`

International Frontier Resources Corporation

Management Discussion and Analysis

`

For the six months ended June 30, 2022

International Frontier Resources Corporation (the “Company”) is an independent Canadian publicly traded company, the principle business of which is to acquire, develop, exploit and produce oil and natural gas in Mexico.

The following is management’s discussion and analysis (“MD&A”) of IFR’s operating and financial results for the period ended June 30, 2022, as well as information concerning the Corporation’s future outlook based on currently available information. The MD&A has been prepared by management as at August 25, 2022 in accordance with International Financial Reporting Standards, in Canadian dollars and should be read in conjunction with the interim unaudited condensed consolidated financial statements as at June 30, 2022 together with the accompanying notes. This MD&A contains forward-looking statements. See *“Forward Looking Statements”.*

The interim unaudited financial statements include the accounts of the Company and its 99.80% owned Mexican subsidiary, Petro Frontera S.A.P.I de CV ("Frontera"), which is accounted for using the consolidation method. All inter-company transactions and balances are eliminated upon consolidation. The interim unaudited condensed consolidated financial statements also include Frontera's 50% investments in Tonalli Energia S.A.P.I. de CV ("Tonalli"), and Energia Mexcan (“Mexcan”), Mexican companies which are accounted for using the equity method.

The quarterly financial statements have not been reviewed or audited on behalf of the shareholders by the Corporation’s independent external auditors. All financial measures presented in this MD&A Report are expressed in Canadian dollars unless otherwise indicate. References herein to "boe" mean barrels of oil equivalent derived by converting gas to oil in the ratio of six thousand cubic feet (Mcf) of gas to one barrel (bbl) of oil. Boe may be misleading, particularly if used in isolation. A boe conversion ratio of 6 Mcf: 1 bbl is based on an energy conversion method primarily applicable at the burner tip and does not represent a value equivalency at the wellhead.

Summary of Second Quarter Results

Selected financial information:

For the three months ended	**June 30, 2022**	**March 31, 2022**	**June 30, 2021**
Statement of operations			
Interest income	$ 32,945	$ 24,415	$ 19,170
Net income (loss) and comprehensive income (loss)	$ 770,185	$ (287,205)	$ (168,550)
Loss per share	$ 0.00	$ (0.00)	$ (0.00)
Cash flow			
Net cash provided (used in)			
Operating activities	$ (91,295)	$ (120,940)	$ (583,423)
Investing activities	$ 67,620	$ (118,840)	$ (12,165)
Financing activities	$ 34,995	$ 24,870	$ 1,688,208

	June 30, 2022	**March 31, 2022**	**June 30, 2021**
Balance sheet - Assets			
Total assets	$ 3,300,385	$ 3,324,710	$ 2,404,280
Working capital	$ (253,605)	$ 160,495	$ (651,345)

Discussion of Operations

Interest income

- In Q2, 2022 earned interest income of is $32,945 (Q1, 2022 - $24,415, Q2, 2021 - $19,170) of interest accrued in Petro Frontera, with respect to a shareholder loan to Tonalli.

General and administrative expenses

Three months ended:		June 30, 2022		March 31, 2021		June 30, 2021
Professional fees	$	57,570	$	43,280	$	30,089
Consulting fees and salaries		55,000		81,990		77,600
Rent and corporate costs		19,070		35,880		20,555
Filing and transfer fees		11,435		2,770		17,030
	$	143,075	$	163,920	$	145,274

- Total general and administration expenses in the three months ended June 30, 2022 were $143,075 a 12.72% decrease as compared to the previous quarter.

Net loss

- For the three months ended June 30, 2022 the Company recorded net income of $770,185 ($0.00 per share) as compared to a net loss of $287,205 ($0.00 loss per share) for Q1, 2022 (Net loss for Q2, 2021 - $168,550 or $0.00 loss per share)
- The increase in net income in the second quarter of 2022 is a result of a gain on the forgiveness of the Company's Convertible Debenture and Line of Credit totaling $906,480 recorded at June 30, 2022.

Share based compensation

- In Q2, 2022 the Company recorded a compensation expense of $10,005 (Q1, 2022 - $12,860 Q2, 2021 - $28,970 with respect to options granted in 2018 and 2019. The fair value of options granted was estimated on the date of grant using the Black-Scholes option-pricing model.
- There were no options granted in Q2, 2022.

Investing activities

Long term debt

In 2020, the Company applied for and received a $60,000 term loan under the Canada Emergency Business Account (the "CEBA term loan"), which is one of the Canadian government's COVID-19 economic recovery measures. The CEBA term loan is non-interest bearing for the initial term ending on December 31, 2022 (the "Initial Term"). If the loan is paid off by December 31, 2022, 33% of the loan will be forgiven. If the CEBA term loan is not fully repaid by the end of the Initial Term, then the unpaid balance will bear interest at the rate of 5% per annum, payable monthly, and will mature on December 31, 2025.

