



**JERICO ENERGY VENTURES INC.  
MANAGEMENT DISCUSSION AND ANALYSIS (“MD&A”)  
For the interim period ended September 30, 2022  
(Expressed in CDN\$ unless otherwise indicated)**

The following Management’s Discussion and Analysis (“MD&A”) of the financial condition and results of operations of Jericho Energy Ventures Inc. (“Jericho” or “the Company”) for the period ended September 30, 2022 is dated November 22, 2022 and should be read in conjunction with the Company’s unaudited condensed interim consolidated financial statements for the three and nine months ended September 30, 2022, as well as the Company’s audited consolidated annual financial statements for the year ended December 31, 2021. The unaudited condensed interim consolidated financial statements and the audited consolidated annual financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS” or “GAAP”) as issued by the International Accounting Standards Board.

**INTRODUCTION**

Jericho was incorporated on October 21, 2010 under the Laws of British Columbia and was listed on the TSX Venture Exchange after completion of its initial public offering on May 29, 2012. The Company’s name was changed from Dakar Resource Corp. to Jericho Oil Corporation in 2014, and to Jericho Energy Ventures in March 2021. The Company trades on the TSX Venture Exchange under the symbol “JEV”, and on the United States OTC exchange under the symbol “JROOF”. The head office, principal address and records office of the Company are located at Suite 2100 - 1055 W. Georgia Street, Vancouver, British Columbia, Canada, V6E 3P3.

Consistent with the Company’s name change in March 2021, Jericho began expanding its energy portfolio to advance the global low-carbon energy transition with investments in hydrogen technologies, energy storage, carbon capture and new energy systems. Jericho’s first step to diversify its business into clean energy was executed with the acquisition of the assets of California-based Hydrogen Technologies Inc. during the first quarter of 2021. For further discussion of the Company’s diversification efforts, see the section *2022 Outlook* in this MD&A.

Jericho’s legacy business is a traditional, independent oil and natural gas company engaged in the exploration, development and production of crude oil and natural gas. Jericho’s operations are primarily focused on exploration and development activities in the Hunton, Mississippi Lime, Woodford Shale and the Anadarko Basin STACK Play formations in Oklahoma where it holds approximately 55,000 net acres of developed and undeveloped acreage.

## OVERVIEW AND RESULTS OF OPERATIONS

World markets have shown signs of recovery from the global pandemic experienced in 2020 throughout 2021 and in early 2022. However, the military conflict between Russia and Ukraine, inflation, and supply chain challenges continue weighing on markets in 2022. Spot prices for commodity products have been volatile throughout 2022, and have risen to multi-year highs, but uncertainty still weighs on forward pricing used to value oil and gas reserves. Jericho's results of operations for the first nine months of 2022 reflect the impact of higher commodity prices, and greater costs incurred for corporate overhead and diversifying its clean energy assets.

The following table summarizes the results of operations for Jericho for the three and nine months ended September 30, 2022, compared with the same periods of 2021.

### Consolidated Statements of Income (Loss) (Unaudited)

(Expressed in Canadian dollars)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Net product revenue	\$ 5,069	\$ 10,550	\$ 26,665	\$ 49,551
Operating expenses				
Production costs	3,186	6,750	12,608	33,496
Depletion, depreciation and amortization	183,983	1,453	543,039	2,577
Accretion of decommissioning liabilities	—	69	64	207
General and administrative expenses	1,250,563	1,184,635	5,979,952	4,638,419
Foreign exchange (gain) loss	(8,772)	(101,352)	(19,360)	4,925
Total operating expenses	1,428,960	1,091,555	6,516,303	4,679,624
Share of income from equity investments	336,701	312,183	1,004,809	206,566
Operating loss	(1,087,190)	(768,822)	(5,484,829)	(4,423,507)
Other income (loss)				
Interest expense	(212,156)	—	(613,433)	—
Other income (loss)	—	(137,449)	(954)	24,363
Gain on disposal of petroleum properties	—	—	—	95,574
Write-off of prepayment on investment	—	(391,989)	—	(391,989)
	(212,156)	(529,438)	(614,387)	(272,052)
<b>Net Loss</b>	<b>\$ (1,299,346)</b>	<b>\$ (1,298,260)</b>	<b>\$ (6,099,216)</b>	<b>\$ (4,695,559)</b>
<b>Net Loss for periods included</b>	<b>\$ (1,299,346)</b>	<b>\$ (1,298,260)</b>	<b>\$ (6,099,216)</b>	<b>\$ (4,695,559)</b>

