the control of CGX. The ability of CGX to market any oil or natural gas discovered by it may depend upon its ability to access third party transportation, processing facilities and acquiring space on pipelines which deliver oil and natural gas to commercial markets. CGX is also subject to market fluctuations in the prices of petroleum, uncertainties related to the delivery and proximity of its reserves to pipelines and processing facilities, operational problems with such pipelines and facilities and extensive government regulation relating to prices, taxes, royalties, land tenure, allowable production, the export of petroleum and many other aspects of the petroleum business.

The petroleum industry is subject to varying environmental regulations in each of the jurisdictions in which CGX may operate. Environmental regulations place restrictions and prohibitions on emissions of various substances produced concurrently with petroleum and can impact on the selection of drilling sites and facility locations, potentially resulting in increased capital expenditures.

CGX may be responsible for costs associated with abandoning and reclaiming wells, facilities and pipelines which are used for production of oil and gas reserves. Abandonment and reclamation of these facilities and the costs associated therewith is often referred to as "decommissioning." If decommissioning is required before economic depletion of the properties or if the estimates of the costs of decommissioning exceed the value of the reserves remaining at any particular time to cover such decommissioning costs, CGX may have to draw on funds from other sources to satisfy such costs. The use of other funds to satisfy such decommissioning costs could impair the ability to focus capital investment in other areas of the business.

### **Common Share Price Volatility**

Many factors influence the volatility in the trading price of the common shares, including changes in the economy or in the financial markets, industry related developments, and the impact of changes in CGX's daily operations. Changes in each of these factors could lead to increased volatility in the market price of the common shares. In addition, variations in earnings

estimates by securities analysts and the market prices of the securities of CGX's competitors may also lead to fluctuations in the trading price of the common shares.

To the extent that any issued and outstanding common shares are sold into the market, there may be an oversupply of shares and an undersupply of purchasers. If this occurs, the market price for the common shares may decline significantly and investors may be unable to sell their share as a profit, or at all.

### **Fluctuations in Foreign Currency Exchange Rates**

All of CGX's operations are located in foreign jurisdictions. Fluctuations in the United States dollar and the Guyanese dollar exchange rates may cause a negative impact on revenue and costs and could have a material adverse impact on CGX's operations.

### **Expiry and/or Termination of Petroleum Agreements and Licenses**

CGX's interests are held by way of participating interests in PPLs governed by PAs. If CGX, or its joint licensees under an applicable PA or PPL, fail to meet the specific requirement(s) of a particular PA or PPL its interest may terminate or expire. There can be no assurance that any of the obligations required to maintain the Corporation's interests will be met or that CGX will not lose any of its participating interests in such petroleum agreements and licenses. While CGX believes it has reviewed and evaluated all licenses in a manner consistent with industry practices of foreign subsidiaries, such reviews and evaluations may not necessarily reveal all existing potential liabilities beforehand, causing CGX to incur losses.

### **Political Risks**

The majority of CGX's current operations are presently conducted in Guyana, South America and as such, CGX's operations are exposed to various levels of political, economic and other risks and uncertainties. These risks and uncertainties vary from country to country and include, but are not limited to: currency exchange rates; high rates of inflation; labour unrest; border disputes between countries; renegotiation or nullification of existing concessions, licences, permits and contracts; changes in taxation policies; restrictions on foreign exchange; changing political conditions; currency controls and governmental regulations that favour or require the awarding of contracts to local contractors or require foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction.

Future political actions cannot be predicted and may adversely affect CGX. Changes, if any, in petroleum or investment policies or shifts in political attitude in the country of Guyana and border disputes affecting CGX's rights to explore and develop for oil and gas may adversely affect CGX's business, results of operations and financial condition. Future operations may be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on production, price controls, export controls, currency remittance, income taxes, foreign investment, maintenance of claims, environmental legislation, land use, land claims of local people and water use. The possibility that future governments may adopt substantially different policies, which may extend to the expropriation of assets, cannot be ruled out.

Failure to comply strictly with applicable laws or regulations relating to the petroleum regime could result in loss, reduction or expropriation of entitlements. The occurrence of these various factors and uncertainties cannot be accurately predicted and could have an adverse effect on CGX's consolidated business, results of operations and financial condition.

