



## Management's Discussion and Analysis For the Nine Month Period Ended September 30, 2021

### Basis of Presentation

Phoenix Canada Oil Company Limited (Phoenix or Company) has prepared the following Management's Discussion and Analysis (MD&A) of the financial condition and results of operations of the Company. This MD&A constitutes management's review of the factors that affected the Company's unaudited interim condensed consolidated financial and operating performance for the nine month period ended September 30, 2021. The MD&A was prepared as of November 26, 2021 and was approved by the Board of Directors on November 26, 2021.

This MD&A should be read in conjunction with our unaudited condensed interim consolidated financial statements for the nine month period ended September 30, 2021 and the audited consolidated financial statements for the year ended December 31, 2020, including the notes thereto.

Unless otherwise stated, all amounts presented or discussed herein are denominated in Canadian dollars.

Copies of all relevant financial documents and interim Company filings to date may also be referenced on the regulatory filing website -- [www.SEDAR.com](http://www.SEDAR.com).

### The Company

Phoenix held its Annual General Meeting on May 3, 2021 at which each of the incumbent Directors were re-elected and at the ensuing Board meeting each of the Officers were reappointed and the subcommittees reconstituted as follows:

Charlotte Moore Hepburn <sup>(3)</sup> MD., FRCPC., FAAP	Director, Chair, and CEO
Michael Detlefsen <sup>(1, 2*, 3, 4)</sup>	Director
Greg Nuttall <sup>(1, 2, 3*, 4)</sup>	Director
Charles Burns <sup>(1*, 2, 3, 4)</sup>	Director
W. Alex Mills <sup>(4)</sup>	Director
Michael D. Kindy, CPA, CA	CFO

<sup>(1)</sup> Denotes a member of the Audit Committee

<sup>(2)</sup> Denotes a member of the Governance and Compensation Committee

<sup>(3)</sup> Denotes a member of the Business Development Committee

<sup>(4)</sup> Denotes an independent Director

<sup>(\*)</sup> Denotes the Chair of the noted Committee.

### Corporate performance

On January 30, 2020 the World Health Organization (WHO) declared COVID-19 a global health emergency and on March 11, 2020 they declared it a pandemic. These WHO declarations were soon followed by announcements of numerous restrictions by domestic and international governments affecting the way people could interact and how business was conducted. The Company embraced these announcements and required all personnel to work from home. The pandemic persists and we continue to be unable to measure the depth and breadth of its impact. The Company's primary exposure to the effects of this pandemic is through its impact on investment income and the value of its short-term investments in Canadian public companies.



## Corporate performance - continued

The Company's operational focus continues to be on managing its capital while identifying and investigating potential strategic partners. Throughout the period, and subsequent thereto, management has continued discussions with, and investigation into, possible suitors. COVID-19 has impacted upon this process but it has not caused it to stop. At this time, it remains uncertain when current investigative processes may be completed, or whether they may result in the completion of a transaction.

Canadian market conditions changed dramatically and unexpectedly with the onset of COVID-19. This was not only reflected in a decline in the value of the Company's investments but also instigated reductions in dividend payments by many companies as well as interest-generating opportunities. In the months following the start of the pandemic, the Company divested itself of investments producing little or no income and for which values were considered uncertain or unlikely to recover in a reasonable period of time. The Company currently manages its investment portfolio by holding and/or acquiring investments perceived to represent an opportunity for value enhancement while generating investment income, and by divesting of investments when considered prudent. During the first nine months of 2021 the Company experienced an increase of \$393,977 in the value of its investment portfolio, sold one investment for proceeds of \$393,142, acquired new dividend paying investments valued at \$972,588, and realized \$71,650 in investment income. Current and past performance relative to these investments should not be considered indicative of future results.

The emergence and continued presence of COVID-19 has impacted the way that business is conducted as well as the risks and uncertainties that businesses face. Phoenix continues to seek enhanced shareholder value through the management of its resources and by proceeding with a strategic transaction if, and only if, appropriate terms can be negotiated.

## Selected financial data

The Company continues to maintain a strong cash and liquidity position, to derive income from short-term investments, and to hold investments with opportunities for growth.

