BIRCHCLIFF
ENERGY

THE RIGHT PEOPLE. THE RIGHT ASSETS. THE RIGHT STRATEGY.

2024 ANNUAL REPORT

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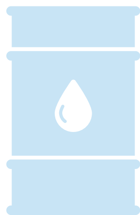
References to "Birchcliff", the "Corporation", "we", "our", "us" and "its" mean Birchcliff Energy Ltd. This report contains forward-looking statements within the meaning of applicable securities laws. For further information regarding the forward-looking statements and forward-looking information contained herein, see "*Advisories – Forward-Looking Statements*" in this report. With respect to the disclosure of Birchcliff's production contained herein, all production volumes have been disclosed on a gross basis as such term is defined in National Instrument 51-101 – *Standards of Disclosure for Oil and Gas Activities* ("**NI 51-101**"). For further information regarding the disclosure of Birchcliff's production herein, see "*Advisories – Production*" in this report. In addition, this report uses various "non-GAAP financial measures" and "non-GAAP ratios" as such terms are defined in National Instrument 52-112 – *Non-GAAP and Other Financial Measures Disclosure* ("**NI 52-112**"). Non-GAAP financial measures and non-GAAP ratios are not standardized financial measures under GAAP and might not be comparable to similar financial measures disclosed by other issuers. For further information regarding the non-GAAP and other financial measures used herein, see "*Non-GAAP and Other Financial Measures*" in this report.

2024 HIGHLIGHTS



Average Production

76,695 boe/d

Adjusted Funds Flow[1]

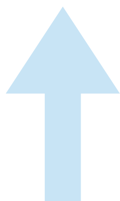
$236.8 million

Cash Flow from Operating Activities

$203.7 million

Net Income to Common Shareholders

$56.1 million



24%

Year-Over-Year Capital Efficiency[3] Improvement

F&D Capital Expenditures[2]

$273.1 million

7.7 years

PDP Reserves Life Index[3]

2P Reserves Life Index[3]

34.3 years

(1) Non-GAAP financial measure. See "*Non-GAAP and Other Financial Measures*".
(2) See "*Advisories – F&D Capital Expenditures*".
(3) See "*Advisories – Oil and Gas Metrics*" for a description of the methodology used to calculate capital efficiency and reserves life index.

OVERVIEW

Birchcliff is an intermediate oil and natural gas company based in Calgary, Alberta that is engaged in the business of exploring for, developing and producing natural gas, light oil, condensate and other natural gas liquids.

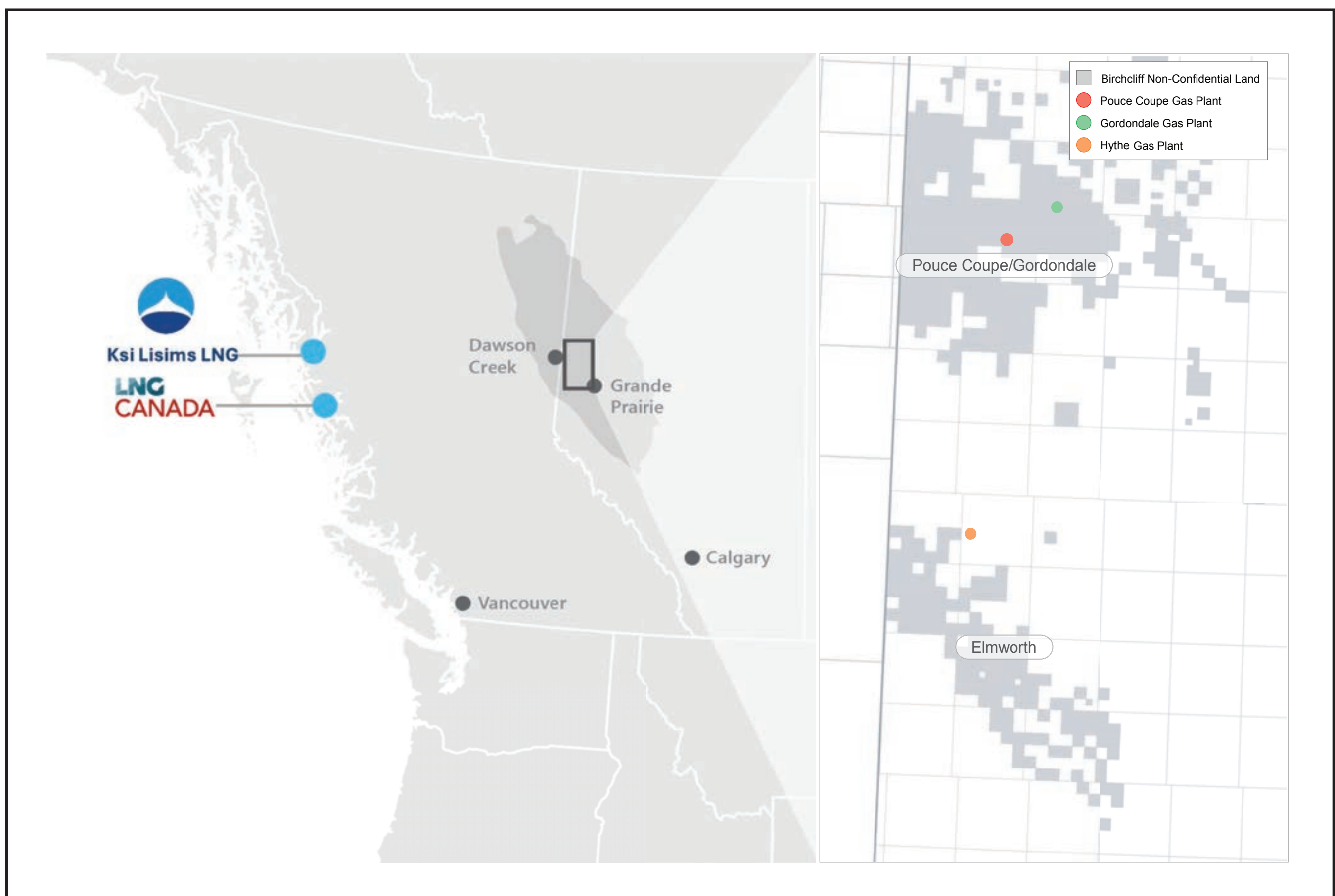
Our vision is to be an industry-leading producer of profitable and sustainable natural gas and liquids from the Montney/Doig Resource Play, with the objective of delivering long-term shareholder value. We are focused on investing in and profitably growing our business, strengthening our balance sheet and providing a base dividend that is sustainable through commodity price cycles.

Our common shares are listed for trading on the Toronto Stock Exchange under the trading symbol “BIR”.

OUR ASSETS

All of our assets are located in Alberta, where we are focused on the Montney/Doig Resource Play, which management considers to be one of the premier resource plays in North America.

Within the Montney/Doig Resource Play, our operations are primarily concentrated in the Pouce Coupe and Gordondale areas of Alberta where we own large, contiguous blocks of high working interest land. We have also strategically built a substantial, contiguous, 100% working interest Montney land position in the Elmworth area of Alberta, which is located to the south of our Pouce Coupe and Gordondale assets. In addition, Birchcliff owns and controls many of the significant facilities and infrastructure that we rely upon to handle the majority of its production, including our 100% owned and operated natural gas processing plant in Pouce Coupe.



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MESSAGE TO SHAREHOLDERS

As we enter a milestone year for Birchcliff, our 20th year in operation, we reflect on another successful year focused on our people, innovation, operational efficiency and creating long-term shareholder value. These tenets, which guide our business, remained intact in 2024 despite the challenging natural gas price environment that the industry faced.

Recent national and international events continue to remind us of the important role that we play in supplying Canadians with secure and reliable energy and how imperative it is to our everyday lives. The outlook as we enter Birchcliff's 20th year looks very strong and we remain well-positioned to support Canada's role as a responsible and reliable producer of energy for the world.

LOOKING BACK

Due to the success of our 2024 capital program and driven by our improved capital efficiencies, we delivered annual average production of 76,695 boe/d and adjusted funds flow of $236.8 million and returned $107.8 million to shareholders through common share dividends in 2024. The 27 wells we brought on production as part of our 2024 capital program delivered strong PDP reserves additions of 34.1 MMboe, which highlights the quality of our assets. In 2024, Birchcliff also achieved a significant year-over-year capital efficiency improvement for its wells of approximately 24% compared to 2023.

We believe that there is significant intrinsic shareholder value embedded in Birchcliff's asset base that is not reflected in our current share price, as demonstrated by our PDP reserves net asset value per common share of $6.35 and $13.79 and $18.09 for our proved and proved plus probable reserves, respectively. In addition, our Elmworth asset, which is largely unbooked from a reserves basis, provides us with significant inventory and a large potential future development area, consisting of approximately 145 net sections of Montney lands.

LOOKING FORWARD

Our strategy for 2025 builds off of the operational momentum from 2024, maintaining our focus on capital efficiency improvements and further driving down costs. We are excited about our 2025 capital program, which utilizes our latest field development practices and wellbore design and targets high rate-of-return wells with strong capital efficiencies and attractive paybacks. Our 2025 capital budget reflects our commitment to maintaining a strong balance sheet, while focusing on the continued development of our world-class asset base and sustainable shareholder returns.

The 2025 capital program has been designed to ensure that our capital is strategically deployed throughout the year, providing us with the flexibility to adjust our capital spending, if necessary, in response to the commodity price volatility we expect during 2025, including as a result of the evolving situation as it relates to U.S. and Canadian tariffs and the start-up of LNG Canada. In addition, our significant ownership and operatorship of our assets gives us a strong competitive advantage, providing us with the flexibility to actively manage our capital program in response to changing economic conditions.

As we look longer term, we remain very bullish on natural gas as there continues to be significant structural improvements in demand in North America, namely from additional LNG export capacity out of the U.S. Gulf Coast and increased natural gas fired electricity generation. Given the strengthening in natural gas markets, we have chosen to strategically shift our capital allocation priorities. Over the last number of years, the North American natural gas industry has suffered from constrained egress, weak pricing and a challenging political environment. During this time period, we chose to return cash flow to shareholders as there was little incentive to grow production. However, now that we see demand increasing substantially throughout

the remainder of the decade, we have made the prudent choice to return to a growth model that we expect will result in production growth of 14% to 87,500 boe/d by the end of 2027. By filling our infrastructure and fully utilizing our existing transportation capacity, we expect to improve our operating margins and netbacks and reduce our per boe costs. As one of the lowest-cost operators in our peer group, our continued focus on cost reduction will provide us additional flexibility to withstand the volatility associated with commodity price cycles. In addition, balance sheet strength continues to be of significant importance to us and we anticipate that the free funds flow after the payment of our annual base dividend and growth capital over the next few years will be allocated primarily towards debt reduction in order to reduce the risks to our business and decrease our interest costs.

Our production growth over the next few years is expected to coincide with anticipated strength in commodity prices and demand for Canadian natural gas as a result of LNG projects coming online in North America. Birchcliff is a partner in Rockies LNG Partners, which is collaborating with the Nisga'a Nation, a modern treaty Nation in British Columbia, and Western LNG, an experienced LNG developer, to develop the Ksi Lisims LNG export project, a 12 million tonne per year (approximately 1.7 to 2.0 Bcf/d) LNG export project on the West Coast of British Columbia.

On behalf of our Executive Team and the Board of Directors, I want to thank our team for their strong performance and contributions to Birchcliff's success, as well as our shareholders, service providers, First Nations and communities for your ongoing support.

CHRIS CARLSEN
President and Chief Executive Officer

"We are excited about our 2025 capital program, which utilizes our latest field development practices and wellbore design and targets high rate-of-return wells with strong capital efficiencies and attractive paybacks."

CHRIS CARLSEN

2024 FINANCIALS

MANAGEMENT'S DISCUSSION AND ANALYSIS

GENERAL

This Management's Discussion and Analysis ("**MD&A**") for Birchcliff Energy Ltd. ("**Birchcliff**" or the "**Corporation**") dated March 12, 2025 is with respect to the three and twelve months ended December 31, 2024 (the "**Reporting Periods**") as compared to the three and twelve months ended December 31, 2023 (the "**Comparable Prior Periods**"). This MD&A has been prepared by management and approved by the Corporation's audit committee and board of directors (the "**Board**") and should be read in conjunction with the annual audited financial statements of the Corporation and related notes for the years ended December 31, 2024 and 2023 (the "**financial statements**"), which have been prepared in accordance with IFRS Accounting Standards. All dollar amounts are expressed in Canadian currency, unless otherwise stated.

This MD&A uses various "non-GAAP financial measures", "non-GAAP ratios" and "capital management measures" as such terms are defined in National Instrument 52-112 – *Non-GAAP and Other Financial Measures Disclosure* ("**NI 52-112**"). Non-GAAP financial measures and non-GAAP ratios are not standardized financial measures under GAAP and might not be comparable to similar financial measures disclosed by other issuers. For further information, including reconciliations to the most directly comparable GAAP financial measures where applicable, see *"Non-GAAP and Other Financial Measures"* in this MD&A.

This MD&A contains forward-looking statements and forward-looking information (collectively, "**forward-looking statements**") within the meaning of applicable Canadian securities laws. Such forward-looking statements are based upon certain expectations and assumptions and actual results may differ materially from those expressed or implied by such forward-looking statements. For further information regarding the forward-looking statements contained herein, see *"Advisories – Forward-Looking Statements"* in this MD&A. All boe amounts have been calculated by using the conversion ratio of 6 Mcf of natural gas to 1 bbl of oil. For further information, see *"Advisories – Boe Conversions"* in this MD&A.

With respect to the disclosure of Birchcliff's production contained in this MD&A: (i) references to "light oil" mean "light crude oil and medium crude oil" as such term is defined in National Instrument 51-101 – *Standards of Disclosure for Oil and Gas Activities* ("**NI 51-101**"); (ii) references to "liquids" mean "light crude oil and medium crude oil" and "natural gas liquids" (including condensate) as such terms are defined in NI 51-101; and (iii) references to "natural gas" mean "shale gas", which also includes an immaterial amount of "conventional natural gas", as such terms are defined in NI 51-101. In addition, NI 51-101 includes condensate within the product type of "natural gas liquids". Birchcliff has disclosed condensate separately from other natural gas liquids as the price of condensate as compared to other natural gas liquids is currently significantly higher and Birchcliff believes presenting the two commodities separately provides a more accurate description of its operations and results therefrom. In accordance with Canadian practice, production volumes and revenue are reported on a company gross basis, before deduction of Crown and other royalties and without including any royalty interests of Birchcliff.

ABOUT BIRCHCLIFF

Birchcliff is an intermediate oil and natural gas company based in Calgary, Alberta with operations focused on the exploration and development of the Montney/Doig Resource Play in Alberta. Birchcliff's common shares are listed for trading on the Toronto Stock Exchange (the "**TSX**") under the symbol "BIR". Additional information relating to the Corporation, including its Annual Information Form for the financial year ended December 31, 2024 (the "**AIF**"), is available on the SEDAR+ website at www.sedarplus.ca and on the Corporation's website at www.birchcliffenergy.com.

2024 HIGHLIGHTS

- Delivered annual average production of 76,695 boe/d (82% natural gas and 18% liquids) in the twelve month Reporting Period and quarterly average production of 77,623 boe/d (82% natural gas and 18% liquids) in the three month Reporting Period.
- Generated annual adjusted funds flow[1] of $236.8 million in the twelve month Reporting Period and quarterly adjusted funds flow of $71.8 million in the three month Reporting Period. Cash flow from operating activities was $203.7 million in the twelve month Reporting Period and $45.6 million in the three month Reporting Period.
- Reported annual net income to common shareholders of $56.1 million in the twelve month Reporting Period and quarterly net income to common shareholders of $35.2 million in the three month Reporting Period.
- F&D capital expenditures were $273.1 million in the twelve month Reporting Period and $58.3 million in the three month Reporting Period. Birchcliff drilled 29 (29.0 net) wells and brought 27 (27.0 net) wells on production in the twelve month Reporting Period.
- Returned $107.8 million to shareholders in the twelve month Reporting Period through common share dividends.
- Birchcliff entered into a long-term contract operating agreement (the "**COA**") with AltaGas Ltd. ("**AltaGas**"), which became effective July 1, 2024. Pursuant to the COA, Birchcliff assumed operatorship of AltaGas' Gordondale deep-cut gas processing facility (the "**Gordondale Facility**"). This arrangement allows Birchcliff to leverage cost optimization opportunities, which are expected to drive lower operating costs, reduce downtime and optimize NGLs recoveries for Birchcliff.

As a result of Birchcliff assuming operatorship of the Gordondale Facility under the COA, the take-or-pay commitment pursuant to the natural gas processing agreement between Birchcliff and AltaGas at the Gordondale Facility has been excluded from operating expense and classified as a lease (the "**Gas Processing Lease**") under IFRS 16 – *Leases* ("**IFRS 16**"). The Gas Processing Lease impacted a number of financial items in the Reporting Periods, including: (i) operating expense; (ii) finance expense; and (iii) depreciation expense. These items are discussed in further detail in their respective sections below. See "*Discussion of Operations*" in this MD&A.

2025 GUIDANCE

As a result of the improvement in the commodity price forecast for natural gas in 2025, in particular at NYMEX HH and Dawn, and with the landscape for natural gas demand continuing to improve since the Corporation provided its previous 2025 guidance on January 22, 2025, Birchcliff has updated its 2025 guidance for adjusted funds flow, free funds flow and total debt. The Corporation has also revised its guidance for transportation and other expense to reflect further cost mitigation efforts expected to be realized with respect to its transportation commitments in 2025.

Birchcliff is maintaining its royalty expense guidance for 2025, notwithstanding significantly higher NYMEX HH and Dawn benchmark natural gas prices forecasted for the year. The Corporation's natural gas production is subject to royalties based on an Alberta Natural Gas Reference Price, which primarily takes into account the AECO benchmark natural gas price. The forecasted AECO benchmark natural gas price for 2025 has stayed relatively consistent as compared to NYMEX HH and Dawn since Birchcliff's previous guidance.

Birchcliff is maintaining its F&D capital expenditures guidance of $260 million to $300 million and annual average production guidance of 76,000 and 79,000 boe/d for 2025.

(1) Non-GAAP financial measure. See *"Non-GAAP and Other Financial Measures"* in this MD&A.

The following tables set forth Birchcliff's updated and previous guidance and commodity price assumptions for 2025 and its 2024 actual audited results and reported 2024 guidance for comparative purposes, as well as its free funds flow sensitivity for 2025:

	Updated 2025 guidance and assumptions – March 12, 2025[1]	Previous 2025 guidance and assumptions – January 22, 2025	2024 actual results	2024 guidance and assumptions – November 14, 2024
Production				
Annual average production *(boe/d)*	76,000 – 79,000	76,000 – 79,000	76,695	75,000 – 77,000
% Light oil	3%	3%	3%	3%
% Condensate	6%	6%	6%	6%
% NGLs	9%	9%	9%	10%
% Natural gas	82%	82%	82%	81%
Average Expenses *($/boe)*				
Royalty	$2.10 – $2.30	$2.10 – $2.30	$1.41	$1.55 – $1.75
Operating	$2.90 – $3.10	$2.90 – $3.10	$3.24	$3.20 – $3.40
Transportation and other[2]	$5.55 – $5.75	$5.75 – $5.95	$5.24	$5.30 – $5.50
Adjusted Funds Flow *(millions)*[3]	$580	$445	$236.8	$230
F&D Capital Expenditures *(millions)*	$260 – $300	$260 – $300	$273.1	$250 – $270
Free Funds Flow *(millions)*[3]	$280 – $320	$145 – $185	($36.3)	($20) – ($40)
Total Debt at Year End *(millions)*[4]	$265 – $305	$410 – $450	$535.6	$515 – $535
Natural Gas Market Exposure				
AECO exposure as a % of total natural gas production	23%	23%	19%	17%
Dawn exposure as a % of total natural gas production	41%	41%	43%	44%
NYMEX HH exposure as a % of total natural gas production	35%	35%	36%	37%
Alliance exposure as a % of total natural gas production	1%	1%	2%	2%
Commodity Prices				
Average WTI price *(US$/bbl)*	$67.00[5]	$70.15	$75.72	$75.65
Average WTI-MSW differential *(CDN$/bbl)*	$8.80[5]	$4.70	$6.12	$6.00
Average AECO price *(CDN$/GJ)*	$2.20[5]	$2.00	$1.38	$1.45
Average Dawn price *(US$/MMBtu)*	$4.20[5]	$3.30	$1.96	$2.00
Average NYMEX HH price *(US$/MMBtu)*	$4.50[5]	$3.60	$2.27	$2.25
Exchange rate *(CDN$ to US$1)*	1.44[5]	1.43	1.37	1.36

Forward ten months' free funds flow sensitivity[5][6]	Estimated change to 2025 free funds flow *(millions)*
Change in WTI US$1.00/bbl	$3.2
Change in NYMEX HH US$0.10/MMBtu	$6.0
Change in Dawn US$0.10/MMBtu	$7.1
Change in AECO CDN$0.10/GJ	$3.0
Change in CDN/US exchange rate CDN$0.01	$4.8

(1) Birchcliff's guidance for its production commodity mix, adjusted funds flow, free funds flow, total debt and natural gas market exposure in 2025 is based on an annual average production rate of 77,500 boe/d in 2025, which is the mid-point of Birchcliff's annual average production guidance range for 2025. Changes in assumed commodity prices and variances in production forecasts can have an impact on the Corporation's forecasts of adjusted funds flow and free funds flow and the Corporation's other guidance, which impact could be material. In addition, any acquisitions or dispositions completed over the course of 2025 could have an impact on Birchcliff's 2025 guidance and assumptions set forth herein, which impact could be material. For further information regarding the risks and assumptions relating to the Corporation's guidance, see *"Advisories – Forward-Looking Statements"* in this MD&A.

(2) Non-GAAP ratio. See *"Non-GAAP and Other Financial Measures"* in this MD&A.

(3) Non-GAAP financial measure. See *"Non-GAAP and Other Financial Measures"* in this MD&A.

(4) Capital management measure. See *"Non-GAAP and Other Financial Measures"* in this MD&A.

(5) Birchcliff's updated commodity price and exchange rate assumptions and free funds flow sensitivity for 2025 are based on anticipated full-year averages using the Corporation's anticipated forward benchmark commodity prices and the CDN/US exchange rate as of March 10, 2025, which include settled benchmark commodity prices and the CDN/US exchange rate for the period from January 1, 2025 to February 28, 2025.

(6) Illustrates the expected impact of changes in commodity prices and the CDN/US exchange rate on the Corporation's forecast of free funds flow for 2025, holding all other variables constant. The sensitivity is based on the commodity price and exchange rate assumptions set forth in the table above. The calculated impact on free funds flow is only applicable within the limited range of change indicated. Calculations are performed independently and may not be indicative of actual results. Actual results may vary materially when multiple variables change at the same time and/or when the magnitude of the change increases.

Comparison of 2024 Actual Results to 2024 Guidance

Birchcliff's annual average production for 2024 was at the high-end of its guidance range of 75,000 to 77,000 boe/d. Birchcliff's per boe royalty expense for 2024 was below its guidance range, primarily due to lower than anticipated average realized natural gas sales prices. Operating expense per boe was within its expected guidance range for 2024. Transportation and other expense was below its guidance range, primarily due to lower than forecasted fractionation costs associated with its NGLs and higher than anticipated gains realized from its marketing initiatives.

Birchcliff's 2024 adjusted funds flow was higher than its guidance of $230 million primarily due to higher than forecasted realized gains on financial instruments and lower royalty expense, partially offset by lower than anticipated average realized natural gas sales prices. Free funds flow for 2024 was within guidance. F&D capital expenditures and year-end total debt for 2024 were slightly above the high-end of Birchcliff's guidance range.

SELECTED ANNUAL INFORMATION

The following table sets forth a summary of the Corporation's annual results for the three most recently completed financial years:

	2024	2023	2022
Average production			
Light oil *(bbls/d)*	2,017	1,849	2,223
Condensate *(bbls/d)*	4,425	5,202	4,679
NGLs *(bbls/d)*	7,080	6,306	7,471
Natural gas *(Mcf/d)*	379,040	374,052	375,315
Total *(boe/d)*	76,695	75,699	76,925
Average realized sales prices *($)*[1]			
Light oil *(per bbl)*	98.90	99.07	119.78
Condensate *(per bbl)*	99.66	103.76	122.27
NGLs *(per bbl)*	26.37	26.92	41.09
Natural gas *(per Mcf)*	2.05	3.03	6.73
Total *(per boe)*	20.90	26.79	47.73
Cash flow from operating activities *($000s)*	203,710	320,529	925,275
Adjusted funds flow *($000s)*[2]	236,794	306,827	953,683
Per common share – basic *($)*[3]	0.88	1.15	3.59
Free funds flow *($000s)*[2]	(36,290)	2,190	589,062
Per common share – basic *($)*[3]	(0.13)	0.01	2.22
Net income to common shareholders *($000s)*	56,100	9,780	653,682[4]
Per common share – basic *($)*	0.21	0.04	2.46[4]
P&NG revenue *($000s)*[1]	586,856	740,359	1,340,180
F&D capital expenditures *($000s)*[5]	273,084	304,637	364,621
Total capital expenditures *($000s)*[2]	282,745	307,916	368,230
Total assets *($000s)*	3,433,251	3,176,910	3,169,365
Revolving term credit facilities *($000s)*	566,857	372,097	131,981
Total debt *($000s)*[6]	535,557	382,306	138,549
End of period basic common shares *(000s)*	271,304	267,156	266,047
Weighted average basic common shares *(000s)*	269,081	266,465	265,548
Dividends on common shares *($000s)*	107,833	213,344	71,788
Per common share *($)*	0.40	0.80	0.27

(1) Excludes the effects of financial instruments but includes the effects of any physical delivery contracts.

(2) Non-GAAP financial measure. See *"Non-GAAP and Other Financial Measures"* in this MD&A.

(3) Non-GAAP ratio. See "*Non-GAAP and Other Financial Measures*" in this MD&A.

(4) Net income to common shareholders for the year ended December 31, 2022 has been reduced by the dividends on the cumulative redeemable preferred shares, Series A totalling $3.1 million.

(5) See *"Advisories – F&D Capital Expenditures"* in this MD&A.

(6) Capital management measure. See "*Non-GAAP and Other Financial Measures*" in this MD&A.

