



**Yangarra Resources Ltd.**  
**Management's Discussion and Analysis**  
*For three and six months ended June 30, 2021 and 2020*

**YANGARRA RESOURCES LTD.**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**

For the three and six months ended June 30, 2021

(000's, CDN dollars, except per share and per unit)

---

*Management's discussion and analysis ("MD&A") of the financial condition and the results of operations should be read in conjunction with the June 30, 2021 unaudited condensed interim consolidated financial statements and the December 31, 2020 audited consolidated financial statements, together with the accompanying notes.*

*Yangarra Resources Ltd. (the "Company" or "Yangarra") is a publicly traded company involved in the production, exploration and development of resource properties in Western Canada. The address of the registered office is 1530, 715 – 5 Avenue SW, Calgary Alberta, T2P 2X6.*

*Additional information about Yangarra filed with Canadian securities commissions is available on-line at [www.sedar.com](http://www.sedar.com).*

*The MD&A has been prepared using information that is current to July 28, 2021.*

*The financial information presented herein has been prepared on the basis of International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. Throughout this discussion, percentage changes are calculated using numbers rounded to the decimal to which they appear. All references to dollar amounts are in Canadian dollars.*

***BOE Presentation***

*Production information is commonly reported in units of barrel of oil equivalent ("boe"). For purposes of computing such units, natural gas is converted to equivalent barrels of oil using a conversion factor of six thousand cubic feet to one barrel of oil. This conversion ratio of 6:1 is based on an energy equivalent wellhead value for the individual products. Such disclosure of boe may be misleading, particularly if used in isolation. Readers should be aware that historical results are not necessarily indicative of future performance.*

***Non-IFRS and Additional IFRS Measures***

*This document contains "funds flow from operations", which is an additional IFRS measure. The Company uses funds flow from operations as a key measure to demonstrate the Company's ability to generate funds to repay debt and fund future capital investment. This document also contains the terms "net debt or adjusted working capital (deficit)" and "netbacks", which are non-IFRS financial measures. The Company uses these measures to help evaluate its performance. These non-IFRS financial measures do not have any standardized meaning prescribed by IFRS and therefore may not be comparable to similar measures presented by other issuers.*

***Funds flow from operations***

*Yangarra's determination of funds flow from operations and funds flow from operations per share may not be comparable to that reported by other companies. Management uses funds flow from operations to analyze operating performance and leverage and considers funds flow from operations to be a key measure as it demonstrates the Company's ability to generate cash necessary to fund future capital investments and to repay debt, if applicable. Funds flow from operations is calculated using cash from operating activities before changes in non-cash working capital and decommissioning costs incurred. Yangarra presents funds flow from operations per share whereby per share amounts are calculated using weighted average shares outstanding consistent with the calculation of income per share.*

**YANGARRA RESOURCES LTD.**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**

For the three and six months ended June 30, 2021

(000's, CDN dollars, except per share and per unit)

*The following table reconciles funds flow from operations to cash from operating activities, which is the most directly comparable measure calculated in accordance with IFRS:*

	2021 Q2	2020 Q2	Six Months Ended	
			2021	2020
Cash from operating activities	\$ 19,367	\$ 1,606	\$ 32,353	\$ 17,381
Decommissioning costs incurred	344	-	344	-
Changes in non-cash working capital	(2,471)	6,189	1,634	5,757
Funds flow from operations	\$ 17,240	\$ 7,795	\$ 34,331	\$ 23,138

Netbacks

*The Company considers corporate netbacks to be a key measure as they demonstrate Yangarra's profitability relative to current commodity prices. Corporate netbacks are comprised of operating, field operating, funds flow from operations and net income / (loss) netbacks. Operating netback is calculated as the average sales price of its commodities (including realized gains on financial instruments) less royalties, operating costs and transportation expenses. Field operating netback subtracts the realized gains on financial instruments, funds flow from operations netback starts with the operating netback and further deducts general and administrative costs, finance expense and adds finance income. To calculate the net income (loss) netback, Yangarra takes the funds flow netback and deducts share-based compensation expense as well as depletion and depreciation charges, accretion expense, unrealized gains on financial instruments, any impairment or exploration and evaluation expense and deferred income taxes. There are no IFRS measures that are reasonably comparable to corporate netbacks.*

Funds flow from operations margins and operating margins

*Funds flow from operations margins and operating margins are calculated as the ratio of funds flow from operations netbacks to sales price and operating netback to sales price, respectively.*

Adjusted net debt

*Adjusted net debt, which represent current assets less current liabilities, excluding current derivative financial instruments, are used to assess efficiency, liquidity and the general financial strength of the Company. There is no IFRS measure that is reasonably comparable to net debt or adjusted working capital (deficit) surplus.*

	Jun 30, 2021	Dec 31, 2020	Jun 30, 2020
Bank Debt	\$ 199,474	\$ 200,273	\$ 195,995
Accounts receivable	(20,756)	(18,691)	(21,010)
Prepaid expenses and inventory	(4,414)	(5,055)	(6,178)
Accounts payable and accrued liabilities	28,358	20,887	23,260
Adjusted net Debt	\$ 202,662	\$ 197,414	\$ 192,067

Adjusted earnings before interest, taxes, depletion and depreciation, amortization

*Adjusted earnings before interest, taxes, depletion and depreciation, amortization ("Adjusted EBITDA") which represents EBITDA, excluding changes in the fair value of interest rate and commodity contracts, are used to assess efficiency, liquidity and the general financial strength of the Company.*

