



**JERICO ENERGY VENTURES INC.
MANAGEMENT DISCUSSION AND ANALYSIS (“MD&A”)
For the year ended December 31, 2023
(Expressed in U.S. dollars 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 three months and year ended December 31, 2023, is dated April 29, 2024, and should be read in conjunction with the Company’s audited consolidated financial statements for the years ended December 31, 2023 and 2022. The audited consolidated financial statements have been prepared in accordance with IFRS Accounting 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”. Jericho’s head office, principal address and records office of the Company are located at Suite 2100, 1055 West 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. in 2021. For further discussion of the Company’s diversification efforts, see the Overview and Results of Operations and the *2023 Operations* 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 47,405 net acres of developed and undeveloped acreage.

Reporting Currency

As discussed in Note 2 (b) Basis of Presentation, to the audited consolidated financial statements, the Company’s reporting currency is U.S. dollars. All references to \$ or USD\$ are to U.S. dollars and references to CAD\$ are to Canadian dollars.

OVERVIEW AND RESULTS OF OPERATIONS

A downturn in world markets amidst economic concerns has resulted in lower realized prices experienced by the Company during the twelve months of 2023 compared with prices realized in 2022. Jericho's results of operations in 2023 reflect the impact of lower commodity prices, higher operating costs and impairments recorded by our joint ventures in the fourth quarter of 2023. Unfavorable results in 2023 were partially offset by lower costs incurred for corporate overhead compared with the same period in 2022.

The following table summarizes the results of operations for Jericho for the three and twelve months ended December 31, 2023, compared with the same periods of 2022.

Expressed in U.S. dollars	Three Months Ended December 31,		Years Ended December 31,	
	2023	2022	2023	2022
Net service revenue	\$ 45,000	\$ —	\$ 73,000	\$ —
Net product revenue	—	305	—	23,326
Operating expenses				
Production costs	—	6,106	—	17,729
Depletion, depreciation and amortization	232,174	132,765	628,938	533,123
General and administrative expenses	970,873	1,492,747	4,257,517	6,152,258
Total operating expenses	1,203,047	1,631,618	4,886,455	6,703,110
Share of income (loss) from equity investments	(1,280,829)	2,149,479	(1,738,591)	2,932,406
Operating loss	(2,438,876)	518,166	(6,552,046)	(3,747,378)
Other income (expense)				
Finance costs	(190,822)	(163,344)	(764,039)	(664,152)
Other income (expense)	1	10	(5,548)	(733)
Loss on disposal of petroleum properties	—	(103,042)	—	(103,042)
	(190,821)	(266,376)	(769,587)	(767,927)
Net Income (Loss)	\$ (2,629,697)	\$ 251,790	\$ (7,321,633)	\$ (4,515,305)
Net Income (Loss) for years and periods included	\$ (2,629,697)	\$ 251,790	\$ (7,321,633)	\$ (4,515,305)

OVERVIEW AND RESULTS OF OPERATIONS (continued)

Net loss for the years and periods presented

The Company experienced unfavorable operating results for the three and twelve months ended December 31, 2023 compared to the same periods in 2022. Lower income from equity investments partially offset by lower general and administrative expenses resulted in lower net income for the years and periods presented compared with the same periods in 2022.

Depletion, depreciation, and amortization

Depletion, depreciation, and amortization expense increased for the three and twelve months ended December 31, 2023 compared to the same period in 2022 due to the amortization of intangible development costs beginning in the fourth quarter of 2023.

General and administrative expenses

General and administrative expense decreased for the three and twelve months ended December 31, 2023, compared with the same periods of 2022 due to lower share-based compensation expense.

Share of income (loss) from equity investments

The Company's share of income (loss) from equity investments was lower for the three and twelve months ended December 31, 2023, primarily due to impairment expense and lower realized commodity prices experienced in 2023, compared with net impairment reversals recorded by our joint ventures and higher commodity prices in 2022.

Interest expense

The Company experienced higher non-cash interest expense due to the higher accretion of the convertible debentures issued 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 oil and gas interests in Kansas were considered joint operations and therefore it recorded its proportionate share of revenues, expenses, assets and liabilities in its consolidated financial statements. The Company divested its remaining properties in Kansas earlier in 2021, and the remaining property in Oklahoma in 2022.

OVERVIEW AND RESULTS OF OPERATIONS (continued)

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 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.

