

## **ECO (ATLANTIC) OIL & GAS LTD.**

**MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE THREE-MONTH PERIOD ENDED**

**June 30, 2025**

**Expressed in US Dollars**

**Prepared by:**

**ECO (ATLANTIC) OIL & GAS LTD.**

**7 Coulson Avenue**

**Toronto, ON, Canada, M4V 1Y3**

**August 29, 2025**



## Introduction

The following Management's Discussion and Analysis (the "**MD&A**") of the financial condition and results of operations of Eco (Atlantic) Oil & Gas Ltd. and its subsidiary companies (individually and collectively, as the context requires, "**Eco**" or "**Eco Atlantic**" or the "**Company**") constitutes management's review of the factors that affected the Company's financial and operating performance for the three-month period ended June 30, 2025. This MD&A has been prepared in compliance with section 2.2.1 of Form 51-102F1, in accordance with National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the unaudited condensed interim consolidated financial statements of the Company for the three-month periods ended June 30, 2025 and 2024 together with the notes thereto, (the "Financial Statements"). These documents have been prepared in accordance with International Financial Reporting Standards ("**IFRS**") issued by the International Accounting Standards Board ("**IASB**") and interpretations of the IFRS Interpretations Committee.

This MD&A contains forward-looking information that is subject to risk factors including those set out under "Forward Looking Information" below and elsewhere in this MD&A, including under "Risks and Uncertainties". **All amounts are reported in US dollars**, unless otherwise noted. This MD&A has been prepared as at August 28, 2025, unless otherwise indicated.

For the purposes of preparing this MD&A, management, in conjunction with the board of directors of the Company (the "**Board**"), considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of Eco Atlantic Common Shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Certain information and discussion included in this MD&A constitutes forward-looking information. Readers are encouraged to refer to the cautionary notes contained in the section Forward-Looking Statements at the end of the MD&A.

## Nature of Business and Structure of the Company

The Company's business focuses on the generation of shareholder value through high growth energy projects - primarily through identifying, acquiring, and exploring oil and gas assets.

The Company is Atlantic Margin-focused operating in the Republic of Guyana ("**Guyana**"), the Republic of South Africa ("**South Africa**"), and the Republic of Namibia ("**Namibia**").

The common shares of the Company (the "**Common Shares**") trade on the TSX Venture Exchange (the "**TSXV**") under the symbol "EOG.V", and on the AIM Market of the London Stock Exchange (the "**AIM**") under the symbol "ECO".



## Overview of Operations

Offshore Guyana, in the proven Guyana-Suriname Basin, the Company operates a 100% Working Interest ("WI") in the Orinduik Block (the "**Orinduik Block**") and through a 6.4% interest in JHI Associates Inc. ("JHI") is the indirect owner of an interest in the Canje Block (the "**Canje Block**") Offshore Guyana, and PL001 in the North Falkland Basin. Offshore South Africa in the Orange Basin, Eco holds a 5.25% WI in Block 3B/4B ("**Block 3B/4B**") and a 75% WI and Operatorship of Block 1 ("**Block 1**").

In Namibia, the Company holds Operatorship and an 85% WI in four offshore Petroleum Exploration Licenses ("PEL"): PELs: 97, 98, 99, and 100 in the Walvis Basin (the "**Namibia Licenses**").

The Company is in the exploration stage and has not yet commenced principal producing operations other than acquiring and analysing certain pertinent geological data in Guyana, South Africa and Namibia and drilling four (two in Orinduik and two in Canje) exploration wells in Guyana and one in South Africa (on Block 2B). The Company is currently engaged in the exploration and development of its properties, in addition to evaluating the Jethro-1 and Joe-1 heavy oil discoveries offshore Guyana to determine the appropriate appraisal approach.

### Highlights:

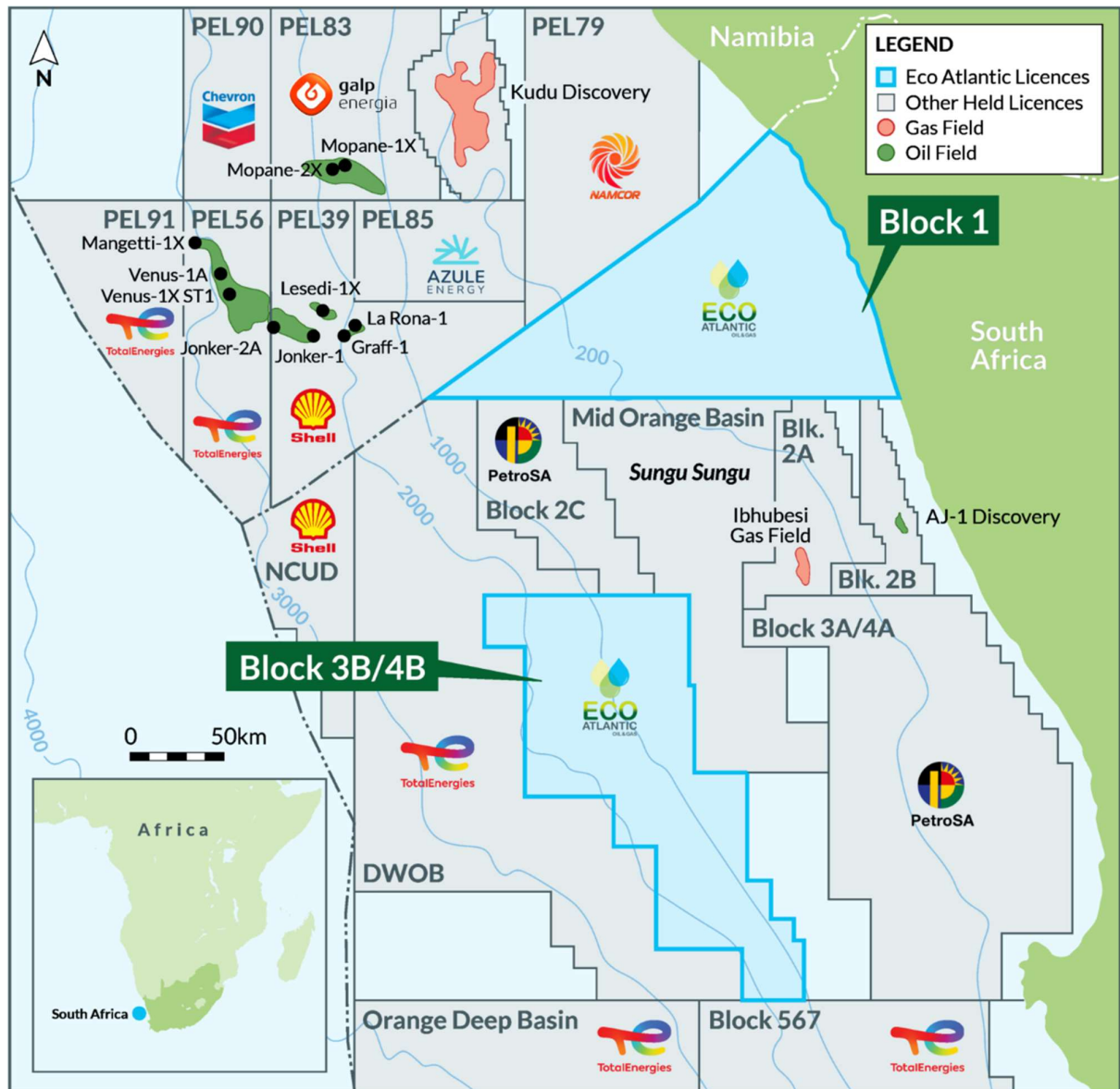
- South Africa Acquisition – On June 5, 2024 Eco announced the acquisition of a 75% interest in Block 1 Offshore South Africa in the Orange Basin, further announcing governmental title award and the Exploration Right and Operatorship the final receipt of which was announced on June 4, 2025.