**YANGARRA RESOURCES LTD.**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**

For the three and six months ended June 30, 2021

(000's, CDN dollars, except per share and per unit)

	2021		2020		Six Months Ended			
	Q2		Q2		2021	2020		
Net income for the Period	\$	7,753	\$	(2,801)	\$	16,870	\$	34
Finance		3,694		3,390		3,984		8,045
Deferred tax expense		2,337		(132)		5,139		910
Depletion and depreciation		6,044		7,604		12,364		16,826
Change in fair value of commodity contracts		(113)		60		1,007		(567)
Adjusted EBITDA	\$	19,715	\$	8,121	\$	39,364	\$	25,248

Working capital (deficit) surplus

*Working capital (deficit) surplus is the total of current assets less the total of current liabilities and is used to assess efficiency, liquidity and the general financial strength of the Company*

**Forward-looking Statements**

*Certain information regarding the Company set forth in this report, including management's assessment of the Company's future plans and operations, contain forward-looking statements that involve substantial known and unknown risks and uncertainties. These risks and uncertainties, many of which are beyond the Company's control, include the impact of general economic conditions and specific industry conditions, volatility of commodity prices, currency fluctuations, imprecision of reserve estimates, environmental risks, competition from other producers, the lack of available qualified personnel or management, stock market volatility and ability to access sufficient capital from internal and external sources. The Company's actual results, performance or achievements could differ materially from those expressed in, or implied by, these forward-looking statements, and accordingly, no assurance can be given that any events anticipated by the forward-looking statements will transpire or occur, or if any of them do, what benefits the Company can derive from such events.*

# **YANGARRA RESOURCES LTD.**

## **MANAGEMENT'S DISCUSSION AND ANALYSIS**

For the three and six months ended June 30, 2021

(000's, CDN dollars, except per share and per unit)

---

### **Overview**

Yangarra is a junior oil and gas company engaged in the exploration, development and production of natural gas and oil with operations in Western Canada, with a main focus on the Cardium in Central Alberta, where the Company has extensive infrastructure and land holdings. Yangarra is dedicated to creating value for its shareholders through its commitment to a clear business strategy and performance objectives. The Company's strategy is to increase the value of its corporate assets through the drill bit and by assembling a large, focused land base in Central Alberta that features high-quality, long-life light oil and liquids-rich gas reserves. The Company has assembled a significant future drilling inventory and will strive to grow this inventory through drilling, geology and strategic acquisitions.

### **Second Quarter Highlights**

- Average production of 8,205 boe/d (46% liquids) during the quarter, a 17% decrease from the same period in 2020
- Oil and gas sales were \$28.5 million, an increase of 75% from the same period in 2020
- Funds flow from operations of \$17.2 million (\$0.20 per share – basic), an increase of 121% from the same period in 2020
- Adjusted EBITDA was \$19.7 million (\$0.23 per share – basic)
- Net income of \$7.8 million (\$0.09 per share – basic, \$10.1 million before tax)
- Operating costs were \$6.74/boe (including \$1.26/boe of transportation costs)
- Field operating netbacks were \$29.78/boe
- Operating netbacks, which include the impact of commodity contracts, were \$27.71/boe
- Operating margins were 73% and funds flow from operations margins were 60%
- G&A costs of \$0.85/boe
- Royalties were 4% of oil and gas revenue
- All in cash costs were \$15.38/boe
- Capital expenditures were \$19.5 million
- Completed its annual borrowing base review and the syndicated senior credit facility has been confirmed at \$210 million
- Adjusted net debt was \$202.7 million
- Adjusted net debt to second quarter annualized funds flow from operations was 2.94 : 1
- Retained earnings of \$126 million
- Corporate LMR is 6.5 with decommissioning liabilities of \$12.5 million (discounted)

### **Operations Summary**

The Company drilled and completed seven wells during the quarter, including a five-well pad that was brought on production near the end of June and two wells that were brought on-stream in early July. Production during the quarter was negatively impacted by completion activity on the five well pad for adjacent wells and mid-stream maintenance disruptions downstream of Yangarra's O'Chiese facility. As part of the Company's disciplined approach to costs, Yangarra continues to avoid expensive third-party takeaway options when mid-streamers shut down for maintenance.

**YANGARRA RESOURCES LTD.**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**

For the three and six months ended June 30, 2021

(000's, CDN dollars, except per share and per unit)

**Financial Information**

	2021	2020	Six Months Ended	
	Q2	Q2	2021	2020
<b>Statements of Income and Comprehensive Income</b>				
Petroleum & natural gas sales	\$ 28,529	\$ 16,290	\$ 57,004	\$ 43,725
Income before tax	\$ 10,090	\$ (2,933)	\$ 22,009	\$ 944
Net income	\$ 7,753	\$ (2,801)	\$ 16,870	\$ 34
Net income per share - basic	\$ 0.09	\$ (0.03)	\$ 0.20	\$ 0.00
Net income per share - diluted	\$ 0.09	\$ (0.03)	\$ 0.19	\$ 0.00
<b>Statements of Cash Flow</b>				
Funds flow from operations	\$ 17,240	\$ 7,795	\$ 34,331	\$ 23,138
Funds flow from operations per share - basic	\$ 0.20	\$ 0.09	\$ 0.40	\$ 0.27
Funds flow from operations per share - diluted	\$ 0.19	\$ 0.09	\$ 0.39	\$ 0.27
Cash from operating activities	\$ 19,367	\$ 1,606	\$ 32,353	\$ 17,381
<b>Statements of Financial Position</b>				
Property and equipment	\$ 589,275	\$ 554,479	\$ 589,275	\$ 554,479
Total assets	\$ 636,534	\$ 604,105	\$ 636,534	\$ 604,105
Working capital (deficit) surplus	\$ (6,667)	\$ 2,181	\$ (6,667)	\$ 2,181
Adjusted net debt	\$ 202,662	\$ 192,067	\$ 202,662	\$ 192,067
Shareholders equity	\$ 330,039	\$ 306,638	\$ 330,039	\$ 306,638
Weighted average number of shares - basic	85,637	85,380	85,527	85,380
Weighted average number of shares - diluted	89,098	85,380	88,675	85,640

