



# Providing reliable domestic natural gas to support Tanzania's growth

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## Management's Discussion & Analysis

**THIS MANAGEMENT'S DISCUSSION & ANALYSIS ("MD&A") OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED MARCH 31, 2021 SHOULD BE READ IN CONJUNCTION WITH THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS AND NOTES FOR THE THREE MONTHS ENDED MARCH 31, 2021 AND THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND NOTES TOGETHER WITH THE MD&A FOR THE YEAR ENDED DECEMBER 31, 2020. THIS MD&A IS BASED ON THE INFORMATION AVAILABLE ON MAY 18, 2021. ALL AMOUNTS ARE REPORTED IN US DOLLARS ("\$\$") UNLESS OTHERWISE NOTED. THIS MD&A CONTAINS NON-GAAP MEASURES AND FORWARD-LOOKING INFORMATION. READERS ARE CAUTIONED THAT THIS MD&A SHOULD BE READ IN CONJUNCTION WITH THE DISCLOSURE BELOW UNDER THE HEADINGS "NON-GAAP MEASURES", "FORWARD-LOOKING STATEMENTS" AND "GLOSSARY" INCLUDED AT THE END OF THIS MD&A.**

### **Nature of Operations**

The principal asset of Orca Energy Group Inc. ("Orca" or the "Company") is its interest in the Production Sharing Agreement ("PSA") with the Tanzanian Petroleum Development Corporation ("TPDC") and the Government of Tanzania ("GoT") in the United Republic of Tanzania. This PSA covers the production and marketing of certain gas from the Songo Songo licence offshore Tanzania. The PSA defines the gas produced from the Songo Songo gas field as "Protected Gas" and "Additional Gas". The Protected Gas is owned by TPDC and is sold under a 20-year gas agreement (until July 31, 2024) to Songas Limited ("Songas") and the Tanzania Portland Cement Company PLC ("TPCPLC"). Songas is the owner of the infrastructure that enables the gas to be processed and delivered to Dar es Salaam, which includes a gas processing plant on Songo Songo Island (collectively, the "Songas Infrastructure").

Songas utilizes the Protected Gas as fuel for its gas turbine electricity generators and for onward sale to customers while TPCPLC uses the gas to fire kilns for the production of cement. A small amount of Protected Gas is also reserved for village electrification. The Company receives no revenue for the Protected Gas delivered to Songas or other recipients and operates the original wells and gas processing plant on a 'no gain no loss' basis. Under the PSA, the Company has the right to produce and market all gas in the Songo Songo gas field in excess of the Protected Gas requirements set forth in the PSA ("Additional Gas") until the PSA expires in October 2026.

The Tanzanian Electric Supply Company Limited ("TANESCO") is a parastatal organization wholly owned by the GoT with oversight by the Ministry of Energy ("MoE"). TANESCO is responsible for the majority of electricity generation, transmission and distribution throughout Tanzania. Natural gas has become an integral component of TANESCO's power generation fuel mix as a more reliable source of supply over seasonal hydropower and a more cost-effective alternative to liquid fuels. The Company and TPDC as joint sellers currently supply Additional Gas directly to TANESCO by way of the Portfolio Gas Supply Agreement ("PGSA") and indirectly through the supply of Protected Gas and Additional Gas to Songas, which in turn generates and sells power to TANESCO. The Company also supplies Additional Gas to TPDC through a long-term gas sales agreement ("LTGSA") utilizing the National Natural Gas Infrastructure ("NNGI"). The gas the Company supplied during Q1 2021 to Songas, TANESCO and TPDC generated approximately 38% (Q1 2020: 37%) of the electrical power and approximately 61% (Q1 2020: 67%) of the gas utilized for power generation in Tanzania.

In addition to supplying gas to TPDC, Songas and TANESCO, the Company has developed 49 contracts to supply gas to Dar es Salaam's industrial market.

### **Outlook - COVID-19**

There has been no significant change on the Company's business during Q1 2021 as a result of the ongoing coronavirus pandemic ("COVID-19"). The Tanzanian government has recently introduced new restrictions in an effort to control the spread of COVID-19 however given the steps already taken by the Company, no significant impact on our operations or business results is expected as a result of the new restrictions. The current situation is dynamic and the ultimate duration and magnitude of the impact on the Tanzanian economy and the financial effect on the Company are not known at this time.



## Management's Discussion & Analysis continued

### Financial and Operating Highlights for Q1 2021

- Revenue for Q1 2021 increased by 5% compared to the same prior year period. The increase was primarily a result of increased sales to industrial customers. Gas deliveries for the quarter increased by 4% compared to the same prior year period. The increase in gross sales volume was primarily due to the increase in gas deliveries to industrial customers as a result of expansion of the Company's customer base.
- Net income attributable to shareholders decreased 69% for Q1 2021 compared to the same prior year period primarily a result of the decrease in the reversal of loss allowances related to the lower collection of arrears from TANESCO compared to Q1 2020.
- Net cash flows from operating activities for Q1 2021 decreased \$1.6 million compared to the same prior year period. The decrease was primarily a result of the lower collection of TANESCO arrears being offset by an increase in trade and other receivables from Q4 2019 to Q1 2020.
- Adjusted funds flow from operations for Q1 2021 increased by 13% compared to the same prior year period. The increase was primarily a result of the increase in revenue.
- Capital expenditures decreased by 53% for Q1 2021 compared to the same prior year period. The capital expenditures in Q1 2021 primarily relate to well workover planning and design. The capital expenditures in Q1 2020 primarily relate to the flowline decoupling construction. The Company is currently installing compression to allow production volumes to be sustained at approximately 102 million standard cubic feet per day ("MMcfd") through the Songas Infrastructure. This provides the possibility to expand production capabilities to 172 MMcfd by also utilizing the NNGI. The value of the contract for compression is \$38 million of which \$24.7 million was incurred prior to 2021 with forecasted expenditures of \$9.5 million for 2021, upon delivery and inspection of the equipment, and \$3.8 million for 2022 following installation and testing. The project is currently on budget and on schedule for completion in Q2 2022.
- The Company exited the period in a strong financial position with \$47.4 million in working capital (December 31, 2020: \$74.2 million), cash and cash equivalents of \$68.0 million (December 31, 2020: \$104.2 million) and long-term debt of \$54.2 million (December 31, 2020: \$54.2 million). The decrease in working capital and cash and cash equivalents was primarily related to the substantial issuer bid completed in January 2021 ("2021 SIB").
- As at March 31, 2021 the current receivable from TANESCO was \$ nil (December 31, 2020: \$ nil). TANESCO's long-term trade receivable as at March 31, 2021 was \$26.8 million with a provision of \$26.8 million compared to \$27.6 million (provision of \$27.6 million) as at December 31, 2020. Subsequent to March 31, 2021 the Company invoiced TANESCO \$0.4 million for April 2021 gas deliveries and TANESCO paid the Company \$2.6 million for Q2 2021 gas deliveries and \$5.0 million for the take or pay invoice for the 2015-2016 contract year. In accordance with the PGSA, the take or pay gas for the 2015-2016 contract year was to be taken by June 30, 2021 however the Company has agreed with TANESCO to extend the time period to take the gas until June 30, 2022.
- On February 23, 2021 the Company declared a dividend of CDN\$0.10 per share on each of its Class A common voting shares ("Class A Shares") and Class B subordinate voting shares ("Class B Shares") for a total of \$1.6 million to the holders of record as of March 31, 2021 which was paid on April 15, 2021.
- On January 22, 2021 the Company announced the final results of the 2021 SIB whereby the Company repurchased and cancelled 6,153,846 Class B Shares at a price of CDN\$6.50 per Class B Share representing an aggregate purchase price of CDN\$40.0 million and 25.2% of the total number of the Company's issued and outstanding Class B Shares and 23.5% of the total number of the Company's issued and outstanding shares.

There are a number of potential risks that may affect the Company and its performance in the future. See "Business Risks" in this MD&A.

### Operating Volumes

The gross daily volume average for Q1 2021 increased 4% over the comparable prior year period. The increase in gross sales volume was primarily due to increased sales of natural gas to the industrial sector.

The Company's gross sales volumes were split between the Industrial and Power sectors as detailed in the table below:

|   | Three Months ended |       |
|---|--------------------|-------|
|   | March 31           |       |
|   | 2021               | 2020  |
| <b>Gross sales volume (MMcf)</b>                |                    |       |
| Industrial sector                               | 1,259              | 1,115 |
| Power sector                                    | 4,023              | 4,011 |
| <b>Total volumes</b>                            | <b>5,282</b>       | 5,126 |
| <b>Gross daily sales volume average (MMcfd)</b> |                    |       |
| Industrial sector                               | 14.0               | 12.2  |
| Power sector                                    | 44.7               | 44.1  |
| <b>Gross daily sales volume average total</b>   | <b>58.7</b>        | 56.3  |

### Industrial Sector

There was an increase of 15% in the Industrial sector gross daily sales volume average for Q1 2021 over the comparable prior year period. The increase was a result of reduced maintenance time at a cement plant and increased consumption by industrial customers in Q1 2021 compared to the same prior year period.

## Operating Volumes continued

### Power Sector

There was no significant change in Power sector sales volumes in Q1 2021 compared to the same prior year period.

### Protected Gas Volumes

Protected Gas volumes for Q1 2021 decreased by 11% to 3,059 MMcf (34.0 MMcfd) compared to 3,419 MMcf (37.6 MMcfd) for Q1 2020. The Company receives no revenue for Protected Gas volumes however the volumes are required to calculate total gas produced from the reservoir and the allocation of certain production, distribution and transportation expenses between Protected Gas and Additional Gas.

### Commodity Prices

The commodity prices achieved in the different sectors during the respective periods are detailed in the table below:

| \$/mcf                        | Three Months ended<br>March 31 |      |
|-------------------------------|--------------------------------|------|
|                               | 2021                           | 2020 |
| <b>Average sales price</b>    |                                |      |
| Industrial sector             | <b>7.32</b>                    | 7.47 |
| Power sector                  | <b>3.40</b>                    | 3.46 |
| <b>Weighted average price</b> | <b>4.33</b>                    | 4.33 |

### Industrial Sector

The average Industrial sector sales price decreased by 2% for Q1 2021 compared to the same prior year period. The decrease was primarily due to the underlying decrease in the price of heavy fuel oil against which most of the industrial customer contracts are priced.

### Power Sector

The average sales price for Q1 2021 decreased by 2% compared to the same prior year period. The decrease was primarily due to increased deliveries through the NNGI relative to deliveries through the Songas Infrastructure. Sales to TPDC through the NNGI are sold at a well head price and do not include any amounts for processing and transportation tariffs.

### Revenue

Under the terms of the PSA the Company is responsible for invoicing, collecting and allocating the revenue from Additional Gas sales (See "Principal Terms of the PSA and Related Agreements" in the MD&A within the 2020 annual report).

The Company is entitled to recover all costs incurred on the exploration, development and operations of the project ("Cost Gas revenue") up to a maximum of 75% of the net field revenue (gross field revenue less the tariff for processing and pipeline infrastructure) prior to allocating the remaining net field revenue between TPDC and the Company ("Profit Gas revenue"). Any costs not recovered in a period are carried forward for recovery out of future revenues. Once the Cost Gas revenue has been recovered, TPDC is able to recover any pre-approved marketing costs. Currently there are no pre-approved marketing costs for TPDC.

The average Additional Gas sales daily volumes for Q1 2021 and Q1 2020 were above 50 MMcfd which entitled the Company to a 55% share of Profit Gas revenue. The Company was allocated a total of 66% of the net field revenue for Q1 2021 (Q1 2020: 65%).

The Company is liable for income tax in Tanzania, but under the terms of the PSA, TPDC's share of revenue is reduced by the current tax payable grossed up at 30% ("income tax adjustment"). Revenue as presented on the Consolidated Interim Statements of Comprehensive Income is calculated by adjusting the Company's operating revenue by the income tax adjustment.

The reconciliation of gross field revenue to Company operating revenue and revenue is detailed below:

| \$'000                           | Three Months ended<br>March 31 |         |
|----------------------------------|--------------------------------|---------|
|                                  | 2021                           | 2020    |
| Industrial sector                | <b>9,215</b>                   | 8,329   |
| Power sector                     | <b>13,670</b>                  | 13,870  |
| <b>Gross field revenue</b>       | <b>22,885</b>                  | 22,199  |
| TPDC share of revenue            | <b>(7,128)</b>                 | (7,188) |
| <b>Company operating revenue</b> | <b>15,757</b>                  | 15,011  |
| Current income tax adjustment    | <b>2,874</b>                   | 2,704   |
|                                  | <b>18,631</b>                  | 17,715  |

Revenue for Q1 2021 increased by 5% over the comparable prior year period. The increase is primarily a result of increased sales to the Industrial sector.

## Management's Discussion &amp; Analysis continued

**Production, Distribution and Transportation Expenses**

The production, distribution and transportation costs are detailed in the table below:

| \$'000  | Three Months ended<br>March 31 |       |
|---|--------------------------------|-------|
|   | 2021                           | 2020  |
| Operating costs                                   | 495                            | 595   |
| Tariff for processing and pipeline infrastructure | 2,147                          | 1,668 |
| Ring-main distribution costs                      | 570                            | 509   |
|   | <b>3,212</b>                   | 2,772 |

Included in operating costs are well maintenance costs, PSA license costs, regulatory fees, insurance, certain costs associated with evaluation of the reserves and the costs of personnel not recoverable from Songas. Operating costs are allocated between Protected Gas (recoverable from Songas) and Additional Gas in proportion to their respective volumes during the period. Operating costs in Q1 2021 decreased by 17% compared to the same prior year period primarily due to decreased expenditure on reserve and resource evaluation. The amount paid under the tariff for processing and pipeline infrastructure for Q1 2021 increased by 29% compared to the same prior year period primarily as result of increased Industrial sector gas volumes processed and delivered through the Songas Infrastructure. Ring-main distribution costs increased by 12% for Q1 2021 compared to the same prior year period primarily a result of increased costs to maintain the ring-main which transports the gas primarily to industrial customers.

