

MANAGEMENT'S DISCUSSION & ANALYSIS

This Management's Discussion and Analysis (MD&A) should be read in conjunction with Emerald Bay Energy Inc. (the "Company") audited annual Consolidated Financial Statements for the year ended December 31, 2015. Certain information regarding the Company contained herein may constitute forward-looking statements under applicable securities laws. Such statements are subject to known or unknown risks and uncertainties that may cause actual results to differ materially from those anticipated or implied in the forward-looking statements.

Additional information relating to the Company is available on SEDAR at www.sedar.com. The Company is listed on the Canadian Stock Exchange under the symbol "EBY". The MD&A is dated August 2, 2016

BASIS OF PRESENTATION

The financial data presented below has been prepared in accordance with International Financial Reporting Standards. All amounts are reported in Canadian dollars unless otherwise indicated.

Application of Accounting Estimates

The significant accounting policies used by the Company are disclosed in Note 3 to the annual Consolidated Financial Statements for the year ended December 31, 2015. Certain accounting policies require that management make appropriate decisions with respect to the formulation of estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. Management reviews its estimates on a periodic basis. The emergence of new information and changed circumstance may result in actual results or changes to estimates that differ materially from current estimated amounts.

Non-IFRS and Non-GAAP Measures

This MD&A includes the following measures that are from time to time used by the Company, but do not have any standardized meaning under IFRS and may not be comparable to similar measures presented by other companies:

- a) "Funds from operations" - should not be considered an alternative to, or more meaningful than "cash flow from operating activities" as determined in accordance with IFRS as an indicator of the Company's financial performance. Funds from operations is determined by adding non-cash expenses to the net income or loss for the period, deducting decommissioning liability expenditures and does not include the change in working capital applicable to operating activities. Management believes that in addition to cash flow from operating activities, funds from operations is a useful supplemental measure as it provides an indication of the results generated by the Company's principal business activities before the consideration of how such activities are financed.
- b) "Operating netback" - Operating netbacks are calculated by deducting royalties and operating costs, including transportation costs, from revenues.
- c) "Working capital" – working capital includes total current assets and total current liabilities. The working capital ratio is calculated by deducting total current liabilities.

Going Concern

At December 31, 2015, the Company had not yet achieved profitable operations, had accumulated a deficit of \$18,084,385 since its inception (December 31, 2014 - \$17,420,929), had negative cash flows from operations of \$289,182 (December 31, 2014 - \$699,315) and had a working capital deficiency of \$6,486,083 (December 31, 2014 - \$5,448,782) (defined as current assets less current liabilities), and expects to incur further losses in the development of its business. The ability to continue as a going concern is dependent on obtaining continued financial support, completing public equity financing, or generating profitable operations in the future. Management is committed to raising additional capital to meet its exploration and operating obligation, however, additional equity financing is subject to the global financial markets and economic conditions, which have recently been disrupted and are volatile, and the debt and equity markets, which have been distressed, particularly for junior petroleum and natural gas companies. All of these factors, together with weak natural gas prices and the current unstable economic conditions, indicate the existence of material uncertainties related to events or conditions that may cast significant doubt as to whether the Company can continue as a going concern and, therefore, it may be unable to realize its assets and discharge its liabilities in the normal course of business. These Consolidated Financial Statements do not reflect the adjustments to the carrying value of assets and liabilities, the reported revenues and expenses, and the balance sheet classifications that would be necessary if the going concern assumption was not appropriate. Any adjustments necessary to the Consolidated Financial Statements if the Company ceases to be a going concern could be material.

BOE Presentation

The term "barrels of oil equivalent" (BOE) may be misleading, particularly if used in isolation. A BOE conversion of six thousand cubic feet of natural gas to one barrel of oil (6:1) is based on an energy equivalency conversion method primarily applicable at the burner tip and does not represent a value equivalency at the wellhead. Readers should be aware that historical results are not necessarily indicative of future performance.

FORWARD-LOOKING STATEMENTS

Certain statements contained within the Management's Discussion and Analysis, and in certain documents incorporated by reference into this document, constitute forward looking statements. These statements relate to future events or our future performance. All statements other than statements of historical fact may be forward looking statements. Forward looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward looking statements.

In particular, this MD&A may contain the following forward looking statements pertaining to, without limitation, the following:

The Company's future production volumes and the timing of when additional production volumes will come on stream; the Company's realized price of commodities in relation to reference prices; the Company's future commodity mix; future commodity prices; the Company's expectations regarding future royalty rates and the realization of royalty incentives; the Company's expectation of future operating costs on a per unit basis; future general and administrative expenses; future development and exploration activities and the timing thereof; the future tax liability of the Company; the expected rate of depletion, depreciation and accretion; the estimated future contractual obligations of the Company; the future liquidity and financial capacity of the Company; and, the Company's ability to fund its working capital and forecasted capital expenditures. In addition, statements relating to "reserves" or "resources" are deemed to be forward looking statements, as they involve the implied assessment, based on certain estimates and assumptions, that the resources and reserves described can be profitably produced in the future.

With respect to the forward looking statements contained in the MD&A, the Company has made assumptions regarding: future commodity prices; the impact of royalty regimes and certain royalty incentives; the timing and the amount of capital expenditures; production of new and existing wells and the timing of new wells coming on-stream; future proved finding and development costs; future operating expenses including processing and gathering fees; the performance characteristics of oil and natural gas properties; the size of oil and natural gas reserves; the ability to raise capital and to continually add to reserves through exploration and development; the continued availability of capital, undeveloped land and skilled personnel; the ability to obtain equipment in a timely manner to carry out exploration and development activities; the ability to obtain financing on acceptable terms; the ability to add production and reserves through exploration and development activities; and, the continuation of the current tax and regulation.

