CUB ENERGY INC

MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE MONTHS ENDED MARCH 31, 2020 AND 2019

# Introduction

The following management discussion and analysis ("MD&A") is a review of operations, current financial position and outlook for Cub Energy Inc. (the "Company" or "Cub") and should be read in conjunction with the unaudited consolidated interim financials for the three months ended March 31, 2020 and 2019. Amounts are reported in United States dollars, unless otherwise stated, based upon the financial statements prepared in accordance with International Financial Reporting Standards ("IFRS"). This MD&A is dated as of May 21, 2020.

This MD&A provides management's view of the financial condition of the Company and the results of its operations for the reporting periods indicated. Additional information related to the Company and risk factors is available in the Company's Annual Information Form ("AIF") as filed on the Canadian Securities Administrators' website at www.sedar.com or on the Company's website at www.cubenergyinc.com.

# Corporate Overview and Strategy

The Company is a publicly-traded, international energy company engaged in exploration and development of onshore oil and gas properties and power generation in Ukraine. Key to success in this region is the Company's strong local relationships, key operating partnerships and a history of management experience operating in-country.

Current production is driven by a 35% interest in KUB-Gas LLC ("KUB-Gas") in eastern Ukraine and the Company's 100% operated interest in western Ukraine in Tysagaz LLC ("Tysagaz"). The Company also holds a 50% interest in CNG Holdings Netherland B.V. ("CNG Holdings") which in turn owns CNG LLC ("CNG LLC") to jointly explore a production licence in western Ukraine.

# Barrels of Oil Equivalent Conversion

A barrel of oil equivalent ("boe") or units of natural gas equivalents ("Mcfe") are calculated using the conversion factor of 6 Mcf (thousand cubic feet) of natural gas being equivalent to one barrel of oil. A boe conversion ratio of 6 Mcf:1 bbl (barrel), or a Mcfe conversion ratio of 1 bbl:6 Mcf, is based on an energy equivalency conversion method primarily applicable at the burner tip and does not represent a value equivalency at the wellhead and is not based on either energy content or current prices. While the boe ratio is useful for comparative measures, it does not accurately reflect individual product values and might be misleading, particularly if used in isolation. As well, given that the value ratio, based on the current price of crude oil to natural gas, is significantly different from the 6:1 energy equivalency ratio, using a 6:1 conversion ratio may be misleading as an indication of value. Test results are not necessarily indicative of long-term performance or of ultimate recovery. The test data contained herein is considered preliminary until full pressure transient analysis is complete.

# Forward Looking Information

This MD&A contains "forward-looking information" which may include, but is not limited to, statements with respect to the future financial or operating performance of the Company, its petroleum and natural gas projects, the future price of resources, the estimation of reserves, the realization of resource estimates, the timing and amount of estimated future production, costs of production, capital, operating and exploration expenditures, costs and timing of development, costs and timing of future exploration, requirements for additional capital, government regulations, environmental risks, reclamation expenses, title disputes or claims and limitations of insurance coverage. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or variations (including negative variations) of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved.

Forward-looking statements are based on the opinions and estimates of management as of the date such statements are made and are based on assumptions. They involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company and/or its subsidiaries to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, general business, economic, competitive, fluctuations in currency, political and social uncertainties; the actual results of current exploration activities; actual results of reclamation activities; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; future prices of resources; possible variation recovery rates; failure of plant, equipment or processes to operate as anticipated; accidents, labor disputes and other risks of the industry; political instability; the recent introduction of Martial Law, delays in obtaining governmental approvals or financing or in the completion of development or construction activities, as well as those factors discussed in the section entitled "Risk Factors" in the Company's AIF. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking statements contained herein are made as of the date of this MD&A and the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results, except as may be required by applicable securities laws. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

# Reported Results and Equity Investment

As at March 31, 2020, the Company had an effective 35% ownership interest in KUB-Gas LLC, a Ukrainian company which owns assets representing a substantial portion of the Company's core operating properties, income and cashflow. The Company also owns 100% ownership of Tysagaz, whose RK Field in western Ukraine has been producing at a reduced rate. In addition, the Company has an effective 50% ownership interest in CNG LLC, a Ukrainian company with a production licence in western Ukraine that has no current production.