**Operating Netbacks**

The operating netback per mcf before general and administrative expenses, tax and additional profits tax ("APT") is detailed in the table below (see "Non-GAAP measures"):

| \$/mcf   | Three Months ended<br>March 31 |        |
|--|--------------------------------|--------|
|  | 2021                           | 2020   |
| <b>Weighted average price for gas</b>                | <b>4.33</b>                    | 4.33   |
| TPDC Profit Gas entitlement                          | (1.35)                         | (1.40) |
| Production, distribution and transportation expenses | (0.61)                         | (0.54) |
| <b>Operating netback</b>                             | <b>2.37</b>                    | 2.39   |

The operating netback in Q1 2021 decreased by 1% compared to Q1 2020. The decrease is mainly due to the increase in the production, distribution and transportation expenses partially offset by a decrease in the TPDC Profit Gas entitlement.

**General and Administrative Expenses**

General and administrative expenses are detailed in the tables below:

| \$'000                                   | Three Months ended<br>March 31 |       |
|--|--------------------------------|-------|
|  | 2021                           | 2020  |
| Employee and related costs               | 1,764                          | 1,428 |
| Office costs                             | 731                            | 839   |
| Marketing and business development costs | 164                            | 224   |
| Reporting, regulatory and corporate      | 187                            | 667   |
|  | <b>2,846</b>                   | 3,158 |

**General and Administrative Expenses continued**

General and administrative expenses are split between head office and Tanzania. A significant percentage of administration expenses relate to office and management costs that support the Company's operations in Tanzania and are cost recoverable under the PSA.

| \$'000    | Three Months ended<br>March 31 |       |
|-----------|--------------------------------|-------|
|           | 2021                           | 2020  |
| Tanzania  | <b>1,718</b>                   | 1,557 |
| Corporate | <b>1,128</b>                   | 1,601 |
|           | <b>2,846</b>                   | 3,158 |

General and administrative expenses averaged \$0.9 million per month during Q1 2021 (Q1 2020: \$1.1 million). The 24% increase in employee and related costs in Q1 2021 was mainly due to increased bonus payments to Tanzanian employees in Q1 2021 compared to Q1 2020. The 13% decrease in office costs and 27% decrease in marketing and business development costs in Q1 2021 compared to Q1 2020 was a result of the decision in Q3 2020 to focus on Tanzanian operations reducing head office staff, office space and related costs. The reporting, regulatory and corporate costs in Q1 2021 were 72% lower than in Q1 2020, primarily because of the higher level of costs incurred in the strategic review work that was undertaken in the latter part of 2019 and Q1 2020.

**Stock Based Compensation**

The breakdown of the cost recoveries in relation to stock based compensation is detailed in the table below:

| \$'000                             | Three Months ended<br>March 31 |       |
|------------------------------------|--------------------------------|-------|
|                                    | 2021                           | 2020  |
| Stock appreciation rights ("SARs") | <b>(300)</b>                   | (351) |
| Restricted stock units ("RSUs")    | <b>(156)</b>                   | (10)  |
|                                    | <b>(456)</b>                   | (361) |

As at March 31, 2021 a total of 1,117,166 SARs were outstanding (December 31, 2020: 1,242,166). No new SARs were issued, 41,667 SARs were exercised, and 83,333 SARs were forfeited during Q1 2021. As at March 31, 2021 a total of 119,201 of RSUs were outstanding (December 31, 2020: 133,200). No new RSUs were issued, 4,667 RSUs were exercised, and 9,333 RSUs were forfeited during Q1 2021.

As SARs and RSUs are settled in cash, they are re-valued at each reporting date using the Black-Scholes option pricing model with the resulting liability being recognized in trade and other payables. In the valuation of SARs and RSUs at the reporting date, the following assumptions have been made: a risk-free rate of interest of 1.0%, stock volatility of 37.7% to 40.3%, 5% forfeiture and a closing price of CDN\$5.50 per Class B Share. The valuation of the SARs and RSUs awards is increased to reflect the amount of dividends paid between the award date to the time of exercise.

As at March 31, 2021 a total accrued liability of \$1.7 million (December 31, 2020: \$2.2 million) has been recognized in relation to SARs and RSUs. The Company recognized a recovery for Q1 2021 of \$0.5 million (Q1 2020: \$0.4 million) as stock based compensation.

**Depletion and Depreciation**

Natural gas properties are depleted using the unit of production method based on the production for the period as a percentage of the total future production from the Songo Songo proved reserves. As at March 31, 2021 the estimated proved conventional natural gas reserves remaining to be produced over the term of the PSA licence were 195 Bcf (December 31, 2020: 203 Bcf) as determined by McDaniel & Associates Consultants Ltd. in their report dated February 23, 2021 with an effective date of December 31, 2020 and prepared in accordance with National Instrument 51-101 and the Canadian Oil & Gas Evaluation Handbook. The average depletion rate of \$0.71/mcf for the Q1 2021 compared to \$0.70/mcf for Q1 2020.

| \$'000                | Three Months ended<br>March 31 |       |
|-----------------------|--------------------------------|-------|
|                       | 2021                           | 2020  |
| Natural gas interests | <b>3,728</b>                   | 3,593 |
| Office and other      | <b>11</b>                      | 33    |
| Right-of-use assets   | <b>73</b>                      | 104   |
|                       | <b>3,812</b>                   | 3,730 |

The depletion for natural gas interests increased by 4% for Q1 2021 compared to Q1 2020. The increase is primarily a result of the increase in volume of gas produced and sold and the increase in the average depletion rate between periods.

## Management's Discussion &amp; Analysis continued

**Finance Income and Expense**

Finance income is detailed in the table below:

| \$'000            | Three Months ended<br>March 31 |            |
|-------------------|--------------------------------|------------|
|                   | 2021                           | 2020       |
| Interest income   | 42                             | 213        |
| Investment income | -                              | 233        |
|                   | <b>42</b>                      | <b>446</b> |

At March 31, 2021 and December 31, 2020 the Company did not have investments in short-term bonds resulting in lower investment income in Q1 2021 compared to Q1 2020.

Finance expense is detailed in the table below:

| \$'000                           | Three Months ended<br>March 31 |              |
|----------------------------------|--------------------------------|--------------|
|                                  | 2021                           | 2020         |
| Base interest expense            | 1,381                          | 1,446        |
| Participation interest expense   | 15                             | 755          |
| Lease interest expense           | 13                             | 25           |
| Interest expense                 | <b>1,409</b>                   | <b>2,226</b> |
| Net foreign exchange loss (gain) | <b>231</b>                     | <b>(370)</b> |
| Indirect tax                     | <b>199</b>                     | <b>271</b>   |
|                                  | <b>1,839</b>                   | <b>2,127</b> |

Base and participation interest expense relate to the \$60 million long-term loan ("Loan") from the International Finance Corporation ("IFC") to the Company's subsidiary operating in Tanzania, PanAfrican Energy Tanzania Limited ("PAET"). Base interest on the Loan is payable quarterly at 10% per annum on a 'pay-if-you-can-basis' using a formula to calculate the net cash available for such payments as at any given interest payment date. The base interest expense is payable quarterly in arrears. The participation interest expense is paid annually in arrears. It equates to 6.4% of PAET's net cash flows from operating activities net of net cash flows used in investing activities for the year. Such participation interest will continue until October 15, 2026 regardless of whether the Loan is repaid prior to its contractual maturity date. The decrease in interest expense is primarily a result of the decrease in PAET's net cash flows from operating activities reducing the participation interest expense for Q1 2021 compared to Q1 2020.

Net foreign exchange gains and losses are the result of transactions in foreign currencies recorded at the rate of exchange prevailing on the date of such transactions. Monetary assets and liabilities in foreign currencies are translated at period-end rates. Non-monetary items are translated at historic rates, unless such items are carried at market value, in which case they are translated using the exchange rates that existed when the values were determined. These foreign exchange gains and losses are recorded in finance expense.

The indirect tax is for value added tax ("VAT") associated with invoices to TANESCO for interest on late payments.

**Reversal of Loss Allowance for Receivables**

| \$'000                     | Three Months ended<br>March 31 |        |
|----------------------------|--------------------------------|--------|
|                            | 2021                           | 2020   |
| Reversal of loss allowance | <b>789</b>                     | 10,113 |

The reversal of loss allowance follows collection of TANESCO arrears of \$0.8 million (Q1 2020: \$10.1 million) which had been previously allowed for and represents the excess of receipts over gas sales invoiced during the quarter.

**Additional Profits Tax**

| \$'000 | Three Months ended<br>March 31 |       |
|--------|--------------------------------|-------|
|        | 2021                           | 2020  |
| APT    | <b>1,487</b>                   | 1,477 |

Under the terms of the PSA, APT is payable when the Company has recovered its costs plus a specified return out of Cost Gas revenues and Profit Gas revenues. As a result: (i) no APT is payable until the Company recovers its costs out of Additional Gas revenues plus an annual operating return under the PSA of 25% plus the percentage change in the United States Industrial Goods Producer Price Index ("PPI"); and (ii) the maximum APT rate is 55% of the Company's Profit Gas revenues when costs have been recovered with an annual return of 35% plus the percentage change in PPI.

The timing and the effective rate of APT depends on the realized value of Profit Gas revenues which in turn depends on the level of expenditure. The Company provides for APT by annually forecasting the total APT payable in the future as a proportion of the forecast Profit Gas revenues over the term of the PSA. The forecast takes into account the timing of future development capital spending. As at March 31, 2021 the current portion of APT payable was \$2.7 million (December 31, 2020: \$11.5 million) with a long-term APT payable of \$23.6 million (December 31, 2020: \$24.8 million). During Q1 2021 the Company paid APT of \$11.5 million (Q1 2020: \$11.9 million).

The effective APT rate for the quarter of 17.1% (Q1 2020: 16.8%) has been applied to Company Profit Gas revenues of \$8.7 million (Q1 2020: \$8.8 million). Accordingly, \$1.5 million (Q1 2020: \$1.5 million) of APT has been recorded in the Consolidated Interim Statements of Comprehensive Income for the quarter.

## Management's Discussion &amp; Analysis continued

**Working Capital**

Working capital as at March 31, 2021 was \$47.4 million (December 31, 2020: \$74.2 million) and is detailed in the table below:

| \$'000  | As at          |                   |
|---|----------------|-------------------|
|   | March 31, 2021 | December 31, 2020 |
| <b>Cash and cash equivalents</b>              | <b>68,046</b>  | 104,190           |
| <b>Trade and other receivables</b>            |                |                   |
| Songas  | <b>5,888</b>   | 6,624             |
| TPDC  | <b>6,292</b>   | 7,417             |
| TRA   | <b>5,337</b>   | 5,337             |
| Industrial customers and other receivables    | <b>11,123</b>  | 10,960            |
| Loss allowance                                | <b>(8,458)</b> | (8,458)           |
| <b>Prepayments</b>                            | <b>950</b>     | 898               |
|   | <b>89,178</b>  | 126,968           |
| <b>Trade and other payables</b>               |                |                   |
| TPDC share of Profit Gas revenue <sup>1</sup> | <b>23,416</b>  | 25,570            |
| Songas  | <b>1,618</b>   | 2,062             |
| Other trade payables and accrued liabilities  | <b>11,113</b>  | 11,655            |
| Current portion of APT                        | <b>2,663</b>   | 11,489            |
| <b>Tax payable</b>                            | <b>2,990</b>   | 1,956             |
|   | <b>41,800</b>  | 52,732            |
| <b>Working capital</b>                        | <b>47,378</b>  | 74,236            |

<sup>1</sup> The balance of \$23.4 million payable to TPDC is the liability for TPDC's share of Profit Gas revenue, primarily related to unpaid gas deliveries to TANESCO net of \$6.2 million (2020: \$4.8 million) previously recorded as tax recoverable by the Company. The majority of the settlement of this liability is dependent on receipt of payment from TANESCO for arrears. For their allocation of Profit Gas revenue, the Company paid TPDC \$ \$6.4 million in January 2021 and \$6.0 million in April 2021.

**Financial Instruments**

Current financial instruments of the Company include cash and cash equivalents, trade and other receivables, trade and other payables and tax payable. The carrying values of the financial instruments approximate fair values due to their relatively short periods to maturity. The risks associated with the Company's financial instruments are primarily attributed to the inherent riskiness of cash, and the risk that trade and other receivables may not be paid when due. The Company mitigates these risks by (i) holding the majority of its cash outside of Tanzania in reputable international financial institutions primarily in Jersey and Mauritius which reduces geo-political risk; and (ii) monitoring and reviewing the trade and other receivables on a regular basis to determine if allowances are required for overdue amounts or action is required to restrict deliveries on past due accounts to reduce exposure on outstanding receivables. There are no restrictions on the movement of cash from Jersey, Mauritius or Tanzania.

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the rights to receive cash flows from the assets have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership.

**Working capital requirements**

The Company expects to have sufficient cash flow from operating activities to maintain adequate working capital to cover both short-term and long-term obligations, including forecasted debt and interest payments (\$6.3 million) and capital expenditure (\$9.5 million) for 2021. The Company hasn't incurred any losses from debtors in Q1 2021 and does not expect to incur any losses from debtors in 2021. The Company maintains adequate cash and cash equivalents on hand to ensure it can meet all its capital expenditure obligations and deal with possible fluctuations in liquidity from operational problems including any potential impact from COVID-19. The Company does not anticipate any circumstances that are reasonably likely to occur that could significantly impact the Company's cash flows and liquidity.