Annual average production in 2024 increased by 1% from 2023, primarily due to increased NGLs and natural gas production, partially offset by lower condensate production. Annual average production in 2024 was comparable with 2022. In 2023, the Corporation's NGLs production was negatively impacted by an unplanned system outage on Pembina's Northern Pipeline system (the "**Pembina Outage**") that reduced the Corporation's NGLs sales volumes in that year. The Corporation's light oil production was lower in 2024 and 2023 as compared to 2022 as a result of the Corporation specifically targeting high-rate natural gas wells in liquids-rich zones in Pouce Coupe. Annual average

production in each year was positively impacted by incremental production volumes from new Montney/Doig wells brought on production and negatively impacted by natural production declines.

In 2024, cash flow from operating activities decreased by 36% and 78% from 2023 and 2022, respectively, and adjusted funds flow decreased by 23% and 75% from 2023 and 2022, respectively. These decreases were primarily due to a lower average realized sales price received for Birchcliff's natural gas production in 2024 as compared to 2023 and 2022. Birchcliff's 2024 average realized natural gas sales price decreased by 32% and 70% from 2023 and 2022, respectively.

Free funds flow in 2024 decreased significantly from 2023 and 2022, primarily due to lower adjusted funds flow, partially offset by reduced F&D capital expenditures.

Birchcliff's net income to common shareholders in 2024 increased by 474% from 2023, primarily due to an unrealized gain on financial instruments of $98.6 million in 2024 as compared to an unrealized loss on financial instruments of $38.2 million in 2023, partially offset by lower adjusted funds flow in 2024. Birchcliff's net income to common shareholders in 2024 decreased by 91% from 2022, primarily due to lower adjusted funds flow and a lower unrealized gain on financial instruments in 2024 as compared to 2022, largely resulting from the changes in the net fair value of the Corporation's NYMEX HH/AECO 7A basis swap contracts. Birchcliff recorded an unrealized gain on financial instruments of $131.0 million in 2022.

F&D capital expenditures in 2024 decreased by 10% and 25% from 2023 and 2022, respectively. The Corporation's F&D capital expenditures fluctuate each year based on: (i) the Corporation's outlook for commodity prices and market conditions; and (ii) the level of drilling and completions operations and other capital projects and the timing and cost thereof.

Total debt at December 31, 2024 increased by 40% from December 31, 2023 and 287% from December 31, 2022, primarily due to F&D capital expenditures and dividends paid to common shareholders being greater than adjusted funds flow in 2024. See "*Capital Resources and Liquidity*" in this MD&A.

Birchcliff paid a common share dividend of $0.10 per common share in each quarter of 2024 as compared to $0.20 per common share in each quarter of 2023. In the fourth quarter of 2022, Birchcliff paid a special dividend of $0.20 per common share. See *"Dividends"* in this MD&A.

CASH FLOW FROM OPERATING ACTIVITIES AND ADJUSTED FUNDS FLOW

The following table sets forth the Corporation's cash flow from operating activities and adjusted funds flow for the periods indicated:

	Three months ended December 31,			Twelve months ended December 31,		
	2024	**2023**	**% Change**	**2024**	**2023**	**% Change**
Cash flow from operating activities *($000s)*	**45,641**	**79,006**	**(42)**	**203,710**	**320,529**	**(36)**
Adjusted funds flow *($000s)*[(1)]	**71,838**	**76,215**	**(6)**	**236,794**	**306,827**	**(23)**
Per basic common share *($)*[(2)]	0.27	0.29	(7)	0.88	1.15	(23)
Per diluted common share *($)*[(2)]	0.26	0.28	(7)	0.87	1.13	(23)
Adjusted funds flow per boe *($)*[(2)]	10.06	10.82	(7)	8.44	11.10	(24)

(1) Non-GAAP financial measure. See *"Non-GAAP and Other Financial Measures"* in this MD&A.

(2) Non-GAAP ratio. See *"Non-GAAP and Other Financial Measures"* in this MD&A.

Cash flow from operating activities decreased by 42% and 36% from the three and twelve month Comparable Prior Periods, respectively. Adjusted funds flow decreased by 6% and 23% from the three and twelve month Comparable Prior Periods, respectively. The decreases were primarily due to lower natural gas revenue, which was largely impacted by a 22% and 32% decrease in the average realized sales price Birchcliff received for its natural gas production in the three and twelve month Reporting Periods, respectively, as compared to the Comparable Prior Periods, and higher interest expenses.

Birchcliff's adjusted funds flow and cash flow from operating activities were also negatively impacted by lower condensate revenue and positively impacted by lower royalty expenses and realized gains on financial instruments of $12.0 million and $9.3 million in the three and twelve month Reporting Periods, respectively, as compared to realized losses on financial instruments of $2.6 million and $37.3 million in the Comparable Prior Periods.

See "*Discussion of Operations*" in this MD&A for further information.

NET INCOME AND LOSS TO COMMON SHAREHOLDERS

The following table sets forth the Corporation's net income and loss to common shareholders for the periods indicated:

	Three months ended December 31,			Twelve months ended December 31,		
	2024	**2023**	**% Change**	**2024**	**2023**	**% Change**
Net income (loss) to common shareholders *($000s)*	**35,216**	**(5,533)**	**736**	**56,100**	**9,780**	**474**
Per basic common share *($)*	0.13	(0.02)	750	0.21	0.04	425
Per diluted common share *($)*	0.13	(0.02)	750	0.21	0.04	425
Net income (loss) to common shareholders per boe *($)*	4.93	(0.79)	724	2.00	0.35	471

Birchcliff earned net income to common shareholders of $35.2 million in the three month Reporting Period as compared to a net loss to common shareholders of $5.5 million in the Comparable Prior Period. The change to a net income position was primarily due to an unrealized gain on financial instruments of $42.5 million in the three month Reporting Period as compared to an unrealized loss on financial instruments of $11.1 million in the Comparable Prior Period, partially offset by lower adjusted funds flow in the three month Reporting Period.

Birchcliff earned net income to common shareholders of $56.1 million in the twelve month Reporting Period as compared to $9.8 million in the Comparable Prior Period. The increase was primarily due to an unrealized gain on financial instruments of $98.6 million in the twelve month Reporting Period as compared to an unrealized loss on financial instruments of $38.2 million in the Comparable Prior Period, partially offset by lower adjusted funds flow in the twelve month Reporting Period.

The changes in unrealized gains and losses on financial instruments primarily resulted from changes in the net fair value of the Corporation's NYMEX HH/AECO 7A basis swap contracts.

See "*Cash Flow From Operating Activities and Adjusted Funds Flow*" and "*Discussion of Operations*" in this MD&A for further information.

DISCUSSION OF OPERATIONS

Petroleum and Natural Gas Revenue

The following table sets forth Birchcliff's P&NG revenue by product category for the periods indicated:

	Three months ended December 31,			Twelve months ended December 31,		
($000s)	**2024**	**2023**	**% Change**	**2024**	**2023**	**% Change**
Light oil	17,450	15,180	15	73,004	66,848	9
Condensate	37,985	49,135	(23)	161,405	197,032	(18)
NGLs	18,679	18,977	(2)	68,339	61,969	10
Natural gas	79,615	99,957	(20)	284,035	414,336	(31)
P&NG sales(1)	153,729	183,249	(16)	586,783	740,185	(21)
Royalty income	12	46	(74)	73	174	(58)
P&NG revenue(1)	**153,741**	**183,295**	**(16)**	**586,856**	**740,359**	**(21)**

(1) Excludes the effects of financial instruments but includes the effects of any physical delivery contracts.

P&NG revenue decreased by 16% and 21% from the three and twelve month Comparable Prior Periods, respectively. The decreases were primarily due to a 20% and 31% decrease in natural gas revenue in the three and twelve month Reporting Periods, respectively, which largely resulted from a lower average realized sales price received for Birchcliff's natural gas production in the Reporting Periods.

P&NG revenue was also negatively impacted by a decrease in condensate revenue in the three and twelve month Reporting Periods, as a result of lower condensate production and a lower average realized sales price received for such production and positively impacted by an increase in light oil revenue in the three and twelve month Reporting Periods as a result of higher light oil production.

Production

The following table sets forth Birchcliff's production by product category for the periods indicated:

	Three months ended December 31,			Twelve months ended December 31,		
	2024	**2023**	**% Change**	**2024**	**2023**	**% Change**
Light oil *(bbls/d)*	1,993	1,649	21	2,017	1,849	9
Condensate *(bbls/d)*	4,310	5,145	(16)	4,425	5,202	(15)
NGLs *(bbls/d)*	7,748	7,653	1	7,080	6,306	12
Natural gas *(Mcf/d)*	381,433	372,594	2	379,040	374,052	1
Production *(boe/d)*	**77,623**	**76,546**	**1**	**76,695**	**75,699**	**1**
Liquids-to-gas ratio *(bbls/MMcf)*	**36.8**	**38.8**	**(5)**	**35.7**	**35.7**	**-**

Birchcliff's production increased by 1% from both the three and twelve month Comparable Prior Periods. The increases were primarily due to the strong performance of the Corporation's capital program and the successful drilling of new Montney/Doig wells brought on production, partially offset by natural production declines. Condensate production decreased from the Comparable Prior Periods, largely due to the Corporation specifically targeting high-rate natural gas wells in liquids-rich zones in Pouce Coupe during the Reporting Periods. Light oil production increased from the Comparable Prior Periods, largely due to incremental light oil production from the Corporation's 4-well light oil pad brought on production in Gordondale in May 2024. Production in the twelve month Comparable Prior Period was negatively impacted by the Pembina Outage, which reduced the Corporation's NGLs sales volumes in that period.

The following table sets forth Birchcliff's production weighting by product category for the periods indicated:

	Three months ended December 31,		Twelve months ended December 31,	
	2024	**2023**	**2024**	**2023**
% Light oil production	2	2	3	3
% Condensate production	6	7	6	7
% NGLs production	10	10	9	8
% Natural gas production	82	81	82	82

Liquids accounted for 18% of Birchcliff's total production in both the three and twelve month Reporting Periods as compared to 19% and 18% in the three and twelve month Comparable Prior Periods, respectively. Liquids production weighting decreased in the three month Reporting Period, largely due to the Corporation continuing to target high-rate natural gas wells and natural production declines from its light oil and liquids-rich natural gas wells producing since the Comparable Prior Periods, partially offset by the 4-well light oil pad brought on production in Gordondale in May 2024.

Benchmark Commodity Prices

Benchmark commodity prices directly impact the average realized sales prices that the Corporation receives for its liquids and natural gas production.

The following table sets forth the average benchmark commodity prices and exchange rate for the periods indicated:

	Three months ended December 31,			Twelve months ended December 31,		
	2024	**2023**	**% Change**	**2024**	**2023**	**% Change**
Light oil – WTI Cushing *(US$/bbl)*	70.27	78.32	(10)	75.72	77.76	(3)
Light oil – MSW (Mixed Sweet) *(CDN$/bbl)*	95.98	100.31	(4)	97.80	100.81	(3)
Natural gas – NYMEX HH *(US$/MMBtu)*	2.79	2.88	(3)	2.27	2.74	(17)
Natural gas – AECO 5A Daily *(CDN$/GJ)*	1.40	2.18	(36)	1.38	2.50	(45)
Natural gas – AECO 7A Month Ahead *(US$/MMBtu)*	1.05	1.94	(46)	1.06	2.17	(51)
Natural gas – Dawn Day Ahead *(US$/MMBtu)*	2.23	2.28	(2)	1.96	2.33	(16)
Natural gas – ATP 5A Day Ahead *(CDN$/GJ)*	1.01	2.30	(56)	1.39	2.30	(40)
Exchange rate *(CDN$ to US$1)*	1.4140	1.3700	3	1.3731	1.3523	2
Exchange rate *(US$ to CDN$1)*	0.7072	0.7299	(3)	0.7283	0.7395	(2)

Birchcliff physically sells substantially all of its natural gas production based on the AECO and Dawn benchmark prices. Birchcliff has agreements for the firm service transportation of an aggregate of 175,000 GJ/d of natural gas on TCPL's Canadian Mainline, whereby natural gas is transported to the Dawn trading hub in Southern Ontario, with the first tranche of this service (120,000 GJ/d) expiring on October 31, 2027, the second tranche of this service (30,000 GJ/d)

expiring on October 31, 2028 and the third tranche of this service (25,000 GJ/d) expiring on October 31, 2029. In addition, the Corporation has diversified a portion of its AECO production to NYMEX HH-based pricing, on a financial basis, with various terms ending no later than December 31, 2031. Birchcliff had financial NYMEX HH/AECO 7A basis swap contracts for 147,500 MMBtu/d during the Reporting Periods and Comparable Prior Periods, with an average contract price of NYMEX HH less US$1.120/MMBtu during the Reporting Periods and NYMEX HH less US$1.227/MMBtu during the Comparable Prior Periods.

AECO natural gas benchmark prices deteriorated significantly from the Comparable Prior Periods, largely due to an oversupply of natural gas in Western Canada in anticipation of the startup of LNG Canada, coupled with a warmer-than-normal winter that resulted in above average natural gas inventory levels in North America. While NYMEX HH and Dawn natural gas benchmark prices weakened during the Reporting Periods, natural gas supply and demand remained more balanced in eastern Canada and U.S. markets.

Birchcliff physically sells substantially all of its liquids production based on the MSW benchmark oil price, which generally trades at a discount to the WTI benchmark oil price. In the Reporting Periods, the MSW benchmark oil price was negatively impacted by: (i) ongoing global economic slowdown concerns attributed to inflation and interest rate uncertainty; and (ii) increased oil supply from U.S. producers and some members of OPEC who began easing output restrictions. The MSW benchmark oil price was positively impacted by a risk premium on crude oil in the Reporting Periods that resulted from supply concerns arising from geopolitical conflicts worldwide.

Average Realized Sales Prices

The average realized sales prices that the Corporation receives for its liquids and natural gas production directly impacts the Corporation's net income and loss to common shareholders, adjusted funds flow and financial position. Such prices depend on a number of factors, including, but not limited to, the benchmark prices for crude oil and natural gas, the U.S. to Canadian dollar exchange rate, transportation costs, product quality differentials and the heat premium on the Corporation's natural gas production.

The following table sets forth Birchcliff's average realized light oil, condensate, NGLs and natural gas sales prices for the periods indicated:

	Three months ended December 31,			Twelve months ended December 31,		
	2024	**2023**	**% Change**	**2024**	**2023**	**% Change**
Light oil *($/bbl)*	95.18	100.07	(5)	98.90	99.07	-
Condensate *($/bbl)*	95.79	103.80	(8)	99.66	103.76	(4)
NGLs *($/bbl)*	26.20	26.95	(3)	26.37	26.92	(2)
Natural gas *($/Mcf)*	2.27	2.92	(22)	2.05	3.03	(32)
Average realized sales price *($/boe)*[(1)]	**21.53**	**26.02**	**(17)**	**20.90**	**26.79**	**(22)**

(1) Excludes the effects of financial instruments but includes the effects of any physical delivery contracts.

The Corporation's average realized sales price decreased by 17% and 22% from the three and twelve month Comparable Prior Periods, respectively, primarily due to lower benchmark natural gas prices, which negatively impacted the sales prices Birchcliff received for its natural gas production in the Reporting Periods. Birchcliff is fully exposed to increases and decreases in benchmark commodity prices as it has no fixed price commodity hedges in place.

Natural Gas Sales, Production and Average Realized Sales Price by Market

The average realized sales price that the Corporation receives from each natural gas market depends on regional supply and demand fundamentals, which can be impacted by a number of factors, including, but not limited to, production levels, weather-related demand in each natural gas consuming market, economic activity, local storage inventory levels and access to storage and pipeline supply takeaway capacity.

The following table sets forth Birchcliff's physical sales, production and average realized sales price by natural gas market for the periods indicated, before taking into account the Corporation's financial instruments:

	Three months ended December 31, 2024					Three months ended December 31, 2023				
Natural gas market	Natural gas sales ($000s)[1]	(%)	Natural gas production (Mcf/d)	(%)	Average realized sales price ($/Mcf)[1]	Natural gas sales ($000s)[1]	(%)	Natural gas production (Mcf/d)	(%)	Average realized sales price ($/Mcf)[1]
AECO	31,027	39	216,321	57	1.57	50,508	51	203,024	55	2.72
Dawn	48,281	60	162,555	42	3.23	47,433	47	161,119	43	3.20
Alliance[2]	307	1	2,557	1	1.30	2,016	2	8,451	2	2.59
Total	**79,615**	**100**	**381,433**	**100**	**2.27**	**99,957**	**100**	**372,594**	**100**	**2.92**
	Twelve months ended December 31, 2024					**Twelve months ended December 31, 2023**				
Natural gas market	**Natural gas sales ($000s)[1]**	**(%)**	**Natural gas production (Mcf/d)**	**(%)**	**Average realized sales price ($/Mcf)[1]**	**Natural gas sales ($000s)[1]**	**(%)**	**Natural gas production (Mcf/d)**	**(%)**	**Average realized sales price ($/Mcf)[1]**
AECO	112,747	40	209,227	55	1.49	205,465	50	200,400	54	2.82
Dawn	165,407	58	161,621	43	2.80	193,448	47	161,234	43	3.29
Alliance[2]	5,881	2	8,192	2	1.96	15,423	3	12,418	3	3.40
Total	**284,035**	**100**	**379,040**	**100**	**2.05**	**414,336**	**100**	**374,052**	**100**	**3.03**

(1) Excludes the effects of financial instruments but includes the effects of any physical delivery contracts.

(2) Birchcliff has short-term physical sales agreements with third-party marketers to sell and deliver into the Alliance pipeline system. Alliance sales are recorded net of transportation tolls.

The average realized sales price in the AECO natural gas market deteriorated significantly from the Comparable Prior Periods, largely due to rising natural gas production and storage inventories in Western Canada and a warmer-than-normal winter that reduced weather-related regional demand for natural gas during the Reporting Periods.

Market Diversification and Risk Management

Birchcliff engages in market diversification and risk management activities to diversify its sales points or fix commodity prices, foreign exchange and market interest rates. The Board has approved the Corporation to execute a risk management strategy whereby Birchcliff is authorized, subject to compliance with the agreement governing the Corporation's extendible revolving term credit facilities (the "**Credit Facilities**"), to enter into agreements and financial or physical transactions with one or more counterparties from time to time that are intended to reduce the risk to the Corporation from volatility in future commodity prices, interest rates and/or foreign exchange rates.

Birchcliff has not designated its financial derivative contracts as effective accounting hedges, even though the Corporation considers all financial instruments to be effective economic hedges. As a result, all such financial instruments are recorded on the statements of financial position on a mark-to-market fair value basis at the end of the reporting period, with the changes in the net fair value being recognized as a non-cash unrealized gain or loss in profit or loss and realized upon settlement. These contracts are not entered into for trading or speculative purposes.

Commodity Price Risk

Commodity price risk is the risk that the fair value of future cash flows will fluctuate as a result of changes in commodity prices. Significant changes in commodity prices can materially impact the Corporation's financial performance, operating results and financial position.

At December 31, 2024, the Corporation had the following financial derivative contracts in place to manage commodity price risk:

Product	Type of Contract	Average Notional Quantity	Period[1]	Average Contract Price
Natural gas	AECO 7A basis swap[2]	147,500 MMBtu/d	Jan. 1, 2025 – Dec. 31, 2025	NYMEX HH less US$1.088/MMBtu
Natural gas	AECO 7A basis swap[2]	70,000 MMBtu/d	Jan. 1, 2026 – Dec. 31, 2026	NYMEX HH less US$0.961/MMBtu
Natural gas	AECO 7A basis swap[2]	25,000 MMBtu/d	Jan. 1, 2027 – Dec. 31, 2027	NYMEX HH less US$0.788/MMBtu

(1) Transactions with a common term have been aggregated and presented at the weighted average price.

(2) Birchcliff sold AECO basis swap.

The following financial derivative contracts were entered into subsequent to December 31, 2024 to manage commodity price risk:

Product	Type of Contract	Average Notional Quantity	Period[1]	Average Contract Price
Natural gas	AECO 7A basis swap[2]	25,000 MMBtu/d	Jan. 1, 2030 – Dec. 31, 2031	NYMEX HH less US$1.090/MMBtu

(1) Transactions with a common term have been aggregated and presented at the weighted average price.

(2) Birchcliff sold AECO basis swap.

Interest Rate Risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Corporation's Credit Facilities are exposed to interest rate risk. The remainder of Birchcliff's financial assets and liabilities are not directly exposed to interest rate risk. The Corporation had no financial derivative contracts in place to manage interest rate risk as at December 31, 2024 and no such contracts were entered into subsequent to December 31, 2024.

Realized Gains and Losses on Financial Instruments

The following table sets forth Birchcliff's realized gains and losses on financial instruments for the periods indicated:

	Three months ended December 31,			Twelve months ended December 31,		
	2024	2023	% Change	2024	2023	% Change
Realized gain (loss) *($000s)*	12,022	(2,583)	565	9,336	(37,285)	125
Realized gain (loss) *($/boe)*	1.68	(0.38)	542	0.33	(1.35)	124

Birchcliff recorded a realized gain on financial instruments of $12.0 million and $9.3 million in three and twelve month Reporting Periods, respectively, as compared to a realized loss on financial instruments of $2.6 million and $37.3 million in the Comparable Prior Periods.

Birchcliff's realized gains and losses on financial instruments were primarily impacted by the settlement of its NYMEX HH/AECO 7A basis swap contracts during the Reporting Periods and Comparable Prior Periods. The Corporation records a realized gain on its NYMEX HH/AECO 7A basis swap contracts when the average realized settlement price (the average spread between NYMEX HH and AECO 7A) of the contracted volumes is higher than the average contract price in the period. Conversely, the Corporation records a realized loss on its NYMEX HH/AECO 7A basis swap contracts when the average realized settlement price of the contracted volumes is lower than the average contract price in the period.

The average contract volume and price for Birchcliff's NYMEX HH/AECO 7A basis swap contracts were 147,500 MMBtu/d and US$1.120/MMBtu during the Reporting Periods and 147,500 MMBtu/d and US$1.227/MMBtu during the Comparable Prior Periods. The average realized settlement price of the Corporation's financial NYMEX HH/AECO 7A basis swap contracts during the three and twelve month Reporting Periods was US$1.74/MMBtu and US$1.21/MMBtu, respectively, as compared to US$0.94/MMBtu and US$0.57/MMBtu during the Comparable Prior Periods.

Unrealized Gains and Losses on Financial Instruments

The following table sets forth Birchcliff's unrealized gains and losses on financial instruments for the periods indicated:

	Three months ended December 31,			Twelve months ended December 31,		
	2024	2023	% Change	2024	2023	% Change
Unrealized gain (loss) *($000s)*	42,473	(11,149)	481	98,605	(38,185)	358
Unrealized gain (loss) *($/boe)*	5.95	(1.58)	477	3.51	(1.38)	354

Birchcliff's unrealized gains and losses on financial instruments are impacted by changes in the net fair value of its financial contracts at the end of the current reporting period as compared to the previous reporting period. The Corporation records an unrealized gain on its financial instruments when the net fair value of its financial contracts has increased at the end of the current reporting period when compared to the previous reporting period. Conversely, the Corporation records an unrealized loss on its financial instruments when the net fair value of its financial contracts has decreased at the end of the current reporting period when compared to the previous reporting period. The Corporation's unrealized gains and losses on financial instruments can fluctuate materially from period to period due to movement in the underlying forward strip commodity prices and interest rates and may have a significant impact on its net income or loss in a period. Unrealized gains and losses on financial instruments do not impact the Corporation's

adjusted funds flow and may differ materially from the actual gains or losses realized on the eventual cash settlement of financial contracts in a period.

Birchcliff's unrealized gains on financial instruments of $42.5 million and $98.6 million in the three and twelve month Reporting Periods, respectively, resulted from increases in the fair value net asset position to $107.7 million at December 31, 2024 from $65.2 million at September 30, 2024 and $9.1 million at December 31, 2023. The increases in the net fair value of the Corporation's financial instruments were primarily due to: (i) the increase (or widening) in the forward basis spread between the Corporation's financial NYMEX HH/AECO 7A basis swap contracts outstanding at December 31, 2024 as compared to the net fair value previously assessed at September 30, 2024 and December 31, 2023; and (ii) the settlement of the Corporation's financial NYMEX HH/AECO 7A basis swap contracts during the three and twelve month Reporting Periods.

Royalties

The following table sets forth Birchcliff's royalty expense for the periods indicated:

	Three months ended December 31,			Twelve months ended December 31,		
	2024	**2023**	**% Change**	**2024**	**2023**	**% Change**
Royalty expense *($000s)*[1]	**9,033**	**19,400**	**(53)**	**39,608**	**70,257**	**(44)**
Royalty expense *($/boe)*	**1.26**	**2.75**	**(54)**	**1.41**	**2.54**	**(44)**
Effective royalty rate *(%)*[2]	6	11	(45)	7	9	(22)

(1) Royalties are paid primarily to the Government of Alberta.

(2) The effective royalty rate is calculated by dividing the aggregate royalties into P&NG sales for the period.

Royalty expense per boe decreased by 54% and 44% from the three and twelve month Comparable Prior Periods, respectively, primarily due to a lower average realized sales price received for Birchcliff's production in the Reporting Periods.

Operating Expense

The following table sets forth the components of Birchcliff's operating expense for the periods indicated:

	Three months ended December 31,			Twelve months ended December 31,		
($000s)	**2024**	**2023**	**% Change**	**2024**	**2023**	**% Change**
Field operating expense	21,921	27,932	(22)	95,329	110,116	(13)
Recoveries	(1,163)	(1,124)	3	(4,439)	(4,307)	3
Operating expense	**20,758**	**26,808**	**(23)**	**90,890**	**105,809**	**(14)**
Operating expense *($/boe)*	**2.91**	**3.81**	**(24)**	**3.24**	**3.83**	**(15)**

Operating expense per boe decreased by 24% and 15% from the three and twelve month Comparable Prior Periods, respectively. The decreases were primarily due to a $4.5 million and $8.8 million reclassification of the take-or-pay commitment with respect to the Gas Processing Lease in the three and twelve month Reporting Periods, respectively. Effective July 1, 2024, the take-or-pay commitment with respect to the Gas Processing Lease was excluded from operating expense and classified as a lease under IFRS 16.

Operating expense per boe was also positively impacted by lower power and fuel prices, which decreased by 2% and 4% on a per boe basis in the three and twelve month Reporting Periods, respectively, partially offset by higher property taxes, regulatory fees and employee field labour costs as compared to the Comparable Prior Periods.