As of year-end 2023 and 2022, Jericho's oil and gas operations accounted for using the equity method were held through ownership in the following joint ventures and associates in Oklahoma as presented below:

	December 31, 2023	December 31, 2022
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 December 31, 2023

The following tables present a reconciliation of 100% joint venture partners' income to Jericho's share of income (loss) from equity investments for the year ended December 31, 2023 and 2022 based on IFRS. Please also refer to the Company's share of investment in the Joint Ventures under IFRS in Note 5 of the annual financial statements. Amounts are in U.S. dollars:

Year Ended December 31, 2023	Eagle Road	Lurgan	Buckmanville	Walnut	Cherry Rancher	Total
100% Net income (loss)	(3,206,342)	27,645	(189,304)	(551,361)	69,427	(3,849,935)
Jericho's ownership	50 %	50 %	50 %	26.5 %	31 %	
Jericho's share of net income (loss)	\$ (1,603,171)	\$ 13,822	\$ (94,652)	\$ (146,111)	\$ 21,521	\$ (1,808,591)
Basis difference adjustment	—	—	70,000	—	—	70,000
Jericho's share of net income (loss)	\$ (1,603,171)	\$ 13,822	\$ (24,652)	\$ (146,111)	\$ 21,521	\$ (1,738,591)

Year Ended December 31, 2022	Eagle Road	Lurgan	Buckmanville	Walnut	Cherry Rancher	Total
100% Net income (loss)	4,221,536	863,928	(828,602)	2,194,232	153,239	6,604,333
Jericho's ownership	50 %	50 %	50 %	26.5 %	31 %	
Jericho's share of net income (loss)	\$ 2,110,768	\$ 431,964	\$ (414,301)	\$ 581,471	\$ 47,504	\$ 2,757,406
Basis difference adjustment	—	—	175,000	—	—	175,000
Jericho's share of net income (loss)	\$ 2,110,768	\$ 431,964	\$ (239,301)	\$ 581,471	\$ 47,504	\$ 2,932,406

Results for the three and twelve-month periods ended December 31, 2023

Results of operations for the Company's joint venture interests during the twelve months ended December 31, 2023 were unfavorable compared to 2022. During the three and twelve months of 2023, results of operations were impacted from lower product revenues resulting from a 7 and 22 percent decrease in the realized price per barrel of oil equivalent, respectively, and impairment expense. The Joint Ventures also experienced greater oil volumes for the twelve months ended December 31, 2023, due to drilling in 2022, higher depreciation expense, and greater interest expense due to higher interest rates.

For the three months ended December 31, 2023, results were lower due to impairment expense and lower commodity prices, compared with net impairment reversals recorded in 2022. These results are reflected in the following tables presenting product volumes, realized prices, operating revenues and operating costs. The impact on the joint ventures results by impairments in 2023 and net impairment reversals in 2022 are described below.

Impairment 2023

At year end 2023, the Company concluded that indicators of impairment existed due to reservoir degradation on a recently drilled extension well in one of the joint ventures and an impairment test was performed. As a result of the Company's impairment test, an impairment expense was recorded in the Eagle Road joint venture, as reflected in the summary results of operations for the year ended December 31, 2022.

Impairment and Impairment Reversal 2022

The Company identified indicators of impairment and impairment reversal at December 31, 2022, related to a sustained improvement in realized commodity prices, expected higher future commodity prices, global external factors, and internal factors including estimated oil and gas reserves. As a result of the Company's impairment tests, impairment reversals were recorded in the Eagle Road, Lurgan and Walnut joint ventures and associates, and an impairment loss was recorded in the Buckmanville joint venture, as reflected in the summary results of operations for the year ended December 31, 2022. The impairment reversals were primarily driven by higher forecasted prices for Lurgan and Walnut, and higher prices combined with increased reserves from drilling in Eagle Road. The impairment loss in Buckmanville was driven by lower proved reserves.

OVERVIEW AND RESULTS OF OPERATIONS (continued)

The presentation below reflects the operations in U.S. dollars, 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 operations.

	Three Months Ended December 31,		Year Ended December 31,	
	2023	2022	2023	2022
Oil (BBL)	20,913	22,991	92,955	91,254
Natural gas (MCF)	42,915	55,354	194,630	228,335
NGL (BBL)	4,460	8,176	22,958	31,044
Total sales (BOE)	32,525	40,393	148,350	160,354
Average daily sales (BOE/d)	354	439	406	439
Average daily sales (BOE/d) net to JEV	153	195	181	195
Operating Results Per BOE:				
Oil sales (\$/BBL)	\$ 77.93	\$ 81.61	\$ 76.03	\$ 94.37
Natural gas sales (\$/MCF)	2.40	5.64	2.51	6.36
NGL sales (\$/BBL)	26.60	34.69	25.23	40.83
Total sales (\$/BOE)	56.93	61.20	54.84	70.66
Lease operating expenses (\$/BOE)	\$ 25.71	\$ 27.39	\$ 27.59	\$ 26.63