## Guyana





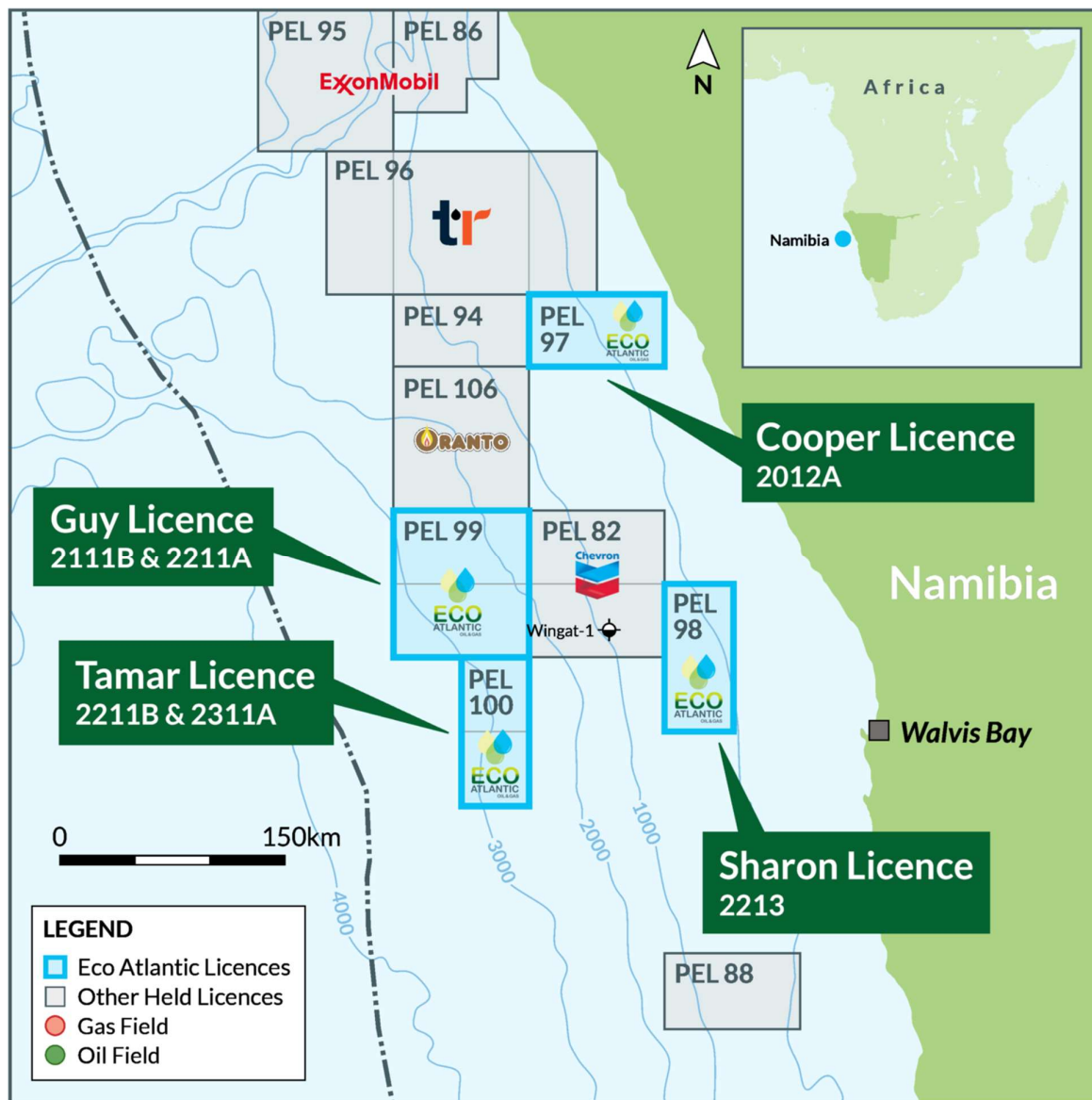
## South Africa



Offshore South Africa Block Outlines – combined area of 37,510km<sup>2</sup>



## Namibia



Offshore Namibia Block Outlines – combined area of 28,593 km<sup>2</sup>



## GUYANA

### Orinduik Block

Eco Atlantic was awarded the Orinduik Petroleum License in 2016, in partnership with Operator Tullow Oil. The Orinduik Block, covering 1,354 km<sup>2</sup>, is located approximately 170 km offshore Guyana in the Suriname-Guyana Basin, adjacent to the prolific Stabroek Block. The block lies in water depths ranging from 70 to 1,400 meters.