Transportation and Other

The following table sets forth the components of Birchcliff's transportation and other expense for the periods indicated:

	Three months ended December 31,			Twelve months ended December 31,		
($000s)	**2024**	**2023**	**% Change**	**2024**	**2023**	**% Change**
Natural gas transportation	28,749	28,061	2	115,171	118,588	(3)
Liquids transportation	6,585	8,608	(24)	28,194	27,455	3
Fractionation	1,388	1,840	(25)	6,169	6,782	(9)
Other fees	-	-	-	-	3	(100)
Transportation expense	36,722	38,509	(5)	149,534	152,828	(2)
Transportation expense (*$/boe*)	5.14	5.47	(6)	5.33	5.53	(4)
Marketing purchases(1)	14,905	8,928	67	51,496	34,772	48
Marketing revenue(1)	(14,083)	(8,532)	65	(54,069)	(30,521)	77
Marketing loss (gain)(2)	822	396	(108)	(2,573)	4,251	161
Marketing loss (gain) (*$/boe*)(3)	0.12	0.06	(100)	(0.09)	0.16	156
Transportation and other expense(2)	**37,544**	**38,905**	**(3)**	**146,961**	**157,079**	**(6)**
Transportation and other expense (*$/boe*)(3)	**5.26**	**5.53**	**(5)**	**5.24**	**5.69**	**(8)**

(1) Marketing purchases and marketing revenue primarily represent the purchase and sale of commodities with third parties. Birchcliff enters into certain commodity purchase and sale arrangements to reduce its take-or-pay fractionation fees associated with third-party commitments. The value of commodities purchased or sold during the period is primarily driven by prevailing commodity prices, the availability of sellers and buyers for fractionated products and the fractionation capacity available in the market. The value of commodities purchased and sold to third parties are recorded on a gross basis for financial statement presentation purposes. Marketing revenue also includes a propane supply arrangement with a third-party polypropylene producer, which is recorded net of processing costs and other charges.

(2) Non-GAAP financial measure. See *"Non-GAAP and Other Financial Measures"* in this MD&A.

(3) Non-GAAP ratio. See *"Non-GAAP and Other Financial Measures"* in this MD&A.

Transportation and other expense per boe decreased by 5% and 8% from the three and twelve month Comparable Prior Periods, respectively.

The decrease from the three month Comparable Prior Period was primarily due to: (i) lower liquids transportation costs resulting from optimization initiatives at Birchcliff's blending locations and by mitigating unutilized transportation by selling to third parties; and (ii) a decrease in fractionation costs, which resulted from various third-party buy and sell arrangements that mitigated the Corporation's take-or-pay obligations. Transportation and other expense in the three month Reporting Period was negatively impacted by higher marketing losses on a propane supply agreement with a third-party polypropylene producer as compared to the Comparable Prior Period.

The decrease from the twelve month Comparable Prior Period was primarily due to: (i) lower natural gas firm service costs as a result of the Corporation proactively mitigating its excess AECO firm service through temporary assignments; (ii) lower marketing losses on a propane supply agreement with a third-party polypropylene producer; and (iii) an increase in marketing gains relating to buy-and-sell arrangements recorded in the twelve month Reporting Period. During the twelve month Comparable Prior Period, liquids transportation costs were lower due to the Pembina Outage.

Operating Netback

The following table sets forth Birchcliff's average production and operating netback for the Pouce Coupe operating assets geologically situated in the dry natural gas and liquids-rich natural gas trends of the Montney/Doig Resource Play (the "**Pouce Coupe assets**") and the Gordondale operating assets geologically situated in the light oil and liquids-rich trends of the Montney/Doig Resource Play (the "**Gordondale assets**") and operating netback on a corporate basis for the periods indicated:

	Three months ended December 31,			Twelve months ended December 31,		
	2024	2023	% Change	2024	2023	% Change
Pouce Coupe assets						
Average production						
Light oil *(bbls/d)*	37	47	(21)	44	50	(12)
Condensate *(bbls/d)*	2,989	3,605	(17)	2,991	3,827	(22)
NGLs *(bbls/d)*	1,860	2,263	(18)	1,793	1,748	3
Natural gas *(Mcf/d)*	299,711	285,334	5	295,579	283,396	4
Production *(boe/d)*	**54,838**	**53,472**	**3**	**54,091**	**52,857**	**2**
Liquids-to-gas ratio *(bbls/MMcf)*	**16.3**	**20.7**	**(21)**	**16.3**	**19.9**	**(18)**
% of corporate production	**71%**	**70%**	**1**	**71%**	**70%**	**1**
Netback and cost ($/boe)						
P&NG revenue[(1)]	19.06	24.31	(22)	18.03	25.07	(28)
Royalty expense	(0.86)	(2.09)	(59)	(0.85)	(1.97)	(57)
Operating expense[(3)]	(2.48)	(3.12)	(21)	(2.64)	(3.06)	(14)
Transportation and other expense[(2)]	(5.68)	(5.87)	(3)	(5.40)	(5.85)	(8)
Operating netback[(2)]	**10.04**	**13.23**	**(24)**	**9.14**	**14.19**	**(36)**
Gordondale assets						
Average production						
Light oil *(bbls/d)*	1,956	1,600	22	1,972	1,797	10
Condensate *(bbls/d)*	1,317	1,534	(14)	1,429	1,370	4
NGLs *(bbls/d)*	5,886	5,386	9	5,284	4,554	16
Natural gas *(Mcf/d)*	81,350	86,862	(6)	83,074	90,229	(8)
Production *(boe/d)*	**22,717**	**22,997**	**(1)**	**22,531**	**22,759**	**(1)**
Liquids-to-gas ratio *(bbls/MMcf)*	**112.6**	**98.1**	**15**	**104.6**	**85.6**	**22**
% of corporate production	**29%**	**30%**	**(1)**	**29%**	**30%**	**(1)**
Netback and cost ($/boe)						
P&NG revenue[(1)]	27.48	30.01	(8)	27.80	30.78	(10)
Royalty expense	(2.25)	(4.30)	(48)	(2.75)	(3.87)	(29)
Operating expense[(3)]	(3.91)	(5.36)	(27)	(4.63)	(5.55)	(17)
Transportation and other expense[(2)]	(4.22)	(4.72)	(11)	(4.84)	(5.30)	(9)
Operating netback[(2)]	**17.10**	**15.63**	**9**	**15.58**	**16.06**	**(3)**
Corporate[(4)]						
Netback and cost ($/boe)						
P&NG revenue[(1)]	21.53	26.03	(17)	20.91	26.80	(22)
Royalty expense	(1.26)	(2.75)	(54)	(1.41)	(2.54)	(44)
Operating expense[(3)]	(2.91)	(3.81)	(24)	(3.24)	(3.83)	(15)
Transportation and other expense[(2)]	(5.26)	(5.53)	(5)	(5.24)	(5.69)	(8)
Operating netback[(2)]	**12.10**	**13.94**	**(13)**	**11.02**	**14.74**	**(25)**

(1) Excludes the effects of financial instruments but includes the effects of any physical delivery contracts.

(2) Non-GAAP ratio. See *"Non-GAAP and Other Financial Measures"* in this MD&A.

(3) Includes the financial effects of the Gas Processing Lease recorded in the Reporting Periods.

(4) Includes other minor oil and natural gas properties, which were not individually significant during the respective periods.

Pouce Coupe Assets

Birchcliff's production from the Pouce Coupe assets increased by 3% and 2% from the three and twelve month Comparable Prior Periods, respectively. The increases were primarily due to incremental production volumes from the new Montney/Doig wells brought on production since the Comparable Prior Periods, partially offset by natural production declines in the Reporting Periods.

The liquids-to-gas ratio for the Pouce Coupe assets decreased by 21% and 18% from the three and twelve month Comparable Prior Periods, respectively. The decreases were primarily due to the Corporation continuing to target high-rate natural gas wells in the Pouce Coupe area in the Reporting Periods and natural production declines from liquids-rich natural gas wells producing in Pouce Coupe since the Comparable Prior Periods.

Birchcliff's operating netback for the Pouce Coupe assets decreased by 24% and 36% from the three and twelve month Comparable Prior Periods, respectively, primarily due to lower per boe P&NG revenue, partially offset by a lower per boe royalty expense in the Reporting Periods, both of which were largely impacted by a lower average realized sales price received for Birchcliff's natural gas production in the Reporting Periods. Birchcliff's operating netback for the Pouce Coupe assets was positively impacted by lower per boe operating and transportation and other expenses in the Reporting Periods.

Gordondale Assets

Birchcliff's production from the Gordondale assets decreased by 1% from both the three and twelve month Comparable Prior Periods. The decreases were primarily due to natural production declines, partially offset by the 4-well light oil pad brought on production in Gordondale in May 2024. The Corporation's NGLs sales volumes were negatively impacted by the Pembina Outage in the twelve month Comparable Prior Period.

The liquids-to-gas ratio for the Gordondale assets increased by 15% and 22% from the three and twelve month Comparable Prior Periods, respectively, primarily due to incremental light oil production from the 4-well light oil pad, partially offset by natural production declines. The Corporation's liquids-to-gas ratio in the twelve month Comparable Prior Period was negatively impacted by the Pembina Outage.

Birchcliff's operating netback for the Gordondale assets increased by 9% from the three month Comparable Prior Period primarily due to lower per boe operating and royalty expenses in the Reporting Period, partially offset by lower per boe P&NG revenue. Birchcliff's operating netback for the Gordondale assets decreased by 3% from the twelve month Comparable Prior Period, primarily due to lower per boe P&NG revenue, partially offset by lower per boe operating and royalty expenses in the Reporting Period. The decrease in operating expense in both the three and twelve month Reporting Periods was primarily due to the reclassification of the take-or-pay commitment with respect to the Gas Processing Lease.

Administrative Expense

The following table sets forth the components of Birchcliff's net administrative expense for the periods indicated:

		Three months ended December 31,			Twelve months ended December 31,	
($000s)	**2024**	**2023**	**% Change**	**2024**	**2023**	**% Change**
Cash:						
Salaries and benefits[1]	17,092	16,117	6	39,844	41,297	(4)
Other[2]	5,279	4,825	9	19,627	21,506	(9)
G&A expense, gross	22,371	20,942	7	59,741	62,803	(5)
Operating overhead recoveries	(24)	(28)	(14)	(112)	(125)	(10)
Capitalized overhead[3]	(8,059)	(8,217)	(2)	(18,706)	(20,583)	(9)
G&A expense, net	14,288	12,697	13	40,653	42,095	(3)
G&A expense, net (*$/boe*)	2.00	1.80	11	1.45	1.52	(5)
Non-cash:						
Other compensation	2,804	10,953	(74)	10,930	26,292	(58)
Capitalized compensation[3]	(1,219)	(4,638)	(74)	(4,889)	(12,652)	(61)
Other compensation, net	1,585	6,315	(75)	6,041	13,640	(56)
Other compensation, net (*$/boe*)	0.22	0.90	(76)	0.22	0.49	(55)
Administrative expense, net	**15,873**	**19,012**	**(17)**	**46,694**	**55,735**	**(16)**
Administrative expense, net (*$/boe*)	**2.22**	**2.70**	**(18)**	**1.67**	**2.01**	**(17)**

(1) Includes salaries, benefits and incentives paid to employees of the Corporation and fees and benefits paid to directors of the Corporation.

(2) Includes costs such as corporate travel, rent, legal fees, taxes, insurance, computer hardware and software and other general business expenses incurred by the Corporation.

(3) Includes a portion of gross G&A expense and other compensation directly attributable to the exploration and development activities of the Corporation, which have been capitalized.

On an aggregate basis, net administrative expense decreased by 17% and 16% from the three and twelve month Comparable Prior Periods, respectively, primarily due to lower net other compensation expense, which resulted from: (i) a decrease in the Black-Scholes fair value expense associated with Birchcliff's annual stock option grants; and (ii) a post-employment benefit expense of $5.1 million recognized in the three month Comparable Prior Period associated with the retirement of certain executive officers of the Corporation effective December 31, 2023.

Net administrative expense in the three month Reporting Period was negatively impacted by higher net G&A expense that resulted from an increase in general business expenditures, partially offset by lower employee incentives.

Net administrative expense in the twelve month Reporting Period was positively impacted by lower net G&A expense that resulted from lower employee incentives and insurance costs, partially offset by higher general business expenditures.

Depletion and Depreciation Expense

Depletion and depreciation ("**D&D**") expense is a function of the estimated proved and probable reserves additions, the F&D costs attributable to those reserves, the associated future development costs ("**FDC**") required to recover those reserves and the actual production in the relevant period. The Corporation determines its D&D expense on a field-area basis. The following table sets forth Birchcliff's D&D expense for the periods indicated:

		Three months ended December 31,			Twelve months ended December 31,	
	2024	**2023**	**% Change**	**2024**	**2023**	**% Change**
Depletion and depreciation expense *($000s)*	63,957	59,462	8	246,647	226,514	9
Depletion and depreciation expense (*$/boe*)	8.96	8.44	6	8.79	8.20	7

D&D expense per boe increased by 6% and 7% from the three and twelve month Comparable Prior Periods, respectively, primarily due to: (i) a $3.0 million and $6.1 million depreciation charge on the lease asset recorded in the three and twelve month Reporting Periods, respectively, with respect to the Gas Processing Lease; and (ii) a higher depletion rate on the Corporation's developed and proved assets. The depletion rate was negatively impacted by lower proved plus probable reserves and positively impacted by a decrease in FDC to bring the proved plus probable reserves on production.

Included in the depletion assessment at December 31, 2024 was 969.6 MMboe (December 31, 2023 – 993.9 MMboe) of total proved plus probable reserves as estimated by the Corporation's independent third-party reserves evaluator. FDC for proved plus probable reserves decreased to $4.89 billion at December 31, 2024 from $4.97 billion at December 31, 2023. See "*Advisories – Reserves*" in this MD&A.

Asset Impairment Assessment

In accordance with IFRS Accounting Standards, an impairment test is performed if Birchcliff identifies indicators of impairment at the end of a reporting period. At December 31, 2024 and 2023, Birchcliff determined there were no impairment indicators present and therefore an impairment test was not required.

Finance Expense

The following table sets forth the components of the Corporation's finance expense for the periods indicated:

	Three months ended December 31,			Twelve months ended December 31,		
($000s)	**2024**	**2023**	**% Change**	**2024**	**2023**	**% Change**
Cash:						
Interest expense[1]	9,971	6,724	48	36,827	20,312	81
Interest expense (*$/boe*)[1]	1.40	0.95	47	1.31	0.74	77
Lease interest expense[2]	2,344	-	-	4,582	-	-
Lease interest expense (*$/boe*)[2]	0.33	-	-	0.16	-	-
Non-cash:						
Accretion[3]	1,155	1,087	6	4,389	4,399	-
Amortization of deferred financing fees	319	424	(25)	1,417	1,700	(17)
Other finance expenses	1,474	1,511	(2)	5,806	6,099	(5)
Other finance expenses (*$/boe*)	0.20	0.21	(5)	0.21	0.22	(5)
Finance expense	**13,789**	**8,235**	**67**	**47,215**	**26,411**	**79**
Finance expense (*$/boe*)	**1.93**	**1.16**	**66**	**1.68**	**0.96**	**75**

(1) Birchcliff's interest expense consists of interest incurred on amounts drawn under the Corporation's Credit Facilities and standby charges. Standby charges reflect fees paid by Birchcliff on the undrawn portion of its Credit Facilities. For a description of the Credit Facilities, see *"Capital Resources and Liquidity"* in this MD&A.

(2) Reflects the lease interest expense associated with the Corporation's Gas Processing Lease.

(3) Includes accretion on decommissioning obligations, post-employment benefit obligations and lease obligations.

On an aggregate basis, finance expense increased by 67% and 79% from the three and twelve month Comparable Prior Periods, respectively, primarily due to: (i) higher interest expense associated with the Corporation's borrowings under its Credit Facilities in the Reporting Periods; and (ii) lease interest expense recognized with respect to the Gas Processing Lease, which took effect on July 1, 2024.

Birchcliff's interest expense increased from the three and twelve month Comparable Prior Periods, primarily due to a higher outstanding balance under its Syndicated Credit Facility (as defined herein). The average outstanding balance under the Syndicated Credit Facility was approximately $521.3 million and $460.1 million in the three and twelve month Reporting Periods, respectively, as compared to $329.3 million and $231.4 million in the Comparable Prior Periods, calculated as the simple average of the month-end amounts.

The following table sets forth the Corporation's average effective interest rates under its Working Capital Facility and Syndicated Credit Facility for the periods indicated:

	Three months ended December 31,		Twelve months ended December 31,	
	2024	**2023**	**2024**	**2023**
Working Capital Facility *(%)*[1]	7.8	8.2	8.0	8.0
Syndicated Credit Facility *(%)*[2]	6.7	7.1	7.2	6.9

(1) The average effective interest rate under the Working Capital Facility is determined primarily based on the policy interest rate set by the Bank of Canada, which in turn affects the banks' prime lending rates.

(2) The average effective interest rate under the Syndicated Credit Facility is determined primarily based on: (i) the market interest rate applicable to SOFR loans, which is determined primarily based on the policy interest rate set by the Bank of Canada, which in turn affects the banks' prime lending rates; and (ii) the stamping pricing margin. Birchcliff's stamping pricing margin will change as a result of the ratio of outstanding indebtedness to the trailing four quarter EBITDA as calculated in accordance with the Corporation's agreement governing the Credit Facilities. "EBITDA" is defined as earnings before interest and non-cash items, including (if any) deferred income taxes, other compensation, gains and losses on sale of assets, unrealized gains and losses on financial instruments, gains and losses on investments, depletion, depreciation, accretion and amortization and impairment charges. The effective interest rate disclosed in the table excludes the impact of standby charges.

Other Gains and Losses

The following table sets forth the Corporation's other non-cash gains and losses for the periods indicated:

	Three months ended December 31,			Twelve months ended December 31,		
	2024	2023	% Change	2024	2023	% Change
Other gains (losses) *($000s)*	(2,266)	(5,358)	(58)	(2,735)	(6,439)	(58)
Other gains (losses) (*$/boe*)	(0.32)	(0.76)	(58)	(0.10)	(0.23)	(57)

On August 31, 2017, Birchcliff acquired securities consisting of 4,500,000 common A LP units in a limited partnership and 10,000,000 preferred trust units in a trust (collectively, the "**Securities**") at a combined investment value of $10.0 million. The Securities are not publicly listed and do not constitute significant investments. Birchcliff recorded a loss on investment on the Securities of $1.5 million and $1.9 million during the three and twelve month Reporting Periods, respectively, as compared to a gain of $1.6 million in the three month Comparable Prior Period and a loss of $1.2 million in the twelve month Comparable Prior Period.

Income Taxes

The following table sets forth the Corporation's deferred income tax expense and recovery for the periods indicated:

	Three months ended December 31,			Twelve months ended December 31,		
	2024	2023	% Change	2024	2023	% Change
Deferred income tax expense (recovery) *($000s)*	9,812	(2,047)	579	18,070	6,170	193
Deferred income tax expense (recovery) (*$/boe*)	1.37	(0.29)	572	0.64	0.22	191

Birchcliff incurred an income tax expense of $9.8 million in the three month Reporting Period as compared to an income tax recovery of $2.0 million in the Comparable Prior Period, primarily due to before-tax net income recorded in the three month Reporting Period as compared to a before-tax net loss in the Comparable Prior Period.

Birchcliff incurred an income tax expense of $18.1 million in the twelve month Reporting Period as compared to $6.2 million in the Comparable Prior Period, primarily due to higher before-tax net income recorded in the twelve month Reporting Period.

The Corporation's estimated income tax pools were $1.4 billion at December 31, 2024. Management expects that future taxable income will be available to utilize the accumulated tax pools. The components of the Corporation's estimated income tax pools are set forth in the table below:

As at December 31, *($000s)*	**2024**
Canadian oil and gas property expense	259,816
Canadian development expense	321,595
Canadian exploration expense[(1)]	298,271
Undepreciated capital costs	183,680
Non-capital losses[(1)]	276,017
Scientific research and experimental development expenditures[(1)]	38,195
Investment tax credits[(2)]	5,323
Financing costs and other	3,945
Estimated income tax pools	**1,386,842**

(1) Immediately available in full to reduce any taxable income in future periods.

(2) Immediately available in full to reduce any cash taxes owing in future periods.

CAPITAL EXPENDITURES

The following table sets forth a summary of the Corporation's capital expenditures for the periods indicated:

	Three months ended December 31,			Twelve months ended December 31,		
($000s)	**2024**	**2023**	**% Change**	**2024**	**2023**	**% Change**
Land	3,333	242	nm	12,028	9,036	33
Seismic	228	212	8	448	1,017	(56)
Workovers	2,574	2,657	(3)	5,935	9,265	(36)
Drilling and completions	40,226	46,326	(13)	213,646	228,392	(6)
Well equipment and facilities	11,949	8,729	37	41,027	56,927	(28)
F&D capital expenditures(1)	58,310	58,166	-	273,084	304,637	(10)
Acquisitions(2)	8,076	2	nm	8,169	190	nm
Dispositions	(100)	(10)	900	(258)	(87)	197
FD&A capital expenditures(3)	66,286	58,158	14	280,995	304,740	(8)
Administrative assets	387	1,383	(72)	1,750	3,176	(45)
Total capital expenditures(3)	**66,673**	**59,541**	**12**	**282,745**	**307,916**	**(8)**

(1) See "*Advisories – F&D Capital Expenditures*" in this MD&A.

(2) During the three month Reporting Period, the Corporation completed a strategic acquisition that included the purchase of several Montney sections and associated roads and infrastructure. At the closing of the acquisition the production from the lands acquired was approximately 250 boe/d. The total cash consideration for such acquisition was approximately $8 million (before customary closing adjustments).

(3) Non-GAAP financial measure. See *"Non-GAAP and Other Financial Measures"* in this MD&A.

During the three month Reporting Period, Birchcliff's F&D capital expenditures were $58.3 million, which primarily included $27.5 million (47%) for the drilling and completions of new wells in Pouce Coupe and $11.9 million (20%) on gas gathering and infrastructure projects in Pouce Coupe and Gordondale. During the three month Reporting Period, Birchcliff drilled 5 (5.0 net) wells and brought 11 (11.0 net) wells on production.

During the twelve month Reporting Period, Birchcliff's F&D capital expenditures were $273.1 million, which primarily included $146.5 million (54%) for the drilling and completions of new wells in Pouce Coupe, $41.2 million (15%) for the drilling and completions of new wells in Gordondale, $7.4 million (3%) for the drilling of new wells in Elmworth and $41.0 million (15%) on gas gathering and infrastructure projects in Pouce Coupe and Gordondale. During the twelve month Reporting Period, Birchcliff drilled 29 (29.0 net) wells and brought 27 (27.0 net) wells on production.

The remaining capital during the Reporting Periods was primarily spent on strategic land purchases, seismic, workovers, well equipment and facilities, including minor gas gathering and optimization projects in the Montney/Doig Resource Play.

CAPITAL RESOURCES AND LIQUIDITY

The capital-intensive nature of Birchcliff's operations requires it to maintain adequate sources of liquidity to fund its short-term and long-term financial obligations. Birchcliff's capital resources primarily consist of its adjusted funds flow and available Credit Facilities, which are described in further detail below. The Corporation believes that its anticipated adjusted funds flow in 2025 and available Credit Facilities will be sufficient to fund its ongoing capital requirements in 2025, which include its working capital, F&D capital expenditures and dividend payments approved by the Board. Should commodity prices deteriorate significantly, Birchcliff may adjust its capital requirements, seek additional debt/equity financing and/or consider the potential sale of non-core assets. See "*Advisories – Forward-Looking Statements*" in this MD&A.

Credit Facilities and Debt

At December 31, 2024, the Corporation's Credit Facilities were comprised of an extendible revolving syndicated term credit facility (the "**Syndicated Credit Facility**") of $750.0 million and an extendible revolving working capital facility (the "**Working Capital Facility**") of $100.0 million. The Credit Facilities do not contain any financial maintenance covenants. The Credit Facilities are subject to a semi-annual review of the borrowing base limit, which is directly impacted by the value of Birchcliff's oil and gas reserves. The agreement governing the Credit Facilities also contains provisions that give the lenders the right to redetermine the borrowing base in certain circumstances. Effective May 6, 2024, the agreement governing the Credit Facilities was amended to extend the maturity dates of each of the Syndicated Credit Facility and Working Capital Facility from May 11, 2025 to May 11, 2027. In addition, the lenders confirmed the borrowing base limit at $850.0 million. The agreement governing the Credit Facilities allows for prime rate loans, U.S. base rate loans, secured

overnight financing rate (SOFR) loans, Canadian Overnight Rep Rate Average (CORRA) loans and, in the case of the Working Capital Facility only, letters of credit.

At December 31, 2024, Birchcliff had a balance outstanding under its Credit Facilities of $570.9 million from available Credit Facilities of $850.0 million, leaving the Corporation with $279.1 million (33%) of unutilized credit capacity after adjusting for outstanding letters of credit and unamortized deferred financing fees. This unutilized credit capacity provides Birchcliff with significant financial flexibility and available capital resources.

Total debt at December 31, 2024 was $535.6 million, an increase of 40% from $382.3 million at December 31, 2023. The increase was primarily due to F&D capital expenditures and dividends paid to common shareholders being greater than adjusted funds flow in the twelve month Reporting Period. During the twelve month Reporting Period, Birchcliff incurred $273.1 million in F&D capital expenditures, paid $107.8 million in common share dividends and generated $236.8 million of adjusted funds flow.

Birchcliff's capital allocation strategy prioritizes maintaining a strong balance sheet by targeting a total debt to annual adjusted funds flow ratio of less than 1.0 times. This target allows the Corporation to monitor its liquidity in light of operating and capital budgeting decisions, withstand price volatility and capitalize on opportunities throughout the commodity price cycle.

Working Capital

Adjusted working capital consists of items from day-to-day operations, which includes cash, accounts receivables, prepaid expenses and deposits, accounts payables and accrued liabilities and the current portion of other liabilities which are due and payable and excludes the current portion of financial instruments and other liabilities discounted at the end of the period. The Corporation's adjusted working capital varies from quarter to quarter primarily due to the timing and size of items included from its normal operations and total capital expenditures, as well as volatility in commodity prices and changes in revenue, among other things. Birchcliff manages its adjusted working capital using adjusted funds flow and advances under its Credit Facilities. The Corporation's adjusted working capital position does not impact the borrowing base available under Birchcliff's Credit Facilities.