To estimate the fair value, the debt component was estimated first at $60,000, considering the interest free aspect of the loan. A 17.0 % effective rate was used which corresponds to a rate that the Company would have obtained for a similar investment. The $16,540 residual value was attributed to a government subsidy that was presented in the statement of operations as other income in 2020. In Q2, 2022, the Company recorded accretion expense with respect to the residual value of $830 (Q1, 2022 - $830, Q2, 2021 - $1,655).

Investment in Tonalli Energia S.AP.I. de C.V. and Energia Mexcan S.A.P.I. de C.V.

At June 30, 2022, the Company, through its Mexcan subsidiary Frontera's holds 50% investments in Tonalli Energia S.A.P.I. de CV ("Tonalli"), and Energia Mex Can ("Mexcan"), Mexican companies which are accounted for using the equity method.

During the year ended December 31, 2020, the Company incurred losses on its equity investment in Tonalli of $3,586,585, which resulted in the Company's share of cumulative losses exceeding its investment in Tonalli. As a result, the associated investment in Tonalli became $Nil at December 31, 2020. For the period ended June 30, 2022, the Company incurred a loss on its equity investment in Tonalli of $198,805 (2021 – losses of $531,990). As at June 30, 2022, the Company's cumulative unrecognized share of net losses in Tonalli is $922,534 (2021 – $723,729).

During the year ended December 31, 2020, the Company determined that the investment in Mexcan was impaired and an impairment loss of $42,380 was recorded on the Company's consolidated statement of operations and comprehensive loss. For the period ended June 30, 2022, the Company's investment in Mexcan continued to be deemed to be impaired.

At June 30, 2022, Frontera has loaned $3,835,055 CAD equivalent (December 31, 2021 - $3,288,780 CAD equivalent) to Tonalli in the form of a shareholder loan pursuant to a shareholder loan agreement.

Per the terms of the shareholder loan agreement, the loans (plus interest accrued to date) have a maturity date of December 31, 2024, and bear interest at a rate of Libor plus 2.75%.

Interest accrued at June 30, 2022, was $741,710 (December 31, 2021 - $656,905) CAD equivalent and has been included in shareholder loan at June 30, 2022.

During the period ended June 30, 2022, Frontera extended a new shareholder loan in the amount of $490,160 (December 31, 2021 - $68,970) to Tonalli. The fair value of the loan was determined to be $346,640 (December 31, 2021 - $40,780). The difference of $152,850 (December 31, 2021 - $28,190) between the fair value of the shareholder loan and the loan balance was recorded as an increase in the Company's equity investment in Tonalli and impaired in the condensed consolidated interim statements of operations and comprehensive loss.

Tonalli Operations

Tecolutla Contract

A summary of the License terms for the Tecolutla Block is as follows;

- **Effective Date**: August 2016
- **Term:** 25 years plus two possible extensions of five years each
- **National Content Rule:** 22% escalating to 38%
- **Appraisal Period:** one to two years to Perform a Minimum Work Program of one well and one work over at an estimated cost of US$1.8 million
- **Performance Guarantee:** 50% of assigned value of 4600 Work Units ($1.8 MM US)
- **Royalties:**
  - Base Oil Royalties (7.5% @ $48 US linear to 14% @ 100$ US Brent)
  - Additional Bid Royalty of 31.22% of the contract value of hydrocarbons produced
  - A royalty to the surface landowner in an amount of 1% of the contract value subject to negotiation after the signing of the Licence (being directed by the Mexican energy regulator, the National Hydrocarbons Commission ("CNH"))

The Tecolutla Block is a 7.2 km^2 block in the Tampico-Misantla Basin located within the state of Veracruz. The producing carbonate oil reservoir in the Tecolutla Block is the El Abra formation at a depth of 2,340 meters. 3D seismic has been acquired over the entire Tecolutla Block and 7 wells were drilled into the Tecolulta Block. Peak production of over 900 bbl/d occurred from the Tecolutla Block in 1972 from 4 wells, with 1 producing well remaining as of December 2014.

