

Eco (Atlantic) Oil & Gas Ltd.
Condensed Interim Consolidated Financial Statements
For the Three Month Period ended June 30, 2022

Expressed in US Dollars

(Unaudited)

NOTICE TO SHAREHOLDERS

The accompanying unaudited Condensed Interim Consolidated financial statements of Eco (Atlantic) Oil & Gas Ltd. for the three month period ended June 30, 2022 and 2021 have been prepared by management in accordance with International Financial Reporting Standards applicable to Condensed Interim Consolidated financial statements. Recognizing that the Company is responsible for both the integrity and objectivity of the unaudited Condensed Interim Consolidated financial statements, management is satisfied that these unaudited Condensed Interim Consolidated financial statements have been fairly presented.

Under National Instrument 51-102, part 4, sub-section 4.3(3)(a), if an auditor has not performed a review of the Condensed Interim Consolidated financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The Company's independent auditor has not performed a review of these unaudited Condensed Interim Consolidated financial statements in accordance with standards established by the Institute of Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

Eco (Atlantic) Oil & Gas Ltd.
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June 30, 2022 and 2021

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Eco (Atlantic) Oil & Gas Ltd.
Condensed Consolidated Interim Statements of Financial Position
(Expressed in US Dollars)

	June 30, 2022	March 31, 2022
	(Unaudited)	(Audited)
Assets		
Current assets		
Cash and cash equivalents	\$ 38,753,695	\$ 3,438,834
Short-term investments	52,618	52,618
Government receivable	53,261	27,487
Amounts owing by license partners, net	324,388	-
Accounts receivable and prepaid expenses	229,749	257,911
Assets held for sale (Note 6)	1,983,419	2,061,734
	41,397,130	5,838,584
Investment in associate (Note 4)	9,184,859	9,277,162
Petroleum and natural gas licenses (Note 5)	29,253,034	30,753,034
Total Assets	79,835,023	45,868,780
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities (Note 8)	3,441,593	1,931,823
Current liabilities related to assets held for sale (Note 6)	597,971	473,254
Warrant liability (Note 7)	1,810,778	3,241,762
Total current liabilities	5,850,342	5,646,839
Total liabilities	5,850,342	5,646,839
Equity		
Share capital (Note 9)	112,855,965	63,141,609
Shares to be issued (Note 9)	-	20,766,996
Restricted Share Units reserve (Note 10)	569,919	267,669
Warrants (Note 11)	14,778,272	7,806,000
Stock options (Note 12)	1,325,230	958,056
Foreign currency translation reserve	(1,421,357)	(1,309,727)
Accumulated deficit	(54,123,348)	(51,408,662)
Total Equity	73,984,681	40,221,941
Total Liabilities and Equity	\$ 79,835,023	\$ 45,868,780

Basis of Preparation (Note 2)

Commitments (Notes 16)

Events After the Reporting Period (Note 20)

Approved by the Board of Directors of the Company ("Board")

"Gil Holzman"
Director

"Gadi Levin"
Director

The accompanying notes are an integral part of these unaudited Condensed Interim Consolidated financial statements.

Eco (Atlantic) Oil & Gas Ltd.
Condensed Consolidated Interim Statements of Operations and
Comprehensive Loss
(Expressed in US Dollars)

	Three months ended June 30,	
	2022	2021
	(Unaudited)	(Unaudited)
Revenue		
Interest income	\$ 20,127	\$ 4,524
	<u>20,127</u>	<u>4,524</u>
Operating expenses:		
Compensation costs	269,309	203,760
Professional fees	219,685	38,959
Operating costs (Note 17)	1,943,451	382,865
General and administrative costs (Note 18)	257,290	108,397
Share-based compensation (Note 10&11(b))	1,001,219	5,822
Interest expense	-	3,404
Foreign exchange loss (gain)	284,427	(45,931)
Total operating expenses	<u>3,975,381</u>	<u>697,276</u>
Operating loss	(3,955,254)	(692,752)
Fair value change in warrant liability (Note 7)	1,430,984	-
Share of losses of company accounted for at equity (Note 4)	(92,303)	-
Net loss for the period from continuing operations	\$ (2,616,573)	\$ (692,752)
Loss from discontinued operations, after-tax (note 6)	(98,113)	(132,872)
Net loss for the period	(2,714,686)	(825,624)
Foreign currency translation adjustment	(111,630)	13,249
Comprehensive loss for the period	\$ (2,826,316)	\$ (812,375)
Net loss for the period attributed to:		
Equity holders of the parent	\$ (2,714,686)	\$ (804,617)
Non-controlling interests	-	(21,007)
	<u>\$ (2,714,686)</u>	<u>\$ (825,624)</u>
Basic and diluted net loss per share attributable to equity holders of the parent	\$ (0.009)	\$ (0.004)
Weighted average number of ordinary shares used in computing basic and diluted net loss per share	<u>293,654,835</u>	<u>184,697,723</u>

The accompanying notes are an integral part of these unaudited Condensed Interim Consolidated financial statements.

Eco (Atlantic) Oil & Gas Ltd.