**Business Environment**

	2021	2020	Six Months Ended	
	Q2	Q2	2021	2020
<b>Realized Pricing (Including realized commodity contracts)</b>				
Oil (\$/bbl)	\$ 67.01	\$ 31.31	\$ 64.29	\$ 44.36
NGL (\$/bbl)	\$ 38.69	\$ 13.82	\$ 38.59	\$ 15.33
Gas (\$/mcf)	\$ 3.44	\$ 2.24	\$ 3.20	\$ 2.10
<b>Realized Pricing (Excluding commodity contracts)</b>				
Oil (\$/bbl)	\$ 75.55	\$ 31.31	\$ 72.30	\$ 44.28
NGL (\$/bbl)	\$ 38.53	\$ 13.98	\$ 38.57	\$ 15.38
Gas (\$/mcf)	\$ 3.42	\$ 2.25	\$ 3.23	\$ 2.11
<b>Oil Price Benchmarks</b>				
West Texas Intermediate ("WTI") (US\$/bbl)	\$ 66.09	\$ 28.00	\$ 61.94	\$ 36.82
Edmonton Par (\$/bbl)	\$ 75.26	\$ 28.67	\$ 72.03	\$ 40.06
Edmonton Par to WTI differential (US\$/bbl)	\$ (4.81)	\$ (7.31)	\$ (4.19)	\$ (7.47)
<b>Natural Gas Price Benchmarks</b>				
AECO gas (\$/mcf)	\$ 3.14	\$ 1.89	\$ 2.95	\$ 1.91
<b>Foreign Exchange</b>				
Canadian Dollar/U.S. Exchange	0.81	0.72	0.80	0.73

# YANGARRA RESOURCES LTD.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

For the three and six months ended June 30, 2021

(000's, CDN dollars, except per share and per unit)

Crude oil prices increased by 136% for Q2 2021, with the West Texas Intermediate ("WTI") reference price averaging US\$66.09/bbl compared with US\$28.00/bbl in the same period in 2020. For the six months ended June 30, 2021 WTI prices were up 68% averaging US\$61.94/bbl. Demand for crude oil is generally tied to global economic growth, but is also influenced by factors such as infrastructure, political instability, market uncertainty, weather conditions, government regulations, the Saudi Arabia/Russia price war and the COVID-19 demand impact.

Edmonton par differentials to WTI narrowed in Q2 2021 when compared to Q2 2020, moving from a US\$7.31/bbl differential in Q1 2020 to US\$4.81/bbl in Q2 2021. In the six months ended June 30, 2021, Edmonton par differentials narrowed from US\$7.47/bbl to US\$4.19/bbl. The Edmonton par reference price is denominated in Canadian dollars so the change in the foreign exchange rate has increased the Edmonton par price relative to WTI. Edmonton par is the closest reference price point for Yangarra's oil and therefore is the closest proxy to realized pricing.

In Q2 2021, the US/CDN foreign exchange rate was 0.81 compared to 0.72 in Q1 2020 and was 0.80 for the six months ended June 30, 2021 compared to 0.73 for the same period in 2020.

When compared to the three and six months ended June 30, 2020, realized pricing on oil increased by 141% and 63%, respectively, excluding commodity contracts, and increased by 114% and 44%, respectively, when the effects of commodity contracts are included. The increase in oil pricing is a direct result of increased WTI pricing and narrowing differentials.

When compared to the three and six months ended June 30, 2020, liquids pricing increased by 176%, and 151%, respectively, excluding commodity contracts, and increased by 180% and 152%, respectively, when the effects of commodity contracts are included, due to higher condensate pricing which is linked to oil prices and higher butane pricing which is set by mid-streamers.

AECO natural gas prices increased for the three and six months ended June 30, 2021 by 66% to \$3.14/mcf and by 55% to \$2.95/mcf.

When compared to the three and six months ended June 30, 2020, realized pricing on natural gas increased by 52% and 53%, respectively.

## Results of Operations

### Net petroleum and natural gas production, pricing and revenue

	2021	2020	Six Months Ended	
	Q2	Q2	2021	2020
<b>Daily production volumes</b>				
Natural gas (mcf/d)	26,558	33,214	27,286	35,962
Oil (bbl/d)	2,088	2,513	2,240	3,029
NGL's (bbl/d)	1,691	1,827	1,682	1,976
Combined (boe/d 6:1)	8,205	9,875	8,469	10,999
<b>Revenue</b>				
Petroleum & natural gas sales - Gross	\$ 28,529	\$ 16,290	\$ 57,004	\$ 43,725
Realized gain (loss) on commodity contract settlement	(1,545)	(69)	(3,390)	(16)
Total sales	26,984	16,221	53,614	43,709
Royalty expense	(1,263)	(314)	(2,896)	(1,954)
Total Revenue - Net of royalties	\$ 25,721	\$ 15,907	\$ 50,718	\$ 41,755

**YANGARRA RESOURCES LTD.**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**

For the three and six months ended June 30, 2021

(000's, CDN dollars, except per share and per unit)