The Corporation's adjusted working capital surplus[(2)] was $31.3 million at December 31, 2024 as compared to a deficit of $10.2 million at December 31, 2023. The change to a surplus position was primarily due to a decrease in accounts payable and accrued liabilities arising from the Corporation's reduced capital and operating activities and a decrease in the current portion of other liabilities resulting from the settlement of post-employment benefit obligations, partially offset by a decrease in prepaid expenses and deposits.

At December 31, 2024, the major component of Birchcliff's current assets was cash to be received from its commodity marketers in respect of December 2024 production (82%), which was subsequently received in January 2025. Birchcliff continues to monitor the financial strength of its marketers. At this time, Birchcliff expects that such counterparties will be able to meet their financial obligations. Birchcliff's current liabilities at December 31, 2024 primarily consisted of accounts payables and accrued liabilities for capital and operating expenses incurred in the Reporting Periods.

(2) Capital management measure. See "*Non-GAAP and Other Financial Measures*" in this MD&A.

CONTRACTUAL OBLIGATIONS AND COMMITMENTS

The Corporation enters into various contractual obligations and commitments in the normal course of operations. The following table lists Birchcliff's estimated undiscounted material contractual obligations and commitments at December 31, 2024:

($000s)	2025	2026	2027-2029	Thereafter
Accounts payable and accrued liabilities	66,907	-	-	-
Drawn revolving term credit facilities	-	-	570,682	-
Firm transportation and fractionation[1]	171,636	156,485	263,783	111,529
Natural gas processing[2]	19,327	19,143	51,512	51,512
Capital commitments[3]	7,423	3,624	-	-
Other lease commitments[4]	3,345	3,352	8,202	12,656
Operating commitments[5]	2,174	2,174	6,523	11,053
Estimated contractual obligations and commitments[6]	**270,812**	**184,778**	**900,702**	**186,750**

(1) Includes firm transportation service arrangements and fractionation commitments with third parties.

(2) Comprised of natural gas processing commitments at third-party facilities, which includes the undiscounted take-or-pay commitment at the Gordondale Facility. Effective July 1, 2024, the take-or-pay commitment at the Gordondale Facility has been classified as a lease (also referred to as the Gas Processing Lease in this MD&A), which is presented on a discounted basis on the statement of financial position for the year ended December 31, 2024.

(3) Includes drilling commitments.

(4) Includes the Corporation's head office lease and other minor lease arrangements.

(5) Includes variable operating components associated with Birchcliff's head office premises.

(6) Contractual obligations and commitments that are not material to Birchcliff are excluded from the above table. The Corporation's decommissioning obligations are excluded from the table as these obligations arose from a regulatory requirement rather than from a contractual arrangement. Birchcliff estimates the total undiscounted cash flow to settle its decommissioning obligations on its wells and facilities at December 31, 2024 to be approximately $273.4 million and are estimated to be incurred as follows: 2025 – $2.9 million, 2026 – $2.7 million and $267.8 million thereafter. The estimate for determining the undiscounted decommissioning obligations requires significant assumptions on both the abandonment cost and timing of the decommissioning and therefore the actual obligation may differ materially.

OFF-BALANCE SHEET TRANSACTIONS

The Corporation does not believe it has any material off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the Corporation's financial position, operational results, liquidity or capital expenditures.

SHARE INFORMATION

The authorized share capital of the Corporation consists of an unlimited number of common shares and an unlimited number of preferred shares, each without par value. At March 11, 2025, there were 271,660,897 common shares and no preferred shares outstanding.

The following table sets forth the common shares issued by the Corporation for the periods indicated:

	Common Shares
Balance at December 31, 2023	267,155,675
Issuance of common shares[1]	4,147,832
Balance at December 31, 2024	**271,303,507**
Issuance of common shares[1]	357,390
Balance at March 11, 2025	**271,660,897**

(1) Represents common shares that have been issued pursuant to the Corporation's stock option plan.

During the twelve month Reporting Period, Birchcliff issued 4,147,832 common shares pursuant to the stock option plan at an average exercise price of $2.60 for aggregate proceeds of $10.8 million. Subsequent to December 31, 2024, Birchcliff issued 357,390 common shares pursuant to the stock option plan at an average exercise price of $1.80 for aggregate proceeds of $0.6 million. At March 11, 2025, the Corporation also had 22,992,978 stock options to purchase an equivalent number of common shares.

During the twelve month Reporting Period, the Corporation had 404,967 performance warrants outstanding, which were repurchased by the Corporation in accordance with their terms subsequent to December 31, 2024.

Normal Course Issuer Bid

On November 21, 2024, Birchcliff announced that the TSX had accepted the Corporation's notice of intention to make a normal course issuer bid (the "**2025 NCIB**"). Pursuant to the 2025 NCIB, Birchcliff may purchase up to 13,489,975 of its outstanding common shares over a period of twelve months commencing on November 27, 2024 and terminating no later than November 26, 2025. Under the 2025 NCIB, common shares may be purchased in open market transactions on the TSX and/or alternative Canadian trading systems at the prevailing market price at the time of such transaction. Subject to exceptions for block purchases, the total number of common shares that Birchcliff is permitted to purchase on the TSX during a trading day is subject to a daily purchase limit of 276,992 common shares. All common shares purchased under the 2025 NCIB will be cancelled. The 2025 NCIB effectively renewed the Corporation's previous normal course issuer bid under which the Corporation was permitted to purchase 13,328,267 common shares over the period from November 27, 2023 to November 26, 2024 (the "**2024 NCIB**"). During 2024, Birchcliff did not purchase any common shares under the 2024 NCIB or 2025 NCIB. As of March 11, 2025, Birchcliff has not purchased any common shares under the 2025 NCIB.

A security holder may obtain, for no charge, a copy of the notice in respect of the 2025 NCIB filed with the TSX by contacting the Corporation at 403-261-6401.

DIVIDENDS

The following table sets forth the common share dividend distributions by the Corporation for the periods indicated:

	Three months ended December 31,		Twelve months ended December 31,	
	2024	**2023**	**2024**	**2023**
Common share dividend *($000s)*	27,126	53,390	107,833	213,344
Per common share *($)*	0.10	0.20	0.40	0.80

During 2024, the Corporation paid a quarterly cash dividend of $0.10 per common share for the quarters ended March 31, 2024, June 30, 2024, September 30, 2024 and December 31, 2024.

On January 22, 2025, the Board declared a quarterly cash dividend of $0.03 per common share for the quarter ending March 31, 2025. The dividend will be payable on March 31, 2025 to shareholders of record at the close of business on March 14, 2025.

All dividends have been designated as "eligible dividends" for the purposes of the *Income Tax Act* (Canada).

SUMMARY OF QUARTERLY RESULTS

The following table sets forth a summary of the Corporation's quarterly results for the eight most recently completed quarters:

Quarter ending,	Dec. 31, 2024	Sep. 30, 2024	Jun. 30, 2024	Mar. 31, 2024	Dec. 31, 2023	Sep. 30, 2023	Jun. 30, 2023	Mar. 31, 2023
Average light oil production *(bbls/d)*	1,993	2,129	2,419	1,525	1,649	1,728	1,936	2,088
Average condensate production *(bbls/d)*	4,310	4,161	4,467	4,765	5,145	4,850	5,462	5,358
Average NGLs production *(bbls/d)*	7,748	6,541	6,634	7,397	7,653	7,412	6,811	3,288
Average natural gas production *(Mcf/d)*	381,433	375,428	389,026	370,288	372,594	360,924	379,807	383,145
Average production *(boe/d)*	77,623	75,403	78,358	75,402	76,546	74,143	77,510	74,592
Average realized light oil sales price *($/bbl)*(1)	95.18	98.47	104.70	95.24	100.07	100.46	89.89	105.69
Average realized condensate sales price *($/bbl)*(1)	95.79	95.66	106.56	100.26	103.80	107.67	98.18	105.88
Average realized NGLs sales price *($/bbl)*(1)	26.20	25.02	26.56	27.59	26.95	26.35	22.86	36.69
Average realized natural gas sales price *($/Mcf)*(1)	2.27	1.50	1.82	2.61	2.92	2.86	2.67	3.68
Average realized sales price *($/boe)*(1)	21.53	17.71	20.61	23.80	26.02	25.96	24.28	31.07
P&NG revenue *($000s)*(1)	153,741	122,835	146,976	163,304	183,295	177,126	171,291	208,647
F&D capital expenditures *($000s)*(2)	58,310	63,620	48,381	102,773	58,166	66,677	64,755	115,039
Total capital expenditures *($000s)*(3)	66,673	63,886	48,702	103,484	59,541	67,475	65,241	115,659
Cash flow from operating activities *($000s)*	45,641	65,943	26,871	65,255	79,006	67,840	62,353	111,330
Adjusted funds flow *($000s)*(3)	71,838	45,211	53,664	66,081	76,215	72,225	69,650	88,737
Per basic common share *($)*(4)	0.27	0.17	0.20	0.25	0.29	0.27	0.26	0.33
Per diluted common share *($)*(4)	0.26	0.17	0.20	0.25	0.29	0.27	0.26	0.33
Free funds flow *($000s)*(3)	13,528	(18,409)	5,283	(36,692)	18,049	5,548	4,895	(26,302)
Per basic common share *($)*(4)	0.05	(0.07)	0.02	(0.14)	0.07	0.02	0.02	(0.10)
Net income (loss) to common shareholders *($000s)*	35,216	(10,461)	46,380	(15,035)	(5,533)	15,108	42,753	(42,548)
Per basic common share *($)*	0.13	(0.04)	0.17	(0.06)	(0.02)	0.06	0.16	(0.16)
Per diluted common share *($)*	0.13	(0.04)	0.17	(0.06)	(0.02)	0.06	0.16	(0.16)
Total assets *($ millions)*	3,433	3,350	3,244	3,206	3,177	3,175	3,165	3,141
Total liabilities *($ millions)*	1,238	1,170	1,030	1,016	951	897	856	817
Revolving term credit facilities *($000s)*	566,857	489,413	481,163	428,566	372,097	318,711	281,354	191,426
Total debt *($000s)*(5)	535,557	513,553	465,195	443,380	382,306	327,655	278,521	217,927
Dividends on common shares *($000s)*	27,126	26,943	26,907	26,857	53,390	53,321	53,241	53,392
Weighted average common shares outstanding								
Basic *(000s)*	270,185	269,342	268,878	267,905	266,667	266,390	266,354	266,447
Diluted *(000s)*	272,552	269,342	272,224	267,905	266,667	272,447	272,365	266,447

(1) Excludes the effects of financial instruments but includes the effects of any physical delivery contracts.

(2) See "*Advisories – F&D Capital Expenditures*" in this MD&A.

(3) Non-GAAP financial measure. See *"Non-GAAP and Other Financial Measures"* in this MD&A.

(4) Non-GAAP ratio. See *"Non-GAAP and Other Financial Measures"* in this MD&A.

(5) Capital management measure. See *"Non-GAAP and Other Financial Measures"* in this MD&A.

Production in the last eight quarters was primarily impacted by Birchcliff's successful drilling of new horizontal natural gas and light oil wells in Pouce Coupe and Gordondale and the timing thereof, as well as natural production declines during those periods. Light oil production in the last three quarters of 2024 increased significantly from the prior four quarters primarily due to incremental light oil production from the Corporation's 4-well pad in Gordondale, partially offset by production declines. NGLs production in the first and second quarters of 2023 was negatively impacted by the Pembina Outage.

P&NG revenue, adjusted funds flow and cash flow from operating activities in the last eight quarters were largely impacted by the average realized sales price received for Birchcliff's production. Birchcliff's average realized sales price has experienced significant volatility over the last eight quarters, generally trending down over the seven most recent quarters, primarily due to declining benchmark natural gas commodity prices.

Birchcliff's net income and loss in the last eight quarters were largely impacted by fluctuations in adjusted funds flow and unrealized gains and losses on financial instruments, which resulted from changes in the fair value of the Corporation's NYMEX HH/AECO 7A basis swap contracts and certain other adjustments, including D&D expense and deferred income tax expense and recoveries.

The Corporation's F&D capital expenditures fluctuate from quarter to quarter based on the Corporation's outlook for commodity prices and market conditions, the level of drilling and completions operations and other capital projects and the timing and cost thereof.

The Corporation's free funds flow is impacted by the amount and timing of F&D capital expenditures and fluctuations in adjusted funds flow quarter to quarter.

The amount outstanding under the Credit Facilities and the Corporation's total debt in the last seven quarters have trended higher, primarily due to the aggregate of F&D capital expenditures and dividends paid to common shareholders exceeding adjusted funds flow in each of those quarters.

The Corporation pays dividends on its common shares when declared and approved by the Board. The dividend payments for each quarter of 2024 were lower than the previous four quarters as a result of a lower quarterly base dividend of $0.10 per common share in 2024 as compared to a quarterly base dividend of $0.20 per common share that was paid in each quarter of 2023.

POTENTIAL TRANSACTIONS

Within its focus area, the Corporation is continually reviewing potential asset acquisitions and dispositions and corporate mergers and acquisitions for the purpose of determining whether any such potential transaction is of interest to the Corporation, as well as the terms on which such a potential transaction would be available. As a result, the Corporation may from time to time be involved in discussions or negotiations with other parties or their agents in respect of potential asset acquisitions and dispositions and corporate merger and acquisition opportunities.

INTERNAL CONTROL OVER FINANCIAL REPORTING

Disclosure Controls and Procedures

The Corporation's Chief Executive Officer and Chief Financial Officer (the "**Certifying Officers**") have designed, or caused to be designed under their supervision, disclosure controls and procedures ("**DC&P**"), as defined in National Instrument 52-109 – *Certification of Disclosure in Issuers' Annual and Interim Filings* ("**NI 52-109**"), to provide reasonable assurance that: (i) material information relating to the Corporation is made known to the Certifying Officers by others, particularly during the period in which the annual filings are being prepared; and (ii) information required to be disclosed by the Corporation in its annual filings, interim filings, or other reports filed or submitted by the Corporation under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation. The Certifying Officers have evaluated, or caused to be evaluated under their supervision, the effectiveness of the Corporation's DC&P at December 31, 2024 and have concluded that the Corporation's DC&P were effective at December 31, 2024.

While the Certifying Officers believe that the Corporation's DC&P provide a reasonable level of assurance and are effective, they do not expect that the DC&P will prevent all errors and fraud. A control system, no matter how well conceived, maintained and operated, can provide only reasonable, but not absolute, assurance that the objectives of the control system will be met.

Internal Control over Financial Reporting

The Certifying Officers have designed, or caused to be designed under their supervision, internal control over financial reporting ("**ICFR**"), as defined in NI 52-109, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles applicable to the Corporation. The control framework the Certifying Officers used to design the Corporation's ICFR is *Internal Control – Integrated Framework (2013)* published by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Certifying Officers have evaluated, or caused to be evaluated under their supervision, the effectiveness of the Corporation's ICFR at December 31, 2024 and have concluded that the Corporation's ICFR was effective at December 31, 2024. There were no changes in the Corporation's ICFR that occurred during the period beginning on October 1, 2024 and ended on December 31, 2024 that have materially affected, or are reasonably likely to materially affect, the Corporation's ICFR.

While the Certifying Officers believe that the Corporation's ICFR provides a reasonable level of assurance and is effective, they do not expect that the ICFR will prevent all errors and fraud. A control system, no matter how well conceived,

maintained and operated, can provide only reasonable, but not absolute, assurance that the objective of the control system will be met.

CRITICAL ACCOUNTING ESTIMATES

The timely preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets and liabilities and income and expenses. Accordingly, actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Benchmark oil and natural gas prices remained volatile during the Reporting Periods primarily driven by a confluence of factors, including (but not limited to) ongoing global economic slowdown concerns attributed to rising inflation and interest rates, geopolitical tensions arising from the Russian invasion of Ukraine as well as ongoing conflict in the Middle East and global commodity supply surplus resulting from increased U.S. production and easing output restrictions by some members of OPEC. These factors remain evolving situations that have had, and may continue to have, a significant impact on Birchcliff's business, results of operations, financial position and the environment in which it operates. Management cannot reasonably estimate the length or severity of these events and economic conditions, or the extent to which they will impact the Corporation's go-forward financial position, profit or loss and cash flows. The potential direct and indirect impacts of these economic conditions and events have been considered in management's estimates and assumptions at December 31, 2024 and have been reflected in the Corporation's financial results.

Significant Judgments in Applying Accounting Policies

The following are the critical judgments that management has made in the process of applying the Corporation's accounting policies and that have the most significant effect on the amounts recognized in its financial statements:

Identification of Cash-Generating Units

Birchcliff's assets are required to be aggregated into cash-generating units ("**CGUs**") for the purpose of calculating impairment based on their ability to generate largely independent cash inflows. CGUs have been determined based on similar geological structure, shared infrastructure, geographical proximity, operating structure, commodity type and similar exposures to market risks. By their nature, these assumptions are subject to management's judgment and may impact the carrying value of the Corporation's assets in future periods.

Identification of Impairment Indicators

IFRS Accounting Standards require Birchcliff to assess, at each reporting date, whether there are any internal or external indicators that its petroleum and natural gas properties and equipment within a CGU may be impaired. Birchcliff is required to consider information from both external sources (such as a negative downturn in forecasted oil and gas commodity prices or significant adverse changes in the technological, market, economic or legal environment in which the entity operates) and internal sources (such as downward revisions in the estimate of proved and probable oil and gas reserves and the related cash flows, a significant adverse effect on the financial and operational performance of a CGU or evidence of obsolescence or physical damage to the asset). By their nature, these assumptions are subject to management's judgment.

Key Sources of Estimation Uncertainty

The following are the key assumptions concerning the sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing adjustments to the carrying amounts of assets and liabilities within the next financial year:

Reserves

Reported recoverable quantities of proved and probable oil and gas reserves and the related cash flows require estimation and are subject to assumptions regarding forecasted production, forecasted oil and gas commodity prices, forecasted operating costs, forecasted royalty costs and forecasted future development costs. They also require interpretation of geological and geophysical models in order to make an assessment of the size, shape, depth and quality of reservoirs, and their anticipated recoveries. The economical, geological and technical factors used to estimate proved and probable oil and gas reserves may change from period to period. The Corporation uses estimated proved and probable oil and gas reserves to deplete petroleum and natural gas properties and equipment, to assess for indicators

of impairment on the Corporation's CGU and, if any indicators exist, to perform an impairment test to estimate the recoverable amount of a CGU. The Corporation engages an independent third-party reserves evaluator to evaluate its proved and probable oil and gas reserves. The estimated recoverable quantities of proved and probable oil and gas reserves and the related cash flows from Birchcliff's petroleum and natural gas interests are evaluated by an independent third-party reserves evaluator at least annually.

The Corporation's proved and probable oil and gas reserves represent the estimated quantities of petroleum, natural gas and NGLs which geological, geophysical and engineering data demonstrate with a specified degree of certainty to be economically recoverable in future years from known reservoirs and which are considered commercially producible. Such proved and probable oil and gas reserves may be considered commercially producible if management has the intention of developing and producing them and such intention is based upon: (i) a reasonable assessment of the future economics of such production; (ii) a reasonable expectation that there is a market for all or substantially all the expected petroleum and natural gas production; and (iii) evidence that the necessary production, transmission and transportation facilities are available or can be made available. Reserves may only be considered proved and probable if producibility is supported by either production or conclusive formation tests. Birchcliff's proved and probable oil and gas reserves are determined in accordance with the standards contained in NI 51-101 and the *Canadian Oil and Gas Evaluation Handbook* (the "**COGE Handbook**").

Decommissioning Obligations

The Corporation estimates future remediation costs of production facilities, wells and pipelines at different stages of development and construction of assets or facilities. In most instances, removal of assets occurs many years into the future. This requires an estimate regarding the abandonment date, future environmental and regulatory legislation, the extent of reclamation activities, the engineering methodology for estimating cost, future removal technologies in determining the removal cost and liability-specific discount rates to determine the present value of these risk-free cash flows.

Impairment of Non-Financial Assets

For the purposes of determining the extent of any impairment or its reversal, if any, estimates must be made regarding proved and probable oil and gas reserves and the related cash flows considering significant assumptions including forecasted oil and gas commodity prices, forecasted production, forecasted operating costs, forecasted royalty costs and forecasted future development costs. These significant assumptions are subject to change as new information becomes available. Changes in economic conditions can also affect the discount rate estimate used to discount the cash flow estimates related to proved and probable oil and gas reserves. Changes in the aforementioned assumptions could affect the carrying amount of the Corporation's assets, and impairment charges and reversal, if any, will affect profit or loss.

Income Taxes

Birchcliff files corporate income tax, goods and services tax and other tax returns with various provincial and federal taxation authorities in Canada. There can be differing interpretations of applicable tax laws and regulations. The resolution of these tax positions through negotiations or litigation with tax authorities can take several years to complete. The Corporation does not anticipate that there will be any material impact upon the results of its operations, financial position or liquidity.

Tax provisions are based on enacted or substantively enacted laws. Changes in those laws could affect amounts recognized in profit or loss both in the period of change, which would include any impact on cumulative provisions, and in future periods.

Deferred tax assets (if any) are recognized only to the extent it is considered probable that those assets will be recoverable. This involves an assessment of when those deferred tax assets are likely to reverse and a judgment as to whether or not there will be sufficient taxable profits available to offset the tax assets when they do reverse. This requires assumptions regarding future profitability and is therefore inherently uncertain. Estimates of future taxable income are based on forecasted cash flows from operations. To the extent that any interpretation of tax law is challenged by the tax authorities or future cash flows and taxable income differ significantly from estimates, the ability of Birchcliff to realize the deferred tax assets recorded at the statement of financial position date could be impacted.

RISK FACTORS

The Corporation is subject to risks that directly affect its business and operations, as well as indirect risks that impact third parties or the oil and natural gas industry generally.

Investors should carefully consider the risk factors set forth below and consider all other information contained herein and in the Corporation's other public filings before making an investment decision. These risks are not exhaustive and should not be taken as a complete summary or description of all the risks associated with the Corporation's business and the oil and natural gas industry generally. Investors are encouraged to perform their own investigation with respect to the business, financial condition and prospects of the Corporation.

If any of the risks set forth below materialize, the Corporation's business, financial condition, results of operations, prospects, cash flow and reputation may be adversely affected, which may, in turn, reduce or restrict the Corporation's ability to pay dividends and may materially affect the market price of the Corporation's common shares.

While some exposures may be reduced by the Corporation's risk management strategies, many risks are driven by external factors beyond its control or are of a nature which cannot be eliminated. Additional risks and uncertainties not currently known to management or that may currently not be considered material by management, could nevertheless also have an adverse effect on the Corporation's business.

The risks set forth below are based on certain assumptions made by the Corporation, which later may prove to be incorrect or incomplete. The risks set forth below contain forward-looking statements, which are qualified by the information contained under the heading *"Advisories – Forward-Looking Statements".*

Commodity Prices

The prices of oil, natural gas and NGLs are volatile, outside of the Corporation's control and affect the Corporation's revenue, cash flow, profitability, financial condition and financial performance

The Corporation's revenue, cash flow, profitability, financial condition and financial performance are highly dependent on commodity prices. Historically, oil, natural gas and NGLs markets have been volatile and are likely to continue to be volatile in the future. Oil, natural gas and NGLs prices are subject to fluctuations in response to changes in supply, demand, market uncertainty and a variety of other factors that are beyond the Corporation's control. These factors include, but are not limited to, the following:

- global energy policy, including the ability of OPEC (and in particular, the Kingdom of Saudi Arabia) and other oil and natural gas exporting nations (and in particular, Russia) to set and maintain production levels and influence prices for oil;
- transportation and infrastructure constraints, including the limitations on the ability of Western Canadian energy producers to export oil, natural gas and NGLs to U.S. markets and other world markets and the resulting discount that Western Canadian energy producers may receive for their products as compared to U.S. and international benchmark commodity prices;
- production and storage levels of oil, natural gas and NGLs;
- existing and threatened political instability and hostilities in commodity producing regions such as the Middle East, Northern Africa, Russia and elsewhere;
- sanctions imposed on certain oil producing nations (such as Russia) by other countries;
- domestic and global supply of, and demand for, oil, natural gas and NGLs, including LNG;
- increased growth of shale oil and natural gas production in the U.S.;
- weather conditions;
- the overall economic and political environment in Canada, the U.S., Europe, China, Russia, emerging markets and globally;
- tariffs, taxes, restrictions or prohibitions on the import or export of products from one country to another, including on oil and natural gas, imposed by Canada, the U.S. and/or other countries;

- the occurrence or threat of terrorist attacks that could adversely affect the global economy;
- government regulation relating to prices, taxes, royalties, land tenure, allowable production, the export of oil and natural gas and many other aspects of the oil and natural gas business;
- currency exchange rates, interest rates and inflation rates;
- capital investments by oil and natural gas companies relating to the exploration, development and production of hydrocarbons;
- the effect of environmental and/or energy conservation measures;
- the price, availability and acceptance of alternative energy supplies;
- the development of new hydrocarbon exploration, production and transportation methods or technological advancements in existing methods;
- domestic and foreign governmental regulations, including environmental regulations, climate change regulations and taxation;
- shareholder activism or activities by non-governmental organizations to limit sources of capital for the energy sector or restrict the exploration, development and production of oil, NGLs and natural gas;
- social attitudes or policies affecting energy consumption and energy supply; and
- the impact of regional and/or global health-related events on economic activity levels and energy demand.

Any substantial and prolonged decline in the price of oil and natural gas would have an adverse effect on the carrying value of the Corporation's assets, borrowing capacity, revenue, profitability and cash flow from operating activities and may have a material adverse effect on the Corporation's business, financial condition, results of operations, prospects, its ability to pay dividends and ultimately on the market price of the Corporation's common shares.

A material decline in oil and natural gas prices could result in a reduction in the Corporation's net production revenue. The economics of producing from some wells may change because of lower prices, which could result in reduced production of oil, natural gas or NGLs. The Corporation might also elect not to produce from certain wells at lower prices. In addition, any prolonged period of low oil or natural gas prices could result in a decision by the Corporation to suspend or slow exploration and development activities or the construction or expansion of new or existing facilities or reduce its production levels.

Volatile oil and natural gas prices make it difficult to estimate the value of producing properties for acquisitions and often cause disruption in the market for oil and natural gas producing properties, as buyers and sellers have difficulty agreeing on the value of such properties. Price volatility also makes it difficult to budget for and project the return on potential acquisitions or development and exploitation projects.