Jericho Energy Ventures Inc.
Management's Discussion and Analysis
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Statement of 100% Joint Venture and Equity Investment Income

	Three Months Ended December 31,		Years Ended December 31,	
	2023	2022	2023	2022
Operating Results:				
Oil sales	\$ 1,629,806	\$ 1,876,335	\$ 7,066,993	\$ 8,611,579
Natural gas sales	103,051	311,926	489,446	1,452,131
NGL sales	118,615	283,592	579,187	1,267,416
Product revenues	1,851,472	2,471,853	8,135,626	11,331,126
Lease operating expenses	836,299	1,106,473	4,092,500	4,270,061
Production taxes and deductions	186,232	261,334	826,302	1,168,280
Depreciation, depletion, and amortization	471,900	467,652	2,063,863	1,838,307
Accretion expense	68,700	32,695	274,800	130,105
General and administrative	471,423	588,789	1,892,523	1,963,976
Other operating expense	14,198	14,237	18,626	29,680
Total operating costs and expenses	2,048,752	2,471,180	9,168,614	9,400,409
Operating income (loss)	(197,280)	673	(1,032,988)	1,930,717
Impairment (reversal) expense	2,307,000	(5,223,100)	2,307,000	(5,223,100)
Interest income	(3,871)	(1,368)	(10,555)	(3,114)
Interest expense	142,297	109,062	520,502	319,034
Loss on extinguishment of debt	—	233,564	—	233,564
Joint venture net income (loss) as reported	\$ (2,642,706)	\$ 4,882,515	\$ (3,849,935)	\$ 6,604,333
Joint venture net income (loss) as reported	\$ (2,642,706)	\$ 4,882,515	\$ (3,849,935)	\$ 6,604,333
Depreciation, depletion, and amortization	471,900	467,652	2,063,863	1,838,307
Accretion	68,700	32,695	274,800	130,105
Impairment (reversal) expense	2,307,000	(5,223,100)	2,307,000	(5,223,100)
Interest expense	142,297	109,062	520,502	319,034
Payments on lease obligations	(22,741)	(38,473)	(131,082)	(153,367)
Non-cash adjustments	60,396	(4,765)	181,327	(120,621)
Total adjusted joint venture income (1)	\$ 384,846	\$ 459,150	\$ 1,366,475	\$ 3,628,255

(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)

2023 Operations and 2024 Outlook

For Jericho's oil and gas assets, drilling activities in our Blaine county assets began during the fourth quarter after selling a portion of undeveloped acreage and retaining an overriding royalty interest in the acreage in 2022. Completion and testing operations are ongoing in 2024. Exploitation including well-workovers was the primary activity in our other properties during 2023.

We plan to continue investing from a mixture of cash flow and drilling partnerships for our development drilling activities focused on seismic defined in-field proved undeveloped inventory and prospects. The Company continues to analyze and pursue growth through acquisitions if compelling targets are identified.

For Jericho's low-carbon energy activities, our wholly owned subsidiary, Hydrogen Technologies ("HT") continues to collaborate with several multi-national corporations and universities to complete feasibility studies for the utilization of our zero-emission hydrogen boiler technology. In June 2023, HT agreed with a prominent western university to deploy its boiler technology to help decarbonization efforts to provide district heat for its campus. The boiler is expected to be installed during 2024. In October 2023, Jericho signed a memorandum of understanding for the manufacturing of its zero-emission DCC hydrogen-fueled boiler technology with a leading global manufacturer of high-efficiency condensing boilers.

HT has also participated in several hydrogen hub proposals and applied for grants as part of the US Department of Energy's (DOE) \$7 billion USD Clean Hydrogen Initiative. In October 2023, the DOE announced seven regional hydrogen hubs that will receive \$7 billion in funding to launch and accelerate the commercial-scale deployment of low-cost, clean hydrogen. With Jericho's association in two of these hydrogen hubs, we anticipate multiple boiler deployments using our technology over the next several years.

In addition, 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. We believe there are opportunities through mergers or acquisitions to consolidate technologies and offer the market a complete industrial lower emissions solution.

While acknowledging cyclical political risk, we believe the domestic and global regulatory environment will continue to encourage clean-energy projects over the long term, and we expect to build our portfolio of lower-carbon and carbonless energy technologies. This strategy will take some time to materially impact near-term revenue while the lower-carbon and renewable energy industries are developing.

See Liquidity and Capital Resources for additional disclosure regarding completed and planned financing during 2023.

