



**Management's Discussion and Analysis**  
**For the three and nine months ended September 30, 2020**  
**Dated November 10, 2020**

**BUSINESS DESCRIPTION AND READER GUIDANCE**

Condor Petroleum Inc. ("Condor" or the "Company") is an international oil and gas company incorporated on October 20, 2006 with activities in the Republic of Kazakhstan ("Kazakhstan") and the Republic of Turkey ("Turkey"). Additional information relating to the Company, including its Annual Information Form for the year ended December 31, 2019, is available on SEDAR at [www.sedar.com](http://www.sedar.com).

The following Management's Discussion and Analysis ("MD&A") of Condor should be read in conjunction with the Company's unaudited interim condensed consolidated financial statements for the three and nine months ended September 30, 2020 and 2019, and the audited consolidated financial statements for the years ended December 31, 2019 and 2018 (the "Financial Statements"). The Financial Statements have been prepared in accordance with International Financial Reporting Standards ("IFRS" or "GAAP") as issued by the International Accounting Standards Board. This MD&A is dated November 10, 2020, the date the Condor Board of Directors approved the Financial Statements and MD&A.

All financial amounts are in Canadian dollars, unless otherwise stated.

**NON-GAAP FINANCIAL MEASURES**

The Company refers to "operating netback" in this MD&A, a term with no standardized meaning as prescribed by GAAP and which may not be comparable with similar measures presented by other issuers. This additional information should not be considered in isolation or as a substitute for measures prepared in accordance with GAAP. Operating netback is calculated as sales less royalties, production costs and transportation and selling on a dollar basis and divided by the sales volume for the period on a per barrel of oil equivalent basis. The reconciliation of this non-GAAP measure is presented in the "Sales and operating netback" section of this MD&A. This non-GAAP measure is commonly used in the oil and gas industry to assist in measuring operating performance against prior periods on a comparable basis and has been presented in order to provide an additional measure to analyze the Company's sales on a per barrel of oil equivalent basis and ability to generate funds.

**OVERALL PERFORMANCE**

**Q3 2020 Highlights**

- On September 9, 2020, the sale of the Shoba and Taskuduk production contracts and associated field equipment was completed for total net proceeds of USD 23.9 million.
- Despite the current novel coronavirus ("COVID-19") pandemic, discussions continue with the Government of Uzbekistan for the Company to secure an agreement to operate five producing gas fields and associated gathering pipelines and gas treatment infrastructure. In parallel, the Company is pursuing a contract for exploration acreage adjacent to existing producing gas fields.

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- The Company is in discussions with potential farm-in partners to drill at the Company's wholly owned Zharkamys West 1 territory in Kazakhstan.
- The Company has taken a number of measures to protect the safety and health of its personnel, contractors and suppliers during the COVID-19 pandemic and is well positioned for the challenges of the current business environment, has a cash position of \$14.6 million as of September 30, 2020, no debt, and positive netbacks from natural gas sales.
- Continuing operations in Turkey to-date have not been materially affected by the COVID-19 pandemic. Production increased to an average of 290 boepd for the third quarter of 2020 from 213 boepd in 2019 due mainly to a two well workover program performed in the second quarter of 2020. Corresponding sales decreased to \$1.082 million for the third quarter of 2020 from \$1.097 million in 2019 and the net loss from continuing operations decreased to \$1.6 million for the third quarter of 2020 from \$2.9 million in 2019.
- Two well workovers were performed in Turkey during October 2020 and the wells are currently cleaning-up.

**Shoba and Taskuduk Sale**

On September 23, 2019 ("Effective Date") Condor's wholly owned subsidiary, Falcon Oil & Gas Ltd entered into a binding agreement to sell its 100% interests in the Shoba production contract, Taskuduk production contract and associated field equipment ("Shoba Sale") for total proceeds of United States dollars ("USD") 24.6 million.

As of the Effective Date, the related Shoba and Taskuduk net assets and liabilities were reclassified to assets and liabilities held for sale and the results of Shoba and Taskuduk operations, previously presented within the Kazakhstan reportable segment, have been presented as discontinued operations for all current and prior periods. The transaction required various consents and confirmations from the Government of Kazakhstan and was completed on September 9, 2020 ("Closing Date"). The related net assets and liabilities held for sale have been de-recognized and the gain on the sale was recognized in the three months ended September 30, 2020.

The buyer ("Shoba Buyer") had paid USD 23.1 million as of the Closing Date and the total proceeds were reduced by USD 0.7 million as an adjustment to the purchase consideration for the net revenues minus operating costs from the properties which attributed to the Shoba Buyer from December 25, 2019 until the Closing Date. The Shoba Buyer paid an additional USD 0.2 million in September 2020, USD 0.2 million in October 2020 and the remaining USD 0.4 million in November 2020.