### Net loss for the period

The Company experienced unfavorable operating results for the three and nine months ended September 30, 2022 compared to the same periods in 2021. The Company has experienced higher general and administrative expenses and higher depletion, depreciation, and amortization in 2022 since the

## **OVERVIEW AND RESULTS OF OPERATIONS (continued)**

acquisition of Hydrogen Technologies, Inc. in 2021. In addition, unfavorable results include higher interest expense due to the issuance of convertible debentures in early 2022. The unfavorable results were partially offset by an improvement of the share of income from equity investments compared to the same periods in 2021.

### **Depletion, depreciation and amortization**

Depletion, depreciation and amortization expense increased for the nine months ended September 30, 2022 compared to the same period in 2021 due to the amortization of intangible assets acquired in 2021.

### **General and administrative expenses**

General and administrative expenses increased in the nine months ended September 30, 2022 compared with the same period of 2021 primarily due to higher share-based compensation expense, combined with increased activity related to expanding our clean energy business, including new personnel and greater legal fees.

### **Share of income (loss) from equity investments**

The Company's share of income (loss) from equity investments increased for the nine months ended September 30, 2022 compared with the same period of 2021 primarily due to higher realized commodity prices.

### **Interest expense**

The Company experienced higher interest expense due to the issuance of \$5.7 million of convertible debentures in early 2022.

### **Oil and Gas Operations**

Jericho conducts its oil and gas operations through its subsidiaries and various joint arrangements in the state of Oklahoma. The Company classifies its interests in joint arrangements as either joint operations (if Jericho has rights to the assets and obligations for the liabilities relating to an arrangement), or joint ventures (if Jericho has rights only to the net assets of an arrangement).

In the case of a joint operation, the Company combines its share of the joint operations' individual income and expenses, assets and liabilities and cash flows on a line-by-line basis with similar items in the Company's consolidated financial statements. Jericho's joint operations relate to a working interest in one well in Oklahoma.

In the case of a joint venture whereby the participating parties have joint control and only rights to the net assets of the arrangement, the Company accounts for its interests using the equity method. Under the equity method of accounting, the carrying amount of the investment reflected on the consolidated statement of

**OVERVIEW AND RESULTS OF OPERATIONS (continued)**

financial position as equity investments is adjusted to recognize changes in Jericho's share of net assets of each joint venture since the acquisition date less distributions received or any impairments. Jericho's share of the results of operations of its joint ventures and associates is reflected on the consolidated statement of comprehensive income (loss) as share of income (loss) from equity investments.

Jericho's oil and gas operations accounted for using the equity method are held through various joint ventures and associates in Oklahoma as presented below:

	September 30, 2022	December 31, 2021
Eagle Road Oil, LLC ("Eagle Road")	50 %	50 %
Lurgan Oil, LLC ("Lurgan")	50 %	50 %
Jericho Buckmanville Oil, LLC ("Buckmanville")	50 %	50 %
RSTACK Walnut, LLC ("Walnut")	26.5 %	26.5 %
Cherry Rancher, LLC ("Cherry Rancher")	31 %	31 %

The following discussion will summarize the results of operations for Jericho and its related joint arrangements in Oklahoma.

Joint Venture and Equity Investment Operating Statements to September 30, 2022

The following tables present a reconciliation of 100% joint venture partners' income to Jericho's share of income (loss) from equity investments for the nine months ended September 30, 2022 and 2021 based on IFRS. Please also refer to the Company's share of investment in the joint ventures in Canadian dollars under IFRS in Note 5 of the unaudited condensed interim consolidated financial statements for the period ended September 30, 2022.