Condensed Consolidated Interim Statements of Changes in Equity

(Expressed in US Dollars)

	Number of Shares	Capital	Shares to be issued \$	Restricted Share Units	Warrant Reserve	Stock Options	Deficit	Foreign Currency Translation Reserve	Non- controlling Interest	Total Equity
Balance, March 31, 2021	184,697,723	\$ 59,099,725	\$ -	\$ 267,669	\$ -	\$ 2,675,724	\$ (44,814,249)	\$ (1,198,097)	\$ (48,674)	\$ 15,982,098
Stock options expensed	-	-	-	-	-	5,822	-	-	-	5,822
FCTR Foreign currency translation	-	-	-	-	-	-	-	13,249	-	13,249
Net loss for the period from continuing operations	-	-	-	-	-	-	(671,745)	-	-	(671,745)
Net loss for the period from discontinued operations	-	-	-	-	-	-	(132,872)	-	(21,007)	(153,879)
Balance, June 30, 2021	184,697,723	\$ 59,099,725	\$ -	\$ 267,669	\$ -	\$ 2,681,546	\$ (45,618,866)	\$ (1,184,848)	\$ (69,681)	\$ 15,175,545
Issuance of shares in private placement (net of issuance costs) (Note 14(a))	14,945,913	4,793,789	-	-	-	-	-	-	-	4,793,789
Warrant valuation	-	(2,978,626)	-	-	-	-	-	-	-	(2,978,626)
Purchase of Azinam (net of costs)	-	-	20,766,996	-	7,806,000	-	-	-	-	28,572,996
Purchase of non-controlling interest	-	-	-	-	-	-	(48,674)	-	69,681	21,007
Purchase of shares in associated company	1,200,000	432,000	-	-	-	-	-	-	-	432,000
Expiration of options	-	-	-	-	-	(17,407)	11,585	-	-	(5,822)
Stock options exercised	250,000	98,138	-	-	-	(23,995)	-	-	-	74,143
Exercise of cashless options	1,599,999	1,696,583	-	-	-	(1,696,583)	-	-	-	-
Stock options expensed	-	-	-	-	-	14,495	-	-	-	14,495
FCTR Foreign currency translation	-	-	-	-	-	-	-	(124,879)	-	(124,879)
Net loss for the period from continuing operations	-	-	-	-	-	-	(4,580,642)	-	-	(4,580,642)
Net loss for the period from discontinued operations	-	-	-	-	-	-	(1,172,065)	-	-	(1,172,065)
Balance, March 31, 2022	202,693,635	\$ 63,141,609	\$ 20,766,996	\$ 267,669	\$ 7,806,000	\$ 958,056	\$ (51,408,662)	\$ (1,309,727)	\$ -	\$ 40,221,941
Issuance of shares in a private placement (Note 9(a))	64,885,496	23,908,649	-	-	-	-	-	-	-	23,908,649
Issuance of shares in respect of Azinam Acquisition (Note 9(b))	40,170,474	20,766,996	(20,766,996)	-	-	-	-	-	-	-
Issuance of RSU's (Note 10)	-	-	-	634,045	-	-	-	-	-	634,045
Conversion of RSU's to shares (Note 9(c))	350,000	146,545	-	(146,545)	-	-	-	-	-	-
Conversion of RSU's to shares (Note 9(d))	475,000	185,250	-	(185,250)	-	-	-	-	-	-
Issuance of shares in a private placement (Note 9(e))	33,406,531	4,706,916	-	-	6,972,272	-	-	-	-	11,679,188
Share option expenses (Note 12(b))	-	-	-	-	-	367,174	-	-	-	367,174
FCTR Foreign currency translation	-	-	-	-	-	-	-	(111,630)	-	(111,630)
Net loss for the period from continuing operations	-	-	-	-	-	-	(2,616,573)	-	-	(2,616,573)
Net loss for the period from discontinued operations	-	-	-	-	-	-	(98,113)	-	-	(98,113)
Balance, June 30, 2022	341,981,136	\$ 112,855,965	\$ -	\$ 569,919	\$ 14,778,272	\$ 1,325,230	\$ (54,123,348)	\$ (1,421,357)	\$ -	\$ 73,984,681

The accompanying notes are an integral part of these unaudited Condensed Interim Consolidated financial statements.

Eco (Atlantic) Oil & Gas Ltd.

Notes to the Unaudited Condensed Consolidated Interim Financial Statements For the Three Months Ended June 30, 2022 and 2021 (Expressed in US Dollars)

	Three months ended June 30,	
	2022	2021
	(Unaudited)	(Unaudited)
Cash flow from operating activities		
Net loss from continuing operations	\$ (2,616,573)	\$ (692,752)
Net loss from discontinued operations	(98,113)	(132,872)
Items not affecting cash:		
Share-based compensation	1,001,219	5,822
Depreciation and amortization	-	19,169
Accrued interest	-	3,404
Revaluation of warrant liability	(1,430,984)	-
Share of losses of companies accounted for at equity	92,303	-
Changes in non-cash working capital:		
Government receivable	(25,774)	20,614
Accounts payable and accrued liabilities	1,681,064	(116,781)
Accounts receivable and prepaid expenses	28,162	(13,152)
Receipt on account of shares	-	1,940,021
Reallocation to discontinued operations cashflows	(171,294)	-
Net change in non-cash working capital items relating to discontinued operations	203,032	-
Advance from and amounts owing to license partners	1,175,612	5,863
	(161,346)	1,039,336
Cash flow from investing activities		
Investment in associate	-	(10,000,000)
Short-term investments	-	1,500,022
	-	(8,499,978)
Cash flow from financing activities		
Proceeds from private placements, net	35,587,837	-
	35,587,837	-
Increase (decrease) in cash and cash equivalents	35,426,491	(7,460,642)
Foreign exchange differences	(111,630)	8,313
Cash and cash equivalents, beginning of period	3,438,834	11,807,309
Cash and cash equivalents, end of period	\$ 38,753,695	\$ 4,354,980

The accompanying notes are an integral part of these unaudited Condensed Interim Consolidated financial statements.

Eco (Atlantic) Oil & Gas Ltd.