We believe the expectations reflected in forward looking statements contained herein are reasonable but no assurance can be given that these expectations will prove to be correct and such forward looking statements included in, or incorporated by reference into, this MD&A should not be unduly relied upon. These statements speak only as of the date of this MD&A or as of the date specified in the documents incorporated by reference into this Management's Discussion and Analysis, as the case may be. The actual results could differ materially from those anticipated in these forward looking statements as a result of the risk factors set forth below and elsewhere in this MD&A, which include volatility in market prices for oil and natural gas; counterparty credit risk; access to capital; changes or fluctuations in production levels; liabilities inherent in oil and natural gas operations; uncertainties associated with estimating oil and natural gas reserves; competition for, among other things, capital, acquisitions of reserves, undeveloped lands and skilled personnel; stock market volatility and market valuation of the Company's stock; geological, technical, drilling and processing problems; limitations on insurance; changes in environmental or legislation applicable to our operations, and our ability to comply with current and future environmental and other laws; changes in income tax laws or changes in tax laws and incentive programs relating to the oil and gas industry, changes in the regulatory regimes under which the Company operates, changes in the political and social environment that may impact the Company and the other factors discussed under "Risk Factors" in the following annual MD&A. Readers are cautioned that the foregoing lists of factors are not exhaustive. The forward looking statements contained in this MD&A and the documents incorporated by reference herein are expressly qualified by this cautionary statement. The forward looking statements contained in this document speak only as of the date of this document and the Company does not assume any obligation to publicly update or revise them to reflect new events or circumstances, except as may be required pursuant to applicable securities laws.

SELECTED YEAR TO DATE FINANCIAL INFORMATION

	Three months ended December 31		Year ended December 31	
	2015	2014	2015	2014
FINANCIAL				
Gross revenue	814	17,045	37,159	74,811
Total assets	3,472,821	2,629,601	3,472,821	2,629,601
Cash flows used in operations	717,535	(43,722)	(289,192)	(699,315)
Net comprehensive loss	(42,636)	(595,673)	(392,029)	(1,732,440)
Per share – basic and diluted	(0.00)	(0.00)	(0.00)	(0.01)
Capital expenditures	477,420	16,411	502,050	136,196
Exploration and evaluation expenditures	88,406	136,351	329,087	376,515
Loan	1,025,000	1,300,000	1,025,000	1,300,000
Convertible debt	421,000	290,025	421,000	290,025
OPERATIONS				
Production sales				
Oil (BBLs/d)	1	1	1	1
Natural gas (MCF/d)	20	25	24	34
NGL (BBLs/d)	-	-	-	-
Total (BOE/d @ 6 MCF: 1 BBL)	4	5	4	6
Average pricing				
Natural gas (\$/mcf)	2.43	3.47	2.89	4.42
Oil/NGL's combined (\$/bbl)	47.85	75.17	59.56	86.36
Combined (\$/boe)	17.91	31.44	25.85	31.74
Expenses				
Production expense & transportation (\$/BOE)	18.13	115.03	37.00	50.66
Royalty expense (\$/BOE)	4.26	16.78	(2.07)	6.16
Net Back Combined (\$/BOE)	(4.48)	(100.38)	(9.08)	(25.08)

Financial and Operations Results

Revenue from the sale of petroleum and natural gas is recorded on a gross basis when title passes to an external party and is recognized based on volumes delivered to customers at contractual delivery points and rates. The costs associated with the delivery, including production, transportation and production-based royalty expenses are recognized in the same period in which the related revenue is earned and recorded.

Petroleum and natural gas revenue was \$814 and \$37,159 for the three and twelve months ended December 31, 2015, respectively, from revenue of \$17,045 and \$74,811 for the three and twelve months ended December 31, 2014, respectively.

Natural gas prices decreased to \$2.43/MCF in the three months ended December 31, 2015 versus \$3.47/MCF for the three months ended December 31, 2014. Natural gas prices decrease to \$2.89 in the twelve months ended December 31, 2015 versus \$4.42/MCF for the twelve months ended December 31, 2014. Oil and NGL combined prices decreased to \$47.85 in the three months ended December 31, 2015 from \$75.17 in the three months ended December 31, 2014 and decreased to \$59.56 in the twelve months ended December 31, 2015 from \$86.36 in the twelve months ended December 31, 2014. The average sales price on a BOE basis was \$17.91 and \$25.85 in the three and twelve months ended December 31, 2015, respectively, compared to \$31.44 and \$31.74 in the three and twelve months ended December 31, 2014.

During the three and twelve months ended December 31, 2015, the average sales volume on a BOE/d basis decreased to 4 BOE/d and 4 BOE/d, respectively, compared with 5 BOE/d and 6 BOE/d, respectively, for the three and twelve months ended December 31, 2014.

During the three and twelve months ended December 31, 2015, cash flows used in operations \$717,535 and \$289,182, respectively, from \$43,722 and \$699,315 during the three and twelve months ended December 31, 2014.

Year over year, the Company's revenue decreased. There continues to be minimal production from the Canadian oil and gas assets as the majority of these assets were disposed of during 2013 and 2014. The Company continues to focus on its exploration program in Texas and on the power generation Partnership it holds an interest in.

OPERATING RESULTS

Sales –	Average Daily Volumes		Average Prices	
	December 31, 2015	December 31, 2014	December 31, 2015	December 31, 2014
Natural Gas (mcf)	24	34	2.89	4.42
Oil/NGL (bbls)	1	1	59.56	86.36
Barrels of Oil Equivalent (boe)	4	6	25.85	31.75

During the year ended December 31, 2015, the Company continued to focus its resources toward its exploration program in Guadalupe County, Texas. During the year ended December 31, 2015, the Company generated \$127,429 in test oil from a development well within Guadalupe (net of associated costs), which it sold to third parties. The production generated is necessary to the completion of the assets and in order to enter into full production. Accordingly the pre-production revenue and costs have been offset against the exploration and evaluation costs incurred instead of being recognized within the consolidated statement of comprehensive loss.

For the year ended December 31, 2015 natural gas sales decreased to 24 MCF/d compared to 34 MCF/d the previous year as a significant portion of the Canadian assets remain shut-in during the current period to preserve existing reserves while the natural gas prices remain low, as well as previously drilled wells not being brought on line until natural gas prices rebound.

