

Valeura Energy Inc.

# MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE PERIOD ENDED SEPTEMBER 30, 2023



**Value Through Growth**

November 13, 2023

[VALEURAENERGY.COM](http://VALEURAENERGY.COM)

# CONTENTS

INTRODUCTION.....	3
COMPANY PROFILE .....	4
HIGHLIGHTS.....	5
PERIOD OVERVIEW .....	6
Operations Overview.....	6
Environmental, Social and Governance Overview .....	7
Financial Overview.....	8
Financial Position and Liquidity .....	13
Selected Quarterly Information.....	15
Off Balance Sheet Arrangements.....	15
Financial Instruments .....	15
Disclosure Controls and Procedures and Internal Controls over Financial Reporting.....	15
RECONCILIATION OF NON-IFRS FINANCIAL MEASURES .....	16
BUSINESS RISKS AND UNCERTAINTIES .....	18
CRITICAL ACCOUNTING POLICY .....	19
ACRONYMS .....	21
FORWARD-LOOKING STATEMENTS.....	22
CONTACT INFORMATION .....	24

# INTRODUCTION

This Management's Discussion and Analysis ("MD&A") focuses on Valeura Energy Inc.'s ("Valeura" or the "Company") results during the three and nine months ended September 30, 2023. To better understand this MD&A, it should be read in conjunction with Valeura's unaudited consolidated financial statements for the three and nine months ended September 30, 2023, and 2022 (the "Interim Financial Statements"), and also should be read in conjunction with Valeura's audited consolidated financial statements for the years ended December 31, 2022, and 2021 (the "Annual Financial Statements"), and related notes thereto. Additional information relating to Valeura is available on its website at [www.valeuraenergy.com](http://www.valeuraenergy.com) and on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca), including Valeura's annual information form for the year ended December 31, 2022 (the "2022 AIF"). The reporting currency is the United States Dollar ("US\$").

## NON-IFRS FINANCIAL MEASURES

This MD&A includes references to financial measures commonly used in the oil and gas industry such as adjusted EBITDAX, net debt / net cash, outstanding debt, net working capital, adjusted net working capital, adjusted cashflow from operations, opex, and capex which are not generally accepted accounting measures under International Financial Reporting Standards ("IFRS") and do not have any standardised meaning prescribed by IFRS and, therefore, may not be comparable with similar definitions that may be used by other public companies. Management believes that adjusted EBITDAX, net debt / net cash, outstanding debt, net working capital, adjusted net working capital, adjusted cashflow from operations, opex, and capex are useful supplemental measures that may assist shareholders and investors in assessing the financial performance and position of the Company. Non-IFRS financial measures should not be considered in isolation or as a substitute for measures prepared in accordance with IFRS. The definition and reconciliation of each non-IFRS financial measure and non-IFRS ratio is presented in this MD&A. See "Non-IFRS Financial Measures and Ratios" on page 16.

## BASIS OF PREPARATION

The Interim Financial Statements have been prepared in accordance with IAS 34 – Interim Financial Reporting of the IFRS. The Interim Financial Statements should be read in conjunction with the Annual Financial Statements. The Interim Financial Statements have been prepared in accordance with IFRS accounting policies and methods of computation as set forth in the Annual Financial Statements, with the exception of certain disclosures that are normally required to be included in annual consolidated financial statements, which have been condensed or omitted in the Interim Financial Statements, and the new accounting policies applied during the period.

The discussion and analysis of oil production is presented on a working-interest, before royalty basis.

The Company makes estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the revenues and expenses during the reporting period. Management reviews these estimates, including those related to accruals, reserves, environmental and decommissioning obligations and income taxes at each financial reporting period. Changes in facts and circumstances may result in revised estimates and actual results may differ from these estimates. Readers should be aware that historical results are not necessarily indicative of future performance.

Any financial outlook or future oriented financial information in this MD&A, as defined by applicable securities legislation, has been approved by management of Valeura. Such financial outlook or future oriented financial information is provided for the purpose of providing information about management's current expectations and plans relating to the future. Readers are cautioned that reliance on such information may not be appropriate for other purposes.

The preparation of 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 ability to make reliable estimates is further complicated when the political, economic and security situation is uncertain. Management has based its estimates with respect to the Company's operations on information available up to the date this MD&A was approved by the board of directors of the Company. Significant changes could occur which could materially impact the assumptions and estimates made in this MD&A.

# COMPANY PROFILE

Valeura is a Canada-registered public company engaged in the production, development, and exploration of oil and gas in Thailand and in Turkey, and is pursuing further inorganic growth in Southeast Asia. The common shares of the Company ("Common Shares") are listed and posted for trading on the Toronto Stock Exchange under the symbol "VLE", and quoted on the OTCQX in the United States of America under the trading symbol "VLERF". The current head office of Valeura is located at Suite 1200, 202-6th Avenue SW, Calgary, Alberta, Canada T2P 2R9. Valeura's registered and records office is located at 4600, 525 – 8th Avenue SW, Calgary, Alberta, T2P 1G1. Valeura was incorporated under the Business Corporations Act (Alberta).

## KEY ASSETS AND WORKING INTERESTS

The Company's material interests are summarised in the following table:

Country	Concession	Key Fields	Location	Life Cycle	Working Interests
Thailand	B5/27	Jasmine/Ban Yen	Offshore	Production	100% Operator
	G11/48	Nong Yao	Offshore	Production	90% Operator
	G1/48	Manora	Offshore	Production	70% Operator
	G10/48 <sup>(1) (2)</sup>	Wassana	Offshore	Production	100% Operator
Turkey	West Thrace Deep Joint Venture	n.a	Onshore	Appraisal	63% / 100% Operator

(1) The Company also owns the MOPU (defined below) servicing the Wassana field.

(2) The Company announced on April 28, 2023 that its 11% partner in the G10/48 concession, Palang Sophon Limited ("PSL"), has opted to discontinue its participation in the block. By agreement between PSL and Valeura, PSL transferred its 11% working interest to Valeura. Completion of this 11% transfer is pending government approval.

## THAILAND

The Company has been active in Thailand since April 28, 2022, when the Company entered into a sale and purchase agreement (the "Kris SPA") with KrisEnergy (Asia) Ltd. to acquire all of the issued and outstanding shares of KrisEnergy International (Thailand) Holdings Ltd. (now known as Valeura Energy (Thailand) Holdings Ltd.) ("VETH"), which held an interest in two operated licences in shallow water offshore Thailand, Licence G10/48 and Licence G6/48 (the "Kris Acquisition"). The Kris Acquisition closed on June 14, 2022. On December 6, 2022, Valeura announced that Valeura Energy Asia Pte. Ltd. (formerly Panthera Resources Pte. Ltd.) (the "SPV") had entered into a sale and purchase agreement with Mubadala Petroleum (Thailand) Holdings Limited ("Mubadala Petroleum") to acquire the Thailand upstream oil producing portfolio of Busrakham Oil and Gas Ltd (the "Busrakham Oil"), effective September 1, 2022, which included interests in three operated licences in shallow water offshore Thailand, Licence B5/27, Licence G11/48, and Licence G1/48 (the "Mubadala Acquisition"). The Mubadala Acquisition closed on March 22, 2023.

## TURKEY

The Company has been active in Turkey since its inception. The primary region of the Company's activity in Turkey has been the Thrace Basin, just west of Istanbul where the Company operated its gas assets. Between 2017 and 2020, the Company undertook a large exploration and appraisal campaign of a deep, unconventional tight gas play (the "Deep Gas Play") in partnership with Equinor Turkey B.V. ("Equinor"). Equinor exited the Deep Gas Play in Q2 2020. In 2021, the Company sold its shallow conventional gas business in Turkey. The Company's search for a new partner to further progress appraisal of the Deep Gas Play is ongoing.

## COMPANY STRATEGY

The Company is a growth-oriented exploration and production company, seeking to establish a material presence in its core region (Southeast Asia). The Company aims to build a balanced portfolio, which includes current and near-term cash flow generating assets that have further upside potential. In line with this strategy, the Company continues to seek additional mergers and acquisitions ("M&A") in addition to pursuing organic growth opportunities within its current portfolio.

# HIGHLIGHTS

## Q3 2023 Highlights

- Oil production of 19,961 bbls/d;
- Average realised price of US\$87.8/bbl;
- Oil sales of 1.7 million bbls, generating revenue of US\$149.4 million;
- Opex per barrel of US\$34.0/bbl<sup>(1)</sup>;
- Capex spending of US\$36.7 million<sup>(1)</sup>;
- Adjusted cash flow from operations of US\$33.9 million<sup>(1)</sup>;
- Adjusted EBITDAX of US\$67.2 million<sup>(1)</sup>;
- Debt reduced to US\$12.9 million at September 30, 2023, and subsequently to nil<sup>(1)</sup>;
- Net cash balance of US\$103.6 million<sup>(1)</sup>; and
- All performance metrics in line with expectations resulting in re-iteration of guidance estimates.