Further risks include, but are not limited to, changes in oil and gas or investment policies, corruption, hostage takings, opposition to oil and gas exploration and production from environmental or other non-governmental organizations or shifts in political attitude that may adversely affect the business. While CGX works to mitigate its exposure to potential country risk events, the impact of any such event is mostly not under CGX's control, is highly uncertain and unpredictable and will be based on specific facts and circumstances. As a result, CGX can give no assurance that it will not be subject to any political or country risk event, directly or indirectly, in the jurisdictions in which it operates.

## **Risks of Foreign Operations**

CGX's material petroleum assets and operations are located in Guyana. As such, CGX is subject to political, economic, contractual, regulatory and social uncertainties or social instability, including, but not limited to, renegotiation or nullification of existing agreements and licenses, expropriation of property without fair compensation, changes in energy policies or the personnel administering them, nationalization, currency fluctuations and devaluations, exchange controls and royalty and tax increases, changes in taxation policies, economic sanctions, social instability and other risks arising out of foreign governmental sovereignty over the areas in which CGX's operations are conducted. These uncertainties, all of which are beyond CGX's control, could have a material adverse effect on CGX's business, prospects and results of operations.

Infrastructure development in Guyana where the Company operates is limited. If any infrastructure or systems failures occur or do not meet the requirements of CGX, CGX's operations may be significantly hampered which could result in delayed, postponed or cancelled petroleum operations, lower production and sales and/or higher costs. These factors may affect the Company's ability to explore and develop its properties in a timely manner and to store and transport its petroleum production if reserves are located.

## **Different Legal System and Litigation**

CGX's operations may also be adversely affected by laws and policies of Canada affecting foreign trade, investment, and taxation, including proposed amendments to the Income Tax Act (Canada) relating to the taxation of foreign affiliates announced on August 19, 2011.

CGX's exploration activities are located in countries with legal systems that in various degrees, differ from that of Canada. Rules, regulations and legal principles may differ both relating to matters of substantive law and in respect of such matters as court procedure and enforcement. This means that CGX's ability to exercise or enforce its rights and obligations may differ between countries and also from what would have been the case if such rights and obligations were subject to Canadian law and jurisdiction.

In the event of a dispute arising in connection with CGX's operations in Guyana, CGX may be subject to the exclusive jurisdiction of foreign courts or may not be successful in subjecting foreign persons to the jurisdictions of the courts of Canada or enforcing Canadian judgments in such other jurisdictions. CGX may also be hindered or prevented from enforcing its rights with respect to a governmental entity because of the doctrine of sovereign immunity. Accordingly, CGX's exploration and development activities in Guyana could be substantially affected by factors beyond CGX's control, any of which could have a material adverse effect on CGX.

## **Cost Overruns**

Projecting the costs of exploratory drilling programs is difficult due to the inherent uncertainties of drilling in unknown formations, the costs associated with encountering various drilling conditions (such as over-pressured zones and tools lost in the hole), weather related factors and changes in drilling plans and locations as a result of prior exploratory wells or additional technical data and interpretations. Accordingly, there may be changes in estimated costs associated with drilling projects.

In addition, due to the stage of development of the oil and gas industry in Guyana, it is difficult to estimate costs, including infrastructure improvement costs, transportation costs (including truck, river barge and helicopter costs) and production costs for CGX's exploration and development plans for some of its properties.

CGX's difficulty estimating these costs could affect the commerciality of the resources and reserves discovered on its properties or any other properties CGX may acquire from time to time, the economic viability of CGX's products and the ability of CGX to transport its products to market.