All of the KUB-Gas shares are held through KUBGAS Holdings Limited ("KUB Holdings"), a private company incorporated in Cyprus, which is 35% owned by the Company. The results for three months ended March 31, 2020 and 2019 reflect the 35% ownership in KUB Holdings. The Company does not control KUB Holdings nor CNG Holdings and is required under IFRS to record their investment under the equity method of accounting. In doing so, it reports none of the revenues, royalties or production expenses for KUB Holdings and CNG Holdings within its consolidated statements of operations and cash flows. Similarly, the Company does not report the individual consolidated assets and liabilities of KUB Holdings and CNG Holdings on its consolidated statements of financial position.

The historical 35% share of the net assets of KUB Holdings and 50% share of net assets of CNG Holdings attributable to the Company are presented as an "Equity investments" within non-current assets on the consolidated statement of financial position. Net profits or losses from the historical 35% interest of KUB Holdings and 50% of CNG Holdings are presented as a single line item "income from equity investment" on the consolidated statements of operations.

A substantial portion of the financial analysis in this MD&A does not reflect the Company's interest in the results of KUB Holdings and CNG Holdings. The table below summarizes the results reported by the Company in accordance with IFRS, then deducts the single line item "income from equity investment" and adds the 35% KUB Holdings share and 50% CNG Holdings share allocable to its equity investment to reflect the gross results of operations attributable to the Company's 35% and 50% economic interest, respectively, and finally the pro-rata net to Cub results which is a non-IFRS measure.

| Three months ended March 31, 2020 | As Reported | Deduct Equity Investments | Add Allocated from Equity Investments | Pro-rata Net to Cub |
|---|---|---|---|---|
| Average Daily Production (boe/d) | 35 | - | 611 | 646 |
| Revenue from gas sales | $ 66,000 | $ - | $ 1,196,000 | $ 1,262,000 |
| Revenue from gas trading(1) | 2,204,000 | (2,070,000) | - | 134,000 |
| Royalty | (20,000) | - | (457,000) | (477,000) |
| **Gross profit** | **2,204,000** | **(2,070,000)** | **739,000** | **919,000** |
| **Income from equity investment** | 79,000 | (79,000) | - | - |
| **Operating expenses** | | | | |
| Cost of sales for gas trading(1) | 2,070,000 | (2,070,000) | - | - |
| Selling and general administrative | 866,000 | - | 3,000 | 869,000 |
| Depletion and depreciation | - | - | 278,000 | 278,000 |
| Cost of sales | 74,000 | - | 424,000 | 498,000 |
| Finance loss (income), net | 12,000 | - | (62,000) | (50,000) |
| Accretion of decommissioning Obligation | 13,000 | - | 3,000 | 16,000 |
| | **3,035,000** | **(2,070,000)** | **646,000** | **1,611,000** |
| **Income (loss) before tax** | **(706,000)** | **(79,000)** | **93,000** | **(692,000)** |
| Income tax expense | **-** | **-** | **(14,000)** | **(14,000)(2)** |
| **Net income (loss)** | **$ (706,000)** | **$ (79,000)** | **$ 79,000** | **$(706,000)** |

| Three months ended March 31, 2020 | As Reported | Deduct Equity Investments | Add Equity Investments | Pro-rata Net to Cub |
|---|---|---|---|---|
| **Netback ($/boe)** | | | | |
| Revenue | - | - | $21.24 | $21.24 |
| Royalty | - | - | (8.22) | (8.22) |
| Production expenses | - | - | (7.62) | (7.62) |
| **Field netback ($/boe)** | **-** | **-** | **$ 5.40** | **$ 5.40** |
| **Field netback ($/mcfe)** | **-** | **-** | **$ 0.90** | **$ 0.90** |

(1) Commencing August 2016, the Company's wholly-owned subsidiary, Tysagaz, began taking possession of its 35% ownership of gas produced at KUB-Gas. Tysagaz purchased its share of gas from KUB-Gas at the same price that KUB-Gas sold its gas to an affiliate of the majority owner. The Company agreed to this arrangement so it could attempt to earn additional net income from the gas sales price to the majority owner's affiliate. For purposes of these pro-rata disclosures, the cost of sales is eliminated as it's already included in the equity investment revenue.