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

Quarter Ended	12/31/2023	9/30/2023	6/30/2023	3/31/2023	12/31/2022	9/30/2022	6/30/2022	3/31/2022
Net product revenue	\$ 45,000	\$ —	\$ 10,000	\$ 18,000	\$ 305	\$ 6,036	\$ 8,081	\$ 8,904
Income (Loss) for the period	(2,629,697)	(1,684,246)	(1,729,799)	(1,277,891)	251,790	(984,389)	(1,251,197)	(2,531,509)
Basic and diluted loss per share	\$ (0.01)	\$ (0.01)	\$ —	\$ (0.01)	\$ —	\$ —	\$ (0.01)	\$ (0.01)

2023

During fourth quarter 2023, the company recorded a loss of \$2.6 million. For the quarter, the Company experienced lower general and administrative expenses, primarily due to lower business development activities and lower share of income/loss from equity investments from impairment expense recorded by a joint venture in the quarter.

During third quarter 2023, the Company recorded a loss of \$1.7 million. For the quarter, the Company experienced higher general and administrative expenses, primarily due to business development activities and lower share of income/loss from equity investments.

During second quarter 2023, the Company recorded a loss of \$1.7 million. For the quarter, the Company experienced higher general and administrative expenses, primarily due to business development activities and higher share-based payment expenses.

During first quarter 2023, the Company recorded a loss of \$1.3 million. The Company had a \$0.6 million decrease in general and administrative expense, compared to the three months ended December 31, 2022, primarily due to decreases of \$0.6 million in share-based payment expenses.

2022

During the fourth quarter of 2022, the Company recorded income of \$2.6 million. For the period, higher general and administrative expense including stock compensation expense of \$0.7 million, was more than offset by an increase in share of income/loss from equity investments due to impairment reversals recorded by the Company's joint ventures.

During the third quarter of 2022, the Company recorded a loss of \$1.0 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 the second quarter of 2022, the Company recorded a loss of \$1.3 million. The Company had a \$1.3 million decrease in general and administrative expense, compared to the three months ended March 31, 2022, primarily due to \$1.3 million in share based payment expense during the first quarter of 2022.

During the first quarter of 2022, the Company recorded a loss of \$2.5 million. The Company had a \$1.4 million increase in general and administrative expense, compared to the three months ended December 31, 2021, primarily due to \$1.3 million in share based payment expense during the first three months of 2022.

2023 SELECTED ANNUAL INFORMATION

The following table shows selected financial information of Jericho for the years ended December 31, 2023, 2022, and 2021:

	Year ended 2023	Year ended 2022	Year ended 2021
Revenue	\$ 73,000	\$ 23,326	\$ 47,985
Net loss for the year	(7,321,633)	(4,515,305)	(4,940,722)
Net loss per share	(0.03)	(0.02)	(0.02)
Cash	36,529	349,638	4,896,074
Total assets	19,021,451	21,835,622	22,386,252
Total current financial liabilities	\$ 1,751,465	\$ 1,160,315	\$ 867,688

LIQUIDITY AND CAPITAL RESOURCES

Going Concern

This report has been prepared on the assumption that the Company is a going concern that will continue in operation for the foreseeable future and will be able to realize its assets and settle its obligations in the normal course of operations.

At December 31, 2023, the Company had a working capital deficiency of \$1,511,940, incurred a net loss of \$7,321,633 and had negative cash flows from operations of \$3,197,453 in the year ended December 31, 2023. 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 consolidated financial statements do not reflect adjustments that would be necessary if the going concern assumption were not appropriate. If the going concern assumption were not appropriate, adjustments would be necessary to the recoverability and classification of recorded asset amounts and classification of liabilities. Such adjustments could be material.

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.

In addition, 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.

See Subsequent Events in this report for a discussion of a fully subscribed, non-brokered private placement raising approximately \$1,651,000 (CAD \$2,228,000) which closed in March 2024.

In March 2023, the Company closed an oversubscribed non-brokered private placement of 8,662,745 units at a price of CAD \$0.26 per unit for gross proceeds of approximately \$1,637,000 (CAD \$2,252,000). Each unit is comprised of one common share and one warrant with each warrant exercisable for one additional common share at a price of CAD \$0.50 per share for a period of 24 months from the date of issuance.

During 2023, 901,000 stock options were exercised at a weighted average price of CAD \$0.15 per share for gross proceeds of approximately \$101,055 (CAD \$135,150). In addition, 12,323,823 warrants were exercised at CAD \$0.13 per share for gross proceeds of approximately \$1,198,430 (CAD \$1,602,100).

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:

	Year Ended December 31,	
	2023	2022
Management fees	\$ 395,575	\$ 362,064
Directors' fees	80,000	75,000
Share-based payments	—	1,212,791
	<u>\$ 475,575</u>	<u>\$ 1,649,855</u>

At December 31, 2023, included in accounts payable and accrued liabilities is an amount of \$641 receivable from a joint venture partner of the Company (2022 – payable of \$6,600). In addition, included in accounts payable and accrued liabilities is \$40,000 for quarterly fees and \$16,465 for expense reimbursements to Directors or Officers of the Company (2022 – \$Nil).