## **No Reserves**

CGX does not know if any of its exploration prospects will contain petroleum in quantities or quality that are sufficient to recover the costs of drilling and exploration, or to be economically viable. Currently there are no reserves associated with CGX's petroleum licenses in Guyana. CGX has identified exploration prospects based on seismic and geological information that indicates the possible presence of petroleum. However, the areas in which CGX has decided to drill may not produce petroleum in commercial quantities or quality or may not contain petroleum at all. The future value of CGX is dependent on the success or otherwise of CGX's activities which are principally directed toward the further exploration, appraisal and development of its assets in Guyana. CGX has a right to explore and appraise such assets in Guyana but does not have a right to produce the same until such time as reserves discovered thereon are determined to be commercial. Exploration for and appraisal and development of petroleum reserves are speculative and involve a significant degree of risk. There is no guarantee that exploration or appraisal of the Guyana assets will lead to a commercial discovery or, if there is commercial discovery, that CGX will be able to realize such reserves as intended. Few properties that are explored are ultimately produced. If at any stage CGX is precluded from pursuing its exploration or development programs, or such programs are otherwise not continued, CGX's business, financial condition and/or results of operations and, accordingly, the trading price of the Common Shares, is likely to be materially adversely affected.

### **Future Drilling and Development**

Future oil and natural gas exploration may involve unprofitable efforts, not only from dry wells, but also from wells that are productive but do not produce sufficient petroleum substances to return a profit after drilling, operating and other costs. Completion of a well does not assure a profit on the investment or recovery of drilling, completion and operating costs.

Development of any potential discovery may be affected by increased costs, the cost of capital and other political or environmental factors. For example, the unavailability or high cost of drilling rigs, or other essential equipment, material or personnel could have a negative impact on the ability of the Company to economically develop future reserves. Additionally, engineering complications, political events, social unrest or natural disasters could delay or prevent a development project. Additionally, the cost of budgeting for such projects may be difficult.

### **Negative Operating Cash Flow**

The Corporation had negative operating cash flow for its financial years ended December 31, 2022 and 2021 and for all years since inception in 1998. Until such time as the Company is able to produce oil and gas from its interest in PPLs, the Company does not expect to have any positive cash flow. To the extent that the Company has negative cash flow in future periods, the Company will need to deploy a portion of its cash reserves to fund such negative cash flow.

### **Financial Markets**

In the future, the Company may require further debt financing to grow its business. Distress in financial markets could diminish the amount of financing available to companies and could significantly increase the Company's costs associated with borrowing. The Company's liquidity and its ability to access the credit or capital markets may also be adversely affected by changes in the financial markets and the global economy and could make it more difficult for the Company to access capital, sell assets, refinance existing indebtedness, enter into agreements for new indebtedness or obtain funding through the issuance of securities.

### **Foreign Subsidiaries**

CGX conducts operations through its Bahamian, Guyanese and Barbadian subsidiaries. Therefore, to the extent of operations conducted by such subsidiaries, CGX will be dependent on the cash flows of these subsidiaries to meet its obligations. The ability of its subsidiaries to make payments to CGX may be constrained by: (i) the level of taxation, particularly corporate profits and withholding taxes, in the jurisdiction in which the subsidiary operates and any changes in tax

laws or treaties; and (ii) the introduction of exchange controls or repatriation restrictions or the availability of hard currency to be repatriated.

### **Need to Discover or Acquire Reserves**

CGX's ability to achieve commercial production, and therefore its cash flows and earnings, are highly dependent upon CGX discovering or acquiring reserves through acquisitions, joint ventures or investments. To the extent that cash flow from operations is insufficient and external sources of capital become limited or unavailable, CGX's ability to make the necessary capital investments to expand its petroleum reserves will be impaired. There can be no assurance that CGX will be able to find and develop or acquire reserves at commercially feasible costs. Even if such acquisitions, joint ventures or investments are consummated, CGX may not realize any anticipated benefits from them.

Future acquisitions, joint ventures and investments may result in the incurrence of additional debt, contingent liabilities and amortization expenses related to goodwill and other intangible assets and increased capital expenditures, interest and other costs, any of which could have a material adverse effect on CGX's financial condition and operating results by reducing its net profit, or increasing its total liabilities, or both. Any of these factors could adversely affect CGX's business, financial condition, results of operations or prospects.