(2) The pro-rata income tax expense represents the income tax incurred at KUB-Gas, the Company's 35% owned Ukraine subsidiary, which had material net income during the respective periods. The effective income tax rate for KUB-Gas was 20%.

# Results of Operations

| (in thousands of US Dollars) | Three Months Ended March 31, 2020 | Three Months Ended March 31, 2019 |
|---|---|---|
| Petroleum and natural gas revenue | 66 | 49 |
| Pro-rata petroleum and natural gas revenue(1) | 1,262 | 3,452 |
| Revenue from gas trading(2) | 2,204 | 4,479 |
| Net income (loss) | (706) | 962 |
| Income (loss) per share – basic and diluted | (0.00) | 0.00 |
| Funds generated from (used in) operations | 350 | (35) |
| Capital expenditures(3) | - | - |
| Pro-rata capital expenditures(3) | 851 | 56 |
| Pro-rata netback ($/boe) | 5.40 | 24.49 |
| Pro-rata netback ($Mcfe) | 0.90 | 4.08 |

| | March 31, 2020 | December 31, 2019 |
|---|---|---|
| Cash and cash equivalents | 6,100 | 6,206 |

Notes:

(1) Pro-rata petroleum and natural gas revenue is a non-IFRS measure that adds the Company's petroleum and natural gas revenue earned in the respective periods to the Company's 35% equity share of the KUB-Gas natural gas sales that the Company has an economic interest in.

(2) During the three and twelve months ended March 31, 2020, the Company recorded $2,204,000 (2019 - $4,479,000) and $2,070,000 (2019 - $4,240,000) in revenue for gas trading and $134,000 (2019 - $239,000).

(3) Capital expenditures includes the purchase of property, plant and equipment and the purchase of exploration and evaluation assets. Pro-rata capital expenditures are a non-IFRS measure that adds the Company's capital expenditures in the respective periods to the Company's 35% equity share of the KUB-Gas and 50% equity share of CNG Holdings capital expenditures that the Company has an economic interest in.

## Highlights

- The Company reported income from equity investment of $79,000 during the three months ended March 31, 2020 as compared to income of $1,522,000 in 2019.
- The Company reported a net loss of $706,000 or $0.00 per share during the three months March 31, 2020 as compared to net income of $962,000 or $0.00 per share during 2019.
- Production averaged 646 boe/d (97% weighted to natural gas and the remaining to condensate) for the three months March 31, 2020 as compared to 895 boe/d for 2019.
- Netbacks of $5.40/boe or $0.90/Mcfe were achieved for the three months March 31, 2020 as compared to netback of $24.49/Boe or $4.08/Mcfe for 2019.
- Achieved average natural gas price of $3.45/Mcf and condensate price of $36.25/bbl during the three months March 31, 2020 as compared to $7.11/Mcf and $42.57/bbl for 2019. The decrease is due, in large part, to increased volumes of gas stored in Europe and a warmer than expected winter in Europe
- In April 2020, the Company has signed a contract for the purchase of two Jenbacher gas power generation engines that should convert the natural gas produced from the RK field into power that can be sold in western Ukraine at local market rates. Each power generation unit will have the capacity to produce as much as 1.5 megawatts (“MW”) of power each or 3 MW in total. The RK field was materially suspended on April 1, 2016 and this new plan should result in the restart of the RK field.
- The company is monitoring recommendations by the public health authorities related to COVID-19 in all its operating regions and is adjusting operational requirements as required. All of the Company's facilities remain fully operational. The Company has implemented certain cost-cutting initiatives during the second quarter of 2020, including the layoff of eleven team members, salary and director fee reductions, the signing of office leases at lower rent levels and a general decrease in the use of external consultants.