Notes to the Unaudited Condensed Consolidated Interim Financial Statements For the Three Months Ended June 30, 2022 and 2021 (Expressed in US Dollars)

1. Nature of Operations

The Company's business focuses on high growth, high impact energy projects - primarily through identifying, acquiring, and exploring oil and gas assets. The Company's key oil and gas assets include an interest in the Orinduik License offshore the Co-Operative Republic of Guyana ("Guyana"), Block 2B and Block 3B/4B offshore the republic of South Africa ("South Africa"), four licenses offshore the Republic of Namibia ("Namibia") and an indirect ownership of an interest in the Canje Block offshore Guyana through a 7.3% investment in a privately owned company. The head office of the Company is located at 7 Coulson Avenue, Toronto, ON, Canada, M4V 1A3.

The Company is listed on the TSX Venture Exchange ("TSXV") and trades under the symbol "EOG.V" and on the Alternative Investment Market ("AIM") of the London Stock Exchange and trades under the symbol "ECO.L".

As used herein, the term "Company" means individually and collectively, as the context may require, Eco (Atlantic) Oil and Gas Ltd. and its subsidiaries.

These Condensed Interim Consolidated financial statements were approved by the Board of Directors of the Company on August 24, 2022.

2. Basis of Preparation

The Condensed Interim Consolidated financial statements of the Company have been prepared on a historical cost basis with the exception of certain financial instruments that are measured at fair value. Historical cost is generally based on the fair value of the consideration given in exchange for assets.

3. Summary of Significant Accounting Policies

Statement of compliance

The Company applies International Financial Reporting Standards as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the IFRS Interpretations Committee ("IFRIC").

These unaudited Condensed Interim Consolidated financial statements have been prepared in accordance with International Accounting Standards ("IAS") 34 Interim Financial Reporting. The unaudited Condensed Interim Consolidated financial statements do not include all of the information required for annual consolidated financial statements and should be read in conjunction with the Company's audited consolidated financial statements for the year ended March 31, 2022.

Any subsequent changes to IFRS that are given effect in the Company's annual consolidated financial statements for the year ending March 31, 2022 could result in restatement of these Condensed Interim Consolidated financial statements.

Significant accounting judgments and estimates

The preparation of the consolidated financial statements using accounting policies consistent with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities, the reported amounts of revenues and expenses and to exercise judgment in the process of applying the accounting policies.

Eco (Atlantic) Oil & Gas Ltd.

Notes to the Unaudited Condensed Consolidated Interim Financial Statements For the Three Months Ended June 30, 2022 and 2021 (Expressed in US Dollars)

3. Summary of Significant Accounting Policies (continued)

Significant accounting judgments and estimates (continued)

Critical accounting estimates

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively from the period in which the estimates are revised. The following are the key estimate and assumption uncertainties, considered by management.

i) Impairment of assets

When there are indications that an asset may be impaired, the Company is required to estimate the asset's recoverable amount. The recoverable amount is the greater of value in use and fair value less costs to sell. Determining the value in use requires the Company to estimate expected future cash flows associated with the assets and a suitable discount rate in order to calculate present value.)

ii) Stock Based Compensation

The Company uses the fair value method, utilizing the Black-Scholes option pricing model, for valuing stock options granted to directors, officers, consultants and employees. The estimated fair value is recognized over the applicable vesting period as stock-based compensation expense. The recognized costs are subject to the estimation of what the ultimate payout will be using pricing models such as the Black-Scholes model which is based on significant assumptions such as volatility, dividend yield and expected term.

iii) Income Taxes

At the end of each reporting period, the Company assesses whether the realization of deferred tax benefits is sufficiently probable to recognize deferred tax assets. This assessment requires the exercise of judgment on the part of management with respect to, among other things, benefits that could be realized from available income tax strategies and future taxable income, as well as other positive and negative factors. The recorded amount of total deferred tax assets could be reduced if estimates of projected future taxable income and benefits from available income tax strategies are lowered, or if changes in current income tax regulations are enacted that impose restrictions on the timing or extent of the Company's ability to utilize deferred tax benefits.

The Company's effective income tax rate can vary significantly quarter-to-quarter for various reasons, including the mix and volume of business in lower income tax jurisdictions and in jurisdictions for which no deferred income tax assets have been recognized because management believed it was not probable that future taxable profit would be available against which income tax losses and deductible temporary differences could be utilized. The Company's effective income tax rate can also vary due to the impact of foreign exchange fluctuations.

iv) Intangible assets

Intangible assets are tested for impairment annually or more frequently if there is an indication of impairment. The carrying value of intangibles with definite lives is reviewed each reporting period to determine whether there is any indication of impairment. If there are indications of impairment the impairment analysis is completed and if the carrying amount of an asset exceeds its recoverable amount, the asset is impaired and impairment loss is recognized.

v) Investment in associates

The Company has determined it holds significant influence over JHI due to its ability to appoint a director to the JHI Board. Accordingly, the Company accounts for its investment using the Equity method of accounting in accordance with IAS 28 investment in associates and joint ventures. If the Company did not have significant influence, it would account for the investment as a financial instrument carried at FVTPL.

Eco (Atlantic) Oil & Gas Ltd.

Notes to the Unaudited Condensed Consolidated Interim Financial Statements For the Three Months Ended June 30, 2022 and 2021 (Expressed in US Dollars)

4. Investment in associate

JHI Associates Inc. ("JHI")

During the year ended March 31, 2022, the Company acquired a 7.35% interest in JHI Associates Inc. ("JHI"), a private company incorporated in Ontario and headquartered in Toronto, Canada, including the right to appoint a non-executive director of the Company, to the JHI Board. The Company was also issued 9,155,451 warrants to purchase the same number of shares in JHI at a price of \$2.00 per shares, exercisable through to December 28, 2022. On a fully diluted basis, the Company would own 11.4% of JHI.