Nine Months Ended September 30, 2022	Eagle Road	Lurgan	Buckmanville	Walnut	Cherry Rancher	Total
100% Net income (loss) in US\$	(38,448)	241,398	1,167,357	248,756	102,753	1,721,816
100% Net income (loss) in CDN\$	(49,344)	309,811	1,498,186	319,254	131,873	2,209,780
Jericho's ownership	50 %	50 %	50 %	26.5 %	31 %	
Jericho's share of net income (loss) in US\$	(19,224)	120,699	583,679	65,920	31,854	782,928
<b>Jericho's share of net income (loss) in CDN\$</b>	<b>\$ (24,672)</b>	<b>\$ 154,905</b>	<b>\$ 749,093</b>	<b>\$ 84,602</b>	<b>\$ 40,881</b>	<b>\$ 1,004,809</b>

**OVERVIEW AND RESULTS OF OPERATIONS (continued)**

Nine Months Ended September 30, 2021	Eagle Road	Lurgan	Buckmanville	Walnut	Cherry	Total
					Rancher	
100% Net income (loss) in US\$	18,313	28,044	319,711	(152,705)	72,582	285,945
100% Net income (loss) in CDN\$	22,917	35,095	400,086	(191,095)	90,829	357,832
Jericho's ownership	50 %	50 %	50 %	26.5 %	31 %	
Jericho's share of net income (loss) in US\$	9,158	14,022	159,856	(40,467)	22,500	165,069
<b>Jericho's share of net income (loss) in CDN\$</b>	<b>\$ 11,458</b>	<b>\$ 17,548</b>	<b>\$ 200,043</b>	<b>\$ (50,640)</b>	<b>\$ 28,157</b>	<b>\$ 206,566</b>

Results for the nine months ended September 30, 2022

Results of operations for the Company's joint venture interests during the three and nine months ended September 30, 2022 were favorable compared to the same period in 2021. Favorable results of operations for the Company's joint venture interests during the three and nine months ended September 30, 2022 were primarily due to higher product revenues resulting from a 36 percent and a 51 percent increase in the realized price per barrel of oil equivalent, for the three and nine months ended respectively. Favorable results were partially offset by higher operating costs. These results are reflected in the following tables presenting product volumes, realized prices, operating revenues and operating costs.

The presentation below reflects the operations in the currency in which revenue prices are denominated. It also presents the combined joint ventures and equity investments as viewed by investors, lenders, and American readers of the financial performance of the combined entity.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Oil (BBL)	23,658	23,794	68,263	71,615
Natural gas (MCF)	58,557	56,958	172,981	163,281
NGL (BBL)	8,004	8,100	22,869	22,596
Total sales (BOE)	41,422	41,387	119,962	121,424
Average daily sales (BOE/d)	450	450	439	445
Operating Results Per BOE:	USD\$	USD\$	USD\$	USD\$
Oil sales (\$/BBL)	\$ 93.19	\$ 69.44	\$ 98.67	\$ 63.16
Natural gas sales (\$/MCF)	7.47	4.00	6.59	3.88
NGL sales (\$/BBL)	41.17	37.86	43.02	32.04
Total sales (\$/BOE)	71.74	52.84	73.85	48.43
Lease operating expenses (\$/BOE)	\$ 23.95	\$ 18.75	\$ 26.37	\$ 19.17

**OVERVIEW AND RESULTS OF OPERATIONS (continued)**

**Statement of 100% Joint Venture Partners' and Associates' Income (US\$)**

	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
<b>Operating Results:</b>				
Oil sales	\$ 2,204,758	\$ 1,652,222	\$ 6,735,244	\$ 4,523,045
Natural gas sales	437,224	227,787	1,140,204	633,106
NGL sales	329,526	306,691	983,825	723,914
<b>Product revenues</b>	<b>2,971,508</b>	<b>2,186,700</b>	<b>8,859,273</b>	<b>5,880,065</b>
Lease operating expenses	992,140	775,887	3,163,588	2,327,184
Production taxes and deductions	307,727	230,693	906,946	638,325
Depreciation, depletion, and amortization	473,856	507,342	1,370,656	1,522,671
Accretion expense	32,540	19,030	97,410	57,110
General and administrative	507,905	392,389	1,375,187	1,223,030
Other operating expense	5,163	7,144	15,443	(7,018)
<b>Total operating costs and expenses</b>	<b>2,319,331</b>	<b>1,932,485</b>	<b>6,929,230</b>	<b>5,761,302</b>
<b>Operating income</b>	<b>652,176</b>	<b>254,215</b>	<b>1,930,043</b>	<b>118,763</b>
Interest income	(940)	(216)	(1,746)	(1,113)
Interest expense	85,995	54,490	209,973	163,991
Loan forgiveness	—	(330,060)	—	(330,060)
<b>Joint venture net income as reported</b>	<b>\$ 567,121</b>	<b>\$ 530,002</b>	<b>\$ 1,721,816</b>	<b>\$ 285,945</b>
<b>Joint venture net income as reported</b>	<b>\$ 567,121</b>	<b>\$ 530,002</b>	<b>\$ 1,721,816</b>	<b>\$ 285,945</b>
Depreciation, depletion, and amortization	473,856	507,342	1,370,656	1,522,671
Accretion, plus	32,540	19,030	97,410	57,110
Interest expense	85,995	54,490	209,973	163,991
Loan forgiveness	—	(330,060)	—	(330,060)
Payments on lease obligations	(38,298)	(40,945)	(114,894)	(124,951)
Non-cash adjustments, plus	(6,237)	24,229	(115,856)	51,628
<b>Total adjusted joint venture income (1)</b>	<b>\$ 1,114,978</b>	<b>\$ 764,088</b>	<b>\$ 3,169,105</b>	<b>\$ 1,626,335</b>