At December 31, 2023, the Company had \$Nil in advances and \$1,016,605 in accounts payable to equity investments as described in Note 5 (2022 – \$Nil and \$759,181).

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.

CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of consolidated financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts within the consolidated financial statements. Judgments, estimates and underlying assumptions are reviewed on a continuous basis and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Changes to these judgments and estimates could have a material effect on the Company's financial statements and financial position.

Material accounting policies and critical accounting estimates and judgments used during the years ended December 31, 2023 and 2022 are disclosed in Notes 3 and 4 of the 2023 audited annual consolidated financial statements.

Significant judgments made by management in the preparation of the consolidated financial statements relate to the following areas:

Joint arrangements

The Company may be a party to an arrangement in which it does not have control. Judgment is required in determining whether joint control over such arrangements exists and if so, which parties have joint control and whether each arrangement is a joint venture or joint operation, depending on the rights and obligations of the parties to the arrangement.

In assessing whether joint control exists over an arrangement, management considers the relevant activities of the arrangement. If unanimous consent is required over the decisions about such activities, the parties whose consent is required would have joint control over the arrangement. Judgment is required to determine which activities are considered relevant to the arrangement, which may include approval of budgets, appointment of key management personnel, representation on the board of directors and other factors. Joint operations arise when the Company has rights to the assets and obligations for the liabilities of the arrangement. The Company recognizes its share of assets, liabilities, revenues and expenses of a joint operation. Joint ventures arise when the Company has rights to the net assets of the arrangement. Joint ventures are accounted for under the equity method.

Cash generating unit (CGU)

The Company's assets are aggregated into cash-generating units ("CGUs"), based on the unit's ability to generate independent cash inflows. The determination of the Company's CGUs is based on management's judgments regarding shared infrastructure, geographical proximity, resource type and materiality. Based on management's assessment, each of the joint ventures' properties in Oklahoma are their CGUs.

The areas in the consolidated financial statements that require significant estimates are set out in the following paragraphs:

Oil and gas — reserves

The process of estimating reserves is complex. It requires significant estimates based on available geological, geophysical, engineering and economic data. To estimate the economically recoverable crude oil reserves and related future net cash flows, management incorporates many factors and assumptions including the expected reservoir characteristics, future commodity prices and costs and assumed effects of regulation by governmental agencies. Reserves are used to calculate the depletion of the capitalized petroleum properties and for impairment purposes as described in Note 3(c).

Petroleum properties

The Company evaluates exploration and evaluation assets and petroleum properties for impairment if indicators exist. Cash flow estimates for impairment assessments require assumptions and estimates about

the following primary elements—future prices, future operating and development costs, remaining recoverable reserves and discount rates. In assessing the carrying values of unproved properties, management makes assumptions about future plans for those properties, the remaining terms of the leases and any other factors that may be indicators of potential impairment.

Impairment testing

Impairment testing is based on discounted cash flow models prepared by experts with assistance from third-party advisors when required. The inputs used are based on management's best estimates of what an independent market participant would consider appropriate and are reviewed by senior management. Changes in these inputs may alter the results of impairment testing, the amount of the impairment charges recorded in the consolidated statements of comprehensive income (loss) and the resulting carrying values of assets.

Decommissioning provisions

In estimating the Company's future asset retirement obligations, the Company makes assumptions about activities that occur many years into the future including the cost and timing of such activities. The ultimate financial impact is not clearly known as asset removal and remediation techniques and costs are constantly changing, as are legal, regulatory, environmental, political, safety and other such considerations. In arriving at amounts recorded, numerous assumptions and estimates are made on ultimate settlement amounts, inflation factors, discount rates, timing and expected changes in legal, regulatory, environmental, political and safety environments.

Share-based payments

Management uses judgment when applying the Black-Scholes Option Pricing Model to determine the fair value of the options granted during the period and forfeiture rates. Volatility is calculated using historical trading data of the Company. The zero-coupon bond yield per the bank of Canada is used as the risk-free rate.

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 December 31, 2023, 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's investment policy is to invest its cash in highly liquid short-term interest-bearing instruments with maturities of 90 days or less from the original date of acquisition.

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, and Subsequent Events for a discussion of capital raised in 2024.

FINANCIAL INSTRUMENTS AND RISK

As at December 31, 2023 and 2022, the Company's financial instruments consist of cash, accounts receivable, investments, accounts payable, and subscriptions received for convertible debentures.