Natural gas prices decreased during the year ended December 31, 2015 to \$2.89/MCF versus \$4.42/MCF during the same period in 2013.

Oil production for the year ended December 31, 2015 was 1 BBLs/d when compared to the year ended December 31, 2014 where production was 1 BBLs/d. During the year ended December 31, 2015, the average price received for oil was \$52.44/barrel versus \$85.98/barrel during the year ended December 31, 2014.

NGL sales on a daily basis remained negligible.

During the year ended December 31, 2015, the average sales volume on a BOE/d basis decreased to 4 BOE/d compared with 6 BOE/d for the year ended December 31, 2014.

The average sales price on a BOE basis was \$25.85/BOE during the year ended December 31, 2015, decreasing from \$31.74/BOE received in the year ended December 31, 2014.

On a barrel of oil equivalent basis, during the year ended December 31, 2015 natural gas accounted for substantially all the total sales, comparable to the year ended December 31, 2014

FINANCIAL RESULTS

Revenue from the sale of petroleum and natural gas is recorded on a gross basis when title passes to an external party and is recognized based on volumes delivered to customers at contractual delivery points and rates. The costs associated with the delivery, including production, transportation and production-based royalty expenses are recognized in the same period in which the related revenue is earned and recorded.

Year ended December 31,	2015 (\$)	2014 (\$)
Petroleum and natural gas revenue	37,159	74,811
Royalties, petroleum and natural gas	(3,106)	(14,076)
Production expenses, petroleum and natural gas	(55,328)	(119,205)
Operating netback, petroleum and natural gas	(21,275)	(58,470)
Net loss	(663,456)	(1,728,896)
Net loss per share (basic and diluted)	(0.00)	(0.01)
Revenue per BOE	25.85	31.74
Royalty per BOE	2.25	6.16
Operating costs per BOE	41.03	50.66
Operating netback per BOE	(17.43)	(25.08)

Petroleum and natural gas revenue decreased to \$37,159 for the year ended December 31, 2015 from revenue of \$74,811 during the year ended December 31, 2014. Revenue on a BOE basis decreased to \$25.85/BOE from \$43.52/BOE during the year ended December 31, 2014.

Royalties decreased to \$3,106 during the year ended December 31, 2015 compared to the same period in 2014 of \$14,076. Royalty per BOE for the year ended December 31, 2015 averaged \$2.25/BOE, which was a decrease from \$6.16/BOE during the year ended December 31, 2014.

Production expenses in the year ended December 31, 2015 decreased to \$55,328 from the year ended December 31, 2014 of \$119,205. Operating costs/BOE for the year ended December 31, 2015 decreased to \$41.03/BOE from \$50.66/BOE in the year ended December 31, 2014.

Operating netback from petroleum and natural gas sales was (\$55,328) during the year ended December 31, 2015 from (\$119,205) during the year ended December 31, 2014. Operating netback/BOE was (\$17.43)/BOE compared to (\$25.08)/BOE. The fluctuation in netback is due to lower revenues combined with proportionately lower operating expenses.

Year over year, the Company's revenue has decreased. Commodity prices were significantly lower in 2015. There continues to be minimal production from the Canadian oil and gas assets as the majority of these assets were disposed of during 2013 and 2014. The Company continues to focus on its exploration program in Texas and on the power generation Partnership it holds an interest in.

Royalties per unit of Production

Nine months ended

	December 31, 2015	December 31, 2014
Gas (\$/mcf)	0.79	0.86
Oil (\$/bbl)	13.05	36.66
NGL (\$/bbl)	-	-
Total (\$/boe)	2.25	6.16

The royalties per MCF for natural gas increased to \$0.79/MCF from \$0.86/MCF in 2014. Oil royalties increased to \$13.05/BBL from \$33.66/BBL in 2014. Combined royalties for all products increased to \$2.25/BOE in 2015 from \$6.16/BOE the previous period.

GENERAL & ADMINISTRATIVE EXPENSES

After recoveries, general and administrative expenses ("G&A") increased to \$927,735 during the year ended December 31, 2015 from \$865,999 for the same period during 2014. The increase in the Company's G&A is reflective of the Company's efforts to control overhead cost while it continues to expand its activities and progress with the exploration program in Texas.

	General & Administrative Expenses	
	December 31, 2015 (\$)	December 31, 2014 (\$)
Net G&A expense	927,735	865,999

STOCK BASED COMPENSATION

During the year ended December 31, 2015, the Company recognized share-based payment expense of \$nil, in the statement of comprehensive loss (December 31, 2014 - \$7,397).

DECOMMISSIONING LIABILITIES

Decommissioning liabilities are the present value of management's estimate of future costs to be incurred to properly abandon and reclaim the properties held by the Company. Accretion expense is the increase in the decommissioning liability resulting from the passage of time. Decommissioning liabilities decreased from \$510,604 as at December 31, 2014 to \$446,649 as at December 31, 2015.

DEPLETION & DEPRECIATION

Depletion and depreciation expense, an accounting measure of our finding and on-stream costs, is calculated using the ratio of capital costs to proven reserves. Capital costs include the net book value of historical costs incurred and estimated future expenditures to develop proved reserves.

	Depletion and Depreciation	
	December 31, 2015 (\$)	December 31, 2014 (\$)
Depletion and depreciation	48,061	54,119

During the year ended December 31, 2015, depletion and depreciation expenses were \$48,061, compared to \$54,119 during the same period in 2014. The year to date decrease was primarily due to significantly lower production from the oil and gas offsets, which was partially offset by higher depreciation of the corporate assets.