(1) Adjusted joint venture income is a "Non-GAAP" measure. Refer to section entitled "NON-GAAP MEASURES" at the end of this MD&A.

## **OVERVIEW AND RESULTS OF OPERATIONS (continued)**

### 2022 Outlook

We believe that our efforts in 2021 to diversify with the addition of low-carbon energy acquisitions, combined with our oil and natural gas assets, prepare Jericho to be well-positioned in the global energy market for 2022 and beyond.

For Jericho's oil and gas assets, we increased well workover activity during the first nine months of 2022 and commenced development drilling in July in order to capture higher commodity prices. Completion and testing activities are ongoing, and the well will be placed on production in the fourth quarter. A second well is scheduled to spud in the fourth quarter. In the fourth quarter, Jericho's joint venture associate, RSTACK Walnut, LLC, "Walnut", sold undeveloped acreage in Blaine county for USD \$1.37 million. Walnut retained an overriding royalty interest in the acreage, and will receive additional proceeds if the new operator does not drill one horizontal well on the acreage over the next two years depending on future oil prices.

For our low-carbon energy activities, we continue evaluating additional novel clean energy opportunities with a focus on the hydrogen value chain and the necessary resources to build and support the portfolio. Future acquisitions will primarily focus on commercial-ready clean energy technologies with large addressable markets that are cost competitive with fossil fuel solutions currently offered in the market and may include the use of fossil fuels in lower to no emission solutions.

During 2022, Jericho has led a Seed-Series fundraising round for Supercritical Solutions, Ltd. ("Supercritical"), a company focused on developing its new class of water electrolyzer for the production of low-cost clean hydrogen. Jericho invested USD \$1.8 million of a total USD \$3.6 million raised to develop its electrolyzer technology designed to eliminate or significantly reduce the need for costly gaseous compression needed to pressurize clean hydrogen for most industrial use cases. Jericho holds a board position and owns approximately an 11% interest in the ordinary and seed shares of the company.

Throughout 2022, Jericho's wholly-owned subsidiary, Hydrogen Technologies ("HT") has been retained by several multi-national corporations to provide feasibility studies for the utilization of our zero-emission hydrogen boiler technology. Hydrogen Technologies recently participated in several Hydrogen Hub proposals currently applying for grants as part of the US Department of Energy's \$7 billion USD Clean Hydrogen Initiative.

The Company also participated in an additional round of Series-A financing for H2U Technologies, Inc. ("H2U"), and invested USD \$225,000 in preferred shares of H2U, giving Jericho approximately a 6.65% interest in the combined preferred and common shares of the company. The investment is a strategic positioning of the Company into the process of making and using "green" hydrogen. Hydrogen has always been a part of the energy value chain, but in recent years the focus has shifted to green hydrogen and zero-emission energy solutions using hydrogen as a fuel.

As the domestic and global regulatory environment moves to tax or ban the use or generation of fossil fuels, the Company will continue to build its portfolio of lower-carbon and carbonless energy technologies. This

## **OVERVIEW AND RESULTS OF OPERATIONS (continued)**

strategy will not materially impact near-term revenue as the recently acquired assets of HT are pre-revenue with first unit sales orders expected in the near term.

In December 2021, we initiated a non-brokered convertible debenture private placement financing which closed in early 2022, raising gross proceeds of approximately \$5.7 million.

At our annual general and special meeting of shareholders held on June 23, 2022, the Company's shareholders approved a reorganization of the Company's share capital structure (the "Share Amendments"). The Share Amendments allow for Jericho to maintain its status as a foreign private issuer in the United States and to reduce compliance costs. See Share Capital Update in this report for further discussion of the reorganized share capital structure.