The following selected financial information may provide additional insights relative to the Company's operating performance and financial position:

	For the fiscal years ended December 31:		
	2020	2019	2018
Oil and gas revenues	247	402	1,151
Net loss from operations	(204,792)	(397,182)	(662,592)
Per share - basic	(0.04)	(0.08)	(0.13)
Net (loss) income for the year	(728,481)	274,311	(664,396)
Per share - basic	(0.14)	0.05	(0.13)
Total assets	8,508,251	9,217,754	8,948,656
Total liabilities	318,691	299,713	304,926



## Selected financial data - continued

	For the fiscal quarters ended:			
	Sep. 30 2021	June 30 2021	Mar. 31 2021	Dec. 31 2020
Oil and gas revenues	-	-	-	-
Net (loss) income from operations	(51,010)	(46,901)	(44,156)	(49,245)
Per share - basic	(0.01)	(0.01)	(0.01)	(0.01)
Net (loss) income for the period	(25,515)	116,649	232,426	103,660
Per share - basic	(0.01)	0.02	0.05	0.02
Total assets	8,652,477	8,663,472	8,534,605	8,508,251
Total liabilities (all current)	139,357	124,837	112,619	318,691

  

	For the fiscal quarters ended:			
	Sep. 30 2020	June 30 2020	Mar. 31 2020	Dec. 31 2019
Oil and gas revenues	-	88	159	266
Net (loss) income from operations	(55,485)	(75,351)	(24,711)	(64,560)
Per share - basic	(0.01)	(0.01)	(0.00)	(0.01)
Net (loss) income for the period	(16,843)	85,966	(901,624)	6,663
Per share - basic	(0.00)	0.02	(0.18)	0.00
Total assets	8,368,794	8,404,821	8,278,133	9,217,754
Total liabilities (all current)	283,225	302,408	299,713	248,372

The Company did not report any long-term financial liabilities, nor did it declare, or pay, any cash dividends during any of the periods noted above.

## Significant Accounting Estimates and Judgements

The preparation of unaudited condensed interim consolidated financial requires management to make judgments and estimates that affect the reported amounts of assets and liabilities at the financial reporting date and reported amounts of revenues and expenses during the reporting period. Actual outcomes could differ from these judgments and estimates. The unaudited condensed interim consolidated financial statements include judgments and estimates which, by their nature, are uncertain. The impacts of such judgments and estimates are pervasive throughout the unaudited condensed interim consolidated financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised, and also in future periods when the revision affects both current and future periods.

Significant estimates and judgments include, but are not limited to, the assessment as to whether provisions for asset retirement obligations are to be recorded or adjusted and the recognition and valuation of deferred tax amounts.



## Results of operations

	Nine months ended Sept. 30		Three months ended Sept. 30	
	2021	2020	2021	2020
Oil and gas revenues	\$ -	\$ 247	\$ -	\$ -
Operating (recovered) expenses	1,321	72	1,157	(4,375)
Gross profit (loss)	<u>\$ (1,321)</u>	<u>\$ 175</u>	<u>\$ (1,157)</u>	<u>\$ 4,375</u>

The oil and gas interests consist of mature gas processing facilities and a small number of wells, none of which are in production. Each of the Company's interests have gone through, or are going through, asset retirement and reclamation. The Company is not the operator of any of the assets in which it holds interests and is reliant upon the operators to report in a timely and accurate manner and to provide information with respect to current and possible future asset retirement obligations. Future costs are expected to be negligible.

The Company recognizes an asset retirement obligation (ARO) for its proportionate share of asset retirement costs whenever they are reasonably estimable. Estimates are reviewed and amended, if appropriate, at the end of each financial reporting period. In some instances, certain retirement costs may become recoverable through government programs however such recoveries, if any, are not recognized until they are reasonably certain. The changes in ARO estimates are as follows:

	Nine months ended Sept. 30		Three months ended Sept. 30	
	2021	2020	2021	2020
ARO, beginning of period	\$ 1,823	\$ 23,523	\$ 1,917	\$ 192
Additional provisions during period	1,141	12,687	1,047	7,009
Payments made during period	-	(28,099)	-	-
Amounts recovered during the period	-	24,392	-	24,392
Reduction of previous provisions	-	(24,487)	-	(23,577)
ARO, end of period	<u>\$ 2,964</u>	<u>\$ 8,016</u>	<u>\$ 2,964</u>	<u>\$ 8,016</u>

The Company's share of actual asset retirement costs, net of any recoveries, may differ from these estimates.