**Production Contract Negotiations with the Government of Uzbekistan**

Discussions continue with the Government of Uzbekistan for the Company to secure an agreement to operate five producing gas fields and associated gathering pipelines and gas treatment infrastructure. The Company has submitted and presented a detailed feasibility study and economic analysis for the five producing gas fields to the Government of Uzbekistan and an independent reserves volume evaluation has been completed. An environmental baseline study is currently being performed by an independent contractor. In parallel, the Company is also pursuing the possibility of acquiring exploration acreage adjacent to existing producing gas fields. Progress on these initiatives is being made despite the recent COVID-19 related travel

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restrictions and meeting delays.

If executed, the production contract is expected to include five producing gas fields, associated gathering pipelines, and gas treatment infrastructure. The fiscal and operating terms expected to be defined in the production contract include royalty rates, cost recovery, allocation of profits, gas marketing and pricing, government participation, governance and steering committee structures, baseline production levels and reimbursement methodology.

**Continuing operations**

Natural gas and associated condensate production in Turkey increased to an average of 290 boepd for the three months ended September 30, 2020 from 213 boepd in 2019 due mainly to two workovers performed in the second quarter of 2020 which added new producing intervals in each well. Production decreased to an average of 182 boepd for the nine months ended September 30, 2020 from 292 boepd in 2019 due mainly to a combination of natural declines and 42 days of restricted production during the second quarter of 2020 due to a compressor failure at the processing facility. Two additional workovers have been completed in the fourth quarter of 2020 and the wells are currently being cleaned-up. The Company has also matured two new infill drilling locations and is reviewing the timing of this drilling program.

The Company received an operating netback<sup>1</sup> on sales in Turkey of \$0.5 million or \$21.50 per boe for the third quarter of 2020 as compared to \$0.5 million or \$28.32 per boe in 2019 due mainly to lower gas prices as the realized price decreased to \$43.26 per boe in 2020 from \$56.92 in 2019 while production costs decreased to \$9.96 per boe for the third quarter of 2020 from \$17.26 per boe in 2019. Cash used in continuing operations increased to \$1.1 million for the third quarter of 2020 versus \$0.8 million for the same period in 2019.

The Yakamoz 1 side-track well has been matured to a drill-ready state and is targeting up-dip targets in both the proven Miocene and Upper Eocene reservoirs, in addition to the deeper Middle to lower Eocene reservoirs, which have not yet been tested. The Company previously drilled Yakamoz 1 and encountered numerous gas shows while drilling. A successful Yakamoz 1 side-track well would be tied 2 km into the existing Poyraz Ridge gas plant for processing and onward sales. The Company is reviewing the timing of drilling this well.

**Discontinued operations classification**

Following the execution of the agreement for the Shoba Sale, as of September 30, 2019 the related Shoba and Taskuduk net assets and liabilities were reclassified to assets and liabilities held for sale and the respective results of operations are presented as discontinued operations for all current and prior periods throughout this MD&A. For further information relating to discontinued operations, please refer to the Company's Financial Statements.

**COVID-19 Pandemic**

In March 2020, the World Health Organization declared the COVID-19 outbreak to be a pandemic. Responses to the spread of COVID-19 have resulted in various disruptions to business operations and an increase in economic uncertainty, with more volatile commodity prices and currency exchange rates. The Company is well positioned for the challenges of the current business environment, has a cash position of \$14.6 million as of September 30, 2020, no debt, and positive netbacks from natural gas sales.

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**SELECTED FINANCIAL INFORMATION OF CONTINUING OPERATIONS**

**For the three months ended September 30**

| (\$000's except per share amounts)                                | <b>2020</b> | <b>2019</b> |
|-------------------------------------------------------------------|-------------|-------------|
| Natural gas and condensate sales                                  | 1,082       | 1,097       |
| Cash used in continuing operations                                | (1,113)     | (805)       |
| Net loss from continuing operations                               | (1,634)     | (2,933)     |
| Net loss from continuing operations per share (basic and diluted) | (0.03)      | (0.07)      |
| Property, plant and equipment expenditures                        | -           | 108         |

**For the nine months ended September 30**

|                                                                   |         |         |
|-------------------------------------------------------------------|---------|---------|
| (\$000's except per share amounts)                                |         |         |
| Natural gas and condensate sales                                  | 2,298   | 4,274   |
| Cash used in continuing operations                                | (5,135) | (1,526) |
| Net loss from continuing operations                               | (5,988) | (7,127) |
| Net loss from continuing operations per share (basic and diluted) | (0.13)  | (0.16)  |
| Property, plant and equipment expenditures                        | 205     | 218     |