See Liquidity and Capital Resources for additional disclosure regarding completed and planned financing during 2022.

## **ENVIRONMENTAL LIABILITIES**

We recognize that there are concerns over the potential environmental effects of developing oil and gas projects. We are researching methods to improve extraction and processing to enhance the sustainability of our projects. We accrue environmental and reclamation obligations over the life of our oil and gas production operation.

## **OFF-BALANCE-SHEET ARRANGEMENTS**

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



**SELECTED FINANCIAL INFORMATION**

**SUMMARY OF QUARTERLY RESULTS (CDN\$)**

<b>Quarter Ended</b>	<b>9/30/2022</b>	<b>6/30/2022</b>	<b>3/31/2022</b>	<b>12/31/2021</b>	<b>9/30/2021</b>	<b>6/30/2021</b>	<b>3/31/2021</b>	<b>12/31/2020</b>
Net product revenue	\$ 5,069	\$ 10,318	\$ 11,278	\$ 10,576	\$ 10,550	\$ 17,171	\$ 21,830	\$ 3,127
Loss for the period	(1,299,346)	(1,562,047)	(3,237,823)	(1,602,778)	(1,298,260)	(1,321,122)	(2,076,177)	(7,889,074)
Basic and diluted loss per share	\$ (0.01)	\$ (0.01)	\$ (0.01)	\$ 0.00	\$ (0.01)	\$ (0.01)	\$ (0.01)	\$ (0.05)

During third quarter 2022, the Company recorded a loss of \$1.3 million. The Company had a \$0.3 million decrease in general and administrative expense, compared to the three months ended June 30, 2022, primarily due to decreases of \$0.1 million in consulting fees, \$0.1 million in investor relations, and \$0.1 million in legal fees.

During second quarter 2022, the Company recorded a loss of \$1.6 million. The Company had a \$1.6 million decrease in general and administrative expense, compared to the three months ended March 31, 2022, primarily due to \$1.7 million in share based payment expense during the first quarter of 2022.

During first quarter 2022, the Company recorded a loss of \$3.2 million. The Company had a \$1.8 million increase in general and administrative expense, compared to the three months ended December 31, 2021, primarily due to \$1.7 million in share based payment expense during the first three months of 2022.

During fourth quarter 2021, the Company recorded a loss of \$1.6 million. The loss includes amortization of \$489 thousand related to the Company's intangible acquisition costs and approximately \$199 thousand in unfavorable change to the foreign exchange rate.

During third quarter 2021, the Company recorded a loss of \$1.3 million. The Company continues to invest in business development activity, including marketing and legal costs associated with the expansion of its energy portfolio into the low-carbon energy transition. In addition, the Company expensed approximately \$392 thousand of acquisition related costs for a potential acquisition that the Company determined was not likely to consummate. The Company's loss for the period was offset by \$312 thousand share of income from equity investments resulting primarily from an increase in the realized price per barrel of oil equivalent.

During second quarter 2021, the Company recorded a loss of \$1.3 million. The Company continues to invest in business development activity, marketing and legal costs associated with the expansion of its energy portfolio into the low-carbon energy transition. The Company's loss for the period was offset by approximately \$96 thousand in gain on disposal of the Kansas properties.

During first quarter 2021, the Company recorded a loss of \$2.1 million. The Company had a \$1.2 million increase in general and administrative expense, compared to the three months ended December 31, 2020, primarily due to greater business development activity and marketing costs associated with the expansion of its energy portfolio into the low-carbon energy transition. In addition, the Company had \$818 thousand in shared based payment expense during the first three months of 2021.

During fourth quarter 2020, the Company recorded a loss of \$7.9 million. The Company's share of loss from equity investments included a \$8.0 million impairment charge, partially offset by a deferred income tax recovery of \$1.4 million, net to Jericho.

