



Financial Statements

For the three and nine months ended September 30, 2023

Statements of Financial Position

(unaudited)

(Thousands of Canadian dollars)	Note	Sept. 30, 2023	December 31, 2022
ASSETS			
Current assets			
Accounts receivable and accrued receivables	20	23,587	22,497
Prepaid expenses and deposits		5,468	4,416
Inventory		7,526	6,843
Derivative contracts	20	615	1,876
Total current assets		37,196	35,632
Property, plant and equipment	5, 6	384,808	361,571
Exploration and evaluation	7	13,033	13,703
Right-of-use asset	8	2,444	314
Deferred tax	11	14,305	19,691
Total assets		451,786	430,911
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current liabilities			
Accounts payable and accrued liabilities	20	44,627	37,509
Lease liability	8	488	320
Decommissioning obligation	10	3,848	3,848
Deferred share unit liability	14	388	754
Total current liabilities		49,351	42,431
Bank debt	9	40,764	29,210
Lease liability	8	2,047	-
Decommissioning obligation	10	73,968	86,211
Total long-term liabilities		116,779	115,421
Total liabilities		166,130	157,852
Shareholders' equity			
Share capital	12	266,510	263,280
Contributed surplus	14	18,507	18,237
Retained earnings (Deficit)		639	(8,458)
Total shareholders' equity		285,656	273,059
Total liabilities and shareholders' equity		451,786	430,911

Commitments 21

The above Statements of Financial Position should be read in conjunction with the accompanying notes.

On behalf of the Board of Directors:

(signed) "Steve Nikiforuk"
 Steve Nikiforuk
 Director

(signed) "Doug Bartole"
 Doug Bartole
 Director

Statements of Profit and Comprehensive Income

(unaudited)

(Thousands of Canadian dollars, except per share amounts)	Note	Three Months Ended September 30		Nine Months Ended September 30	
		2023	2022	2023	2022
Oil and natural gas sales	16	46,672	56,985	131,735	180,429
Royalties		(5,387)	(10,607)	(16,178)	(28,017)
Revenue		41,285	46,378	115,557	152,412
Gain (loss) on derivative contracts	16	(246)	2,528	1,793	(6,524)
Revenue and gain on derivative contracts		41,039	48,906	117,350	145,888
Operating expenses		12,677	10,946	36,343	30,660
Transportation expenses		698	888	2,190	2,802
Exploration and evaluation expenses	7	907	-	1,064	-
General and administrative expenses	17	2,511	2,419	7,811	7,041
Share-based compensation	14	841	445	2,594	1,348
Depletion and depreciation	5	11,887	11,270	34,904	31,335
Finance expenses	18	2,296	1,549	5,931	5,296
Transaction and integration costs		-	-	-	291
Total expenses		31,817	27,517	90,837	78,773
Profit before tax		9,222	21,389	26,513	67,115
Deferred income tax expense	11	1,715	6,037	5,386	3,955
Profit and comprehensive income		7,507	15,352	21,127	63,160
PROFIT PER COMMON SHARE					
Basic	15	0.08	0.18	0.24	0.73
Diluted	15	0.08	0.17	0.23	0.69

The above Statements of Profit and Comprehensive Income should be read in conjunction with the accompanying notes.

Statements of Changes in Equity

(unaudited)

(Thousands of Canadian dollars, except share amounts)	Note	Number of Common Shares (net of shares in trust)	Share capital	Contributed surplus	Deficit	Total shareholders' equity
Balance at December 31, 2021		86,214,751	262,524	16,580	(89,740)	189,364
Share-based compensation	14	-	-	1,022	-	1,022
Option exercises	14	935,550	1,366	(414)	-	952
Profit for the period		-	-	-	63,160	63,160
Balance at September 30, 2022		87,150,301	263,890	17,188	(26,580)	254,498

Balance at December 31, 2022		86,952,601	263,280	18,237	(8,458)	273,059
Share-based compensation	14	-	-	3,068	-	3,068
Option exercises	14	3,965,500	4,744	(1,474)	-	3,270
Profit for the period		-	-	-	21,127	21,127
Dividends	13	-	-	-	(12,030)	(12,030)
Shares purchased and held in trust	12, 14	(920,600)	(2,395)	-	-	(2,395)
Shares released from trust on vesting of share awards	12, 14	389,763	1,376	(1,376)	-	-
Repurchase of common shares	12	(90,000)	(495)	52	-	(443)
Balance at September 30, 2023		90,297,264	266,510	18,507	639	285,656

The above Statements of Changes in Equity should be read in conjunction with the accompanying notes.

Statements of Cash Flows

(unaudited)