**TANESCO receivable**

As at March 31, 2021 the current receivable from TANESCO was \$ nil (December 31, 2020: \$ nil). During Q1 2021 the amounts received from TANESCO were in excess of the revenue recognized for gas deliveries to TANESCO. The TANESCO long-term receivable as at March 31, 2021 was \$26.8 million with a provision of \$26.8 million compared to \$27.6 million (with a provision of \$27.6 million) as at December 31, 2020. Subsequent to March 31, 2021 the Company invoiced TANESCO \$0.4 million for April 2021 gas deliveries and TANESCO has paid the Company \$2.6 million.

### Capital Expenditures

The capital expenditures in Q1 2021 primarily related to well workover planning and design. The capital expenditures in Q1 2020 primarily related to the flowline decoupling construction.

| \$'000                       | Three Months ended<br>March 31 |      |
|------------------------------|--------------------------------|------|
|                              | 2021                           | 2020 |
| Pipelines and infrastructure | 228                            | 478  |
| Other capital expenditures   | 4                              | 11   |
|                              | <b>232</b>                     | 489  |

### Capital Requirements

Except as described below, there are no contractual commitments for exploration or development drilling or other field development, either in the PSA or otherwise agreed, which would give rise to significant capital expenditure at Songo Songo. Any significant additional capital expenditure in Tanzania is discretionary.

In order to sustain current levels of production beyond 2021 the Company is installing compression facilities to maintain throughput of the Songas Infrastructure over the remaining term of the PSA. Failure to do so would gradually lead to a significant reduction in production as field pressure declines below the level required to deliver gas to the Dar es Salaam Power sector and industrial customers. As at the date of this report, the Company's only significant contractual commitment is in relation to the \$38.0 million fixed price turn-key compression contract, \$24.7 million of which has been paid to date. The remaining expenditures forecast under this contract are \$9.5 million in 2021, upon delivery and inspection of the equipment, and \$3.8 million in 2022 upon final installation and testing. The compression facilities are expected to be operational by the end of Q2 2022.

In Q1 2021 the Company completed the flowline decoupling project by installing dedicated flowlines to onshore wells SS-10 and SS-11. These two wells have hitherto been coupled to the 4" flowlines used by wells SS-3 and SS-4. The project is expected to increase production potential by approximately 10 MMcfd.

The Company intends to remediate the onshore SS-10 well by replacing the production tubing in Q3 2021. Songas has agreed with the Company to remediate and pay the costs of two additional onshore wells (SS-3 and SS-4) owned by Songas as part of the same program. A contiguous remediation program will reduce the capital expenditure required per well as a result of shared costs, particularly concerning rig mobilization and demobilization. All three wells will require replacement of their original carbon steel tubing completions with corrosion resistant tubing completions. Wells SS-3 and SS-4 are currently suspended and shut-in respectively. SS-10 well is still producing but, due to progressive corrosion of its production tubing identified by the Company's corrosion monitoring program, the work needs to be carried out this year. The Company is currently determining the costs of the workover program and expects the tender results from service providers including the workover rig before the end of Q2 2021.

### Long-term Receivables

| \$'000               | As at             |                      |
|----------------------|-------------------|----------------------|
|                      | March 31,<br>2021 | December 31,<br>2020 |
| VAT Songas workovers | 2,205             | 2,205                |
| Lease deposit        | 9                 | 9                    |
|                      | <b>2,214</b>      | 2,214                |

In 2017, based on agreement with TPDC, \$12.3 million relating to the Songas share of workover costs of the wells SS-5 and SS-9 was transferred to the cost pool enabling the Company to recover the costs via the PSA cost recovery mechanism. This resulted in \$2.2 million relating to VAT on the workovers that had already been paid being reclassified as a long-term receivable. The Company continues to take action to collect the workover costs. Amounts not collected will be pursued through the mechanisms provided in the agreements with Songas.

The following table details the amounts receivable from TANESCO that do not meet revenue recognition criteria and therefore are not recorded in the consolidated financial statements:

| \$'000   | As at             |                      |
|--|-------------------|----------------------|
|  | March 31,<br>2021 | December 31,<br>2020 |
| Total amounts invoiced to TANESCO  | 111,747           | 111,234              |
| Unrecognized amounts not meeting revenue recognition criteria <sup>1</sup> | (84,987)          | (83,685)             |
| Loss allowance   | (26,760)          | (27,549)             |
|  | -                 | -                    |

<sup>1</sup> The amount includes invoices for interest on late payments and invoices relating to differences between gas contracted for delivery versus gas taken by TANESCO. In April 2021 TANESCO paid the take or pay invoice of \$5.0 million for the 2015-2016 contract year for gas to be taken by June 30, 2021. In May 2021 the Company has proposed to TANESCO to extend the time period for gas to be taken to June 30, 2022.

## Management's Discussion &amp; Analysis continued

**Long-term Loan**

In 2015 PAET took out the Loan with the IFC, a member of the World Bank Group, for \$60 million. The Loan was fully drawn down in 2016.

The Loan is to be paid out through six semi-annual payments of \$5 million starting April 15, 2022 and one final payment of \$25.2 million due on April 15, 2025. The Company may voluntarily prepay all or part of the Loan but must simultaneously pay any accrued base interest costs related to the principal amount being prepaid. The Loan is an unsecured subordinated obligation of PAET and was initially guaranteed by the Company to a maximum of \$30 million. The guarantee may only be called upon by IFC at maturity in 2025 and, subject to IFC approval and receipt of all required regulatory approvals, the Company, at its discretion, may issue shares in fulfilment of all or part of the guarantee obligation in 2025. Pursuant to the sale of a non-controlling interest in PAE PanAfrican Energy Corporation ("PAEM"), the parent company of PAET, the Company agreed with the IFC to reduce the outstanding amount of the Loan by the percentage interest sold of 7.9% (\$4.8 million) before the fourth anniversary of the first drawdown. PAET made this payment on October 16, 2019.

Dividends and distributions from PAET are restricted at any time whenever amounts of interest, principal or participating interest are due and outstanding. All amounts under the Loan have been paid when due.

**Outstanding Shares**

The Class A Shares are convertible at any time at the option of the holder into Class B Shares on a one-for-one basis. Subject to the terms and conditions of conversion specified in the memorandum of association and articles of association of the Company, the Class B Shares are convertible into Class A Shares on a one for one basis if an offer is made to purchase Class A Shares that: (i) must, by reason of applicable securities legislation or the requirements of a stock exchange on which the Class A Shares are listed, be made to all or substantially all of the holders of Class A Shares; and (ii) is not made concurrently with an offer to purchase Class B Shares that is identical to the offer to purchase Class A Shares and that has no condition attached other than the right not to take up and pay for shares tendered if no shares are purchased pursuant to the offer for Class A Shares. The conversion right does not come into effect under certain events specified in the memorandum of association of the Company, including, without limitation, the prior delivery to the Company's transfer agent and to the Secretary of the Company of a certificate signed by one or more shareholders owning more than 50% of the then outstanding Class A Shares.

Pursuant to the 2021 SIB of CDN\$40.0 million in January 2021 (CDN\$50.0 million in March 2020) the Company purchased and cancelled 6,153,846 Class B Shares. There were a total of 1,750,495 Class A Shares and 18,233,613 Class B Shares outstanding as at March 31, 2021 and May 18, 2021. See "Substantial Issuer Bid and Dividends" in this MD&A.

**Cash Flow Summary**

| \$'000  | Three Months ended<br>March 31 |          |
|---|--------------------------------|----------|
|   | 2021                           | 2020     |
| <b>Operating activities</b>                               |                                |          |
| <b>Net income</b>   | <b>4,295</b>                   | 12,914   |
| Non-cash adjustments                                      | <b>5,081</b>                   | 4,768    |
| Interest expense  | <b>1,409</b>                   | 2,226    |
| Changes in non-cash working capital <sup>1</sup>          | <b>(11,579)</b>                | (19,081) |
| <b>Net cash flows (used in) from operating activities</b> | <b>(794)</b>                   | 827      |
| <b>Net cash (used in) from investing activities</b>       | <b>(295)</b>                   | 17,817   |
| <b>Net cash used in financing activities</b>              | <b>(34,942)</b>                | (41,263) |
| <b>Decrease in cash</b>                                   | <b>(36,031)</b>                | (22,619) |

<sup>1</sup> See Consolidated Interim Statements of Cash Flows.

The Company's net cash flows (used in) operating activities for Q1 2021 was \$0.8 million compared to a \$0.8 million inflow for the comparable prior year period. This was primarily a result of a decrease in reversal of loss allowance for receivables due to lower payments from TANESCO which was partially offset by positive changes in non-cash working capital relative to the comparable prior year period. The decrease in net cash flows (used in) from investing activities was mainly a result of the conversion of short-term bonds to cash in Q1 2020. The decrease in cash used in financing activities was primarily a result of difference in the amount of the 2021 SIB of \$31.9 million compared to the substantial issuer bid completed in Q1 2020 ("2020 SIB") of \$38.2 million.

**Related Party Transactions**

The Chair of the Company's Board of Directors is counsel to Burnet Duckworth & Palmer LLP, a law firm that provides legal advice to the Company and its subsidiaries. During the quarter ended March 31, 2021 fees for services provided by this firm totalled \$0.1 million (Q1 2020: \$0.3 million). As at March 31, 2021 the Company had a total of \$0.1 million (December 31, 2020: \$0.1 million) recorded in trade and other payables in relation to the related party.

### Substantial Issuer Bid and Dividends

During Q1 2021 the Company repurchased and cancelled 6,153,846 Class B Shares (Q1 2020: 7,682,297) at a weighted average price of CDN\$6.50 per Class B Share under the 2021 SIB (2020 SIB: CDN\$6.50). This resulted in an aggregate purchase of CDN\$40.0 million (2020 SIB: CDN\$50.0 million) of Class B Shares representing 25.2% (2020 SIB: 23.6%) of the Company's issued and outstanding Class B Shares and 23.5% (2020 SIB: 22.4%) of the total number of the Company's issued and outstanding shares. Total cash payments of \$31.9 million (2020 SIB: \$38.2 million) were applied to the capital stock and accumulated income accounts. All issued capital stock is fully paid.

### Dividend Summary

| Declaration date   | Record date        | Payment date     | Amount per share (CDN\$) |
|--------------------|--------------------|------------------|--------------------------|
| February 23, 2021  | March 31, 2021     | April 15, 2021   | 0.10                     |
| November 19, 2020  | December 31, 2020  | January 15, 2021 | 0.08                     |
| September 17, 2020 | September 30, 2020 | October 15, 2020 | 0.08                     |
| June 22, 2020      | June 30, 2020      | July 15, 2020    | 0.06                     |
| February 25, 2020  | March 31, 2020     | April 30, 2020   | 0.06                     |

### Consolidation

The companies which are being consolidated for the purposes of this MD&A are:

| Company  | Incorporated           | Holding        |
|--|------------------------|----------------|
| Orca Energy Group Inc.                           | British Virgin Islands | Parent Company |
| Orca Exploration Italy Inc. <sup>1</sup>         | British Virgin Islands | 100%           |
| Orca Exploration Italy Onshore Inc. <sup>1</sup> | British Virgin Islands | 100%           |
| PAE PanAfrican Energy Corporation                | Mauritius              | 92%            |
| PanAfrican Energy Tanzania Limited               | Jersey                 | 92%            |
| Orca Exploration UK Services Limited             | United Kingdom         | 100%           |

<sup>1</sup> The companies were wound up during 2020.

### Non-Controlling Interest

The Company sold 7.9% (7,933 Class A common shares) of PAEM to a wholly owned subsidiary of Swala Oil & Gas (Tanzania) plc. ("Swala") in 2018 for \$15.4 million cash and \$4.0 million of Swala convertible preference shares ("Preference Shares") pursuant to a share purchase agreement. The Preference Shares entitle the Company to a 10% per annum distribution payable 15 days after each quarter end, commencing from the closing date, January 16, 2018. Payment of the quarterly distributions is at the discretion of Swala based on funds available, however, the liability accrues if any amount is unpaid when due. If any distributable amount remains unpaid after December 31, 2021, the Company may demand settlement and Swala is obligated to comply by transferring and returning the Class A common shares of PAEM sold to Swala. The aggregate value of these shares will equal the amount of the outstanding distributions. As at March 31, 2021 the Company has not received any distributions or recorded any amount receivable related to the Preference Shares.

Swala is obligated to redeem 20% of the Preference Shares for cash annually starting from December 31, 2021 until all shares are redeemed. If at any time Swala does not redeem the required number of Preference Shares for cash, Swala is obligated to redeem the Preference Shares by transferring and returning the Class A common shares of PAEM sold to Swala. The aggregate value of these Class A common shares will equal the amount of any outstanding redemption.