**RESULTS OF CONTINUING OPERATIONS**

**Sales and operating netback<sup>1</sup>**

**For the three months ended September 30**

|                                | <b>2020</b> |                   |              | <b>2019</b> |                   |              |
|--------------------------------|-------------|-------------------|--------------|-------------|-------------------|--------------|
| (\$000's)                      | <b>Gas</b>  | <b>Condensate</b> | <b>Total</b> | <b>Gas</b>  | <b>Condensate</b> | <b>Total</b> |
| Sales                          | 1,082       | -                 | 1,082        | 1,033       | 64                | 1,097        |
| Royalties                      | (142)       | -                 | (142)        | (131)       | (9)               | (140)        |
| Production costs               | (249)       | -                 | (249)        | (312)       | (14)              | (326)        |
| Transportation and selling     | (153)       | -                 | (153)        | (81)        | (15)              | (96)         |
| Operating netback <sup>1</sup> | 538         | -                 | 538          | 509         | 26                | 535          |
| (\$/boe)                       |             |                   |              |             |                   |              |
| Sales                          | 43.26       | -                 | 43.26        | 56.92       | 86.14             | 58.07        |
| Royalties                      | (5.68)      | -                 | (5.68)       | (7.22)      | (12.11)           | (7.41)       |
| Production costs               | (9.96)      | -                 | (9.96)       | (17.19)     | (18.84)           | (17.26)      |
| Transportation and selling     | (6.12)      | -                 | (6.12)       | (4.46)      | (20.19)           | (5.08)       |
| Operating netback <sup>1</sup> | 21.50       | -                 | 21.50        | 28.05       | 35.00             | 28.32        |
| Sales volume (boe)             | 25,011      | -                 | 25,011       | 18,149      | 743               | 18,892       |

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**For the nine months ended September 30**

| <b>(\$000's)</b>               | <b>2020</b> |                   |              | <b>2019</b> |                   |              |
|--------------------------------|-------------|-------------------|--------------|-------------|-------------------|--------------|
|                                | <b>Gas</b>  | <b>Condensate</b> | <b>Total</b> | <b>Gas</b>  | <b>Condensate</b> | <b>Total</b> |
| Sales                          | 2,256       | 42                | 2,298        | 4,111       | 163               | 4,274        |
| Royalties                      | (293)       | (5)               | (298)        | (509)       | (22)              | (531)        |
| Production costs               | (848)       | (9)               | (857)        | (849)       | (21)              | (870)        |
| Transportation and selling     | (435)       | (9)               | (444)        | (333)       | (35)              | (368)        |
| Operating netback <sup>1</sup> | 680         | 19                | 699          | 2,420       | 85                | 2,505        |
| <b>(\$/boe)</b>                |             |                   |              |             |                   |              |
| Sales                          | 48.83       | 84.34             | 49.21        | 54.91       | 93.46             | 55.79        |
| Royalties                      | (6.34)      | (10.04)           | (6.38)       | (6.80)      | (12.61)           | (6.93)       |
| Production costs               | (18.36)     | (18.07)           | (18.35)      | (11.34)     | (12.04)           | (11.36)      |
| Transportation and selling     | (9.42)      | (18.07)           | (9.51)       | (4.45)      | (20.07)           | (4.80)       |
| Operating netback <sup>1</sup> | 14.71       | 38.16             | 14.97        | 32.32       | 48.74             | 32.70        |
| Sales volume (boe)             | 46,199      | 498               | 46,697       | 74,868      | 1,744             | 76,612       |

- 1 Operating netback is a non-GAAP measure and is a term with no standardized meaning as prescribed by GAAP and may not be comparable with similar measures presented by other issuers. See "Non-GAAP Financial Measures" in this MD&A. The calculation of operating netback is aligned with the definition found in the Canadian Oil and Gas Evaluation Handbook.

Total sales decreased to \$1.082 million on 25,011 boe or \$43.26 per boe for the three months ended September 30, 2020 (2019: \$1.097 million on 18,892 boe or \$58.07 per boe) and decreased to \$2.3 million on 46,697 boe or \$49.21 per boe for the nine months ended September 30, 2020 (2019: \$4.3 million on 76,612 boe or \$55.79 per boe). Overall sales have decreased for 2020 to date versus the same period in 2019 due mainly to the decrease in natural gas production and sales volumes and the decrease in realized gas prices.