(Thousands of Canadian dollars)	Note	Three Months Ended September 30		Nine Months Ended September 30	
		2023	2022	2023	2022
Cash flows provided by (used in):					
OPERATING ACTIVITIES					
Profit for the period		7,507	15,352	21,127	63,160
Non-cash items:					
Depletion and depreciation	5	11,887	11,270	34,904	31,335
Unrealized (gain) loss on derivative contracts	16	1,701	(3,042)	1,261	(178)
Accretion on decommissioning obligation	10	740	244	2,186	1,277
Share-based compensation	14	722	371	2,314	694
Exploration expense	7	907	-	1,064	-
Deferred income tax expense	11	1,715	6,037	5,386	3,955
Decommissioning expenditures	10	(552)	(746)	(1,677)	(2,046)
Funds flow		24,627	29,486	66,565	98,197
Net change in non-cash working capital	19	(385)	3,288	(6,749)	(4,830)
Net cash flow provided by operating activities		24,242	32,774	59,816	93,367
FINANCING ACTIVITIES					
Principal portion of finance lease payments	8	8	(79)	(287)	(267)
Proceeds from exercise of stock options		1,033	9	3,270	952
Dividends	13	(4,045)	-	(12,030)	-
Shares purchased and held in trust	12	(1,270)	-	(2,395)	-
Repurchase of common shares	12	-	-	(443)	-
Increase (decrease) in bank debt	9	(4,861)	(13,576)	11,554	(40,486)
Net cash flow (used in) financing activities		(9,135)	(13,646)	(331)	(39,801)
INVESTING ACTIVITIES					
Capital expenditures – Property, plant and equipment	5	(27,441)	(24,511)	(69,767)	(63,697)
Capital expenditures – Exploration and evaluation	7	(18)	(31)	(67)	(257)
Property dispositions (acquisitions)	5	-	-	(327)	1
Corporate acquisitions, net of cash acquired	5	-	(89)	-	(501)
Net change in non-cash working capital	19	12,352	5,503	10,676	10,888
Net cash flow (used in) investing activities		(15,107)	(19,128)	(59,485)	(53,566)
Increase (decrease) in cash and cash equivalents		-	-	-	-
Cash and cash equivalents, beginning of the period		-	-	-	-
Cash and cash equivalents, end of the period		-	-	-	-
Interest paid in cash		1,557	1,299	3,746	3,999

The above Statements of Cash Flows should be read in conjunction with the accompanying notes.

Notes to the Financial Statements

(unaudited)

SEPTEMBER 30, 2023 AND SEPTEMBER 30, 2022

(Tabular amounts in thousands of Canadian dollars, unless otherwise stated)

1. CORPORATE INFORMATION

InPlay Oil Corp. (“**InPlay**” or the “**Company**”) is actively engaged in the acquisition, exploration and development of petroleum and natural gas properties, and the production and sale of crude oil, natural gas and natural gas liquids. InPlay is a publicly traded company incorporated and domiciled in Alberta, Canada. InPlay’s common shares are listed on the Toronto Stock Exchange (the “**TSX**”) and trade under the symbol IPO. InPlay’s corporate office is located at 2000, 350 - 7th Avenue SW, Calgary, Alberta, its registered office is located at 2400, 525 - 8th Avenue SW, Calgary, Alberta, and its petroleum and natural gas operations are located in the Province of Alberta.

2. BASIS OF PRESENTATION

Compliance with IFRS

These condensed financial statements comply with International Financial Reporting Standards (“**IFRS**”) and International Accounting Standards (“**IAS**”) as issued by the International Accounting Standards Board (“**IASB**”), applicable to the preparation of interim financial statements, including IAS 34 Interim Financial Reporting. Certain disclosures included in the notes to the annual financial statements have been condensed in the following note disclosures or have been disclosed on an annual basis only. Accordingly, these condensed unaudited interim financial statements should be read in conjunction with the audited annual financial statements as at and for the year ended December 31, 2022.

The financial statements were approved and authorized for issuance by the Board of Directors on November 8, 2023.

In preparing these condensed unaudited interim financial statements, the basis of presentation made by management in applying the Company’s accounting policies and key sources of estimation uncertainty were the same as those that applied to the audited financial statements as at and for the year ended December 31, 2022.

3. SUMMARY OF ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

In preparing these condensed unaudited interim financial statements, the accounting policies made by management in applying the Company’s accounting policies and key sources of estimation uncertainty were the same as those that applied to the audited financial statements as at and for the year ended December 31, 2022, except as noted below.

Changes in accounting policies

The following accounting policy was adopted during the nine months ended September 30, 2023.

(i) IAS 12 “Income Taxes”

The Company has adopted, as of January 1, 2023, the amendments to IAS 12 Income Taxes as issued by the IASB in May 2021. These amendments require entities to recognize deferred tax on transactions that, on initial recognition, give rise to equal amounts of taxable and deductible

temporary differences. The impact of this amendment did not have a material impact on the Company's financial statements.

Future accounting pronouncements not yet adopted

The Company has reviewed the following reporting and accounting standard that has been issued, but is not yet effective:

(i) IAS 1 "Presentation of Financial Statements"

In January 2020, the IASB issued amendments to IAS 1 Presentation of Financial Statements ("IAS 1"), to clarify its requirements for the presentation of liabilities as current or non-current in the statement of financial position. This will be effective on January 1, 2024. The impact of this amendment is currently being assessed by the Company.

In October 2022, the IASB issued amendments to IAS 1, which specify the classification and disclosure of a liability with covenants. This will be effective on January 1, 2024. The impact of this amendment is not expected to have a material impact on the Company's financial statements.

4. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of financial statements requires management to use judgment in applying its accounting policies and estimates and assumptions about the future that affect the reported amounts of assets, liabilities, revenues and expenses. Actual results may differ from these estimates.