There is no credit risk associated with the Preference Shares as a consequence of Swala having the obligation to redeem them by returning the equivalent value of Class A common shares for any overdue and outstanding amounts. A reconciliation of the non-controlling interest is detailed below:

| \$'000  | As at          |                   |
|---|----------------|-------------------|
|   | March 31, 2021 | December 31, 2020 |
| Balance, beginning of period                        | 1,523          | 163               |
| Net income attributable to non-controlling interest | 332            | 1,360             |
| Balance, end of period                              | 1,855          | 1,523             |

## Management's Discussion &amp; Analysis continued

**Contingencies****Taxation**

| Amounts in \$'millions       |         |  |           |          | As at             |                      |
|------------------------------|---------|--|-----------|----------|-------------------|----------------------|
|                              |         |  |           |          | March 31,<br>2021 | December 31,<br>2020 |
| Area                         | Period  | Reason for dispute   | Principal | Interest | Total             | Total                |
| Pay-As-You-Earn ("PAYE") tax | 2008-16 | PAYE tax on grossed-up amounts in staff salaries which are contractually stated as net.  | 1.2       | 0.4      | <b>1.6</b>        | 1.6                  |
| Withholding tax ("WHT")      | 2005-16 | WHT on services performed outside of Tanzania by non-resident persons, on deemed dividends, loan interest and other services.  | 5.7       | 3.1      | <b>8.8</b>        | 8.7                  |
| Income Tax                   | 2008-16 | Deductibility of capital expenditures and expenses (2009, 2012, 2015 and 2016), additional income tax (2008, 2010, 2011 and 2012), tax on repatriated income (2012), deemed branch dividends (2015 and 2016), foreign exchange rate application (2013 and 2015) and underestimation of tax due (2014). | 35.1      | 17.3     | <b>52.4</b>       | 52.1                 |
| VAT                          | 2008-18 | Output VAT on imported services and SSI Operatorship services (2008-16), interest on VAT decreasing adjustments and input VAT on services (2017 and 2018).   | 2.9       | 4.0      | <b>6.9</b>        | 6.8                  |
|                              |         |  | 44.9      | 24.8     | <b>69.7</b>       | 69.2                 |

During 2020 the TRA conducted audits of 2017 and 2018 and issued two assessments with regards to VAT (\$1.2 million) and WHT (\$0.01 million). The Company has conceded to the TRA with respect to the WHT assessment (\$0.01 million) and a portion of the VAT assessment (\$0.06 million). However, the Company has objected incorrect imposition of interest on VAT decreasing adjustments on TANESCO payments (\$1.1 million) and disallowing input VAT claimed in certain services (\$0.1 million). No final assessments have been issued to date with respect to corporation tax, excise duty or payroll tax for 2017 and no preliminary assessment has yet been received for 2018. Management, with advice from its legal counsels, has reviewed the Company's position on the objections and appeals related to the disputed amounts and has concluded that no provision is required with regards to these matters and that the maximum potential exposure is \$64.1 million (December 31, 2020: \$63.6 million). The difference between the total disputed amounts and the maximum potential exposure results from the \$5.3 million PAET's commercial bank in Tanzania transferred to the TRA with regards to disputed 2008-10 output VAT. The Company has filed an appeal for the action to be reversed as the bank made the transfer under instructions from the TRA. The amount is recorded in trade and other receivables and has been fully provided for pending the result of the appeal.

The process of appealing assessments issued by the TRA start by initially filing an appeal with the TRA. If this is not successful, claims can be taken to higher authorities starting with the Tanzanian Revenue Appeal Board ("TRAB"), followed by an appeal to the Tax Revenue Appeals Tribunal ("TRAT") and finally to the Court of Appeal of Tanzania ("CAT"). See Note 21 of the audited consolidated financial statements for the year ended December 31, 2020 for a full discussion.

In 2016 the TRA introduced significant changes in relation to the income tax treatment of the extractive sector with separate new chapters in Part V of the Income Tax Act 2004 ("ITA, 2004") for mining and for petroleum to be effective commencing in 2018. Further changes were subsequently made by the Written Laws (Miscellaneous Amendments) Act, 2017 ("WLMAA, 2017") and in particular section 36(a)(ii) of the WLMAA, 2017. The WLMAA, 2017 amended section 65M and 65N of the ITA 2004 to exclude cost oil/cost gas from inclusion in both income and expenditure. The Company is still evaluating the tax effects of the changes as there are a number of uncertainties and ambiguities as to the interpretation and application of certain provisions of the WLMAA, 2017. In the absence of guidance on these matters, the Company has used what it believes are reasonable interpretations and assumptions in applying the WLMAA, 2017 for purposes of determining its tax liabilities and the results of operations, which may change as it receives additional clarification and implementation guidance. The Company does not expect a significant impact from the changes as it is able to recover taxes payable from the TPDC Profit Gas revenue entitlement under the terms of the PSA.

## Quarterly Results Summary

|  | 2021          | 2020   |        |        |        | 2019   |        |        |
|--|---------------|--------|--------|--------|--------|--------|--------|--------|
|  | Q1            | Q4     | Q3     | Q2     | Q1     | Q4     | Q3     | Q2     |
| Revenue  | <b>18,631</b> | 21,980 | 20,859 | 17,320 | 17,715 | 23,212 | 21,453 | 20,994 |
| Net income attributable to shareholders            | <b>3,963</b>  | 7,375  | 1,487  | 6,254  | 12,645 | 12,642 | 2,583  | 6,718  |
| Earnings per share                                 |               |        |        |        |        |        |        |        |
| – basic and diluted (\$)                           | <b>0.19</b>   | 0.28   | 0.06   | 0.27   | 0.39   | 0.36   | 0.07   | 0.20   |
| Net cash flows (used in) from operating activities | <b>(794)</b>  | 19,369 | 12,793 | 13,516 | 827    | 5,051  | 7,603  | 8,978  |
| Adjusted funds flow from operations <sup>1</sup>   | <b>8,587</b>  | 12,348 | 11,847 | 7,380  | 7,569  | 13,479 | 10,180 | 10,490 |
| Capital expenditures                               | <b>232</b>    | 16,315 | 9,412  | 1,005  | 489    | 1,014  | 652    | 1,413  |

<sup>1</sup> See non-GAAP measures

Revenue increased steadily throughout 2019 as a result of increased deliveries to TANESCO and TPDC. The decrease in the first half of 2020 was mainly due to increased use of hydropower during an extended rainy season which led to a fall in sales to the Power sector. Revenue rose during Q3 2020 and Q4 2020 as the Power sector demand for gas increased to compensate for a reduction in the available hydropower. Revenue decreased during Q1 2021 as a result of decreased deliveries to TANESCO and TPDC due to increased availability of hydropower with the onset of the seasonal rains resulting in a decrease in demand for gas power generation.

Net income attributable to shareholders was affected by several factors, other than changes in revenue:

- the collection of long-term TANESCO arrears led to an increase in the reversal of loss allowances in Q2 2019, Q4 2019 and Q1 2020. The Company collected \$3.5 million, \$7.5 million and \$10.1 million of TANESCO long-term arrears, respectively. The decrease in Q3 2019, notwithstanding the increase in revenue, was a result of lower collections of TANESCO long-term arrears compared to other periods;
- the decrease in Q2 2020 was partially due to lower revenue and a lower collection of TANESCO arrears as compared to Q1 2020;
- the decrease in Q3 2020 was primarily a result of a loss allowance of \$5.3 million in respect of the disputed 2008-10 output VAT case with the TRA (see Contingencies in this MD&A);
- the increase in Q4 2020 was partially due to the collection of \$3.5 million of TANESCO long-term arrears resulting in an increase in the reversal of loss allowances; and
- the decrease in Q1 2021 was a result of a lower collection of TANESCO arrears as compared to Q4 2020.

In addition to the factors impacting net income attributable to shareholders, net cash flows from operating activities were primarily affected by the timing and amount of payments received from TANESCO. The fluctuations throughout 2019 were primarily a result of the increase in revenue from quarter to quarter, payments to TPDC for its share of Profit Gas revenue and changes in non-cash working capital. The decrease in Q1 2020 and the consequent increase in Q2 2020 were primarily a result of the annual payment of the 2019 current liability associated with APT paid in Q1 2020. The decrease in Q3 2020 was mainly a result of decreased collections from TANESCO compared to prior periods. Correspondingly, the increase in Q4 2020 was mainly a result of the TRA provision of \$5.3 million and increased collections from TANESCO compared to the previous quarter. The decrease in Q1 2021 was a result of a lower collection of TANESCO arrears as well as the annual 2020 current liability associated with APT paid in Q1 2021.

Adjusted funds flow from operations from Q2 2019 to Q4 2019 showed consistent growth coinciding primarily with the increase in revenue. The increase in Q4 2019 was primarily related to the increased deliveries through the NNGI following the signing of the new LTGSA which resulted in TPDC taking gas deliveries as high as 40 MMcfd during the quarter. The decline from Q4 2019 to Q2 2020 is reflective of the decrease in revenue due to the availability of hydropower with revenue again increasing in Q3 2020 and Q4 2020. The decrease in Q1 2021 was primarily the result of the increased availability of hydropower.

Capital expenditures in 2019, Q1 2020 and Q2 2020 primarily relate to the refrigeration project and flowline decoupling and construction work. Capital expenditures in Q3 2020 and Q4 2020 mainly relate to the installation of compression. Capital expenditures in Q1 2021 are mainly related to well workover planning and design.

## Management's Discussion &amp; Analysis continued

**Non-GAAP Measures**

The Company evaluates its performance using a number of non-GAAP (generally accepted accounting principles) measures. These non-GAAP measures are not standardized and therefore may not be comparable to similar measurements of other entities.

- Adjusted funds flow from operations represents net cash flows from operating activities less interest expense and reversal of loss allowances before changes in non-cash working capital. This is a performance measure that management believes represents the Company's ability to generate sufficient cash flow to fund capital expenditures and/or service debt.

| \$'000  | Three Months ended<br>March 31 |          |
|---|--------------------------------|----------|
|   | 2021                           | 2020     |
| <b>Net cash flows (used in) from operating activities</b> | <b>(794)</b>                   | 827      |
| Interest expense  | <b>(1,409)</b>                 | (2,226)  |
| Reversal of loss allowance – TANESCO arrears              | <b>(789)</b>                   | (10,113) |
| Changes in non-cash working capital                       | <b>11,579</b>                  | 19,081   |
| <b>Adjusted funds flow from operations</b>                | <b>8,587</b>                   | 7,569    |

- Operating netbacks represent the profit margin associated with the production and sale of Additional Gas and is calculated as revenues less processing and transportation tariffs, TPDC's Profit Gas revenue share, operating and distribution costs per one thousand standard cubic feet of Additional Gas. This is a key measure as it demonstrates the profit generated from each unit of production.
- Adjusted funds flow from operations per share is calculated on the basis of the adjusted funds flow from operations divided by the weighted average number of shares, similar to the calculation of earnings per share.
- Net cash flows from operating activities per share is calculated as net cash flows from operating activities divided by the weighted average number of shares, similar to the calculation of earnings per share.

**Use of Estimates and Judgments**

The preparation of consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. The reader is referred to the Company's December 31, 2020 audited consolidated financial statements for a description of estimates and judgments.

**Business Risks**

The Company operates internationally in the oil and gas industry and is exposed to various market and operational risks. For a discussion of these risks, please see "Business Risks" in the MD&A for the year ended December 31, 2020 and the material change report filed on January 24, 2020 available on SEDAR at [www.sedar.com](http://www.sedar.com) or on the Company's website.

**Country risk**

The disputed actions taken by the TRA in 2020 to seize funds from PAET's bank account using Agency Notices further highlight the country risks of operating in Tanzania. There is no assurance that such disputes will be resolved in favour of the Company and such actions may have a material adverse effect on our activities and ability to operate and monetize our interests in Tanzania.

**COVID-19**

The emergence of COVID-19 has resulted in travel bans, mandatory and self-imposed quarantines and isolations, social distancing and the closing of non-essential business which has had a negative impact on economies world-wide. The Company has taken appropriate action to protect employees such as social distancing, working from home where possible and ensuring staff who work on rotation at our operational site on Songo Songo Island are tested for COVID-19, and placed into quarantine prior to receiving their results and, if negative, resuming regular duties. The Company's business, operations and financial condition have not been significantly adversely affected by COVID-19 however there has been a decline in revenue from gas deliveries as a result of temporary business slowdowns and closures and expansion delays. Although the Company has lived with the impact of COVID-19 for over a year, the full extent of the risks surrounding the long-term impact and severity of the COVID-19 pandemic remains unclear at this time. The further spread of COVID-19 could result in volatility and disruptions in regular business operations including disruption of supply chains that could impact operations and performance of counter-parties, volatility in foreign exchange rates, payment delays from customers, additional cyber-security and internal control risk as a result of more employees working remotely as well as declining trade and market sentiment. COVID-19 poses a risk on the financial capacity of the Company's contract counterparties and potentially their ability to perform contractual obligations and the Company's ability to implement planned capital projects. Although the Company's production and reserves are entirely comprised of gas, a prolonged decline in world oil prices could impact the competitiveness and demand for gas in Tanzania and negatively impact Company revenues, collectability of receivables and cash flow.

## Forward Looking Statements

This MD&A contains forward-looking statements or information (collectively, "forward-looking statements") within the meaning of applicable securities legislation. All statements, other than statements of historical fact included in this MD&A, which address activities, events or developments that Orca expects or anticipates to occur in the future, are forward-looking statements. Forward-looking statements often contain terms such as may, will, should, anticipate, expect, continue, estimate, believe, project, forecast, plan, intend, target, outlook, focus, could and similar words suggesting future outcomes or statements regarding an outlook. More particularly, this MD&A contains, without limitation, forward-looking statements pertaining to the following: the Company's expectations regarding supply and demand of natural gas; the Company's expectations regarding timing for the completion of installation of compression on the Songas Infrastructure; the expected expenditures required to complete the installation of the compression on the Songas Infrastructure; the Company's expectations as to the efficacy of the compression and its ability to sustain gas production at increased levels to the end of our licence; anticipated production volumes and increased well deliverability as a result of the installation of compression on the Songas Infrastructure; current and potential production capacity of the Songo Songo gas field; sustaining increased production capabilities following the completion of the flowline decoupling project; expected timing, cost and ability to remediate three onshore wells, SS-3, SS-4 and SS-10; timing for receiving tender results in respect of the workover program; the Company's expectation that it will not incur any losses from debtors; the Company's expectation that all planned capital expenditures be funded out of existing working capital and cash flow generated by current operations; the timing and effective rate of the APT payable by the Company; the current and potential production capacity of the Songo Songo field; the Company's ability to produce additional volumes; the potential increase in sales volumes associated with new gas sales agreements; the Company's ability to locate and bring online additional supply in the future; the Company's expectation that it can expand and maintain the deliverability of gas volumes in excess of the existing Songas Infrastructure; the Company's maximum potential exposure relating to the TRA's assessment of VAT; and the expectation that the IASB pronouncements will not have any impact on the Company's consolidated financial statements. In addition, statements relating to "reserves" are by their nature forward-looking statements, as they involve the implied assessment, based on certain estimates and assumptions that the reserves described can be produced profitably in the future. The recovery and reserve estimates of the Company's reserves provided herein are estimates only and there is no guarantee that the estimated reserves will be recovered. As a consequence, actual results may differ materially from those anticipated in the forward-looking statements. Although management believes that the expectations reflected in the forward-looking statements are reasonable, it cannot guarantee future results, levels of activity, access to resources and infrastructure, performance or achievement since such expectations are inherently subject to significant business, economic, operational, competitive, political and social uncertainties and contingencies.