Operating netbacks of \$0.5 million for the three months ended September 30, 2020 have remained about the same compared to the same period in 2019 and decreased to \$21.50 per boe in 2020 from \$28.32 per boe in 2019 and decreased to \$0.7 million or \$14.97 per boe for the nine months ended September 30, 2020 from \$2.5 million or \$32.70 per boe in 2019 due mainly to decreased gas production, sales volumes, and realized gas prices, increased per boe production costs due mainly to two well workovers in the second quarter of 2020, forty two days of restricted production during the second quarter of 2020 related to a refrigeration unit compressor failure at the processing facility and increased transportation costs for trucking compressed natural gas from Destan to the Company's facility at Poyraz Ridge.

### **Royalties**

Royalties decreased to \$0.3 million for the nine months ended September 30, 2020 from \$0.5 million for the same period in 2019 due mainly to the decrease in gas production, sales volumes and realized gas prices. The Company is subject to a flat royalty rate in Turkey of 12.5% of natural gas and condensate sales.

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**Production**

| <b>For the three months ended September 30</b> | <b>2020</b> | <b>2019</b> | <b>Change</b> | <b>Change %</b> |
|------------------------------------------------|-------------|-------------|---------------|-----------------|
| Natural gas (Mscf)                             | 157,225     | 115,974     | 41,251        | 36%             |
| Natural gas (boe)                              | 26,204      | 19,329      | 6,875         | 36%             |
| Condensate (bbl)                               | 435         | 298         | 137           | 46%             |
| Total production volume (boe)                  | 26,639      | 19,627      | 7,012         | 36%             |

|                                  |       |       |     |     |
|----------------------------------|-------|-------|-----|-----|
| Natural gas (Mscfpd)             | 1,709 | 1,261 | 448 | 36% |
| Natural gas (boepd)              | 285   | 210   | 75  | 36% |
| Condensate (bopd)                | 5     | 3     | 2   | 67% |
| Average daily production (boepd) | 290   | 213   | 77  | 36% |

| <b>For the nine months ended September 30</b> | <b>2020</b> | <b>2019</b> | <b>Change</b> | <b>Change %</b> |
|-----------------------------------------------|-------------|-------------|---------------|-----------------|
| Natural gas (Mscf)                            | 295,224     | 471,715     | (176,491)     | (37%)           |
| Natural gas (boe)                             | 49,204      | 78,619      | (29,415)      | (37%)           |
| Condensate (bbl)                              | 582         | 1,126       | (544)         | (48%)           |
| Total production volume (boe)                 | 49,786      | 79,745      | (29,959)      | (38%)           |

|                                  |       |       |       |       |
|----------------------------------|-------|-------|-------|-------|
| Natural gas (Mscfpd)             | 1,077 | 1,728 | (651) | (38%) |
| Natural gas (boepd)              | 180   | 288   | (108) | (38%) |
| Condensate (bopd)                | 2     | 4     | (2)   | (50%) |
| Average daily production (boepd) | 182   | 292   | (110) | (38%) |

Overall production increased 36% to 26,639 boe or an average of 290 boepd for the three months ended September 30, 2020 from 19,627 boe or an average of 213 boepd for the same period in 2019 and decreased 38% to 49,786 boe or an average of 182 boepd for the nine months ended September 30, 2020 from 79,745 boe or an average of 292 boepd in 2019 due mainly to a combination of natural declines and 42 days of restricted production during the second quarter of 2020 due to a compressor failure at the processing facility.

**Production costs**

Overall production costs decreased to \$0.2 million for the three months ended September 30, 2020 from \$0.3 million in 2019 and have remained about the same at \$0.9 million for the nine months ended September 30, 2020. Per boe, production costs decreased to \$9.96 for the three months ended September 30, 2020 from \$17.26 in 2019 and increased to \$18.35 for the nine months ended September 30, 2020 from \$11.36 in 2019.

Production costs are comprised mainly of non-capital workovers, fuel, personnel, chemicals, water disposal, safety and maintenance costs. Other than workover costs, production costs are substantially fixed and increased per boe in 2020 versus 2019 due mainly to decreased natural gas production volumes and forty two days of restricted production during the second quarter of 2020 related to a refrigeration unit compressor failure at the processing facility as procurement of the required equipment was delayed due to COVID-19 travel restrictions.

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**Transportation and selling expense**

Transportation and selling expense increased to \$0.2 million or \$6.12 per boe for the three months ended September 30, 2020 from \$0.1 million or \$5.08 per boe for the three months ended September 30, 2019 and increased to \$0.44 million or \$9.51 per boe for the nine months ended September 30, 2020 from \$0.37 million or \$4.80 per boe due mainly to the increased transportation costs associated with trucking Destan gas. Transportation costs on gas sales are comprised of pipeline transmission fees and compressed natural gas trucking costs on Destan sales and on condensate sales are comprised of trucking, blending, storage and loading costs.