## Q3 2023 Key Achievements

- Successfully drilled a total of seven wells, on the Manora, Wassana, and Jasmine oil fields;
- Drilled two appraisal wells at the Jasmine oil field during Q3 2023 to gather data in support of future development activities. Also began a two-well infill development drilling programme during Q3 2023, which was completed in October 2023 with production rates contributing 1,600 bbls/d;
- Drilled three infill wells at the Manora oil field, which have collectively increased production rates and are expected to further extend the anticipated economic life of the asset;
- Implemented a precautionary suspension of production operations at the Wassana oil field to address safety concerns with a third-party contractor, operating the field's floating storage and offloading vessel ("FSO"). Meanwhile, drilled two appraisal wells that confirmed the presence of additional undeveloped oil volumes in the field;
- Completed the construction of a three-kilometre pipeline at the Nong Yao oil field to tie existing infrastructure into a mobile offshore production unit ("MOPU"), anticipated to be mobilised to the field in early 2024; and
- Appointed a Chief Operating Officer and made adjustments to the composition of its board of directors.

		Three months ended	
		September 30, 2023	September 30, 2022
Oil Production	(bbls /d)	19,961	-
Oil Volumes Sold	('000 bbls)	1,701	-
Oil Revenues	(US\$'000)	149,352	-
Adjusted EBITDAX <sup>(1)</sup>	(US\$'000)	67,163	(5,116)
Adjusted Cashflow from Operations <sup>(1)</sup>	(US\$'000)	33,853	(5,116)
Opex <sup>(1)</sup>	(US\$'000)	62,410	2,373
Capex <sup>(1)</sup>	(US\$'000)	36,721	24
Net earnings/(loss)	(US\$'000)	(6,813)	(5,183)
Weighted average shares outstanding – basic	#000	101,701	86,585

		September 30, 2023	June 30, 2023
Cash & Cash equivalents and Restricted cash	(US\$'000)	116,542	121,682
Current and Non-Current Debt	(US\$'000)	12,592	31,495
Adjusted Net Working Capital <sup>(1)</sup>	(US\$'000)	110,258	116,064
Shareholder's Equity	(US\$'000)	225,300	231,857

(1) Non-IFRS financial measure – see "Non-IFRS Financial Measures and Ratios" section within this MD&A.

During Q3 2023, the Company paid 2023 half-year taxes in accordance with the Petroleum Income Tax Act ("PITA") of US\$29 million in aggregate, associated with income generated from the Manora and Nong Yao oil fields.

# PERIOD OVERVIEW

## Operations Overview

During Q3 2023, the Company had ongoing production operations on its Jasmine/Ban Yen, Nong Yao, and Manora oil fields, and production operations at the Wassana oil field for the first days of Q3 2023, prior to implementing a precautionary suspension on July 7, 2023. Aggregate production averaged 19,961 bbls/d during Q3 2023. One drilling rig was under contract for the duration of Q3 2023.

	Unit	Three months ended		Nine months ended	
		September 30, 2023	September 30, 2022	September 30, 2023	September 30, 2022
<b>Company's Working Interest Average Production</b>	<b>bbls/d</b>	<b>19,961</b>	<b>-</b>	<b>14,850<sup>(1)</sup></b>	<b>-</b>
<i>Jasmine/Ban Yen</i>	<i>bbls/d</i>	<i>9,040</i>	<i>-</i>	<i>6,667</i>	<i>-</i>
<i>Nong Yao</i>	<i>bbls/d</i>	<i>7,375</i>	<i>-</i>	<i>5,271</i>	<i>-</i>
<i>Manora</i>	<i>bbls/d</i>	<i>3,427</i>	<i>-</i>	<i>2,329</i>	<i>-</i>
<i>Wassana</i>	<i>bbls/d</i>	<i>119</i>	<i>-</i>	<i>583</i>	<i>-</i>

(1) The Mubadala Acquisition closed on March 22, 2023

### Jasmine/Ban Yen:

Production from the Jasmine/Ban Yen oil field, in Licence B5/27 (100% Valeura working interest) averaged 9,040 bbls/d during Q3 2023. In September, the Company mobilised its contracted drilling rig to the Jasmine D wellhead platform with the primary objective of drilling two infill wells to further develop the 700 and 680-1 reservoir sands in one of the field's main fault blocks. Both wells were successful and, following their completion in October 2023, have resulted in initial flow rates exceeding expectations, with the wells currently contributing nearly 1,600 bbls/d to aggregate production, thereby largely offsetting natural declines. Prior to drilling the development targets, one of the wellbores was used to drill two sidetracks into appraisal targets to evaluate the potential for late life remaining oil accumulations in already developed reservoirs of other fault blocks in the field. These sidetracks were completed in Q2 2023, and, while only one of the sidetracks encountered oil-bearing reservoir, the data acquired from both are being incorporated into ongoing reservoir modelling to evaluate the potential for further development opportunities within the field. In the meantime, the Company has an inventory of approximately 15 additional drilling targets including 2 appraisal wells in the Jasmine field, which will be the subject of future drilling campaigns for 2024 and beyond.

### Nong Yao:

Production from the Nong Yao oil field, in Licence G11/48 (90% Valeura working interest) averaged 7,375 bbls/d during Q3 2023 net to Valeura's interest. While no new wells were drilled on the Nong Yao oil field during Q3 2023, following the Jasmine drilling programme in October, the rig was mobilised to the Nong Yao A platform where it is currently conducting an infill drilling campaign expected to continue through the remainder of the year. Separately, the Company is preparing for the expansion of the Nong Yao oil field, and has completed installation of a three-kilometre pipeline which will connect existing field production infrastructure to a MOPU, which will be used to develop an extension of the field known as Nong Yao C. Construction work on the MOPU is ongoing and the Company expects the MOPU to mobilise to the field in early Q1 2024 with development drilling planned thereafter. The Nong Yao C development project is targeting an increase in Nong Yao production from its current rates to to approximately 11,000 bbls/d (gross) in mid-2024.

### Manora:

Production at the Manora oil field, in Licence G1/48 (70% Valeura working interest) averaged 3,427 bbls/d during Q3 2023 net to Valeura's interest. During the quarter, the Company conducted a three well drilling programme, which concluded in late July 2023 with all wells having met or exceeded their pre-drill volume estimates. The new wells are now all on production and are contributing approximately 1,400 bbls/d (net working interest basis). Importantly, the increased field output includes dry oil contributions from bypassed oil downdip of existing and currently producing wells in one of the field's deeper reservoir intervals, as well as multiple other attic or bypassed accumulations in the shallower reservoirs. The results of these wells indicate the potential for further development opportunities, which are likely to form the basis of further infill drilling campaigns in 2024 and 2025.

### Wassana:

There were only six days of production at the Wassana oil field, in Licence G10/48 (100% Valeura working interest) during Q3 2023. The Company implemented a precautionary suspension of production operations on July 7, 2023 to address safety concerns on the field's third-party operated FSO. Valeura is transitioning vessel management of the FSO to a new sub-contractor and anticipates restarting production in Q4 2023. While offline, Valeura conducted several well workovers and drilled two appraisal wells on the flanks of the field, targeting deeper portions of the reservoir as identified on recently reprocessed 3D seismic data. The wells were successful in proving the presence of oil deeper than previously demonstrated and as a result, the Company has commenced a review of development options to expand the production infrastructure, which could increase production and extend the field life beyond 2030. Valeura has commissioned a project team to select a suitable development concept for re-development of the field, and anticipates making a final investment decision in 2024.

**West Thrace Deep Gas Play:**

The Company had no active operations in Turkey during Q3 2023 as it continued its search for a farm-in partner to pursue the next phase of work on its tight gas appraisal play in the Thrace basin, where it holds interests ranging from 63% to 100%.

**Environmental, Social and Governance Overview**

During Q3 2023, Valeura continued its strong performance in health, safety, and environmental stewardship across its portfolio. The Company conducted major inspection works at its Jasmine, Manora, and Nong Yao fields, and recorded no material anomalies, thereby confirming that all facilities and subsea assets are in good working order and comply with the Company's expectations for asset integrity. At the Wassana field, the Company remains committed to ensuring operations progress in accordance with its high standards for safe operations. The Company intends to disclose key metrics relating to its environmental, social, and governance performance as a component of an inaugural sustainability report in 2024.

## Financial Overview

The Company's Q3 2023 financial performance was influenced by a higher volume of maintenance activity, well workovers, and drilling operations, as planned and included in the Company's guidance estimates. This increased activity level applied to the entire portfolio, and included ongoing work at the Wassana oil field where production was offline for the majority of the quarter. Accordingly, the combined impact of reduced production revenues during a phase of higher planned spending has negatively influenced the Company's Q3 financial performance. At the same time, however, the results of drilling activity conducted during Q3 points to significant future development potential, as more fully described in the Operations Overview section.