Lower commodity prices may also affect the volume and value of the Corporation's reserves, rendering certain reserves uneconomic for development. The Corporation's reserves at December 31, 2024 are estimated using forecast prices and costs. If oil and natural gas prices decrease, the Corporation's reserves may be substantially reduced as economic limits of developed reserves are reached earlier and undeveloped reserves become uneconomic at such prices. Even if some reserves remain economic at lower price levels, sustained low prices may compel the Corporation to re-evaluate its development plans and reduce or eliminate various projects with marginal economics. Any decrease in the value of the Corporation's reserves may reduce the borrowing base under the Credit Facilities, which, depending on the level of the Corporation's indebtedness, could result in the Corporation having to repay a portion of its indebtedness. See *"Risk Factors – Credit Facilities"* in this MD&A.

In addition, lower commodity prices restrict the Corporation's cash flow resulting in less funds being available to fund the Corporation's capital expenditure programs. The Corporation's capital expenditure plans are impacted by the Corporation's cash flow. Consequently, the Corporation may not be able to replace its production with additional reserves and both the Corporation's production and reserves could be reduced on a year-over-year basis.

In addition to possibly resulting in a decrease in the value of the Corporation's economically recoverable reserves, lower commodity prices may also result in a decrease in the value of the Corporation's infrastructure and facilities, all of which

could also have the effect of requiring a write-down of the carrying value of its oil and natural gas assets on its balance sheet and the recognition of an impairment charge on its income statement.

The Corporation makes price assumptions that are used for planning purposes and a significant portion of its cash outflows, including capital and transportation commitments, are largely fixed in nature. Accordingly, if commodity prices are below the expectations on which these commitments were based, the Corporation's financial results are likely to be adversely and disproportionately affected because these cash outflows are not variable in the short-term and cannot be quickly reduced to respond to unanticipated decreases in commodity prices.

Exploration, Development and Production Risks

The Corporation's business, operations and financial condition may be affected by the financial, operational, environmental and safety risks associated with the exploration, development and production of oil and natural gas

Oil and natural gas operations involve many risks that even a combination of experience, knowledge and careful evaluation may not be able to overcome. The long-term commercial success of the Corporation depends on its ability to find, acquire, develop and commercially produce oil and natural gas reserves. Without the continual addition of new reserves, the Corporation's existing reserves and the production therefrom, will decline over time as the Corporation produces from such reserves. A future increase in the Corporation's reserves will depend on both the ability of the Corporation to explore and develop its existing properties and its ability to select and acquire suitable producing properties or prospects. There is no assurance that the Corporation will be able to continue to find satisfactory properties to acquire or participate in. Moreover, management of the Corporation may determine that current markets, terms of acquisition or participation or pricing conditions make potential acquisitions or participation uneconomic. There is also no assurance that the Corporation will discover or acquire further commercial quantities of oil or natural gas. The success of the Corporation's business is highly dependent on its ability to acquire or discover new reserves in a cost-efficient manner as substantially all of the Corporation's cash flow is derived from the sale of the petroleum and natural gas reserves that it accumulates and develops. In order to remain financially viable, the Corporation must be able to replace reserves over time at a lesser cost on a per unit basis than its cash flow on a per unit basis.

Future oil and natural gas exploration may involve unprofitable efforts from dry wells or wells that are productive but do not produce sufficient petroleum substances to return a profit after drilling, completing (including hydraulic fracturing), operating and other costs. Completion of a well does not ensure a profit on the investment or recovery of drilling, completion and operating costs.

Drilling hazards, environmental damage and various field operating conditions could greatly increase the cost of operations and adversely affect the production from successful wells. Adverse field operating conditions include, but are not limited to, delays in obtaining governmental approvals or consents, the shutting-in of wells resulting from extreme weather conditions, insufficient storage or transportation capacity or geological and mechanical conditions. While diligent well supervision, effective maintenance operations and the development and utilization of enhanced recovery technologies can contribute to maximizing production rates over time, it is not possible to eliminate production delays and declines from normal field operating conditions, which can negatively affect revenue and cash flow levels to varying degrees.

The Corporation utilizes multi-well pad drilling where practicable. Wells drilled on a pad are typically not placed on production until all wells on the pad are drilled and completed. In addition, problems affecting a single well could adversely affect production from all of the wells on the pad. As a result, multi-well pad drilling can cause delays in the scheduled commencement of production or interruptions in ongoing production. These delays or interruptions may cause volatility in the Corporation's operating results.

The Corporation's business is subject to all of the risks and hazards typically associated with oil and natural gas exploration, development and production operations, including, but not limited to, fire, explosion, blowouts, cratering, sour gas releases, spills and other environmental hazards. These typical risks and hazards could result in substantial damage to oil and natural gas wells, production facilities, other property or the environment and cause personal injury or threaten wildlife. Particularly, the Corporation may explore for and produce sour gas in certain areas. An unintentional leak of sour gas could result in personal injury, loss of life or damage to property and may necessitate an evacuation of populated areas, all of which could result in liability to the Corporation.

Oil and natural gas production operations are also subject to geological and seismic risks, including encountering unexpected formations or pressures, premature decline of reservoirs and the invasion of water into producing

formations. Losses resulting from the occurrence of any of these risks may have a material adverse effect on the Corporation’s business, financial condition, results of operations and prospects.

As is standard industry practice, the Corporation is not fully insured against all risks, nor are all risks insurable. Although the Corporation maintains liability and business interruption insurance in amounts that it considers consistent with industry practice, liabilities associated with certain risks could exceed policy limits or not be covered. In either event, the Corporation could incur significant costs. See *“Risk Factors – Insurance”* in this MD&A.

Restrictions on the availability and cost of materials and equipment may impede the Corporation’s exploration, development and operating activities as such activities are dependent on the availability and cost of specialized materials and equipment (typically leased from third parties) in the areas where such activities are conducted. The availability of such materials and equipment is limited. An increase in the demand or cost, or a decrease in the availability of such materials and equipment, may impede the Corporation’s exploration, development and operating activities. See *“Risk Factors – Availability and Cost of Equipment, Materials and Services”* in this MD&A.

Project Risks

The success of the Corporation’s operations may be negatively impacted by factors outside of its control resulting in operational delays and cost overruns

The Corporation manages a variety of small and large projects in the conduct of its business. Project delays and interruptions may delay expected revenue from operations. Significant project cost overruns could make a project uneconomic. The Corporation’s ability to execute projects and successfully market its oil, natural gas and NGLs depends upon numerous factors beyond the Corporation’s control, including:

- the availability of processing capacity;
- the availability and proximity of pipeline capacity;
- the availability of storage capacity;
- the availability of, and the ability to acquire, water supplies needed for drilling and hydraulic fracturing and the Corporation’s ability to dispose of water used or removed from strata at a reasonable cost and in accordance with applicable environmental regulations;
- the effects of inclement and severe weather events, including fire, drought, flooding and extreme temperatures;
- the availability of drilling and related equipment;
- unexpected cost increases;
- accidental events;
- currency fluctuations;
- regulatory changes;
- the availability and productivity of skilled labour;
- environmental and Indigenous activism or land claims that result in delays or cancellations of projects;
- litigation and judicial interpretation and application of laws, including with respect to Indigenous rights and historical treaties;
- political uncertainty; and
- the regulation of the oil and natural gas industry by various levels of government and governmental agencies.

If cash flow from operating activities and funds from external financing sources are not sufficient to cover the Corporation’s capital expenditure requirements, the Corporation may be required to reallocate available capital among its projects or modify its capital expenditure plans, which may result in delays in, or cancellation of, certain projects or the deferral of certain capital expenditures. Any change to the Corporation’s capital expenditure plans could, in turn, have a material adverse effect on the Corporation’s business, financial position, results of operations and plans.

Due to these factors, the Corporation may be unable to execute projects on time, on budget, or at all, and may be unable to effectively market the oil, natural gas and NGLs that it produces.

Geopolitical Events and International Conflicts

Geopolitical events or instability and international conflicts may have wide-ranging consequences for the global market and economic conditions, including energy and commodity prices

The Corporation's business may be adversely affected by geopolitical events in Canada, the United States and elsewhere. A change in government in Canada, the United States or elsewhere may have an impact on the directions taken by such governments on matters that may impact the oil and natural gas industry and have a significant impact on the price of oil and natural gas and result in a material adverse effect on the Corporation's business, financial condition, results of operations and prospects.

The recent election of President Trump in the United States may result in legislative and regulatory changes that could have an adverse effect on the Corporation and its financial condition. In particular, there is uncertainty regarding U.S. tariffs and support for existing treaty and trade relationships, including with Canada. Implementation of new legislative or regulatory policies by the U.S. government could impose additional costs on the Corporation, decrease U.S. demand for the Corporation's products or otherwise negatively impact the Corporation, which could have a material adverse impact on the Canadian economy, the Canadian oil and natural gas industry and the Corporation. See *"Risk Factors – Tariffs and Trade Policies"* in this MD&A.

Conflicts, or conversely peaceful developments, arising outside of Canada may have a significant impact on the price of oil and natural gas and result in a material adverse effect on the Corporation's business, financial condition, results of operations and prospects.

In October 2023, Hamas terrorists infiltrated Israel's southern border from the Gaza Strip and conducted a series of attacks on civilian and military targets. Hamas also launched extensive rocket attacks on the Israeli population and industrial centres located along Israel's border with the Gaza Strip and in other areas within the State of Israel. Following the attack, Israel's security cabinet declared war against Hamas and the military campaign against these terrorist organizations has launched a series of responding attacks in Palestine. In January 2025, Israel and Hamas agreed to a temporary ceasefire, which would be executed in three stages and involve the negotiation of a permanent ceasefire; however, there have been allegations of violations by both sides and the future of the ceasefire remains uncertain. While neither Israel nor the Gaza Strip are significant oil producers, and despite the ceasefire, there remains a risk that any new conflict could lead to wider regional instability in the Middle East, home to some of the world's largest oil producers. In addition, attacks by Houthi rebels in the Red Sea has put significant risks on shipping lanes in the area and has resulted in increased shipping costs to various business entities. Continued attacks on shipping in the Middle East may result in further increases in shipping costs and longer transit times and delays in delivering products or procuring supplies. Throughout 2024, conflict arose in other Middle Eastern countries such as Iran, Syria and Lebanon, with the potential for escalation and intervention by Western countries like the United States. Further escalation of such conflicts may spark confrontations in other parts of the Middle East and have adverse consequences on global markets, commodity prices, supply chains and shipping lanes.

In February 2022, Russian military forces invaded Ukraine. Ukrainian military personnel and civilians continue to actively resist the invasion. Certain countries, including Canada, have imposed strict financial and trade sanctions against Russia. The outcome of the ongoing conflict remains uncertain and may have wide-ranging consequences on the peace and stability of the region and the world economy.

Tariffs and Trade Policies

The Corporation's business could be adversely affected by the imposition of new tariffs or changes to existing tariffs and export or import restrictions

On March 4, 2025, the U.S. announced a 25% broad-based tariff on goods exported out of Canada into the United States, other than energy products (including oil and natural gas), which would be subject to a 10% tariff. In response, the Canadian government announced that it would impose a 25% tariff on $155 billion of goods imported from the U.S. The U.S. also announced a 25% tariff on goods imported from Mexico. Subsequently, on March 6, 2025, President Trump

signed an executive order to delay such tariffs on goods from both Canada and Mexico that are covered by the United States-Mexico-Canada Agreement until April 2, 2025.

If enacted, these tariffs, and any changes to these tariffs or imposition of any new tariffs, taxes or import or export restrictions or prohibitions, could have a material adverse effect on the Canadian economy, the Canadian oil and natural gas industry and the Corporation. Furthermore, there is a risk that tariffs imposed by the U.S. on other countries will trigger a broader global trade war which could have a material adverse effect on the Canadian, U.S. and global economies, and by extension the Canadian oil and natural gas industry and the Corporation. Accordingly, the introduction of new trade policies or barriers, including the imposition of new tariffs, duties or other trade restrictions on Canadian hydrocarbon products exported to the U.S., or the imposition of new or retaliatory tariffs, duties or trade restrictions on hydrocarbon products imported into Canada from the U.S., could result in a decrease in, or increase the volatility of, commodity prices and/or price differentials which could, in turn, reduce the demand for oil and natural gas and have an adverse effect on the Corporation's business, financial condition and results of operations.

Political Uncertainty

The Corporation's business may be adversely affected by political and social events and decisions made in Canada and elsewhere

The Corporation's results can be adversely impacted by political, legal or regulatory developments in Canada and elsewhere that affect local operations and local and international markets. Changes in government, government policy or regulations, changes in law or the interpretation of settled law, third-party opposition to industrial activity generally or projects specifically, and the duration of regulatory reviews could impact the Corporation's existing operations and planned projects. This includes actions by regulators or other political actors to delay or deny necessary licences and permits for the Corporation's activities or restrict the operation of third-party infrastructure that the Corporation relies on. Additionally, changes in environmental regulations, assessment processes or other laws, and increasing and expanding stakeholder consultation (including Indigenous stakeholders), may increase the cost of compliance or reduce or delay available business opportunities and adversely impact the Corporation's results.

A change in federal, provincial or municipal governments in Canada may have an impact on the directions taken by such governments on matters that may impact the oil and natural gas industry, including the balance between economic development and environmental policy. With the prorogation of federal parliament on January 6, 2025 and the federal election to follow, there is currently greater uncertainty within the Canadian political landscape. The future applicability and scope of proposed federal regulations that have not yet been enacted is uncertain. A change in the Federal Government could lead to a policy shift that could impact the regulatory environment of the oil and natural gas industry and may have a material adverse impact the Corporation's business, financial condition, results of operations and prospects.

Other government and political factors that could adversely affect the Corporation's financial results include increases in taxes or government royalty rates (including retroactive claims) and changes in trade policies and agreements. Further, the adoption of regulations mandating efficiency standards, the sale of electric vehicles and the use of alternative fuels or uncompetitive fuel components could affect the demand for the Corporation's products. Many governments are providing tax advantages and other subsidies to support alternative energy sources or are mandating the use of specific fuels, technologies or the use of electric vehicles. Governments and others are also promoting research into new technologies to reduce the cost and increase the scalability of alternative energy sources and the success of these initiatives may decrease the demand for the Corporation's products.

The oil and natural gas industry has become an increasingly politically polarizing topic, which has resulted in a rise in civil disobedience surrounding oil and natural gas development, particularly with respect to infrastructure projects such as pipelines. Protests, blockades, demonstrations and vandalism have the potential to delay and disrupt the Corporation's activities. See "*Risk Factors – Public Opposition and Non-Governmental Organizations*" in this MD&A.

Gathering and Processing Facilities, Pipeline Systems, Trucking and Rail

Lack of capacity and/or regulatory constraints on gathering and processing facilities, pipeline systems and railway lines may have a negative impact on the Corporation's ability to produce and sell its oil and natural gas

The Corporation delivers its products through gathering and processing facilities, pipeline systems, and, in certain circumstances, by truck and rail. The amount of oil, natural gas and NGLs that the Corporation can produce and sell is

subject to the accessibility, availability, proximity and capacity of these gathering and processing facilities, pipeline systems, trucks and railway lines. The lack of firm pipeline capacity, production limits and limits on availability of capacity in gathering and processing facilities, pipeline systems and railway lines continues to affect the oil and natural gas industry and limits the ability to transport produced oil, natural gas and NGLs to market. Unexpected shutdowns or curtailment of capacity of pipelines for maintenance or integrity work or because of actions taken by regulators could also affect the Corporation's production, operations and financial results.

The Corporation's production passes through Birchcliff owned or third-party infrastructure prior to it being ready for sale. There is a risk that should this infrastructure fail and cause a significant portion of the Corporation's production to be shut-in and unable to be sold, this could have a material adverse effect on the Corporation's available cash flow. With respect to facilities owned by third parties and over which the Corporation has no control, these facilities may discontinue or decrease operations, either as a result of normal servicing requirements or as a result of unexpected events. A discontinuation or decrease of operations could have a material adverse effect on the Corporation's ability to process its production and deliver the same to market. Midstream and pipeline companies may take actions to maximize their return on investment which may in turn adversely affect producers and shippers, especially when combined with a regulatory framework that may not always align with the interests of particular shippers.

Further, the Corporation has certain long-term take-or-pay commitments to deliver products through third-party owned infrastructure which creates a financial liability and there can be no assurance that future volume commitments will be met which may adversely affect the Corporation's financial condition and cash flow from operating activities.

Substantial Capital and Additional Funding Requirements

The Corporation may require additional financing from time to time to fund the acquisition, exploration and development of properties and its ability to obtain such financing in a timely fashion and on acceptable terms may be negatively impacted by the current economic and global market volatility

The Corporation anticipates making substantial capital expenditures for the acquisition, exploration, development and production of oil, natural gas and NGLs reserves in the future. As future capital expenditures are expected to be financed out of cash generated from operations and borrowings as well as possible future asset and equity sales, the Corporation's ability to do so is dependent on, among other factors:

- the overall state of the capital markets;
- commodity prices;
- interest rates;
- royalty rates;
- tax burden due to current and future tax laws; and
- investor appetite for investments in the energy industry and the Corporation's securities in particular.

The Corporation's cash flow from its properties may not be sufficient to fund its ongoing activities at all times and from time to time the Corporation may require additional financing. The inability of the Corporation to access sufficient capital for its operations and activities could have a material adverse effect on the Corporation's financial condition, results of operations and prospects.

There can be no assurance that debt or equity financing or cash generated by operations will be available or sufficient to meet the Corporation's requirements or, if debt or equity financing is available, that it will be on terms acceptable to the Corporation. To the extent that external sources of capital become limited, unavailable or available on onerous terms, the Corporation's ability to make capital investments and maintain existing assets may be impaired, and its assets, liabilities, business, financial condition and results of operations may be affected materially and adversely as a result. In addition, the Corporation may be required to seek additional equity financing on terms that are highly dilutive to existing shareholders. Moreover, future activities may require the Corporation to alter its capitalization significantly. A failure to obtain financing on a timely basis could cause the Corporation to forfeit its interest in certain properties, miss certain acquisition opportunities and reduce or terminate its operations.

Availability and Cost of Equipment, Materials and Services

Restrictions on the availability and cost of equipment, materials and services may impede the Corporation's exploration, development and operating activities

Oil and natural gas exploration, development and operating activities are dependent on the availability and cost of specialized equipment and other materials (typically leased from third parties) in the areas where such activities will be conducted. The availability of such equipment and materials is limited.

The cost or availability of oil and natural gas field equipment may adversely affect the Corporation's ability to undertake exploration, development and construction projects. The oil and natural gas industry is cyclical in nature and is prone to shortages of supply of equipment and services, including drilling rigs, geological and geophysical services, engineering and construction services, major equipment items for infrastructure projects and construction materials generally. These materials and services may not be available at reasonable prices when required. A failure to secure the services and equipment necessary to the Corporation's operations for the expected price, on the expected timeline, or at all, may have an adverse effect on the Corporation's financial performance and cash flow.

Inflation and Interest Rates

The Corporation's operations and financial condition may be negatively impacted by inflationary pressures

Recently, Canada, the United States and other countries have experienced high levels of inflation, supply chain disruptions, equipment limitations, escalating supply costs and additional government intervention through stimulus spending and additional regulations, which have impacted the Corporation's operating costs. The Corporation's inability to manage costs may impact project returns and future development decisions, which could have a material adverse effect on its financial performance and cash flow.

In addition, many central banks, including the Bank of Canada and the U.S. Federal Reserve, have taken steps over the last several years to raise interest rates in an attempt to combat inflation. While interest rates have now generally begun to fall, higher interest rates over the last several years impacted the Corporation's borrowing costs. An increase in borrowing costs may impact project returns and future development decisions, which could have a material adverse effect on the Corporation's financial performance. Higher interest rates could also result in a recession in Canada or other countries, which could have a negative impact on demand for oil and natural gas, causing a decrease in commodity prices. A decrease in commodity prices would immediately impact the Corporation's revenue and could also reduce drilling activity. It is unknown how long high levels of inflation will continue to impact the economy of Canada and how inflation and high interest rates will impact oil and natural gas demand and commodity prices.

Issuance of Debt

Increased debt levels may impair the Corporation's ability to borrow additional capital on a timely basis to fund opportunities as they arise

From time to time, the Corporation may finance its activities (including asset acquisitions) in whole or in part with debt, which may increase the Corporation's debt levels above industry standards for oil and natural gas companies of similar size. Depending on future exploration and development plans, the Corporation may require additional debt financing that may not be available or, if available, may not be available on favourable terms. Neither the Corporation's articles nor its by-laws limit the amount of indebtedness that the Corporation may incur. The level of the Corporation's indebtedness from time to time could impair the Corporation's ability to obtain additional financing on a timely basis to take advantage of business opportunities that may arise and may adversely affect the market price of the common shares.

Market Price of the Common Shares

The market price of the Common Shares may be volatile and adversely affected by factors related and unrelated to the oil and natural gas industry and cannot be accurately predicted

The market price of the Corporation's common shares may be volatile, which may affect the ability of holders to sell such shares at an advantageous price. The market prices of the securities of oil and natural gas issuers, including the Corporation, is subject to substantial volatility often based on factors related and unrelated to the financial performance or prospects of the issuers involved. Factors unrelated to the Corporation's performance could include macroeconomic developments nationally, within North America or globally, domestic and global commodity prices and current

perceptions of the oil and natural gas market. This includes, but is not limited to, changing (and in some cases negative) investor sentiment towards energy-related businesses. In recent years, the volatility of oil and natural gas commodity prices and the securities of issuers involved in the oil and natural gas business, has increased due, in part, to the implementation of computerized trading and the decrease of discretionary commodity trading. The volatility, trading volume and market prices of oil and natural gas issuers have been impacted by increasing investment levels in passive funds that track major indices and only purchase securities included in such indices and subsequently dispose of those securities if they are excluded from such indices. In addition, many institutional investors, pension funds and insurance companies, including government-sponsored entities, have implemented investment strategies increasing their investments in low-carbon assets and businesses while decreasing the carbon intensity of their portfolios through, among other measures, divestments. These factors have impacted the volatility and liquidity of certain securities and put downward pressure on the market prices of those securities.

Similarly, the market price of the Corporation's common shares could be subject to significant fluctuations in response to variations in the Corporation's operating results, financial condition, liquidity, debt levels, dividend levels and other internal factors. In addition, market price fluctuations in the common shares may also be due to the Corporation's results failing to meet the expectations of securities analysts or investors in any quarter, downward revisions in securities analysts' estimates and material public announcements by the Corporation, along with a variety of additional factors, including, without limitation, those set forth under "*Advisories – Forward-Looking Statements"*. Accordingly, the prices at which the common shares will trade cannot be accurately predicted.

Regulatory

Modification to current, or implementation of additional, regulations or the failure to obtain any necessary regulatory approvals could negatively impact the Corporation

Various levels of governments impose extensive controls and regulations on oil and natural gas operations, including exploration, development, production, pricing, marketing, transportation, infrastructure and mergers and acquisitions. Governments may regulate or intervene with respect to exploration and production activities, prices, taxes, royalties, the exportation of oil and natural gas, infrastructure projects and the transfer of assets pursuant to acquisition and divestiture activities. Amendments to these controls and regulations may occur from time to time in response to economic or political conditions. Shifts or changes in governmental policy, including as a result of new or existing administrations at the provincial or federal level, may have an impact on the laws and regulations affecting the oil and natural gas industry, as well as the Corporation. The implementation of new regulations or the modification of existing regulations affecting the oil and natural gas industry could reduce the demand for oil and natural gas, increase the Corporation's costs or make certain projects uneconomic, any of which may have a material adverse effect on the Corporation's business, financial condition, results of operations and prospects.

Further, third-party challenges to regulatory decisions and orders can reduce the efficiency of the regulatory regime, as the implementation of the decisions and orders may be delayed resulting in uncertainty and interruption to the business of the oil and natural gas industry.

In order to conduct oil and natural gas operations, the Corporation requires regulatory permits, licences, registrations, approvals and authorizations from various governmental authorities. Obtaining certain approvals from regulatory authorities can involve, among other things, stakeholder and Indigenous consultation, environmental impact assessments and public hearings. Regulatory approvals obtained may be subject to the satisfaction of certain conditions including, but not limited to, security deposit obligations, ongoing regulatory oversight of projects, mitigating or avoiding project impacts, environmental and habitat assessments and other commitments or obligations. There can be no assurance that the Corporation will be able to obtain all of the permits, licences, registrations, approvals and authorizations that may be required to conduct operations that it may wish to undertake in the time required or on acceptable terms and conditions. Any failure to renew, maintain or obtain the required permits, licences, registrations, approvals and authorizations or the revocation or termination of the same may disrupt the Corporation's operations and have a material adverse effect on the Corporation's business and financial condition.

In addition, the Corporation may have to comply with the requirements of certain federal legislation such as the *Competition Act* (Canada) (the "**Competition Act**") and the *Investment Canada Act* (Canada), which may adversely affect its business and financial condition and the market value of its common shares or assets, particularly when undertaking, or attempting to undertake, an acquisition or disposition.

Environmental

Compliance with environmental regulations requires the dedication of a portion of the Corporation's financial and operational resources

All phases of the oil and natural gas business present environmental risks and hazards and are subject to environmental regulation pursuant to a variety of federal, provincial and municipal laws and regulations. Environmental legislation provides for, among other things, the initiation and approval of new oil and natural gas projects and restrictions and prohibitions on the spill, release or emission of various substances produced in association with oil and natural gas industry operations. In addition, such legislation sets out the requirements with respect to oilfield waste handling and storage, habitat protection and the satisfactory operation, maintenance, abandonment and reclamation of well and facility sites.

Compliance with environmental legislation can require significant expenditures and/or result in operational restrictions. A breach of applicable environmental legislation may result in the imposition of fines and penalties, some of which may be material. In addition, a breach may result in the suspension or revocation of necessary licences and authorizations and/or the Corporation being subject to interim compliance measures, all of which may restrict the Corporation's ability to conduct operations. Further, the Corporation could be subject to civil liability for pollution damage. 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 Corporation to incur costs to remedy such discharge.

Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, larger fines and liabilities and potentially increased capital expenditures and operating costs. Although the Corporation believes that it is in material compliance with current applicable environmental legislation, no assurance can be given that environmental compliance requirements will not result in a curtailment of production or a material increase in the costs of production, development or exploration activities or otherwise have a material adverse effect on the Corporation's business, financial condition, results of operations and prospects.

In addition, new environmental legislation may increase uncertainty among oil and natural gas participants as the new legislation is implemented. The implementation of new environmental legislation or the modification of existing legislation affecting the oil and natural gas industry generally could reduce the demand for oil and natural gas and increase costs.