Evaluation Plan

- On July 5, 2022 CNH approved Tonalli's Transition Plan for the Tecolutla Block.
- On February 6, 2022 the Company elected to desist its Transition Plan application and a revised application was submitted on May 6th, 2022.
- On November 20, 2021 Tonalli submitted its Transition Plan to the CNH for approval.
- In August 2021, Tonalli received an extension of its Evaluation Plan with respect to the Tecolutla Block until November 24, 2021.
- On November 26, 2020, CNH granted an exclusive 9 month extension to all operators participating in Round 1.3. As a result, Tonalli received an extension of its Evaluation Plan with respect to the Tecolutla Block until August 27, 2021.
- In August 2020, CNH granted a 4 month extension to all operators due to COVID-19. As a result, Tonalli received an extension of its Evaluation Plan with respect to the Tecolutla Block until November 27, 2020.
- In July 2019, Tonalli received an extension of its Evaluation Plan with respect to the Tecolutla Block until July 6, 2020. There were no additional work commitments with respect to the Tecolutla Contract.
- In June 2019, Tonalli had completed the full requirements for the drilling of the TEC-11 well in order to satisfy the minimum work requirement as required by the extension of the evaluation plan. On June 6, 2019, Tonalli received full accreditation for its remaining 4,800 work units.
- In December 2018, Tonalli completed drilling of the TEC-11 well and satisfied the requirements to earn the work units under the modification of its evaluation plan.
- In November 2018, Tonalli received accreditation for 4,000 work units with respect to the TEC -10 drill and in June 2019 Tonalli received accreditation of its remaining 600 work units. The performance bond was returned in January 2019 upon fulfilment and approval of the required work program.
- On July 6, 2018, Tonalli received approval from the CNH to extend its Tecolutla evaluation plan and final approval for the modification of the work program was received on October 18, 2018 which resulted in a commitment of an additional 4,000 work units.
- On September 23, 2017, the Mexican energy regulator, the CNH, approved Tonalli's evaluation plan for the Tecolutla Block. The evaluation plan outlines in detail the scheduled work program to meet 4,600 work units on the Tecolutla Block.

Operations

For the:	**Six months ended**		**Three months ended**	
	June 30, 2022	**June 30, 2021**	**June 30, 2022**	**June 30, 2021**
Total Production (BBL/Day	32	60	-	49
Oil sales	$ 91,805	$ 667,505	$ -	$ 286,119
Royalties	(41,105)	(276,702)	-	(120,057)
Production and operating expenses	(104,460)	(216,230)	(37,050)	(116,087)
Total operating netback [1]	**$ (53,760)**	**$ 174,574**	**$ (37,050)**	**$ 49,976**
Oil Sales ($/BBL)	$ 83.16	$ 61.69	$ -	$ 44.86
Royalties ($/BBL)	(37.23)	(25.57)	-	(18.82)
Field operating costs ($/BBL)	(94.62)	(19.98)	-	(18.20)
Total operating netback [1]	**$ (48.70)**	**$ 16.13**	**$ -**	**$ 7.84**
Total production (bbl)	**1,104**	**10,820**	**-**	**4,442**

(1) See Non-GAAP measures

Sales Volumes/Price

- Price is calculated using the agreed upon formula per the Company's executed Commercialization Contract with PEMEX.
- Total production for the period ended June 30, 2022 decreased by 9,716 barrels or 89.80% as compared to the six months ended June 30, 2022 as a result of the Company's election to shut-in the Tecolutla field in Q1, 2022 pending regulatory approvals with respect to its Transition Plan.

Royalties

- Total royalties are made up of the base royalty calculated using the formula as prescribed in the Tecolutla Contract and the additional bid or contract royalty of 31.22%.
- The decrease in royalties is consistent with the decrease in revenues in the period.

Production and operating costs

- Operating costs decreased by $111,770 or 51.70% for the six months ended June 30, 2021 as compared to the same period in 2021 as a result of the temporary shut-in of operations in 2022.

Outstanding shares, options and warrants

The Company's share capital structure is as follows:

As of:	**June 30, 2022**	**August 25, 2022**
Common shares outstanding	299,107,939	299,107,939
Options outstanding	10,575,000	10,575,000
Fully diluted	309,682,939	309,682,939

Summary of Quarterly Results

The following table summarized the Company's financial and operating highlights for the past eight quarters:

Quarter ended:	**September 30, 2020**	**December 31, 2020**	**March 31, 2021**	**June 30, 2021**
Statements of operations				
Net loss and comprehensive loss	$ (308,070)	$ (2,857,670)	$ (130,530)	$ (168,550)
Net loss per share				
Basic and diluted	$ (0.00)	$ (0.01)	$ (0.00)	$ (0.00)
Statements of financial position				
Total assets	$ 5,132,910	$ 2,435,495	$ 2,404,280	$ 3,862,554
Working capital (deficit)	$ (410,730)	$ (570,405)	$ (651,345)	$ 923,358
Funds flow from (used in) operations [1]	$ (118,285)	$ (32,940)	$ 12,050	$ (583,423)

Quarter ended:	September 30, 2021	December 31, 2021	March 31, 2022	June 30, 2022
Statements of operations				
Net loss and comprehensive loss	$ (149,595)	$ (538,205)	$ (287,205)	$ 770,185
Net loss per share				
Basic and diluted	$ (0.00)	$ (0.00)	$ (0.00)	$ 0.00
Statements of financial position				
Total assets	$ 3,948,830	$ 3,547,960	$ 3,324,710	$ 3,300,385
Working capital (deficit)	$ 1,302,230	$ 804,125	$ 160,495	$ (253,605)
Funds flow from (used in) operations [1]	$ 192,798	$ (171,295)	$ (120,940)	$ (91,295)