### Financial Metrics

	Three months ended		Nine months ended	
	Unaudited September 30, 2023	Unaudited September 30, 2022	Unaudited September 30, 2023	Unaudited September 30, 2022
<i>In US\$'000</i>				
<b>Revenue</b>				
Oil Revenues	149,352	-	323,548	-
Royalties	(20,528)	-	(43,837)	-
	<b>128,824</b>	<b>-</b>	<b>279,711</b>	<b>-</b>
<b>Expenses and other items</b>				
Operating	55,276	2,373	130,570	2,851
Exploration	294	-	656	-
Special remuneratory benefit (SRB) expense	4,116	-	8,831	-
General and administrative	8,090	2,743	17,987	5,540
Impairment on Exploration and Evaluation (E&E) asset	-	-	4,278	-
Provision for doubtful debt	-	-	955	-
Transaction costs	(16)	-	970	2,016
Finance costs (note 14)	12,072	302	25,233	490
Foreign exchange (gain) loss	(850)	(1,472)	317	(2,113)
Share-based compensation	256	57	1,042	224
Change in estimate on decommissioning liabilities	-	(322)	-	(1,344)
Depletion and depreciation (notes 9 & 10)	47,143	6	97,344	20
	<b>126,381</b>	<b>3,687</b>	<b>288,183</b>	<b>7,684</b>
Other income	4,099	90	6,358	154
<b>Profit (loss) for the period before other items</b>	<b>6,542</b>	<b>(3,597)</b>	<b>(2,114)</b>	<b>(7,530)</b>
Bargain purchase gain (note 4)	-	-	207,620	2,269
Change in net monetary position due to hyperinflation (note 5)	-	171	384	298
	<b>6,542</b>	<b>(3,426)</b>	<b>205,890</b>	<b>(4,963)</b>
<b>Income (loss) for the period before income taxes</b>	<b>6,542</b>	<b>(3,426)</b>	<b>205,890</b>	<b>(4,963)</b>
Income taxes				
Deferred tax recovery	(7,706)	-	(27,603)	-
Tax expense	21,092	-	45,152	-
<b>Net income (loss)</b>	<b>(6,844)</b>	<b>(3,426)</b>	<b>188,341</b>	<b>(4,963)</b>
Net income (loss) attributable to:				
Shareholders of Valeura	(6,844)	(2,753)	189,054	(4,564)
Non-controlling interest	-	(673)	(713)	(399)
Currency translation adjustments	31	(1,757)	213	(2,398)
<b>Comprehensive income (loss)</b>	<b>(6,813)</b>	<b>(5,183)</b>	<b>188,554</b>	<b>(7,361)</b>
Comprehensive income (loss) attributable to:				
Shareholders of Valeura	(6,813)	(4,510)	189,267	(6,962)
Non-controlling interest	-	(673)	(713)	(399)
<b>Net income (loss) per share (in US\$)</b>				
Basic	(0.07)	(0.04)	1.92	(0.06)
Diluted	(0.07)	(0.04)	1.83	(0.06)
<b>Net income (loss) per share attributable to shareholders (in US\$)</b>				
Basic	(0.07)	(0.03)	1.93	(0.05)
Diluted	(0.07)	(0.03)	1.84	(0.05)
Weighted average number of shares outstanding (thousands) (note 15)				
Basic	101,701	86,585	98,073	86,585
Diluted	101,701	86,585	102,743	86,585



## Oil Revenues

		Three months ended		Nine months ended	
		September 30, 2023	September 30, 2022	September 30, 2023	September 30, 2022
<b>Oil Volumes Sold</b>	mdbl	<b>1,701</b>	-	<b>3,868</b>	-
<i>Jasmine/Ban Yen</i>	mdbl	818	-	1,755	-
<i>Nong Yao</i>	mdbl	535	-	1,345	-
<i>Manora</i>	mdbl	196	-	616	-
<i>Wassana</i>	mdbl	152	-	152	-
		Three months ended		Nine months ended	
		September 30, 2023	September 30, 2022	September 30, 2023	September 30, 2022
Brent Average	US\$/bbl	86.5	101.3	82.1	105.6
Dubai Average	US\$/bbl	86.7	96.9	81.6	100.2
<b>Realised</b>	<b>US\$/bbl</b>	<b>87.8</b>	-	<b>87.8</b>	-
<i>(Discount) / Premium to Brent</i>	<i>US\$/bbl</i>	1.3	<i>nm</i>	5.7	<i>nm</i>
<i>(Discount) / Premium to Dubai</i>	<i>US\$/bbl</i>	1.0	<i>nm</i>	6.2	<i>nm</i>

In Q3 2023, the Company sold approximately 1.7 million barrels from its then four producing oil fields, which included both crude oil held as inventory as at June 30, 2023 and production from Q3 2023. The Company sells its crude oil to both domestic Thai refiners and export buyers.

<b>Beginning Inventory as at June 30, 2023</b>	<i>mdbl</i>	<b>777</b>
Add: Production	<i>mdbl</i>	1,836
Less: Fuel used	<i>mdbl</i>	(11)
Available for sale	<i>mdbl</i>	2,602
Less: Lifting	<i>mdbl</i>	(1,701)
<b>Ending Inventory at September 30, 2023</b>	<i>mdbl</i>	<b>901</b>

As at September 30, 2023, the Company had 901 mdbl of crude oil inventory, as compared to 777 mdbl as at June 30, 2023.

Opex<sup>(1)</sup>

US\$'000	Three months ended	
	September 30, 2023	September 30, 2022
<b>Operating Costs</b>	<b>55,276</b>	<b>2,373</b>
Reversal of Loss of Net Realisable Value (Wassana)	3,774	-
<b>Cost Of Goods Sold</b>	<b>59,050</b>	<b>2,373</b>
Reversal of accounting adjustments related to PPA inventory valuation	6,220	-
Reversal of capitalised pre-production and pre-sale operating costs	(11,925)	-
<b>Opex (excluding Leases)</b>	<b>53,345</b>	<b>2,373</b>
Leases	9,065	-
<b>Opex</b>	<b>62,410</b>	<b>2,373</b>
Production Volumes during the period (mdbl)	1,836	-
<b>Opex per bbl<sup>(1)</sup> (US\$/bbl)</b>	<b>34.0</b>	<b>n.a</b>

(1) Non-IFRS financial measure – see "Non-IFRS Financial Measures and Ratios" section within this MD&A.

Operating costs as reported under IFRS were US\$55.3 million for Q3 2023 (Q3 2022: US\$2.4 million). In order to allow for a more meaningful periodic comparison, the following material adjustments were made in order to arrive at the Company's Opex per barrel or often cited as lifting cost per barrel for Q3 2023 (see "Non-IFRS Financial Measures and Ratios" section within this MD&A for reconciliation and definition):

- (i) Mubadala Acquisition adjustments – this includes inventory adjustments and non-cash items which are not expected to normalise in the following periods;
- (ii) Reversal of Wassana operating cost, previously capitalised to inventory and following first production, now expensed to operating cost. Moving forward Wassana operating costs will be expensed, and there is not expected to be any reversal in following periods;
- (iii) Reversal of Wassana's net realisable value losses which does not reflect the start-up nature of the field – high costs during the start up phase in relation to its production level; and
- (iv) In accordance with *IFRS 16 - Leases*, the Company recognised cost related to its operating leases – attributed to FSO / floating production storage and offloading ("FPSO") vessels used at its Jasmine/Ban Yen, Nong Yao, Manora and Wassana oil fields, as well as onshore warehouse facilities costs to its balance sheet and finance cost within the profit and loss statement. In order to report a more relevant lifting cost, the Company has included costs associated with these leases in the adjusted operating cost calculation. This will be a recurring adjustment.

The Company's Opex during the three months ending September 30, 2023 was US\$62.4 million compared to US\$2.4 million in the three months ending September 30, 2022.

Opex per barrel is calculated as Opex divided by the number of barrels produced in the same period. Opex was largely comprised of bareboat contracts and operation and maintenance expenses associated with the FSO/FPSOs, logistics expenses, workovers, and fuel. The most material variable components of Opex were fuel costs and workovers. In Q3 2023, the Company's average Opex per barrel was US\$34/bbl.

### General and Administrative ("G&A") Expenses

<i>US\$'000</i>	Three months ended	
	Unaudited September 30, 2023	Unaudited September 30, 2022
Manpower & office running costs	5,952	2,743
Severance	110	-
IT Migration	627	-
Consultancy and professional services	1,401	-
<b>Total G&amp;A expenses</b>	<b>8,090</b>	<b>2,743</b>
IT Migration (Non-recurring)	(627)	-
Severance (Non-recurring)	(110)	-
<b>Recurring G&amp;A expenses</b>	<b>7,353</b>	<b>2,743</b>

General and administrative expenses increased in Q3 2023 when compared to Q3 2022 due to increased costs from the integration of the Kris Acquisition and Mubadala Acquisition. In Q3 2023, the Company recorded severance expenses of US\$0.1 million and IT Migration expenses of US\$0.6 which the Company has deemed as non-recurring.

### Finance Costs

<i>US\$'000</i>	Three months ended	
	Unaudited September 30, 2023	Unaudited September 30, 2022
Commitment fee on Facility (defined below)	87	-
Amortisation of financing costs and commitment fee	3,247	-
Accretion on decommissioning liabilities	4,661	302
Accretion on deferred consideration	345	-
Lease liability interest expenses	2,950	-
Financing fee	811	-
Other	(29)	-
<b>Total Finance Costs</b>	<b>12,072</b>	<b>302</b>

Finance costs in Q3 2023 reflect costs related to accretion of decommissioning liabilities, amortisation of Facility (defined below) costs and interest expenses for leases. The higher aggregate finance costs, as compared to Q3 2022, reflects that in 2022, finance costs included only accretion on decommissioning liabilities on its Turkey assets.

### Impairments and Provision for doubtful debt

The Company divested its working interest in Licence G6/48 to its partner Northern Gulf Petroleum by way of an agreement to withdraw from and transfer its working interest in the G6/48 Concession and the Rossukon exclusive operation dated April 27, 2023. Completion of this divestment is pending government approval. In Q2 2023, the outstanding balance of exploration and evaluation assets ("E&E") from Licence G6/48 of US\$4.28 million was fully impaired. There were no indications of impairment during Q3 2023.