## Eastern Ukraine KUB-Gas Assets (35%)

During the year ended December 31, 2019, Kub-Gas performed several recompletions that resulted in an increase in initial production followed by natural decline rates. There are approximately ten other wells with “behind pipe pays” that may be attractive recompletion opportunities. As the currently producing intervals deplete, the production team can recomplete these additional zones in the existing wells. Kub-Gas uses its own completion equipment and personnel.

During the three months ended March 31, 2020, Kub-Gas drilled the Makeevskoye-30 (“M-30”). Logging was performed on several horizons and was evaluated as having non-commercial gas shows. On the West Olgovskoye licence, Kub-Gas expects to commence a 270 $km^2$ 3D seismic program in 2020 or 2021 to delineate known structures found from 2D seismic.

## Western Ukraine CNG Assets (50% Interest)

CNG drilled the U101 well that showed that the prospective reservoir sands were water saturated with traces of natural gas that indicate there was gas migration, but no viable trapping mechanism in this particular prospect. The U101 well obtained valuable subsurface geological and petrophysical data that will be used to refine the seismic mapping and geo-modelling expected to be completed in 2020. The U101 well costs were 100% borne by the Company’s partner and the Company is awaiting the partners review of the updated CNG data to determine the next operations at CNG.

## Western Ukraine Tysagaz Assets (100% Interest)

In April 2020, the Company has signed a contract for the purchase of two Jenbacher gas power generation engines that should convert the natural gas produced from the RK field into power that can be sold in western

Ukraine at local market rates. Each power generation unit will have the capacity to produce as much as 1.5 megawatts ("MW") of power each or 3 MW in total. The RK field was materially suspended on April 1, 2016 and this new plan should result in the restart of the RK field.

The Jenbacher units will be manufactured in Europe and expected delivery is in the fourth quarter of 2020 with power revenue expected in the first quarter of 2021. The successful sale of power into the local grid will be subject to the successful installation of the Jenbacher units, regulatory commissioning and tie-in to the local power supply. The direct capital costs of the two units are approximately US$1.4 million and the total investment is expected to be approximately US$1.9 million. The total investment amount includes approximately $0.3 million in Value Added Tax (VAT) which should be refunded on commercial production. There are approximately 60 of these power generator units currently in operation in Ukraine.

### Ukraine Gas Prices and Currency

The Ukrainian exchange, the Hryvnya ("UAH") rate versus the USD was 28.06 UAH/USD at March 31, 2020, which depreciated approximately 16% as compared to the 23.69 UAH/USD at December 31, 2019.

During the three months ended March 31, 2020, gas prices realized were $3.45/Mcf which decreased approximately 49% relative to the comparative 2019 price of $7.11/Mcf. The future of natural gas prices in Ukraine is currently subject to a high degree of uncertainty and it is unknown what the future prices the Company will receive on its Ukraine production.

### Ukraine Cross-Border Dividend and Going Concern

In the past, the National Bank of Ukraine ("NBU") has issued resolutions which, among other things, prohibited the payment of cross-border dividends or restricted the amount of dividends issued. Since 2018, the NBU eased certain capital controls by allowing Ukraine companies to issue dividends up to a maximum of €7 million per month.

With the current cash resources, modest production of the RK Field, declining commodity prices, negative working capital, uncertainty surrounding the successful installation of the new power generation units, currency fluctuations, reliance on a few customers and impact on carrying values, the Company may not have sufficient cash to continue exploration and development activities. These matters raise significant doubt about the ability of the Company to continue as a going concern and meet its obligations as they become due. Continuing operations are dependent on the ability to obtain adequate funding to finance existing operations, receiving funds from Ukraine (including dividends), stability in Ukraine and attaining future profitable operations in Ukraine. Additional financing is subject to the global financial markets and economic conditions, and volatility in the debt and equity markets. These factors have made, and will likely continue to make it challenging to obtain cost effective funding or any at all. There is no assurance this capital will be available and, if it is not, the Company may be forced to curtail or suspend all planned activity.