Total sales in Q2 2021 increased by 66% to \$27.0 million from \$16.2 million in 2020. The change is attributable to:

- A 111% increase in average product prices
- A 17% decrease in production (on a boe basis)
- Realized losses on commodity contracts of \$1.6 million

Total sales in the six months ended June 30, 2021 increased by 23% to \$53.6 million from \$43.7 million in the same period 2020. The change is attributable to:

- A 70% increase in average product prices; and
- A 23% decrease in production (on a boe basis)
- Realized losses on commodity contracts of \$3.4 million

Production during the quarter was negatively affected by the drilling of the five-well pad and mid-streamer maintenance disruptions downstream of our O'Chiese facility

**Company Netbacks (\$/boe)**

	2021		2020					
	Q2		Q2					
			Six Months Ended					
			2021	2020				
Sales price	\$	38.21	\$	18.13	\$	37.19	\$	21.83
Royalty expense		(1.69)		(0.35)		(1.89)		(0.98)
Production costs		(5.49)		(5.37)		(5.11)		(5.53)
Transportation costs		(1.25)		(0.96)		(1.17)		(0.98)
<b>Field operating netback</b>		<b>29.78</b>		<b>11.45</b>		<b>29.02</b>		<b>14.34</b>
Realized gain (loss) on commodity contract settlement		(2.07)		(0.08)		(2.21)		0.00
<b>Operating netback</b>		<b>27.71</b>		<b>11.37</b>		<b>26.81</b>		<b>14.34</b>
G&A		(0.85)		(0.66)		(0.76)		(0.69)
Cash Finance expenses		(4.16)		(2.11)		(2.56)		(3.96)
Depletion and depreciation		(8.09)		(8.46)		(8.07)		(8.41)
Non Cash - Finance expenses		(0.79)		(1.71)		(0.04)		(0.05)
Stock-based compensation		(0.45)		(1.68)		(0.36)		(1.04)
Unrealized gain (loss) on financial instruments		0.15		(0.07)		(0.66)		0.28
Deferred income tax		(3.13)		0.15		(3.35)		(0.45)
<b>Net Income netback</b>	<b>\$</b>	<b>10.39</b>	<b>\$</b>	<b>(3.17)</b>	<b>\$</b>	<b>11.02</b>	<b>\$</b>	<b>0.01</b>

The overall average price earned by the Company during the three months ended June 30, 2021 was higher when compared to the three months ended June 30, 2020 as natural gas prices increased by 53%, oil prices increased by 114% and liquid prices increased by 180%. The average sales price increased by 114% for the three months ended June 30, 2021 when compared to 2020.

Operating netbacks increased by 144% for the three months ended June 30, 2021 and increased by 87% for the six months ended June 30, 2021 when compared to the same periods in 2020 with higher realized pricing.

Field netbacks increased by 160% for the three months ended June 31, 2021 and increased by 102% for the six months ended June 30, 2021 with higher realized pricing in 2021.

**YANGARRA RESOURCES LTD.**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**

For the three and six months ended June 30, 2021

(000's, CDN dollars, except per share and per unit)

**Royalty Expense**

	2021		2020		Six Months Ended			
	Q2		Q2		2021	2020		
Royalty expense	\$	1,263	\$	314	\$	2,896	\$	1,954
Per boe	\$	1.69	\$	0.35	\$	1.89	\$	0.98
As a % of sales (including commodity contracts)		5%		2%		5%		4%
As a % of sales (excluding commodity contracts)		4%		2%		5%		4%

Royalties increased to \$1,263 for the three months ended June 30, 2021 or 4% as a percentage of sales (excluding commodity contact settlements). For the six months ended June 30, 2021 royalties increased to \$2,896 or 5% as a percentage of sales. The increase is a result of lower gas cost allowance amounts due to reduced gas infrastructure spending.

**Production and Transportation Costs**

	2021		2020		Six Months Ended			
	Q2		Q2		2021	2020		
Production costs	\$	4,100	\$	4,822	\$	7,832	\$	11,078
Per boe	\$	5.49	\$	5.37	\$	5.11	\$	5.53
Transportation costs	\$	934	\$	859	\$	1,797	\$	1,965
Per boe	\$	1.25	\$	0.96	\$	1.17	\$	0.98
Combined (\$/boe)	\$	6.74	\$	6.33	\$	6.28	\$	6.52

Production and transportation costs increased by 6% on a per boe basis when compared to the three months ended June 30, 2020 and decreased by 4% on a per boe basis when compared to the six months ended June 30, 2020, due to the cost cutting measures implemented during March 2020 which was partially offset by reduced production volumes.

**Depletion and depreciation**

	2021		2020		Six Months Ended			
	Q2		Q2		2021	2020		
Depletion and depreciation	\$	6,044	\$	7,604	\$	12,364	\$	16,826
Per boe	\$	8.09	\$	8.46	\$	8.07	\$	8.41

Depletion and depreciation decreased in the three and six months ended June 30, 2021 due to decreases in production. On a per boe basis, depletion decreased when compared 2020 due to lower finding and development costs in 2021.