**General and administrative expense**

General and administrative expense is comprised mainly of personnel, professional services, office, and travel costs and increased to \$5.4 million for the nine months ended September 30, 2020 from \$4.6 million for the same period in 2019 due mainly to the costs associated with evaluating and advancing new business development opportunities in Uzbekistan and certain bonuses awarded in February 2020 following the receipt of the majority of the Shoba Sale proceeds.

**Depletion and depreciation**

Depletion and depreciation expense decreased to \$1.4 million for the nine months ended September 30, 2020 from \$1.9 million for the same period in 2019 due mainly to the decreased gas sales volumes.

**Stock based compensation expense**

Stock based compensation expense has remained about the same at \$0.2 million for the nine months ended September 30, 2020 compared to the same period in 2019. The expense is recognized on a graded basis and fluctuates based on the timing of the grants and vesting periods.

**Finance income**

For the nine months ended September 30, 2020, finance income, which includes interest income and accretion of Kazakhstan value added tax ("VAT") receivables, amounted to \$0.2 million compared to \$0.3 million for the same period in 2019.

**Finance expense**

Finance expense decreased to \$0.4 million for the nine months ended September 30, 2020 from \$1.8 million for the same period in 2019 reflecting the early loan repayment by the Company in the first quarter of 2020. Finance expense includes interest on long term borrowings, amortization of loan issuance costs, amortization of warrants, interest expense related to lease liabilities, the impact of VAT receivables discounting, and accretion cost on decommissioning provisions.

**Foreign currency exchange gains and losses**

The foreign exchange gain for the nine months ended September 30, 2020 amounted to \$0.5 million compared to loss of \$1.5 million for the same period in 2019 due mainly to USD denominated cash and cash equivalents held by the Company. The Company is exposed to significant foreign currency risk as the Company's natural gas sales and a substantial portion of foreign activities are transacted in or referenced to foreign currencies including USD, KZT and TRL, and a significant portion of the Company's cash and cash equivalents is held in USD. The Company had no forward exchange rate contracts in place at or during the nine months ended September 30, 2020 and 2019.

## **RESULTS OF DISCONTINUED OPERATIONS**

As noted above, as of the Effective Date the results of Shoba and Taskuduk operations, previously presented within the Kazakhstan reportable segment, have been presented as discontinued operations for all current and prior periods. In April 2020, at the request and expense of the Shoba Buyer, production was shut in and there was no production or sales in the three months ended September 30, 2020. The transaction was completed on September 9, 2020 and the related net assets and liabilities held for sale have been de-recognized and the gain of \$12.5 million on the sale was recognized in the three months ended September 30, 2020.

## **COVID-19 RISK MANAGEMENT**

Condor has offices, activities and operations in various municipalities and rural areas in Canada, the Netherlands, Turkey, Kazakhstan and Uzbekistan. Company personnel are working, stationed and travel to and from these locations on a regular basis. Such personnel are exposed to various concentrated groups of people and locations within and outside the Company for varying lengths of time. Any personnel or visitor becoming infected with a serious illness that has the potential to spread rapidly could place the personnel and the operations of the Company at risk. COVID-19 is one example of such an illness. Although the Company takes every precaution to strictly follow industrial hygiene and occupational health guidelines, there can be no assurance that COVID-19 or other infectious illnesses will not negatively impact Condor's personnel or its operations.

The Company has taken a number of measures to protect the safety and health of its personnel, contractors and suppliers due to the COVID-19 pandemic. Beginning in early March, all Company office based personnel in all locations have mainly been working remotely. For field operations, only essential personnel and contractors are on site, crew shifts have been lengthened, and arriving crews are not physically overlapping with departing crews. In field working, living and eating conditions have been adjusted to allow physical distancing to the extent possible. Strict and appropriate hygiene practices are required and all non-essential activities have been postponed.

The COVID-19 pandemic has resulted in, and may continue to result in an unprecedented decreased demand for oil and gas, lower oil and gas prices and various travel restrictions which constrain or prohibit international travel and limit or forbid movement within each country of operation. Condor's future operations could be materially impacted by these factors as well as COVID-19 related emergency measures including, but not limited to: travel restrictions including shelter in place orders, curfews and lockdowns which may impact the timing and ability of Company personnel, suppliers and contractors to travel internationally, travel domestically and to access or deliver services, goods and equipment to the fields of operation; the risk of shutting in or reducing production due to travel restrictions, Government orders, crew illness, and the availability of goods, works and essential services for the fields of operations; decreases in natural gas prices in Turkey; decreases in oil and natural gas prices in Kazakhstan; the potential for gas pipeline or sales market interruptions; the risk of changes to foreign currency controls, availability of foreign currencies, availability of hard currency, and currency controls or banking restrictions which restrict or prevent the repatriation of funds from or to foreign jurisdiction in which the Company operates; the timing and ability to meet financial and other reporting deadlines; potential decreased interest in and ability to conclude farm-in transactions, potential decreased ability to raise additional capital to fund current operations and new business projects; and the inherent increased risk of information technology failures and cyber-attacks.