### **Operational Dependence**

Other companies in future may operate some of the PPLs in which CGX has an interest in order to share risks associated with those operations. As a result, the Company may have limited ability to exercise influence over the operation of those activities or their associated costs, which could adversely affect the Company's financial performance. The Company's return on interests operated by others therefore depends upon a number of factors that may be outside of the Company's control, including the timing and amount of capital expenditures, the operator's expertise and financial resources, the approval of other participants, the selection of technology and risk management practices. Additionally, fraud, misconduct, lack of compliance with applicable laws and regulations by or on behalf of one or more of our partners or co-working interest owners could potentially have a negative impact on CGX's business and reputation.

### **Tax Risks**

CGX operates in several countries and is therefore subject to different forms of taxation in various jurisdictions throughout the world, including but not limited to, property tax, income tax, withholding tax, commodity tax, social security and other payroll related taxes, foreign currency and capital repatriation laws. An unfavorable interpretation of the current tax legislation could have a material adverse effect on the profitability of CGX or may lead to disagreements with tax authorities regarding the interpretation of tax law.

Tax law and administration is extremely complex and often requires CGX to make subjective determinations. CGX must make assumptions about, but not limited to, the tax rates in various jurisdictions, the effect of tax treaties between jurisdictions and taxable income projections due to tax law and its administration which are extremely complex. To the extent that such assumptions differ from actual results, or if such jurisdictions were to change or modify such laws or the current interpretation thereof, CGX may have to record additional tax expenses and liabilities, including interest and penalties. Moreover, there is a risk in which the countries where CGX operates may change their current tax regime with little prior notice or that the tax authorities in these jurisdictions may attempt to claim tax on the global revenues of CGX.

### **Title to Properties and Assets**

Title reviews have been conducted on CGX's existing properties and to the knowledge of CGX, CGX has good title to its existing properties and in accordance with industry standards, title reviews are conducted prior to the purchase of most petroleum producing properties or the commencement of drilling wells. Such reviews do not guarantee or certify that an unforeseen

defect in the chain of title will not arise to defeat the claim of CGX which could result in the loss of title and a reduction of the revenue received by CGX.

### **Third Party Credit Risk**

CGX is or may be exposed to third party credit risk through its contractual arrangements with its current or future joint venture partners, or other parties. In the event such entities fail to meet their contractual obligations to CGX, such failures could have a material adverse effect on CGX and its cash flow from operations.

### **Competition**

Competition could adversely affect CGX's performance. The petroleum industry is characterized by intense competition and CGX competes directly with other companies that have greater technical and financial resources. Many of these competitors not only explore for and produce petroleum but also carry on refining operations and market petroleum and other products on an international basis. The industry also competes with other industries who supply non-petroleum energy products.

The oil and gas industry is characterized by rapid and significant technological advancements and introductions of new products and services utilizing new technologies. Other oil and gas companies may have greater financial, technical and personnel resources that allow them to enjoy technological advantages and may in the future allow them to implement new technologies before the Company does. There can be no assurance that the Company will be able to respond to such competitive pressures and implement such technologies on a timely basis or at an acceptable cost. One or more of the technologies currently utilized by the Company or implemented in the future may become obsolete. In such case, the Company's business, financial condition and results of operations could be materially adversely affected. If the Company is unable to utilize the most advanced commercially available technology, the Company's business, financial condition and results of operations could be materially adversely affected.

### **Potential Conflicts of Interest**

There are potential conflicts of interest to which some of the directors and officers of CGX will be subject in connection with the operations of CGX. Some of the directors and officers are engaged and will continue to be engaged in the search of petroleum interests on their own behalf and on behalf of other corporations, and situations may arise where the directors and officers will be in direct competition with CGX. Conflicts of interest, if any, which arise will be subject to and be governed by procedures prescribed by the OBCA which requires a director or officer of a corporation who is a party to or is a director or an officer of or has a material interest in any person or company who is a party to a material contract or proposed material contract with CGX, to disclose his interest and to refrain from voting on any matter in respect of such contract unless otherwise permitted under the OBCA.

### **Reliance on and Availability of Personnel**

The Corporation is dependent upon the continued support and involvement of a number of key management personnel. The loss of the services of one or more of such personnel could have a material adverse effect on the Company. The Company's ability to manage its exploration and development activities and, hence, its success, will depend in large part on the efforts of these individuals.