In 2019, Eco Atlantic announced two significant oil discoveries on the Orinduik Block: Jethro-1 on August 12 and Joe-1 on September 16, both drilled by the *Stena Forth* drillship. Jethro-1 reached a depth of 4,400 meters in 1,350 meters of water and encountered 55 meters of net high-quality oil pay in Lower Tertiary sandstones. Joe-1, drilled in 780 meters of water to a depth of 2,175 meters, encountered 16 meters of continuous high-quality oil-bearing sandstone of Upper Tertiary age, with excellent porosity. Both wells confirmed recoverable oil resources, were drilled within budget using MWD and conventional wireline, and revealed high-permeability reservoirs. Fluid samples, taken by the then Operator Tullow Oil, from both wells confirmed mobile heavy crude with high sulphur content.

On August 10, 2023, Eco announced that its subsidiary, Eco Guyana Oil and Gas (Barbados) Limited, would acquire a 60% operated interest in the Orinduik Block via the purchase of Tullow Guyana B.V., with the deal involving both upfront and contingent payments. Approval for the transfer was granted by the Minister of Natural Resources on November 15, 2023. As Operator, Eco Orinduik elected to enter the Second Phase of the Second Renewal Period of the license, effective January 14, 2024, committing to drill one Cretaceous-targeted exploration well before the license expires on January 13, 2026.

Eco also confirmed that TOQAP Guyana B.V. (TotalEnergies and QatarEnergy JV) relinquished its 25% interest for strategic reasons. Following the Minister of Natural Resources of the Cooperative Republic of Guyana ("MNR") approval on October 31, 2024, Eco holds 100% of the Orinduik Block through its subsidiaries Eco Guyana (40%) and Eco Orinduik (60%).

As of the date hereof, the remaining exploration activities and the aggregate expenditure of such activities as estimated by management based on current costs for the Orinduik Block is as follows<sup>(1)</sup>:

| Exploration Activities                                                 | Expenditure<br>US\$  | Company's share of<br>Expenditure<br>US\$ |
|------------------------------------------------------------------------|----------------------|-------------------------------------------|
| By January 2026                                                        |                      |                                           |
| • 2nd renewal period – Drill one further exploration well (contingent) | \$ 55,000,000        | \$ 55,000,000                             |
| <b>Total</b>                                                           | <b>\$ 55,000,000</b> | <b>\$ 55,000,000</b>                      |

**Note:** (1) Drilling exploration activities are not currently committed and cost estimates are based on management estimates for the costs if the relevant drilling exploration activity was to be undertaken as at the date of this document.

## JHI ASSOCIATES INC. ("JHI")

JHI is a private company incorporated in Ontario and headquartered in Toronto, Canada.

### Canje Block, Guyana

Eco holds a 6.4% interest in JHI which holds a 17.5% WI in the 4,800km<sup>2</sup> Canje Exploration Block offshore Guyana. The Canje Block is operated by ExxonMobil and is held by WI partners Esso Exploration & Production Guyana Limited (35%), with TotalEnergies (35%), JHI (17.5%) and Mid-Atlantic Oil & Gas Inc. (12.5%).





### *PL001, North Falklands*

In September 2023, JHI completed an acquisition of 100% Operator interest in PL001 North Falklands Basin Licence, which covers approximately 1,126km<sup>2</sup>. PL001 is adjacent to the Sea Lion development (Navitas, Operator (65%) and Rockhopper (35%)), which is reported to contain over 500 million barrels of recoverable oil.

JHI has completed ADF® processing on 550 km<sup>2</sup> of high-quality 3D seismic over the Eastern Graben of PL001 with Apex Spectral Technology of Houston, Texas. This satisfies JHI's work program commitment to the Falkland Islands government for the current license period.

### **SOUTH AFRICA**

Following the relinquishment of offshore Block 2B, the Company currently holds an Exploration Right for offshore Block 3B/4B and an Exploration Right and Operatorship for offshore Block 1.

#### *Block 3B/4B*

Eco Atlantic, through its wholly owned subsidiary Azinam Limited owns a 5.25% WI of Block 3B/4B, located between 120-250 kms offshore western South Africa, directly south of the prolific multibillion barrels discoveries offshore Namibia. The block lies in water depths ranging from 300-2500m and covers an area of 17,581 km<sup>2</sup>. The block is covered by 10,000 km<sup>2</sup> of GeoStreamer 3D seismic data acquired in 2012 and reprocessed between 2022–2024, as well as 1,400 km of multi-vintage 2D seismic.

On March 5, 2024, Eco (via Azinam) entered a farmout agreement (“**FOA**”) with TotalEnergies and QatarEnergy, as part of a broader 57% farm down with JV partners Africa Oil SA Corp. (Meren Energy Inc.) and Ricocure. Under the FOA, TotalEnergies became operator of the block.

The FOA was completed on August 28, 2024, following South African regulatory approvals. Eco's working interest was reduced to 6.25%.

The FOA consideration to the Company included:

- \$8.3 million cash payments made up of:
  - \$2.5 million (plus VAT) from TotalEnergies and QatarEnergy;
  - \$1.6 million from Ricocure; and
  - \$4.0 million from Africa Oil.
- \$13.5 million exploration costs carry covered by the JV partners (Eco's 6.25% share of \$212m total gross carry)
- Further payments, up to \$11.5m, will be payable by TotalEnergies, QatarEnergy and Africa Oil upon Environmental Impact Authorisation and spudding of the first exploration well.

Post-completion FOA JV interests:

- TotalEnergies (Operator): 33%
- QatarEnergy: 24%
- Africa Oil SA Corp.: 17%
- Ricocure: 19.75%
- Eco (Azinam Limited): 6.25%





On July 29, 2024, Eco signed an agreement to sell a 1% interest in Block 3B/4B to Africa Oil in exchange for cancellation of its 54,941,744 shares and 4,864,865 warrants in Eco (valued at ~C\$11.3 million). This exchange transaction was completed on January 10, 2025, following all required regulatory and partner approvals.

As a result:

- Eco's interest in Block 3B/4B is now 5.25% and the exploration costs carry remains;
- Total outstanding share capital reduced to 315,231,936 shares and 48,541,666 warrants; and
- A board change was made in connection with the completion of the transaction.

Environmental Authorization was granted by the Department of Mineral Resources and Energy for the Republic of South Africa on September 16, 2024. The legislative notification and appeals process was carried out with the relevant regulatory agencies and the Block JV await imminent final Minister decision on the Environmental Authorisation. Simultaneously, throughout the first half of 2025 the JV has been preparing for a drilling campaign on the block with thorough well planning and sourcing of long lead items in anticipation of drilling permit approval.