The Company's 11% partner in Licence G10/48, PSL, discontinued its participation in the licence during Q2 2023 and transferred its 11% working interest to the Company for no consideration. Completion of this 11% transfer is pending government approval. In Q2 2023, the outstanding balance of receivables from PSL from Licence G10/48 of US\$0.96 million was recognised in provision for doubtful debts. There were no additional provisions during Q3 2023.

### Depletion and Depreciation

<i>US\$'000</i>	Three months ended	
	Unaudited September 30, 2023	Unaudited September 30, 2022
Property, Plant and Equipment ("PP&E")	49,505	6
Right of use assets	6,695	-
Capitalised	(9,057)	-
<b>Depletion and depreciation and amortisation</b>	<b>47,143</b>	<b>6</b>

Depletion and depreciation expense for Q3 2023 is mostly related to the Company's Thailand assets, in particular to production and PP&E

acquired in the Mubadala Acquisition. The depletion and depreciation was capitalised to cost of crude oil as at September 30, 2023. For Q3 2022, depletion and depreciation expense is related to fixed assets in Turkey only.

### Income tax

	Three months ended	
	Unaudited September 30, 2023	Unaudited September 30, 2022
<i>US\$'000</i>		
Current income tax expense	21,092	-
Deferred income tax expense (recovery)	(7,706)	-
<b>Income tax expense (recovery)</b>	<b>13,386</b>	<b>-</b>

The Company's Thailand concession holding entities are assessed in accordance with the Thai PITA. Taxable profits are subject to a 50% tax rate under PITA. During Q3 2023, the Company registered a recovery of US\$7.7 million related to the unwinding of deferred tax liability arising from the fair value of the Mubadala Acquisition's Purchase Price Allocation ("PPA") recognised in Q1 2023.

### Share-based Compensation

Share-based compensation is a non-cash expense associated with the stock options issued to directors, officers, employees and certain other service providers of the Company.

Share-based compensation expense for Q3 2023 was US\$0.3 million as compared to US\$0.06 million for Q3 2022.

### Capital Expenditure / Investing

	Three months ended	
	Unaudited September 30, 2023	Unaudited September 30, 2022
<i>US\$'000</i>		
Drilling	19,531	-
Brownfield	13,895	-
Other PPE	3,295	24
<b>Total Capex<sup>(1)</sup></b>	<b>36,721</b>	<b>24</b>

(1) Non-IFRS financial measure – see "Non-IFRS Financial Measures and Ratios" section within this MD&A.

Capex for Q3 2023 is mostly related to the Company's Thailand asset operations. For Q3 2022, capex was related to fixed assets in Turkey only. During Q3 2023, the Company spent US\$19.5 million on drilling activities associated with the infill drilling programmes on Jasmine, Manora and Wassana, including both development wells and workovers, and US\$13.9 million on pipeline installation mostly relating to the Nong Yao C development.

### The Mubadala Acquisition

As announced on December 6, 2022, the SPV entered into a sale and purchase agreement with Mubadala Petroleum to acquire the Thailand upstream oil producing portfolio of Busrakham Oil, with an effective date of September 1, 2022. On March 22, 2023, the Mubadala Acquisition closed and the SPV paid US\$10.4 million in initial consideration. The Mubadala Acquisition also included contingent consideration of up to an additional US\$50 million, contingent upon certain upside benchmark oil price scenarios in 2022, 2023, and 2024. Contingent payments have been recorded at estimated fair value. As at September 30, 2023, none of the contingent consideration was payable.

The Mubadala Acquisition has been accounted for as a business combination under IFRS 3 – *Business Combinations* ("IFRS 3"). The preliminary purchase price allocation, based on the best information available on March 22, 2023, is as follows:

<b>Consideration</b>	
Cash	\$ 10,438
Contingent consideration	9,117
<b>Total consideration</b>	<b>\$ 19,555</b>

  

<b>Preliminary Purchase Price Equation</b>	
Cash and cash equivalents	\$ 242,496
Accounts receivable	54,902
Prepaid and deposits	6,680
Inventory	86,114
Right of use asset	55,001
Property, plant and equipment	336,537
Accounts and other payable	(171,749)
Lease liability	(56,383)
Provision for employee benefits	(9,696)
Income tax payable	(112,019)
Decommissioning obligations	(168,515)
Deferred tax liability	(36,193)
Bargain purchase gain	(207,620)
	<b>\$ 19,555</b>

The identifiable assets and liabilities have been measured at their individual fair values on the date of acquisition. Determinations of fair value often require management to make assumptions and estimates about future events. The above preliminary purchase price allocation is based on management's best estimate at the time of the preparation of these financial statements. The purchase price allocation is not final as Valeura is continuing to obtain and verify information required, including those from internal and external specialists, to determine the fair value of certain assets and liabilities including PP&E, exploration and evaluation assets and decommissioning obligations as well as the finalisation of net working capital adjustments. Upon finalising the value of the net assets acquired, liabilities assumed and total consideration adjustments including those impacting the bargain purchase gain may be required as values subject to estimate are finalised. As new information obtained within one year of the date of acquisition about facts and circumstances that existed at the date of acquisition identifies adjustments to the above amounts, then the accounting for the acquisition will be revised.

The preliminary fair value of the PP&E was determined based on the estimate of proved and probable reserves from an independent third party reserve evaluation prepared as at December 31, 2022 and adjusted for production from January 1, 2023 to March 22, 2023. Deferred taxes were calculated by applying the statutory tax rate to the PP&E right-of-use assets, decommissioning obligation, and lease liabilities fair values less available tax pools. The preliminary fair value of decommissioning obligations was determined based on applying a credit adjusted interest rate. The purchase price allocation related to the acquisition is preliminary and may be subject to adjustments, which may be material, pending completion of final valuations and specialist reports.

The contingent consideration is payable if the arithmetic average of the daily "close" of all quotations in US\$ for Dubai crude oil in the Platts Crude Oil Marketwire on a US\$/bbl basis (the "Benchmark") averages over US\$100 dollars for 2022, 2023 or 2024. No contingent consideration was payable for 2022 as the reference price did not average over US\$100. Such contingent consideration is capped at a maximum of US\$50 million, and each year is calculated independently of each other year. The contingent consideration is payable in January 2024 for 2023 amounts (if applicable), and January 2025 for any amounts related to 2024. For each of 2023 and 2024, the contingent consideration is calculated as US\$1.15 million per US\$1/bbl increase in the Benchmark over US\$100. The Company has used expected future price scenarios from a number of sources and discounted any possible payments at a credit adjusted interest rate. In Q2 2023, the Company has revised the price assumptions for 2024, which resulted in an impact on the expected cash flow to be US\$10.4 million and were discounted to US\$8.4 million.

### The Kris Acquisition

As announced on April 28, 2022, the Company entered into the Kris SPA with KrisEnergy (Asia) Ltd. to acquire all of the issued and outstanding shares of VETH, which held an interest in two operated licences in shallow water offshore Thailand Licence G10/48 and Licence G6/48. On June 15, 2022, the Kris Acquisition closed with US\$4.1 million in consideration paid, including the initial purchase price and maintenance and administrative costs incurred between the effective and closing date. Contingent payments of up to US\$7.0 million, based on future development milestones, remain outstanding. The fair value of the contingent payments is discussed further below.

To facilitate the Kris Acquisition, Valeura, with an 85% interest, and Panthera Thailand Pte. Ltd., ("Panthera"), with a 15% interest, created the SPV, to serve as the entity which completed the Kris Acquisition. The relationship between Valeura and Panthera as shareholders of the SPV was governed by a shareholder's agreement (the "Shareholders Agreement") which includes, among other things, provisions for the funding of the purchase price entirely by Valeura. Under the Shareholders Agreement, Valeura had control over the SPV. On December 27, 2022, Valeura increased its interest in the SPV to 87.5% and Panthera's share decreased to 12.5%. On March 21, 2023, Valeura acquired the remaining 12.5% ownership stake held by Panthera, resulting in the SPV becoming a wholly owned subsidiary of Valeura, and thereby increasing its effective interest in its entire Thailand portfolio.

The Kris Acquisition has been accounted for as a business combination under IFRS 3. The purchase price allocation is as follows:

<b>Consideration</b>	
Cash	\$ 4,053
Contingent consideration	4,109
<b>Total consideration</b>	<b>\$ 8,162</b>

  

<b>Purchase Price Allocation</b>	
Cash	\$ 22
Accounts receivable	1,014
Prepaid expenses and deposits	470
Inventory	326
Exploration and evaluation assets	2,375
Property, plant and equipment	26,196
Accounts payable	(1,770)
Decommissioning obligations	(18,879)
Bargain purchase gain	(1,592)
	<b>\$ 8,162</b>

The identifiable assets and liabilities have been measured at their individual fair values on the date of acquisition. Determinations of fair value often require management to make assumptions and estimates about future events.

## Financial Position and Liquidity

The Company's capital structure includes net working capital and shareholders' equity and amounts available under the Facility. The Company's objective when managing capital is to maintain a flexible capital structure which allows it to manage its operations safely and efficiently and execute its growth strategy, while maintaining a strong financial position.