In preparing these condensed unaudited interim financial statements, the methods of computation and significant judgements, estimates and assumptions made by management in applying the Company's accounting policies and key sources of estimation uncertainty were the same as those that applied to the audited financial statements as at and for the year ended December 31, 2022.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

5. PROPERTY, PLANT AND EQUIPMENT

Cost (\$'000s)	Total
Balance at December 31, 2021	612,494
Additions	77,962
Additions/revisions to decommissioning obligation	(20,038)
Dispositions	(2)
Corporate acquisitions	180
Balance at December 31, 2022	670,596
Additions	70,520
Additions/revisions to decommissioning obligation	(12,752)
Balance at September 30, 2023	728,364
Accumulated Depletion & Impairment (\$'000s)	Total
Balance at December 31, 2021	266,080
Depletion and depreciation ⁽¹⁾	42,945
Balance at December 31, 2022	309,025
Depletion and depreciation ⁽¹⁾	34,531
Balance at September 30, 2023	343,556

⁽¹⁾ Excludes \$0.4 million of depreciation relating to Right-of-use assets (December 31, 2022: \$0.3 million).

Net book value (\$'000s)	Total
At December 31, 2022	361,571
At September 30, 2023	384,808

For the nine months ended September 30, 2023, additions to property, plant and equipment included capitalized general and administrative expenses of \$1.4 million (September 30, 2022: \$1.3 million) and costs related to share-based compensation of \$0.8 million (September 30, 2022: \$0.3 million). Future development costs in the amount of \$481 million were included in the depletion calculation for the three months ended September 30, 2023 (September 30, 2022: \$438 million).

6. IMPAIRMENT

At September 30, 2023 there were no indicators of impairment. As of December 31, 2022, all previously recorded impairments had been fully reversed.

7. EXPLORATION AND EVALUATION

(\$'000s)	September 30, 2023	December 31, 2022
Opening balance	13,703	14,496
Additions	67	289
Acquisitions	327	-
Transfers to exploration and evaluation expense	(1,064)	(1,082)
Ending balance	13,033	13,703

At September 30, 2023, the Company evaluated its remaining Exploration and evaluation assets for indicators of any potential impairment. As a result of this assessment, no indicators were identified and no additional impairment was recorded relating to the Company's Exploration and evaluation assets.

8. LEASES

8(a) Right-of-use asset

(\$'000s)	September 30, 2023	December 31, 2022
Opening balance	314	573
Additions	2,502	89
Depreciation	(372)	(348)
Ending balance	2,444	314

8(b) Lease liability

The following table details the movement in lease liabilities for the nine months ended September 30, 2023.

(\$'000s)	Total
Balance at December 31, 2021	578
Additions	89
Repayments	(372)
Interest	25
Balance at December 31, 2022	320
Additions	2,502
Repayments	(550)
Interest	263
Balance at September 30, 2023	2,535
Expected to be incurred within one year	488
Expected to be incurred beyond one year	2,047

The Company does not have any lease contracts that are entered into by a joint arrangement, or on behalf of the joint arrangement, at September 30, 2023.

9. BANK DEBT

(\$'000s)	September 30, 2023	December 31, 2022
Credit Facility	40,764	29,210
Total Bank Debt	40,764	29,210

On June 14, 2023, the Company renewed its senior credit facility (the "**Credit Facility**"). The Credit Facility has a borrowing base of \$110 million and consists of a \$95 million revolving line of credit and a \$15 million operating line of credit. The Credit Facility has a term out date of June 30, 2024, and if not extended, additional advances would not be permitted and any outstanding advances would become repayable one year later on June 30, 2025. The Credit Facility is secured by a floating charge debenture of \$150 million and a general security agreement on the assets of the Company. At September 30, 2023, the Company had drawn \$40.8 million on the Credit Facility. There are standard reporting covenants under the Credit Facility and no financial covenants. The Company was in compliance with these standard reporting covenants as at September 30, 2023.

Under the Credit Facility, advances can be drawn as prime rate loans and bear interest at the bank's prime lending rate plus interest rates between 2.00% and 5.50%. Advances may also be drawn as banker's acceptances, SOFR loans, and letters of credit, subject to Canadian interest benchmark rates plus margins ranging from 3.00% to 6.50%. These interest rates, fees and margins vary based on adjusted debt to earnings metrics determined at each quarter end for the preceding 12 months.

The available lending limit of the Credit Facility is scheduled for semi-annual renewal on or before November 30, 2023 and is based on the Lenders' interpretation of the Company's oil and natural gas reserves and future commodity prices. There can be no assurance that the amount or terms of the Credit Facility will not be adjusted at the next semi-annual review. In the event that the lenders reduce the borrowing base under the Credit Facility below the amount drawn at the time of the redetermination, the Company would have 60 days to eliminate any borrowing base shortfall by repaying the amount drawn in excess of the re-determined borrowing base or by providing additional security or other consideration satisfactory to the lenders. Repayments of principal are not required provided that the borrowings under

the Credit Facility do not exceed the authorized borrowing amount and the Company is in compliance with all covenants, representations and warranties.

10. DECOMMISSIONING OBLIGATION

(\$'000s)	September 30, 2023	December 31, 2022
Opening balance	90,059	111,594
Provisions incurred	782	807
Provisions settled	(1,677)	(3,012)
Change in estimates	(13,534)	(19,337)
Accretion expense	2,186	1,516
Government grants	-	(1,509)
Ending balance	77,816	90,059
Expected to be incurred within one year	3,848	3,848
Expected to be incurred beyond one year	73,968	86,211

The Company used an inflation rate of 2.5% per annum (December 31, 2022 – 2.5%) until settlement of the decommissioning obligation, which is assumed to occur over the next 7 to 51 years, to determine the future estimated cash flows. The net present value of the future estimated cash flows have been determined using risk-free discount rates of 3.8% to 4.1% depending on the estimated timing of the future settlement of the obligations (December 31, 2022 – 3.2% to 3.3%). The total inflation adjusted undiscounted amount of estimated future cash flows required to settle the decommissioning obligation at September 30, 2023 was approximately \$226.9 million (December 31, 2022 - \$228.9 million). The total uninflated undiscounted amount of estimated future cash flows required to settle the decommissioning obligation at September 30, 2023 was approximately \$109.7 million (December 31, 2022 - \$110.4 million).