See *"Risk Factors – Climate Change"* in this MD&A.

Climate Change

Climate change may pose varied and far-ranging risks to the business and operations of the Corporation, both known and unknown, which may adversely affect its business, operations and financial condition

Global climate issues continue to attract public and scientific attention. Numerous reports, including reports from the Intergovernmental Panel on Climate Change, have engendered concern about the impacts of human activity, especially hydrocarbon combustion, on global climate issues. In turn, increasing public, government and investor attention is being paid to global climate issues and to GHG emissions, including emissions of carbon dioxide and methane from the production and use of oil, NGLs and natural gas. The majority of countries, including Canada, have agreed to reduce their carbon emissions in accordance with the Paris Agreement.

As discussed below, the Corporation faces both physical risks and transition risks associated with climate change and climate change policy and regulations.

Physical Risks – Acute

Climate change has been linked to an increased severity and frequency of extreme weather. Extreme hot and cold weather, heavy snowfall, heavy rainfall, drought and wildfires may restrict or interfere with the Corporation's operations and its access to its properties or cause other operational difficulties, increasing its costs and negatively impacting its production. For example, extreme weather may impact the Corporation's ability to complete capital projects, facility turnarounds, maintenance and repairs on time. Moreover, extreme weather conditions may lead to disruptions in the Corporation's ability to transport its production, as well as goods and services in its supply chains. Extreme weather also increases the risk of damage to infrastructure and equipment and the risk of injury to the Corporation's personnel due to dangerous working conditions. Certain of the Corporation's properties are proximate to forests and rivers and a

wildfire or flood may lead to significant downtime and/or damage to the Corporation's assets. See *"Risk Factors – Seasonality and Extreme Weather"* in this MD&A.

Physical Risks – Chronic

Climate change has been linked to long-term shifts in climate patterns, including rising mean temperature and sea levels and long-term changes in precipitation patterns. As the level of activity in the Canadian oil and natural gas industry is influenced by seasonal weather patterns, long-term shifts in climate patterns pose the risk of exacerbating operational delays and other risks posed by seasonal weather patterns. In addition, long-term shifts in weather patterns such as water scarcity, increased frequency of storms and fires and prolonged heat waves may, among other things, require the Corporation to incur greater expenditures (time and capital) to deal with the challenges posed by such changes to its premises, operations, supply chain, transport needs and employee safety, which may in turn have a material adverse effect on the Corporation's business, operations and financial condition. In the event of water shortages or sourcing issues, the Corporation may not be able to, or will incur greater costs to, carry out hydraulic fracturing. See *"Risk Factors – Seasonality and Extreme Weather"* and *"Risk Factors – Hydraulic Fracturing"* in this MD&A.

Transition Risks – Reputational

The Corporation's business, financial condition, operations or prospects may be negatively impacted as a result of any negative public opinion towards the Corporation or as a result of any negative sentiment towards, or in respect of, the Corporation's reputation with stakeholders, special interest groups, political leadership, the media or other entities. Public opinion may be influenced by certain media and special interest groups' negative portrayal of the industry in which the Corporation operates, as well as their opposition to certain oil and natural gas projects.

Concerns about climate change have resulted in a number of environmental activists and members of the public opposing the continued exploitation and development of fossil fuels, which has influenced investors' willingness to invest in the oil and natural gas industry. Historically, political and legal opposition to the fossil fuel industry focused on public opinion and the regulatory process. More recently, however, there has been a movement to more directly hold governments and oil and natural gas companies responsible for climate change through climate litigation.

Given the perceived elevated long-term risks associated with policy development, regulatory changes, public and private legal challenges or other market developments related to climate change, there have also been efforts in recent years affecting the financial community, including investment advisors, sovereign wealth funds, banks, public pension funds, universities and other institutional investors, promoting direct engagement and dialogue with companies in their portfolios on climate change action (including exercising their voting rights on matters relating to climate change) and increased capital allocation to investments in low-carbon assets and businesses, while decreasing the carbon intensity of their portfolios through, among other measures, divestments of companies with high exposure to GHG-intensive operations and products. Certain stakeholders have also pressured insurance providers and commercial and investment banks to reduce or stop providing insurance coverage and financing to oil and natural gas companies and related infrastructure businesses and projects. The impact of such efforts may require the Corporation's management to dedicate significant time and resources to these climate change-related concerns and may adversely affect the Corporation's operations, the demand for and price of the Corporation's common shares, the Corporation's cost of capital and the Corporation's access to the capital markets, which negative impact could prove to be material over time.

See *"Risk Factors – Changing Investor Sentiment", "Risk Factors – Public Opinion and Reputational Risk"* and *"Risk Factors – Public Opposition and Non-Governmental Organizations"* in this MD&A.

Transition Risks – Market

Concerns over climate change, fossil fuels, GHG emissions and water and land-use could lead to reduced demand for the oil, natural gas and NGLs that the Corporation produces, which would have a material adverse effect on the Corporation's business, financial condition, results of operations and prospects. See *"Risk Factors – Energy Transition and Alternatives to and Changing Demand for Petroleum Products"* in this MD&A.

Transition Risks – Regulatory and Policy

Foreign and domestic governments continue to evaluate and implement policy, legislation and regulations focused on restricting GHG emissions and promoting adaptation to climate change and the transition to a low-carbon economy. It is not possible to predict what measures foreign and domestic governments may implement in this regard, nor is it possible to predict the requirements that such measures may impose or when such measures may be implemented.

However, international multilateral agreements, the obligations adopted thereunder and legal challenges concerning the adequacy of climate-related policy brought against foreign and domestic governments may accelerate the implementation of these measures.

Existing and future laws and regulations may impose significant liabilities for a failure to comply with their requirements. Concerns over climate change, fossil fuels, GHG emissions and water and land-use could lead to the enactment of more stringent laws and regulations applicable to the Corporation. Any new laws and regulations (or additional requirements to existing laws and regulations) could have a material impact on the Corporation's business, financial condition, results of operations and prospects.

Adverse impacts to the Corporation's business as a result of GHG legislation may include, but are not limited to, increased compliance costs, permitting delays, increased operating costs and capital expenditures. Given the evolving nature of climate change policy and the control of GHG emissions and resulting requirements, including carbon taxes and carbon pricing schemes implemented by varying levels of government, it is expected that current and future climate change regulations will have the effect of increasing the Corporation's operating expenses and, in the long-term, potentially reducing the demand for oil, natural gas and NGLs, resulting in a decrease in the Corporation's profitability and a reduction in the value of its assets or requiring impairments for financial statement purposes.

The Corporation's exploration and production facilities and other operations and activities emit GHGs, which requires the Corporation to comply with applicable GHG emissions legislation. The Corporation is subject to TIER and may become subject to future regional, provincial and/or federal climate change regulations to manage GHG emissions.

Emissions, carbon and other regulations impacting climate and climate-related matters are constantly evolving. In December 2024, the Canadian Sustainability Standards Board released for public comment proposed standards regarding sustainability and climate-related disclosures. These proposed standards require issuers, among other things, to include quantitative data regarding their climate change considerations, to use scenario analysis in developing their disclosure and to disclose Scope 3 GHG emissions. Canadian companies are not required to follow these proposed standards at this time, however the Canadian Securities Administrators are considering amending Canadian reporting requirements to include certain aspects of these proposed standards. To what extent they will be adopted remains unclear. If the Corporation is not able to meet future sustainability reporting requirements of regulators or current and future expectations of investors, insurance providers, lenders or other stakeholders, its business and ability to attract and retain skilled employees, obtain regulatory permits, licences, registrations, approvals and authorizations from various governmental authorities, and raise capital may be adversely affected.

In November 2024, the federal government of Canada published a draft of the proposed *Oil and Gas Sector Greenhouse Gas Emissions Cap Regulations*, which, if enacted as currently drafted, would cap emissions from a range of industrial activities in the oil and gas sector, establish a cap-and-trade system for emissions allowances, and require facility operators to comply with various reporting and remittance obligations. Such proposed regulations, which could affect investor confidence, suppress spending on decarbonization initiatives and lead to production cuts, are expected to be finalized in mid-2025 and come into force by January 1, 2026.

See *"Risk Factors – Regulatory", "Risk Factors – Environmental", "Risk Factors – Evolving Corporate Governance, Sustainability and Reporting Framework"* and "*Risk Factors – Carbon Pricing Risk"* in this MD&A.

<u>*Transition Risks – Legal*</u>

Claims have been made against certain energy companies alleging that GHG emissions from oil and natural gas operations constitute a public nuisance under certain laws or that such energy companies provided misleading disclosure to the public and investors of current or future risks associated with climate change. Individuals, government authorities or other organizations may make claims against oil and natural gas companies, including the Corporation, for alleged personal injury, property damage or other potential liabilities. While the Corporation is not a party to any such litigation or proceedings, it could be named in actions making similar allegations. An unfavorable ruling in any such case could adversely affect the demand for and price of securities issued by the Corporation, impact its operations and have an adverse effect on its financial condition, which could prove to be material. See *"Risk Factors – Litigation"* in this MD&A.

Transition Risks – Technology

The adoption of new technologies by the Corporation to deal with climate change could require a significant capital investment. Limitations related to the development, adoption and success of these technologies or the development of disruptive technologies may have a material adverse effect on the Corporation's business, financial condition, results of operations and prospects. See *"Risk Factors – Cost of New Technologies"* in this MD&A.

Changing Investor Sentiment

Changing investor sentiment towards the oil and natural gas industry may impact the Corporation's access to, and cost of, capital

A number of factors, including concerns regarding the effects of the use of fossil fuels on climate change, the impact of oil and natural gas operations on the environment, environmental damage relating to spills of petroleum products during production and transportation and Indigenous rights, have affected certain investors', lenders' and insurers' sentiments towards investing in, lending to and insuring participants in, the oil and natural gas industry. As a result of these concerns, some institutional, retail and governmental investors, lenders and insurers have announced that they are no longer willing to fund or invest in, lend to or insure oil and natural gas properties or companies, or are reducing the amount thereof over time. In addition, certain institutional investors, lenders and insurers are requesting that issuers develop and implement more robust environmental, social and governance policies and practices and make related disclosures. Developing and implementing such policies and practices, and making such related disclosures, can involve significant costs and require a significant time commitment from the Corporation's Board, management and employees. Failing to implement the policies and practices, and make the related disclosures, as requested by institutional investors, lenders and insurers, may result in such investors reducing their investment in or loan to the Corporation, or not investing in or lending to the Corporation at all, or such insurers refusing to insure the Corporation. Any reduction in the investor, lender or insurance base interested or willing to invest in, lend to or insure participants in the oil and natural gas industry and more specifically, the Corporation, may result in limiting the Corporation's access to, or increasing the cost of, capital or insurance and decreasing the price and liquidity of the common shares, even if the Corporation's operating results, underlying asset values or prospects have not changed or improved.

Public Opinion and Reputational Risk

The Corporation relies on its reputation to continue its operations and to attract and retain investors and employees

The Corporation's business, financial condition, operations and prospects may be negatively impacted by any negative public opinion towards the Corporation or as a result of any negative sentiment towards, or in respect of, the Corporation's reputation with stakeholders, special interest groups, political leadership, the media or other entities. Public opinion may be influenced by certain media and special interest groups' negative portrayal of the industry in which the Corporation operates, as well as their opposition to certain oil and natural gas projects. Potential impacts of negative public opinion or reputational issues may include delays or interruptions in operations, legal or regulatory actions or challenges, blockades, increased regulatory oversight, reduced support for, delays in, challenges to, or the revocation of regulatory approvals, permits and/or licences, increased costs and/or cost overruns and reduced access to (or an increase in the cost of) capital, credit and/or insurance. See *"Risk Factors – Public Opposition and Non-Governmental Organizations"* in this MD&A.

Any environmental damage, loss of life, injury or damage to property caused by the Corporation's operations could damage its reputation. Negative sentiment towards the Corporation could result in a lack of willingness of governmental authorities to grant the necessary licences or permits for the Corporation to operate its business. In addition, negative sentiment towards the Corporation could result in the residents of the areas where the Corporation is doing business opposing further operations in the area by the Corporation. If the Corporation develops a reputation of having an unsafe workplace, this may impact its ability to attract and retain the necessary skilled employees and consultants to operate its business. Further, the Corporation's reputation and public opinion could be affected by the actions and activities of other companies operating in the oil and natural gas industry, particularly other producers, over which the Corporation has no control. In addition, opposition from special interest groups opposed to oil and natural gas development and the possibility of climate-related litigation against governments and oil and natural gas companies may harm the Corporation's reputation. See *"Risk Factors – Climate Change"* in this MD&A.

Reputational risk cannot be managed in isolation from other forms of risk. Credit, market, operational, insurance, regulatory and legal risks, among others, must all be managed effectively to safeguard the Corporation's reputation.

Damage to the Corporation's reputation could result in negative investor sentiment towards the Corporation, which may result in limiting the Corporation's access to, or increasing the cost of, capital, credit and/or insurance and decreasing the price and liquidity of the Corporation's common shares.

Public Opposition and Non-Governmental Organizations

The oil and natural gas industry and the Corporation may be subject to public opposition and other actions by non-governmental organizations

The oil and natural gas industry may, at times, be subject to public opposition. The oil and natural gas industry has become an increasingly politically polarizing topic in Canada, which has resulted in a rise in civil disobedience surrounding oil and natural gas development, particularly with respect to infrastructure projects. Public opposition could expose the Corporation to the risk of higher costs, operational delays and disruptions or even project cancellations due to increased pressure on governments and regulators by special interest groups, which may include Indigenous groups, landowners, environmental interest groups (including those opposed to oil and natural gas production operations) and other non-governmental organizations. Potential impacts of such pressure and opposition include blockades, legal or regulatory actions or challenges, increased regulatory oversight, reduced support of federal, provincial or municipal governments and delays in, challenges to, or the revocation of regulatory approvals, permits and/or licences, as well as direct legal challenges, including the possibility of climate-related litigation. There is no guarantee that the Corporation will be able to satisfy the concerns of the special interest groups and non-governmental organizations and attempting to address such concerns may require the Corporation to incur significant and unanticipated capital and operating expenditures and may divert the attention of management and key personnel from business operations, which may negatively impact the Corporation's business, financial condition, results of operations and prospects.

In addition, the Corporation's oil and natural gas properties, wells and facilities or the third-party facilities and pipelines utilized by the Corporation could be the subject of a terrorist attack or sabotage. If any of such properties, wells or facilities are the subject of terrorist attack or sabotage, it may have a material adverse effect on the Corporation's business, financial condition, results of operations and prospects.

Carbon Pricing Risk

Taxes on carbon emissions affect the demand for oil and natural gas and the Corporation's operating expenses and may impair the Corporation's ability to compete

The majority of countries across the globe have agreed to reduce their carbon emissions in accordance with the Paris Agreement. In Canada, the federal government implemented legislation aimed at incentivizing the use of alternative fuels and, in turn, reducing carbon emissions. The federal system, which was upheld by the Supreme Court of Canada as constitutional, currently applies in provinces and territories without their own system that meets federal standards. There is uncertainty regarding what impacts, if any, the Canadian federal election expected to occur in 2025 will have on emissions reduction and carbon pricing policies in Canada.

Any taxes placed on carbon emissions may have the effect of decreasing the demand for oil, natural gas and NGLs products and at the same time, increasing the Corporation's operating expenses, each of which may have a material adverse effect on the Corporation's profitability and financial condition. Further, the imposition of carbon taxes puts companies at an economic disadvantage with their counterparts who operate in jurisdictions where there are less costly carbon regulations. See *"Risk Factors – Climate Change"* and *"Risk Factors – Environmental"* in this MD&A.

Energy Transition and Alternatives to and Changing Demand for Petroleum Products

The global energy transition to a low-carbon economy, changes to the demand for oil and natural gas products and the rise of petroleum alternatives may negatively affect the Corporation's business, financial condition, results of operations and cash flow

A transition away from the use of petroleum products, which may include fuel conservation measures, alternative fuel requirements, electric vehicle mandates, increasing consumer demand for alternatives to oil, natural gas and NGLs and technological advances in fuel economy and renewable energy generation systems, could reduce the demand for oil and natural gas. Certain jurisdictions have implemented policies or incentives to decrease the use of fossil fuels, encourage the use of renewable fuel alternatives and/or made commitments to carbon reduction, which may lessen the demand for petroleum products and put downward pressure on commodity prices. In addition, advancements in energy efficient products have a similar effect on the demand for oil, natural gas and NGLs products. The Corporation

cannot predict the impact of the changing demand for oil, natural gas and NGLs products and any major changes may have a material adverse effect on the Corporation's business, financial condition, results of operations and cash flow by decreasing the Corporation's profitability, increasing its costs, limiting its access to capital or decreasing the value of its assets.

In addition, the Corporation may invest in technologies and other opportunities related to decreasing GHG emissions or energy transition, which may involve investments in businesses, operations or assets relating to renewable or other alternative forms of energy. Such investments may involve certain risks and uncertainties in addition to those identified herein in respect of the Corporation's existing business, operations and assets, including the obligation to comply with additional regulatory and other legal requirements associated with such businesses, operations or assets and the potential requirement for additional sources of capital to make, develop and/or maintain such investments and the Corporation's ability to access such sources of capital. In the event the Corporation were to complete such investments, there can be no guarantee that the Corporation will realize a return on those investments or businesses, operations or assets that is similar to the returns it receives in respect of its existing business, operations and assets.

Credit Facilities

The Corporation's borrowing base under the Credit Facilities could be redetermined and the Corporation could fail to comply with covenants under the Credit Facilities, resulting in restricted access to capital or a requirement to repay all amounts owing thereunder

The amount authorized under the Credit Facilities is dependent on the borrowing base determined by the Corporation's lenders. The Credit Facilities are subject to semi-annual reviews of the borrowing base limit by Birchcliff's syndicate of lenders, which limit is directly impacted by the value of Birchcliff's oil, natural gas and NGLs reserves. The Corporation's lenders use the Corporation's reserves, commodity prices and other factors to determine the Corporation's borrowing base. Depressed commodity prices could result in a reduction in the Corporation's borrowing base, thereby reducing the funds available to the Corporation under the Credit Facilities. As the borrowing base is determined based on the lender's interpretation of the Corporation's reserves and future commodity prices, there can be no assurance as to the amount of the borrowing base determined at each review.

In addition to the semi-annual reviews of the borrowing limit, the lenders under the Credit Facilities have the right to redetermine the borrowing base limit in certain other circumstances. In the event that: (i) the Corporation, any material subsidiary of the Corporation or any of its borrowing base properties become subject to an abandonment/reclamation order by an energy regulator where the aggregate estimated current cost to the Corporation and its material subsidiaries to comply with all outstanding orders exceeds 10% of the borrowing base; or (ii) the liability management rating (as such term is defined in the agreement governing the Credit Facilities) of the Corporation or any material subsidiary is less than 2.0, then, unless agreed to by all of the lenders, a redetermination of the borrowing base shall be completed within 45 days of receipt by the Corporation or the applicable material subsidiary of such order or demand in the case of (i) above, and of receipt by the agent of notice that the liability management rating is less than 2.0 in the case of (ii) above. Further, a majority of lenders have the right once per year to redetermine the borrowing base in between scheduled redeterminations and the borrowing base may also be reduced in connection with asset dispositions.

If, at the time of a borrowing base redetermination, the outstanding borrowings under the Credit Facilities were to exceed the borrowing base as a result of any such redetermination, the Corporation would be required to make principal repayments or otherwise eliminate the borrowing base shortfall. If the Corporation is forced to repay a portion of its indebtedness under the Credit Facilities, it may not have sufficient funds to make such repayments. If it does not have sufficient funds and is otherwise unable to negotiate renewals of its borrowings or arrange new financing, it may have to sell significant assets. Any such sale could have a material adverse effect on the Corporation's business and financial results.

The maturity date of the Credit Facilities is currently May 11, 2027. The Corporation may each year, at its option, request an extension to the maturity date of the Syndicated Credit Facility and the Working Capital Facility, or either of them, for an additional period of up to three years from May 11 of the year in which the extension request is made. In the event that either of the Credit Facilities is not extended before the maturity date, all outstanding indebtedness under such Credit Facility will be repayable at the maturity date. There is also a risk that the Credit Facilities will not be renewed for the same principal amount or on the same terms. Any of these events could adversely affect the Corporation's ability to fund its ongoing operations and to pay dividends.

The Corporation is required to comply with various covenants under the Credit Facilities. In the event that the Corporation does not comply with these covenants, the Corporation's access to capital could be restricted or repayment could be required. Events beyond the Corporation's control may contribute to the failure of the Corporation to comply with such covenants. A failure to comply with covenants could result in an event of default under the Credit Facilities, which could result in the Corporation being required to repay amounts owing thereunder and may prevent the payment of dividends to shareholders. The acceleration of the Corporation's indebtedness under one agreement may permit acceleration of indebtedness under other agreements that contain cross-default or cross-acceleration provisions. In addition, the Credit Facilities impose certain restrictions on the Corporation, including, but not limited to, restrictions on the payment of dividends and other distributions, incurring of additional indebtedness, dispositions of properties and the entering into of amalgamations, mergers, plans of arrangements, reorganizations or consolidations with any person. The Credit Facilities do not currently contain any financial maintenance covenants; however, there is no assurance that the Corporation's lenders will not impose any such covenants on the Corporation in the future. Any such covenants may either affect the availability or price of additional funding.

If the Corporation's lenders require repayment of all or a portion of the amounts outstanding under the Credit Facilities for any reason, including for a default of a covenant, there is no certainty that the Corporation would be in a position to make such repayment. Even if the Corporation is able to obtain new financing in order to make any required repayment under the Credit Facilities, it may not be on commercially reasonable terms or terms that are acceptable to the Corporation. If the Corporation is unable to repay amounts owing under the Credit Facilities, the lenders under the Credit Facilities could proceed to foreclose or otherwise realize upon the collateral granted to them to secure the indebtedness.

Dividends

The amount of and frequency at which future cash dividends are paid may vary and there is no assurance that the Corporation will pay dividends in the future

The amount of future cash dividends declared and paid by the Corporation is subject to the discretion of the Board and may vary depending on a variety of factors and conditions existing from time to time, including: fluctuations in commodity prices; the financial condition of Birchcliff; current and future levels of cash flow; production levels; results of operations; capital expenditure requirements; working capital requirements; debt service requirements and debt levels; liquidity requirements; operating costs; royalty burdens; foreign exchange and interest rates; tax laws; the Corporation's risk management activities or programs; available investment opportunities; the Corporation's business plan, strategies and objectives; legal, regulatory and contractual restrictions on the declaration and payment of dividends, including the satisfaction of the solvency and liquidity tests imposed by the *Business Corporations Act* (Alberta) (the "**ABCA**"); and other factors that the Board may deem relevant. Depending on these and various other factors, many of which are beyond the control of Birchcliff, the dividend policy of the Corporation may vary from time to time and, as a result, future cash dividends could be reduced or suspended entirely.

Pursuant to the ABCA, the Corporation may not declare or pay a dividend if there are reasonable grounds for believing that: (i) the Corporation is, or would after the payment be, unable to pay its liabilities as they become due; or (ii) the realizable value of its assets would thereby be less than the aggregate of its liabilities and stated capital of all classes. Additionally, pursuant to the agreement governing the Credit Facilities, the Corporation is not permitted to make any distribution (which includes dividends) at any time when an event of default exists or would reasonably be expected to exist upon making such distribution, unless such event of default arose subsequent to the ordinary course declaration of the applicable distribution.

Over time, the Corporation's capital and other cash needs may change significantly from its current needs, which could affect whether the Corporation pays dividends and the amount of dividends, if any, it may pay in the future. Dividends may be reduced, suspended or even eliminated at times when significant capital or other expenditures are made or during periods of lower cash flow from operating activities. To the extent Birchcliff is required to use cash flow from operating activities to finance capital expenditures, acquisitions or repay existing debt as it becomes due, the cash available for dividends may be reduced and the level of dividends declared may be reduced suspended or eliminated entirely. If the Corporation continues to pay dividends at the current levels, it may not retain a sufficient amount of cash to finance external growth opportunities, meet any large unanticipated liquidity requirements or fund its activities in the event of a significant business downturn.

The Board may amend, revoke or suspend the Corporation's dividend policy at any time. A decline in the market price, liquidity or both, of the common shares may result if the Corporation reduces or eliminates the payment of dividends, which may result in losses to shareholders. Furthermore, the future treatment of dividends for tax purposes will be subject to the nature and composition of dividends paid by Birchcliff and potential legislative and regulatory changes.

Risk Management Activities

Risk management activities expose the Corporation to the risk of financial loss and counter-party risk

From time to time, the Corporation may enter into physical or financial agreements to receive fixed prices on its oil, natural gas and NGLs production to offset the risk of revenue losses if commodity prices decline. Similarly, the Corporation may enter into agreements to fix the differential or discount pricing gap which exists and may fluctuate between different grades of oil, natural gas and NGLs and the various market prices received for such products. However, to the extent that the Corporation engages in price risk management activities to protect itself from commodity price declines, it may also be prevented from realizing the full benefits of price increases above the levels of the derivative instruments used to manage price risk. In addition, such risk management arrangements may expose the Corporation to the risk of financial loss in certain circumstances, including instances in which:

- production falls short of the contracted volumes or prices fall significantly lower than projected;
- there is a widening of price-basis differentials between delivery points for production and the delivery point assumed in the arrangement;
- the counterparties to the arrangements or other risk management contracts fail to perform under those arrangements; and/or
- a sudden unexpected event materially impacts oil or natural gas prices.

On the other hand, a failure to protect against a decline in commodity prices exposes the Corporation to reduced liquidity when prices decline. A sustained lower commodity price environment would result in lower realized prices for unprotected volumes and reduce the prices at which the Corporation would enter into derivative contracts on future volumes. This could make such transactions unattractive, and, as a result, some or all of the Corporation's production volumes forecasted for the current fiscal year and beyond may not be protected by derivative arrangements.

Similarly, the Corporation may enter into agreements to fix the exchange rate of Canadian dollars to United States dollars or other currencies in order to offset the risk of revenue losses if the Canadian dollar increases in value compared to the other currencies. However, if the Canadian dollar declines in value compared to such fixed currencies, the Corporation will not benefit from the fluctuating exchange rate.

Further, the Corporation may enter into arrangements to fix interest rates applicable to the Corporation's debt. However, if interest rates decrease as compared to the interest rate fixed by the Corporation, the Corporation will not benefit from the lower interest rate.