The following provides selected financial information of the Company, which was derived from, and should be read in conjunction with, the Interim Financial Statements:

<i>US\$'000</i>	<b>Unaudited September 30, 2023</b>	<b>Audited December 31, 2022</b>
Non-current assets	421,166	39,665
Current assets	269,329	24,345
Non-current liabilities	277,147	24,455
Current liabilities	188,048	11,098
Shareholders' equity	225,300	28,457

As at September 30, 2023, the Company had a net working capital balance including cash of US\$81.3 million and adjusted net working capital of US\$110.3 million. Net working capital and adjusted net working capital are non-IFRS financial measures. See "Non-IFRS Financial Measures and Ratios" section within this MD&A for reconciliation and definition.

<i>US\$'000</i>	<b>Unaudited September 30, 2023</b>	<b>Audited December 31, 2022</b>
<b>Net working capital</b>	<b>81,281</b>	<b>13,247</b>
<b>Adjusted net working capital</b>	<b>110,258</b>	<b>13,247</b>

As at September 30, 2023, the Company had a net cash balance US\$103.7 million which consists of a cash balance of US\$116.5 million and outstanding debt of US\$12.9 million. Debt, outstanding debt, adjusted net working capital are non-IFRS financial measures. See "Non-IFRS Financial Measures and Ratios" section within this MD&A for reconciliation and definition. On October 20, 2023, the Company fully repaid the Facility.

<i>US\$'000</i>	<b>Unaudited September 30, 2023</b>	<b>Audited December 31, 2022</b>
Current portion of debt	12,592	5,900
Long-term debt	-	5,190
<b>Debt</b>	<b>12,592</b>	<b>11,090</b>
Reversal of accounting adjustments	259	-
<b>Outstanding debt</b>	<b>12,851</b>	<b>11,090</b>
Cash & cash equivalents	(100,002)	(17,516)
Restricted cash	(16,540)	(69)
<b>Cash balance</b>	<b>(116,542)</b>	<b>(17,585)</b>
<b>Net debt (cash)</b>	<b>(103,691)</b>	<b>(6,495)</b>

### Credit facilities and restricted cash

#### Credit Facilities

<i>US\$'000</i>	<b>Unaudited September 30, 2023</b>	<b>Audited December 31, 2022</b>
Facility, beginning of period	11,090	-
Advances	40,000	12,500
Arrangement fee	(1,000)	(885)
Financing transaction costs	(1,000)	(725)
Repayments	(39,649)	-
Interest and commitment fee paid	(3,006)	-
Interest and commitment accrued	-	121
Amortisation of financing transaction costs and arrangement fee	6,157	79
<b>Facility, end of period</b>	<b>12,592</b>	<b>11,090</b>
Current portion	12,592	5,900
Long-term portion	-	5,190

**Facility:** On November 11, 2022, subsidiaries of the Company signed agreements with a third-party marketer for a tranching secured credit facility (the "Facility") up to a maximum capacity of US\$80 million. The effective yield rate at September 30, 2023, is 19.9%. The Company is required to meet and maintain certain terms, conditions and covenants upon each draw date or at least semi-annually from the first draw date. Financial covenants include industry standard coverage and liquidity ratios, and a material adverse change clause which were disclosed in the Company's Q2 2023 MD&A. Draws on the Facility were US\$52.5 million at March 31, 2023. As at September 30, 2023, Valeura had repaid US\$39.6 million of the Facility. As at September 30, 2023, amount owing under the Facility was US\$12.6 million. On October 20, 2023, the Company fully repaid the Facility.

**Letter of credit facility:** The Company's holds an account performance security guarantee facility ("APSG Facility") with Export Development Canada. The initial limit of US\$1.0 million was raised to US\$11.0 million on March 10, 2023, and the expiry of the APSG Facility was extended to September 30, 2024. The APSG Facility, which was issued to National Bank of Canada ("NBC"), allows the Company to use the APSG Facility as collateral for certain letters of credit issued by NBC. The Company has issued approximately US\$10.4 million in letters of credit under the APSG Facility at current exchange rates.

#### Restricted Cash

The Company has restricted cash in the total amount of US\$16.5 million as at September 30, 2023 (2022 - US\$0.07 million). Of the US\$16.5 million, (i) US\$16.3 million is deposited with International banks in Thailand to secure financial security issued in accordance with Thailand decommissioning regulation; and (ii) US\$0.2 million is related to securing licence deposits with the General Directorate of Mining and Petroleum Affairs of the Republic of Turkey and for letters of credit lodged with the Thailand Customs Department.

## Selected Quarterly Information

		Three months ended							
		Sep 30, 2023	Jun 30, 2023	Mar 31, 2023	Dec 31, 2022	Sep, 30 2022	Jun 30, 2022	Mar 31, 2022	Dec 31, 2021
Production	<i>boe/d</i>	19,961	22,097	2,144	-	-	-	-	-
Oil Volumes Sold	<i>mdbl</i>	1,701	2,167	-	-	-	-	-	-
Net income /(loss) attributable to shareholders	<i>US\$'000</i>	(6,844)	(1,533)	197,431	(6,888)	(3,612)	333	(3,623)	(3,190)
<i>Per share: basic &amp; diluted</i>	<i>US\$</i>	<i>(0.07)/(0.07)</i>	<i>(0.15)/(0.14)</i>	<i>2.17 / 2.05</i>	<i>(0.07)/(0.07)</i>	<i>(0.04)/(0.04)</i>	<i>0.00/0.00</i>	<i>(0.04)/0.00</i>	<i>(0.04)/0.00</i>

## Outstanding Share Data

	Unaudited September 30, 2023
Common Shares	101,701,491
Stock options	7,415,664
<b>Fully diluted</b>	<b>109,117,155</b>

## Off Balance Sheet Arrangements

The Company had no material off-balance sheet arrangements outstanding as at September 30, 2023, other than those discussed herein.

## Financial Instruments

Financial instruments of the Company include cash, accounts receivable, accounts payable, accrued liabilities and debt. The carrying values of the financial instruments approximate their fair values due to their relatively short periods to maturity.

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

The Company's Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") have designed, or caused to be designed under their supervision, disclosure controls and procedures ("DC&P") to provide reasonable assurance that: material information relating to the Company is made known to the Company's CEO and CFO by others, particularly during the period in which the annual and interim filings are being prepared; and information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarised and reported within the time period specified in securities legislation.

The Company's CEO and CFO have designed, or caused to be designed under their supervision, internal controls over financial reporting ("ICFR") to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. The Company is required to disclose herein any change in the Company's ICFR that occurred during the period beginning on July 1, 2023, and ending on September 30, 2023, that has materially affected, or is reasonably likely to materially affect, the Company's ICFR. No material changes in the Company's ICFR were identified during such period that have materially affected, or are reasonably likely to materially affect, the Company's ICFR.

On March 22, 2023, the Company closed the Mubadala Acquisition. As permitted by and in accordance with NI 52-109, the CEO and CFO have limited the scope of our design of DC&P and ICFR to exclude controls, policies, and procedures of Busrakham Oil. This scope limitation is primarily due to the time required to assess the DC&P and ICFR relating to Busrakham Oil in a manner consistent with the Company's other operations. Further integration will take place as systems and processes align.

The Company notes that a control system, including the Company's disclosure and internal controls and procedures, no matter how well conceived can provide only reasonable, but not absolute, assurance that the objectives of the control system will be met, and it should not be expected that the disclosure and internal controls and procedures will prevent all errors or fraud.

## NON-IFRS FINANCIAL MEASURES AND RATIOS

**Adjusted EBITDAX:** Is a non-IFRS financial measure which does not have a standardised meaning prescribed by IFRS. This non-IFRS financial measure is included because management uses the information to analyse financial performance of the Company. Adjusted EBITDAX is calculated by subtracting from Oil revenues, royalties, operating costs, G&A, and adjusted for non-recurring charges and other non-recurring G&A costs and adding additional expenses the Company incurred as a result of the Mubadala Acquisition and Kris Acquisition in addition to costs associated with redundancies.

<i>US\$'000</i>	Three months ended	
	Unaudited September 30, 2023	Unaudited September 30, 2022
Oil revenues	149,352	-
Royalties	(20,528)	-
Operating Costs	(55,276)	(2,373)
Loss on inventory due to decline in net resale value associate with Wassana	968	-
General and administrative	(8,090)	(2,743)
Other non-recurring G&A costs	737	-
<b>Adjusted EBITDAX</b>	<b>67,163</b>	<b>(5,116)</b>

**Opex and Opex per bbl:** Is a Non-IFRS financial measures and non-IFRS financial ratio, respectively, which do not have standardised meanings prescribed by IFRS. These are included because management uses the information to analyse cash generation and financial performance of the Company. Opex represents the operating cash expenses incurred by the Company during the period including the leases that are associated with operations, such as bareboat contracts for key operating equipment, such as FSOs, FPSOs, and warehouses. Opex is calculated by effectively adjusting non-cash items from the Operating Cost in the financial statements and adding lease costs. Opex is divided by production in the period to arrive at Opex per bbl.