	December 31, 2023	December 31, 2022
Financial Assets:		
Fair value through profit or loss	\$ 36,529	\$ 349,638
Fair value through other comprehensive income	3,491,874	3,491,874
Amortized cost	65,000	30,000
Financial Liabilities:		
Amortized cost	\$ 5,442,536	\$ 4,027,548

IFRS 7 *Financial Instruments – Disclosures*, establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. IFRS 7 prioritizes the inputs into three levels that may be used to measure fair value:

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical unrestricted assets or liabilities. The Company considers its cash and cash equivalents to be at fair value using Level 1 inputs.

Level 2 – Inputs that are observable, either directly or indirectly, but do not qualify as Level 1 inputs (i.e. quoted prices for similar assets or liabilities).

Level 3 – Prices or valuation techniques that are not based on observable market data and require inputs that are both significant to the fair value measurement and unobservable.

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Financial assets and liabilities measured at fair value on a recurring basis are presented on the Company's consolidated statement of financial position as of December 31, 2023 as follows:

	Balance as at	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<i>Financial Assets:</i>				
Cash	\$ 36,529	\$ 36,529	\$ —	\$ —
Investment in equity securities	3,491,874	—	—	3,491,874
December 31, 2023	\$ 3,528,403	\$ 36,529	\$ —	\$ 3,491,874
Cash	\$ 349,638	\$ 349,638	\$ —	\$ —
Investment in equity securities	3,491,874	—	—	3,491,874
December 31, 2022	\$ 3,841,512	\$ 349,638	\$ —	\$ 3,491,874

The Company believes that the recorded value 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 thoroughly 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 are 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 historically 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 consolidated financial statements. The Company had cash at December 31, 2023 in the amount of \$36,529 (2022 - \$349,638) to meet short-term business requirements, and strategic investments. See note 2(d) to the consolidated financial statements that discusses the material uncertainty that may cast significant doubt as to the Company's ability to continue as a going concern.

At December 31, 2023, the Company had current liabilities of \$1,751,465 (2022 - \$1,160,315). Accounts payable and accrued liabilities are due within the current operating period. Contractual undiscounted cash flow requirements for financial liabilities as at December 31, 2023 are as follows:

	<1 year	2-3 Years	4-5 Years	Thereafter	Total
Accounts payable and accrued liabilities	\$ 1,721,222	\$ —	\$ —	\$ —	\$ 1,721,222
Loans	30,243	—	—	—	30,243
Convertible debentures and interest	—	4,829,878	—	—	4,829,878
	\$ 1,751,465	\$ 4,829,878	\$ —	\$ —	\$ 6,581,343

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 risk that the Company will realize a loss 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 Canadian dollars at December 31, 2023:

Cash	CAD\$	22,500
Receivables		32,255
Accounts payable and accrued liabilities		(378,891)
Net exposure	CAD\$	(324,136)
U.S. dollar equivalents	USD\$	(245,075)

The result of sensitivity analysis shows an increase or decrease of 10% in USD\$ exchange rate, with all other variables held constant, could have increased or decreased the net loss and comprehensive loss by approximately \$24,755 (2022 - \$6,103).

OTHER RISKS RELATED TO OPERATIONS

Volatility of Commodity Prices

The Company's financial performance is impacted by prices for commodities, including crude oil and natural gas. The prices of these commodities can be influenced by global and regional supply and demand factors, which are factors that are beyond the Company's control and can result in a high degree of price volatility.

Crude oil prices are also affected by, among other things, global economic health (particularly in emerging markets), market access constraints, regional and international supply and demand imbalances, political developments and government action, decisions by The Organization of Petroleum Exporting Countries ("OPEC") regarding quotas on its members, compliance or non-compliance with quotas agreed upon by OPEC members and other countries, and weather. Many of the factors that can cause volatility have been, and may continue to be, affected by the impacts of the COVID-19 pandemic. Natural gas prices in North America are affected by, among other things, supply and demand, inventory levels, weather and prices for alternative energy sources. Volatility in commodity prices could have a material adverse effect on the Company's business, financial condition, reserves and results of operations.

Exploration, Development, and Production Risks

The long-term commercial success of the Company depends on its ability to find, acquire, develop, and commercially produce oil and natural gas reserves. There is no certainty that prospects will produce oil or natural gas or commercial quantities of oil or natural gas. Oil and natural gas operations involve many risks that even experience, knowledge and careful evaluation may not be able to overcome.