IMPAIRMENT

	Year Ended December 31,	
	2015 (\$)	2014 (\$)
Impairment of property and equipment	77,647	359,100
Impairment of exploration and evaluation	245,352	156,768

As at December 31, 2015, the Company reviewed its oil and gas assets for indicators of impairment such as changes in future prices, future costs and reserves. Based on this review, certain of the Company's CGUs were tested for impairment. The recoverable amount of each CGU was estimated based on the higher of the value in use and the FVLCTS. The estimate of FVLCTS was determined using a discount rate of 15% percent and forecasted cash flows, with escalating prices and future development costs, as obtained from the reserve report. The prices used to estimate the FVLCTS are those used by independent industry reserve engineers. In light of a decline in natural gas prices, impairment tests were

conducted at December 31, 2015 on the Company's oil and gas properties CGUs. The estimated recoverable amounts were determined using fair value less cost to sell.

Based on the assessment at December 31, 2015, the carrying amount of the property and equipment in the Company's Canadian CGU was determined to be \$77,647 higher (December 31, 2014 – Canadian CGU \$359,100) than its recoverable amount, and an impairment loss was recognized.

The E&E asset impairment is \$245,352 for the year ended December 31, 2015 (December 31, 2014 -\$156,768). The impairment was recognized upon a review of each exploration license or field, carried out, at least annually, to confirm whether the Company intends further appraisal activity or to otherwise extract value from the property.

CASH FLOWS FROM OPERATIONS

During the year ended December 31, 2015, cash flows used in operations were \$289,182, compared to \$699,315 during the same period in 2014. Funds used in operations during the year ended December 31, 2015 were \$1,448,341, from the previous year's \$1,196,441.

CAPITAL EXPENDITURES

	Year Ended December 31,	
	2015 (\$)	2014 (\$)
Exploration and evaluation expenditure	329,087	376,515
Capital expenditures	502,050	136,196

The exploration and evaluation expenditures related to the Company's exploration program in Texas have decreased period over period as the Company nears completion of costs required in the exploration stage of the program before the assets enter the developed stage. The assets have yet to show technological feasibility and commercial viability and accordingly are considered exploration and evaluation assets.

The increase in capital expenditures is primarily due to the spending on the Electric Generation Pilot Project (the "Project"). During the year ended December 31, 2014, the Company entered into an agreement (the "Agreement") to develop, own and operate a natural gas fired electrical power generation plant (the "Power Plant"). Pursuant to the Agreement, the existing partners of certain wells agreed to contract all of their working interest shares of gas production from these wells as fuel for the Power Plant. On November 15, 2015, the parties involved in the Agreement established a partnership (the "Partnership") whereby each party would transfer their working interest in the Power Plant into the Partnership in exchange for a proportional interest in the Partnership. Capital expenditures on petroleum and natural gas property and equipment remain minimal.

EQUITY INVESTMENT IN PRI

On June 29, 2015, the Company disposed of 60% of its ownership in Production Resources Inc. ("PRI") for proceeds of \$1,291,500 to a party with an existing shareholding in PRI, and whose President is the Lender. The proceeds received were used to settle working capital and debt commitments. A gain was recorded in the statement of comprehensive income for \$526,799 for the difference between the proceeds received and the cost of the investment. This difference was recorded as a gain in the income statement. The disposition reduced the Company's interest in the share capital of PRI from 25% to 10%, and accordingly the Company no longer accounts for the investment using the equity investment. At December 31, 2015, the investment is valued at \$343,049.

QUARTERLY FINANCIAL INFORMATION

The following is a summary of selected quarterly information that has been derived from the unaudited Consolidated Financial Statements of the Company. This summary should be read in conjunction with unaudited Consolidated Financial Statements of the Company as contained in the public record.

Quarterly Financial Information (\$000 except per share and unit values)	Dec 31 2015	Sept 30 2015	June 30 2015	Mar 31 2015	Dec 31 2014	Sept 30 2014	June 30 2014	Mar 31 2014
Petroleum and natural gas sales	1	20	11	5	17	2	28	27
Net loss	(42)	(290)	891	(259)	(596)	(346)	(335)	(155)
Net loss per share								
Basic and diluted	(0.00)	(0.00)	0.01	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)
Average daily sales								
Natural gas (MCF/d)	20	33	34	(1)	25	-	49	68
Oil/NGL (BBLs/d)	1	-	-	-	1	-	-	1
Barrels of oil equivalent (BOE/d)	4	6	6	-	5	-	9	12
Average sales prices								
Natural Gas (\$/MCF)	2.43	3.61	3.37	(4.52)	3.47	-	5.71	3.92
Oil/NGL (\$/BBL)	47.85	56.32	56.03	53.42	75.17	108.67	77.57	103.27
Sales price of oil equivalent (\$/BOE)	17.91	24.08	22.60	79.15	31.44	-	30.24	25.77
Operating costs (\$/BOE)	18.13	22.73	3.43	597.19	115.03	-	29.83	28.32
Royalty Expense (\$/BOE)	4.26	(0.82)	1.73	30.19	16.78	-	10.45	1.64
Operating netback (\$/BOE)	(4.48)	2.17	17.45	(548.23)	(100.38)	-	(3.98)	(4.19)

Explanation of Quarterly Variances

On a quarter by quarter basis, production volumes, and accordingly petroleum and natural gas sales, have remained minimal, with little fluctuation. The Company continues to focus on the exploration and development of its Texas assets in Guadalupe County. As these assets are deemed exploratory, all revenue and associated operating costs are deemed pre-production and are capitalized to exploration and evaluation assets. Net comprehensive loss fluctuate since December 31, 2014 primarily due to the following: during the three months ended December 31, 2014, the Company recorded a large impairment to property and equipment; during the three months ended June 30, 2015 the Company recorded a non-cash gain on the sale of PRI; and during the three months ended December 31, 2015, recorded additional non-cash gains on the fair value of the available for sale securities.

LIQUIDITY & CAPITAL RESOURCES

In order to resolve its working capital deficiency of \$6,481,015, and to access additional share equity, the Company will continue to emphasize its exploration program in Texas. The Company's Texas prospects should produce better returns due to higher oil prices compared with natural gas, greater drilling potential and more locations. Given the Company's recurring operating losses it is critical that the Company refocus to an area with the potential for growth, positive cash flow and income, which is considered to exist in the Texas assets.