11. INCOME TAX

The following table reconciles the income tax expense calculated using the statutory tax rates to the income tax expense (recovery) per the statement of profit and comprehensive income:

(\$'000s)	Three Months Ended September 30		Nine Months Ended September 30	
	2023	2022	2023	2022
Profit before tax	9,222	21,389	26,513	67,115
Expected income tax rate	23%	23%	23%	23%
Expected income tax expense	2,121	4,919	6,098	15,436
Increase (decrease) in income taxes resulting from:				
Non-taxable permanent differences – stock based comp.	76	153	189	247
Other	1	7	11	9
Change in opening tax pools	-	-	109	48
Revaluation of deferred tax asset	(483)	958	(1,021)	(11,785)
Deferred income tax expense	1,715	6,037	5,386	3,955

The following gross deductions are available for deferred income tax purposes:

(\$'000s)	September 30, 2023	December 31, 2022
Non-capital loss carryforward balances	98,265	103,705
Share issue costs	556	675
Canadian Exploration Expenses (CEE)	64,773	64,773
Canadian Development Expenses (CDE)	100,145	83,381
Canadian Oil and Gas Property Expenses (COGPE)	104,799	113,296
Undepreciated Capital Cost (UCC)	45,572	42,989
Total	414,110	408,819

The Company's non-capital losses will begin to expire between 2033 and 2042. With the exception of the temporary differences related to the derivative contract gain, the Company does not expect any deferred tax assets or liabilities to reverse within the next twelve months.

The Company recognized deferred tax assets to the extent that it is probable that the future benefit will be realized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized. As a result of changes in future cashflows, deferred income tax expense was credited by \$1.0 million during the nine months ended September 30, 2023 (September 30, 2022 - \$11.8 million) with a corresponding impact to the deferred tax asset. At September 30, 2023, the Company had \$8.4 million of unrecognized deferred tax asset (December 31, 2022 - \$10.3 million).

12. SHARE CAPITAL

Outstanding share capital consists of an unlimited number of voting common shares.

	Number of Common Shares (net of shares in trust)	Amount (\$'000s)
Balance at December 31, 2021	86,214,751	262,524
Issued on exercise of options	935,550	1,366
Shares purchased and held in trust	(97,300)	(304)
Repurchase of common shares	(100,400)	(306)
Balance at December 31, 2022	86,952,601	263,280
Issued on exercise of options	3,965,500	4,744
Shares purchased and held in trust	(920,600)	(2,395)
Shares released from trust on vesting of share awards	389,763	1,376
Repurchase of common shares	(90,000)	(495)
Balance at September 30, 2023	90,297,264	266,510

On October 13, 2022, the Company announced that the Toronto Stock Exchange ("TSX") had accepted the notice of the Company's intention to commence a Normal Course Issuer Bid ("NCIB"). Pursuant to the NCIB, the Company is permitted to purchase up to 6,467,875 common shares representing approximately 10% of its public float as at October 7, 2022 over a twelve month period commencing October 17, 2022. During the nine months ended September 30, 2023, the Company purchased 90,000 common shares for cancellation at an average price of \$2.68 per common share.

13. DIVIDENDS

The Company's Board of Directors approved the implementation of a monthly base cash dividend of \$0.015 per share commencing in November 2022 which resulted in the payment of \$12.0 million in dividends during the nine months ended September 30, 2023 (December 31, 2022 - \$2.6 million).

Subsequent to September 30, 2023, the Board of Directors approved and declared monthly cash dividends of \$0.015 per share, designated as eligible dividends, payable to shareholders of record on October 16, 2023 and November 15, 2023. The dividend payment date for these dividends is October 31, 2023 and November 30, 2023.

14. SHARE-BASED COMPENSATION

14(a) Stock option plan

The Company has an incentive stock option plan pursuant to which options to purchase common shares may be granted to directors, officers, employees and service providers of the Company. The aggregate number of stock options that may be granted at any time under the plan shall not exceed 10% of the aggregate number of issued and outstanding common shares. The exercise price, terms of vesting and expiry date of stock options are fixed by the directors of the Company at the time of grant. All outstanding stock options vest over a three year period, or otherwise in accordance with the stock option plan, and expire five years from the date of grant. Share-based compensation expense associated with options is determined based on the fair value of the award at grant date and is recognized over the vesting period using a graded vesting approach. The directors of the Company may amend, alter or revise the terms and conditions of the stock option plan or of any outstanding stock options, subject to the terms of the plan.