Expenses incurred were as follows:

	Nine months ended Sept. 30		Three months ended Sept. 30	
	2021	2020	2021	2020
Administrative expenses	\$ 140,730	\$ 202,403	\$ 49,853	\$ 59,860
Foreign exchange (gain)	16	(46,681)	-	-
Total expenses	<u>\$ 140,746</u>	<u>\$ 155,722</u>	<u>\$ 49,853</u>	<u>\$ 59,860</u>



## Results of operations - continued

Administrative expenses incurred were as follows:

	Nine months ended Sept. 30		Three months ended Sept. 30	
	2021	2020	2021	2020
Management and corporate services	\$ 87,000	\$ 107,514	\$ 29,500	\$ 38,462
Professional fees	28,950	74,380	11,225	14,630
Shareholder services	16,529	12,589	5,780	4,247
Insurance	5,588	4,637	1,959	1,613
Office and general	2,663	3,283	1,389	908
Total administrative expenses	<u>\$ 140,730</u>	<u>\$ 202,403</u>	<u>\$ 49,853</u>	<u>\$ 59,860</u>

The Company, from time to time, incurs certain shareholder service costs in US dollars and realizes a foreign exchange gain or loss representing the variance between the Canadian dollar value on the date such an expense is incurred and the date that expense is paid. The Company previously carried US cash but divested itself of that during the first quarter of 2020, capitalizing on higher than typical exchange rates. Future exchange gains or losses are expected to continue to be negligible.

Management and corporate services is comprised of fees charged by the Company's CEO and CFO as well as fees payable to independent Directors for their attendance at meetings of the Board or its sub-committees. These fees will fluctuate from period to period, dependent upon the extent of services provided.

Professional fees include legal fees, fees charged and expected to be charged by the Company's auditors, and fees charged by other parties, if any, retained to assist with due diligence. Except that there were no other parties retained to assist with due diligence in the first nine months of 2021, professional fees were comparable between the periods presented.

Shareholder services encompasses all regulatory fees and costs incurred in relation to the Company's shareholders and securities, including fees charged by the Company's transfer agent. The Company received comparable services in each of the periods presented except that the 2021 expenses include costs related to the annual general meeting held May 3, 2021.

The remaining administrative expenses are of relatively low significance and are well within management's expectations.

## Liquidity

The Company continues to have a strong liquidity position as it holds cash in the amount of \$6,403,942 (Dec. 2020 ó \$7,208,252) that is available to settle current liabilities in the amount of \$139,357 (Dec. 2020 - \$318,691).

The Company's primary source of cash is its short-term investment in marketable securities. Cash is derived through periodic receipt of dividends, interest, and sale proceeds whenever disposal may be considered prudent. In the first nine months of 2021 the Company realized investment income of \$71,650 (Sept. 2020 - \$133,196) and \$393,142 (Sept. 2020 - \$678,123) in sale proceeds. New short-term investments valued at \$972,588 (September 2020 - \$Nil) were acquired during the first nine months of 2021.



## Capital resources and off-balance sheet arrangements

The Company has no long-term obligations as at the date of this document. Furthermore, the Company has made no commitments for capital expenditures, leases, or contractual commitments in relation to its operations. The Company believes it is well positioned to fund its operations for the foreseeable future.

## Transactions with related parties

The Company has incurred the following transactions with related parties:

	Nine months ended Sept. 30		Three months ended Sept. 30	
	2021	2020	2021	2020
Services rendered by the CEO	\$ 37,500	\$ 38,461	\$ 12,500	\$ 13,461
Services rendered by the CFO	45,000	59,500	15,000	22,000
Directors' fees	4,500	9,553	2,000	3,001
	<u>\$ 87,000</u>	<u>\$ 107,514</u>	<u>\$ 29,500</u>	<u>\$ 38,462</u>
Share based payments	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

At September 30, 2021, \$113,034 (December 31, 2020 - \$255,884) was payable to the related parties noted above and is included in accounts payable and accrued liabilities. The amount due is unsecured, non-interest bearing, and is due on demand.