### **Block 2B**

Azinam South Africa owned 50% WI of Block 2B, located 25km offshore the west coast of South Africa, the block was 3,062 km<sup>2</sup> in area with water depths ranging from 50 to 200 metres. The Gazania-1 exploration well drilled on the block, spudded on October 10, 2022, reached target depth of 2,360m but did not show evidence of commercial hydrocarbons. The well was plugged and abandoned as planned. The JV partners undertook well logging and a detailed analysis of the results.

On June 5, 2024, the Company notified PASA, being the regulator for the Government of South Africa, of its intention to relinquish its 50% WI Operated offshore Block 2B in South Africa where it drilled its 2022 Gazania-1 well offsetting the AJ-1 oil discovery. The Company received Closure Certificate and confirmation of relinquishment on December, 11, 2024 from the PASA and the Company has no further liability in respect of Block 2B.

### **Block 1**

On June 5, 2024, the Company announced it had signed a farm-in agreement to acquire a 75% working interest and operatorship in Block 1, offshore South Africa in the Orange Basin, through its wholly owned subsidiary Azinam South Africa Limited ("**Azinam South Africa**").

The interest was acquired from Tosaco Energy (Proprietary) Limited ("Tosaco"), with formal approval of the Exploration Right and title transfer granted by the South African Department of Mineral and Petroleum Resources on June 4, 2025, completing the transaction.

As part of the agreed terms, Eco has:

- Paid \$150,000 on signing (June 6, 2024);
- Paid \$225,000 upon Section 11 approval (June 4, 2025);
- Committed \$375,000 on delivery of a TSX-V/AIM-compliant Resource Report (pending over 3-year license term); and
- Agreed to carry the remaining 25% working interest—which Tosaco intends to transfer to OrangeBasin Oil and Gas, a B-BBEE-rated South African entity—through the initial three-year work program, capped at \$2.3 million.



Block 1 spans 19,929 km<sup>2</sup> and is strategically positioned along the South Africa–Namibia maritime border, covering approximately 174 km of shoreline and extending 263 km offshore in water depths up to 1,000 metres. The block lies adjacent to several world-class hydrocarbon discoveries, including Venus (TotalEnergies), Graff and La Rona (Shell), Mopane (Galp Energia), Capricornus-1X (Rhino Resources), and the historic Kudu Gas Field.

Eco has now completed the acquisition of Block 1's extensive subsurface data set from the PASA which includes:

- Two 3D seismic surveys covering a combined 3,500 km<sup>2</sup> (2,000 km<sup>2</sup> and 1,500 km<sup>2</sup>),
- Over 20,000 line kilometres of 2D seismic data,
- Well logs from three historical exploration wells drilled on the block:
  - **AF-1:** Confirmed gas discovery with tested flow rates of 32.4 MMscfd
  - **AE-1:** Encountered gas shows and oil indications
  - **AO-1:** Provided key stratigraphic data and reservoir markers

This high-quality legacy data set provides full margin transect coverage from shallow shelf to deepwater environments and confirms the presence of an active petroleum system across the block. Eco's technical team has commenced interpretation of the seismic and well data to delineate early leads and define the forward exploration strategy no field activity is currently planned that requires environmental permitting.

## NAMIBIA

Eco holds an 85% Operating Interest in four licenses in the Walvis Basin, Offshore Namibia: PEL097, Block 2012A 'Cooper License', PEL098, Block 2213 'Sharon License', PEL099, Blocks 2111B & 2211A 'Guy License' and PEL100, Blocks 2211B & 2311A 'Tamar License'.

On February 3, 2021, a agreement for all four Petroleum Exploration Licenses received final governmental approval with 10-year license terms.

Following significant hydrocarbon discoveries offshore Namibia in 2022, the Company is witnessing considerable interest in its licenses in Namibia and is currently assessing options to progress its exploration work programs including a potential farm-out.

### *PEL097 – Cooper License*

The Cooper License covers approximately 5,788 km<sup>2</sup> and is located in Block 2012A offshore in the economical waters of Namibia (the "**Cooper Block**"). The Company holds a 85% WI in the Cooper License, the National Petroleum Corporation of Namibia ("**NAMCOR**") holds a 10% WI, and Tangi Trading Enterprise cc ("**Tangi**") holds a 5% WI. The Company proportionally carry NAMCOR and Tangi's WI during the exploration period.

The Company has a license to 1,450 line km of 2D seismic and acquired an 1,100 km<sup>2</sup> 3D seismic survey which has been processed and interpreted hosting a defined Cretaceous Stratigraphic Trap drilling prospect ("**Osprey**").

An Environmental Clearance Certificate, issued on 15 June 2025 by the Ministry of Environment, Forestry and Tourism, authorises Eco to undertake the planned seismic activities across PEL097.



#### *PEL098 – Sharon License*

The Sharon License covers approximately 5,700 km<sup>2</sup> and is located in Block 2213 offshore in the economical waters of Namibia (the “**Sharon Block**”). The Company holds a 85% WI in the Sharon License, NAMCOR holds a 10% WI and Titan Oil and Gas (Pty) Ltd (“**Titan**”) holds a 5% WI. The Company proportionally carries NAMCOR and Titan’s WI during the exploration period.

The Company has a license to 3,692 line km of existing 2D seismic data in Sharon Block. The Sharon block possesses multiple structural and stratigraphic style traps.

#### *PEL099 – Guy License*

The Guy License covers 11,457 km<sup>2</sup> and is located in Blocks 2111B and 2211A offshore in the economical waters of Namibia (the “**Guy Block**”). The Company holds a 85% WI in the Guy License, NAMCOR holds a 10% WI and Lotus Explorations (Pty) Ltd (“**Lotus**”) holds a 5% WI. The Company proportionally carry NAMCOR and Lotus’ WI during the exploration period.

The Company has licensed access to 473 km line of Western Seismic 2D data acquired in 2012, 1,012 line km of 2D seismic shot by PGS in 2014 and an 870 km<sup>2</sup> 3D seismic survey on the Guy Block. The block covers a portion of the deepest part of the basin and look-alike Venus and Graff leads above the Albian unconformity have been identified. These leads are within the block with possible extensions into the Tamar Block. In addition, a number of channels and fans have been identified as leads to be matured.

On 13 December 2024 the Ministry of Fisheries and Marine Resources recommended Environmental Clearance Certificate for proposed 2D / 3D Seismic Survey over PEL099.