	Number of options	Weighted avg. remaining life (years)	Weighted avg. exercise price
Outstanding at December 31, 2021	6,826,800	3.04	0.98
Granted during the year	590,200	4.61	3.33
Exercised during the year	(935,550)	1.85	1.02
Expired during the year	(90,000)	-	1.98
Forfeited during the year	(63,000)	4.33	1.83
Outstanding at December 31, 2022	6,328,450	2.44	1.17
Granted during the period	542,430	4.69	2.53
Exercised during the period	(3,965,500)	1.47	0.83
Forfeited during the period	(2,500)	2.29	0.35
Outstanding at September 30, 2023	2,902,880	3.09	1.89
Exercisable at September 30, 2023	1,268,933	1.18	1.48

Share-based compensation in the amount of \$0.3 million and \$0.8 million was recognized in the three and nine months ended September 30, 2023 (three months ended September 30, 2022 - \$0.2 million; nine months ended September 30, 2022 - \$0.5 million) relating to stock options, in addition to \$0.1 million (September 30, 2022 - \$0.1 million) of capitalized stock based compensation recognized for three months ended September 30, 2023, all with a corresponding credit to contributed surplus.

The fair value of each stock option granted in the three and nine months ended September 30, 2023 and September 30, 2022 is estimated on the date of grant using the Black-Scholes option pricing model with the following weighted average assumptions:

	Three Months Ended September 30		Nine Months Ended September 30	
	2023	2022	2023	2022
Risk free interest rate	4.15%	3.25%	3.76%	3.19%
Expected volatility	88%	104%	91%	104%
Expected life	3.5 years	3.5 years	3.5 years	3.5 years
Dividend yield	7%	Nil	7%	Nil
Expected forfeiture rate	Nil	Nil	Nil	Nil
Stock price on grant date	\$2.69	\$3.44	\$2.59	\$3.41
Fair value per option	\$1.23	\$2.37	\$1.18	\$2.35

14(b) Deferred share unit (“DSU”) plan

The Company has implemented a deferred share unit plan under which DSUs may be granted to non-employee directors of the Company. All outstanding DSUs vest evenly over a three year period. Awards are settled in cash at each vesting date and the value is determined by the Company’s share price on the vesting date.

	Number of DSUs
Outstanding at December 31, 2021	541,012
Granted during the year	63,900
Vested during the year	(247,003)
Outstanding at December 31, 2022	357,909
Vested during the period	(168,303)
Outstanding at September 30, 2023	189,606

Cash payments in the amount of \$0.7 million (September 30, 2022 - \$0.6 million) were made during the nine months ended September 30, 2023 relating to DSUs vesting during the period. Share-based compensation in the amount of \$0.1 million and \$0.3 million was recognized in the three and nine months ended September 30, 2023 (three months ended September 30, 2022 - \$0.1 million; nine months ended September 30, 2022 - \$0.7 million) relating to DSUs, with a corresponding credit to Deferred share unit liability.

14(c) Restricted and Performance Award Incentive Plan

In 2022, the Company implemented a Restricted and Performance Award Incentive Plan (“RPAP”) under which Restricted Awards (“RAs”) and Performance Awards (“PAs”) may be granted to directors, officers, employees, consultants or other service providers of the Company. Each RA and PA entitles the holder to an award value vesting evenly over a three year period. The award value of PAs is adjusted for a payout multiplier which can range from 0.0 to 2.0 and is dependent on the performance of the Company relative to pre-defined corporate performance measures for a particular period. A payout multiplier of 1.0 was approved by the Board of Directors for the first annual vesting of PAs granted in 2022. The corporate performance measures are based upon certain financial and operating results of the Company as pre-determined by the Board, including shareholder returns relative to the Company’s peer group, leverage ratios, adjusted funds flow per share in excess of capital expenditures, reserve recycle ratios, production per share growth and execution of the Company’s corporate strategy. The Company, at its discretion, is eligible to settle the award value of vesting RAs and PAs either in cash or in common shares acquired by an independent trustee in the open market. The RPAP includes a value make whole provision to all RA and PA holders when dividends are issued to shareholders. The dividend equivalent provision compensates RA and PA holders with additional RAs or PAs equal to the value of the dividends paid on a per unit basis on the dividend payment date.

	Number of RAs	Number of PAs
Outstanding at December 31, 2021	-	-
Granted during the year	735,749	428,710
Outstanding at December 31, 2022	735,749	428,710
Granted during the period	714,095	489,700
Dividend make-whole adjustment	52,817	31,334
Vested during the period	(238,881)	(150,882)
Forfeited during the period	(55,897)	(33,438)
Outstanding at September 30, 2023	1,207,883	765,424

For the nine months ended September 30, 2023, the independent trustee purchased 920,600 common shares for a total cost of \$2.4 million and as at September 30, 2023, the trustee held 628,137 common shares in trust. Share-based compensation in the amount of \$0.4 million and \$1.6 million was recognized in the three and nine months ended September 30, 2023 (three months ended September 30, 2022 - \$0.2 million; nine months ended September 30, 2022 - \$0.2 million) relating to RAs and PAs, in addition to \$0.2 million (September 30, 2022 - \$0.1 million) of capitalized stock based compensation recognized for the three months ended September 30, 2023, all with a corresponding credit to contributed surplus.

For the nine months ended September 30, 2023, upon the vesting and settlement of 238,881 (September 30, 2022 - nil) RAs and 150,882 (September 30, 2022 - nil) PAs, when taking into account the earned multipliers for PAs, 389,763 (September 30, 2022 - nil) common shares were released from trust.