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**LIQUIDITY AND CAPITAL RESOURCES**

In January 2020, the Company received USD 18.7 million of the Shoba Sale proceeds and used a portion to repay all outstanding long term borrowings. The non-revolving Credit Facility and related security was subsequently discharged in due course and the Company currently has no debt.

Continuing operations in Turkey currently provides the Company positive netbacks on gas sales but overall does not provide positive cash from operating activities. The Company will need to increase production and cash from continuing operating activities, use cash on hand or additional equity and debt financing to fund future operations.

In Turkey, there are no work commitments related to the Poyraz Ridge or Destan operating licenses and depending on the timing and availability of capital including funds from operating activities, the Company may use cash on hand to conduct additional workovers at Poyraz Ridge in the next twelve months. There are no capital expenditures planned at Destan.

The Company is seeking a production contract with the Government of Uzbekistan for five fields of interest and, if successful, would require the Company to use a combination of cash on hand plus additional equity and debt financing.

In Kazakhstan, currently there are no significant capital expenditures planned at Zharkamys pending the results of the ongoing farm-in discussions.

**COMMITMENTS AND CONTINGENT LIABILITIES**

The contractual work commitments for the next twelve months pursuant to the Zharkamys exploration contract in Kazakhstan are \$3.4 million and are comprised mainly of drilling two exploration wells. These work commitments may be amended from time to time in accordance with planned exploration and development activities proposed by the Company and approved by the Government of Kazakhstan and additional amounts could be significant. In addition, any exploration period extensions or subsequent development periods may carry additional work commitments, which could be significant. Non-fulfilment of work commitments for Zharkamys could result in punitive actions including the suspension or revocation of the contract and financial work commitment shortfalls may be subject to penalties of 30% of the shortfall.

There are no work commitments related to the Poyraz Ridge or Destan operating licenses in Turkey.

To fund work commitments, the Company may require additional funding by generating positive cash flows from continuing operations, using cash on hand, securing funding from additional debt or equity financing, disposing of assets, obtaining farm-in partners or making other arrangements.

**OUTSTANDING SHARE DATA**

**Common shares**

As at September 30, 2020 and the date of this MD&A there were 44,165,100 common shares of the Company outstanding.

**Convertible securities**

As at September 30, 2020 and the date of this MD&A, outstanding convertible securities are comprised of 3,709,334 stock options with a weighted average exercise price of \$0.70 and one million warrants exercisable

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into one million common shares of Condor at \$0.35 per share on or before December 31, 2021.

**OFF-BALANCE SHEET ARRANGEMENTS**

The Company did not have any off-balance sheet arrangements as at September 30, 2020.

**QUARTERLY INFORMATION**

The following table sets forth selected financial information of the Company for the eight most recently completed quarters to September 30, 2020:

| <b>For the quarter ended</b><br><b>(000's except per share</b><br><b>amounts) <sup>(3)</sup></b> | <b>Q3</b><br><b>2020</b> | <b>Q2</b><br><b>2020</b> | <b>Q1</b><br><b>2020</b> | <b>Q4</b><br><b>2019</b> | <b>Q3</b><br><b>2019</b> | <b>Q2</b><br><b>2019</b> | <b>Q1</b><br><b>2019</b> | <b>Q4</b><br><b>2018</b> |
|--------------------------------------------------------------------------------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
| Sales                                                                                            | 1,082                    | 482                      | 734                      | 895                      | 1,097                    | 1,296                    | 1,881                    | 2,694                    |
| Net loss from<br>continuing operations <sup>(1)</sup>                                            | (1,634)                  | (2,756)                  | (1,598)                  | (6,926)                  | (2,933)                  | (2,243)                  | (1,951)                  | (4,174)                  |
| Net income from<br>discontinued operations                                                       | 12,421                   | 84                       | 780                      | 1,428                    | 750                      | 872                      | 720                      | 638                      |
| Net income (loss) <sup>(1)</sup>                                                                 | 10,787                   | (2,672)                  | (818)                    | (5,498)                  | (2,183)                  | (1,371)                  | (1,231)                  | (3,536)                  |
| Net loss from<br>continuing operations<br>per share <sup>(1) (2)</sup>                           | (0.03)                   | (0.06)                   | (0.04)                   | (0.14)                   | (0.07)                   | (0.05)                   | (0.05)                   | (0.09)                   |
| Net income from<br>discontinued operations<br>per share <sup>(2)</sup>                           | 0.28                     | 0.002                    | 0.02                     | 0.02                     | 0.02                     | 0.02                     | 0.02                     | 0.01                     |
| Net income (loss) per<br>share <sup>(2)</sup>                                                    | 0.25                     | (0.06)                   | (0.02)                   | (0.12)                   | (0.05)                   | (0.03)                   | (0.03)                   | (0.08)                   |