## Summary of Quarterly Results

The following table sets out selected unaudited consolidated financial information for each of the last eight quarters ended up to and including March 31, 2020. The information contained herein is taken from the consolidated financial statements of the Company for each of the aforementioned quarters.

| Quarter Ended | Mar 31, 2020 | Dec 31, 2019 | Sept 30, 2019 | June 30, 2019 |
|---|---|---|---|---|
| **Revenue from gas sales** | 66,000 | 59,000 | 62,000 | 77,000 |
| **Revenue from gas trading** | 2,204,000 | 1,487,000 | 2,514,000 | 2,975,000 |

| | | | | |
|---|---|---|---|---|
| **Income from equity Investment** | 79,000 | 737,000 | 471,000 | 357,000 |
| **Operating expenses** | 3,035,000 | 13,594,000 | 3,530,000 | 3,588,000 |
| **Net loss** | (706,000) | (11,320,000) | (497,000) | (205,000) |
| **Loss per share** | (0.00) | (0.04) | (0.00) | (0.00) |
| **Working Capital deficit** | (3,787,000) | (2,055,000) | (1,189,000) | (632,000) |

| Quarter Ended | Mar 31, 2019 | Dec 31, 2018 | Sept 30, 2018 | June 30, 2018 |
|---|---|---|---|---|
| **Revenue from gas sales** | 49,000 | 74,000 | 50,000 | 18,000 |
| **Revenue from gas trading** | 4,479,000 | 6,831,000 | 4,848,000 | 3,079,000 |
| **Income from equity Investment** | 1,522,000 | 1,168,000 | 1,786,000 | 1,461,000 |
| **Operating expenses** | 5,074,000 | 7,482,000 | 5,537,000 | 3,957,000 |
| **Net income** | 962,000 | 570,000 | 1,133,000 | 596,000 |
| **Income per share** | 0.00 | 0.00 | 0.00 | 0.00 |
| **Working Capital (deficit)** | 127,000 | 3,798,000 | (4,568,000) | (1,862,000) |

## Material Variations in Quarterly Results

The Company's working capital was negatively impacted during the quarter ended March 31, 2020 as a result of the Pelicourt $2 million loan being reclassified from a non-current liabilities to current liabilities.

The Company's working capital deficit increased during the quarters ended March 31, 2019 and December 31, 2018 due to the reclassification of loans from KUB Holdings from non-current liabilities to current liabilities as their maturity dates are within twelve months of the balance sheet date. The working capital improved in the quarter ended December 31, 2018, when the maturity date of the KUB-Gas loans were extended to December 31, 2020 and become long term liabilities. During 2019, the KUB-Gas loans were considered current liability as the maturity date is within 12 months.

The Company also experienced declining natural gas prices in 2019 and into 2020, that contributed to material impairments to its assets in the fourth quarter of 2019.

## Revenue from Gas Sales, Net of Royalty

The Company began selling a modest amount of rich gas from the RK field in western Ukraine from a deep well (RK-1) in the Mesozoic formation resulting in revenue during the three months ended March 31, 2020 amounted to $66,000 as compared to $49,000 in the comparative 2019 period.

## Revenue from Gas Trading, Net of Cost of Sales for Gas Trading

Commencing August 2016, the Company's wholly owned subsidiary, Tysagaz, began taking possession of some of its 35% ownership of gas produced at KUB-Gas. Tysagaz purchased the gas from KUB-Gas at the same price that KUB-Gas sold its gas to an affiliate of the majority shareholder of KUB-Gas. The Company agreed to this arrangement so it could attempt to earn additional net income from the gas sales price sold to the majority owner's affiliate. During the three months ended March 31, 2020, the Company recorded $2,204,000 in gas trading revenue (2019 - $4,479,000) and $2,070,000 for the cost of the gas trading (2019- $4,240,000) for a net profit of $134,000 (2019 - $239,000).

## Income from Equity Investments

The Company accounts for its 35% indirect ownership in KUB Holdings and 50% ownership of CNG Holdings as investments under the equity method. During the three months ended March 31, 2020, KUB-Gas generated gross revenues of approximately $3,418,000 (2019 - $9,724,000) and had net income of $228,000 (2019 –

$4,349,000). This resulted in a net income to the Company from its equity investment for the quarterly period of $79,000 (2019 – $1,522,000).