Loan

On June 15, 2012, a corporation owned by a party who has a common significant shareholding (the "Lender") advanced \$1,500,000 to the Company under a loan agreement with a maturity date of August 15, 2013, which was later extended until August 15, 2014, with the same terms and conditions (the "Loan"). Interest on the Loan is 10% per annum, payable monthly, on the outstanding principal amount.

Pursuant to the Loan agreement, the Company issued to the Lender 5,000,000 share purchase warrants (the "Warrants"). Each Warrant was exercisable into one common share of the Company at a price of \$0.05 per common share until the expiry date of August 15, 2014. On April 9, 2014, the Warrants received regulatory approval and accordingly were valued as of this date at \$40,241 and were treated as a transaction cost, and were netted against the principal balance of the loan, which was accreted back up to the principal balance at the maturity date. The accretion of the Warrants was recorded as a non-cash finance expense in the consolidated statement of comprehensive loss. On August 15, 2014, the Warrants expired unexercised.

On October 2, 2014, the Company received approval to extend the maturity date of the Loan until August 15, 2015, with a 10% interest rate that compounds monthly (the "Extension"). Pursuant to the Extension, no warrants were offered, however a conversion feature enabling the Lender to convert any or all of the outstanding Extension into common shares of the Company at a conversion price of \$0.05 per common share at any time prior to the August 15, 2015, subject to regulatory approval. On April 17, 2015, the conversion feature on the Extension received regulatory approval. On August 15, 2015, the conversion feature expired unexercised. All other terms and conditions of the Extension remain unchanged. During the year ended December 31, 2015, the Lender advanced an additional \$225,000 to the Company under the same terms as the Loan. However, the additional advance was not included in the conversion feature.

The Company may, at any time, repay the Extension in full without notice or penalty. If the Company is in default of the requirements included in the Extension agreement or the Lender believes the Company's ability to repay the loan is impaired, the Lender may demand repayment of the Extension or accelerate the date for payment. During the year ended December 31, 2015, the Company incurred interest of \$105,208.

On June 29, 2015, the Company used part of the proceeds received from the disposition of a portion of its interest in PRI to repay \$500,000 to the Lender.

Security for the New Loan consists of a \$1,200,000 promissory note plus interest at the rate of 10% per annum, compounded monthly, a General Security Agreement in favour of the Lender to include a specific assignment of production proceeds, and security over the US assets of the Company. The Lender has required the Company to submit to them certain reports including monthly production reports.

Convertible debt

On January 1, 2012, the Company entered into a loan agreement (the "Loan Agreement") with a corporation owned and controlled by a party who is also a significant shareholder of the Company (the "Lender") whereby the Company received

a \$150,000 USD loan with a maturity date of one year. Pursuant to the Loan Agreement, if it is mutually agreed upon by both parties, the maturity date can be extended by an additional year. On January 1, 2014 and March 31, 2015, it was mutually agreed upon between the Lender and the Company to extend the loan under the same terms for an additional year to December 31, 2014 and December 31, 2015, respectively. Interest on the loan is 12% per annum, payable monthly, on the outstanding principal amount monthly.

Security for the loan consists of a \$150,000 promissory note and monthly production from certain Texas assets equivalent to the principal portion of the loan and any unpaid interest.

At the option of the Lender, and subject to regulatory approval, the entire principal amount, or any portion outstanding, may be converted to shares in the Company with a discount of 25% to the market trading price at the time of conversion, at any time during the term. Any accrued interest thereon may also be converted in to common shares, in accordance with the regulatory policies.

On the January 1, 2014 extension, the terms of the conversion feature were changed to establish the conversion price to be \$0.05 per common share, and accordingly, \$72,572 of the principal amount of the loan was classified as a derivative financial liability. All other terms and conditions remain the same. At December 31, 2014, the loan had matured and the derivative liability that was recognized was removed and recorded as a gain on the derecognition of the derivative financial liability in the consolidated statement of loss as finance expense. As at December 31, 2015, the conversion feature on the March 26, 2015 extension had not yet received regulatory approval and accordingly no value has been assigned to this feature. All other terms and conditions of the extension remain unchanged.

On March 26, 2015, the Lender advanced an additional loan amount of \$54,191 USD (December 31, 2014 – additional amount of \$100,000 USD) to the Company under the same terms as the Loan Agreement. However, the additional advances were not included in the conversion feature. The modifications did not result in an extinguishment of the old convertible debt instrument and recognition of a new convertible debt instrument. The proceeds of the loan were used to continue the Company's exploration program in Texas. During the year ended December 31, 2015, the Company incurred interest of \$94,236 on the aggregate amount owing under the convertible debt.

OUTSTANDING SHARE DATA

The Company is authorized to issue an unlimited number of common shares and an unlimited number of preferred shares issuable in series. As of the date hereof, the Company's issued share capital and the outstanding securities that are convertible into or exercisable or exchangeable for any voting or equity securities of the Company is as follows

	<u>August 2, 2016</u>	<u>December 31, 2015</u>
Common Shares	208,610,189	158,610,189
Warrants (i)	64,938,500	14,938,500
Stock Options (ii)	11,625,000	11,625,000

Notes:

- i) 14,938,500 of the warrants entitle the holder to acquire one additional common share for \$0.05 per share until August 22, 2015.
- ii) 4,925,000 of the Stock Options entitle the holders to acquire an equal number of common shares at \$0.10 per share until August 25, 2016. 6,700,000 of the Stock Options entitle the holders to acquire an equal number of common shares at \$0.05 per share until October 18, 2018.

OFF BALANCE SHEET ARRANGEMENTS

The Company is not party to any arrangements that would be excluded from the balance sheet.