- 1 The net loss in all periods has been impacted by, among other things, production and sales volumes, commodity prices, operating costs, depletion, depreciation and impairment expense, foreign exchange gains and losses and deferred income tax expense/recovery in the respective periods. The net income (loss) amount includes specific significant period items of: \$3.8 million impairment expense in Q4 2018; \$4.3 million impairment expense in Q4 2019; and \$12.4 million net income from discontinued operations in Q3 2020.
- 2 Per share amounts are basic and diluted. The Company treats the common shares as either dilutive or anti-dilutive based on net loss from continuing operations. If the common shares are anti-dilutive at this level they are treated as anti-dilutive for all other per share calculations.
- 3 Prior quarterly information has been restated to reflect discontinued operations.

**CRITICAL ACCOUNTING ESTIMATES**

The timely preparation of the interim consolidated financial statements in accordance with IFRS requires that management uses judgment and make estimates and assumptions regarding the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the interim consolidated financial statements and the reported amounts of revenues and expenses during the period. Such estimates primarily relate to unsettled transactions and events as of the date of the interim consolidated financial statements. The estimated fair value of financial assets and liabilities, by their very nature, are subject to

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measurement uncertainty. Accordingly, actual results may differ from estimated amounts as future confirming events occur. Further information on the Company's critical accounting estimates can be found in the notes to the annual consolidated financial statements and annual MD&A for the year ended December 31, 2019. There have been no significant changes to the Company's critical accounting estimates as of September 30, 2020.

In March 2020, the World Health Organization declared the COVID-19 outbreak to be a pandemic. For the three and nine months ended September 30, 2020, COVID-19 had an impact on the global economy, including the oil and gas industry. The Company has taken into account the impacts of COVID-19 and the unique circumstances it has created in making estimates, assumptions and judgements in the preparation of the interim consolidated financial statements. Actual results may differ from estimated amounts, and those differences may be material.

#### **INTERNAL CONTROLS OVER FINANCIAL REPORTING**

The Company's President and Chief Executive Officer (CEO) and Vice President, Finance and Chief Financial Officer (CFO) have designed, or caused to be designed under their supervision, disclosure controls and procedures (DC&P) and internal controls over financial reporting ("ICFR") as defined in National Instrument 52-109, "Certification of Disclosure in Issuer's Annual and Interim Filings", in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the financial statements for external purposes in accordance with IFRS.

During the nine months ended September 30, 2020, there have been no changes to the Company's ICFR that have materially, or are reasonably likely to materially affect the ICFR. Because of their inherent limitations, DC&P and ICFR may not prevent or detect misstatements, errors or fraud. Control systems, no matter how well conceived or operated, can provide only reasonable, not absolute assurance that the objectives of the control systems are met.

#### **FORWARD-LOOKING STATEMENTS**

Certain statements in this MD&A constitute forward-looking statements under applicable securities legislation. Such statements are generally identifiable by the terminology used, such as "anticipate", "appear", "believe", "intend", "expect", "plan", "estimate", "budget", "outlook", "scheduled", "may", "will", "should", "could", "would", "in the process of" or other similar wording. Forward-looking information in this MD&A includes, but is not limited to, information concerning: the timing and ability to pursue other growth opportunities; the timing and ability to increase natural gas production and realize commercial gas flow rates for the lower permeability reservoirs; the timing and ability to execute a production contract with the Government of Uzbekistan under favorable terms, or at all, the fields and exploration areas to be included and the terms and conditions of the production contract including but not limited to royalty rates, cost recovery, profit allocation, gas marketing and pricing, government participation, governance, baseline production levels and reimbursement methodology; the timing and ability to drill new wells and the ability of the drilled wells to become producing wells; projections and timing with respect to crude oil, natural gas and condensate production; expected markets, prices costs and operating netbacks for future oil, gas and condensate sales; the timing and ability to obtain various approvals and conduct the Company's planned exploration and development activities; the timing and ability to access oil and gas pipelines; the timing and ability to access domestic and export sales markets; anticipated capital expenditures; forecasted capital and operating budgets and cash flows; anticipated working capital; sources and availability of financing for potential budgeting shortfalls; the timing and ability to obtain future funding on favorable terms, if at all; general business strategies and objectives; the

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timing and ability to obtain exploration contract, production contract and operating license extensions; the timing and ability to obtain a farm-in partner for the Zharkamys Contract; the timing and ability to tie the Yakamoz field into the Company's existing gas plant; the potential for additional contractual work commitments; the ability to meet and fund the contractual work commitments; the satisfaction of the work commitments; the results of non-fulfillment of work commitments; projections relating to the adequacy of the Company's provision for taxes; the timing and ability to collect VAT; and treatment under governmental regulatory regimes and tax laws.