The JHI Transaction provides the Company with immediate exposure to a current active drilling program in the Canje Block offshore Guyana.

The Canje Block is operated by ExxonMobil and is held by Esso Exploration & Production Guyana Limited (35%), Total E&P Guyana B.V. (35%), JHI Associates (BVI) Inc. (17.5%) and Mid-Atlantic Oil & Gas Inc. (12.5%).

The following table summarizes the equity method accounting for the investment:

Balance April 1, 2021	\$	-
Investment during the year		10,432,000
Proportionate loss for the period		(1,154,838)
March 31, 2022	\$	9,277,162
Proportionate loss for the period		(92,303)
June 30, 2022	\$	9,184,859

5. Petroleum and Natural Gas Licenses

	<u>License acquisitions</u>
Balance - March 31, 2021	\$ 1,072,260
Acquisition of Azinam licenses (note 9(b))	
Cooper	5,238,871
Guy	7,490,865
Sharon	1,713,629
Block 2B	8,465,230
Block 3B/4B	6,772,179
Total	29,680,774
Balance - March 31, 2022	\$ 30,753,034
Block 2B (b(i))	(1,500,000)
Balance - June 30, 2022	<u>\$ 29,253,034</u>

Eco (Atlantic) Oil & Gas Ltd.

Notes to the Unaudited Condensed Consolidated Interim Financial Statements For the Three Months Ended June 30, 2022 and 2021 (Expressed in US Dollars)

5. Petroleum and Natural Gas Licenses (continued)

The petroleum and natural gas interests of the Company are located offshore in Guyana, South Africa, and Namibia.

a) Guyana

The Orinduik License covers the Orinduik block, offshore Guyana. The Orinduik block is situated in shallow to deep water (70m – 1,400m), 170 kilometers offshore Guyana in the Suriname Guyana basin ("Orinduik License").

In accordance with the Guyana Petroleum Agreement, Eco Guyana holds a 15% working interest ("WI") in the Orinduik License, TotalEnergies E&P Activities Petrolieres ("Total") and TOQAP Guyana B.V. hold a 25% WI and Tullow Guyana B.V. ("Tullow Guyana") currently holds a 60% interest (Operator).

b) South Africa

The Company holds two offshore petroleum licenses in South Africa being petroleum exploration license number 2B (the "2B Block"), petroleum exploration license number 3B/4B (the "3B/4B Block"), (together the "South African Licenses").

i) Block 2B

Block 2B is located in the Orange Basin and covers 3,062 Km off the west coast of South Africa 300 kilometers north of Cape Town with water depths ranging from 50 to 200 meters.

Under the terms of the Azinam's farmout agreement with Africa Energy Corp., Azinam has acquired a 50% participating interest in Block 2B and become the Operator of Block 2B on behalf of the joint venture partners. Africa Energy Corp. will retain a 27.5% participating interest in the block. Simultaneously, Panoro Energy has become a 12.5% participating interest holder on the license. Crown Energy AB indirectly holds the remaining 10% participating interest.

During the three month period ended June 30, 2022, the Company received \$1,500,000 in respect of expenses incurred prior to the acquisition of Azinam.

ii) Block 3B/4B

Block 3B/4B, located between 120-250kms offshore western South Africa, covers an area of 17,581km² and lies in water depths ranging from 300-2500m.

On June 27, 2022, the Company signed a farmout agreement (the "Farmout Agreement") pursuant to which its wholly owned subsidiary, Azinam Limited ("Azinam"), acquired an additional 6.25% participating interest in Block 3B/4B from the Lunn Family Trust (the "Vendor"), one of the shareholders of Ricocure, subject to the receipt of requisite regulatory approvals from the government of South Africa (the "Farm-in").

On Completion of the Farm-in, the Company will, through Azinam, hold a 26.25% participating interest in Block 3B/4B, with strategic alliance partners, Africa Oil Corp., the Operator of the block, holding a 20% participating interest, and Ricocure, which will hold the remaining 53.75% participating interest.

On signing of the Farm-in, the Company (i) issued to the Vendor 2,702,702 new Shares, at a deemed price of £0.30 (\$0.37) per Share (the "Issue Price") having an aggregate value of \$1 million on the date of the Agreement (the issuance occurred on July 6, 2021, see note 20 (b)); and (ii) paid a cash amount of \$1 million to the Vendor (the "Signing Consideration").

Eco (Atlantic) Oil & Gas Ltd.

Notes to the Unaudited Condensed Consolidated Interim Financial Statements For the Three Months Ended June 30, 2022 and 2021 (Expressed in US Dollars)

5. Petroleum and Natural Gas Licenses (continued)

b) South Africa (continued)

ii) Block 3B/4B

Subject to certain exceptions, an amount equal to the Signing Consideration plus interest is repayable by the Vendor to the Company in the event that the Agreement is terminated prior to Completion.

The Vendor shall be entitled to sell in one block or transfer all or any portion of the Shares issued as part of the Signing Consideration immediately on or following the date of the Farmout Agreement provided that such transfer is in compliance with UK and Canadian securities laws.