Hydraulic Fracturing

Implementation of new regulations on hydraulic fracturing may lead to operational delays, increased costs and/or decreased production volumes, adversely affecting the Corporation's financial position. The Corporation's operations are dependent upon the availability of water and its ability to dispose of produced water from drilling and production activities

Hydraulic fracturing involves the injection of water, sand and additives under pressure into rock formations to stimulate the production of oil and natural gas. Specifically, hydraulic fracturing enables the production of commercial quantities of oil and natural gas from reservoirs. Certain areas in Alberta and other provinces have been prone to seismic activity and as a result, additional protocols relating to hydraulic fracturing and seismic monitoring have been implemented in such areas. Any new laws, regulations or permitting requirements regarding hydraulic fracturing could lead to operational delays, increased operating costs and third-party or governmental claims and could increase the Corporation's costs of compliance and doing business, as well as delay the development of oil, NGLs and natural gas resources from shale formations, which are not commercial without the use of hydraulic fracturing. Restrictions or bans on hydraulic fracturing in the areas where the Corporation operates could reduce the amount of oil, natural gas and NGLs that the Corporation is ultimately able to produce from its reserves and/or result in the Corporation being unable

to economically recover certain of its oil, natural gas and NGLs reserves, which in either case could result in a significant decrease in the value of the Corporation’s assets.

Water is an essential component of the Corporation’s drilling and hydraulic fracturing processes. Limitations or restrictions on the Corporation’s ability to secure sufficient amounts of water (including limitations resulting from natural causes such as drought), could materially and adversely impact its operations. Severe drought conditions can result in local water authorities taking steps to restrict the use of water in their jurisdiction for drilling and hydraulic fracturing in order to protect the local water supply. If the Corporation is unable to obtain water to use in its operations from local sources, it may need to be obtained from new sources and transported to drilling sites, resulting in increased costs. Cost increases could have a material adverse effect on drilling economics resulting in delays or suspensions of drilling, which could have a detrimental effect on the Corporation’s financial condition, results of operations and cash flows.

The Corporation must dispose of the fluids produced from oil, natural gas and NGLs production operations, including produced water, which it does directly or through the use of third-party vendors. The legal requirements related to the disposal of produced water into a non-producing geologic formation by means of underground injection wells are subject to change based on concerns of the public or governmental authorities regarding such disposal activities. See *“Risk Factors – Disposal of Fluids Used in Operations”* in this MD&A.

Another consequence of seismic events may be lawsuits alleging that disposal well operations have caused damage to neighbouring properties or otherwise violated laws and regulations regarding waste disposal. These developments could result in additional regulation and restrictions on the use of injection wells by the Corporation or by commercial disposal well vendors that the Corporation may use from time to time to dispose of produced water. Increased regulation and attention given to induced seismicity could also lead to greater opposition, including litigation to limit or prohibit oil and natural gas activities utilizing injection wells for produced water disposal. Any one or more of these developments may result in the Corporation or its vendors having to limit disposal well volumes, disposal rates, pressures or locations, or require the Corporation or its vendors to shut down or curtail the injection of produced water into disposal wells, which events could have a material adverse effect on the Corporation’s business, financial condition and results of operations.

Minor earthquakes are common in certain parts of Alberta and the Alberta Energy Regulator (the “**AER**”) has implemented seismic protocols for hydraulic fracturing operations in the Montney-Lower Doig, Duvernay, Cardium, Brazeau and Red Deer areas (collectively, the “**Seismic Protocol Regions**”). Oil and natural gas producers in each of the Seismic Protocol Regions are subject to a “traffic light” reporting system that sets thresholds on the Richter scale of earthquake magnitude, which vary among the regions. The reporting requirements include an assessment of the potential for seismicity prior to conducting operations, the implementation of a response plan to address potential seismic events and the suspension of operations, depending on the magnitude of an earthquake. Orders imposed by the AER in response to seismic events remain in effect as long as the AER deems them necessary. In recent years, hydraulic fracturing has been linked to increased seismicity in the areas in which hydraulic fracturing takes place, leading to continued monitoring by the AER. The AER may extend seismic protocols to other areas of the province if necessary, which may adversely affect the Corporation’s operations.

Disposal of Fluids Used in Operations

Regulations regarding the disposal of fluids used in operations may increase costs of compliance or subject the Corporation to regulatory penalties or litigation

The safe disposal of hydraulic fracturing fluids (including the additives) and water recovered from oil and natural gas wells is subject to ongoing regulatory review by the federal and provincial governments, including its effect on fresh water supplies and the ability of such water to be recycled, amongst other things. While it is difficult to predict the impact of any regulations that may be enacted in response to such review, the implementation of stricter regulations may increase the Corporation’s costs of compliance which may impact the economics of certain projects and, in turn, impact activity levels and new capital spending on the Corporation’s oil and natural gas properties.

Industry Competition

The Corporation competes with other oil and natural gas companies, some of which have greater financial and operational resources or other competitive advantages

The oil and natural gas industry is highly competitive in all of its phases. The Corporation competes with numerous other entities in the exploration for, and the development, production and marketing of, oil, natural gas and NGLs, including land, acquisitions of reserves, access to drilling and service rigs and other equipment, access to transportation and access to skilled technical and operating personnel. The Corporation's competitors include oil and natural gas companies that have substantially greater financial resources, staff and facilities than those of the Corporation. Some of these companies not only explore for, develop and produce oil and natural gas, but also carry on refining operations and market oil, natural gas and NGLs on an international basis. As a result of these complementary activities, some of these competitors may have greater and more diverse competitive resources to draw on than the Corporation. The Corporation's ability to increase its reserves in the future will depend not only on its ability to explore and develop its present properties, but also on its ability to select and acquire other suitable producing properties or prospects for exploratory drilling. To a lesser extent, the Corporation also faces competition from companies that supply alternative sources of energy, such as wind and solar power. Other factors that could affect competition in the marketplace include additional discoveries of hydrocarbon reserves by the Corporation's competitors, the cost of production, political and economic factors and other factors outside of the Corporation's control.

Uncertainty of Reserves Estimates

The Corporation's estimated reserves are based on numerous factors and assumptions which may prove incorrect and which may affect the Corporation

There are numerous uncertainties inherent in estimating quantities of oil, natural gas and NGLs reserves and the future net revenue attributed to such reserves. In general, estimates of economically recoverable oil, natural gas and NGLs reserves and the future net revenue therefrom are based upon a number of variable factors and assumptions, such as:

- commodity prices;
- historical production from the properties;
- production rates and estimated production decline rates;
- ultimate reserves recovery;
- the timing and amount of capital expenditures;
- marketability of oil, natural gas and NGLs;
- royalty rates; and
- the assumed effects of regulation by governmental agencies and future operating costs,

all of which may vary materially from actual results.

For these reasons, estimates of the economically recoverable oil, natural gas and NGLs reserves attributable to any particular group of properties, the classification of such reserves based on risk of recovery and estimates of future net revenue associated with reserves prepared by different engineers, or by the same engineer at different times, may vary. The Corporation's actual production, revenue, taxes and development and operating expenditures with respect to its reserves will vary from estimates thereof and such variations could be material.

The estimation of proved and probable reserves that may be developed and produced in the future is often based upon volumetric calculations and upon analogy to similar types of reserves rather than actual production history. Recovery factors and drainage areas are often estimated by experience and analogy to similar producing pools. Estimates based on these methods are generally less reliable than those based on actual production history. Subsequent evaluation of the same reserves based upon production history and production practices will result in variations in the estimated reserves and such variations could be material.

In accordance with applicable securities laws in Canada, Deloitte LLP ("**Deloitte**"), the Corporation's independent qualified reserves evaluator, has used forecast prices and costs in estimating the reserves and future net revenue as

summarized herein. Actual future net revenue will be affected by other factors such as actual production levels, supply and demand for oil, natural gas and NGLs, curtailments or increases in consumption by oil, natural gas and NGLs purchasers, changes in governmental regulations or taxation and the impact of inflation on costs.

Actual production and cash flow derived from the Corporation's reserves will vary from the estimates contained in the Corporation's independent reserves evaluation and such variations could be material. The independent reserves evaluation is based in part on the assumed success of activities the Corporation intends to take in future years. The reserves and estimated future net revenue to be derived therefrom and contained in the Corporation's independent reserves evaluation will be reduced to the extent that such activities are not undertaken or, if undertaken, do not achieve the level of success assumed in the evaluation.

Seasonality and Extreme Weather

Oil and natural gas operations are subject to seasonal conditions and extreme weather and the Corporation may experience significant operational delays as a result

The level of activity in the Canadian oil and natural gas industry is influenced by seasonal weather patterns. Wet weather and spring thaw may make the ground unstable, which may prevent, delay or make operations more difficult. Consequently, municipalities and provincial transportation departments enforce road bans that restrict the movement of rigs and other heavy equipment, thereby reducing activity levels. Road bans and other restrictions generally result in a reduction of drilling and exploration activities and may also result in the shut-in of some of the Corporation's production if not otherwise tied-in. In addition, certain oil and natural gas producing properties may be located in areas that are inaccessible other than during the winter months because the ground surrounding the sites in these areas consists of swampy terrain. Further, extreme cold weather, heavy snowfall and heavy rainfall may restrict the Corporation's ability to access its properties, cause operational difficulties and delays, damage infrastructure or equipment and contribute to personnel injury because of dangerous working conditions.

The Corporation's operations are susceptible to the impacts of wildfires and flooding. In addition to the loss of revenue that would result from the loss of production if the Corporation's operations were affected by wildfires and/or flooding, the Corporation would incur delays and expenses responding to such events, repairing damaged equipment and resuming operations. Although the Corporation's insurance policies may compensate it for part of the Corporation's losses, they will not compensate the Corporation for all of its losses. In addition, wildfires and/or flooding consume both financial resources and management and employee time. The Corporation can offer no assurance that the severe wildfires and flooding that have at times affected the oil and natural gas industry in Western Canada will not occur again in the future with equal or greater severity.

Seasonal factors and unexpected weather patterns may lead to declines in exploration and production activity and also to volatility in commodity prices as the demand for natural gas typically fluctuates during cold winter months and hot summer months.

Asset Concentration

All of the Corporation's properties are located on the Montney/Doig Resource Play in Alberta, making the Corporation vulnerable to risks associated with having its production concentrated in one area

All of the Corporation's producing and undeveloped properties are geographically concentrated on the Montney/Doig Resource Play in Alberta. The demand for and costs of personnel, equipment, power, services and resources in the area are high, which could result in a delay or inability to secure such personnel, equipment, power, services and resources. Any delay or inability to secure the necessary personnel, equipment, power, services or resources could result in the Corporation's oil, natural gas and NGLs production volumes being below its forecasts. In addition, any such decrease in production volumes, or any significant increases in costs, could have a material adverse effect on the Corporation's financial condition, results of operations, cash flow and profitability.

As a result of this geographical concentration, the Corporation may be disproportionately exposed to the impact of delays or interruptions of production or operations in this area that are caused by external factors such as government regulation, federal and/or provincial politics, transportation limitations and capacity constraints, natural disasters or extreme weather-related conditions, Indigenous rights claims, supply shortages or other events which impact that area. Due to the concentrated nature of the Corporation's portfolio of properties, a number of the Corporation's properties could experience any of the same conditions at the same time, resulting in a relatively greater impact on the

Corporation's results of operations than they might have on other companies that have a more diversified portfolio of properties. Such delays or interruptions could have a material adverse effect on the Corporation's financial condition and results of operations.

Reliance on a Skilled Workforce and Key Personnel

An inability to recruit and retain a skilled workforce and key personnel could negatively impact the Corporation

The operations and management of the Corporation require the recruitment and retention of a skilled workforce, including engineers, technical personnel and other professionals. The loss of key members of such workforce, or a substantial portion of the workforce as a whole, could result in the failure to implement the Corporation's business plans, which could have a material adverse effect on the Corporation's business, financial condition, results of operations and prospects.

Competition for qualified personnel in the oil and natural gas industry is intense and there can be no assurance that the Corporation will be able to continue to attract and retain all personnel necessary for the development and operation of its business. In addition, the decline in market conditions in recent years has resulted in a significant number of skilled personnel exiting the oil and natural gas industry and fewer young people entering the industry. Contributions of the existing management team to the immediate and near-term operations of the Corporation are likely to be of central importance. In addition, certain of the Corporation's current employees may have significant institutional knowledge that must be transferred to other employees prior to their departure from the Corporation. If the Corporation is unable to: (i) retain current employees; (ii) successfully complete effective knowledge transfers; and/or (iii) recruit new employees with the requisite knowledge and experience, the Corporation could be negatively impacted. In addition, the Corporation could experience increased costs to retain and recruit these professionals. Investors must rely upon the ability, expertise, judgment, discretion, integrity and good faith of the Corporation's management.

Information Technology Systems and Cyber-Security

A disruption of information technology services or a cyber-security breach may adversely affect the Corporation

The Corporation has become increasingly dependent upon the availability, capacity, reliability and security of its information technology infrastructure and its ability to expand and continually update this infrastructure to conduct daily operations. The Corporation depends on various information technology systems to estimate reserves, process and record financial data, manage its financial resources and land base, analyze seismic information, administer its contracts with operators and lessees and communicate with employees, consultants, securityholders and other stakeholders, regulators and other third parties.

In the event the Corporation is unable to regularly deploy software and hardware, effectively upgrade systems and network infrastructure and take other steps to maintain or improve the efficiency and efficacy of its information technology systems, the operation of such systems could be interrupted or result in the loss, corruption or release of data. Further, the Corporation is subject to a variety of information technology and system risks as a part of its normal course operations, including potential breakdown, invasion, virus, cyber-attack, cyber-fraud, security breach, and destruction or interruption of the Corporation's information technology systems by third parties or insiders. Unauthorized access to these systems by employees or third parties could lead to corruption or exposure of confidential, fiduciary or proprietary information, interruption to communications or operations or disruption to its business activities or its competitive position. In addition, cyber-phishing attempts, in which a malicious party disguising themselves as a trustworthy entity in an electronic communication attempts to obtain sensitive information such as usernames, passwords, credit card or banking details (and money) or to have phony wire transfer or cheque requests approved, have become more widespread and sophisticated in recent years. If the Corporation becomes a victim of a cyber-phishing attack, it could result in a loss or theft of the Corporation's financial resources or critical data and information or could result in a loss of control of the Corporation's technological infrastructure or financial resources. The Corporation's employees are often the targets of such cyber-phishing attacks, whereby parties using fraudulent "spoof" emails to misappropriate information or to introduce viruses or other malware through "trojan horse" programs to the Corporation's systems. These emails appear to be legitimate emails, but direct recipients to fraudulent websites operated by the sender of the email or request recipients to send a password or other confidential information through email or to download malware.

Increasingly, social media is used as a vehicle to carry out cyber-phishing attacks. Information posted on social media sites, for business or personal purposes, may be used by attackers to gain entry into the Corporation's systems and

obtain confidential information. As social media continues to grow in influence and access to social media platforms becomes increasingly prevalent, there are significant risks that the Corporation may not be able to properly regulate social media use and preserve adequate records of business activities and client communications conducted through the use of social media platforms.

The Corporation maintains policies and procedures that address and implement employee protocols with respect to electronic communications and electronic devices and the Corporation periodically conducts cyber-security risk assessments and education and training for its employees. Despite the Corporation's efforts to mitigate cyber-phishing attacks through education and training, cyber-phishing activities remain a serious problem that may damage its information technology infrastructure. The Corporation applies technical and process controls in line with industry-accepted standards to protect its information assets and systems, including a written security incident response plan for responding to a cyber-security incident. However, these controls may not adequately prevent cyber-security breaches. Disruption of critical information technology services, or breaches of information security, could have a negative effect on the Corporation's performance, earnings and its reputation and any damages sustained may not be adequately covered by the Corporation's current insurance coverage, or at all. The significance of any such event is difficult to quantify, but may in certain circumstances be material and could have a material adverse effect on the Corporation's business, financial condition, results of operations and prospects.

The increasing prevalence of artificial intelligence ("**AI**") tools may also increase the risk of cyber-attacks or data breaches as a result of the use of AI to launch more automated, targeted and coordinated attacks to the Corporation's technology infrastructure.

In addition to the oversight provided by the Corporation's management Information Technology Committee, management of the Corporation periodically reports to the Board on the Corporation's information technology and cyber-security risks and the steps taken by the Corporation to manage such risks. To date, the Corporation has not been subject to a cyber-security attack or other breach that has had a material impact on its business or operations or resulted in material losses to the Corporation; however, there is no assurance that the measures the Corporation takes to protect its business systems and operational control systems will be effective in protecting against a breach in the future and that the Corporation will not incur such losses in the future.

Data Protection

The handling of secure information exposes the Corporation to potential data security risks that could result in monetary damages against the Corporation and could otherwise damage its reputation, and adversely affect its business, financial condition and results of operations

The protection of customer, employee and company data is also critical to the Corporation's business. The regulatory environment in Canada surrounding information security and privacy is increasingly demanding, with the frequent imposition of new and changing requirements. Certain legislation requires documents to be securely destroyed to avoid identity theft and inadvertent disclosure of confidential and sensitive information. A significant breach of customer, employee or company data could attract a substantial amount of media attention, damage the Corporation's customer relationships and reputation and result in lost revenue, fines or lawsuits. In addition, an increasing number of countries have introduced and/or increased enforcement of comprehensive privacy laws or are expected to do so. The continued emphasis on information security, as well as increasing concerns about government surveillance, may lead customers to request the Corporation to take additional measures to enhance security and/or assume higher liability under the Corporation's contracts. As a result of legislative initiatives and customer demands, the Corporation may have to modify its operations to further improve data security. Any such modifications may result in increased expenses and operational complexity and adversely affect the Corporation's reputation, business, financial condition and results of operations.

Additionally, the Corporation's information technology systems may incorporate the use of artificial intelligence (commonly referred to as AI) and the development of such capabilities remains ongoing. Although the Corporation has implemented a policy with respect to its employees' use of AI tools, AI presents risks, challenges and unintended consequences that could affect its adoption, and therefore the Corporation's business. AI algorithms and training methodologies may be flawed. The use of AI to support business operations of the Corporation, its partners, vendors, suppliers, contractors or others carries inherent risks related to data privacy and cyber-security, such as intended, unintended or inadvertent transmission of proprietary or sensitive information, as well as challenges related to implementing and maintaining AI tools, including the development and maintenance of appropriate datasets for such support. Dependence on AI to make certain business decisions without adequate safeguards may introduce additional

operational vulnerabilities by producing inaccurate outcomes or other unintended results, based on flaws or deficiencies in the underlying data. Further, AI tools or software may rely on data sets to produce derivative work which may contain content subject to licence, copyright, patent or trademark protection or sensitive personal information and can produce outputs that infringe intellectual property rights or compromise privacy of individuals or organizations, raising concerns about data privacy. As AI is an emerging technology for which the legal and regulatory landscape is not fully developed, including potential liability for breaching intellectual property or privacy rights or laws, new laws and regulations applicable to AI initiatives remain uncertain and the Corporation's obligation to comply with such laws could entail significant costs, negatively affect the Corporation's business or limit the Corporation's ability to incorporate certain AI capabilities into its operations.

Variations in Foreign Exchange Rates and Interest Rates

Variations in foreign exchange rates and interest rates could adversely affect the Corporation's financial condition

World oil and natural gas prices are quoted in United States dollars. The Canadian/United States dollar exchange rate, which fluctuates over time, consequently affects the price received by Canadian producers of oil and natural gas. Material increases in the value of the Canadian dollar relative to the United States dollar may negatively affect the Corporation's production revenue. Accordingly, Canadian/United States exchange rates could impact the future value of the Corporation's reserves as determined by independent reserves evaluators. Although a low value of the Canadian dollar relative to the United States dollar may positively affect the price the Corporation receives for its oil, natural gas and NGLs production, it could also result in an increase in the price for certain goods used in the Corporation's operations, which may have a negative impact on the Corporation's financial results.

To the extent that the Corporation engages in risk management activities related to foreign exchange and interest rates, there are risks associated with such activities. See *"Risk Factors – Risk Management Activities"* in this MD&A.

An increase in interest rates could result in a significant increase in the amount the Corporation pays to service debt, resulting in reduced funds available to fund its exploration and development activities and the cash available for dividends and could negatively impact the market price of the common shares.

Cost of New Technologies

The Corporation's ability to successfully implement new technologies into its operations in a timely and efficient manner will affect its ability to compete

The oil and natural gas industry is characterized by rapid and significant technological advancements and introductions of new products and services utilizing new technologies. Other oil and natural gas companies may have greater financial, technical and personnel resources that allow them to implement and benefit from new technologies before the Corporation. There can be no assurance that the Corporation will be able to respond to such competitive pressures and implement such technologies on a timely basis or at an acceptable cost. If the Corporation implements such technologies, there is no assurance that the Corporation will do so successfully. One or more of the technologies currently utilized by the Corporation or implemented in the future may become obsolete. In such case, the Corporation's business, financial condition, results of operations and prospects could be materially adversely affected. If the Corporation is unable to utilize the most advanced commercially available technology or is unsuccessful in implementing certain technologies, its business, financial condition, results of operations and prospects could also be materially adversely affected.

Insurance

Not all risks are insurable and the occurrence of an uninsurable event may have a material adverse effect on the Corporation

The Corporation's involvement in the exploration for, and development of, oil and natural gas properties may result in the Corporation becoming subject to liability for pollution, blowouts, sour natural gas leaks, property damage, personal injury or other hazards. Although the Corporation maintains insurance in accordance with industry standards to address certain of these risks, such insurance has limitations on liability and may not be sufficient to cover the full extent of such liabilities. In addition, certain risks are not, in all circumstances, insurable or, in certain circumstances, the Corporation may elect not to obtain insurance to deal with specific risks due to the high premiums associated with such insurance or other reasons. The payment of any uninsured liabilities would reduce the funds available to the Corporation. The occurrence of a significant event that the Corporation is not fully insured against, the Corporation's inability to obtain

insurance against one or more risks at acceptable premiums or at all or the insolvency of the insurer of such event, could have a material adverse effect on the Corporation's business, financial condition, results of operations and prospects.

The Corporation's insurance policies are generally renewed on an annual basis and, depending on factors such as market conditions, the premiums, policy limits and/or deductibles for certain insurance policies can vary substantially. In some instances, certain insurance may become unavailable or available only for reduced amounts of coverage. Significantly increased costs could lead the Corporation to decide to reduce or possibly eliminate coverage. In addition, insurance is purchased from a number of third-party insurers, often in layered insurance arrangements, some of which may discontinue providing insurance coverage for their own policy or strategic reasons. Should any of these insurers refuse to continue to provide insurance coverage, the Corporation's overall risk exposure could be increased and the Corporation could incur significant costs.

Indigenous Land and Rights Claims

Indigenous land and rights claims and opposition by Indigenous groups to the conduct of the Corporation's operations, development or exploration activities may negatively impact the Corporation

Opposition by Indigenous groups to the conduct of the Corporation's operations, development or exploration activities may negatively impact the Corporation in terms of public perception, result in a diversion of management's time and resources and could adversely impact the Corporation's progress and ability to explore and develop properties.

Indigenous groups across Canada have established and asserted treaty entitlements, title to land and Aboriginal rights. There may be ongoing Indigenous rights claims, which may include Indigenous title claims, on the lands where the Corporation operates. Such claims, if successful, could have a material adverse impact on the Corporation's ability to operate on such lands, which could in turn have a material adverse impact on the Corporation's financial condition, results of operations and/or growth plans.

The Canadian federal and provincial governments have a duty to consult with Indigenous people when contemplating actions that may adversely affect the asserted or proven Indigenous or treaty rights and, in certain circumstances, accommodate their concerns. The scope of the duty to consult by federal and provincial governments varies with the circumstances and is often the subject of litigation. The fulfillment of the duty to consult Indigenous people and any associated accommodations may adversely affect the Corporation's ability to, or increase the timeline to, obtain or renew, permits, leases, licences and other approvals, or to meet the terms and conditions of those approvals. For example, the decision in *Yahey v British Columbia* (the "**Blueberry Decision**") determined that the cumulative impacts of government-sanctioned industrial development on the traditional territory of the Blueberry River First Nation ("**BRFN**") in Northeast British Columbia breached that group's treaty rights. In 2023, the Government of British Columbia and the BRFN came to an agreement relating to further industrial activities in the area. Although the Corporation does not have any assets in British Columbia, the BRFN may lead to similar claims of cumulative effects across Canada in other areas covered by numbered treaties. For example, in July 2022, Duncan's First Nation filed a lawsuit against the Government of Alberta relying on similar arguments to those advanced successfully by the BRFN. While a settlement between the British Columbia government and BRFN was entered into and the regulatory authorities have resumed granting certain approvals for oil and natural gas activities in British Columbia, the long-term impacts of, and associated risks with, the Blueberry Decision and the Duncan's First Nation lawsuit on the Canadian oil and natural gas industry remain uncertain.

In addition, the federal government of Canada has introduced the *United Nations Declaration on the Rights of Indigenous Peoples Act* to implement the *United Nations Declaration on the Rights of Indigenous Peoples* ("**UNDRIP**"). Other Canadian jurisdictions, including British Columbia, have introduced or passed similar legislation and have begun considering the principles and objectives of UNDRIP, or may do so in the future. The means and timelines associated with UNDRIP's implementation by governments are uncertain. Additional processes may be created and legislation associated with project development and operations may be amended or introduced, further increasing uncertainty with respect to project regulatory approval timelines and requirements.

Indigenous-related Legislation and Regulatory Frameworks

Changing regulatory frameworks related to conducting business on or near First Nation lands may negatively impact the Corporation

The Federal Government is in the process of developing various regulatory regimes that could create new requirements when doing business with Indigenous groups and on or near First Nation lands, for example, Bill C-226, *National Strategy Respecting Environmental Racism and Environmental Justice Act*, which received royal assent in June 2024, the new Indigenous co-administration agreement provisions of the IAA for which regulations, policy, guidance and procedures are forthcoming, and the proposed Bill C-61, *First Nations Clean Water Act*, which is currently being considered by the House of Commons. The introduction of such new regulatory schemes has the potential to disrupt the Corporation's ongoing activities and introduce uncertainty into potential future projects.