An Environmental Clearance Certificate, issued on 15 June 2025 by the Ministry of Environment, Forestry and Tourism, authorises Eco to undertake the planned seismic activities across PEL099.

#### *PEL100 – Tamar License*

The Tamar License covers approximately 5,649 km<sup>2</sup> and is located in Block 2211B and Block 2311A offshore in the economical waters of Namibia (the “**Tamar Block**”). The Company holds an 85% WI in the Tamar Block, NAMCOR holds a 10% WI and Moonshade Investment (Pty) Ltd (“**Moonshade**”) holds a 5% WI. The Company proportionally carry NAMCOR and Moonshades’ WI during the exploration period. This block is in deep water with a setting that is similar to Venus. As in the Guy Block, a number of channels and fans have been identified with geobodies characteristic of stratigraphic oil plays.

In August 2024, the Company purchased the license to 1,324 km of existing 2D seismic survey in the Tamar Block area, which is being technically evaluated and interpreted by the team to define additional seismic acquisition areas with the Tamar Block along with new leases and prospects.

On December 13, 2024 the Ministry of Fisheries and Marine Resources recommended Environmental Clearance Certificate for proposed 2D / 3D Seismic Survey over PEL100.

An Environmental Clearance Certificate, issued on 15 June 2025 by the Ministry of Environment, Forestry and Tourism, authorises Eco to undertake the planned seismic activities across PEL100.



## Environmental, Social and Governance (“ESG”)

In October 2022, Eco Atlantic underwent a comprehensive review of its ESG practices across all aspects of the business, conducted by Magnolia Consulting. A stakeholder materiality assessment, industry guidance review and peer reviews identified the key areas of focus for Eco's ESG Strategy and aligned Eco's Social Investment projects ambitions to the United Nations Social Development Goals.

Eco focuses its efforts on the significant social, economic, and environmental impacts that the Company, and the energy industry in general, can have in the countries where it operates. This approach helps position Eco a strategically resilient business – one that delivers value for our host nations, stakeholders, and investors.

Through engagement with its stakeholders, Eco Atlantic considers its ESG priorities as:

- Climate change
- Community engagement
- Environmental management
- Governance
- Safety
- Social & economic development

Eco is committed to conducting its business in a safe and efficient manner that minimizes our environmental impacts while ensuring a safe and secure working environment for our staff, contractors and other stakeholders. Adhering to strong ESG principles is fundamental to the delivery of its strategy and solid business results.

The Company aims to meet the highest standards of ESG practices across all aspects of its business. The Company is committed to the countries where it operates – promoting sustainable growth and support for nearby communities. Eco operates as a responsible custodian in compliance with the applicable environmental laws and regulations of the countries in which it operates. This commitment informs every aspect of the business, including how it researches, plans and designs new exploration projects, operates its portfolio, collaborates with stakeholders and reports progress.

As a result of the review, Eco's board adopted company policies for ESG; Health and safety; Environmental management; and Sustainable relationships. These policies are reviewed annually, signed by the board, and are publicly available on the Company's website page *ESG principles and policies*.

## Environmental Stewardship

Eco Atlantic recognises that oil and gas activities may result in an impact to the environment in its areas of operation. The Company strives to responsibly minimise environmental impacts across the full life cycle of its exploration operations and corporate operations.

- The Company incorporates its environmental policy into its management systems, measures their effectiveness and operates under a principle of continuous improvement.
- The Company obtains and maintains all the necessary permits and licenses for its activities.
- The Company consults with its stakeholders on environmental issues that may affect them.



## **Responsibility**

Eco wishes to develop sustainable long-term relationships in the communities in which it operates.

A growing energy sector can benefit local economies through the creation of direct work opportunities in the industry. More significantly, the sector can have the indirect impact of increasing employment, revenue and support for infrastructure development, education, lodging and restaurants.

In this context, Eco demonstrates its commitment through its decade-old social responsibility programmes, focusing on education and skills development.

Eco has a track record of in-country relationships and ESG engagement and the Company began implementing early-stage social responsibility programmes focused on education in both Namibia and Guyana over ten years ago. A South Africa focused initiative was also initiated with the Company's local community stakeholders in 2022 and has since been expanded in 2024.

Between March 31, 2024, and March 31, 2025, Eco Atlantic, on behalf of the Block 3B/4B Joint Venture (JV), implemented significant CSR initiatives in South Africa. In the Northern Cape, the flagship food garden at Marais Gedenk Primary School reached its third phase, with full school ownership and integration into the curriculum. The garden now supplements school meals, supports the local community, and has earned national recognition, including commendation from the Petroleum Agency of South Africa. A bespoke gardening guide was also delivered to the school in April 2024.

In the Western Cape, Eco partnered with the Jala Peo Initiative to expand sustainable food gardening across six schools in the Lutzville area of the West Coast. Infrastructure enhancements, educational training, and gardening workshops impacted over 160 students. A second phase of investment was initiated in 2025 to support water security, infrastructure upgrades, and learner homestead gardens. These low-cost, high-impact projects have helped build goodwill, community trust, and a long-term social licence to operate, laying a foundation for broader engagement in the region.

Eco believes that supporting youth with the tools for education and self-sufficiency fosters national development. The Company continues to enhance its ESG management systems and reporting frameworks, ensuring measurable progress and continuous improvement.

## **Environmental Regulation**

Eco Atlantic's activities may be subject to environmental regulations, which may cover a wide variety of matters. It is likely that environmental legislation and permitting will evolve in a manner which will require stricter standards and enforcement. This may include increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a higher degree of responsibility for companies, their directors and employees.

At this time, the Company does not believe that any provision for such costs is currently required and is unable to determine the impact on its financial position, if any, of environmental laws and regulations that may be enacted in the future due to the uncertainty surrounding the form that these laws and regulations may take.

## **Financial position**

The Company's current operations are focused on South Africa, Guyana, and Namibia.



As at June 30, 2025, the Company had total assets of \$20,474,323 and a net equity position of \$18,952,857. This compares with total assets of \$21,563,403 and a net equity position of \$20,384,618 as at March 31, 2025. The Company had current liabilities of \$1,521,466 as at June 30, 2025, as compared with \$1,178,785 as at March 31, 2025.

As at June 30, 2025, the Company had working capital of \$2,280,583 compared to working capital of \$3,937,344 as at March 31, 2025. The Company had cash on hand of \$3,600,127 as at June 30, 2025, compared with \$4,726,152 as at March 31, 2025, and short-term investments of \$73,467 at June 30, 2025 compared with \$69,676 as at March 31, 2025.