15. PROFIT PER COMMON SHARE

(\$'000s, except per share amounts)	Three Months Ended September 30		Nine Months Ended September 30	
	2023	2022	2023	2022
Profit for the period	7,507	15,352	21,127	63,160
Weighted average number of common shares (basic)	89,298,526	87,139,344	88,672,683	86,824,199
Weighted average number of common shares (diluted) ⁽¹⁾⁽²⁾	90,820,014	91,157,267	90,209,814	91,004,595
Basic profit per share	0.08	0.18	0.24	0.73
Diluted profit per share	0.08	0.17	0.23	0.69

⁽¹⁾ A total of 1,114,630 options are excluded from the per share calculations for the three months ended September 30, 2023 as they are anti-dilutive (three months ended September 30, 2022 - 472,200 options). A total of 1,114,630 options are excluded from the per share calculations for the nine months ended September 30, 2023 as they are anti-dilutive (nine months ended September 30, 2022 - 472,200 options).

⁽²⁾ The impact of the 628,137 shares held in trust are included in the per share calculations for the three and nine months ended September 30, 2023 as they are dilutive (three and nine months ended September 30, 2022 - nil).

16. REVENUE AND DERIVATIVE CONTRACTS

(\$'000s)	Three Months Ended September 30		Nine Months Ended September 30	
	2023	2022	2023	2022
Oil sales	35,836	39,439	99,927	124,579
NGL sales	4,783	6,500	13,663	19,386
Natural Gas sales	6,053	11,046	18,145	36,464
Total	46,672	56,985	131,735	180,429

Changes in fair value of derivative contracts				
Realized gain (loss) on derivative contracts	1,455	(514)	3,054	(6,702)
Unrealized gain (loss) on derivative contracts	(1,701)	3,042	(1,261)	178
Gain (loss) on derivative contracts	(246)	2,528	1,793	(6,524)

17. GENERAL AND ADMINISTRATIVE EXPENSES

(\$'000s)	Three Months Ended September 30		Nine Months Ended September 30	
	2023	2022	2023	2022
Gross general and administrative	3,112	2,998	9,742	8,786
Capitalized G&A and recoveries	(601)	(579)	(1,931)	(1,745)
General and administrative expense	2,511	2,419	7,811	7,041

18. FINANCE EXPENSE

(\$'000s)	Three Months Ended September 30		Nine Months Ended September 30	
	2023	2022	2023	2022
Interest expense (Credit Facility and other)	1,341	1,299	3,482	3,999
Interest expense (Lease liabilities)	215	6	263	20
Accretion on decommissioning obligation	740	244	2,186	1,277
Finance expense	2,296	1,549	5,931	5,296

19. SUPPLEMENTAL CASH FLOW INFORMATION

Net change in non-cash working capital is comprised of:

(\$'000s)	Three Months Ended September 30		Nine Months Ended September 30	
	2023	2022	2023	2022
Source (use) of cash				
Accounts receivable and accruals	(4,199)	7,417	(1,090)	(4,452)
Prepaid expenses, deposits and inventory	3,000	(1,808)	(1,735)	(3,029)
Accounts payable and accruals	13,048	3,109	7,118	13,385
Deferred share unit liability	118	73	(366)	154
	11,967	8,791	3,927	6,058
Related to operating activities	(385)	3,288	(6,749)	(4,830)
Related to investing activities	12,352	5,503	10,676	10,888
	11,967	8,791	3,927	6,058

20. FINANCIAL INSTRUMENTS AND CAPITAL MANAGEMENT

The Company has exposure to credit, liquidity and market risk from its use of financial instruments. This note presents information about the Company's exposure to these risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital. Further quantitative disclosures are included throughout these financial statements.

Management of InPlay has overall responsibility for identifying the principal risks of the Company and ensuring the policies and procedures are in place to appropriately manage these risks. InPlay's management identifies, analyzes and monitors risks and considers the implication of the market condition in relation to the Company's activities.

20(a) Fair value of financial instruments

Financial instruments comprise cash and cash equivalents, accounts receivable and accrued receivables, derivative contracts, accounts payable and accrued liabilities, lease liabilities and bank debt.

The carrying amounts for cash and cash equivalents, accounts receivable and accrued receivables, and accounts payable and accrued liabilities are reasonable approximations of their respective fair values due to the short-term maturities of those instruments. Lease liabilities carrying amount is a reasonable approximation of its fair value as it is present valued at the discount rate implicit in the lease or the Company's incremental borrowing rate. Bank debt's carrying amount is also a reasonable approximation of its fair value as it is variable rate debt with similar terms to what would be available as of the statement of financial position date.

The Company classified the fair value of its financial instruments measured at fair value according to the following hierarchy based on the nature of inputs used to value the instrument:

- Level 1 – observable inputs such as quoted prices in active markets;
- Level 2 – inputs, other than the quoted market prices in active markets, which are observable, either directly and/or indirectly; and
- Level 3 – one or more of the significant inputs is not based on observable market data exists.

The fair values of the derivative contracts used for risk management as at September 30, 2023 and December 31, 2022 were measured using level 2 observable inputs, including quoted prices received from financial institutions based on published forward price curves as at the measurement date, using the remaining contracted oil and natural gas volumes.

During the nine months ended September 30, 2023 and September 30, 2022, there were no transfers between level 1, level 2 and level 3 classified assets and liabilities.

20(b) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from joint operations partners and petroleum and natural gas customers.