These forward-looking statements involve substantial known and unknown risks and uncertainties, certain of which are beyond the Company's control, and many factors could cause the Company's actual results to differ materially from those expressed or implied in any forward-looking statements made by the Company, including, but not limited to: failure to receive payments from TANESCO; risk that the potential financing solutions to resolve the TANESCO arrears are not implemented by the Tanzanian government; potential negative effect of the Company's decision to suspend efforts to acquire and develop an integrated gas business in other African countries; risk that the well workovers are unsuccessful or determined to be unfeasible; risk of a lack of access to Songas processing and transportation facilities; risk that the Company may be unable to complete additional field development to support the Songo Songo production profile through the life of the licence; risk that the Company may be unable to develop additional supply or increase production values; risks associated with the Company's ability to complete sales of Additional Gas; risks regarding the uncertainty around evolution of Tanzanian legislation; risk that the Company will not be successful in appealing claims made by the TRA and may be required to pay additional taxes and penalties; the impact of general economic conditions in the areas in which the Company operates; civil unrest; the susceptibility of the areas in which the Company operates to outbreaks of disease; industry conditions; changes in laws and regulations including the adoption of new environmental laws and regulations, impact of local content regulations and variances in how they are interpreted and enforced; increased competition; the lack of availability of qualified personnel or management; fluctuations in commodity prices, foreign exchange or interest rates; stock market volatility; competition for, among other things, capital, oil and gas field services and skilled personnel; failure to obtain required equipment for field development; delays in development plans; failure to obtain expected results from the drilling or workover of wells; effect of changes to the PSA on the Company as a result of the implementation of the new government policies for the oil and gas industry; changes in laws; imprecision in reserve estimates; the production and growth potential of the Company's assets; obtaining required approvals of regulatory authorities; failure to install compression on the Songas Infrastructure on the timeline anticipated; failure to obtain tender results from service providers in respect of the workover program on the timeline anticipated; risks associated with negotiating with foreign governments; inability to satisfy debt conditions of financing; failure to successfully negotiate agreements; risk that the Company will not be able to fulfil its contractual obligations; reduced global economic activity as a result of COVID-19, including lower demand for natural gas and a reduction in the price of natural gas; the potential impact of COVID-19 on the health of the Company's employees, contractors, suppliers, customers and other partners and the risk that the Company and/or such persons are or may be restricted or prevented (as a result of quarantines, closures or otherwise) from conducting business activities for undetermined periods of time; and the impact of actions taken by governments to reduce the spread of COVID-19, including declaring states of emergency, imposing quarantines, border closures, temporary business closures for companies and industries deemed non-essential, significant travel restrictions and mandated social distancing, and the effect on the Company's operations, access to customers and suppliers, availability of employees and other resources. In addition, there are risks and uncertainties associated with oil and gas operations, therefore the Company's actual results, performance or achievement could differ materially from those expressed in, or implied by, these forward-looking statements and, accordingly, no assurances can be given that any of the events anticipated by these forward-looking statements will transpire or occur, or if any of them do so, what benefits the Company will derive therefrom. Readers are cautioned that the foregoing list of factors is not exhaustive.

## Management's Discussion & Analysis continued

### **Forward Looking Statements continued**

Such forward-looking statements are based on certain assumptions made by the Company in light of its experience and perception of historical trends, current conditions and expected future developments, as well as other factors the Company believes are appropriate in the circumstances, including, but not limited to, that the Company will be able to negotiate Additional Gas sales contracts; the ability of the Company to complete additional developments and increase its production capacity; the actual costs to complete the Company's development program are in line with estimates; that there will continue to be no restrictions on the movement of cash from Mauritius, Jersey or Tanzania; the impact of COVID-19 on the demand for and price of natural gas, volatility in financial markets, disruptions to global supply chains and the Company's business, operations, access to customers and suppliers, availability of employees to carry out day-to-day operations, and other resources; that the Company will have sufficient cash flow, debt or equity sources or other financial resources required to fund its capital and operating expenditures and requirements as needed; that the Company will successfully negotiate agreements; receipt of required regulatory approvals; the ability of the Company to increase production as required to meet demand; infrastructure capacity; commodity prices will not further deteriorate significantly; the ability of the Company to obtain equipment and services in a timely manner to carry out exploration, development and exploitation activities; future capital expenditures; availability of skilled labour; timing and amount of capital expenditures; uninterrupted access to infrastructure; the impact of increasing competition; conditions in general economic and financial markets; effects of regulation by governmental agencies; that the Company's appeal of various tax assessments will be successful; current or, where applicable, proposed industry conditions, laws and regulations will continue in effect or as anticipated as described herein; and other matters.

The forward-looking statements contained in this MD&A are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.

### **Additional Information**

Additional information relating to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com).

## Glossary

|              |                                     |              |                              |
|--------------|-------------------------------------|--------------|------------------------------|
| <b>mcf</b>   | Thousand standard cubic feet        | <b>1P</b>    | Proven reserves              |
| <b>MMcf</b>  | Million standard cubic feet         | <b>2P</b>    | Proven and probable reserves |
| <b>Bcf</b>   | Billion standard cubic feet         | <b>kWh</b>   | Kilowatt hour                |
| <b>Tcf</b>   | Trillion standard cubic feet        | <b>MW</b>    | Megawatt                     |
| <b>MMcfd</b> | Million standard cubic feet per day | <b>\$</b>    | United States dollars        |
| <b>MMbtu</b> | Million British thermal units       | <b>CDN\$</b> | Canadian dollars             |

## Q1 2021 Interim Financial Statements and Notes

**NOTIFICATION OF CONDENSED UNAUDITED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

In accordance with National Instrument 51-102 released by the Canadian Securities Administrators, the Company discloses that its auditors have not reviewed the unaudited condensed consolidated interim financial statements for the three-month period ended March 31, 2021.

## Condensed Consolidated Interim Statements of Comprehensive Income (unaudited)

| \$'000   | Note | Three Months ended<br>March 31 |          |
|--|------|--------------------------------|----------|
|  |      | 2021                           | 2020     |
| <b>Revenue</b>   | 6, 7 | <b>18,631</b>                  | 17,715   |
| Production, distribution and transportation                      |      | <b>3,212</b>                   | 2,772    |
| <b>Net production revenue</b>                                    |      | <b>15,419</b>                  | 14,943   |
| <b>Operating expenses</b>  |      |                                |          |
| General and administrative                                       |      | <b>2,846</b>                   | 3,158    |
| Stock based compensation recovery                                | 14   | <b>(456)</b>                   | (361)    |
| Depletion  | 10   | <b>3,728</b>                   | 3,593    |
| Reversal of loss allowance for receivables                       | 9    | <b>(789)</b>                   | (10,113) |
| Finance income   | 8    | <b>(42)</b>                    | (446)    |
| Finance expense  | 8    | <b>1,839</b>                   | 2,127    |
| <b>Income before tax</b>   |      | <b>8,293</b>                   | 16,985   |
| Income tax expense – current                                     |      | <b>2,533</b>                   | 2,697    |
| Income tax recovery – deferred                                   |      | <b>(22)</b>                    | (103)    |
| Additional Profits Tax   |      | <b>1,487</b>                   | 1,477    |
| <b>Net income</b>  |      | <b>4,295</b>                   | 12,914   |
| Net income attributable to non-controlling interest              | 20   | <b>332</b>                     | 269      |
| <b>Net income attributable to shareholders</b>                   |      | <b>3,963</b>                   | 12,645   |
| Foreign currency translation gain (loss) from foreign operations |      | <b>9</b>                       | (19)     |
| <b>Comprehensive income</b>                                      |      | <b>3,972</b>                   | 12,626   |
| <b>Net income attributable to shareholders per share (\$)</b>    |      |                                |          |
| Basic and diluted  | 15   | <b>0.19</b>                    | 0.39     |

See accompanying notes to the condensed consolidated interim financial statements.

## Condensed Consolidated Interim Statements of Financial Position (unaudited)

| \$'000                                    | Note | As at             |                      |
|---|------|-------------------|----------------------|
|   |      | March 31,<br>2021 | December 31,<br>2020 |
| <b>ASSETS</b>                             |      |                   |                      |
| <b>Current assets</b>                     |      |                   |                      |
| Cash and cash equivalents                 |      | 68,046            | 104,190              |
| Trade and other receivables               | 9    | 20,182            | 21,880               |
| Prepayments                               |      | 950               | 898                  |
|   |      | <b>89,178</b>     | 126,968              |
| <b>Non-current assets</b>                 |      |                   |                      |
| Long-term receivables                     | 12   | 2,214             | 2,214                |
| Investments                               | 20   | 3,967             | 3,967                |
| Capital assets                            | 10   | 105,883           | 109,463              |
|   |      | <b>112,064</b>    | 115,644              |
| <b>Total assets</b>                       |      | <b>201,242</b>    | 242,612              |
| <b>EQUITY AND LIABILITIES</b>             |      |                   |                      |
| <b>Current liabilities</b>                |      |                   |                      |
| Trade and other payables                  | 11   | 36,147            | 39,287               |
| Tax payable                               |      | 2,990             | 1,956                |
| Current portion of Additional Profits Tax |      | 2,663             | 11,489               |
|   |      | <b>41,800</b>     | 52,732               |
| <b>Non-current liabilities</b>            |      |                   |                      |
| Deferred income taxes                     |      | 18,487            | 18,509               |
| Lease liabilities                         | 10   | 397               | 423                  |
| Long-term loan                            | 13   | 54,246            | 54,246               |
| Additional Profits Tax                    |      | 23,598            | 24,830               |
|   |      | <b>96,728</b>     | 98,008               |
| <b>Total liabilities</b>                  |      | <b>138,528</b>    | 150,740              |
| <b>SHAREHOLDERS' EQUITY</b>               |      |                   |                      |
| Capital stock                             | 14   | 47,533            | 63,243               |
| Accumulated other comprehensive loss      |      | (162)             | (171)                |
| Accumulated income                        |      | 13,488            | 27,277               |
| Non-controlling interest                  | 20   | 1,855             | 1,523                |
|   |      | <b>62,714</b>     | 91,872               |
| <b>Total equity and liabilities</b>       |      | <b>201,242</b>    | 242,612              |

See accompanying notes to the condensed consolidated interim financial statements.

Nature of operations (Note 1); Contractual obligations and committed capital investments (Note 17); Contingencies (Note 18).

## Condensed Consolidated Interim Statements of Cash Flows (unaudited)

| \$'000  | Note | Three Months ended<br>March 31 |          |
|---|------|--------------------------------|----------|
|   |      | 2021                           | 2020     |
| <b>OPERATING ACTIVITIES</b>                                 |      |                                |          |
| <b>Net income</b>   |      | <b>4,295</b>                   | 12,914   |
| Adjustment for:   |      |                                |          |
| Depletion and depreciation                                  | 10   | <b>3,812</b>                   | 3,730    |
| Indirect tax  | 8    | <b>199</b>                     | 271      |
| Stock based compensation recovery                           | 14   | <b>(456)</b>                   | (361)    |
| Deferred income taxes recovery                              |      | <b>(22)</b>                    | (103)    |
| Additional Profits Tax                                      |      | <b>1,487</b>                   | 1,477    |
| Unrealized loss (gain) on foreign exchange                  |      | <b>61</b>                      | (246)    |
| Interest expense  | 8    | <b>1,409</b>                   | 2,226    |
| Change in non-cash working capital                          | 19   | <b>(11,579)</b>                | (19,081) |
| <b>Net cash flows (used in) from operating activities</b>   |      | <b>(794)</b>                   | 827      |
| <b>INVESTING ACTIVITIES</b>                                 |      |                                |          |
| Capital expenditures  | 10   | <b>(295)</b>                   | (457)    |
| Proceeds from sale of investments in bonds                  |      | <b>-</b>                       | 18,274   |
| <b>Net cash (used in) from investing activities</b>         |      | <b>(295)</b>                   | 17,817   |
| <b>FINANCING ACTIVITIES</b>                                 |      |                                |          |
| Lease payments  |      | <b>(21)</b>                    | (70)     |
| Substantial issuer bid                                      | 14   | <b>(31,872)</b>                | (38,170) |
| Interest paid, net  | 8    | <b>(1,412)</b>                 | (1,446)  |
| Dividends paid to shareholders                              | 14   | <b>(1,637)</b>                 | (1,577)  |
| <b>Net cash used in financing activities</b>                |      | <b>(34,942)</b>                | (41,263) |
| <b>Decrease in cash</b>                                     |      | <b>(36,031)</b>                | (22,619) |
| Cash and cash equivalents at the beginning of the period    |      | <b>104,190</b>                 | 93,899   |
| Effect of change in foreign exchange on cash for the period |      | <b>(113)</b>                   | 308      |
| <b>Cash and cash equivalents at the end of the period</b>   |      | <b>68,046</b>                  | 71,588   |

See accompanying notes to the condensed consolidated interim financial statements.