RELATED PARTIES

During the year ended December 31, 1999, a promissory note was issued to an officer of the Company bearing interest at 3% per annum with no fixed maturity date, unless the officer's employment is terminated or he is petitioned into bankruptcy wherein the note and accrued interest becomes immediately payable. During the year ended December 31, 2014, the Company revised the terms of the loan (the "Revised Promissory Note"), including fixed repayment terms and removing the term securing the note with 393,000 common shares of the Company. Historically the aggregate decline in the fair value of these common shares since the inception of the promissory note would offset the amount payable. Under the Revised Promissory Note, a balance of \$247,970, including the principal of \$218,500 and accrued interest, is payable by the officer to the Company. The payments will commence December 31, 2015, and will be paid annually in \$50,000 tranches until December 31, 2018, with the final payment of \$47,970 due on December 31, 2019. Interest is calculated at 1% per annum, and is payable annually commencing December 31, 2015, concurrently with each principal payment. The officer may repay the principal amount in whole or in part at any time. As at December 31, 2015, the officer had not yet paid the initial instalment, and the term of the initial payment has been extended until December 31, 2016. The terms of the loan agreement do not provide the Company with recourse to ensure repayment. Thus, the share purchase loan has been presented as a deduction from equity.

Additional related party transactions not disclosed elsewhere in these Consolidated Financial Statements are as follows:

- (i) Aggregate fees of \$30,000 (December 31, 2014 - \$31,192) were charged by directors of the Company all of which was recorded in the statement of comprehensive loss.
- (ii) Aggregate fees of \$8,616 (December 31, 2014 - \$34,465) were charged by corporations, which are owned and controlled by other equity investors in PRI, and were all recorded as general and administrative costs.
- (iii) Included in accounts payable at December 31, 2015 was \$215,229 owing to officers of the Company (December 31, 2014 - \$104,611).

Key management compensation

	December 31, 2015	December 31, 2014
	\$	\$
Compensation	465,276	452,740
Share based payments	-	-
Total	465,276	452,740

All related party transactions are in the normal course of operations and have been measured at the agreed exchange amounts, which is the amount of consideration established and agreed to by the related parties and which is similar to those negotiated with third parties.

COMMITMENTS

- a) On March 5, 2014, the Company entered into a lease agreement with a related party for the lease of office space. Under a lease agreement, the Company has committed to monthly payments of \$2,771 for the lease of its office space until November 30, 2016.
- b) The Company has entered into various vehicle loan agreements and as at December 31, 2015, the Company has operating lease commitments of \$18,374 in each of 2016, 2017 and 2018, and \$17,311 in 2019.

- c) The Company raised capital through the issuance of flow through shares in 2009, 2010 and 2011 which provided indemnity to the subscriber for additional taxes payable if the Company was unable to, or failed to, renounce the qualifying expenditures as agreed. The Company was not able to spend \$824,338 of the flow through funds raised. The Company is exposed to costs for the indemnification of the subscribers. The Company has estimated a potential liability on the amount of \$332,388 at December 31, 2015. The Company has also estimated a potential liability for penalties and taxes on the amounts of \$107,500 and is included in accounts payable and accrued liabilities. The accrued amount is subject to measurement uncertainty due to the tax filing positions of the subscribers, their tax rates and the amount of personal taxes that may be payable and the interpretation of the indemnity agreement, which will not be known until potentially affected subscribers are reassessed for their tax positions by the Canada Revenue Agency and these amounts become known to the Company.
- d) During the year ended December 31, 2015, the Company settled a contingent liability totaling \$145,512 with a third party who performed oil field services for the Company. The obligation is secured by a take in kind revenue arrangement from one of its gas wells to and in favor of the third party in case of default. The settlement was fair valued at \$107,912 using Level 2 valuation techniques with a discount rate of 25%. The Company is required to make 35 monthly payment of \$4,300 starting July 1, 2015 to May 1, 2018 and a final installment of \$3,800 to be paid on June 1, 2018.

RISK FACTORS AND RISK MANAGEMENT

The oil and gas industry is subject to risks in (among others):

Commodity Price Risk

The Company has sold its entire product on the spot market. While the Company currently has no hedges in place, historically the Company has participated in these contracts when it is considered beneficial.

Production Risk

The Company believes it has a stable production base from a variety of wells. However, the Company remains subject to the risk that a significant decrease in production from some wells could result in a material decrease in the Company's production and associated cash flow.

Reserve Replacement Risk

The Company's production is subject to natural declines and the Company plans to replace production with acquisitions and developing new reserves. To remain financially viable, the Company must be able to replace reserves at a lesser cost on a per unit basis than its cash flow on a per unit basis. The Company closely monitors the capital expenditures made for the purpose of increasing its petroleum and natural gas reserves.

Regulatory Risk

Government royalties, income tax laws, environmental laws and regulatory requirements can have a significant impact on the Company's finances and operations. The Company strives to remain knowledgeable regarding changes to the regulatory regime under which it operates, in both Canada and the United States. Sudden regulatory or royalty changes by future government action are unpredictable and cannot be forecast by the Company.

Climate Change Risk

North American climate change policy is evolving and changing at both regional and national levels. The Company expects that some of its operations may be subject to future regional, provincial and/or federal climate change

regulations to manage greenhouse gas. The exact scope and timing of new climate change measures is difficult to predict.

FINANCIAL RISK MANAGEMENT

The Board of Directors oversees managements' establishment and execution of the Company's risk management framework. Management has implemented and monitors compliance with risk management policies. The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to market conditions and the Company's activities.

(a) Fair values

The Company's financial instruments consist of cash and cash equivalents, short-term investments, trade and other receivables, subscription proceeds receivable, investment in PRI, investment in the partnership, accounts payable and accrued liabilities, the shareholder indemnity, the loan, the convertible debt, demand loan and other liabilities.