Receivables from petroleum and natural gas marketers are normally collected on the 25th day of the month following production. When production is not taken in kind payment comes from the common stream operator and facility operator in which payment is typically received on the 25th day of the month following production. InPlay's approach to mitigate credit risk associated with these balances is to maintain marketing relationships with large, established and reputable customers, common stream operators and facility operators that are considered to be creditworthy. InPlay has not experienced any collection issues with its current common stream and facility operators.

Joint operations receivables are typically collected within two to three months of the joint operations billing being issued to the partner. InPlay mitigates collection risk from joint operations receivables by obtaining partner approval of significant capital and operating expenditures prior to expenditure and, in certain circumstances, may collect cash deposits in advance of incurring financial obligations on behalf of joint operations partners. Joint operations receivables are from partners in the petroleum and natural gas industry who are subject to the risks and conditions of the industry. Significant changes in industry conditions and risks that negatively impact partners' ability to generate cash flow will increase the risk of not collecting joint operations receivables.

The Company does not typically obtain collateral from oil and natural gas customers or joint interest partners; however, the Company does have the ability to withhold production from joint interest partners in the event of non-payment. In addition, the Company has approximately \$2.0 million in amounts owing to oil and natural gas customers or joint interest partners that could be withheld if collection issues were to occur.

Trade and other receivables are non-interest bearing and are generally on 25 to 90 day terms. The Company's expected credit loss as at September 30, 2023 was \$0.5 million (December 31, 2022 - \$0.5 million).

In determining the recoverability of trade and other receivables, InPlay considers the type and age of the outstanding receivables, the credit risk of the counterparties, and the recourse available to InPlay. The maximum exposure to credit risk for accounts receivable and accruals, net of expected credit loss at the reporting date by type of customer was:

Carrying Amount (\$'000s)	September 30, 2023	December 31, 2022
Oil and natural gas customers	16,207	19,288
Joint operations partners	3,621	1,573
Accruals & Other	3,759	1,636
Total	23,587	22,497

The Company applies the simplified approach to providing for expected credit losses as prescribed by IFRS 9, which permits the use of lifetime expected loss provision for all accounts receivable and accrued receivables. The expected credit losses below also incorporate forward looking information.

As of September 30, 2023 and December 31, 2022, the Company's accounts receivable and accrued receivables was aged as follows:

Aging (\$'000s)	September 30, 2023	December 31, 2022
0 – 30 days	19,016	21,490
30- 90 days	3,548	787
Greater than 90 days	1,506	703
Expected credit loss	(483)	(483)
Total	23,587	22,497

The Company considers amounts outstanding greater than 90 days to be past due. Receivables normally collectible within 30 to 60 days can take longer as information requests and timing can come into effect in dealing with receivables from joint venture partners. At September 30, 2023 \$1.5 million (December 31, 2022 - \$0.7 million) in receivables were over 90 days due and considered past due.

Cash and cash equivalents, when held, consist of cash bank balances and short-term deposits which all mature in less than 90 days. InPlay only invests cash and enters into short-term deposits and derivative contracts with large established Canadian banks and avoids complex investment vehicles with higher risk.

20(c) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's objective is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due.

To achieve this objective, the Company prepares annual capital expenditure budgets, which are regularly monitored and updated as considered necessary. The Company uses authorizations for expenditures on both operated and non-operated projects to further manage capital expenditures.

To provide capital when needed, the Company has a \$110 million Credit Facility which is reviewed semi-annually by its lenders. The Credit Facility is described further in note 9.

The Company also attempts to match its payment cycle with collection of oil and natural gas revenue on the 25th of each month.

The following are the contractual maturities of non-derivative financial liabilities at September 30, 2023:

(\$'000s)	2023	2024	2025
Non-derivative financial liabilities:			
Accounts payable and accrued liabilities	44,627	-	-
Bank loans – principal ⁽¹⁾	-	-	40,764
Bank loans – interest ⁽²⁾	1,112	4,450	2,225
Total	45,739	4,450	42,989

⁽¹⁾ Assumes the Credit Facility is not renewed on June 30, 2024, whereby outstanding balances become due one year later on June 30, 2025.

⁽²⁾ Assumes interest is incurred on bank debt outstanding on the Credit Facility at September 30, 2023 at the Company's effective interest rate during the current quarter and the principal balance is repaid June 30, 2025.

The following table shows the break-down of the Company's accounts payable and accrued liabilities:

Carrying Amount (\$'000s)	September 30, 2023	December 31, 2022
Trade payables ⁽³⁾	28,715	27,296
Joint operations partners	2,891	3,499
Accruals ⁽⁴⁾	13,021	6,714
Total	44,627	37,509

⁽³⁾ Includes all payables related to operations, including royalties payable.

⁽⁴⁾ Accruals include amounts for goods and services that have been received or supplied but have not been paid, invoiced or formally agreed with the supplier as of the reporting date. These accruals relate to both operating and capital activities.

20(d) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: foreign currency risk, commodity price risk and interest rate risk. The Company is exposed to market risks resulting from fluctuations in commodity prices, foreign exchange rates and interest rates in the normal course of operations. Derivative instruments may be used to reduce exposure to these risks.

(i) Foreign currency exchange rate risk

The Company is exposed to the risk that the fair value of future cash flows will fluctuate as a result of changes in foreign exchange rates. While substantially all of the Company's sales are denominated in Canadian dollars, the market prices in Canada for oil and natural gas are impacted by changes in the exchange rate between the Canadian dollar and the United States dollar. The Company had no forward exchange rate contracts in place as at September 30, 2023.