## Condensed Consolidated Interim Statements of Changes In Shareholders' Equity (unaudited)

| \$'000  | Capital stock | Contributed surplus | Accumulated other comprehensive loss | Accumulated income | Non-controlling interest | Total         |
|---|---------------|---------------------|--------------------------------------|--------------------|--------------------------|---------------|
| Note  | 14            |                     |                                      | 14                 | 20                       |               |
| Balance as at December 31, 2020                               | 63,243        | -                   | (171)                                | 27,277             | 1,523                    | 91,872        |
| Share repurchase  | (15,710)      | -                   | -                                    | (15,965)           | -                        | (31,675)      |
| Share repurchase costs  | -             | -                   | -                                    | (197)              | -                        | (197)         |
| Dividends declared  | -             | -                   | -                                    | (1,590)            | -                        | (1,590)       |
| Foreign currency translation adjustment on foreign operations | -             | -                   | 9                                    | -                  | -                        | 9             |
| Net income  | -             | -                   | -                                    | 3,963              | 332                      | 4,295         |
| <b>Balance as at March 31, 2021</b>                           | <b>47,533</b> | <b>-</b>            | <b>(162)</b>                         | <b>13,488</b>      | <b>1,855</b>             | <b>62,714</b> |

| \$'000  | Capital stock | Contributed surplus | Accumulated other comprehensive loss | Accumulated income | Non-controlling interest | Total    |
|---|---------------|---------------------|--------------------------------------|--------------------|--------------------------|----------|
| Note  | 14            |                     |                                      | 14                 | 20                       |          |
| Balance as at December 31, 2019                               | 84,099        | 4,181               | (210)                                | 20,334             | 163                      | 108,567  |
| Share repurchase  | (19,637)      | (4,181)             | -                                    | (13,832)           | -                        | (37,650) |
| Share repurchase costs  | -             | -                   | -                                    | (520)              | -                        | (520)    |
| Dividends declared  | -             | -                   | -                                    | (1,161)            | -                        | (1,161)  |
| Foreign currency translation adjustment on foreign operations | -             | -                   | (19)                                 | -                  | -                        | (19)     |
| Net income  | -             | -                   | -                                    | 12,645             | 269                      | 12,914   |
| Balance as at March 31, 2020                                  | 64,462        | -                   | (229)                                | 17,466             | 432                      | 82,131   |

See accompanying notes to the condensed consolidated interim financial statements.

## Notes to the Condensed Consolidated Interim Financial Statements (unaudited)

### General Information

Orca Energy Group Inc. was incorporated on April 28, 2004 under the laws of the British Virgin Islands with registered offices located at Wickhams Cay II, Road Town, Tortola, British Virgin Islands, and VG110. The Company produces and sells natural gas to the power and industrial sectors in Tanzania.

The condensed consolidated interim financial statements of the Company as at March 31, 2021 and for the three months ended March 31, 2021 comprise the accounts of the Company and its subsidiaries (collectively, the "Company") and were authorized for issue in accordance with a resolution of the directors on May 18, 2021. The Company is controlled by Shaymar Limited who is the registered holder of 24.6% of the equity and controls 71.4% of the total votes of the Company. The shares are held in a trust that is independently managed for the beneficiaries.

### 1. Nature of Operations

The Company's principal operating asset is an interest held by a subsidiary, PanAfrican Energy Tanzania Limited ("PAET") in a Production Sharing Agreement ("PSA") with the Tanzania Petroleum Development Corporation ("TPDC") and the Government of Tanzania ("GoT") in the United Republic of Tanzania. This PSA covers the production and marketing of certain gas from the Songo Songo Block offshore Tanzania.

The PSA defines gas in the Songo Songo field as "Protected Gas" and "Additional Gas". The "Protected Gas" is owned by TPDC and is sold under a 20-year gas agreement until July 2024 ("Gas Agreement") to Songas Limited ("Songas") and Tanzania Portland Cement PLC. Songas is the owner of the infrastructure that enables the gas to be delivered to Dar es Salaam, which includes a gas processing plant on Songo Songo Island ("Songas Infrastructure"). The Company operates the gas processing plant and field on a 'no gain no loss' basis and receives no revenue for the Protected Gas delivered to Songas.

Under the PSA, the Company has the right to produce and market all gas in the Songo Songo Block in excess of the Protected Gas requirements ("Additional Gas").

The Tanzania Electric Supply Company Limited ("TANESCO") is a parastatal organization which is wholly-owned by the Government of Tanzania, with oversight by the Ministry of Energy ("MoE"). TANESCO is responsible for the majority of electricity generation, transmission and distribution throughout Tanzania. The Company and TPDC as joint sellers currently supply gas directly to TANESCO by way of a Portfolio Gas Supply Agreement ("PGSA") and indirectly through the supply of Protected Gas and Additional Gas to Songas. The Company also delivers gas to TPDC through a long-term gas sales agreement ("LTGSA") to the TPDC operated National Natural Gas Infrastructure ("NNGI") on Songo Songo Island where the natural gas is processed before being transported to Dar es Salaam for power and industrial use.

In addition to gas supplied to TPDC, Songas and TANESCO, the Company has developed and supplies an industrial gas market in the Dar es Salaam area.

### 2. Basis of Preparation

#### Statement of Compliance

The condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard 34, "Interim Financial Reporting", and do not include all information required for full annual financials and should be read in conjunction with the audited financial statements for the year ended December 31, 2020.

#### Basis of Measurement

These condensed consolidated interim financial statements have been prepared on a historical cost basis and have been prepared using the accrual basis of accounting. The consolidated financial statements are presented in United States dollars ("\$") unless otherwise stated.

### COVID-19

There has been no significant change on the Company's business during Q1 2021 as a result of the ongoing coronavirus pandemic ("COVID-19").

The Tanzanian government has recently introduced new restrictions in an effort to control the spread of COVID-19 however given the steps already taken by the Company, no significant impact on our operations or business results is expected as a result of the new restrictions. The current situation is dynamic and the ultimate duration and magnitude of the impact on the Tanzanian economy and the financial effect on the Company are not known at this time.

### 3. Summary of Significant Accounting Policies

The Company's accounting policies are set forth in Note 3 to the audited consolidated financial statements for the year ended December 31, 2020.

There have been no changes in accounting policies for the three month period ended March 31, 2021 and the policies have been applied consistently to all periods presented in the condensed consolidated interim financial statements.

### 4. Use of Estimates and Judgements

The preparation of the consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period. Actual results could differ materially from these estimates. In preparing these interim consolidated financial statements, the significant judgements made by management in applying the Company's accounting policies and the key sources of estimation uncertainty were the same as those applied to the audited consolidated financial statements as at and for the year ended December 31, 2020.

See Note 4 of the audited consolidated financial statements for the year ended December 31, 2020 for a full discussion.

## 5. Risk Management

The Company, by its activities in gas exploration, development and production, is exposed to the risk associated with the unpredictable nature of the financial markets as well as political risk associated with conducting operations in an emerging market. The Company seeks to manage its exposure to these risks wherever possible.

### A. Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's receivables from TANESCO, Songas and TPDC. The carrying amount of accounts receivable and the long-term receivable represents the maximum credit exposure. As at March 31, 2021 and December 31, 2020, provisions exist against all of the long-term TANESCO receivable, gas plant operations and capital expenditure receivables from Songas, and a receivable of \$0.5 million from one industrial customer. No write-off of any receivables occurred in Q1 2021 (see Note 9).

The Company manages the credit exposure related to cash and cash equivalents by selecting counterparties based on credit ratings and monitoring all investments to ensure a stable return, avoiding complex investment vehicles with higher risk such as asset backed commercial paper. The Company's cash resources are placed with reputable financial institutions with no history of default.

### B. Liquidity Risk

Liquidity risk is the risk that the Company will not have sufficient funds to meet its liabilities. Cash forecasts identifying liquidity requirements of the Company are produced on a regular basis. These are reviewed to ensure sufficient funds exist to finance the Company's current operational and investment cash flow requirements. At March 31, 2021 the Company has working capital of \$47.4 million which is net of \$41.8 million of financial liabilities with regards to trade and other payables of which \$20.6 million is due within one to three months, \$ nil is due within three to six months, and \$21.2 million is due within six to twelve months (see Note 11).

As at March 31, 2021 approximately 56% of the current liabilities relate to TPDC (see Note 11). The amounts due to TPDC represent its share of Profit Gas. In accordance with the terms of the PSA, TPDC is entitled to the payment of its share of Profit Gas on a quarterly basis proportional to the cash receipts during the quarter. A substantial proportion of the TPDC liability is associated with the long-term TANESCO arrears and payments to TPDC are made when cash is received for the arrears.

COVID-19 has reduced travel throughout the world in 2021 and 2020. Tourism is a major source of revenue and foreign currency for Tanzania and the decrease in travel has resulted in a reduction of foreign currency flowing into the country. It has been more difficult for the Company to convert Tanzanian shillings to United States dollars compared to prior years, however, as at the date of this report, this has not significantly impacted the PAET's ability to meet its United States dollar obligations. There is a risk that in the future the Company may not be able to convert Tanzanian shillings to United States dollars as and when required.

## 6. Segment Information

The Company has one reportable industry segment which is international exploration, development and production of petroleum and natural gas. During Q1 2021 and 2020 the Company's producing and exploration assets were entirely located in Tanzania. In 2019 the Company relinquished exploration and appraisal interests in Italy and the companies used for the Italian operations were wound up in Q2 2020.

## 7. Revenue

| \$'000                        | Three Months ended<br>March 31 |         |
|-------------------------------|--------------------------------|---------|
|                               | 2021                           | 2020    |
| Industrial sector             | <b>9,215</b>                   | 8,329   |
| Power sector                  | <b>13,670</b>                  | 13,870  |
| Gross field revenue           | <b>22,885</b>                  | 22,199  |
| TPDC share of revenue         | <b>(7,128)</b>                 | (7,188) |
| Company operating revenue     | <b>15,757</b>                  | 15,011  |
| Current income tax adjustment | <b>2,874</b>                   | 2,704   |
|                               | <b>18,631</b>                  | 17,715  |

The Company recognized 100% of amounts invoiced for deliveries to TANESCO as revenue in 2020 and in Q1 2021. The Company invoiced TANESCO \$6.5 million for gas deliveries (Q1 2020: \$4.9 million) and received \$7.3 million in payments during Q1 2020 (Q1 2020: \$15.0 million). Based on the consistent payments from TANESCO, the Company: (i) recognized all amounts invoiced for gas deliveries in Q1 2021 as revenue; and (ii) recognized \$0.8 million during the quarter (Q1 2020: \$10.1 million) as a reversal of loss allowance relating to the amounts collected during the year that were applied towards the long-term TANESCO receivables previously allowed for (see Note 9). Subsequent to March 31, 2021 the Company has invoiced TANESCO \$0.4 million for April 2021 gas deliveries and TANESCO has paid the Company \$2.6 million.

## Notes to the Condensed Consolidated Interim Financial Statements (unaudited) continued

**8. Finance Income and Expense**

## Finance income

| \$'000            | Three Months ended<br>March 31 |      |
|-------------------|--------------------------------|------|
|                   | 2021                           | 2020 |
| Interest income   | 42                             | 213  |
| Investment income | -                              | 233  |
|                   | <b>42</b>                      | 446  |

## Finance expense

| \$'000                           | Three Months ended<br>March 31 |       |
|----------------------------------|--------------------------------|-------|
|                                  | 2021                           | 2020  |
| Base interest expense            | 1,381                          | 1,446 |
| Participation interest expense   | 15                             | 755   |
| Lease interest expense           | 13                             | 25    |
| Interest expense                 | 1,409                          | 2,226 |
| Net foreign exchange loss (gain) | 231                            | (370) |
| Indirect tax                     | 199                            | 271   |
|                                  | <b>1,839</b>                   | 2,127 |

Base interest expense and participation interest expense relate to the long-term loan ("Loan") with the International Finance Corporation ("IFC"). Base interest on the Loan is payable quarterly at 10% per annum on a 'pay-if-you-can-basis' using a formula to calculate the net cash available for such payments as at any given interest payment date. The base interest expense is payable quarterly in arrears. The participation interest expense is paid annually in arrears and equates to 6.4% of PAET's net cash flows from operating activities net of net cash flows used in investing activities for the year. Such participation interest will continue until October 15, 2026 regardless of whether the Loan is repaid prior to its contractual maturity date (see Note 13).

The indirect tax is for value added tax ("VAT") associated with invoices to TANESCO for interest on late payments.

**9. Current Trade and Other Receivables**

| \$'000                      | As at             |                      |
|-----------------------------|-------------------|----------------------|
|                             | March 31,<br>2021 | December 31,<br>2020 |
| <b>Trade receivables</b>    |                   |                      |
| Songas                      | 1,699             | 2,053                |
| TPDC                        | 6,292             | 7,417                |
| Industrial customers        | 9,738             | 9,362                |
| Loss allowance              | (452)             | (452)                |
|                             | <b>17,277</b>     | 18,380               |
| <b>Other receivables</b>    |                   |                      |
| Songas gas plant operations | 4,189             | 4,571                |
| Other                       | 6,722             | 6,935                |
| Loss allowance              | (8,006)           | (8,006)              |
|                             | <b>2,905</b>      | 3,500                |
|                             | <b>20,182</b>     | 21,880               |

## 9. Current Trade and Other Receivables continued

### Songas

As at March 31, 2021 Songas owed the Company \$5.9 million (December 31, 2020: \$6.6 million), while the Company owed Songas \$1.6 million (December 31, 2020: \$2.0 million). The amounts due to the Company are mainly for sales of gas of \$1.7 million (December 31, 2020: \$2.1 million) and for the operation of the gas plant of \$4.2 million (December 31, 2020: \$4.6 million) against which the Company has made a loss allowance of \$2.7 million (December 31, 2020: \$2.7 million). The amounts due to Songas primarily relate to pipeline tariff charges of \$1.2 million (December 31, 2020: \$1.7 million). The operation of the gas plant is conducted at cost and the charges are billed to Songas on a flow through basis.