The Company is expecting to receive cash of approximately \$11.5 million from its JV partners in accordance with previously signed farm out agreements.

### Environmental Regulation

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The Company does not believe that any provision for such costs is currently required and is unable to determine the impact on its financial position, if any, of environmental laws and regulations that may be enacted in the future due to the uncertainty surrounding the form that these laws and regulations may take.

### Summarised Financial Information (in US Dollars)

|                                  | Three months ended<br>June 30, |                     |
|----------------------------------|--------------------------------|---------------------|
|                                  | 2025                           | 2024                |
| Interest income                  | \$ 15,980                      | \$ 3,211            |
| <b>Operating expenses :</b>      |                                |                     |
| Compensation costs               | \$ 252,075                     | \$ 199,467          |
| Professional fees                | 111,603                        | 141,969             |
| Operating costs                  | 947,235                        | 541,686             |
| General and administrative costs | 126,986                        | 158,025             |
| Share-based compensation         | 141,069                        | -                   |
| Foreign exchange gain (loss)     | (7,691)                        | 89,123              |
| <b>Total operating expenses</b>  | <b>\$ 1,571,277</b>            | <b>\$ 1,130,270</b> |
| <b>Operating loss</b>            | <b>(1,555,297)</b>             | <b>(1,127,059)</b>  |

### Exploration and evaluation assets and expenditures

For oil and gas prospects not commercially viable and financially feasible, the Company expenses exploration and evaluation expenditures as incurred. Exploration and evaluation expenditures include acquisition costs of oil and gas prospects, property option payments and evaluation activities. Exploration and evaluation expenditures associated with a business combination or asset acquisition are capitalised.

Once a project has been established as commercially viable and technically feasible, related development expenditures are capitalised. This includes costs incurred in preparing the site for production operations. Capitalisation ceases when the oil and natural gas reserves are capable of commercial production, with the exception of development costs that give rise to a future benefit. Exploration and evaluation expenditures are capitalised if the Company can demonstrate that these expenditures meet the criteria of an identifiable intangible asset.





### **Interest income**

During the three months ended June 30, 2025, the Company earned interest of \$15,980 from funds invested in interest bearing deposits with financial institutions, as compared with \$3,211 earned during the three months ended June 30, 2024.

The increase in interest earned during each period reflects the increase in average cash balances during the period as the Company used its cash reserves to finance its operations and a decrease in interest rates during the period.

### **Expenses**

As operator of the some of its petroleum exploration licenses, the Company bills certain partners for their respective share in certain compensation, operating and administrative expenses on certain of our licenses.

### **Operating costs**

Operating costs include amounts spent on data acquisition, technical consulting and analysis, incurred in connection with the Company's oil and gas licenses.

During the three months ended June 30, 2025, the Company incurred net operating costs of \$947,235 as compared to net operating costs of \$541,686 for the three months ended June 30, 2024. Costs incurred have increase primarily due to expenditure on Block 1.

### **Compensation costs**

Compensation costs represent amounts paid by the Company for compensation to certain members of management. It further includes compensation paid to certain of the Company's directors for their services as directors.

During the three months ended June 30, 2025, the Company incurred compensation costs of \$252,075 as compared to \$199,467 for the three months ended June 30, 2024.

### **Professional fees**

Professional fees represent amounts paid by the Company for professional fees provided to the Company by independent service providers.

During the three months ended June 30, 2025, the Company incurred professional fees of \$111,603 compared to \$141,969 for the three months ended June 30, 2024.

### **General and administrative costs**

General and administrative costs include public company charges, travel and entertainment, occupancy and general office expenditures for the Company's head office in Toronto and its regional office in Guyana, Namibia and South Africa.

During the three months ended June 30, 2025, the Company incurred net general and administrative costs of \$126,986 as compared to \$158,025 during the three months ended June 30, 2024.

### **Share based compensation**

The share-based compensation expense reflects the fair value and vesting schedule of Restricted Share Units ("RSU's") and stock options granted to directors, officers, employees and consultants of the Company.

During the three months ended June 30, 2025, share based compensation amounted to \$141,069 as compared to \$nil for the three months ended June 30, 2024.

The amount in 2025 relates primarily to RSU's and stock options issued and vested during the period.





## Foreign exchange

The foreign exchange movement during the three months ended June 30, 2025, reflects the movements of the Canadian dollar, British Pound, Euro and Namibian dollar relative to the US Dollar. The Company's cash and cash equivalents and short-term investments are held primarily in US Dollars, but the Company also hold funds in in Canadian dollars, British Pounds and Euros.

## Summary of Quarterly Results

|                                  | Quarter Ended  |              |              |                |
|----------------------------------|----------------|--------------|--------------|----------------|
|                                  | 30-Jun-25      | 31-Mar-25    | 31-Dec-24    | 30-Sep-24      |
| Total income                     | \$ 15,980      | \$ 3,428,064 | \$ 52,081    | \$ 4,300       |
| Net profit (loss) for the period | \$ (1,555,297) | \$ 1,395,134 | \$ (913,230) | \$ (1,632,394) |
| Basic profit (loss) per share    | \$ (0.005)     | \$ 0.004     | \$ (0.002)   | \$ (0.004)     |

|                         | Quarter Ended  |                 |                |              |
|-------------------------|----------------|-----------------|----------------|--------------|
|                         | 30-Jun-24      | 31-Mar-24       | 31-Dec-23      | 30-Sep-23    |
| Total income            | \$ 3,211       | \$ 5            | \$ 17          | \$ 21        |
| Net loss for the period | \$ (1,127,059) | \$ (18,354,619) | \$ (1,100,872) | \$ (965,009) |
| Basic loss per share    | \$ (0.003)     | \$ (0.050)      | \$ (0.003)     | \$ (0.004)   |

## Additional Disclosure for Venture Issuers Without Significant Revenue

|                                            | Three months ended<br>June 30, |                   |
|--------------------------------------------|--------------------------------|-------------------|
|                                            | 2025                           | 2024              |
| <b>General and administrative expenses</b> |                                |                   |
| Occupancy and office expenses              | \$ 5,961                       | \$ 10,435         |
| Travel expenses                            | 48,399                         | 27,550            |
| Public company costs                       | 66,398                         | 88,763            |
| Insurance                                  | 3,363                          | 28,051            |
| Financial services                         | 2,865                          | 3,226             |
|                                            | <u>\$ 126,986</u>              | <u>\$ 158,025</u> |

## Liquidity and Capital Resources

The financial statements have been prepared on a going concern basis whereby the Company is assumed to be able to realise its assets and discharge its liabilities in the normal course of operations. The financial statements do not reflect adjustments that would be necessary if the going concern assumption were not appropriate. If the going concern assumption was not appropriate for the financial statements, then adjustments of a material nature would be necessary in the carrying value of assets such as petroleum and natural gas licenses, liabilities, the reported expenses, and the balance sheet classifications used. Management continues to pursue financing opportunities for the Company to ensure that it will have sufficient cash to carry out its planned exploration program beyond the next year.