Completion Consideration

On the date of completion of the Farm-in ("Completion"), following the satisfaction of the conditions precedent, the Company is required to:

- pay a cash amount of US\$1.00 to Ricocure;
- pay a cash amount of US\$500,000 to the Vendor;
- issue to the Vendor, new Shares at the Issue Price having an aggregate value of \$500,000 (or, at the Company's sole discretion, pay an additional amount of \$500,000 to the Vendor such that the cash consideration is \$1 million);
- issue to the Vendor, new Shares at the Issue Price having an aggregate value of US\$3 million. These Shares (the "Restricted Shares") will be subject to lock up restrictions (as further detailed below);
- issue to the Vendor, new Shares at the Issue Price having an aggregate value of \$2 million; and
- issue to the Vendor, new Shares equal to \$2 million divided by the greater of (i) the value of the 30 day VWAP per Share prior to the date of the press release announcing the issue of such Shares; and (ii) the lowest issuance price then allowed by the rules of the TSXV and AIM (to the extent then listed on such markets, otherwise the average (if listed on more than one market) on such markets as the Shares are then listed) subject to a maximum of 10,000,000 Common Shares.

As of June 30, 2022 (and prior to the completion of the Farm-in), Azinam has a 20% participating interest in Block 3B/4B. Africa Energy Corp. has a 20% WI and is the Operator and Ricocure has a 60% WI.

The Company received TSXV approval on July 6, 2022 and is currently awaiting satisfaction of the conditions precedent to complete this transaction.

Eco (Atlantic) Oil & Gas Ltd.

Notes to the Unaudited Condensed Consolidated Interim Financial Statements For the Three Months Ended June 30, 2022 and 2021 (Expressed in US Dollars)

5. Petroleum and Natural Gas Licenses (continued)

c) Namibia

The Company holds four offshore petroleum licenses in the Republic of Namibia being petroleum exploration license number 097 (the “Cooper License”), petroleum exploration license number 098 (the “Sharon License”), petroleum exploration license number 099 (the “Guy License”) and petroleum exploration license number 100 (the “Tamar License”), (together the “Namibia Licenses”).

i) The Cooper License

The Cooper License covers approximately 5,788 Km and is located in license area 2012A offshore in the economical waters of Namibia (the “Cooper Block”). The Company holds, through its subsidiaries, a 85% WI in the Cooper License, the National Petroleum Corporation of Namibia (“NAMCOR”) holds a 10% WI and Tangi Trading Enterprise cc holds a 5% WI (“Tangi”). The Company proportionally carry NAMCOR and Tangi’s WI during the exploration period.

On February 5, 2021 a new ten (10) year life cycle for the Cooper License received final governmental approval.

ii) The Sharon License

The Sharon License covers approximately 5,700 Km and is located in license area 2213 offshore in the economical waters of Namibia (the “Sharon Block”). The Company holds, through its subsidiaries, a 85% WI in the Sharon License, NAMCOR holds a 10% WI, and Titan Oil and Gas (Pty) Ltd holds a 5% WI (“Titan”). The Company proportionally carry NAMCOR and Titan’s WI during the exploration period.

On February 5, 2021 a new ten (10) year life cycle for the Sharon License received final governmental approval.

iii) The Guy License

The Guy License covers 11,457 Km and is located in license area 2111B and 2211A offshore in the economical waters of Namibia (the “Guy Block”). The Company holds, through its subsidiaries, a 85% WI in the Guy License, NAMCOR holds a 10% WI, and Lotus Explorations (Pty) Ltd holds a 5% WI (“Lotus”). The Company proportionally carry NAMCOR and Lotus’ WI during the exploration period.

On February 5, 2021 a new ten (10) year life cycle for the Sharon License received final governmental approval.

iv) The Tamar License

The Tamar License covers approximately 5,649 Km and is located in license areas 2211B and 2311A offshore in the economical waters of Namibia (the “Tamar Block”). The Company holds, through its subsidiaries, an 85% WI in the Tamar Block, NAMCOR holds a 10% WI and Moonshade Investment (Pty) Ltd holds a 5% WI (“Moonshade”). The Company proportionally carry NAMCOR and Moonshade’s WI during the exploration period.

On February 5, 2021 a new ten (10) year life cycle for the Sharon License received final governmental approval.

Eco (Atlantic) Oil & Gas Ltd.

Notes to the Unaudited Condensed Consolidated Interim Financial Statements For the Three Months Ended June 30, 2022 and 2021 (Expressed in US Dollars)

6. Discontinued Operations - Renewable Energy Assets

- a. On January 29, 2022, the Company approved to sell the Kozani project and discontinue the renewable energy operations. As such, all the assets and liabilities relating to the Kozani project have been reclassified to assets and liabilities held for sale and the operations and cash flows have been presented discontinued operations.

In January 2022, the Company signed an agreement with Nepco Ltd. ("Nepco") for the sale of the Kozani project for €1.8m (approximately \$1.9 million). As of June 30, 2022, the Company is awaiting receipt of the balance of consideration due from the acquiror in respect of this disposal, having received €120,000 in July 2022, and accordingly retains ownership of the project and maintains the assets. Nepco has confirmed its commitment to completing the acquisition and the Company is considering a legal claim in the event that the consideration is not received in the coming months.

- b. The Company's operating results from discontinued operations in the discontinue operations are summarized as follows:

	Three months ended June 30,	
	2022	2021
Operating expenses:		
Compensation costs	\$ 8,922	\$ 42,418
Professional fees	66,365	31,722
Operating costs	19,663	58,732
Interest expense	3,238	-
Foreign exchange gain	(75)	-
Pre-tax operating loss from discontinued operations	\$ 98,113	\$ 132,872
Income tax on operations	-	-
Operating loss from discontinued operations	\$ 98,113	\$ 132,872
Gain of sale of operations	-	-

Eco (Atlantic) Oil & Gas Ltd.