### TPDC

The current receivable from TPDC is for gas deliveries through the NNGI pursuant to the signing of the LTGSA. In accordance with the LTGSA, any unpaid, overdue amounts can be offset against TPDC profit share.

### Reversal of loss allowance for receivables

| \$'000                     | Three Months ended<br>March 31 |        |
|----------------------------|--------------------------------|--------|
|                            | 2021                           | 2020   |
| Reversal of loss allowance | 789                            | 10,113 |

The reversal of loss allowance follows collection of TANESCO arrears of \$0.8 million (Q1 2020: \$10.1 million) which had been previously allowed for and represents the excess of receipts over gas sales invoiced during the quarter.

## 10. Capital Assets

| \$'000  | Natural gas<br>interests | Office<br>and other | Right-of-use | Total          |
|---|--------------------------|---------------------|--------------|----------------|
| <b>Costs</b>                                  |                          |                     |              |                |
| As at December 31, 2020                       | 241,280                  | 2,894               | 1,084        | 245,258        |
| Additions                                     | 228                      | 4                   | -            | 232            |
| <b>As at March 31, 2021</b>                   | <b>241,508</b>           | <b>2,898</b>        | <b>1,084</b> | <b>245,490</b> |
| <b>Accumulated depletion and depreciation</b> |                          |                     |              |                |
| As at December 31, 2020                       | 132,588                  | 2,864               | 343          | 135,795        |
| Additions                                     | 3,728                    | 11                  | 73           | 3,812          |
| <b>As at March 31, 2021</b>                   | <b>136,316</b>           | <b>2,875</b>        | <b>416</b>   | <b>139,607</b> |
| <b>Net book values</b>                        |                          |                     |              |                |
| <b>As at March 31, 2021</b>                   | <b>105,192</b>           | <b>23</b>           | <b>668</b>   | <b>105,883</b> |

In determining the depletion charge, it is estimated that as at March 31, 2021 the future development costs of \$34.0 million (December 31, 2020: \$34.2 million) will be required to bring the total proved reserves to production. The decrease in estimated future development costs is a result of expenditures during the quarter of \$0.2 million. The future development cost is an estimate of the capital expenditure required to ensure the Company can produce the required gas volumes to meet its contractual obligations for the remaining life of the license. During Q1 2021 the Company recorded depreciation of \$0.01 million (Q1 2020: \$0.1 million) in general and administrative expenses.

## Notes to the Condensed Consolidated Interim Financial Statements (unaudited) continued

**10. Capital Assets continued****Right-of-use assets**

|                             |            |
|-----------------------------|------------|
| \$'000                      |            |
| As at December 31, 2020     | 741        |
| Depreciation                | (73)       |
| <b>As at March 31, 2021</b> | <b>668</b> |

**Lease liabilities**

|                             |            |
|-----------------------------|------------|
| \$'000                      |            |
| As at December 31, 2020     | 684        |
| Lease interest expense      | 13         |
| Lease payments              | (21)       |
| <b>As at March 31, 2021</b> | <b>676</b> |

Right-of-use assets are presented as part of capital assets on the Company's balance sheet. Of the total lease liability of \$0.7 million (December 31, 2020: \$0.7 million), \$0.3 million (December 31, 2020: \$0.3 million) is current and is presented in trade and other payables.

**11. Trade and Other Payables**

|                                  | As at             |                      |
|----------------------------------|-------------------|----------------------|
|                                  | March 31,<br>2021 | December 31,<br>2020 |
| \$'000                           |                   |                      |
| Songas                           | 1,618             | 2,062                |
| Other trade payables             | 2,071             | 2,573                |
| Trade payables                   | 3,689             | 4,635                |
| TPDC Profit Gas entitlement, net | 23,416            | 25,570               |
| Accrued liabilities              | 9,042             | 9,082                |
|                                  | <b>36,147</b>     | 39,287               |

**TPDC share of Profit Gas**

|                                      | As at             |                      |
|--------------------------------------|-------------------|----------------------|
|                                      | March 31,<br>2021 | December 31,<br>2020 |
| \$'000                               |                   |                      |
| TPDC share of Profit Gas             | 29,625            | 30,405               |
| Less "Adjustment Factor"             | (6,209)           | (4,835)              |
| TPDC share of Profit Gas entitlement | <b>23,416</b>     | 25,570               |

Under the PSA revenue sharing mechanism, the Company is to adjust TPDC's Profit Gas share by the "Adjustment Factor". The Adjustment Factor is equal to the amount necessary to fully pay and discharge the PAET liability for taxes on income derived from petroleum operations. A significant percentage of the settlement of the \$23.4 million liability to TPDC is dependent on receipt of payment from TANESCO for long-term arrears that have been fully allowed for.

**12. Long-term Receivables**

| \$'000   | As at             |                      |
|--|-------------------|----------------------|
|  | March 31,<br>2021 | December 31,<br>2020 |
| Amounts invoiced to TANESCO  | <b>111,747</b>    | 111,234              |
| Unrecognized amounts not meeting revenue recognition criteria <sup>1</sup> | <b>(84,987)</b>   | (83,685)             |
| Loss allowance   | <b>(26,760)</b>   | (27,549)             |
| Net TANESCO receivable   | -                 | -                    |
| VAT – Songas workovers   | <b>2,205</b>      | 2,205                |
| Lease deposit  | <b>9</b>          | 9                    |
|  | <b>2,214</b>      | 2,214                |

<sup>1</sup> The amount includes invoices for interest on late payments and invoices relating to differences between gas contracted for delivery versus gas taken by TANESCO. In April 2021 TANESCO paid the take or pay invoice of \$5.0 million for the 2015-2016 contract year for gas to be taken by June 30, 2021. In May 2021 the Company agreed with TANESCO to extend the time period for gas to be taken to June 30, 2022.

During the quarter the amounts received from TANESCO were in excess of the revenue recognized for gas sales to TANESCO and \$0.8 million of cumulative excess cash receipts over sales invoiced in Q1 2021 were recorded, reducing the long-term arrears and allowing the reversal of the associated loss allowances (Q1 2020: \$10.1 million).

In 2017, based on agreement with TPDC, \$12.3 million relating to the Songas share of workover costs of the wells SS-5 and SS-9 was transferred to the cost pool to recover the costs via the PSA cost recovery mechanism. This resulted in \$2.2 million relating to VAT on the workovers that had already been paid being reclassified as a long-term receivable. The Company continues to take action to collect the workover costs through the mechanisms provided in the agreements with Songas.

**13. Long-term Loan**

In 2015 PAET took out the Loan with the IFC, a member of the World Bank Group, for \$60 million. The Loan was fully drawn down in 2016.

The Loan is to be paid out through six semi-annual payments of \$5 million starting April 15, 2022 and one final payment of \$25.2 million due on April 15, 2025. The Company may voluntarily prepay all or part of the Loan but must simultaneously pay any accrued base interest costs related to the principal amount being prepaid. The Loan is an unsecured subordinated obligation of PAET and was initially guaranteed by the Company to a maximum of \$30 million. The guarantee may only be called upon by IFC at maturity in 2025 and, subject to IFC approval and receipt of all required regulatory approvals, the Company, at its discretion, may issue shares in fulfilment of all or part of the guarantee obligation in 2025. Pursuant to the sale of the non-controlling interest in PAE PanAfrican Energy Corporation ("PAEM"), the parent company of PAET, the Company agreed with the IFC to reduce the outstanding amount of the Loan by the percentage interest sold of 7.9% (\$4.8 million) before the fourth anniversary of the first drawdown. PAET made this payment on October 16, 2019.

Dividends and distributions from PAET are restricted, if at any time amounts of interest, principal or participating interest are due and outstanding. All amounts due under the Loan have been paid when due.

| \$'000          | As at             |                      |
|-----------------|-------------------|----------------------|
|                 | March 31,<br>2021 | December 31,<br>2020 |
| Loan principal  | <b>55,240</b>     | 55,240               |
| Financing costs | <b>(994)</b>      | (994)                |
|                 | <b>54,246</b>     | 54,246               |

## Notes to the Condensed Consolidated Interim Financial Statements (unaudited) continued

**14. Capital Stock****Authorised**

|             |  |              |
|-------------|--|--------------|
| 50,000,000  | Class A common shares ("Class A Shares")             | No par value |
| 100,000,000 | Class B subordinate voting shares ("Class B Shares") | No par value |
| 100,000,000 | First preference shares                              | No par value |

The Class A and Class B Shares rank pari passu in respect of dividends and repayment of capital in the event of winding-up. Class A Shares carry twenty (20) votes per share and Class B Shares carry one vote per share. The Class A Shares are convertible at the option of the holder at any time into Class B Shares on a one-for-one basis. The Class B Shares are convertible into Class A Shares on a one-for-one basis in the event that a take-over bid is made to purchase Class A Shares which must, by reason of a stock exchange or legal requirements, be made to all or substantially all of the holders of Class A Shares and which is not concurrently made to holders of Class B Shares.

**Changes in the capital stock**

| Number of shares        | As at               |                 |                    |                     |                 |                    |
|-------------------------|---------------------|-----------------|--------------------|---------------------|-----------------|--------------------|
|                         | March 31, 2021      |                 |                    | December 31, 2020   |                 |                    |
|                         | Authorised<br>(000) | Issued<br>(000) | Amount<br>(\$'000) | Authorised<br>(000) | Issued<br>(000) | Amount<br>(\$'000) |
| Class A Shares          | 50,000              | 1,750           | 983                | 50,000              | 1,750           | 983                |
| Class B Shares          | 100,000             | 18,234          | 46,550             | 100,000             | 24,388          | 62,260             |
| First preference shares | 100,000             | -               | -                  | 100,000             | -               | -                  |
|                         | <b>250,000</b>      | <b>19,984</b>   | <b>47,533</b>      | 250,000             | 26,138          | 63,243             |

During Q1 2021 the Company repurchased and cancelled 6,153,846 Class B Shares at a weighted average price of CDN\$6.50 per Class B Share under a substantial issuer bid. This resulted in an aggregate purchase of CDN\$40.0 million of Class B Shares representing 25.2% of the Company's issued and outstanding Class B Shares and 23.5% of the total number of the Company's issued and outstanding shares. Total cash payments of \$31.9 million were applied to the capital stock and accumulated income accounts. All issued capital stock is fully paid.

**Changes in stock appreciation rights ("SARs")**

|   | SARs<br>(000) | Exercise price<br>(CDN\$) |
|---|---------------|---------------------------|
| Outstanding as at December 31, 2020     | 1,242         | 3.02 to 6.65              |
| Exercised                               | (42)          | 5.00                      |
| Forfeited                               | (83)          | 5.00                      |
| <b>Outstanding as at March 31, 2021</b> | <b>1,117</b>  | <b>3.02 to 6.65</b>       |

The number outstanding, the weighted average remaining life, the number exercisable and the weighted average exercise prices of SARs at March 31, 2021 were as follows:

| Exercise price (CDN\$) | Number<br>outstanding<br>(000) | Weighted<br>average<br>remaining<br>contractual life<br>(years) | Number<br>exercisable<br>(000) | Weighted<br>average<br>exercise price<br>(CDN\$) |
|------------------------|--------------------------------|---|--------------------------------|--|
| 3.87                   | 60                             | 1.75  | 30                             | 3.87   |
| 5.00 to 6.65           | 1,057                          | 1.79  | 128                            | 5.12   |
| <b>2.30 to 6.65</b>    | <b>1,117</b>                   | <b>1.79</b>   | <b>158</b>                     | <b>5.06</b>                                      |

**14. Capital Stock continued****Change in Restrictive Stock Units ("RSUs")**

|   | RSUs<br>(000) | Exercise price<br>(CDN\$) |
|---|---------------|---------------------------|
| Outstanding as at December 31, 2020     | 133           | 0.01                      |
| Exercised                               | (5)           | 0.01                      |
| Forfeited                               | (9)           | 0.01                      |
| <b>Outstanding as at March 31, 2021</b> | <b>119</b>    | <b>0.01</b>               |

The number outstanding, the weighted average remaining life and weighted average exercise prices of RSUs at March 31, 2021 were as follows:

| Exercise price (CDN\$) | Number<br>outstanding<br>(000) | Number<br>exercisable<br>(000) | Weighted<br>average<br>remaining<br>contractual life<br>(years) |
|------------------------|--------------------------------|--------------------------------|---|
| <b>0.01</b>            | <b>119</b>                     | <b>15</b>                      | <b>2.05</b>   |

As SARs and RSUs are settled in cash, they are re-valued at each reporting date using the Black-Scholes option pricing model with the resulting liability being recognized in trade and other payables. In the valuation of SARs and RSUs at the reporting date, the following assumptions have been made: a risk free rate of interest of 1.0%, stock volatility of 37.7% to 40.3%, 5% forfeiture and a closing price of CDN\$5.50 per Class B Share. The valuation of the SARs and RSUs awards is increased to reflect the amount of dividends paid between the award date to the time of exercise.

| \$'000 | As at             |                      |
|--------|-------------------|----------------------|
|        | March 31,<br>2021 | December 31,<br>2020 |
| SARs   | <b>1,269</b>      | 1,683                |
| RSUs   | <b>453</b>        | 496                  |
|        | <b>1,722</b>      | 2,179                |

**Dividend summary**

| Declaration date   | Record date        | Payment date     | Amount per share (CDN\$) |
|--------------------|--------------------|------------------|--------------------------|
| February 23, 2021  | March 31, 2021     | April 15, 2021   | 0.10                     |
| November 19, 2020  | December 31, 2020  | January 15, 2021 | 0.08                     |
| September 17, 2020 | September 30, 2020 | October 15, 2020 | 0.08                     |
| June 22, 2020      | June 30, 2020      | July 15, 2020    | 0.06                     |
| February 25, 2020  | March 31, 2020     | April 30, 2020   | 0.06                     |

**15. Earnings Per Share**

| (000)   | Three Months ended<br>March 31 |        |
|---|--------------------------------|--------|
|   | 2021                           | 2020   |
| <b>Outstanding shares</b>                                     |                                |        |
| Weighted average number of Class A and Class B Shares         | <b>21,352</b>                  | 32,702 |
| Weighted average diluted number of Class A and Class B Shares | <b>21,352</b>                  | 32,702 |

The calculation of earnings per share is based on a net income attributable to shareholders for the quarter of \$4.0 million (Q1 2020: \$12.6 million) and a weighted average number of Class A Shares and Class B Shares outstanding during the quarter ended March 31, 2021 of 21,351,630 (Q1 2020: 32,701,668).