**YANGARRA RESOURCES LTD.**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**

For the three and six months ended June 30, 2021

(000's, CDN dollars, except per share and per unit)

**General and administrative expenses ("G&A")**

	2021	2020	Six Months Ended	
	Q2	Q2	2021	2020
Gross G&A expenses	\$ 932	\$ 696	\$ 1,820	\$ 1,776
G&A recoveries	(295)	(100)	(654)	(385)
Net G&A expenses	\$ 637	\$ 596	\$ 1,166	\$ 1,391
Per boe	\$ 0.85	\$ 0.66	\$ 0.76	\$ 0.69

G&A for the three months ended June 30, 2021 increased by 34% on a gross basis due to the wage subsidy in 2020 and increased by 7% on a net basis due to higher recoveries when compared to three months ended June 30, 2020. When compared to the six months ended June 30, 2020 G&A relatively flat on a gross basis and decreased by 16% on a net basis due to due higher recoveries.

On a boe basis, for the three and six months ended June 30, 2021 G&A increased by 29% and 10% due to reduced production volumes in 2021.

**Other expenses**

	2021	2020	Six Months Ended	
	Q2	Q2	2021	2020
<b>Finance</b>				
Cash interest and finance expense	\$ 2,810	\$ 1,829	\$ 5,592	\$ 4,211
Cash interest on lease obligations	92	62	188	112
Realized interest rate contract settlement	202	6	202	(28)
Change in fair value of interest rate contracts	490	1,451	(2,189)	3,671
Accretion of decommissioning liability	43	46	67	110
Accretion of debt issue costs	99	42	209	83
Accretion of lease obligations	(42)	(46)	(85)	(114)
	\$ 3,694	\$ 3,390	\$ 3,984	\$ 8,045
Share-based compensation	\$ 335	\$ 1,509	\$ 559	\$ 2,073

Interest and financing fees in Q2 2021 include interest on the revolving operating demand loan (the average amount drawn in 2021 was \$199.9 million), servicing charges on the demand loan and the change in fair value of the interest rate contracts.

The increase in cash interest expense is due to the revised pricing grid on the syndicated facility that was put in place at the end of the second quarter 2020.

The Company had the following interest rate contracts in place as at June 30, 2021:

- Pay a floating rate to receive a 1.94% fixed rate on \$40 million (April 2021-April 2025)
- Pay a floating rate to receive a 1.42% fixed rate on \$40 million (April 2021-April 2025)
- Pay a floating rate to receive a 1.39% fixed rate on \$20 million (April 2021-April 2025)

The fair value of the interest rate contracts at June 30, 2021 was a net liability of \$1,390 (December 31, 2020 - net liability of \$3,376).

For the three months ended June 30, 2021, if interest rates (including the effect of the interest rate contract) had been 1% lower with all other variables held constant, net income for the three months ended June 30, 2021 would have been \$284 (2020 - \$492) higher, due to lower interest expense. An equal and opposite impact would have occurred had interest rates been higher by the same amount.

**YANGARRA RESOURCES LTD.**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**

For the three and six months ended June 30, 2021 (000's, CDN dollars, except per share and per unit)

During the six months ended June 30, 2021, the Company granted options to purchase 797 (2020 – 3,098) common shares, with 50% vesting immediately and 50% vesting one year after the grant date. The fair value of the options was estimated at \$467 (2020 - \$764) using the Black-Scholes option pricing model.

**Commodity price risk contracts**

	2021	2020	Six Months Ended	
	Q2	Q2	2021	2020
Realized gain (loss) on commodity contract settlement	\$ (1,545)	\$ (69)	\$ (3,390)	\$ (16)
Change in fair value of commodity contracts	113	(60)	(1,007)	567
	\$ (1,432)	\$ (129)	\$ (4,397)	\$ 551

As at June 30, 2021 the Company was committed to the following commodity price risk contracts in place:

Year	Volume	Term	Reference	Type	Strike Price
<u>Oil</u>					
2021	500 bbl/d	Jul - Sep	CDN\$ WTI	Swap	CDN \$88.25/bbl
2021	500 bbl/d	Jul - Sep	CDN\$ WTI	Swap	CDN \$89.00/bbl
<u>Gas</u>					
2021	5,000 GJ/d	Jan - Dec	AECO	Swap	CDN \$2.805/GJ
<u>Propane</u>					
2021	200 bbl/d	Jan to Dec	Conway - C3 to Mont Belvieu C3	Basis Swap	Minus USD 0.01/Gallon
2022	200 bbl/d	Jan – Dec	Conway - C3 to Mont Belvieu C3	Basis Swap	Plus USD 0.0025/Gallon

As the Company had a limited number of derivatives in place as at June 30, 2021 the sensitivity of the fair value of a 10 percent volatility in commodity prices would have an immaterial impact on unrealized gains (losses) reported in the consolidated statement of income and comprehensive income.

**Deferred Taxes**

	2021	2020	Six Months Ended	
	Q2	Q2	2021	2020
Deferred tax expense	\$ 2,337	\$ (132)	\$ 5,139	\$ 910

Yangarra did not pay income taxes in Q2 2021 and does not expect to pay income taxes in 2021 or into the near future as it has sufficient tax pools to cover taxable income. Deferred tax expense is higher in Q2 2021 than in Q2 2020 due to the increased use of tax pools to offset higher expected taxable income in Q2 2021.