The net loss at CNG Holdings was $1,309,000 (2019 – net income $60,000) during the three months ended March 31, 2020. Net losses/income in the periods were also related to finance income, net of finance expense, on intercompany loans and the effects of foreign exchange, as the loans are denominated in Euros, to fund the exploration activities in Ukraine.

## Selling and General Administrative Expenses

The Company has implemented certain cost-cutting initiatives during the second quarter of 2020, including the layoff of eleven team members, salary and director fee reductions and a general decrease in the use of external consultants.

Selling and general administrative expenses were $866,000 during the first quarter ended March 31, 2020, as compared to $837,000 in the comparative 2019 quarter. Some of the significant items contained within selling and general administrative expenses are as follow:

### Salaries

During the first quarter of 2020, salaries to staff and director's fees were $438,000 which was slightly lower compared to $440,000 during the comparative 2019 quarter.

### Office and administration

Office and administration costs were $215,000 in the third quarter ended March 31, 2020, as compared to $249,000 in the comparative 2019 quarter.

### Professional fees

Professional fees were $145,000 during the quarter ended March 31, 2020 as compared to $66,000 in the comparative 2019 quarter. The Company incurred $119,000 in professional fees during the current quarter related to the technical review of the Nitrogen Rejection Unit.

### Travel

The Company incurred travel costs of $13,000 in the first quarter of 2020 and as compared to $29,000 in the comparative 2019 period. Travel expenses include costs associated with international operations and meetings with the Company's equity partners.

### Consulting

Consulting fees were $55,000 during the first quarter of 2020 as compared to $53,000 in consulting fees during the 2019 comparative quarter.

## Net Profit/Loss

During the quarter ended March 31, 2020, the Company recorded a net loss of $706,000 or $0.00 per share as compared to net income of $962,000 or $0.00 per share in the comparative 2019 quarter.

## Foreign Currency Translation Income/Loss

During the first quarter ended March 31, 2020, the foreign currency translation income was $485,000 as compared to $437,000 in the comparative 2019 quarter. The income and losses relate to the revaluation of the Company's foreign assets and liabilities from the local currency (Ukrainian, Canadian and European currencies) to the US dollar in accordance with the Company's accounting policy for the translation of its subsidiaries. The recent foreign currency translation income was primarily the result in the strengthening of the Ukrainian Hryvnya against the US dollar. The carrying value of the assets of the Ukrainian subsidiaries were materially impacted by the volatility of the local currencies in the past. The appreciation/devaluation materially raises/lowers the carrying value of the Ukrainian property, plant and equipment and the value of the equity investment in KUB Holdings. These gains/losses do not impair the ability of those assets or liabilities to perform their intended purpose.

## Liquidity, Capital Resources and Financings

At March 31, 2020, the Company had a cash balance of $6,100,000 (December 31, 2019 - $6,206,000) and working capital deficit of $3,787,000 (December 31, 2019 – $2,055,000). The working capital deficit was negatively impacted by the Pelicourt loan being classified as current liabilities versus a non-current liability as the maturity date is January 31, 2021, which is less than twelve months from March 31, 2020. The Company's current loans are to Pelicourt in the amount of $2,000,000 and the KUB-Gas loans in the amount of $5,078,000. The Company is seeking to negotiate extensions which it has done in the past although there are no assurances of future extensions. The Company had no long-term debt or capital leases other than the two loans referenced. The Company has historically been able to raise funds through the issuance of common shares or debt although there are no assurances funds will be able in the future.

The $2,000,000 secured shareholder loan with Pelicourt is a related party to the Company. The shareholders loan bears interest at 12% per annum payable quarterly and the principal of the shareholder loan is due on January 31, 2021. Pelicourt was granted security over Gastek which indirectly owns the 35% interest in KUB-Gas. The security is available on an event of default and limited only to the amount owing on the shareholder loan including principal and interest.

During the three months ended March 31, 2019, the Company received $1,684,000 in dividends from KUB Holdings as compared to $Nil in dividends in 2020.