### SELECTED ANNUAL INFORMATION

The following table shows selected financial information for the years ended December 31:

	Year ended 2021	Year ended 2020	Year ended 2019
Revenue	\$ 60,127	\$ 55,550	\$ 237,649
Net loss for the year	(6,298,337)	(20,128,000)	(8,529,519)
Net loss per share	(0.03)	(0.13)	(0.07)
Cash	6,188,638	3,543,176	1,579,451
Total assets	28,296,225	19,656,136	34,102,198
Total current financial liabilities	\$ 1,096,758	\$ 403,568	\$ 520,371

### LIQUIDITY AND CAPITAL RESOURCES

#### Going Concern

The activities of the Company, including operating, managing and making investments in emerging clean-energy initiatives and the acquisition and development of prospective oil and gas properties, are primarily financed through the completion of equity transactions such as equity offerings and the exercise of stock options and warrants, credit financing and cash flow from production.

At September 30, 2022, the Company had a working capital deficiency of \$610,596, has incurred a net loss of \$6,099,216 and had negative cash flows from operations of \$4,473,081 in the nine months ended September 30, 2022. These factors indicate the existence of a material uncertainty that may cast significant doubt over the Company's ability to continue as a going concern.

The Company's ability to continue as a going concern is dependent on achieving profitable operations and/or management's ability to raise the necessary funding through future equity issuances or debt issuances. There is no assurance that any necessary future financing will be sufficient to sustain operations until such time that the Company can generate sufficiently profitable operations to support its requirements.

There is no assurance that future equity capital will be available to the Company in the amounts or at the times desired by the Company or on terms that are acceptable to it, if at all. The Company has limited

operating revenues and therefore must utilize its current cash reserves, funds obtained from the exercise of warrants and other financing equity or credit financing to maintain its capacity to meet ongoing operating activities.

Liquidity requirements are managed based upon forecast cash flows to ensure that there is working capital to meet the Company's obligations. The Company's main funding requirements are for the development of its patented hydrogen boiler technology, acquisitions and development of its Oklahoma oil and gas interests, and corporate overheads. The Company expects to raise additional capital in order to finance the continued build out of its clean energy activities in the remainder of 2022. Although the Company has been successful in raising such financing in the past, its ability to raise additional equity financing may be affected by numerous factors beyond the Company's control, including, but not limited to, adverse market conditions, commodity price changes, inflationary pressures, or government responses to pandemics. There can be no assurance that the Company will be successful in obtaining any additional financing required to continue its business operations.

In January 2022, the Company closed a non-brokered convertible debenture private placement financing and issued approximately \$5.7 million of convertible debentures (the "2022 Convertible Debentures"). Subscribers to the private placement purchased the debentures with principal amount of CDN \$0.70 that mature 36 months after the closing date of the financing. In addition, for each debenture purchased the Company issued one share purchase warrant entitling the holder to purchase one additional common share (a "warrant share") at an exercise price of CAD \$1.00 per warrant share for a period of three years after issuance of the debenture. The unsecured debentures bear interest of four percent per annum commencing on the first anniversary of the closing date. The principal amounts of the debentures are convertible at CAD \$0.70 per common share and any accrued and unpaid interest is convertible at the market price per common share on the date of any conversion of interest.

During 2021, approximately \$5.2 million was raised through the exercise of warrants and options throughout the year.

#### **TRANSACTIONS WITH RELATED PARTIES**

Key management are the officers and directors of the Company. The aggregate value of transactions and outstanding balances relating to key management personnel and entities over which they have control or significant influence were as follows:

	<b>Nine Months Ended</b>	
	<b>September 30, 2022</b>	<b>September 30, 2021</b>
Management fees	\$ 348,932	\$ 345,460
Directors' fees	70,444	—
Share-based payments	1,448,315	260,095
	<u>\$ 1,867,691</u>	<u>\$ 605,555</u>

At September 30, 2022, included in accounts payable and accrued liabilities is \$5,543 payable to a company controlled by the Chief Executive Office ("CEO") of the Company (2021 - \$3,065).

At September 30, 2022, the Company had \$Nil in advances and \$838,111 in accounts payable to equity investments (December 31, 2021 - \$Nil and \$410,363).

On December 28, 2021, an entity in which the CEO owns a minority interest purchased the property at which one of the Company's joint ventures, Eagle Road Oil, LLC, leases office space.

Accounts payable and accrued liabilities to related parties are non-interest bearing, due on demand and with no specific terms of repayment.

### **NEW ACCOUNTING STANDARDS**

None.

### **MANAGEMENT OF CAPITAL**

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern. The Company is not subject to any externally imposed capital requirements. As of September 30, 2022, the Company considers capital to consist of all components of shareholders' equity and convertible debentures. The Company manages the capital structure and adjusts it based on changes in economic conditions and the risk characteristic of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue common shares or dispose of assets to increase the amount of cash on hand. The Company does not pay out dividends at this stage of the Company's development to maximize ongoing development efforts.