## Notes to the Condensed Consolidated Interim Financial Statements (unaudited) continued

### 16. Related Party Transactions

The Chair of the Company's Board of Directors is counsel to Burnet, Duckworth & Palmer LLP, a law firm that provides legal advice to the Company and its subsidiaries. During the quarter ended March 31, 2021 fees for services provided by this firm totalled \$0.1 million (Q1 2020: \$0.3 million).

As at March 31, 2021 the Company had a total of \$0.1 million (December 31, 2020: \$0.1 million) recorded in trade and other payables in relation to the related party.

### 17. Contractual Obligations and Committed Capital Investments

#### Protected Gas

Under the terms of the Gas Agreement for the Songo Songo project ("Gas Agreement"), in the event that there is a shortfall/insufficiency in Protected Gas as a consequence of the sale of Additional Gas, the Company is liable to pay the difference between the price of Protected Gas (\$0.55/MMBtu escalated) and the price of an alternative feedstock multiplied by the volumes of Protected Gas up to a maximum of the volume of Additional Gas sold which was 240 Bcf as at March 31, 2021 (December 31, 2020: 235 Bcf). The Company did not have a shortfall during the reporting period and does not anticipate a shortfall arising during the term of the Protected Gas delivery obligation to the end of July 2024.

Terms of the Gas Agreement were modified by the Amended and Restated Gas Agreement ("ARGA") which was initialled by all parties but remains unsigned. In certain respects, the parties thereto are conducting themselves as though the ARGA is in effect. Management does not foresee a material risk with the conduct of the Company's business with an unsigned ARGA at this time.

#### Capital Commitments

##### Tanzania

At the date of this report, the Company's only significant outstanding contractual commitment is in relation to the \$38 million fixed price turn-key compression contract; \$24.7 million has been paid to date. The remaining forecasted capital expenditures under this contract are \$9.5 million in 2021 and \$3.8 million in 2022.

### 18. Contingencies

#### Upstream and Downstream Activities

The Petroleum Act, 2015 (the "Petroleum Act") provides TPDC with exclusive rights over the distribution of gas in Tanzania. The Petroleum Act has grandfathering provisions upholding the rights of the Company to develop and market natural gas produced under the PSA as it was signed prior to the Petroleum Act coming into effect in 2015.

On October 7, 2016 the Government of Tanzania issued the Petroleum (Natural Gas Pricing) Regulation made under Sections 165 and 258 (l) of the Petroleum Act. Article 260 (3) of the Petroleum Act preserves the Company's pre-existing right with TPDC to market and sell Additional Gas together or independently on terms and conditions (including prices) negotiated with third party Natural Gas customers. To date there has been no impact on the Company as a result of the Natural Gas Pricing Regulation, however, any future impact cannot be determined at this time.

#### Cost Recovery

TPDC conducted an audit of historical costs (the "Cost Pool") and in 2011 disputed approximately \$34.0 million of costs that had been recovered from the Cost Pool from 2002 through to 2009. In 2014 a substantial portion of the disputed costs were agreed to be cost recoverable by TPDC. Under the dispute mechanism outlined in the PSA, parties are to agree the appointment of an independent specialist to assist the parties in reaching agreement on costs that are still subject to dispute. In 2014, prior to appointing an independent specialist, TPDC suspended the process. From 2010 to 2015 TPDC rejected a further \$18.0 million of costs. In 2016 the Tanzanian Petroleum Upstream Regulatory Authority ("PURA") assumed the role of auditing the PSA cost pool from TPDC and for 2016 to 2018 have rejected all costs pertaining to downstream development amounting to \$9.6 million and a further \$4.4 million of other costs. To date there remains a total of \$56.2 million of costs that have been queried or rejected by TPDC or PURA through the cost pool audit process.

During 2019 discussions on the disputed amounts from 2002 through to 2009 briefly resumed with TPDC. At the time of writing this report no independent specialist has been appointed and neither TPDC nor PURA have issued a formal dispute regarding cost recovery. If any matter is not resolved to the Company's satisfaction, the Company intends to proceed to arbitration via the International Centre for Settlement of Investment Disputes pursuant to the terms of the PSA. The Company's view is that all costs have been correctly included in the Cost Pool however should any of the costs be rejected as not being cost recoverable, the Company would be required to retroactively adjust its share of revenue for the period under dispute.

**18. Contingencies continued****Taxation**

| Amounts in \$' millions      |         |  |           |          | As at          |                   |
|------------------------------|---------|--|-----------|----------|----------------|-------------------|
|                              |         |  |           |          | March 31, 2021 | December 31, 2020 |
| Area                         | Period  | Reason for dispute   | Principal | Interest | Total          | Total             |
| Pay-As-You-Earn ("PAYE") tax | 2008-16 | PAYE tax on grossed-up amounts in staff salaries which are contractually stated as net.  | 1.2       | 0.4      | <b>1.6</b>     | 1.6               |
| Withholding tax ("WHT")      | 2005-16 | WHT on services performed outside of Tanzania by non-resident persons, on deemed dividends, loan interest and other services.  | 5.7       | 3.1      | <b>8.8</b>     | 8.7               |
| Income Tax                   | 2008-16 | Deductibility of capital expenditures and expenses (2009, 2012, 2015 and 2016), additional income tax (2008, 2010, 2011 and 2012), tax on repatriated income (2012), deemed branch dividends (2015 and 2016), foreign exchange rate application (2013 and 2015) and underestimation of tax due (2014). | 35.1      | 17.3     | <b>52.4</b>    | 52.1              |
| VAT                          | 2008-18 | Output VAT on imported services and SSI Operatorship services (2008-16), interest on VAT decreasing adjustments and input VAT on services (2017 and 2018).   | 2.9       | 4.0      | <b>6.9</b>     | 6.8               |
|                              |         |  | 44.9      | 24.8     | <b>69.7</b>    | 69.2              |

During 2020 the TRA conducted audits of 2017 and 2018 and issued two assessments with regards to VAT (\$1.2 million) and WHT (\$0.01 million). The Company has conceded to the TRA with respect to the WHT assessment (\$0.01 million) and a portion of the VAT assessment (\$0.06 million). However, the Company has objected incorrect imposition of interest on VAT decreasing adjustments on TANESCO payments (\$1.1 million) and disallowing input VAT claimed in certain services (\$0.1 million). No final assessments have been issued to date with respect to corporation tax, excise duty or payroll tax for 2017 and no preliminary assessment has yet been received for 2018. Management, with advice from its legal counsels, has reviewed the Company's position on the objections and appeals related to the disputed amounts and has concluded that no provision is required with regards to these matters and that the maximum potential exposure is \$64.1 million (December 31, 2020: \$63.6 million). The difference between the total disputed amounts and the maximum potential exposure results from the \$5.3 million PAET's commercial bank in Tanzania transferred to the TRA with regards to disputed 2008-10 output VAT. The Company has filed an appeal for the action to be reversed as the bank made the transfer under instructions from the TRA. The amount is recorded in trade and other receivables and has been fully provided for pending the result of the appeal.

The process of appealing assessments issued by the TRA start by initially filing an appeal with the TRA. If this is not successful, claims can be taken to higher authorities starting with the Tanzania Revenue Appeals Board ("TRAB"), followed by an appeal to the Tax Revenue Appeals Tribunal ("TRAT") and finally to the Court of Appeal of Tanzania ("CAT"). See Note 21 of the audited consolidated financial statements for the year ended December 31, 2020 for a full discussion.

In 2016 the TRA introduced significant changes in relation to the income tax treatment of the extractive sector with separate new chapters in Part V of the Income Tax Act 2004 ("ITA, 2004") for mining and for petroleum to be effective commencing in 2018. Further changes were subsequently made by the Written Laws (Miscellaneous Amendments) Act, 2017 ("WLMAA, 2017") and in particular section 36(a)(ii) of the WLMAA, 2017. The WLMAA, 2017 amended section 65M and 65N of the ITA 2004 to exclude cost oil/cost gas from inclusion in both income and expenditure. The Company is still evaluating the tax effects of the changes as there are a number of uncertainties and ambiguities as to the interpretation and application of certain provisions of the WLMAA, 2017. In the absence of guidance on these matters, the Company has used what it believes are reasonable interpretations and assumptions in applying the WLMAA, 2017 for purposes of determining its tax liabilities and the results of operations, which may change as it receives additional clarification and implementation guidance. The Company does not expect a significant impact from the changes as it is able to recover taxes payable from the TPDC Profit Gas revenue entitlement under the terms of the PSA.

## Notes to the Condensed Consolidated Interim Financial Statements (unaudited) continued

**19. Change in Non-Cash Operating Working Capital**

| \$'000   | Three Months ended<br>March 31 |          |
|--|--------------------------------|----------|
|  | 2021                           | 2020     |
| Decrease (increase) in trade and other receivables | <b>1,490</b>                   | (9,511)  |
| (Increase) decrease in prepayments                 | <b>(52)</b>                    | 91       |
| Decrease in trade and other payables               | <b>(2,505)</b>                 | (1,196)  |
| Decrease in APT                                    | <b>(11,546)</b>                | (9,674)  |
| Increase in tax payable                            | <b>1,034</b>                   | 1,195    |
| Decrease in long-term receivable                   | -                              | 14       |
|  | <b>(11,579)</b>                | (19,081) |

**20. Non-Controlling Interest**

The Company sold 7.9% (7,933 Class A common shares) of PAEM to a wholly owned subsidiary of Swala Oil & Gas (Tanzania) plc. ("Swala") in 2018 for \$15.4 million cash and \$4.0 million of Swala convertible preference shares ("Preference Shares") pursuant to a share purchase agreement. The Preference Shares entitle the Company to a 10% per annum distribution payable 15 days after each quarter end commencing from the closing date, January 16, 2018. Payment of the quarterly distributions is at the discretion of Swala based on funds available, however, the liability accrues if any amount is unpaid when due. If any distributable amount remains unpaid at December 31, 2021, the Company may demand settlement and Swala is obligated to comply by transferring and returning the Class A common shares of PAEM sold to Swala. The aggregate value of these shares will equal the amount of the outstanding distributions. As at December 31, 2020 the Company has not received any distributions or recorded any amount receivable related to the Preference Shares.

Swala is obligated to redeem 20% of the Preference Shares for cash annually starting from December 31, 2021 until all shares are redeemed. If at any time Swala does not redeem in cash the required number of Preference Shares, Swala is obligated to redeem the Preference Shares by transferring and returning the Class A common shares of PAEM sold to Swala. The aggregate value of these Class A common shares will equal the amount of any outstanding redemption.

A reconciliation of the non-controlling interest is detailed below:

| \$'000  | As at             |                      |
|---|-------------------|----------------------|
|   | March 31,<br>2021 | December 31,<br>2020 |
| Balance, beginning of period                        | <b>1,523</b>      | 163                  |
| Net income attributable to non-controlling interest | <b>332</b>        | 1,360                |
| Balance, end of period                              | <b>1,855</b>      | 1,523                |

## Corporate Information

### Board of Directors

#### Jay Lyons

Executive Director and  
Interim Chief Executive Officer  
Vancouver, Canada

#### David W. Ross

Chairman and Non-Executive Director  
Calgary, Canada

#### Dr Frannie Léautier

Non-Executive Director  
Washington DC, United States

#### Linda Beal

Non-Executive Director  
London, UK

### Advisor to the Board and PAET

#### Lloyd Herrick

Director, PAET  
Calgary, Canada

### Officers

#### Jay Lyons

Interim Chief Executive Officer  
Vancouver, Canada

#### Blaine Karst

Chief Financial Officer  
Calgary, Canada

#### Andrew Hanna

Managing Director, PAET  
Surrey, UK

### Operating Office

#### PanAfrican Energy Tanzania Limited

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Tanzania  
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### Registered Office

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Vistra Corporate Service Centre  
Wickhams Cay II,  
Road Town, Tortola  
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### Investor Relations

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Calgary, Canada

### Transfer Agent

#### AST Trust Company

Calgary, Canada

**Orca Energy Group Inc.**

Wickhams Cay II  
Road Town, Tortola  
VG110  
British Virgin Islands

**[orcaenergygroup.com](http://orcaenergygroup.com)**