During the three months ended June 30, 2025, the Company's overall position of cash and cash equivalents decreased by \$1,108,492, excluding forex differences. This decrease in cash can be attributed to the following activities:

- 1) The Company's net cash used in operating activities during the three months ended June 30, 2025 was \$879,701 as compared to \$1,600,150 for the three months ended June 30, 2024.
- 2) Cash used in investing activities for the three months ended June 30, 2025 was \$228,791 as compared to \$150,000 for the three months ended June 30, 2024. This amount relates primarily to the acquisition of the interest in Block 1.
- 3) Cash generated from financing activities for the three months ended June 30, 2025 was \$nil as compared to \$nil for the three months ended June 30, 2024.

As discussed above, the Company is required to undertake specific exploration activities on each of the Company's licenses during each phase of development. (See "Overview of Operations" for information on the Company's commitments.)

The Company is currently engaged in the exploration and development of the licenses in order to assess the existence of commercially exploitable quantities of oil and gas and to determine if additional resources should be allocated to these licenses as per the work program commitments set out herein. The Company has completed the minimum exploration work required to date for each of its material licenses.

The Company has no revenue producing operations and continues to manage its costs, focusing on its higher potential licenses as described above. It may seek funding in the capital markets and may seek to pursue additional joint venture and farm-in opportunities with other suitable companies having access to capital, in order to meet its exploratory commitments and development strategy. Although the Company has been successful in raising funds to date, there can be no assurance that adequate funding will be available in the future, or available under terms favorable to the Company.

#### **Common Shares, Options, RSUs and Warrants (as of August 28, 2025)**

|                                                       |                    |
|-------------------------------------------------------|--------------------|
| Common shares                                         | 315,231,936        |
| Options issued to directors, officers and consultants | 11,460,000         |
| RSUs granted to directors, officers and consultants   | 5,468,000          |
| Warrants                                              | -                  |
| Common shares outstanding on a fully diluted basis    | <u>332,159,936</u> |

#### **Off-Balance Sheet Agreements**

As of the date of this MD&A, the Company does not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on its results of operations or financial condition, including, and without limitation, such consolidations as liquidity, capital expenditure and capital resources that would be considered material to investors.

#### **Contractual Commitments**

##### *Licenses*

The Company is committed to meeting all of the conditions of its licenses including annual lease renewal or extension fees as needed.

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



## Financial Instruments

Other risks and uncertainties the Company faces at present are market risk and foreign exchange risk.

Market risk is the risk of loss that may arise from changes in interest rates, foreign exchange rates and oil and gas prices. An extended period of depressed oil and gas prices could make access to capital more difficult and the Company is dependent on capital markets to fund its exploration and ultimately, its development programs.

The Company is not materially exposed to foreign exchange risk because the Company transacts primarily in US Dollars, which is the Company's functional currency. At June 30, 2025, approximately 10% (2024 – 23%) of the Company's cash is denominated in other currencies.

Sensitivity to a plus or minus 10% change in rates would not have a significant effect on the net income (loss) of the Company. The Company is not materially exposed to foreign exchange risk because the Company transacts primarily in US Dollars, which is the Company's functional currency. At June 30, 2025, approximately 10% (2024 – 23%) of the Company's cash is denominated in other currencies.

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

## Risks and Uncertainties

The business of exploring for, developing and producing oil and gas reserves is inherently risky. The Company is in the development stage and has not determined whether its licenses contain economically recoverable reserves. The Company's future viability is dependent on the existence of oil and gas reserves and on the ability of the Company to obtain financing for its exploration programs and development of such reserves and ultimately on the profitability of operations or disposition of its oil and gas interests.

The Company's actual exploration and operating results may be very different from those expected as at the date of this MD&A.

## Transactions between Related Parties and Balances

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making operating and financial decisions. This would include the Company's senior management, who are considered to be key management personnel by the Company.

Parties are also related if they are subject to common control or significant influence. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties. Fees for management services and operating costs paid to directors and officers or private companies which are controlled by directors or officers of the Company were as follows:



The following are the expenses incurred with related parties for the three months ended June 30, 2025 and 2024 and the balances owing as of June 30, 2025 and 2024:

June 30, 2025:

|                                                         | Directors<br>Fees | Consulting<br>Fees | Stock<br>based<br>awards | Option<br>based<br>awards | Total             | Amounts owing<br>at June 30, 2025 |
|---------------------------------------------------------|-------------------|--------------------|--------------------------|---------------------------|-------------------|-----------------------------------|
| <b>Executive Directors</b>                              |                   |                    |                          |                           |                   |                                   |
| Gil Holzman - CEO                                       | \$ -              | \$ 85,700          | \$ 45,255                | \$ 13,756                 | \$ 144,711        | \$ 43,285                         |
| Colin Kinley - COO                                      | -                 | 110,250            | 45,255                   | 13,756                    | 169,261           | 36,750                            |
| Gadi Levin - Financial Director                         | -                 | 36,000             | 18,856                   | 5,732                     | 60,588            | 12,000                            |
| Alice Carroll                                           | -                 | 48,606             | 18,856                   | 5,732                     | 73,194            | 18,724                            |
| <b>Non Executive Directors</b>                          |                   |                    |                          |                           |                   |                                   |
| Peter Nicol                                             | 9,341             | -                  | -                        | 5,732                     | 15,073            | 9,341                             |
| Keith Hill                                              | 5,620             | -                  | -                        | 3,439                     | 9,059             | 5,620                             |
| Alan Friedman                                           | 9,246             | -                  | -                        | 3,439                     | 12,685            | 3,528                             |
| Selma Usiku                                             | -                 | 5,818              | -                        | 3,439                     | 9,257             | 1,977                             |
| Emily Ferguson                                          | 12,000            | -                  | 11,314                   | 3,439                     | 26,753            | 12,000                            |
| <b>Officers</b>                                         |                   |                    |                          |                           |                   |                                   |
| Alan Rootenberg - CFO                                   | -                 | 2,570              | -                        | -                         | 2,570             | 1,074                             |
| Kinley Exploration LLC, a company controlled by the COO | -                 | 83,925             | -                        | -                         | 83,925            | 23,975                            |
| <b>Total</b>                                            | <b>\$ 36,207</b>  | <b>\$ 372,869</b>  | <b>\$ 139,536</b>        | <b>\$ 58,463</b>          | <b>\$ 607,075</b> | <b>\$ 168,274</b>                 |