To facilitate the management of its capital requirements, the Company prepares annual expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. The annual and updated budgets are approved by the Board of Directors.

The Company expects its current capital resources to be sufficient to carry its exploration and development plans through the next twelve months, but expects to need additional financing for its corporate overhead, its commercial deployment of its hydrogen boiler, and any acquisition opportunities and business development efforts related to its clean energy diversification efforts. See additional discussion of liquidity and capital needs previously disclosed in Liquidity and Capital Resources – Going Concern.

### **FINANCIAL INSTRUMENTS AND RISK**

As of September 30, 2022, and December 31, 2021, the Company's financial instruments consist of cash, accounts receivable, investment in equity securities, convertible debentures, accounts payable and loans. The Company believes that the recorded values on the consolidated balance sheets of accounts receivable and accounts payable approximate their current fair values because of their nature and relatively short maturity

dates or durations and current market rates for similar instruments. The Company considers its strategic investments in the equity securities of the private companies H2U and Supercritical to be Level 3 fair value assets due to a lack of observable market data.

The Company examines the various financial instrument risks to which it is exposed and assesses the impact and likelihood of those risks. Where material, these risks are reviewed and monitored by management. There have not been any significant changes from the previous year as to how these risks are reviewed and monitored by management. The types of financial instrument risk exposures and the objectives and policies for managing these risks exposures is described below:

*Credit risk*

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations.

The Company's cash is held at a large Canadian financial institution in interest bearing accounts. The Company has no investments in asset-backed commercial paper. The Company's accounts receivable consists mainly of oil sales and purchase taxes remitted from the Government of Canada. The Company is exposed to a significant concentration of credit risk with respect to its trade accounts receivable balance because all its oil sales are with one counterparty. However, the Company has not recorded any allowance against its trade receivables because to-date all balances owed have been settled in full when due (typically within 60 days of submission).

*Liquidity risk*

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due.

The Company manages liquidity risk through its management of capital as outlined in Note 12 to the condensed consolidated interim financial statements. The Company had cash at September 30, 2022 in the amount of \$651,735 (December 31, 2021 - \$6,188,638) to meet business requirements, and strategic investments.

At September 30, 2022, the Company had current liabilities of \$1,414,534 (December 31, 2021 - \$1,096,758). Current liabilities are due within 12 months.

Contractual maturities of financial liabilities as of September 30, 2022, are as follows:

	<1 year	2-3 Years	4-5 Years	Thereafter	Total
Accounts payable and accrued liabilities	\$ 1,414,534	\$ —	\$ —	\$ —	\$ 1,414,534
Loans	—	40,000	—	—	40,000
Convertible debentures and interest	—	6,387,996	—	—	6,387,996
Decommissioning liabilities	—	—	—	10,812	10,812
	\$ 1,414,534	\$ 6,467,996	\$ —	\$ 10,812	\$ 7,893,342

#### *Market risk*

Market risk consists of interest rate risk, foreign currency risk and price risk. These are discussed further below.

#### *Interest rate risk*

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has no interest-bearing obligations at September 30, 2022. The risk that the Company will realize a loss because of a decline in the fair value of the cash equivalents included in cash and cash equivalents because of lower interest rates is insignificant.

#### *Foreign currency risk*

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates. The Company is exposed to foreign currency risk to the extent that the following monetary assets and liabilities are denominated in US dollars at September 30, 2022:

Cash	USD\$	349,731
Receivables		26,861
Accounts payable and accrued liabilities		(887,092)
Net exposure	USD\$	(510,500)
Canadian dollar equivalents	CDN\$	(706,175)

The result of sensitivity analysis shows that a 10 percent change in the US\$ exchange rate, with all other variables held constant, could impact the net loss by approximately CDN\$ (70,617).

#### **OTHER RISKS RELATED TO OPERATIONS**

Jericho is exposed to various market and operational risks. For a discussion of these risks, please refer to Jericho's MD&A for the year ended December 31, 2021, as filed on SEDAR at [www.sedar.com](http://www.sedar.com).