During the three months ended March 31, 2020, KUB-Gas incurred approximately $2,431,000 (2019 - $159,000) of capital expenditures which was for the M-30 well.

There remains significant doubt about the ability of the Company to continue as a going concern and meet its obligations as they become due.

## Off Balance Sheet Arrangements

During the year ended December 31, 2018, the Company's subsidiary, Tysagaz, entered into a bank guarantee for 25,000,000 UAH ($890,000) with a state-owned Ukrainian bank to guarantee its working capital requirement for the gas trading business. The term of the bank guarantee is a 3% annual fee to keep the guarantee in place. The Company is also a party to the guarantee. In February 2019, the bank guarantee was reduced to 10,000,000 UAH ($356,000). In December 2019, the Company's subsidiary, Tysagaz, entered into a new bank guarantee for 8,000,000 UAH ($285,000) as a result of a change in structure of the pipeline operator and the 10,000,000 UAH bank guarantee was terminated in January 2020.

During 2019, the Company pledged 4,500,000 UAH ($160,000) of its cash in the Ukraine bank for the bank guarantee. During the three months ended March 31, 2020, the pledged amount was decreased to 2,000,000 UAH ($71,000).

## Outstanding Share Data

Issued and outstanding as at the date of this MD&A:

| Type | Number |
|---|---|
| **Common Shares** | 314,215,355 |

| | |
|---|---|
| **Stock Options** | 15,300,000 |

## Commitments and Contingencies

**Ukraine**

The Company has an obligation to incur certain capital expenditures to comply with the Ukrainian licence requirements. Under these licence maintenance commitments, the Company is required to explore its licenced fields. Although these commitments are not binding and may be modified based on results of work, the Company's potential capital expenditures relating to qualifying activities on gas and gas condensate fields will be material during the period from 2021 to 2022 as part of the planned exploration and development programs. Justified deviation from the capital expenditures is permitted and should be agreed with the licensor, while failure to commit exploration works and substantiate the different capital expenditure schedule may result in termination of the exploration licence.

**Lawsuits**

During the year ended December 31, 2016, the Company's 50% indirect investment in Ukraine associate, CNG LLC, learned of two non-governmental organization ("NGO") lawsuits filed against the State Service of Geology and Mineral Resources of Ukraine ("SGS"), the government body who issues licences in Ukraine, concerning recent licence grants including the Company's recently issued Uzhgorod licence. From publicly available information, it appears that the NGO filed at least five more lawsuits challenging the SGS for issuance of several licenses issued to various third party subsoil users. The Company believes the claims to be frivolous and without merit and there is no reason to postpone investment activities within the Uzhgorod license. To be clear, CNG LLC, which holds the Uzhgorod license is not a defendant under the claims but could be materially affected by a negative outcome. Therefore, CNG LLC has participated in the litigation as a third party on the defendant's side. During the year ended December 31, 2017, one of the two NGO lawsuits against SGS was dismissed by the Ukraine courts. The other lawsuit is still pending, but remains dormant.

**Capital Commitment**

Subsequent to the three months ended March 31, 2020, the Company signed a contract for the purchase of capital equipment to utilize the natural gas from the RK field for power generation. The contract commitment totals approximately $1,400,000. See note 25.

## Transactions with Related Parties

Transactions with related parties are incurred in the normal course of business. During the three months ended March 31, 2020 and 2019, there were no related party transactions other than the shareholder loans and KUB-Gas loans - see "Liquidity, Capital Resources and Financing".

## Critical Accounting Estimates

Management makes a number of estimates and assumptions relating to the reporting of assets and liabilities and the disclosure of contingent assets and liabilities to prepare these consolidated financial statements in conformity with IFRS. Actual results could differ from those estimates. Significant estimates include:

- To value the equity investment in KUB Holdings, management obtains financial information from the majority owner. The recoverability of the Company's equity investment in KUB Holdings is subject to all estimates included in the financial information from the majority owner, as well as estimates of the recoverable amount of the natural gas reserves held by its wholly-owned subsidiary Kub-Gas. Additionally, the Company estimates the ability of KUB Holdings to generate future dividends and ability to repatriate funds from Ukraine due to limited dividend restrictions.