**YANGARRA RESOURCES LTD.**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**

For the three and six months ended June 30, 2021

(000's, CDN dollars, except per share and per unit)

**Liquidity and Capital Resources**

The following table summarizes the change in adjusted net debt during the six months ended June 30, 2021 and year ended December 31, 2020:

	Six months ended June 30, 2021	Year ended December 31, 2020
Adjusted net debt - beginning of period	\$ (197,414)	\$ (187,711)
Funds flow from operations	34,331	45,524
Additions to property and equipment	(38,055)	(51,093)
Decommissioning costs incurred	(344)	(389)
Additions to E&E Assets	(134)	(426)
Issuance of shares	217	-
Other	(1,263)	(3,319)
Adjusted net debt - end of period	\$ (202,662)	\$ (197,414)
Credit facility limit	\$ 210,000	\$ 210,000

As at June 30, 2021, the maximum amount available under the syndicated credit facility was \$210 million (December 31, 2020 – \$210 million) comprised of a \$185 million (December 31, 2020 – \$185 million) extendible revolving term credit facility and a \$25 million (December 31, 2020 – \$25 million) operating facility. The amount available under these facilities is re-determined at least twice a year and is primarily based on the Company's oil and gas reserves, the lending institution's forecast commodity prices, the current economic environment and other factors as determined by the syndicate of lending institutions (the "Borrowing Base"). If the total advances made under the credit facilities are greater than the re-determined Borrowing Base, the Company has 60 days to repay any shortfall. The maturity date of the facility is May 29, 2023 (the "Maturity Date") and the next Borrowing Base review is scheduled for November 30, 2021. The Maturity Date may be extended for 364-day periods pursuant to delivery of a request for extension by the Company within certain time periods specified in the syndicated credit facility agreement.

As at June 30, 2021, the \$199,474 (December 31, 2020 – \$200,273) reported amount of bank debt was comprised of \$15,781 (December 31, 2020 – \$16,240) drawn on the operating facility, \$184,477 (December 31, 2020 – \$184,501) drawn on the extendible revolving term credit facility and net of unamortized transaction costs of \$784 (December 31, 2020 – \$468).

The Company is subject to a single financial covenant requiring an adjusted working capital ratio above 1:1 (current assets plus the undrawn availability under the revolving facility, divided by the current liabilities less the drawn portion of the revolving facility and excluding unrealized commodity contracts). The Company was in compliance with this covenant as at June 30, 2021 and December 31, 2020. The facility is secured by a general security agreement over all assets of the Company.

The total standby fees range, depending on the debt to EBITDA ratio, between 200 bps to 400 bps on bank prime borrowings and between 300 bps and 500 bps on bankers' acceptances. The undrawn portion of the credit facility is subject to a standby fee in the range of 75 bps to 125 bps. During the six months ended June 30, 2021, the weighted average effective interest rate for the bank debt was approximately 5.42% (2020 – 4.20%).

The Company intends to fund the 2021 budget with cash flow from operations and availability on the revolving operating demand loan.

**YANGARRA RESOURCES LTD.**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**

For the three and six months ended June 30, 2021

(000's, CDN dollars, except per share and per unit)

**Capital Spending**

Cash additions	2021	2020	Six Months Ended	
	Q2	Q2	2021	2020
Land, acquisitions and lease rentals	\$ (63)	\$ 36	\$ (184)	\$ 140
Drilling and completion	17,621	372	34,149	22,935
Geological and geophysical	121	145	391	316
Equipment	1,616	273	3,386	2,241
Other asset additions	173	258	312	459
	\$ 19,468	\$ 1,084	\$ 38,055	\$ 26,092
Exploration & evaluation assets	\$ 134	\$ -	\$ 134	\$ 426

The Company drilled seven wells and completed seven wells during the quarter, including a five-well pad which was brought on production near the end of the second quarter.

**Outlook**

Yangarra Board has approved an increase in the capital budget from \$60 million to \$85 million which will keep one drilling rig fully utilized for the balance of the year.

**Decommissioning Liabilities**

As at June 30, 2021, the undiscounted decommissioning obligation associated with the Company's existing properties was estimated to be \$14,262 for which \$12,496 has been recorded using a discount rate of 1.26% - 1.97% an inflation rate of 2% and an estimated weighted average timing of cash flows of 6.2 years.

**Off Balance Sheet Arrangements**

There were no off-balance sheet arrangements.

**Share Capital**

Details of changes in the number of outstanding equity instruments are detailed in the following table:

	Common Shares	Stock Options
<b>Balance - December 31, 2020</b>	85,380	8,208
Grant of options	-	797
Forfeited options	-	(129)
Exercise of options	340	(340)
<b>Balance - June 30, 2021 and the date of this MD&amp;A</b>	85,720	8,536

**YANGARRA RESOURCES LTD.**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**

For the three and six months ended June 30, 2021

(000's, CDN dollars, except per share and per unit)

**Contingency**

In the normal conduct of operations, there are other pending claims by and against the Company. Litigation is subject to many uncertainties, and the outcome of individual matters is not predictable with assurance. In the opinion of management, based on the advice and information provided by its legal counsel, the final determination of these other litigations will not materially affect the Company's financial position or results of operations.

**Contractual Obligations and Commitments**

As at June 30, 2021 the contractual maturities of the Company's obligations are as follows:

	Carrying Amount	Contractual Cash Flows	Less than 1 year	1-2 Years	2-5 Years
Accounts payable and accrued liabilities	\$ 28,358	\$ 28,358	\$ 28,358	\$ -	\$ -
Bank debt	199,474	200,258	-	200,258	-
Decommissioning liability	12,496	12,496	306	12,190	-
Lease obligations	4,178	4,976	1,960	1,648	1,368
Interest rate contracts	1,390	1,390	371	275	744
Commodity contracts	879	879	842	37	-
	<u>\$ 246,775</u>	<u>\$ 248,357</u>	<u>\$ 31,837</u>	<u>\$ 214,408</u>	<u>\$ 2,112</u>

**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. A substantial portion of the Company's accounts receivable are with natural gas and liquids marketers and partners on joint operations in the oil and gas industry and are subject to normal industry credit risks.