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7. Warrant Liability

On July 19, 2021, the Company issued 14,945,913 warrants in connection with the private placement financing. The warrants have an exercise price denominated in a different currency (Canadian dollars) than the functional currency of the Company. At the time of the grant, these warrants were recorded at their fair value as a derivative liability and are revalued at the end of each reporting period. During the three month period ended June 30, the Company recorded a loss on the revaluation of the total warrant liability of \$1,430,984, in the consolidated statements of operations and comprehensive loss.

The Black-Scholes option pricing model was used to measure the derivative warrant liability with the following assumptions:

	Issuance date July 19, 2021	Reporting period March 31, 2022	Reporting period June 30, 2022
Share Price	CAD\$0.45	CAD\$0.62	CAD\$0.47
Exercise Price	CAD\$0.47	CAD\$0.47	CAD\$0.47
Expected life	2 years	1.27 years	1.04 years
Risk-free interest rate	0.48%	0.95%	3.12%
Dividend yield	0.00%	0.00%	0.00%
Foreign exchange rate (CAD/USD)	1.2477	1.2496	1.2821
Expected volatility	106%	73.39%	81.36%
Value of warrants	\$2,978,626	\$3,241,762	\$1,810,778

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8. Related Party Transactions and Balances and Director and Officer Remuneration

The following are the expenses incurred with related parties for the three month periods ended June 30, 2022 and 2021 and the balances owing as of June 30, 2022 and 2021:

June 30, 2022:

	Directors Fees	Consulting Fees	Stock based awards	Option based awards	Total	Amounts owing at June 30, 2022
Executive Directors						
Gil Holzman - CEO	\$ -	\$ 141,208	\$ 273,000	\$ 78,122	\$ 492,330	\$ 47,069
Colin Kinley - COO	-	90,000	273,000	78,122	441,122	-
Alan Friedman - Executive Vice President	-	10,096	-	10,416	20,513	3,365
Gadi Levin - Financial Director	-	31,050	68,250	20,833	120,133	9,000
Non Executive Directors						
Moshe Peterberg - Chairman of the board	36,000	-	97,500	52,081	185,581	36,000
Keith Hill	5,870	-	97,500	39,061	142,431	5,870
Peter Nicol	8,318	-	-	20,833	29,151	8,318
Helmut Angula	4,950	-	-	10,416	15,366	4,950
Officers						
Alan Rootenberg - CFO	-	5,912	-	-	5,912	1,971
Kinley Exploration LLC, a company controlled by the COO	-	172,100	-	-	172,100	91,481
Total	\$ 55,138	\$ 450,366	\$ 809,250	\$ 309,884	\$ 1,624,639	\$ 208,024

June 30, 2021:

	Directors Fees	Consulting Fees	Stock based awards	Option based awards	Total	Amounts owing at June 30, 2021
Executive Directors						
Gil Holzman - CEO	\$ -	\$ 98,270	\$ -	\$ -	\$ 98,270	\$ 32,757
Colin Kinley - COO (*)	-	45,000	-	-	45,000	-
Alan Friedman - Executive Vice President	-	10,410	-	-	10,410	3,470
Gadi Levin - Financial Director	-	26,600	-	-	26,600	8,800
Non Executive Directors						
Moshe Peterberg - Chairman of the board	30,600	-	-	-	30,600	10,200
Keith Hill	6,177	-	-	-	6,177	2,059
Peter Nicol	9,491	-	-	-	9,491	3,164
Helmut Angula	5,148	-	-	-	5,148	1,716
Officers						
Alan Rootenberg - CFO	-	2,850	-	-	2,850	950
Kinley Exploration LLC, a company controlled by the COO	-	56,885	-	-	56,885	33,962
Total	\$ 51,417	\$ 240,015	\$ -	\$ -	\$ 291,432	\$ 97,077

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9. Share Capital

Authorized Share Capital

The authorized share capital consists of an unlimited number of common shares with no par value ("Shares").

Issued Share Capital

- a) On April 5, 2022, the Company completed a private placement for gross proceeds of approximately \$25.3 million and issued 64,885,496 Shares at a price of £0.30 (\$0.40). In connection with the financing, the Company incurred issuance costs of \$1,396,694.
- b) The Company completed and closed the acquisition of the Azinam Group, including Azinam Groups' entire offshore asset portfolio, in return for a 16.5% equity stake in the enlarged Company as of March 25, 2022 ("Azinam Acquisition"). The Azinam Acquisition was accounted for in the prior year, however, the Company issued 40,170,474 Shares (the "Consideration Shares") and 40,000,000 share purchase warrants (the "Consideration Warrants") in April and May 2022.
- c) On May 31, 2022, 350,000 RSU's were exercised into 350,000 Shares.
- d) On June 7, 2022, 475,000 RSUs were exercised into 475,000 Shares.
- e) On June 30, 2022, the Company completed a private placement financing of 33,406,531 units ("June 2022 Units") at a price of £0.30 per June 2022 Unit, for gross proceeds of \$12.3 million. Each June 2022 Unit consist of one Share and one share purchase warrant ("June 2022 Warrants"). Each June 2022 Warrant is exercisable at \$0.40625 for a period of three years.

In connection with the offering the Company incurred cash issuance costs (including finders fees) of \$585,060, and issued, in July 2022, 180,000 Shares to certain advisers in lieu of cash fees (see note 20(a)).

The total fair value of the June 2022 Warrants are \$6,972,272, and was determined using the Black-Scholes option pricing model and the following assumptions: share price - \$0.35; exercise price - \$0.41; expected life - 3 years; annualized volatility - 98.38%; dividend yield - 0%; risk free rate - 3.12%.