- The determination of cash-generating units ("CGU") requires judgment in defining a group of assets that generate cash inflows that are largely independent of the cash inflows from other assets or groups of assets. CGUs are determined by similar geological structure, shared infrastructure, geographical proximity, commodity type, similar exposure to market risks and materiality.
- Amounts recognized for depletion and depreciation of property, plant and equipment and the assessment of these assets for impairment which includes petroleum and natural gas interests are based on estimates of proved and probable reserves, natural gas prices, future costs, royalty payments and taxes, timing, and other relevant assumptions. By their nature, the estimates of reserves are subject to measurement uncertainty. Changes in these variables could significantly impact the reserves estimates which would affect estimates of recoverable amounts, and depletion and depreciation expense. The Company's natural gas reserves are evaluated annually and reported to the Company by independent qualified reserves evaluators. The Company expects that its estimates of reserves will change to reflect updated information. Reserve estimates can be revised upward or downward based on the results of future drilling, testing, production levels, and changes in costs, and commodity prices.
- Amounts recognized for decommissioning obligations and the related accretion expense requires the use of estimates with respect to the amount and timing of decommissioning expenditures. Other provisions are recognized in the period when it becomes probable that there will be a future cash outflow.
- Charges for share-based payments and the value of restricted stock units (RSU) are based on the fair value at the date of issuance. These instruments are subject to the estimation using pricing models such as the Black-Scholes option pricing model, which is based on assumptions such as volatility, dividend yield, risk free rate of return and expected term. A forfeiture rate is estimated on the grant date and is adjusted to reflect the actual number of options that vest.
- Tax interpretations, regulations and legislations in the jurisdictions in which the Company operates are subject to change. As such, income taxes are subject to measurement uncertainty. Deferred income tax assets are assessed by management at the end of the reporting period to determine the likelihood that they will be realized from future taxable earnings.
- Judgment is required to determine the functional currency of the parent and its subsidiaries. These judgments are continuously evaluated and are based on management's experience and knowledge of the relevant facts and circumstances, including analysis of the consideration factors identified in IAS 21, *The Effects of Changes in Foreign Exchange Rates.*
- Judgement is required to determine the value of its petroleum and natural gas interests (RK field) due to its suspension/reduction in production since April 1, 2016 and recent commitment to purchase new equipment to utilize the field for power generation. However, until the new equipment is operational and the RK field is producing, there will be uncertainty regarding the value of the RK field.
- The Company applies judgment in assessing its ability to continue as a going concern for at least 12 months. In making this assessment, the Company considers the facts and circumstances disclosed elsewhere in this MD&A. The Company concluded that there is a material uncertainty that may cast doubt on its ability to continue as a going concern.

## Financial Instruments and Other Instruments

The Company's financial instruments consist of cash, trade and other receivables (excluding sales tax), non-current receivables, shareholder loans, loan from KUB-Gas and trade and other payables. The fair values of financial instruments other than cash approximate their carrying values. Trade and other receivables and trade and other payables approximate fair value due to the short-term nature of the accounts. The shareholder loan approximates fair value due to the use of market rates of interest. The loan from KUB-Gas also approximates fair value as it has been discounted with an interest rate comparable to current market rates.

# Non-IFRS Measures

The financial information presented in this MD&A has been prepared in accordance with IFRS except for the terms "funds from operations", "netback", "working capital" and "pro-rata net to Cub" which are not recognized measures under IFRS and do not have standardized meanings prescribed by IFRS. These non-IFRS measures are presented for information purposes only and should not be considered an alternative to, or more meaningful than information presented in accordance with IFRS. Management believes funds from operations, netback, working capital and pro-rata net to Cub may be useful supplemental measures as they are used by the Company to measure operating performance and to evaluate the timing and amount of capital required to fund future operations. The Company's method of calculating these measures may differ from those of other companies and, accordingly, they may not be comparable to measures used by other companies. The Company calculates "funds from operations", "netback", "working capital" and "pro-rata net to Cub" as presented earlier in this document.