([1]See Non-GAAP measures

Non-GAAP measures

Funds flow from (used in) operations

This MD&A contains the term "funds flow from (used in) operations", which is commonly used in the oil and natural gas industry. This term is not defined by IFRS and therefore may not be comparable to similar measures presented by other companies. There are measures commonly used in the oil and gas industry and by the Company to provide shareholders and potential investors with additional information regarding the Company's liquidity and its ability to generate funds to finance its operations. These terms should not be considered an alternative to, or more meaningful than, cash provided by operating activities or net earnings as determined in accordance with IFRS as indicators of the Company's performance. The Company considers funds from (used in) operations to be a key measure of operating performance as it demonstrates the Company's ability to generate the necessary funds to fund sustaining capital and future growth through capital investment. Management believes that such a measure provides an insightful assessment of the Company's operations on a continuing basis by eliminating certain non-cash charges and charges that are nonrecurring. Funds from (used in) operations is not a standardized measure and therefore may not be comparable with the calculation of similar measures for other entities.

Operating Netback

Operating netback is a common non-GAAP metric used in the oil and gas industry. Management believes this measurement assists management and investors to evaluate the specific operating performance by product at the oil and gas lease level. Operating netback is calculated as gross revenue less royalties, production and operating on a per unit basis.

Liquidity, capital resources and financing activities

Working Capital

At June 30, 2022, the Company has cash and cash equivalents of $99,975 (December 31, 2021 - $306,330) and a working capital deficit of $253,605 (December 31, 2021 – $804,125).

In July 2021, $400,000 USD ($505,480 CAD equivalent) of the proceeds of the Debenture were advanced to a Service Company to be held in trust as a deposit (the "Deposit) for the drilling of a well. On March 8, 2022, the $400,000 USD held in trust was released with $100,000 USD being released to the Company for its own account and the remaining $300,000 USD being released to the Company for the benefit of the lender in Q2, 2022.

In Q2 2022 Frontera entered into a Line of Credit agreement for proceeds of $300,000 USD bearing interest at 10.50%. Per the terms of the agreement at June 30, 2022 the balance of the loan plus any accrued interest was forgiven.

Planned Capital Program

Tonalli has fulfilled its capital obligations with respect to its evaluation period. The Company will work towards completing and obtaining approval for its development plan before any further plans are made for further development of the Tecolutla field.

Future Capital Requirements

The Company regularly forecasts its capital needs on an annual, quarterly and monthly basis. The Company's current internally generated cash flows provide sufficient capital for the Company's current exploration plans. Historically, the Company has relied on proceeds from the sale of its common shares to fund its operations. In order to accelerate the Company's current exploration programs, the Company may require additional capital. The timing, pace, scope and amount of the Company's capital expenditures is largely dependent on the operator's capital expenditure program(s) and the availability of capital to the Company.

The majority of the properties in which the Company currently has an interest are in the exploration stage and do not generate any significant revenue at this time. The Company therefore is dependent upon partnerships with industry and external financing to fund the majority of its future exploration programs. The Company will spend existing working capital and will seek additional financing as needed. The Company will continue to assess new properties and to seek to acquire an interest in additional properties if management feels there is sufficient geologic or economic potential.

In the management of capital, the Company includes cash and cash equivalents, accounts receivable, deposits and shareholder loans less accounts payable and accrued liabilities in the definition of capital. Management reviews its capital requirements on an ongoing basis and believes that its approach, given the relative size of the Company is reasonable. As at June 30, 2022, the Company's capital as defined above was approximately $(282,225) (2021– $769,580).

The Company had a net income of $482,980 and cash flows used in operations of $212,235 for the period ended June 30, 2022 and a working capital deficit of $253,605 as at June 30, 2022.

The Company's only revenue generating activities are related to its investment in Tonalli which has been incurring losses and using cash in its operating activities since inception.

The Company's ability to continue as a going concern requires further development and successful operations of Tonalli, which is dependent on the Company's ability to identify and raise sufficient additional sources of capital. There is no guarantee that the operations and further development of Tonalli will be successful, or that sufficient additional sources, if any, of capital will be obtained. These conditions indicate that a material uncertainty exists that that may cast significant doubt about the Company's ability to continue as a going concern.

Management believes that the going concern assumption is appropriate for these financial statements and that the Company will meet its operating and capital requirements. These financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. These adjustments could be material.

Related Party Transactions

The amounts paid to officers and directors during for the periods ended June 30, 2022 and 2021 are provided below, these costs are included in general and administrative expenses.

For the six months ended June 30,	2022	2021
Executive compensation	$100,000	$120,000
Stock based compensation	22,870	52,680
	$122,870	**$152,680**

At June 30, 2022, $66,475 (December 31, 2021– $Nil) was included in accounts payable and accrued liabilities owing to related parties.

The above transactions were incurred in the normal course of operations of the Company and have been recorded at the exchange amounts that were established and agreed upon by the related parties.