Without the continual addition of new reserves, any existing reserves the Company may have at any time, and the production there from, will decline over time as such existing reserves are exploited. No assurance can be given that the Company will be able to continue to locate satisfactory properties for acquisition or participation, or that such acquisitions or participation would be economically advantageous to the Company. Many environmental factors exist which may affect the Company's ability to produce oil and natural gas,

including ground water, impenetrable substances, various clays and lack of porosity and permeability. Additionally, delays in or hindrances to production may be caused by factors such as poor weather conditions or lack of ability to lay pipeline or transport product. While diligent field operations and effective maintenance operations can contribute to maximizing production rates over time, production delays and declines from normal field operating conditions cannot be eliminated and can be expected to adversely affect revenue and cash flow levels to varying degrees.

The acquisition of leasehold interests and the selection of prospects for oil and natural gas drilling, the drilling, ownership and operation of oil and natural gas wells, and the ownership of non-operating interests in oil and natural gas properties is highly speculative. There is no certainty that prospects will produce oil or natural gas or commercial quantities of oil or natural gas. Additionally, the amount of time it will take to recover any oil or gas is unpredictable. Oil and natural gas operations involve many risks that even experience, knowledge and careful evaluation may not be able to overcome. The long-term commercial success of the Company depends on its ability to find, acquire, develop, and commercially produce oil and natural gas reserves.

Without the continual addition of new reserves, any existing reserves the Company may have at any time, and the production there from, will decline over time as such existing reserves are exploited. A future increase in the Company's reserves will depend not only on its ability to explore and develop properties it may have from time to time, but also on its ability to select and acquire suitable producing properties and prospects. No assurance can be given that the Company will be able to continue to locate satisfactory properties for acquisition or participation. Moreover, if such acquisitions or participations are identified, management of the Company may determine that current markets, terms of acquisitions and participation or pricing conditions make such acquisitions or participations uneconomic.

There is no assurance commercial quantities of oil and natural gas will be discovered or acquired by the Company. Further, completion of a well does not assure a profit on the investment or recovery of drilling, completion and operating costs. Delays and added expenses may also be caused by poor weather conditions affecting, among other things, the ability to lay pipelines or otherwise transport or market hydrocarbons. In addition, ground water, impenetrable substances, various clays and lack of porosity and permeability may hinder or restrict production or even make production impractical or impossible. While diligent field operations and effective maintenance operations can contribute to maximizing production rates over time, production delays and declines from normal field operating conditions cannot be eliminated and can be expected to adversely affect revenue and cash flow levels to varying degrees.

Global Economic Uncertainty

The Company's operations are influenced by general economic and consumer trends beyond the Company's control. There can be no assurance that the Company's business and corresponding financial performance will not be adversely affected by general economic or consumer trends. In particular, global economic conditions remain constrained or uncertain, and if such conditions continue, recur or worsen, this may have a material adverse effect on the Company's business, financial condition and results of operations.

Furthermore, such economic conditions have produced downward pressure on stock prices and on the availability of credit for financial institutions and corporations. If current levels of market disruption and volatility continue, the Company might experience reductions in business activity, increased funding costs and funding pressures, as applicable, a decrease in the market price of the common shares, a decrease in asset values, additional write-downs and impairment charges and lower profitability.

During 2023, the Israel-Hamas conflict and hostilities in Yemen and the Red Sea created market uncertainty and may continue to impact global markets for the foreseeable future.

In February 2022, Russian military forces launched a full-scale military invasion of Ukraine. In response, Ukrainian military personnel and civilians are actively resisting the invasion. Many countries throughout the world have provided aid to Ukraine in the form of financial aid and in some cases military equipment and weapons to assist in their resistance to the Russian invasion. The North Atlantic Treaty Organization ("NATO") has also mobilized forces to NATO member countries that are close to the conflict as deterrence to further Russian aggression in the region. The outcome of the conflict is uncertain and is likely to have wide ranging consequences on the peace and stability of the region and the world economy. Certain countries including Canada and the United States, have imposed strict financial and trade sanctions against Russia and such sanctions may have far reaching effects on the global economy. As Russia is a major exporter of oil and natural gas, the disruption of supplies of oil and natural gas from Russia could cause a significant worldwide supply shortage of oil and natural gas and significantly impact pricing of oil and gas worldwide. A lack of supply and high prices of oil and natural gas could have a significant adverse impact on the world economy. Volatility in commodity prices could have a material adverse effect on the Company's business, financial condition, reserves and results of operations. In addition, both Russia and Ukraine have historically been large exporters of steel products. The invasion of Ukraine and the resulting sanctions imposed on Russia are anticipated to have an impact on global steel demand and price, both of which could have a material adverse effect on the Company's ability to conduct its operations and its financial condition. The long-term impacts of the conflict and the sanctions imposed on Russia remain uncertain.