The competition for qualified personnel in the petroleum industry is intense and there can be no assurance that the Company will be able to continue to attract and retain all personnel necessary for the development and operation of its business. Investors must rely upon the ability, expertise, judgment, discretion, integrity and good faith of the management of CGX, as the case may be.

## **Ability to Sustain and Manage Growth**

CGX's ability to grow depends on a number of factors, many of which are beyond CGX's control, such as commodity prices, the ability to raise financing and the demand for raw materials from large, emerging economies. CGX is also subject to a variety of business risks generally associated with growing companies. Future growth and expansion could place a strain on the management team and will likely require the recruitment of additional management resources.

There is no guarantee that CGX will be able to:

- manage expanding operations (including any acquisitions) effectively;
- sustain or accelerate growth or ensure that growth results in profitable operations;
- attract and retain sufficient management resources necessary for continued growth; or
- complete successful strategic investments and acquisitions.

The failure to accomplish any of these goals could have an adverse effect on our business and growth prospects.

## **Business Interruptions**

Business interruptions may result from a variety of factors, including regulatory intervention, delays in necessary approvals and permits, health and safety issues, personnel issues or logistics issues. Any business interruptions could have an adverse impact on CGX's business.

## **Reputational Risk**

Any negative publicity, whether true or not, would be a risk to our reputation, and could cause a decline in our customer base, with an adverse impact on our business. As every risk we face could have an impact on our reputation, reputational risk cannot be managed in isolation from other types of risk. It is vital that every employee and representative of CGX upholds our strong reputation by complying with all applicable policies, legislation and regulations as well as by creating positive experiences with our customers, stakeholders and the public.

## **Corruption, Bribery and Fraud**

CGX is required to comply with applicable laws in other jurisdictions, which prohibit companies from engaging in bribery or other prohibited payments or gifts to foreign public officials for the purpose of retaining or obtaining business. CGX's policies mandate compliance with these laws. However, there can be no assurance that the policies and procedures and other safeguards that CGX has implemented in relation to its compliance with these laws will be effective or that CGX employees, agents, suppliers or other industry partners have not engaged or will not engage in such illegal conduct for which CGX may be held responsible. Violations of these laws could disrupt CGX's business and result in a material adverse effect on its business and operations.

## **Breach of Confidentiality**

While discussing potential business relationships or other transactions with third parties, CGX may disclose confidential information relating to CGX's business, operations or affairs. Although confidentiality agreements are generally signed by third parties prior to the disclosure of confidential information, a breach could put CGX at competitive risk and may cause significant damage to CGX's business. The harm to CGX's business from a breach of confidentiality cannot presently be quantified but may be material and may not be compensable in damages. There is no assurance that, in the event of a breach of confidentiality, CGX will be able to obtain equitable remedies, such as injunctive relief, from a court of competent jurisdiction in a timely manner, if at all, in order to prevent or mitigate any damage to CGX's business that such a breach of confidentiality may cause.

## **Cyber-Security Risk**

While information systems are integral to supporting CGX's business, due to the nature of CGX's services, it is not considered to be subject to the same level of cyber security risks as companies operating in sectors where sensitive information is at the core of their business. Nevertheless, CGX is potentially exposed to risks ranging from internal human error to uncoordinated individual attempts to gain unauthorized access to its information technology systems, to sophisticated and targeted measures directed at CGX and its systems, clients or service providers. Any such disruptions in CGX's systems or the failure of the systems to operate as expected could, depending on the magnitude of the problem, result in the loss of client information, a loss of current or future business, reputational harm and/or potential claims against CGX, all of which could have an adverse effect on CGX's business, financial condition and operating results. CGX continues to enhance its efforts to mitigate these risks.

## **Dilutive Effects on Holders of Common Shares**

The Corporation expects to issue common shares and warrants that will entitle the holder thereof to purchase common shares pursuant to the subscription agreements referred to above. Accordingly, holders of common shares may suffer dilution.