Corporate Activities

Proposed Transaction

On May 10, 2021, the Company entered into a non-binding Letter of Intent (“LOI”) with respect to a potential reverse takeover of the Company (the “Proposed Transaction”) by a private oil and gas company (“PrivateCo”). The Proposed Transaction is subject to a number of terms and conditions, including, but not limited to, the parties entering into a definitive agreement with respect to the Proposed Transaction on or before October 1, 2021, the completion of satisfactory due diligence, the funding of a $US750,000 Convertible Debenture Offering (see note 7), the completion of a concurrent financing in relation to the Proposed Transaction in an expected range of US$20,000,000 to US$60,000,000, the purchase by the Company all of the outstanding shares in the joint venture company, Tonalli held by its joint venture partner, Grupo IDESA S.A. de C.V., the completion of a share consolidation, the approval of the TSX-V and other applicable regulatory authorities. on October 22, 2021 the Company signed and extension of the LOI to December 1, 2021.

On April 4, 2022 the Company entered into a Line of Credit Agreement where PrivateCo has agreed to provide a working capital line to the Company of up to $300,000 USD in the form of a non-revolving unsecured Line of Credit bearing interest at 8%. The loan has a term of one year and is forgivable if a definitive agreement with respect to the Company’s Proposed Transaction is not signed by June 30th, 2022.

At June 30, 2022, a definitive agreement had not yet been signed and the outstanding balance of the loan plus accrued interest to June 30, 2022 was forgiven as per the Agreement and a total gain on settlement of $388,035 CAD equivalent, which represents $380,125 CAD equivalent ($300,000 USD) in total principal forgiven and $7,910 CAD equivalent ($6,625 USD) in accrued interest forgiven at June 30, 2022.

On August 17, 2022, the Company announced that Tonalli had received formal approval from the Mexican energy regulator, Comision Nacional de Hidrocarburos (“CNH”) for a transfer of ownership of the Tecolutla Block. In conjunction with the approval and upon closing of a private transaction , Tonalli’s new ownership structure will be 50% IFR and 50% Jaguar Exploración y Producción de Hidrocarburos, SAPI. de C.V (“**Jaguar**”). As a result, Jaguar will also own a 50% interest in the Tecolutla Block and act as operator of record in front of the CNH. The Company continues to work toward the successful completion of the Proposed Transaction with PrivateCo The parties have negotiated substantially all of terms of the definitive agreement.

Convertible Debenture

On June 11, 2021, the Company issued a 10% per annum secured convertible debenture (the "Convertible Debenture") for gross proceeds of $750,000 USD ($910,830 CAD equivalent). The Convertible Debenture has a 3-year term, maturing on June 11, 2024 (the "Maturity Date") and bears an interest rate of 10% per annum, calculated semi-annually, and payable on the conversion date or maturity date.

The Convertible Debenture is secured by a promissory note and a share pledge agreement, both in respect of the shares of Tonalli held by the Company or its subsidiaries. There is no other security over the assets of the Company in relation to the Convertible Debenture.

At the Company's option, dependent upon the status of the Proposed Transaction, the Company may prepay without penalty the principal amount of the Convertible Debenture in cash or in common shares or convert the same to services.

Pursuant to the Company's successful completion of the Proposed Transaction, the Convertible Debenture will be convertible at PrivateCo's option into post-consolidation common shares of the Company ("Resulting Issuer Shares") at any time prior to the maturity date at a conversion price (the "Conversion Price") equal to a 10% discount to the deemed price of the Resulting Issuer Shares on completion of the Proposed Transaction, provided that the minimum Conversion Price will equal $0.025 multiplied by the consolidation ratio (being the number of pre-consolidation common shares that will be exchanged for one post-consolidation common share).

Pursuant to the terms of the debenture on July 5, 2021, $400,000 USD ($505,480 CAD equivalent at December 31, 2021) of the proceeds of the Debenture were advanced to a service company to be held in trust as a deposit (the "Deposit) for the drilling of a well. On March 8, 2022, $100,000 USD of the amounts held in trust was released to the Company for its own account. The remaining $300,000 USD was released to the service company for the benefit of the lender on May 31, 2022. In conjunction with the release of the funds held in trust, the Company made a principal repayment in the amount of $300,000 USD against the outstanding balance of the Convertible Debenture and the parties agreed that the outstanding principle of the Convertible Debenture shall be reduced by an additional $100,000 USD plus accrued interest at June 30, 2022.

On April 8, 2022, the parties entered into a Convertible Debenture Amendment Agreement (the "**Amendment Agreement**") where the lender agreed to the forgiveness of $225,000 USD of the remaining balance of the Convertible Debenture plus any accrued interest owing leaving a remaining balance of $125,000 USD as at June 30, 2022.

At June 30, 2022 and pursuant to the above the Company recorded a total gain on settlement in the amount of $518,445, which represents $417,400 CAD equivalent ($325,000 USD) in total principal forgiven and $101,045 CAD equivalent ($78,715 USD) in accrued interest forgiven as at June 30, 2022.