10. Restricted Share Units

On December 11, 2013, the Company approved a "fixed number" restricted share unit plan (the "RSU Plan"), which was amended December 29, 2017. The RSU Plan is designed to provide certain directors, officers, employees, and consultants of the Company with the opportunity to acquire RSU's of the Company. Each unit is equivalent in value to a Share and that upon vesting results in the holder thereof being issued, at the discretion of the Board, a Share.

On May 16, 2022, the Company granted 2,850,000 RSUs to directors, officers and advisers, of which 2,350,000 are to directors ("Directors RSU's"), pursuant to the Company's RSUs. 175,000 RSU's were issued to a consultant and vest 50% immediately and 50% in 6 months immediately and 350,000 RSU's were in lieu of the bankers shares in connection with the Azinam Acquisition. The fair value of the RSU's at the issuance date was \$1,121,545. The company charged \$634,045 being the fair value of the 1,600,000 RSU's that vested during the three month period ended June 30, 2022.

As at June 30, 2022, there are 1,893,000 RUS's issued of which 1,118,000 have vested. 4,154,933 RSU's are available for further issuance by the Company.

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11. Warrants

A summary of changes in warrants for the year ended March 31, 2022 and the three months ended June 30, 2022 is presented below:

	Number of Warrants	Weighted Average Exercise Price (\$)
Balance, March 31, 2021	-	-
Issued	14,945,913	0.37
Balance, March 31, 2022	14,945,913	0.37
Issued (a)	40,000,000	0.97
Issued (note 9(e))	33,406,531	0.41
Balance, June 30, 2022	88,352,444	0.65

a) The 40,000,000 Consideration warrants, exercisable only in the case of a producible commercial discovery on Block 2B or Block 3B/4B, are as follows:

- 20,000,000 warrants exercisable at a price of CAD\$1.00 per Share during the two years immediately following the date of receipt of the final approval of the TSXV, and
- 20,000,000 warrants exercisable at a price of CAD\$1.50 per Share during the three years immediately following the final approval of the TSXV.

12. Stock Options

The Company maintains a stock option plan (the "Plan") for the directors, officers, consultants and employees of the Company and its subsidiary companies. The maximum number of options issuable under the Plan shall be equal to ten percent (10%) of the outstanding shares of the Company less the aggregate number of shares reserved for issuance or issuable under any other security-based compensation arrangement of the Company.

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12. Stock Options (continued)

A summary of the status of the Plan as at June 30, 2022 and changes during the year is as follows:

	Number of Stock options	Weighted average exercise price (US\$)	Remaining contractual life - years
Balance, March 31, 2021	7,220,000	0.380	1.22
Expired	(100,000)	0.690	-
Exercised	(250,000)	0.280	-
Exercised	(4,800,000)	0.240	-
Balance, March 31, 2022	2,070,000	\$ 0.760	1.34
Granted (a)	7,050,000	0.390	-
Balance, June 30, 2022	9,120,000	0.461	1.09

- a) On May 16, 2022, the Company granted 7,050,000 stock options to directors, officers and advisers of the Company (the "Options"). 5,950,000 of the Options were issued to directors of the Company. The Options are exercisable at CAD\$0.50 per share (\$0.39). 50% of the Options vest after 6 months and the remaining 50% after one year. The Options are exercisable for a period of 5 years from the date of grant.

The total fair value of the Options are \$1,958,261, and was determined using the Black-Scholes option pricing model and the following assumptions: share price - \$0.40; exercise price - \$0.39; expected life - 5 years; annualized volatility - 86.57%; dividend yield - 0%; risk free rate - 2.58%.

- b) Stock-based compensation expense is recognized over the vesting period of options. During the three months period ended June 30, 2022, stock-based compensation in respect of stock option grants amounted to \$367,174 (June 30, 2021 – \$5,822).
- c) As at June 30, 2022, outstanding options were as follows:

Number of Options Outstanding	Number of Options Exercisable	Exercise Price	Exercise Price (US\$)	Expiry Date
870,000	870,000	C\$0.30	\$0.23	December 24, 2022
800,000	800,000	C\$1.50	\$1.16	March 1, 2024
200,000	200,000	C\$1.20	\$0.93	January 10, 2025
200,000	200,000	£ 0.80	\$0.98	July 9, 2022
7,050,000	-	C\$0.50	\$0.39	May 16, 2027
9,120,000	2,070,000			

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13. Asset Retirement Obligations (“ARO”)

The Company is legally required to restore its properties to their original condition. Estimated future site restoration costs will be based upon engineering estimates of the anticipated method and the extent of site restoration required in accordance with current legislation and industry practices in the various locations in which the Company has properties.

As of June 30, 2022 and March 31, 2022, the Company did not operate any properties, accordingly, no ARO was required.

14. Capital and Risk Management

Capital Management

The Company considers its capital structure to consist of share capital, deficit and reserves. The Company manages its capital structure and makes adjustments to it, in order to have the funds available to support the acquisition, exploration and development of its licenses. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The Company is an exploration stage entity; as such the Company is dependent on external equity financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the three month period ended June 30, 2022. Neither the Company nor its subsidiaries are subject to externally imposed capital requirements.