## **Significant Shareholders**

Frontera holds 257,475,469 common shares representing approximately 76.97% of the issued and outstanding common shares on an undiluted basis. Frontera has the voting power to influence the outcome of all corporate transactions or other matters requiring the approval of CGX's shareholders, including a merger, a business combination or the sale of all or substantially all of CGX's assets. This influence may limit the price that investors are willing to pay for common shares or discourage third parties from making a tender offer or takeover bid to acquire any or all of the outstanding common shares. In addition, there exists the potential that Frontera may sell its common shares in the public market (commonly referred to as "market overhang"), these shares as well as any actual sales of such common shares in the public market, could adversely affect the market price of the common shares.

## **Enforcement of Civil Liabilities**

Substantially all of the assets of the Corporation are located outside of Canada and certain of the directors and officers of the Corporation are currently resident outside of Canada. As a result, it may be difficult or impossible to enforce judgments granted by a court in Canada against the assets of the Corporation or the directors and officers of the Corporation residing outside of Canada.

## **No Record of Dividends**

CGX has not paid dividends and it is unlikely to pay dividends in the foreseeable future. Any determination to pay dividends in the future will be at the discretion of the Board and will depend upon, among other things, CGX's results of operations, financial condition, contractual restrictions, capital expenditure and working capital requirements, restrictions imposed by applicable law and other factors the Board deems relevant.

## **Geographic Concentration**

CGX's assets are in the Guyana Suriname Basin in Guyana. As a result of this geographic concentration, CGX may be disproportionately exposed to the effect of regional supply and demand factors and delays or interruptions in exploration in this area caused by changes in governmental regulation, political or social conditions or weather or other localized events.

## Alternatives to and Changing Demand for Hydrocarbon Products

Fuel conservation measures, alternative fuel requirements, increasing consumer demand for alternatives to oil and natural gas, and technological advances in fuel economy and energy generation devices could reduce the demand for crude oil and other liquid hydrocarbons. The Company cannot predict the impact of changing demand for oil and natural gas products, and any major changes may have a material adverse effect on the Company's business, financial condition, results of operations and cash flows.

## Forward-Looking Statements May Prove Inaccurate

Shareholders and investor are cautioned not to place undue reliance on forward-looking statements and other future looking financial information. By their nature, forward-looking statements and information involve numerous assumptions, known and unknown risks and uncertainties, of both a general and specific nature, that could cause actual results to differ materially from those suggested by the forward-looking statements or information or contribute to the possibility that predictions, forecasts or projections will prove to be materially inaccurate.

## The Russia-Ukraine War

The Company does not have sales, production, or operations within Russia or Ukraine, and is not expected that the war will directly impact its operations. Nevertheless, the ongoing war induces greater uncertainties in global financial markets and supply chain systems, which could lead to volatility in oil prices, inflation, interest rates, financing costs, and shortage or delays for certain goods or services. The Company continues assessing its exposure.

The future performance of the Company will depend on the exploration and development of its properties in Guyana. The Company may have difficulties raising equity for the purpose of carrying out exploration and development activities with respect to its Guyana properties, particularly without excessively diluting present shareholders of the Company.

## 16. ABBREVIATIONS AND DEFINITIONS

The following abbreviations are frequently used in the Company's Quarterly Highlights.

|            |                                |            |                       |
|------------|--------------------------------|------------|-----------------------|
| <b>PPL</b> | Petroleum Prospecting Licences | <b>PAs</b> | Petroleum Agreements  |
| <b>C\$</b> | Canadian dollars               | <b>\$</b>  | U.S. dollars          |
| <b>Q</b>   | Quarter                        | <b>USD</b> | United States dollars |

## Boe Conversion

The term referred to herein in respect to barrels of oil equivalent ("boe") may be misleading, particularly if used in isolation. A boe conversion ratio of cubic feet to barrels is based on an energy equivalency conversion method primarily applicable at the burner tip and does not represent a value equivalency at the wellhead. In this MD&A we have expressed boe using the conversion standard of six thousand cubic feet ("Mcf") of gas to one barrel ("Bbl") of oil, 6.0 Mcf: 1 bbl.

February 28, 2023

*“Suresh Narine”*

Suresh Narine  
Executive Chairman and Executive Director (Guyana)

*“Daniel Sanchez”*

Daniel Sanchez  
Chief Financial Officer