Purchasers of the Company's natural gas and liquids are subject to credit review to minimize the risk of non-payment. As at June 30, 2021, the maximum credit exposure is the carrying amount of the accounts receivable of \$20,756 (December 31, 2020 – \$18,691). The maximum exposure to credit risk for accounts receivable as at June 30, 2021 and December 31, 2020 by type of customer was:

	June 30, 2021	December 31, 2020
Natural gas and liquids marketers	\$ 10,965	\$ 8,632
Partners on joint operations	8,207	8,150
Other	1,584	1,909
	<u>\$ 20,756</u>	<u>\$ 18,691</u>

**YANGARRA RESOURCES LTD.**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**

For the three and six months ended June 30, 2021

(000's, CDN dollars, except per share and per unit)

As at June 30, 2021 and December 31, 2020, the Company's receivables are aged as follows:

	June 30, 2021		December 31, 2020	
Under 30 days	\$	11,711	\$	10,156
30 to 60 days		123		148
60 to 90 days		801		237
Over 90 days		8,121		8,150
	\$	20,756	\$	18,691

### Capital Resources

The Company's objective when managing capital is to maintain a flexible capital structure which will allow it to execute its capital expenditure program, which includes expenditures in oil and gas activities which may or may not be successful. Therefore, the Company monitors the level of risk incurred in its capital expenditures to balance the proportion of debt and equity in its capital structure.

The Company considers its capital structure to include shareholders equity and debt:

	June 30, 2021		December 31, 2020	
Shareholders' equity	\$	330,039	\$	312,260
Bank debt	\$	199,474	\$	200,273

The Company monitors capital based on annual cash from operations before changes in non-cash working capital and capital expenditure budgets, which are updated as necessary and are reviewed and periodically approved by the Board of Directors.

The Company manages its capital structure and makes adjustments by continually monitoring its business conditions including the current economic conditions, the risk characteristics of the Company's petroleum and natural gas assets, the depth of its investment opportunities, current and forecasted net debt levels, current and forecasted commodity prices and other facts that influence commodity prices and funds from operations such as quality and basis differentials, royalties, operating costs and transportation costs. In order to maintain or adjust the capital structure, the Company considers its forecasted cash from operations before changes in non-cash working capital while attempting to finance an acceptable capital expenditure program including acquisition opportunities, the current level of bank debt available from the Company's lender, the level of bank debt that may be attainable from its lender as a result of petroleum and natural gas reserve growth, the availability of other sources of debt with different characteristics than existing debt, the sale of assets, limiting the size of the capital expenditure program and the issue of new equity if available on favorable terms. At June 30, 2021 and December 31, 2020, the Company's capital structure was subject to the banking covenants. No changes were made to the capital policy in 2021.

In March 2020, the World Health Organization declared COVID-19 a global pandemic; prompting many countries around the world to close international borders and order the closure of institutions and businesses deemed nonessential. At the same time, the Organization of Petroleum Exporting Countries ("OPEC"), and certain other countries, increased the planned supply of crude oil in an attempt to trigger a price war over market share. The sudden decrease in global crude oil demand due to COVID-19 coupled with a planned increase in supply significantly reduced commodity prices. In subsequent months, agreements have been made between OPEC, Russia, and other oil-producing countries around the world that have reduced global crude oil production and brought the oversupply closer into balance with demand. Crude oil prices have

**YANGARRA RESOURCES LTD.**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**

For the three and six months ended June 30, 2021

(000's, CDN dollars, except per share and per unit)

partially recovered from the historic lows observed earlier in 2020, but price support from future demand remains uncertain. Efforts to re-open local economies and international borders around the globe resulted in varying degrees of virus outbreak. Many countries have now re-imposed restrictions as regions experience a second/third wave of COVID-19, often with higher rates of infection than the first wave. Vaccination programs have begun around the world, however the pace with which vaccines are administered is dependent on the supply access and logistics organized by individual nations. In addition to the impact on commodity prices and commodity sales from production amounts, the effects of COVID-19 have created other uncertainties in the crude oil and natural gas industry, including increased counterparty credit risk and decreased valuation of long-lived crude oil and natural gas assets. As at June 30, 2021, Management has incorporated the anticipated impacts of COVID-19 in its estimates and judgments in preparation of these consolidated financial statements.

**Selected Quarterly Financial Information**

	2021	2021	2020	2020
	Q2(\$)	Q1(\$)	Q4(\$)	Q3(\$)
Petroleum & natural gas sales	28,529	28,475	23,064	18,910
Net income	7,753	9,117	4,847	537
Net income per share – basic	0.09	0.11	0.05	0.01
Net income per share – diluted	0.09	0.10	0.05	0.01
Funds flow from operations	17,240	17,091	12,460	10,038
Funds flow from operations per share – basic	0.20	0.20	0.15	0.12
Funds flow from operations per share –diluted	0.19	0.19	0.15	0.12
Capital expenditures	19,468	18,587	15,100	9,997

	2020	2020	2019	2019
	Q2(\$)	Q1(\$)	Q4(\$)	Q3(\$)
Petroleum & natural gas sales	16,290	27,435	35,990	31,606
Net income (loss)	(2,801)	2,835	7,020	6,560
Net income (loss) per share – basic	(0.03)	0.03	0.08	0.08
Net income (loss) per share – diluted	(0.03)	0.03	0.08	0.08
Funds flow from operations	7,795	15,293	21,005	19,055
Funds flow from operations per share – basic	0.09	0.18	0.25	0.22
Funds flow from operations per share –diluted	0.09	0.18	0.25	0.22
Capital expenditures	1,084	25,434	20,660	26,603

**Quarterly activities**

Fluctuations in quarterly revenues, net income and funds flow from operations over the last eight quarters are due primarily to the volatility in commodity prices and changes in sales volumes due to production growth and declines tied to the timing of drilling activity. The Company has focused capital expenditures on drilling and completions. As a result of lower commodity pricing in early to mid-2020 due to the Saudi Arabia/Russia price war and the impact of COVID-19, the Company ceased capital expenditures in February 2020 resulting in a decline in production for Q1 and Q2 2020. Drilling and completion operations resumed in Q3 2020 and commodity pricing improved in later 2020 and into 2021.