Risk Management

a) Credit risk

The Company's credit risk is primarily attributable to short-term investments and amounts receivable. The Company has no significant concentration of credit risk arising from operations. Short-term investments consist of deposits with Schedule 1 banks, from which management believes the risk of loss to be remote. Amounts receivable consist of advances to suppliers and harmonized sales tax due from the Federal Government of Canada. Government receivable consists of value added tax due from the Namibian government which has been collected subsequent to year end. Management believes that the credit risk concentration with respect to amounts receivable is remote. The Company does not hold any non-bank asset backed commercial paper.

b) Interest rate risk

The Company has cash balances, cash on deposit, and no interest-bearing debt. It does not have a material exposure to this risk.

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14. Capital and Risk Management

Risk Management (continued)

c) Liquidity risk

The Company ensures, as far as possible, that it will have sufficient liquidity to meet its liabilities when due, without incurring unacceptable losses or harm to the Company's reputation.

As at June 30, 2022, the Company had cash and cash equivalents and of \$38,753,695 (March 31, 2022 - \$3,438,834), short-term investments of \$52,618 (March 31, 2022 - \$52,618), accounts receivable and prepaid expenses of \$229,749 (March 31, 2022 - 257,911), amounts owing by license partners of \$324,388 (March 31, 2022 - \$nil), and government receivable of \$53,261 (March 31, 2022 - \$27,487) to settle current liabilities of \$5,850,342 (March 31, 2022 - \$5,646,839).

The Company utilizes authorization for expenditures to further manage capital expenditures and attempts to match its payment cycle with available cash resources. Accounts payable and accrued liabilities at June 30, 2022 all have contractual maturities of less than 90 days and are subject to normal trade terms.

The Company is dependent on obtaining financing to complete development, and upon future profitable operations from the licenses or profitable proceeds from their disposition.

d) Foreign currency risk

In previous years, foreign exchange risk arose because most of the Company's costs were in currencies other than the Canadian dollar (then the functional currency). As a result of the change of the functional currency of most of the Company's operations to the US dollar, the Company has significantly reduced its foreign exchange risk. Management periodically considers reducing the effect of exchange risk through the use of forward currency contracts but has not entered into any such contracts to date.

Sensitivity to a plus or minus 10% change in currency exchange rates would not have a significant effect on the net income (loss) of the Company.

e) Environmental Risk (COVID-19)

Since January 2020, the Coronavirus outbreak has dramatically expanded into a worldwide pandemic creating macro-economic uncertainty and disruption in the business and financial markets. Many countries around the world, have been taking measures designated to limit the continued spread of the Coronavirus, including the closure of workplaces, restricting travel, prohibiting assembling, closing international borders and quarantining populated areas. To date there have been minimal disruptions to the Company's operations. Despite reduced travel, the Company has been able to maintain communications and on-going operations with its partners and regulatory bodies, however, such measures present concerns that may dramatically affect the Company's ability to conduct its business effectively, including, but not limited to, adverse effect relating to negotiations and discussions with regulators, site visits, slowdown and stoppage of work, travel and other activities which are essential and critical for maintaining on-going business activities. Given the uncertainty around the extent and timing of the future spread or mitigation of COVID-19 and around the imposition or relaxation of protective measures, the Company cannot reasonably estimate the impact to its future results of operations, cash flows or financial condition; infections may become more widespread and the limitation on the ability to work and travel, as well as any closures or supply disruptions, may be extended for longer periods of time and to other locations, all of which would have a negative impact on the Company's business, financial condition and operating results. In addition, the unknown scale and duration of these developments have macro and micro negative effects on the financial markets, oil prices

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and the global economy which could result in an economic downturn that could have a material adverse effect on its operations and financial results, earnings, cash flow and financial condition. To mitigate some of these risks, the Company has taken steps to reduce its cash burn by reducing compensation to officers, directors and consultants.

16. Commitments

The Company is committed to meeting all of the conditions of its licenses including annual lease renewals, regulatory payments and social responsibility initiatives or extension fees as needed, which the Company estimates to be approximately \$600,000 per year.

The Company, together with its partners on each license, submit annual work plans for the development of each license, which are approved by the relevant regulator.

17. Operating Costs

Operating costs consist of the following:

	Three months ended June 30,	
	2022	2021
Drilling costs, data acquisition and interpretation and technical consulting	\$ 2,796,993	\$ 391,829
Exploration license fees	193,748	-
Travel	83,800	21,794
Social corporate responsibility	23,463	-
Recovered under Joint Operating Agreements	(1,154,553)	(30,758)
	<u>\$ 1,943,451</u>	<u>\$ 382,865</u>

18. General and Administrative Costs

General and administrative costs consist of the following:

	Three months ended June 30,	
	2022	2021
Occupancy and office expenses	\$ 3,081	\$ 2,649
Travel expenses	41,456	15,032
Public company costs	180,117	87,207
Insurance	28,092	5,814
Financial services	4,544	3,138
Recovered under Joint Operating Agreements	-	(5,443)
	<u>\$ 257,290</u>	<u>\$ 108,397</u>

19. Segmental Information

As at June 30, 2022, the Company has one operating segment, oil and gas exploration. The corporate office does not represent an operating segment and is included for informational purposes only. Corporate office expenses consist of public company costs, office, and administrative costs, as well as salaries, share-based compensation and other expenses pertaining to corporate activities.

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20. Events After the Reporting Period

- a) On July 1, 2022, the Company issued 180,000 shares in respect of the June 2022 private placement (see note 9e).
- b) On July 6, 2022 the Company issued 2,702,702 Shares at a deemed price of £0.30 (\$0.37) per Share in connection with the Farm-in (see note 5(b)(ii)).
- c) On July 11, 2022, pursuant to a historic amalgamation with Pan African Oil Limited ("PAO"), effected in January 2015, 841,824 Shares were cancelled as a result of such shares having not been claimed by certain shareholders of PAO.