The Company has a Stock Option Plan (the "Plan") that enables its directors, officers, employees, consultants and advisors to acquire common shares of the Company. Options are granted at the discretion of the Board of Directors. Under the terms of the Plan, options totaling up to 10% of the common shares outstanding from time to time are issuable. The vesting period and expiration period are fixed at the time of grant at the discretion of the Board of Directors. The fair value of stock options is determined using the Black-Scholes model and is accreted to contributed surplus, and to income as share-based payment expense, over the vesting period for the options.

In December 2015, the Company granted 345,000 stock options to its directors and a senior officer. These options, which are fully vested, have an exercise price of \$1.40 and may be exercised up to December 30, 2022.

## Convertible instruments and other securities

There have been no transactions affecting the Company's issued or reserved securities since April 2018.

	<u>Quantity</u>	<u>Amount</u>
Common shares as at the date of this document	5,029,194	\$ 4,662,742



## Convertible instruments and other securities - continued

In addition to the shares already issued the Company has 345,000 common shares reserved for potential future issuance should stock options, exercisable at \$1.40 until December 30, 2022, be exercised.

The Company's fully diluted share position is as follows:

	<u>Quantity</u>
Common shares issued	5,029,194
Common shares reserved	<u>345,000</u>
Fully diluted share position as at the date of this document	<u>5,374,194</u>

## Financial Risk Factors

The Company is exposed in varying degrees to the following financial instrument related risks:

### *Credit Risk*

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is in its cash. This risk is managed through the use of a major commercial bank which is a high credit-quality financial institution as determined by rating agencies.

### *Market Risk*

The significant market risks to which the Company is exposed are interest rate risk, price risk, and currency risk. These market risks may, individually or collectively, be exacerbated by the impact of COVID-19. The Company's exposure to interest rate risk relates to its ability to earn interest income on cash balances at variable rates. The fair value of the Company's cash is relatively unaffected by changes in short-term interest rates. The Company's exposure to price risk relates to its ability to convert its short-term investments as the Company trades investments within Canadian stock markets. The Company's exposure to currency risk relates to US cash held and the potential impact because of changes in foreign exchange rates.

### *Sensitivity to Market Risk*

A 10% increase or decrease in the fair values of the Company's short-term investments could result in an increase or decrease of approximately \$221,500 in net income.

The Company divested itself of its US dollar denominated assets during the prior reporting period, thus eliminating currency risk, except to the extent that the Company incurs incidental expenses denominated in US dollars.

Based upon observations of recent market trends management believes that each of these outcomes is reasonably possible within one year.



## **Regulatory, Environmental and Other Risk Factors**

The Company is not engaged in any foreign operations, any field exploration and development operations, or any other operations which may make it subject to international health and safety matters, or to geopolitical risks. The Company holds minority interest investments in several mature gas fields in Western Canada, each of which is operated by companies that Phoenix considers to be professional, competent, and to have sufficient incentive to comply with all applicable regulatory and environmental regulations.

## **Forward-Looking Statements**

*Certain statements contained or incorporated in this MD&A which deal with the Company's financial condition and operating results, including information analyses and projections as to certain ongoing and future corporate developments which are currently in the research and development stage, and projections on the operating financial performance of the Company, constitute forward-looking statements. Such forward-looking statements, made with special reference to the Company's ongoing hydrogen gas generation project and on merger and acquisition negotiations, involve known and unknown risks and uncertainties that could cause actual events and results to differ materially from those estimated or anticipated and which may have been implied or expressed in such forward-looking statements. No conclusions as to the successful outcome of the ongoing and planned business and research and development projects in which the Company is involved are intended nor implied nor can they be foreseen or predicted prior to definitive corporate announcements as to their successful outcome, or otherwise.*

*Furthermore, the forward-looking statements contained in this MD&A are made as of the date hereof. The Company does not undertake any obligation to update publicly, or to revise any of the said forward-looking statements, whether as a result of new information, future events, or otherwise. The forward-looking statements contained in this MD&A are expressly qualified by this cautionary statement.*