Commencing on June 30, 2022, the Company has the option to convert the remaining balance of the debenture in the amount of $125,000 USD into the Company's common shares at a conversion price of the greater of either CAD$0.05 per share or the deemed pre-consolidated price of the common shares of the Company for the purposes of the Proposed Transaction. The issuance of common shares upon conversion per the amended convertible debenture is subject to approval of the TSXV.

Financial Instruments

The Company holds various forms of financial instruments. The nature of these instruments and the Company's operations expose the Company to interest rate risk, foreign exchange risk, fair value risk and industry credit risk. The Company manages its exposure to these risks by operating in a manner that minimizes its exposure to the extent practical.

a) Fair value of financial assets and liabilities: The Company's financial instruments as at June 30, 2022 and 2021 include cash and cash equivalents, accounts receivable, shareholder loans and accounts payable and accrued liabilities. The fair values of accounts receivable and accounts payable and accrued liabilities approximate their carrying amounts due to their short terms to maturity. Cash and cash equivalents and the restricted cash on deposit balances are equal to their fair values.

b) Credit risk arises when a failure by counter parties to discharge their obligations could reduce the amount of future cash inflows from financial assets on hand at the balance sheet date.

The maximum exposure to loss associated with accounts receivable is the total carrying amounts on the statement of financial position. All amounts outstanding at June 30, 2022 are expected to be collected in 2022.

The following table presents the aging of the Company's accounts receivable at June 30, 2022:

Total accounts receivable	0 to 30 days	31 to 60 days	61 to 90 days	Greater than 90 days
$ 9,370	$ -	$ 9,370	$ -	$ -

The maximum exposure to credit risk is represented by the carrying amount on the balance sheet of all the financial assets. All balances receivable greater than 60 days are owing from related parties, there are no material financial assets due from third parties that are past due.

Should the Company determine that the ultimate collection of a receivable is in doubt, it will provide the necessary provision in its allowance for doubtful accounts based on historical credit loss experience adjusted for forward looking factors with a corresponding charge to earnings. If the Company subsequently determines an account is uncollectible, the account is written off with a corresponding charge to the allowance account.

c) **Interest rate risk:** The Company is exposed to interest rate cash flow risk to the extent the changes in market interest rates will impact the Company's interest rate price risk. The Company does not use interest rate hedges or fixed interest rate contracts to manage the Company's exposure to interest rate fluctuations. A 1% increase or decrease in interest rates would have had no material impact on the cash flow of the Company during the period ended June 30, 2022.

d) **Foreign currency risk:** Foreign currency risk is the risk that a variation in exchange rates between the Canadian dollar and foreign currencies will affect the Company's operating and financial results. The Company is exposed to foreign currency risk as the Company has financial instruments denominated in US dollars and Mexican pesos. The Company's management monitors the exchange rate fluctuations on a regular basis. The Company does not use currency derivative instruments to manage the Company's exposure to foreign currency fluctuations.

e) **Commodity price risk:** Commodity price risk is the risk that future cash flows will fluctuate as a result of changes in commodity prices. Commodity prices for petroleum are impacted by the relationship between the Canadian Dollar and Mexican Peso, the Canadian Dollar and United States Dollar, global economic events and Mexican government policies.

The operations of Tonalli are affected by changes in commodity prices, which in turn, will affect the Company's investment in associates.

f) **Liquidity risk:** Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's objective in managing liquidity risk is to ensure that it has sufficient resources available to meet its liabilities when due. At June 30, 2022, the Company's accounts payables and accrued liabilities were $348,035. The Company regularly reviews its accounts payable balances and follows up on amounts past due. The Company's financial liabilities are summarized below:

Total accounts payable and accrued liabilities	0 to 30 days	31 to 60 days	61 to 90 days	Greater than 90 days
$ 391,570	$ 24,210	$ 24,360	$ 100,720	$ 242,280

Accounting Policies and Estimates

Critical Accounting Estimates

Management is required to make judgments, assumptions and estimates in the application of International Financial Reporting Standards that have a significant impact on the financial results of the Company. Reserve estimates are a key component in the calculation of depletion, depreciation and accretion costs. A change in reserve quantity estimates will result in a corresponding change in DD&A costs. In addition, if capitalized costs are determined to be in excess of the calculated ceiling, which is based on reserve quantities and values, the excess must be written off as an expense. Decommissioning liabilities are estimated, discounted and carried on the statement of financial position as a liability. A change in estimated future asset restoration costs will change the liability on the statement of financial position and the amortization of the decommissioning liabilities included in property and equipment.

Operational and other business risks

Current Economic Conditions

The volatility in the price of oil and natural gas has created a substantially more volatile business environment. These conditions may limit certain of the Company's business activities and it will continue to provide risk for the Company's exploration projects.