<i>US\$'000</i>	Three months ended	
	Unaudited September 30, 2023	Unaudited September 30, 2022
<b>Operating Costs</b>	<b>55,276</b>	<b>2,373</b>
Reversal of Loss of Net Realisable Value (Wassana)	3,774	-
<b>Cost Of Goods Sold</b>	<b>59,050</b>	<b>2,373</b>
Reversal of accounting adjustments related to PPA inventory valuation	6,220	-
Reversal of capitalised pre-production and pre-sale operating costs	(11,925)	-
<b>Opex (excluding Leases)</b>	<b>53,345</b>	<b>2,373</b>
Leases	9,065	-
<b>Opex</b>	<b>62,410</b>	<b>2,373</b>
Production Volumes during the period (mdbl)	1,836	-
<b>Opex per bbl<sup>(1)</sup> (US\$/bbl)</b>	<b>34.0</b>	<b>n.a</b>

**Adjusted cashflow from operations:** Is a non-IFRS financial measures which does not have a standardised meaning prescribed by IFRS. This non-IFRS finance measure is included because management uses the information to analyse cash generation and financial performance of the Company. Adjusted Cashflow from operations is calculated by subtracting from Oil revenues, royalties, Opex, General and administrative costs which are adjusted for non-recurring charges, and accrued PITA tax and SRB expenses.

<i>US\$'000</i>	Three months ended	
	Unaudited September 30, 2023	Unaudited September 30, 2022
Oil Revenues	149,352	-
Royalties	(20,528)	-
Opex	(62,410)	(2,373)
Recurring G&A costs	(7,353)	(2,743)
<b>Adjusted Pre Tax Cashflow From Operations</b>	<b>59,061</b>	<b>(5,116)</b>
Income Tax / PITA tax	(21,092)	-
SRB expenses	(4,116)	-
<b>Adjusted cashflow from operations</b>	<b>33,853</b>	<b>(5,116)</b>
Production during the period	1,836	-
<b>Adjusted cashflow from operations per bbl (US\$/bbl)</b>	<b>18.4</b>	<b>n.a</b>



**Debt & Outstanding debt & Net debt / Net cash:** Are non-IFRS financial measures which do not have a standardised meaning prescribed by IFRS. These non-IFRS financial measures are provided because management uses the information to a) analyse financial strength and b) manage the capital structure of the Company. These non-IFRS measures are used to ensure capital is managed effectively in order to support the Company's ongoing operations and needs.

<i>US\$'000</i>	<b>Unaudited September 30, 2023</b>	<b>Audited December 31, 2022</b>
Current portion of debt	12,592	5,900
Long-term debt	-	5,190
<b>Debt</b>	<b>12,592</b>	<b>11,090</b>
Reversal of accounting adjustments	259	-
<b>Outstanding Debt</b>	<b>12,851</b>	<b>11,090</b>
Cash & cash equivalents	(100,002)	(17,516)
Restricted cash	(16,540)	(69)
<b>Cash balance</b>	<b>(116,542)</b>	<b>(17,585)</b>
<b>Net debt (cash)</b>	<b>(103,691)</b>	<b>(6,495)</b>

**Net working capital and Adjusted net working capital:** are non-IFRS financial measures which does not have a standardised meaning prescribed by IFRS. These non-IFRS financial measures are included because management uses the information to analyse liquidity and financial strength of the Company. Net working capital is calculated by adding back current leases liability to net working capital.

<i>US\$'000</i>	<b>Three months ended</b>	
	<b>Unaudited September 30, 2023</b>	<b>Unaudited September 30, 2022</b>
Current assets	269,329	27,845
Current liabilities	(188,048)	(7,193)
Net working capital	<b>81,281</b>	<b>20,652</b>
Current lease liabilities	28,977	-
<b>Adjusted net working capital</b>	<b>110,258</b>	<b>20,652</b>

**Capex:** is a non-IFRS measure which does not have a standardized meaning prescribed by IFRS. Capex is defined as the addition in capital expenditure for drilling, brownfield, and other PP&E.

# BUSINESS RISKS AND UNCERTAINTIES

The reader is referred to the Annual Financial Statements, and 2022 AIF for a more complete description of risks. As a result of the Mubadala Acquisition and Kris Acquisition, the following risk factors were more prevalent as at September 30, 2023: failure to realise transactions and anticipated benefits related to mergers and acquisitions; exploration, development and production risks; acquisitions, dilution and availability of debt; climate change legislation; capital requirements; and price volatility, markets and marketing. In addition, the following risk factors have been modified to include mention of Thailand:

## Offshore operational risks relating to Thailand

Valeura's Thailand operations are subject to all the operational risks inherent to offshore exploration, development and production of hydrocarbons and the drilling of wells, including, unsatisfactory performance of service providers engaged to carry out operations required for the drilling and analysis of wells, natural disasters, encountering unexpected formations or pressures, premature declines of reservoirs, invasion of water into producing formations, formations with abnormal pressures, mechanical problems with equipment, potential for substantial environmental damage, blow-outs, cratering, fires and spills, all of which could result in personal injuries, loss of life and damage to the property of the Company and others. The Company believes that governments throughout the world could implement stricter regulations on environmental protection, risk prevention and other forms of restrictions to drilling and other well operations. These new regulations and legislation, as well as evolving practices, could increase the cost of compliance and may also require changes to the Company's drilling operations, exploration, development and production plans and may lead to higher costs of operations.

The Company will be actively exploring for, developing and producing hydrocarbons in the Gulf of Thailand. Offshore operations involve different risks than onshore operations due in part to the remoteness of operations. Oil and natural gas exploration, development and production involve many risks that even a combination of experience, knowledge and careful evaluation may not be able to overcome. Fires and explosions on drilling rigs, offshore installations or marine vessels are more likely to result in personal injury, loss of life and damage to property due to the remote locations, confined spaces and time required for rescue personnel to get to the location. Blow-outs and spills are more likely to result in significant environmental damage to the marine environment and can be difficult to contain and difficult and expensive to remediate. Also, offshore operations are subject to marine perils, including severe storms and other adverse weather conditions and vessel collisions, as well as interruptions or termination by governmental authorities based on safety, environmental and other considerations. There can be no assurance that these risks can be avoided. Failure to manage these risks could result in injury or loss of life, damage to property, environmental damage, and could result in regulatory action, legal liability, loss of revenues and damage to the Company's reputation and could have a material adverse effect on the Company's operations, project returns or financial condition.

## Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting its ongoing liabilities, obligations and commitments. With the ongoing development of the Company's offshore Thailand properties, the Company has significant commitments and capital expenditure requirements. On this basis, the Company has secured financing arrangements. The ability of the Company to draw on its financing requires the Company to meet and maintain certain terms, conditions and covenants of which there is no guarantee that the Company will be able to do. Any additional financing that may be required is subject to the financial markets, economic conditions for the oil and gas industry, and volatility in the debt and equity markets. These factors have made, and will likely continue to make it challenging to obtain cost-effective funding. There is no assurance additional financings will be available. In the event the Company is not successful in maintaining its financing arrangements, obtaining additional funding or of obtaining funding on terms that are acceptable to the Company, this will significantly impact the Company's ability to develop its oil and gas properties and enable them to become producing. The Company maintains and monitors a certain level of cash which is used to finance operating and capital expenditures.

## The Company is impacted by rising inflationary pressures

Inflation rates in jurisdictions that the Company operates in increased significantly in 2022, rising above the target inflation rate ranges set by governing central banks and continued to rise throughout Q3 2023. A significant portion of the upward pressure on prices has been attributed to the rising costs of labour, energy, food, motor vehicles and housing, continuing global supply-chain disruptions and the impact of the Russian invasion of Ukraine. Inflation increases may or may not be transitory. However, any sustained upward trajectory in the inflation rate could have an impact on the Company's results by applying upward pressure on the Company's costs in 2023 and future periods. The Company's potential inability to manage costs resulting from inflation may impact project returns and future development decisions, which could have a material adverse effect on its financial performance and funds from operations.

The cost or availability of oil and gas field equipment may adversely affect the Company's ability to undertake future projects. The oil and gas industry is cyclical in nature and is prone to shortages of supply of equipment and services including drilling rigs, geological and geophysical services, engineering and construction services, major equipment items for infrastructure projects and construction materials generally. These materials and services may not be available when required at reasonable prices. A failure to secure the services and equipment necessary to Valeura's operations for the expected price, on the expected timeline, or at all, may have an adverse effect on the Company's financial performance and funds from operations. The Company continues to monitor inflationary pressures in the jurisdictions in which it operates and assess any potential effects on the Company's operations.

## Variations in foreign exchange rates and interest rates, and hedging

**Foreign exchange rates:** The Company's revenue streams in Thailand are in US\$ and the Thai Baht ("THB"), while a significant portion of its capital expenditures and many of its operating expenditures are denominated in US\$. Payments to governments such as taxes and royalties in both Thailand and Turkey are made mostly in local currencies. The Company's exposure is partially offset by an in a natural match in receipts and expenditure in THB. The Company had no forward exchange contracts in place as at September 30, 2023.

**Interest rates:** Interest rate risk is the risk to earnings due to uncertain future interest rates on borrowings. The Company will take into account the level of external debt, current interest rates and market expectations in comparison to historic trends and volatility in making the decision to hedge.

A failure to secure the services and equipment necessary to the Company's operations for the expected price, on the expected timeline, or at all, may have an adverse effect on the Company's financial performance and cash flows. The Company's operating costs could escalate and become uncompetitive due to supply chain disruptions, inflationary cost pressures, equipment limitations, escalating supply costs, and input prices, and additional government intervention through stimulus spending or additional regulations. The Company's inability to manage costs may impact project returns and future development decisions, which could have a material adverse effect on its financial performance and cash flows.