(ii) Commodity price risk

The Company is exposed to the risk that the fair value of future cash flows will fluctuate as a result of changes in commodity prices. The reference price for buyers and sellers of crude oil relevant to the Company's oil sales is West Texas Intermediate at Cushing, Oklahoma, USA ("WTI"), and the reference price for buyers and sellers of natural gas includes deals that are conducted anywhere within TransCanada's Alberta, Canada System, otherwise known as NOVA ("AECO"). Commodity prices for petroleum and natural gas are impacted by not only the relationship between the Canadian and United States dollar, as outlined above, but also world

economic events and North American processing and supply considerations that influence the levels of supply and demand.

InPlay manages the risks associated with changes in commodity prices by entering into financial derivative risk management contracts. The Company does not apply hedge accounting for these contracts. The Company does not enter into commodity contracts other than to manage the risk of commodity price fluctuation from the Company's expected commodity sales.

At September 30, 2023 the following commodity-based derivative contracts were outstanding and recorded at estimated fair value.

Type of contract: swap (natural gas pricing AECO):

Currency denomination	Volume (GJ/day)	Average swap price	Term	Fair value (\$'000s CAD)
Canadian dollar	12,500	3.73 /GJ	April 1, 2023 – October 31, 2023	\$534

Type of contract: costless collar⁽¹⁾ (natural gas pricing AECO):

Currency denomination	Volume (GJ/day)	Bought put price	Sold call price	Term	Fair value (\$'000s CAD)
Canadian dollar	2,500	2.75/GJ	4.68/GJ	Nov. 1, 2023 – March 31, 2024	\$81

⁽¹⁾ Costless collar indicates InPlay concurrently bought put and sold call options at strike prices such that the costs and premiums received offset each other, thereby completing the derivative contracts on a costless basis.

The estimated fair value of the financial option contracts has been determined on the amounts the Company would receive or pay for another party to assume the contracts. At September 30, 2023, the Company estimates that it would receive \$0.6 million to terminate these contracts.

An increase or decrease of \$0.25 per Mcf AECO of natural gas would decrease the fair value of derivative contracts by \$0.05 million and increase the fair value of derivative contracts by \$0.3 million respectively as at September 30, 2023.

The fair value of the financial commodity risk management contracts at September 30, 2023 was an asset of \$0.6 million (December 31, 2022 – liability of \$1.9 million).

(iii) Interest rate risk

The Company is exposed to the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company's primary exposure is related to its floating interest rate credit facility. The Company estimates that an increase or decrease of 1% in interest rates would result in a change in total annual interest expense on bank debt by approximately \$0.1 million for the three months ended September 30, 2023 (September 30, 2022 - \$0.1 million).

20(e) Capital management

The Company's policy is to maintain a strong capital base for the objectives of maintaining financial flexibility which will allow it to execute an acquisition or to execute on its capital investment program, provide creditor and market confidence and to sustain the future development of the business.

At September 30, 2023, InPlay's capital structure includes shareholders' equity, bank debt and accounts payable and accrued liabilities less accounts receivable and accrued receivables, prepaid expenses and deposits and inventory. The Company manages its capital structure by continually monitoring its business conditions, including: changes in economic conditions, the risk profile of its drilling inventory, the efficiencies of past investments, the efficiencies of forecast investments and the timing of such investments, the forecast commodity prices and resulting cash flows.

InPlay's current capital structure is summarized below:

(\$'000s)	September 30, 2023	December 31, 2022
Bank debt	40,764	29,210
Accounts payable and accrued liabilities	44,627	37,509
Accounts receivable and accrued receivables, prepaid expenses and deposits and inventory	(36,581)	(33,756)
Net debt	48,810	32,963
Shareholders' equity	285,656	273,059
Total capitalization	334,466	306,022

In addition to the capital structure described above, internally generated adjusted funds flow also contributes to the Company's ability to maintain financial flexibility. Adjusted funds flow is calculated as funds flow before transaction and integration costs and decommissioning expenditures. Adjusted funds flow for the three and nine months ended September 30, 2023 and September 30, 2022 is as follows:

(\$'000s)	Three Months Ended September 30		Nine Months Ended September 30	
	2023	2022	2023	2022
Funds flow	24,627	29,486	66,565	98,197
Transaction and integration costs	-	-	-	291
Decommissioning expenditures	552	746	1,677	2,046
Adjusted funds flow	25,179	30,232	68,242	100,534

21. COMMITMENTS

21(a) Lease commitments

The Company has the following estimated annual obligations related to various leases. The minimum future payments for these leases are as follows:

(\$'000s)	2023	2024	2025	2026	2027+
Office lease payments	44	-	-	-	-
Other leases	398	1,560	1,402	1,282	825
Total	442	1,560	1,402	1,282	825

21(b) Other commitments

The Company has entered into firm service gas transportation agreements in which the Company guarantees certain minimum volumes of natural gas will be shipped on various gas transportation systems. The terms of the various agreements expire in one to five years. If no volumes were shipped pursuant to the agreements, the maximum amounts payable under the guarantees based on current tariff rates are as follows:

(\$'000s)	2023	2024	2025	2026
Firm service commitment ⁽¹⁾	249	1,063	673	316

⁽¹⁾ The Company's commitment relating to firm service transportation does not constitute a lease under IFRS 16 given the Company does not obtain substantially all of the economic benefit from the use of the relevant gas transportation systems.