Need to Replace and Grow Reserves

The future oil and natural gas production of the Company, and therefore future cash flows, are highly dependent upon ongoing success in exploring its current and future undeveloped land base, exploiting the current producing properties, and acquiring or discovering additional reserves. Without reserve additions through exploration, acquisition or development activities, reserves and production will decline over time as reserves are depleted.

The business of discovering, developing, or acquiring reserves is capital intensive. To the extent cash flows from operations are insufficient and external sources of capital become limited or unavailable, the ability of the Company to make the necessary capital investments to maintain and expand its oil and natural gas reserves may be impaired. There can be no assurance that the Company will be able to find and develop or acquire additional reserves to replace and grow production at acceptable costs.

Exploration, Development and Production Risks

Oil and natural gas exploration in Mexico involve a high degree of risk, which even with a combination of experience, knowledge and careful evaluation may not be able to overcome. There is no assurance that expenditures made on future exploration by the Company will result in new discoveries of oil and natural gas in commercial quantities. It is difficult to project the costs of implementing an exploratory drilling program due to the inherent uncertainties of drilling in unknown formations, the costs associated with encountering various drilling conditions such as over pressured zones, tools lost in the hole and changes in drilling plans and locations as a result of prior exploratory wells or additional seismic data and interpretations thereof.

The long-term commercial success of the Company depends on its ability to find, acquire, develop and commercially produce oil and natural gas reserves. 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 participation are identified, the Company may determine that current markets, terms of acquisition and participation or pricing conditions make such acquisitions or participations uneconomic.

Future oil and gas exploration may involve unprofitable efforts, not only from dry wells, but from wells that are productive but do not produce sufficient net revenues to return a profit after drilling, operating and other costs. Completion of a well does not assure a profit on the investment or recover of drilling, completion and operating cost. In addition, drilling hazards or environmental damage could greatly increase the cost of operations, and various field operating conditions may adversely affect the production from successful wells. These conditions include delays in obtaining governmental approvals or consents, shut-ins of connected wells resulting from extreme weather conditions, insufficient storage or transportation capacity or other geological and mechanical conditions. While diligent well supervision and effective maintenance operations can contribute to maximizing production rate 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.

In addition, oil and gas operations are subject to the risks of exploration, development and production of oil and natural gas properties, including encountering unexpected formations or pressures, premature declines of reservoirs, blowouts, sour gas releases, fires and spills. Losses resulting from the occurrence of any of these risks could have a materially adverse effect on future results of operations, liquidity and financial condition.

Volatility of Oil and Natural Gas Prices

The operational results and financial condition of the Company will be dependent on the prices received for oil and natural gas production. Oil and natural gas prices have fluctuated widely during recent years and are determined by supply and demand factors, including weather and general economic conditions, as well as conditions in other oil and natural gas regions. Any decline in oil and natural gas prices could have an adverse effect on the operations, proved reserves, and financial conditions of the Company and could result in a reduction of the net production revenue of the Company causing a reduction in its oil and gas acquisition and development activities. In addition, bank borrowings that might be made available to the Company are typically determined in part by the borrowing base of the reserves of the Company.

Operational Hazards and Other Uncertainties

Oil and natural gas exploration operations are subject to all the risks and hazards typically associated with such operations, including hazards such as fire, explosion, blowouts, and oil spills, each of which could result in substantial damage to oil and natural gas wells, production facilities, other property and the environment or in personal injury. In accordance with industry practice, the Company is not fully insured against all of these risks, nor is all such risks insurable. Although the Company will maintain liability insurance, where available, in an amount which it considers adequate and consistent with industry practice, the nature of these risks is such that liabilities could exceed policy limits, in which event the Company could incur significant costs that could have a material adverse effect upon its financial condition. Business interruption insurance may also be purchased for selected facilities, to the extent that such insurance is available. Oil and natural gas production operations are also subject to all the risks typically associated with such operations, including premature decline of reservoirs and the invasion of water into producing formations.

Oil and natural gas exploration and development activities are dependent on the availability of drilling and related equipment in the particular areas where such activities will be conducted. Demand for such equipment or access restrictions may affect the availability and/or cost of such equipment to the Company and may delay exploration and development activities. To the extent the Company is not the operator of its oil and gas properties, the Company will be dependent on other operators for timing of activities related to non-operating properties and will be largely unable to direct or control the activities of the operators.

Although property title reviews will be done according to industry standards prior to the purchase of most oil and natural gas producing properties or the commencement of drilling wells, such reviews do not guarantee or certify that an unforeseen defect in the chain of title will not arise to defeat the claim of the Company which could result in reduction of the revenue received by the Company.

Competition

There is strong competition relating to all aspects of the oil and natural gas industry. the Company will actively compete for capital, skilled personnel, undeveloped land, reserve acquisitions, access to drilling rigs, service rigs and other equipment, access to processing facilities and pipeline and refining capacity, and in all other aspects of its operations with a substantial number of other organizations, many of which may have greater technical and financial resources than does the Company.