This MD&A also includes forward-looking information regarding COVID-19 including, but not limited to: travel restrictions including shelter in place orders, curfews and lockdowns which may impact the timing and ability of Company personnel, suppliers and contractors to travel internationally, travel domestically and to access or deliver services, goods and equipment to the fields of operation; the risk of shutting in or reducing production due to travel restrictions, Government orders, crew illness, and the availability of goods, works and essential services for the fields of operations; decreases in the demand for oil and gas; decreases in natural gas prices in Turkey; decreases in oil and natural gas prices in Kazakhstan; potential for gas pipeline or sales market interruptions; the risk of changes to foreign currency controls, availability of foreign currencies, availability of hard currency, and currency controls or banking restrictions which restrict or prevent the repatriation of funds from or to foreign jurisdiction in which the Company operates; the timing and ability to execute a production contract with the Government of Uzbekistan; the timing and ability to conclude a farm-in transaction for Zharkamys; the timing and ability to meet financial and other reporting deadlines; and the inherent increased risk of information technology failures and cyber-attacks.

By its very nature, such forward-looking information requires Condor to make assumptions that may not materialize or that may not be accurate. Forward-looking information is subject to known and unknown risks and uncertainties and other factors, which may cause actual results, levels of activity and achievements to differ materially from those expressed or implied by such information. Such risks and uncertainties include, but are not limited to: regulatory changes; the timing of regulatory approvals; the risk that actual minimum work programs will exceed the initially estimated amounts; the results of exploration and development drilling and related activities; imprecision of reserves estimates and ultimate recovery of reserves; historical production and testing rates may not be indicative of future production rates, capabilities or ultimate recovery; the historical composition and quality of oil and gas may not be indicative of future composition and quality; general economic, market and business conditions; industry capacity; uncertainty related to marketing and transportation; competitive action by other companies; fluctuations in oil and natural gas prices; the effects of weather and climate conditions; fluctuation in interest rates and foreign currency exchange rates; the ability of suppliers to meet commitments; actions by governmental authorities, including increases in taxes; decisions or approvals of administrative tribunals and the possibility that government policies or laws may change or government approvals may be delayed or withheld; changes in environmental and other regulations; risks associated with oil and gas operations, both domestic and international; international political events; and other factors, many of which are beyond the control of Condor. Capital expenditures may be affected by cost pressures associated with new capital projects, including labor and material supply, project management, drilling rig rates and availability, and seismic costs.

These risk factors are discussed in greater detail in filings made by Condor with Canadian securities regulatory authorities including the Company's Annual Information Form, which may be accessed through the SEDAR website ([www.sedar.com](http://www.sedar.com)).

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Readers are cautioned that the foregoing list of important factors affecting forward-looking information is not exhaustive. The forward-looking information contained in this MD&A are made as of the date of this MD&A and, except as required by applicable law, Condor does not undertake any obligation to update publicly or to revise any of the included forward-looking information, whether as a result of new information, future events or otherwise. The forward-looking information contained in this MD&A is expressly qualified by this cautionary statement.

**ABBREVIATIONS**

The following is a summary of abbreviations used in this MD&A:

|       |                                   |
|-------|-----------------------------------|
| bbl   | Barrels of oil                    |
| bopd  | Barrels of oil per day            |
| boe   | Barrels of oil equivalent *       |
| boepd | Barrels of oil equivalent per day |
| M     | Thousands                         |
| scf   | Standard cubic feet               |
| scfpd | Standard cubic feet per day       |
| CAD   | Canadian dollars                  |
| KZT   | Kazakhstan tenge                  |
| TRL   | Turkish lira                      |
| USD   | United States dollars             |

\* Barrels of oil equivalent ("boe") are derived by converting gas to oil in the ratio of six thousand standard cubic feet ("Mscf") of gas to one barrel of oil based on an energy conversion method primarily applicable at the burner tip and does not represent a value equivalency at the wellhead. Given the value ratio based on the current price of crude oil as compared to natural gas is significantly different from the energy equivalency of 6 Mscf to 1 barrel, utilizing a conversion ratio at 6 Mscf to 1 barrel may be misleading as an indication of value, particularly if used in isolation.