Financial Instrument	Classification	Carrying Value \$	Fair Value \$
Cash and cash equivalents	Fair value through profit and loss	403,511	403,511
Short-term investments	Fair value through profit and loss	70,600	70,600
Trade and other receivables	Loans and receivables	127,901	127,901
Shareholder deposit	Other financial liabilities	800,000	800,000
Investment in PRI	Available for sale	343,049	343,049
Investment in partnership	Available for sale	442,311	442,311
Accounts payable and accrued liabilities	Other financial liabilities	4,437,946	4,437,946
Shareholder indemnity	Other financial liabilities	332,388	332,388
Loan	Other financial liabilities	1,025,000	1,025,000
Convertible debt	Other financial liabilities	421,000	421,000
Demand loan	Other financial liabilities	123,000	123,000
Other liabilities	Other financial liabilities	89,941	89,941

The significance of inputs used in making fair value measurements are examined and classified according to a fair value hierarchy. Fair values of assets and liabilities included in Level 1 are determined by reference to quoted prices in active markets for identical assets and liabilities. Assets and liabilities in Level 2 include valuations using inputs other than quoted prices for which all significant outputs are observable, either directly or indirectly. Level 3 valuations are based on inputs that are unobservable and significant to the overall fair value measurement.

At December 31, 2015, the Company's cash and cash equivalents and short-term investments have been subject to Level 1 valuation.

(b) Credit risk:

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

Virtually all of the Company's trade and other receivables are from companies in the oil and gas industry and are subject to normal industry credit risks. Credit risks arise principally from the amounts owing to the Company from oil and natural gas marketers and joint venture partners. Management does not believe that any significant concentration of trade and other receivables exists that will result in any loss to the Company based on past payment experience. Receivables from petroleum and natural gas marketers are normally collected on the 25th day of the month following production. The Company's policy to mitigate credit risk associated with these balances is to establish relationships with large marketers. However, the receivables are from participants in the petroleum and natural gas sector and collection of the outstanding balances is dependent on industry factors such as commodity price fluctuations and escalating costs.

The Company does not typically obtain collateral from petroleum and natural gas marketers or others in the event of non-payment.

At December 31, 2015, the Company's trade and other receivables have been aged as follows:

Days outstanding	December 31, 2015	December 31, 2014
	\$	\$
0-30 days	20,721	59,609
31-60 days	22,283	32,816
61-90 days	1,093	36,418
Greater than 90 days	83,804	113,081
Total	127,901	241,924

Amounts outstanding for more than 90 days are considered past due. During the three months ended December 31, 2015, the Company wrote off \$49,743 of trade and other receivables. As at December 31, 2015, a provision for doubtful accounts of \$101,833 has been recorded by the Company.

Cash and cash equivalents consist of cash bank balances held in both interest and non-interest bearing accounts. The Company manages credit exposure of cash by selecting financial institutions with high credit ratings.

(c) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. At December 31, 2015, the Company's maximum exposure to liquidity risk is the total current liabilities of \$7,167,145.

The current liabilities and commitments are due as follows:

Accounts payable and accrued liabilities	4,437,946	Due within 90 days
Loan	1,025,000	Due on demand
Convertible debt	421,000	Maturity date of December 31, 2016
Demand loan	123,000	Due on demand
Shareholder indemnities	332,388	Due on demand
Shareholder deposit	800,000	Due on demand
Other liabilities	89,941	Maturity date of June 30, 2018

The Company has entered into lease agreements on office premises for its various locations. Future minimum annual lease payments under the lease agreement are as follows:

2017 \$30,481

The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

To achieve this objective, the Company prepares annual capital expenditure budgets, which are regularly monitored and updated as considered necessary. Further, the Company utilizes authorizations for expenditures on both operated and non operated projects to further manage capital expenditures. The Company also attempts to match its payment cycle with collection of oil and natural gas revenue on the 25th of each month.

(d) Market risk

Market risk is the risk that changes in market prices, such as commodity prices, foreign exchange rates and interest rates will affect the Company's loss or the value of the financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while maximizing returns.

(i) Commodity price risk:

Commodity price risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in commodity prices. Commodity prices for oil and natural gas are impacted by not only the relationship between the Canadian and United States dollar but also world economic events that dictate the levels of supply and demand. All of the Company's oil and gas production is sold at spot rates exposing the Company to the risk of price movements.

The Company had no commodity call options outstanding as at December 31, 2015.

(ii) Currency risk:

The Company is exposed to the financial risk related to the fluctuation of foreign exchange rates. The Company operates in Canada and the United States and a portion of its expenses are incurred in US dollars. The Company does not hedge its exposure to fluctuations in the exchange rate. Future changes in exchange rates could have a material effect on the Company's business including its intended capital plans, its financial condition and results of operations.

Certain of the Company's financial instruments are exposed to fluctuations in the US dollar, including cash and cash equivalents, trade and other receivables and accounts payable and accrued liabilities. As at December 31, 2015, an increase or decrease of 10% to the foreign exchange rate between the US dollar and the Canadian dollar applied to the average level of US denominated cash and cash equivalents would have had approximately a \$32,800 impact on the Company's comprehensive loss for the period.

(iii) Interest rate risk:

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. As at December 31, 2015, all of the Company's debt, including the the loan, the convertible debt and the demand loan, bears fixed interest rates and accordingly, is not subject to market interest rate fluctuations.

The Company has no interest rate swaps or financial contracts in place as at or during the year ended December 31, 2015.

(e) Capital management

The Company's capital consists of shareholders' deficit, the loan, the convertible debt and working capital. The Company will adjust its capital structure to manage its current and future debt, drilling programs and potential corporate acquisitions through the issuance of shares, sourcing additional debt financing and adjustments to capital spending. The Company's objective for managing capital is to maximize long-term shareholder value by ensuring adequate capital to achieve the Company's objectives. The Company is not subject to any external capital requirements.

Management reviews its capital management approach on an ongoing basis and believes its current approach is reasonable given the size of the Company. There has been no change in management's approach to capital management during the period.

OUTLOOK

Based on the continuation of low natural gas prices, the Company will continue to focus on the exploration program in Texas, which is an oil based resource. The initial impact of this transition shows a lower production volume in our overall output, but the Company has recently completed two exploration wells in Guadalupe County, Texas and hopes to see the increases in Oil output in the coming months. Additionally, the Company is close to completing the next phase of the electric generation project in Nevis, Alberta. The next phase of the project will add an additional 6MW of electricity generation at Nevis and will be the way for the Company to explore electric generation at other areas in Alberta in order to create new revenue streams. The daily production rates in the Company's PRI affiliate is not reported in the Company's average daily production rate. These volumes will be periodically reported through press releases after we are confident we have completed our land acquisition efforts in the area.