Key Personnel

The success of the Company will depend in large measure on certain key personnel. The loss of the services of such key personnel could have a material adverse effect on the Company. the Company does not have key person insurance in effect for management. The contributions of these individuals to the immediate operations of the Company are likely to be of central importance. In addition, the competition for qualified personnel in the oil and natural gas industry is intense and there can be no assurance that the Company will be able to continue to attract and retain all personnel necessary for the development and operation of its business.

Environmental Risks

The oil and natural gas industry is subject to environmental regulation pursuant to a variety of international conventions and Canadian federal, provincial and municipal laws, regulations, and guidelines, Mexico federal and state law, regulations and guidelines and Montana state laws and regulations. A breach of such regulations may result in the imposition of fines or issuances of clean up orders in respect of the Company or its assets. Such regulation may be changed to impose higher standards and potentially more costly obligations on the Company. There can be no assurance that future environmental costs will not have a material adverse effect on the Company.

Doing business in Mexico

These risks include but are not limited to: (i) The regulatory and legal environment; (ii) risks presented by political opposition to energy reform and public opinion; and (iii) security challenges presented by corruption and drug cartels.

Addressing the first two challenges calls for a comprehensive approach to public affairs; the logistical and security challenges require a strategy to safeguard a company's assets and its reputation. Failing to engage closely with government regulators can create miscommunications and lead to missed opportunities. Engaging with stakeholders outside the government may be even more essential than working within it.

Lastly, corruption, oil theft and drug-related violence continue to be significant concerns in Mexico. The government still needs to address how it plans to secure pipelines, zones of onshore exploration, and land bases for deep-water development. Companies that venture into some of the new areas would be advised to develop their own security infrastructure and plans.

Forward Looking Statements

Certain statements contained in this MD&A, constitute forward-looking statements. The use of any of the words “anticipate”, “continue”, “estimate”, “expect”, “may”, “will”, “project”, “should”, “believe”, “strategy” and similar expressions are intended to identify forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements are based on reasonable assumptions, but no assurance can be given that these expectations will prove to be correct and the forward-looking statements included in this MD&A should not be unduly relied upon. These statements are made only as of the date of this MD&A.

In particular, this MD&A may contain forward-looking statements including, but not limited to, the following:

- oil and natural gas production rates;
- commodity prices for crude oil or natural gas;
- supply and demand for oil and natural gas;
- capital expenditure programs;
- future exploration, development and production costs;
- timing of drilling plans;
- plans for and results of exploration and development activities;
- expectations regarding the Company’s ability to raise capital and to continually add to oil and natural gas reserves through acquisitions, exploration and development; and
- treatment under governmental regulatory regimes and tax laws.

With respect to forward-looking statements contained in this MD&A and other documents of public record, the Company has made assumptions regarding, among other things:

- future oil and natural gas production levels from the Company’s properties and the prices obtained from the sales of such production;
- the level of future capital expenditure required to exploit and develop reserves; and
- the Company’s ability to obtain financing on acceptable terms, as required.

The Company's actual results could differ materially from those anticipated in these forward-looking statements and information as a result of assumptions proving inaccurate and of both known and unknown risks as set forth below:

- general economic, political, market and business conditions;
- risks inherent in oil and natural gas operations;
- uncertainties associated with estimating oil and natural gas reserves;
- competition for, capital, acquisitions of reserves, undeveloped lands, drilling equipment and skilled personnel;
- geological, technical, drilling and processing problems;
- incorrect assessments of the value of acquisitions;
- the availability of capital on acceptable terms;
- volatility in market prices for oil and natural gas;
- actions by governmental authorities, including regulatory, environmental and taxation policies;
- fluctuations in foreign exchange or interest rates and stock market volatility; and
- ability to raise project finance capital from chartered banks.

This forward-looking information represents the Company’s views as of the date of this MD&A and such information should not be relied upon as representing its views as of any subsequent date. IFR has attempted to identify important factors that could cause actual results, performance or achievements to vary from those current expectations or estimates expressed or implied by the forward-looking information. There may be other factors, however, that cause results, performance or achievements not to be as expected or estimated and that could cause actual results, performance or achievements to differ materially from current expectations. There can be no assurance that forward-looking information will prove to be accurate, as results and future events could differ materially from those expected or estimated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as expressly required by applicable securities legislation.

Additional information regarding the Company and factors that could affect its operations and financial results are included in reports on file with Canadian securities regulatory authorities, including the Company's Annual Information Form, and may be accessed through the SEDAR website (www.sedar.com). Furthermore, the forward-looking statements contained in this MD&A are made as of the date of this MD&A and the Company does not undertake any obligation to update publicly or to revise any of the included forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by applicable securities laws. The Company's forward-looking statements are expressly qualified in their entirety by this cautionary statement.

Other information

Additional information regarding the Company's reserves and other data are available on SEDAR at www.sedar.com