## **CONTINGENT LIABILITIES**

Since 2016, the operator of the Company's oil and gas operations in Oklahoma, Eagle Road Oil, LLC (Eagle Road), a joint venture entity in which its U.S subsidiary Jericho Oil Oklahoma Corp. owns a 50% interest, was named in various multi-plaintiff and multi-defendant claims related to alleged man-made earthquakes and property damage. Several of these claims were settled or dismissed in 2021 for immaterial amounts. The remaining claims were settled in September 2022.

## **OUTLOOK**

The Company's long-term goal is to focus on the build out of its clean energy portfolio, including commercializing HT's Patented Hydrogen Fueled Steam Generation Technology, evaluate and develop oil properties, to seek partners for some of its properties as market conditions permit, and to continue to seek out new opportunities. There is no guarantee that the Company will discover or successfully develop such properties.

## **PROPOSED TRANSACTIONS**

None.

## **SHARE CAPITAL UPDATE**

On June 23, 2022, the Company's shareholders approved a reorganization of the Company's share capital structure (the "Share Amendments"). The Share Amendments resulted in, among other things, (i) creation of a new class of variable voting shares of the Company for shareholders that are U.S. Residents, and (ii) limiting share ownership of the common shares of the Company to shareholders that are Non-U.S. Residents (the common shares and variable voting shares, together, the "shares"). Aside from the differences in (a) the residency status of shareholders of the common shares and variable voting shares and (b) the voting rights attributable to each class of shares, the shares are otherwise treated the same by the Company in all material respects, including payment of dividends and participation in earnings of the Company.

In connection with the Share Amendments, the Company received certain exemptive relief from the Canadian securities administrators to enable its common shares and variable voting shares to be treated collectively as if they were a single class for certain purposes, including for take-over bid and early warning reporting purposes and to permit the Company to refer to the variable voting shares as "variable voting shares".

Effective June 29, 2022, the common shares and variable voting shares began trading on the TSX Venture Exchange under the single and current ticker "JEV".

As of the date of this report, the Company had the following share capital outstanding:

Share Capital	\$	65,317,724
Total voting shares issued <sup>(1)</sup>		226,052,169
Stock options outstanding		17,066,000
Warrants outstanding		21,177,927
Total share capital outstanding		264,296,096

<sup>(1)</sup> At September 30, 2022, 48,984,788 common shares were outstanding and 177,067,381 variable voting shares were outstanding.

## DIRECTORS AND OFFICERS

The Company's directors and officers as at the date of this report are:

Directors	Officers	Officer Title
Brian Williamson	Brian Williamson	Chief Executive Officer and President
Allen Wilson	Benjamin Holman	Chief Financial Officer
Nicholas Baxter		
Markus Seywerd		
Carolyn Hauger		

## NON-GAAP MEASURES

Adjusted joint venture income is a Non-GAAP measure not recognized under Canadian generally accepted accounting principles ("GAAP") and does not have a standardized meaning prescribed by GAAP. Management believes the measure presents the combined joint ventures and Equity Investments as viewed by investors and lenders of the financial performance of the combined joint ventures, while reflecting the operations in the currency in which revenue and prices are denominated. The Company's Non-GAAP measures may differ from similar computations as reported by other organizations and, accordingly, may not be comparable to non-GAAP measures as reported by such organizations. The Company's Non-GAAP measures should not be construed as alternatives to net income, cash flows related to operating activities, working capital or other financial measures determined in accordance with GAAP, as an indicator of the Company's performance.

## FORWARD-LOOKING STATEMENTS

This MD&A contains or incorporates, by reference, forward-looking statements. All statements other than statements of historical fact included or incorporated by reference and that address activities, events or developments that we expect or anticipate may or will occur in the future are forward-looking statements.



While any forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect our current judgment regarding the direction of our business; actual results may vary, sometimes materially, from any estimates, predictions, projections, assumptions or other suggestions of future performance herein. Undue reliance should not be placed on these forward-looking statements, which are based upon our assumptions and are subject to known and unknown risks and uncertainties and other factors, some of which are beyond our control, which may cause actual results, levels of activity and achievements to differ materially from those estimated or projected and expressed in or implied by such statements. We undertake no obligation to update publicly or revise any forward-looking statements contained herein, and such statements are expressly qualified by this cautionary statement.

#### **ADDITIONAL INFORMATION**

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

Board Approval

The contents of this management's discussion and analysis have been approved and its filing has been authorized by the Board of Directors of the Company.

On Behalf of the Board of Directors

/s/ Brian Williamson

Brian Williamson