## Credit Risk

The Company may be exposed to third party credit risk through contractual arrangements with counterparties who buy the Company's hydrocarbon products. The Company's policy is to limit credit risk by only entering into oil and gas sales agreements with reputable and creditworthy oil and gas and trading companies. Where it is determined that there is a credit risk for oil and gas sales, the Company's policy is to require credit enhancement from the purchaser.

The Company's policy on joint venture parties is to rely on the provisions of the underlying joint operating agreements to take possession of the licence or the joint venture partner's share of production for non-payment of cash calls or other amounts due. In addition, cash is to be held and transacted only through major banks.

### The use of foreign subsidiaries by the Company may affect the Company's ability to pay dividends or make distributions

The Company conducts its operations in Thailand and Turkey through a series of wholly owned subsidiaries registered in Singapore, the British Virgin Islands, the Cayman Islands and Thailand. The Company's ability to pay dividends on the Common Shares is reliant on the ability of these subsidiaries to generate cash flow and pay dividends or make other distributions to the Company. The ability of subsidiaries to make payments to the Company may be constrained by, among other things: (i) the level of taxation, particularly corporate profits and withholding taxes, in the operating jurisdictions; (ii) the introduction of exchange controls; and (iii) local law requirements in relation to the payments of dividends and distributions.

# CRITICAL ACCOUNTING POLICY

## Basis of consolidation

- I. **Subsidiaries:** *Subsidiaries are entities controlled by the Company. Control exists when the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, substantive potential voting rights are taken into account. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.*

*The acquisition method of accounting is used to account for acquisitions of subsidiaries and assets that meet the definition of a business under IFRS. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The excess of the cost of acquisition over the fair value of the identifiable assets, liabilities and contingent liabilities acquired is recorded as goodwill. If the cost of acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognised immediately in earnings.*

- II. **Jointly controlled operations and jointly controlled assets:** *A portion of the Company's exploration and development activities are conducted jointly with others. The joint interests are accounted for on a proportionate consolidation basis and as a result the financial statements reflect only the Company's proportionate share of the assets, liabilities, revenues, expenses and cash flows from these activities.*

Name of the joint arrangement	Nature of the relationship with the joint arrangement	Principal place of operation of joint arrangement	Thai Licence regime	Proportion of participating share
G10/48 Concession (1)	Operator	Gulf of Thailand	Thai III	100% (all rights)
B5/27 Concession (2)	Operator	Gulf of Thailand	Thai I	100% (all rights)
G1/48(3)	Operator	Gulf of Thailand	Thai III	70% (all rights)
G11/48(4)	Operator	Gulf of Thailand	Thai III	90% (all rights)
West Thrace Deep Joint Venture	Operator	Turkey	N/A	63% (all rights)
Bernali Deep Joint Venture	Operator	Turkey	N/A	100% (all rights)

(1) *The Company's interest in the G10/48 Concession is held by Valeura Energy (Thailand) Ltd. and Valeura Energy (Gulf of Thailand) Ltd.*

(2) *The Company's interest in the B5/27 Concession is held by Busrakham Jasmine Ltd.*

(3) *The Company's interest in the G1/48 Concession is held by Busrakham Manora Ltd.*

(4) *The Company's interest in the G11/48 Concession is held by Busrakham G11 Ltd (67.5%) and Busrakham Nong Yao Ltd. (22.5%)*

- III. **Transactions eliminated on consolidation:** *intercompany balances and transactions, and any unrealised income and expenses arising from intercompany transactions, are eliminated in preparing the consolidated financial statements.*

## Revenue from contracts with customers

Valeura's petroleum and natural gas revenues from the sale of natural gas and crude oil are based on the consideration specified in the contracts with customers. Crude oil sales in Thailand are conducted on a tender basis for both domestic and export sales. The reference price generally used for Thai crude oil is Dubai crude oil.

Valeura recognises revenue when it transfers control of the product to the customer, which is generally when legal title passes to the customer and collection is reasonably assured. Valeura evaluates its arrangements with third parties and partners to determine if Valeura is acting as the principal or as the agent. Valeura is considered the principal in a transaction when it has primary responsibility for the transaction. If Valeura acts in the capacity of an agent rather than as a principal in a transaction, then the revenue is recognised on a net basis, only reflecting the fee, if any realised by Valeura from the transaction.

## Royalties

Royalty arrangements that are based on production or sales are recognised by reference to the underlying arrangement.

- Royalties to government in Thailand: *Royalties to government are based on sales volumes and are payable in cash in the month following sales. Royalties for Thai I licences are a flat 12.5%, and for Thai III licences are a sliding scale between 5% and 15% based on sales volumes.*
- Payments to previous owner in Thailand: *Under the terms of the sales and purchase agreement between the Company and the previous*

owner of concession B5/27, the Company is required to make payments to the previous owner in cash based on sales volumes computed as follows: 1) 6% of gross revenue from certain production areas within concession B5/27; 2) US\$2 per barrel of oil produced from certain production areas within concession B5/27; and 3) 4% of gross revenue from certain production areas other than that mentioned in (i) above within concession B5/27.

- Royalties to government in Turkey: Royalties to government for natural gas production are 12% based on production volumes and are payable in the month following production.

## Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

As a lessee the Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Right-of-use assets are initially measured at an amount equal to the lease liability, adjusted by the amount of any prepaid amount. It is subsequently measured at cost less any accumulated depreciation and impairment losses and adjusted for certain re-measurement of the lease liability. Right-of-use assets for assets related to oil and gas production are depreciated on a unit of production basis. All other leased assets are depreciated based on a straight-line basis over the shorter of its estimated useful life and the lease term. Right-of-use assets are subject to impairment review similar to PP&E assets.

## Employee benefits

Short-term employee benefits: Salaries, annual rewards and related employment welfare are recognised as expenses when incurred.

Post-employment benefits: The Company has both defined benefit and defined contribution schemes. A defined contribution plan is a plan under which the Company pays fixed contributions into a separate entity. The Company has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods. The cost of defined contribution benefits is expensed as earned by employees. These benefits are unfunded and are expensed as the employees provide service.

Defined benefit plans define an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and compensation.

The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method.

Re-measurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest) are recognised immediately in other comprehensive income. The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in statement of comprehensive income.

## Inventory

Inventory consists of the Company's unsold Thailand crude oil barrels and spare parts. Inventories are valued at the lower of cost and net realisable value. Cost is determined using the weighted average method, and includes expenditure incurred in acquiring the inventories and bringing them to their existing location and condition. Net realisable value represents the estimated selling price in the ordinary course of business less costs to sell. Costs for unsold crude oil include operating expenses, and depletion associated with the crude oil barrels. Critical spares are capitalised and are part of PP&E. The Company assesses the net realisable value of the inventories at the end of each year and recognises the appropriate impairment if this value is lower than the carrying amount. When the circumstances that previously caused inventories to be written down no longer exist or when there is clear evidence of an increase in net realisable value because of changed economic circumstances, the amount of the write-down is reversed.

## Non-controlling interest

Where there is a party with a non-controlling interest in a subsidiary that the Company controls, that non-controlling interest is reflected as "non-controlling interest" in the Interim Financial Statements. The non-controlling interests in net income (loss) and comprehensive income (loss) of consolidated subsidiaries are shown as an allocation of the consolidated net income (loss) and comprehensive income (loss) and are presented separately in "net income (loss) attributable to non-controlling interest" and "comprehensive income (loss) attributable to non-controlling interest". The only non-controlling interest presented relates to ownership of the SPV, a direct Singapore subsidiary of Valeura, which owns all of the Q2 2022 purchased Thailand companies.

On December 27, 2022, Valeura increased its ownership stake in the SPV from 85% to 87.5% as a result of Valeura's cumulative cash contributions to the SPV. On March 21, 2023, the Company acquired the remaining minority interest in the SPV. Through a share exchange agreement, Valeura acquired the 12.5% ownership stake held by the SPV's minority owners, resulting in the SPV becoming a wholly owned subsidiary of Valeura, and thereby increasing its effective interest in its entire Thailand portfolio. As consideration, the Company issued to the minority shareholders of the SPV an aggregate of 9.5 million Common Shares issued are prohibited from being sold for a period of four months, with the remaining 50% restricted from sale for a period of nine months, without otherwise obtaining consent from Valeura.

## Use of Estimates and Judgments

The preparation of 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 Annual Financial Statements, and the interim consolidated statements for a description of estimates and judgments. The reader is also referred to the new accounting policies during Q3 2023.