Regulatory

Oil and natural gas operations (exploration, production, pricing, marketing and transportation) are subject to extensive controls and regulations imposed by various levels of government, which may be amended from time to time. Governments may regulate or intervene with respect to price, taxes, royalties and the exportation of oil and natural gas. Such regulations may be changed from time to time in response to economic or political conditions. The implementation of new regulations or the modification of existing regulations affecting the oil and natural gas industry could reduce demand for crude oil and natural gas and increase the Company's costs, any of which may have a material adverse effect on the Company's business, financial condition, results of operations and prospects. To conduct oil and gas operations, the Company will require licenses from various government authorities. There can be no assurance that the Company will be able to obtain all the licenses and permits that may be required to conduct operations that it may wish to undertake.

Environmental

All phases of the oil and natural gas business present environmental risks and hazards and are subject to environmental regulation pursuant to a variety of federal laws, local laws and regulations. Environmental legislation provides for, among other things, restrictions and prohibitions on spills, releases or emissions of various substances produced in association with oil and natural gas operations. The legislation also requires that wells and facility sites be operated, maintained, abandoned and reclaimed to the satisfaction of applicable regulatory authorities. Compliance with such legislation can require significant expenditures and a breach of applicable environmental legislation may result in the imposition of fines and penalties, some of which may be material. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, larger fines and liability and potentially increased capital expenditures and operating costs. The discharge of oil, natural gas or other pollutants into the air, soil or water may give rise to liabilities to governments and third parties and may require the Company to incur costs to remedy such discharge. Although the Company believes that it is in material compliance with current applicable environmental regulations no assurance can be given that environmental laws will not result in a curtailment of production or a material adverse effect on the Company's business, financial condition, results of operations and prospects. Given the evolving nature of the debate related to climate change and the control of greenhouse gases and resulting requirements, it is not possible to predict the impact on the Company and its operations and financial condition.

Intellectual Property Risks

In 2021, the Company acquired all the intellectual property related to HTI's cleanH2steam DCC™ boiler and will continue to develop and sell its systems. The Company depends on exclusive patents related to HTI's cleanH2steam DCC™ boiler in addition to certain trademarks and trade secrets to protect its products and brands. The Company actively monitors intellectual property owned by others on an ongoing basis in order to avoid intellectual property infringements.

Product Development and Commercialization Risks

The Company cannot guarantee that it and its investments in Seed-series portfolio companies will be able to develop commercially viable hydrogen-related products (including the hydrogen boiler) on the timetable anticipated, or at all. Selling products on a commercially viable basis requires technological advances to improve the durability, reliability and performance of these products, and to develop commercial volume manufacturing processes for these products. The Company cannot guarantee that it will be able to internally develop the technology necessary to sell its products on a commercially viable basis. These risks also apply to the products being developed by the Company's portfolio companies.

The Company's and its Seed-series portfolio companies' products exist in emerging markets, and the Company has no guarantee as to end-user demand. In such emerging markets, demand and market acceptance for recently introduced products and services are subject to a high level of uncertainty and risk. The development of a mass market for the Company's and its portfolio companies' products may be affected by many factors, some of which are beyond the Company's control, including the emergence of newer, more competitive

technologies and products, the cost of fuels used by the products, regulatory requirements, consumer perceptions of the safety of its products and end-user reluctance to buy a new product. If a mass market fails to develop, or develops more slowly than the Company anticipates, it would have a material adverse effect on the Company's operations and financial condition.

POTENTIAL CLAIMS

The Company is not aware of any potential claims that could have a material adverse effect on its financial condition or results of operations.

OUTLOOK

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

PROPOSED TRANSACTIONS

None.

SUBSEQUENT EVENTS

In March 2024, the Company closed a non-brokered private placement of 11,141,900 units at a price of CAD \$0.20 per unit for gross proceeds of approximately \$1,651,000 (CAD \$2,228,000). Each unit is comprised of one common share and one warrant with each warrant exercisable for one additional common share at a price of CAD \$0.24 per share for a period of 24 months from the date of issuance.

In April 2024, the Company applied to the TSX Venture Exchange ("TSXV") to amend the convertible debentures described in Note 8 from an original conversion price of \$0.70 per share to \$0.20 per share and extend the term by one year to January 7, 2026. The Company is also applying to amend the exercise price of 6,839,920 of the 8,147,954 warrants to CDN\$0.25 due to the TSXV limitation of no more than 10% of the total number of warrants eligible to be repriced for insiders of the Company. All other terms of the warrants and debentures are expected to remain the same.

SHARE CAPITAL UPDATE

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

Share Capital	\$	56,387,444
Total voting shares issued ⁽¹⁾		259,281,637
Stock options outstanding		16,725,000
Warrants outstanding		28,135,987
Total share capital outstanding		304,142,624

(1) At April 1, 2024, 72,353,275 common shares were outstanding and 186,928,362 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 and Secretary
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

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