June 30, 2024:

|                                                         | Directors<br>Fees | Consulting<br>Fees | Stock<br>based<br>awards | Option<br>based<br>awards | Total             | Amounts owing<br>at June 30, 2024 |
|---------------------------------------------------------|-------------------|--------------------|--------------------------|---------------------------|-------------------|-----------------------------------|
| <b>Executive Directors</b>                              |                   |                    |                          |                           |                   |                                   |
| Gil Holzman - CEO                                       | \$ -              | \$ 118,513         | \$ -                     | \$ -                      | \$ 118,513        | \$ -                              |
| Colin Kinley - COO                                      | -                 | 90,000             | -                        | -                         | 90,000            | 30,000                            |
| Gadi Levin - Financial Director                         | -                 | 30,900             | -                        | -                         | 30,900            | -                                 |
| Alice Carroll                                           | -                 | 26,165             | -                        | -                         | 26,165            | -                                 |
| <b>Non Executive Directors</b>                          |                   |                    |                          |                           |                   |                                   |
| Keith Hill                                              | 5,589             | -                  | -                        | -                         | 5,589             | 7,650                             |
| Peter Nicol                                             | 8,598             | -                  | -                        | -                         | 8,598             | 6,800                             |
| Alan Friedman                                           | -                 | 9,313              | -                        | -                         | 9,313             | 4,803                             |
| Oliver Quinn                                            | -                 | -                  | -                        | -                         | -                 | -                                 |
| Selma Usiku                                             | -                 | 2,453              | -                        | -                         | 2,453             | -                                 |
| <b>Officers</b>                                         |                   |                    |                          |                           |                   |                                   |
| Alan Rootenberg - CFO                                   | -                 | 2,850              | -                        | -                         | 2,850             | -                                 |
| Kinley Exploration LLC, a company controlled by the COO | -                 | 101,503            | -                        | -                         | 101,503           | 29,000                            |
| <b>Total</b>                                            | <b>\$ 14,187</b>  | <b>\$ 381,697</b>  | <b>\$ -</b>              | <b>\$ -</b>               | <b>\$ 395,884</b> | <b>\$ 78,253</b>                  |

### Critical Accounting Estimates

The Company's critical accounting estimates are defined as those estimates that have a significant impact on the portrayal of its financial position and operations and that require management to make judgments, assumptions and estimates in the application of IFRS. Judgments, assumptions and estimates are based on historical experience and other factors that management believes to be reasonable under current conditions. As events occur and additional information is obtained, these judgments, assumptions and estimates may be subject to change. The Company believes the following are the critical accounting estimates used in the preparation of its consolidated financial statements. The Company's material accounting policies can be found in Note 3 of the Company's Financial Statements.



## Use of estimates

### Judgements

#### i) Impairment of petroleum and natural gas licenses

When there is objective evidence 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.

#### ii) 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. Management applies its judgements as to whether the Company has significant influence over JHI. If the Company did not have significant influence, it would account for the investment as a financial instrument carried at FVTPL. During the year, the Company identified objective evidence of impairment relating to the Company's investment in JHI and consequently revalued this investment.

### Estimates

#### i) 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 Black-Scholes model is based on significant assumptions such as volatility, dividend yield, risk free rate, estimated forfeitures and expected term.

## **Disclosure Controls and Procedures and Internal Controls over Financial Reporting**

Management has established processes to provide it with sufficient knowledge to support representations that it has exercised reasonable diligence to ensure that (i) the consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the consolidated financial statements, and (ii) the consolidated financial statements fairly present in all material respects the financial position, results of operations and cash flows of the Company, as of the date of and for the periods presented.



In contrast to the certificate required for non-venture issuers under National Instrument 52-109 – *Certification of Disclosure in Issuers' Annual and Interim Filings* ("NI 52-109"), the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

- 1) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarised and reported within the time periods specified in securities legislation; and
- 2) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with the issuer's GAAP (IFRS).

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in the certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

#### **Additional Information**

Additional information relating to the Company, the Company's quarterly and annual consolidated financial statements, annual information form, technical reports and other disclosure documents, are available on the System for Electronic Document Analysis and Retrieval (SEDAR) website at [www.sedarplus.ca](http://www.sedarplus.ca) and on its website at [www.ecoilandgas.com](http://www.ecoilandgas.com).

#### **Cautionary Note Regarding Forward-Looking Information**

Statements contained in this MD&A that are not historical facts are forward-looking information and forward-looking statements as defined in applicable securities laws (collectively referred to herein as "forward-looking statements") that involve risks and uncertainties. These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved".



In making such forward-looking statements, the Company has made assumptions regarding, amongst other things, statements with respect to the future price of petroleum and/or natural gas; capital expenditures; costs, timing and future plans concerning the development of petroleum and/or natural gas properties; permitting timelines; currency fluctuations; requirements for additional capital; government regulation of petroleum and natural gas matters; environmental risks; unanticipated reclamation expenses; title disputes or claims; and limitations on insurance coverage. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, risks related to operations; termination or amendment of existing contracts; actual results of drilling activities; results of reclamation activities, if any; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; future prices of petroleum and natural gas; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the petroleum and natural gas industries; delays in obtaining or failure to obtain any governmental approvals, licenses or financing or in the completion of development activities; as well as those factors discussed in the section entitled "Risks and Uncertainties " in this MD&A. Although the Company has attempted to identify important factors that may cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. These forward-looking statements are made as of the date of this MD&A or as of the date specified in such statement and the Company assumes no obligation to update or revise them to reflect new events or circumstances, except as may be required by law.