## ACRONYMS

bbl/d	barrels of oil per day
bbls	Barrels of oil
Concessions	concessions and other similar agreements entered into with a host government providing for petroleum operations in a defined area
E&E	Exploration and Evaluation
EBITDAX	Earnings before interest, tax, depreciation, depletion & amortisation and exploration expense
FPSO	Floating Production, Storage and Offloading vessel
FSO	Floating Storage and Offloading vessel
MD&A	Management's Discussion and Analysis.
mdbl	one thousand barrels of oil
mdbl	one million barrels of oil
NI 52-109	National Instrument 52-109 – Certification of Disclosure in Issuers' Annual and Interim Filings
PITA	Petroleum Income Tax Act
SRB	Special remuneratory benefit
US	United States of America
US\$	US dollars

## FORWARD-LOOKING STATEMENTS

Certain information included in this MD&A constitutes forward-looking information under applicable securities legislation. Such forward-looking information is for the purpose of explaining management's current expectations and plans relating to the future. Readers are cautioned that reliance on such information may not be appropriate for other purposes, such as making investment decisions. Forward-looking information typically contains statements with words such as "anticipate", "believe", "expect", "plan", "intend", "estimate", "propose", "project", "target" or similar words suggesting future outcomes or statements regarding an outlook. Forward-looking information in this MD&A includes, but is not limited to: the total cash consideration and quantum for any contingent consideration in respect of the Mubadala Acquisition; the Company's outlook and guidance for the assets acquired in the Mubadala Acquisition; certain contingent payments of up to a further US\$7.0 million under the Kris Acquisition relating to further development milestones; anticipated 2023 operating costs and capital expenditures; certain contingent payments of up to a further US\$50.0 million under the Mubadala Acquisition relating to future price scenarios; statements regarding the Company's forward guidance expectations for 2023; the expectation that a MOPU is expected to be hooked up/installed to the Nong Yao C accumulation field area in early 2024, followed by development drilling; expected extension of economic life of the asset at the Manora oil field; expected timing of continuing production at the Wassana oil field following the precautionary suspension; the timing and implementing of a sustainability report disclosing key environmental, social, and governance performance; the Company's farm down process for the Deep Gas Play continuing; working to secure a partner in connection with the Deep Gas Play; decommissioning obligations; the search for additional M&A opportunities and pursuit of organic growth opportunities; the potential of the Deep Gas Play in the Thrace Basin; Valeura's operations and outlook; the required level of capital spending and requirements; the ability to meet and maintain certain terms, conditions and covenants of the Facility; future economic conditions; expectations regarding the drilling programme continuing on the Jasmine/Ban Yen oil field; expectations regarding infill drilling on the Nong Yao oil field; the intention to conduct infill drilling on the Manora oil field; planning and timing for the expected development of the Nong Yao C accumulation; intention to re-invest assets and develop organic growth opportunities; continued pursuit of inorganic opportunities within the Thailand and broader Southeast Asia region; and future liquidity.

Forward-looking information is based on management's current expectations and assumptions regarding, among other things: the Company's ability to integrate assets and employees from the Mubadala Acquisition and Kris Acquisition; the ability to successfully increase production from the Wassana oil field and the timing; the ability to achieve oil sales from Wassana and generate net cash flows at current commodity prices; the ability to fully identify and execute infill drilling opportunities in the Wassana oil field; the ability to continue ongoing production operations at the Jasmine/Ban Yen, Manora, and Nong Yao fields; the ability to successfully pursue further opportunities in Thailand; the ability to identify attractive M&A opportunities to support growth; continued safe, reliable and environmentally responsible operations and ability to proceed in a timely manner; the ability to satisfy the conditions precedent under the Facility; the ability to meet and maintain certain terms, conditions and covenants under the Facility; future sources of funding; future economic conditions; the ability to manage costs related to inflation; the ability of the Company to execute its strategy; the Company's ability to effectively manage growth; political stability of the areas in which Valeura is operating and completing transactions; the success of the Deep Gas Play; the ability of the Company to satisfy the drilling and other requirements under its licences and leases; continued operations of and approvals forthcoming from the governments and regulators in a manner consistent with past conduct; future drilling activity on the required/expected timelines; the prospectivity of the Company's lands; the continued favourable pricing and operating netbacks across its business; future production rates and associated operating netbacks and cash flow; the ability to reach agreement with partners; the ability of the Company to maintain its directors, senior management team and employees with relevant experience; the ability of the Company to successfully manage the political and economic risks inherent in pursuing oil and gas opportunities in Thailand and Turkey; field production rates and decline rates; the impact of increasing competition; the ability of the Company to obtain qualified staff, equipment and services in a timely and cost efficient manner to develop its business and execute work programmes; the Company's ability to operate the properties in a safe, environmentally responsible, efficient and effective manner; the timing and costs of pipeline, storage and facility construction and expansion; future oil and natural gas prices; currency, exchange rates; interest rates; the ability of the Company to maintain effective ICFR; the regulatory framework regarding royalties, taxes and environmental matters; the ability of the Company to successfully market its oil and natural gas products; the continued minimal effect on the Company's ability to operate from various geopolitical unrest; the state of the capital markets; future commodity prices; the impact of the Russian invasion of Ukraine; royalty rates and taxes; future capital and other expenditures; the success obtained in drilling new wells and working over existing wellbores; the performance of wells and facilities; the availability of the required capital to fund its exploration, development and other operations, and the ability of the Company to meet its commitments and financial obligations; the ability of the Company to secure adequate processing, transportation, fractionation and storage capacity on acceptable terms; the capacity and reliability of facilities; the application of regulatory requirements respecting abandonment and reclamation; the recoverability of the Company's reserves and contingent resources; future growth; the sufficiency of budgeted capital expenditures in carrying out planned activities; global energy policies going forward; future debt levels; and the ability of the Company to obtain financing on acceptable terms. In addition, the Company's work programmes and budgets are in part based upon expected agreement among joint venture partners and associated exploration, development and marketing plans and anticipated costs and sales prices, which are subject to change based on, among other things, the actual results of drilling and related activity, availability of drilling, offshore storage and offloading facilities and other specialised oilfield equipment and service providers, changes in partners' plans and unexpected delays and changes in market conditions. Although the Company believes the expectations and assumptions reflected in such forward-looking information are reasonable, they may prove to be incorrect.

Forward-looking information involves significant known and unknown risks and uncertainties. Exploration, appraisal, and development of oil and natural gas reserves and resources are speculative activities and involve a degree of risk. A number of factors could cause actual results to differ materially from those anticipated by the Company including, but not limited to: offshore operation risks relating to Thailand; use of foreign subsidies risks; the risks associated with the oil and gas industry (e.g. operational risks in exploration, inherent uncertainties in interpreting geological data, and changes in plans with respect to exploration or capital expenditures, the uncertainty of estimates and projections in relation to costs and expenses, and health, safety, environmental risks and climate change risks); the ability of management to execute its business plan or realise anticipated benefits from the Mubadala Acquisition and Kris Acquisition; competition for specialised equipment and human resources; the Company's ability to manage growth; the Company's ability to manage the costs related to inflation; disruption in supply chains; the risks of currency fluctuations; changes in interest rates, oil and gas prices and netbacks; potential changes in joint venture partner strategies and participation in work programmes; potential assertions of pre-emptive rights by a partner or potential disputes with a partner in connection with the Kris Acquisition; the ability to maintain effective ICFR; the ability to secure a new partner for Deep Gas Play; the ability to execute potential M&A opportunities; the risk that the conditions precedent under the Facility will not be satisfied and that other financing may not be available; liquidity risk; uncertainty regarding the sustainability of initial production rates and decline rates thereafter; uncertainty regarding the contemplated timelines for further testing and production activities; uncertainty regarding the state of capital markets and the availability of future financings; the risk of being unable to meet drilling deadlines and the requirements under licences and leases; uncertainty regarding the contemplated timelines and costs for offshore development plans in Thailand and the Deep Gas Play evaluation in Turkey; the risks of disruption to operations and access to worksites, threats to security and safety of personnel and potential property damage related to political issues, terrorist attacks, insurgencies or civil unrest; the risks of increased costs and delays in timing related to protecting the safety and security of Valeura's personnel and property; political stability in the countries in which it operates; the risk of changing commodity prices; the risk of foreign exchange rate fluctuations; the risk of partners having different views on work programmes and potential disputes among partners; counterparty risks; the uncertainty regarding government and other approvals (potential changes in laws and regulations); the risks associated with weather delays and natural disasters; and the risk

associated with international activity. The forward-looking information included in this MD&A is expressly qualified in its entirety by this cautionary statement. See the 2022 AIF for a detailed discussion of the risk factors.

Certain forward-looking information in this MD&A may also constitute the "financial outlook" within the meaning of applicable securities legislation. Financial outlook involves statements about Valeura's prospective financial performance or position and is based on and subject to the assumptions and risk factors described above in respect of forward-looking information generally as well as any other specific assumptions and risk factors in relation to such financial outlook noted in this MD&A. Such assumptions are based on management's assessment of the relevant information currently available, and any financial outlook included in this MD&A is made as of the date hereof and provided for the purpose of helping readers understand Valeura's current expectations and plans for the future. Readers are cautioned that reliance on any financial outlook may not be appropriate for other purposes or in other circumstances and that the risk factors described above or other factors may cause actual results to differ materially from any financial outlook.

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

# CONTACT INFORMATION

## Head Office

111 Somerset Road #09-31  
Singapore 238164

Bow Valley Square 1  
Suite 1200, 202 – 6th Avenue SW  
Calgary, Alberta T2P 2R9  
Canada

## Key Spokespersons

Sean Guest, President and CEO  
Yacine Ben-Meriem, CFO  
General Inquiries: [Contact@valeuraenergy.com](mailto:Contact@valeuraenergy.com)

## Capital Markets / Investor Inquiries

Robin James Martin, Vice President, Communications and Investor Relations  
Phone: +1 403 975 6752 (Canada) / +44 7392 940495 (UK)  
Investor Inquiries: [IR@valeuraenergy.com](mailto:IR@valeuraenergy.com)

## Media Inquiries

CAMARCO Financial PR  
Owen Roberts / Billy Clegg  
Phone: +44 (0) 20 3757 4980  
Media Inquiries: [Valeura@camarco.co.uk](mailto:Valeura@camarco.co.uk)