# **YANGARRA RESOURCES LTD.**

## **MANAGEMENT'S DISCUSSION AND ANALYSIS**

For the three and six months ended June 30, 2021

(000's, CDN dollars, except per share and per unit)

---

### **Business Risks and Uncertainties**

The Company is exposed to several operational risks inherent in exploring, developing, producing and marketing crude oil and natural gas. These inherent risks include: economic risk of finding and producing reserves at a reasonable cost; financial risk of marketing reserves at an acceptable price given current market conditions; cost of capital risk associated with securing the needed capital to carry out the Company's operations; risk of environment impact; and credit risk of non-payment for sales contracts and joint venture partners. Other than the risks described herein (including the risks and uncertainties listed in the Forward-Looking Statements section in this MD&A) the Company is also subject to the risk factors set forth in the most recently filed AIF of the Company available on SEDAR which can be accessed at [www.sedar.com](http://www.sedar.com)

The Company attempts to control operating risks by maintaining a disciplined approach to implementation of its exploration and development programs. Exploration risks are managed by hiring experienced technical professionals and by concentrating the exploration activity on reservoirs where the Company has experience and expertise. The Company also generates internal prospects and participates in projects where ownership interest is considered sufficient to minimize risk. Operational control allows the Company to manage costs, timing and sales of production and to ensure new production is brought on-stream in a timely manner. The Company maintains a comprehensive insurance program to reduce risk to an acceptable level and to protect it against significant losses.

### **Environmental Risks**

All phases of the oil and natural gas business present environmental risks and hazards and are subject to environmental regulation pursuant to a variety of federal, provincial and local laws and regulations. Compliance with such legislation can require significant expenditures and a breach could result in the imposition of fines and penalties, some of which could be material. Senior management continually assesses new and existing regulatory requirements and environmental risks and determines the impact these risks might have on the Company, as well as the appropriate actions necessary to manage those risks. These assessments and the resulting policy decisions are discussed quarterly with the Board of Directors which evaluates the performance and effectiveness of the Company's environmental policies and programs.

The Company's environmental responsibilities includes removing property, plant and equipment as well as reclaiming land and property to its original state, subsequent to the completion of oil and natural gas extraction activities. This requirement results in an asset retirement obligation that provides current recognition of estimated expenditures that will be incurred in the future. The Company's decommissioning liabilities are discussed in further detail under "Critical Accounting Estimates" below, as well as in note 5 to the Company's Consolidated Financial Statements.

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

As at June 30, 2021, an evaluation of the effectiveness of the Company's disclosure controls and procedures, as defined under the rules adopted by the Canadian securities regulatory authorities, was carried out under the supervision and with the participation of Management, including the President and Chief Executive Officer ("CEO"), and the Chief Financial Officer ("CFO"). Based on this evaluation, the CEO and CFO concluded that, as at June 30, 2021, the design and operation of the Company's disclosure controls and procedures were effective in meeting all regulatory filing requirements.

Internal control over financial reporting means a process designed by, or under the supervision of, an issuer's certifying officers, and effected by the issuer's board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's Generally Accepted Accounting

# **YANGARRA RESOURCES LTD.**

## **MANAGEMENT'S DISCUSSION AND ANALYSIS**

For the three and six months ended June 30, 2021

(000's, CDN dollars, except per share and per unit)

---

Procedures ("GAAP") and includes those policies and procedures that:

- (a) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the issuer;
- (b) are designed to provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with the issuer's GAAP, and that receipts and expenditures of the issuer are being made only in accordance with authorizations of management and directors of the issuer; and
- (c) are designed to provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the issuer's assets that could have a material effect on the annual financial statements or interim financial reports;

Management is responsible for establishing and maintaining adequate internal controls over financial reporting.

Management has conducted an evaluation of its internal controls over financial reporting and determined that as at June 30, 2021 the controls were effective to provide reasonable assurance regarding the reliability of financial reporting, and the preparation of financial statements for external reporting purposes. In May 2013, the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") issued an updated Internal Control-Integrated Framework ("2013 Framework") replacing the Internal Control - Integrated Framework (1992). The control framework Yangarra's officers used to design the Company's ICFR is the 2013 Framework.

During the period beginning on April 1, 2021 and ending on June 30, 2021, there were no material changes to the Company's internal controls over financial reporting, and the CEO and CFO have filed certifications with the Canadian securities regulators regarding the Company's 2020 public filing documents.

### **Critical Accounting Judgments and Estimates**

The preparation of the consolidated financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect reported amounts and presentation of assets, liabilities, revenues, expenses and disclosures of contingencies and commitments. Such estimates primarily relate to unsettled transactions and events at the statement of financial position date which are based on information available to management at each financial statement date. Actual results could differ from those estimated. Judgments, estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. There have been no changes to the Company's critical accounting judgments and estimates during the six months ended June 30, 2021. Refer to Note 2 of the Company's December 31, 2020 audited consolidated financial statements.