The Company will continue to pursue a carefully designed capital expenditure program, including acquisitions and dispositions, which would allow us to add production, reserves and cash flow in a cost effective manner while maintaining a level of flexibility in our balance sheet. We are confident that we have prepared ourselves to emerge from this environment operationally strong, and we expect to be well positioned to respond quickly when the business environment improves. Our proven management and dedicated team of professionals are engaged and committed to developing our high-quality asset base.

CRITICAL ACCOUNTING ESTIMATES

The preparation of the Consolidated Financial Statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. By their nature, these estimates are subject to measurement uncertainty and the effect on the Consolidated Financial Statements of changes in such estimates in future periods could be significant.

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

Significant judgments

Determination of cash-generating units ("CGU")

Property and equipment are aggregated into CGUs based on their ability to generate largely independent cash flows and are used for impairment testing. The determination of the Company's CGUs is subject to management's judgment.

Significant estimates and assumptions

Reserves

Oil and gas development and production properties are depleted on a unit of production basis at a rate calculated by reference to proved reserves determined in accordance with the Society of Petroleum Engineers rules and incorporating the estimated future cost of developing and extracting those reserves. Oil and gas reserves are also used to evaluate impairment of developed property and equipment ("PP&E properties"). Commercial reserves are determined using estimates of oil and natural gas in place, recovery factors, discount rates and forward future prices. Future development costs are estimated using assumptions as to the number of wells required to produce the commercial reserves, the cost of such wells and associated production facilities, and other capital costs. There are numerous uncertainties inherent in estimating oil and gas reserves. Estimating reserves is very complex, requiring many judgments based on geological, geophysical, engineering and economic data. These estimates may change, having either a positive or negative impact on the statement of comprehensive loss as further information becomes available and as the economic environment changes.

Decommissioning liabilities

The Company estimates the decommissioning obligations for oil and natural gas wells and their associated production facilities and pipelines. In most instances, removal of assets and remediation occurs many years into the future. Amounts recorded for the decommissioning obligations and related accretion expense require estimates regarding removal date, future environmental legislation, the extent of reclamation activities required, the engineering methodology for estimating costs, future removal technologies in determining the removal costs, and discount rates to determine the present value of these cash flows.

Exploration and evaluation ("E&E") assets

The accounting policy for E&E assets is described in note 3. The application of this policy requires management to make certain estimates and assumptions as to future events and circumstances as to whether economic quantities of reserves will be found.

Share-based compensation

The fair value of stock options and warrants granted is recognized using the Black-Scholes option pricing model. Measurement inputs include the Company's share price on the measurement date, the exercise price of the option, the expected volatility of the Company's shares, the expected life of the options, expected dividends and the risk-free rate of return. The Company estimates volatility based on the historical share price in the publicly traded markets. The expected life of the options is based on historical experience and estimates of the holder's behavior. Dividends are not factored in as the Company does not expect to pay dividends in the foreseeable future. Management also makes an estimate of the number of options that will be forfeited and the rate is adjusted to reflect the actual number of options that vest.

Recoverability of assets

The Company assesses impairment on its assets that are subject to amortization when it has determined that a potential indicator of impairment exists. Impairment exists when the carrying value of a non-financial asset or CGU exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. The Company used the calculation of fair value less costs to sell to determine the fair value of its CGUs. In determining the fair value less costs to sell, the amount is most sensitive to the future commodity prices, discount rates, and estimates of proved and probable reserves, to determine an implied fair value of the CGU being tested.

Provision for doubtful accounts

The provision for doubtful accounts is reviewed by management on a monthly basis. Trade receivables are considered for impairment on a case-by-case basis when they are past due or when objective evidence is received that a customer will default. Management makes these assessments after taking into consideration the customer's payment history, their credit worthiness and the current economic environment in which the customer operates to assess impairment. The Company's historical bad debt expenses have not been significant and are usually limited to specific customer circumstances. However, given the cyclical nature of the oil and natural gas industry along with the current economic operating environment, a customer's ability to fulfill its payment obligations can change suddenly and without notice.

RECENT ACCOUNTING PRONOUNCEMENTS

The Company has reviewed the new and revised accounting pronouncements that have been issued but are not yet effective and determined that the following may have an impact on the Company. The Company has not quantified the effect of the following:

IFRS 15 – “Revenue from contracts with customers”, replaces International Accounting Standard 11, “Construction Contracts” (“IAS 11”), IAS 18, “Revenue” (“IAS 18”), and several revenue-related interpretations. IFRS 15 establishes a single revenue recognition framework that applies to contracts with customers. The standard requires an entity to recognize revenue to reflect the transfer of goods and services for the amount it expects to receive, when control is transferred to the purchaser. Disclosure requirements have also been expanded. This IFRS becomes effective for annual periods beginning on or after January 1, 2018 with earlier adoption permitted. The standard may be applied retrospectively or using a modified retrospective approach. The Company is currently evaluating the impact of adopting IFRS 15 on the consolidated financial statements.

IFRS 9 – “Financial Instruments”, which is the result of the first phase of the IASB’s project to replace IAS 39 – “Financial Instruments: Recognition and Measurement”. The new standard replaces the current multiple classification and measurement models for financial assets and liabilities with a single model that has only two classification categories: amortized cost and fair value. This IFRS becomes effective for periods beginning on or after January 1, 2018. The Company has not yet begun the process of assessing the impact of the new standard on the consolidated financial statements.

IFRS 16 – “Leases” was issued January 2016 and replaces IAS 17 Leases. The standard introduces a single lessee accounting model for leases with required recognition of assets and liabilities for most leases. The standard is effective for fiscal years beginning on or after January 1, 2019 with early adoption permitted if the Company is also applying IFRS 15 – “Revenue from Contracts with Customers”. IFRS 16 will be adopted by the Company on January 1, 2019 and the Company is currently evaluating the impact of the standard on the consolidated financial statements.