Litigation

The Corporation may be involved in litigation in the normal course of its operations and the outcome of litigation may adversely affect the Corporation and its reputation

In the normal course of the Corporation's operations, it may become involved in, be named as a party to or be the subject of, various legal proceedings, including regulatory proceedings, tax proceedings and legal actions. Such proceedings may develop in relation to personal injury (including claims resulting from exposure to hazardous substances), property damage, income or property taxes, land and access rights, royalty rights, environmental issues (including claims relating to contamination or natural resource damages), securities law matters, employment matters and contractual disputes. The outcome of any outstanding, pending or future proceedings cannot be predicted with certainty and may be determined adversely to the Corporation and, as a result, could have a material adverse effect on the Corporation's business, financial condition and results of operations. Even if the Corporation prevails in any such legal proceedings, the proceedings could be costly and time-consuming and may divert the attention of management and key personnel from the Corporation's business operations, which may adversely affect the Corporation.

Due to the rapid development of oil and natural gas technology, the Corporation may become involved in, be named as a party to or be the subject of, various legal proceedings in which it is alleged that the Corporation has infringed the intellectual property rights of others or conversely, the Corporation may commence lawsuits against others who the Corporation believes are infringing upon its intellectual property rights. The Corporation's involvement in intellectual property litigation could result in significant expense, adversely affecting the development of its assets or intellectual property or diverting the efforts of its technical and management personnel, whether or not such litigation is resolved in the Corporation's favour. In the event of an adverse outcome as a defendant in any such litigation, the Corporation may, among other things, be required to: (i) pay substantial damages; (ii) cease the use of infringing intellectual property; (iii) expend significant resources to develop or acquire non-infringing intellectual property; (iv) discontinue processes incorporating infringing technology; or (v) obtain licences to the infringing intellectual property. However, the Corporation may not be successful in such development or acquisition or such licences may not be available on reasonable terms. Any such development, acquisition or licence could require the expenditure of substantial time and other resources and could have a material adverse effect on the Corporation's business and financial results.

Credit Risk

The Corporation is exposed to credit risk through its contractual arrangements and its third-party operators or partners of properties in which it has an interest

The Corporation may be exposed to third-party credit risk through its contractual arrangements with joint venture partners, marketers of its oil, natural gas and NGLs production, counterparties to its risk management contracts and other parties. In addition, the Corporation may be exposed to third-party credit risk from operators of properties in which the Corporation has a working or royalty interest and from purchasers of assets from the Corporation for various liabilities, including well abandonment and reclamation obligations assumed by the purchasers. In the event such entities fail to meet their contractual or other obligations to the Corporation, such failures may have a material adverse effect on the Corporation's business, financial condition, results of operations and prospects. The use of risk management contracts involves the risk that the counterparties will be unable to meet the financial terms of such transactions. The Corporation is unable to predict changes in a counterparty's creditworthiness or ability to perform. Even if the Corporation accurately predicts such changes, its ability to negate this risk may be limited depending upon market conditions and the contractual terms of the agreements. During periods of high volatility in commodity prices,

the Corporation's derivative receivable positions may increase, which would increase the Corporation's counterparty credit exposure. To the extent that any of such third parties go bankrupt, become insolvent or make a proposal or institute any proceedings relating to bankruptcy or insolvency, it could result in the Corporation being unable to collect all or a portion of any money owing from such parties. Any of these factors could materially adversely affect the Corporation's financial and operational results.

Conversely, the Corporation's counterparties may deem the Corporation to be at risk of defaulting on its contractual obligations. These counterparties may require that the Corporation provide additional credit assurance by prepaying anticipated expenses or posting letters of credit, which would decrease the Corporation's available liquidity.

Operational Dependence

The Corporation is subject to risk as it pertains to other parties operating assets it has an interest in

Other companies operate some of the assets in which the Corporation has an interest. The Corporation has limited ability to exercise influence over the operation of those assets or their associated costs, which could adversely affect the Corporation's business, financial condition, results of operations and prospects. The Corporation's return on assets operated by others depends upon a number of factors that may be outside of the Corporation's control, including, but not limited to, the timing and amount of capital expenditures, the operator's expertise and financial resources, the approval of other participants, the selection of technology and risk management practices.

In addition, companies that may operate some of the assets in which the Corporation has an interest may be in or encounter financial difficulty. This could impact their ability to fund and pursue capital expenditures, carry out their operations in a safe and effective manner and satisfy regulatory requirements with respect to abandonment and reclamation obligations. If companies that operate some of the assets in which the Corporation has an interest fail to satisfy regulatory requirements with respect to abandonment and reclamation obligations, the Corporation may be required to satisfy such obligations and to seek reimbursement from such companies. To the extent that any such companies go bankrupt, become insolvent or make a proposal or institute any proceedings relating to bankruptcy or insolvency, it could result in such assets being shut-in, the Corporation potentially becoming subject to additional liabilities relating to such assets and the Corporation having difficulty collecting revenue due to it from such operators or recovering amounts owing to the Corporation from such operators for their share of abandonment and reclamation obligations. Any of these factors could have a material adverse effect on the Corporation's financial and operational results.

Risks Associated with Acquisitions and Dispositions

The anticipated benefits of acquisitions may not be achieved and the Corporation may dispose of certain assets for less than their carrying value on the financial statements

The Corporation considers acquisitions and dispositions of assets in the ordinary course of business. Typically, once an acquisition opportunity is identified, a review of available information relating to the assets is conducted. There is a risk that even a detailed review of records and assets may not necessarily reveal every existing or potential problem, nor will it permit the Corporation to become sufficiently familiar with the assets to fully assess their deficiencies and potential. There is no guarantee that defects in the chain of title will not arise to defeat the Corporation's title to certain assets or that environmental defects, liabilities or deficiencies do not exist or are greater than anticipated. Inspections may not always be performed on every well and environmental problems, such as ground water contamination, are not necessarily observable even when an inspection is undertaken. Even when problems are identified, the Corporation may assume certain environmental and other risk liabilities in connection with acquired assets.

In addition, acquisitions of oil and natural gas properties or companies are based in part on engineering, environmental and economic assessments. These assessments include a series of assumptions regarding such factors as recoverability and marketability of oil and natural gas, environmental restrictions and prohibitions regarding releases and emissions of various substances, future prices of oil and natural gas, future operating costs, future capital expenditures and royalties and other government levies which will be imposed over the producing life of the reserves. Many of these factors are subject to change and are beyond the control of the Corporation. All such assessments involve a measure of geological, engineering, environmental and regulatory uncertainty that could result in lower production and reserves or higher operating or capital expenditures than anticipated. If actual reserves or production are less than expected, the Corporation's revenue and consequently the value of its common shares could be negatively affected.

Achieving the benefits of acquisitions depends on successfully consolidating functions and integrating operations and procedures in a timely and efficient manner and the Corporation's ability to realize the anticipated growth opportunities and synergies from combining the acquired businesses and operations with those of the Corporation. The integration of acquired businesses and assets may require substantial management effort, time and resources, diverting management's focus away from other strategic opportunities and operational matters, and may also result in the loss of key employees, the disruption of ongoing business, supplier, customer and employee relationships and deficiencies in internal controls or information technology controls.

Management continually assesses the value and contribution of the various assets within its portfolio. In this regard, certain assets may be periodically disposed of so the Corporation can focus its efforts and resources more efficiently. Depending on the state of the market for such assets, there is a risk that certain assets of the Corporation, if disposed of, could realize less than their carrying value on the Corporation's financial statements.

Management of Growth and Integration

The Corporation may not be able to effectively manage the growth of its business

The Corporation may be subject to both integration and growth-related risks, including capacity constraints and pressure on its internal systems and controls. The ability of the Corporation to effectively manage growth and the integration of additional assets will require it to continue to implement and improve its operational and financial systems and to train and manage, and potentially expand, its employee base. The inability of the Corporation to effectively deal with this integration and growth could have a material adverse impact on its business, financial condition, results of operations and prospects.

Liability Management and Abandonment and Reclamation Costs

Liability management programs enacted by regulators may prevent or interfere with the Corporation's ability to acquire properties or require a substantial cash deposited with the regulator. In addition, the Corporation may have to pay certain costs associated with abandonment and reclamation

Alberta has developed liability management programs designed to prevent taxpayers from incurring costs associated with the suspension, abandonment, remediation and reclamation of wells, facilities and pipelines in the event that a licencee or permit holder is unable to satisfy its regulatory obligations. The implementation of or changes to the requirements of liability management programs may result in significant increases to the security that must be posted, increased and more frequent financial disclosure obligations or the denial of licence or permit transfers, which could impact the availability of capital to be spent by the Corporation. In addition, these programs may prevent or interfere with the Corporation's ability to acquire or dispose of assets, as both the vendor and the purchaser of oil and natural gas assets must be in compliance with the liability management programs (both before and after the transfer of the assets) for the AER to allow for the transfer of such assets.

The Corporation will need to comply with the terms and conditions of environmental and regulatory approvals and all legislation regarding the abandonment of its projects and reclamation of the project lands at the end of their economic life, which may result in substantial abandonment and reclamation costs. Any failure to comply with the terms and conditions of approvals and legislation may result in the imposition of fines and penalties, which may be material. Generally, abandonment and reclamation costs are substantial and, while the Corporation accrues a reserve in its financial statements for such costs in accordance with IFRS Accounting Standards, such accruals may be insufficient.

It is not possible at this time to estimate abandonment and reclamation costs reliably since they will, in part, depend on future regulatory requirements. In addition, it may be prudent or be required by applicable laws, regulations or regulatory approvals in the future for the Corporation to establish and fund one or more reclamation funds to provide for payment of future abandonment and reclamation costs. If the Corporation establishes a reclamation fund, its liquidity and cash flow may be adversely affected.

Title to and Right to Produce from Assets

Defects in the Corporation's title or rights to produce from its properties may result in a financial loss

The Corporation's actual title to and interest in its properties, and its right to produce and sell the oil, natural gas and NGLs therefrom, may vary from the Corporation's records. Although title reviews may be conducted prior to the purchase of 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. In addition, there may be valid legal challenges or legislative changes that affect the Corporation's title to and right to produce from its oil and natural gas properties, which could impair the Corporation's activities on them and result in a reduction of the revenue received by the Corporation.

If a defect exists in the chain of title or in the Corporation's right to produce, or a legal challenge or legislative change arises, it is possible that the Corporation may lose all or a portion of the properties to which the title defect relates and/or its right to produce from such properties. This may have a material adverse effect on the Corporation's business, financial condition, results of operations and prospects.

Expiration of Licences and Leases

The Corporation, or its working interest partners, may fail to meet the requirements of a licence or lease, causing its termination or expiry

The Corporation's properties are held in the form of licences and leases and working interests in licences and leases. If the Corporation or the holder of a licence or lease fails to meet the specific requirements of the licence or lease, the licence or lease may terminate or expire. There can be no assurance that any of the obligations required to maintain each licence or lease will be met. The termination or expiration of the Corporation's licences or leases or the working interests relating to a licence or lease may have a material adverse effect on the Corporation's business, financial condition, results of operations and prospects.

Evolving Corporate Governance, Sustainability and Reporting Framework

Evolving corporate governance, sustainability and reporting framework may increase both compliance costs and the risk of non-compliance that may have an adverse effect on the Corporation

The Corporation's business is subject to evolving corporate governance and public disclosure regulations that have increased both compliance costs and the risk of non-compliance, which could have an adverse effect on the price of the common shares. The Corporation is subject to evolving rules and regulations promulgated by a number of governmental and self-regulated organizations, including the Canadian Securities Administrators, the TSX and the Financial Accounting Standards Board. These rules and regulations continue to evolve in scope and complexity, making compliance more difficult and uncertain. Further, the Corporation's efforts to comply with these and other new and existing rules and regulations have resulted in, and are likely to continue to result in, increased general and administrative expenses and a diversion of management time and attention from revenue-generating activities to compliance activities. See *"Risk Factors – Climate Change – Transition Risks – Regulatory and Policy"* in this MD&A.

Anti-greenwashing Rules

Changes to the Competition Act may increase both compliance costs and the risk of non-compliance that may have an adverse effect on the Corporation

Recent updates to the Competition Act, which expand the Competition Act's deceptive marketing provisions, require businesses making environmental claims about products or business practices to substantiate their statements with "adequate and proper tests" or "internationally recognized methodologies". Failure to comply may result in penalties of up to 3% of worldwide gross revenues and reputational damage. Starting in June 2025, private parties will also be allowed to bring deceptive marketing claims before the Competition Tribunal (subject to obtaining leave), a right previously exclusive to the Competition Bureau. See *"Risk Factors – Litigation" and "Risk Factors – Evolving Corporate Governance, Sustainability and Reporting Framework"* in this MD&A.

Natural Disasters, Terrorist Acts, Civil Unrest, Pandemics and Other Disruptions and Dislocations

Natural disasters, terrorist acts, civil unrest and pandemics may cause disruptions in supply chains, reduce economic activity in Canada and internationally and impact the demand for oil and natural gas

Upon the occurrence of a natural disaster or an incident of war, riot or civil unrest, the impacted country, province, state or region may not efficiently and quickly recover from such event, which could have a material adverse effect on the Corporation, its business and operations. Terrorist attacks, public health crises (including epidemics, pandemics or outbreaks of new infectious diseases or viruses), domestic and global trade disruptions, infrastructure disruptions, civil disobedience or unrest, natural disasters, national emergencies, acts of war, technological attacks and related events can result in volatility and disruption to local and global supply chains, operations, mobility of people and the financial

markets, which could result in a significant reduction in economic activity in Canada and internationally along with a drop in demand for oil and natural gas, as well as affect interest rates, credit risk, inflation, business, financial conditions, results of operations and other factors relevant to the Corporation, its business and operations, which may have a material adverse effect on the Corporation's business, financial conditions or operations and could aggravate the other risk factors identified herein.

In the event of a global pandemic, countries around the world may close international borders and order the closure of institutions and businesses deemed non-essential. This could result in a significant reduction in economic activity in Canada and internationally along with a drop in demand for oil and natural gas. Any reduction in economic activity in certain countries resulting from outbreaks, government-imposed lockdowns and other restrictions could have a negative effect on demand for oil and natural gas and could aggravate the other risk factors identified herein.

Internal Controls

Material weaknesses in the Corporation's internal controls may negatively affect the Corporation and the market price of the Common Shares

Effective internal controls are necessary for the Corporation to provide reliable financial reports and to help prevent fraud. Although the Corporation has implemented procedures in order to help ensure the reliability of its financial reports, including those imposed on it under Canadian securities laws, the Corporation cannot be certain that such measures will ensure that the Corporation will maintain adequate control over financial processes and reporting. Failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm the Corporation's results of operations or cause it to fail to meet its reporting obligations. If the Corporation or its independent auditors discover a material weakness, the disclosure of that fact, even if quickly remedied, could reduce the market's confidence in the Corporation's financial statements and negatively impact the market price of the common shares.

Royalty Regimes

Changes to royalty regimes may negatively impact the Corporation's cash flow

The Government of Alberta may adopt a new royalty regime or modify the existing royalty regime, which may impact the economics of the Corporation's projects. An increase in royalties would reduce the Corporation's earnings and could make future capital investments, or the Corporation's operations, less economic or uneconomic.

Breaches of Confidentiality

Breach of confidentiality by a third party could impact the Corporation's competitive advantage or put it at risk of litigation

While discussing potential business relationships or other transactions with third parties, the Corporation may disclose confidential information relating to its business, operations or affairs. Although confidentiality agreements are generally signed by third parties prior to the disclosure of any confidential information, a breach could put the Corporation at competitive risk and may cause significant damage to its business. The harm to the Corporation's business from a breach of confidentiality cannot presently be quantified or predicted but may be material and may not be compensable in damages. There is no assurance that, in the event of a breach of confidentiality, the Corporation would be able to obtain equitable remedies, such as injunctive relief, from a court of competent jurisdiction in a timely manner, if at all, in order to prevent or mitigate any damage to its business that such a breach of confidentiality may cause.

Negative Impact of Additional Sales or Issuances of Securities

The Corporation may issue additional securities, diluting current shareholders

The Corporation may issue an unlimited number of common shares without any vote or action by the shareholders, subject to the rules of any stock exchange on which the Corporation's securities may be listed. The Corporation may make future acquisitions or enter into financings or other transactions involving the issuance of securities of the Corporation. Shareholder dilution may also result from the issuance of common shares pursuant to the Corporation's stock option plan. If the Corporation issues additional securities, the percentage ownership of existing shareholders will be reduced and diluted and the market price of the common shares could decrease.

Conflicts of Interest

Conflicts of interest may arise for the Corporation's directors and officers

Certain directors and officers of the Corporation are engaged in, and may continue to engage in, other activities in the oil and natural gas industry, including acting as directors of other oil and natural gas companies. As a result, such directors and officers may become subject to conflicts of interest. The ABCA requires a director or officer of a corporation who is a party to, or is a director or an officer of, or has a material interest in any person who is a party to, a material contract or proposed material contract or a material transaction or proposed material transaction, with the Corporation to disclose the nature and extent of his or her interest and, in the case of directors, to refrain from voting on any matter in respect of such contract or transaction, unless otherwise permitted under the ABCA. To the extent that conflicts of interests arise, such conflicts will be resolved in accordance with the provisions of the ABCA and the Corporation's Code of Business Conduct and Ethics.

Income Taxes

Taxation authorities may reassess the Corporation's tax returns

The Corporation files all required income tax returns and believes that it is in compliance with the provisions of the *Income Tax Act* (Canada) and all applicable provincial tax legislation. However, such returns are subject to reassessment by the applicable taxation authority. In the event of a successful reassessment of the Corporation, such reassessment may have an impact on current and future taxes payable and result in penalties or interest payable, which could have an adverse effect on its financial condition.

Income tax laws or other laws or government incentive programs relating to the oil and natural gas industry, such as the treatment of resource taxation, dividends, share repurchases or capital gains, may in the future be changed or interpreted in a manner that adversely affects the Corporation and/or its shareholders. Furthermore, tax authorities having jurisdiction over the Corporation may disagree with how the Corporation calculates its income for tax purposes or could change administrative practices to the Corporation's detriment and/or the detriment of its shareholders.

Additional Taxation Applicable to Non-Residents

Non-resident shareholders are required to pay additional taxes on their dividends

Tax legislation in Canada may impose withholding or other taxes on the cash dividends, stock dividends or other property transferred by the Corporation to non-resident shareholders. These taxes may be reduced pursuant to tax treaties between Canada and the non-resident shareholder's jurisdiction of residence. Evidence of eligibility for a reduced withholding rate must be filed by the non-resident shareholder in prescribed form with their broker (or in the case of registered shareholders, with the transfer agent). In addition, the country in which the non-resident shareholder is resident may impose additional taxes on such dividends. Any of these taxes may change from time to time.

Foreign Exchange Risk for Non-Resident Shareholders

Variations in foreign exchange rates may affect the amount of cash dividends received by shareholders who receive dividends in currencies other than Canadian dollars

The Corporation's cash dividends are declared in Canadian dollars and may be converted in certain instances to foreign denominated currencies at the spot exchange rate at the time of payment. As a consequence, non-resident shareholders and shareholders who calculate their return in currencies other than the Canadian dollar are subject to foreign exchange risk. To the extent that the Canadian dollar strengthens with respect to their currency, the amount of any dividend will be reduced when converted to the shareholder's home currency.

Expansion into New Activities

Expanding the Corporation's business may expose it to new risks and uncertainties

The operations and expertise of the Corporation's management are currently focused on oil and natural gas production, exploration and development on the Montney/Doig Resource Play in Alberta. In the future, the Corporation may acquire or move into new industry-related activities or new geographical areas or may acquire different energy-related assets. As a result, the Corporation may face unexpected risks or alternatively, its exposure to one or more existing risk factors may be significantly increased, which may in turn result in the Corporation's future operational and financial condition being adversely affected.

Forward-Looking Statements

Forward-looking statements may prove inaccurate

Shareholders and prospective investors are cautioned not to place undue reliance on the Corporation's forward-looking statements. By their nature, forward-looking statements involve numerous assumptions and known and unknown risks and uncertainties, of both a general and specific nature, that could cause actual results to differ materially from those suggested by the forward-looking statements or contribute to the possibility that predictions, forecasts or projections will prove to be materially inaccurate. Additional information on the risks, assumptions and uncertainties relating to forward-looking statements is found under the heading *"Advisories – Forward-Looking Statements"*.

ABBREVIATIONS

AECO	benchmark price for natural gas determined at the AECO 'C' hub in southeast Alberta
ATP	Alliance Trading Pool
bbl	barrel
bbls	barrels
bbls/d	barrels per day
boe	barrel of oil equivalent
boe/d	barrel of oil equivalent per day
condensate	pentanes plus (C5+)
F&D	finding and development
FD&A	finding, development and acquisition
G&A	general and administrative
GAAP	generally accepted accounting principles for Canadian public companies, which are currently IFRS Accounting Standards
GHG	greenhouse gas
GJ	gigajoule
GJ/d	gigajoules per day
HH	Henry Hub
IFRS	International Financial Reporting Standards as issued by the International Accounting Standards Board
Mcf	thousand cubic feet
Mcf/d	thousand cubic feet per day
MMboe	million barrels of oil equivalent
MMBtu	million British thermal units
MMBtu/d	million British thermal units per day
MMcf	million cubic feet
MSW	price for mixed sweet crude oil at Edmonton, Alberta
NGLs	natural gas liquids consisting of ethane (C2), propane (C3) and butane (C4) and specifically excluding condensate
nm	not meaningful, generally with reference to a percentage change
NYMEX	New York Mercantile Exchange
OPEC	Organization of the Petroleum Exporting Countries
OPEC+	Organization of the Petroleum Exporting Countries, with certain non-OPEC oil exporting countries
P&NG	petroleum and natural gas
SOFR	Secured Overnight Financing Rate
TCPL	TransCanada PipeLines Limited
WTI	West Texas Intermediate, the reference price paid in U.S. dollars at Cushing, Oklahoma, for crude oil of standard grade
000s	thousands
$000s	thousands of dollars

NON-GAAP AND OTHER FINANCIAL MEASURES

This MD&A uses various “non-GAAP financial measures”, “non-GAAP ratios” and “capital management measures” (as such terms are defined in NI 52-112), which are described in further detail below.

Non-GAAP Financial Measures

NI 52-112 defines a non-GAAP financial measure as a financial measure that: (i) depicts the historical or expected future financial performance, financial position or cash flow of an entity; (ii) with respect to its composition, excludes an amount that is included in, or includes an amount that is excluded from, the composition of the most directly comparable financial measure disclosed in the primary financial statements of the entity; (iii) is not disclosed in the financial statements of the entity; and (iv) is not a ratio, fraction, percentage or similar representation. The non-GAAP financial measures used in this MD&A are not standardized financial measures under GAAP and might not be comparable to similar measures presented by other companies. Investors are cautioned that non-GAAP financial measures should not be construed as alternatives to or more meaningful than the most directly comparable GAAP financial measures as indicators of Birchcliff’s performance. Set forth below is a description of the non-GAAP financial measures used in this MD&A.

Adjusted Funds Flow and Free Funds Flow

Birchcliff defines “adjusted funds flow” as cash flow from operating activities before the effects of decommissioning expenditures, retirement benefit payments and changes in non-cash operating working capital. Birchcliff eliminates settlements of decommissioning expenditures from cash flow from operating activities as the amounts can be discretionary and may vary from period to period depending on its capital programs and the maturity of its operating areas. The settlement of decommissioning expenditures is managed with Birchcliff’s capital budgeting process which considers available adjusted funds flow. Birchcliff eliminates retirement benefit payments from cash flow from operating activities as such payments reflect costs for past service and contributions made by eligible executives under the Corporation’s post-employment benefit plan, which are not indicative of the current period. Changes in non-cash operating working capital are eliminated in the determination of adjusted funds flow as the timing of collection and payment are variable and by excluding them from the calculation, the Corporation believes that it is able to provide a more meaningful measure of its operations and ability to generate cash on a continuing basis. Management believes that adjusted funds flow assists management and investors in assessing Birchcliff’s financial performance after deducting all operating and corporate cash costs, as well as its ability to generate the cash necessary to fund sustaining and/or growth capital expenditures, repay debt, settle decommissioning obligations, buy back common shares and pay dividends.

Birchcliff defines “free funds flow” as adjusted funds flow less F&D capital expenditures. Management believes that free funds flow assists management and investors in assessing Birchcliff’s ability to generate shareholder value and returns through a number of initiatives, including but not limited to, debt repayment, common share buybacks, the payment of common share dividends, acquisitions and other opportunities that would complement or otherwise improve the Corporation’s business and enhance long-term shareholder value.

The most directly comparable GAAP financial measure to adjusted funds flow and free funds flow is cash flow from operating activities. The following table provides a reconciliation of cash flow from operating activities to adjusted funds flow and free funds flow for the periods indicated:

	Three months ended December 31,		Twelve months ended December 31,		
($000s)	**2024**	**2023**	**2024**	**2023**	**2022**
Cash flow from operating activities	**45,641**	**79,006**	**203,710**	**320,529**	**925,275**
Change in non-cash operating working capital	25,278	(6,248)	17,269	(19,477)	25,662
Decommissioning expenditures	919	1,457	1,964	3,775	2,746
Retirement benefit payments	-	2,000	13,851	2,000	-
Adjusted funds flow	**71,838**	**76,215**	**236,794**	**306,827**	**953,683**
F&D capital expenditures	(58,310)	(58,166)	(273,084)	(304,637)	(364,621)
Free funds flow	**13,528**	**18,049**	**(36,290)**	**2,190**	**589,062**

Birchcliff has disclosed in this MD&A forecasts of adjusted funds flow and free funds flow for 2025, which are forward-looking non-GAAP financial measures (see “*2025 Guidance”* in this MD&A). The equivalent historical non-GAAP financial measures are adjusted funds flow and free funds flow for the twelve months ended December 31, 2024. Birchcliff

anticipates the forward-looking non-GAAP financial measures for adjusted funds flow and free funds flow disclosed herein will be higher than their respective historical amounts, primarily due to higher anticipated benchmark natural gas prices, which are expected to increase the average realized sales prices the Corporation receives for its production. The commodity price assumptions on which the Corporation's guidance is based are set forth under the heading *"2025 Guidance"* in this MD&A.

FD&A and Total Capital Expenditures

Birchcliff defines "FD&A capital expenditures" as exploration and development expenditures, less dispositions, plus acquisitions (if any). Birchcliff defines "total capital expenditures" as FD&A capital expenditures plus administrative assets. Management believes that FD&A capital expenditures and total capital expenditures assist management and investors in assessing Birchcliff's overall capital cost structure associated with its P&NG activities. The most directly comparable GAAP financial measure to FD&A capital expenditures and total capital expenditures is exploration and development expenditures. The following table provides a reconciliation of exploration and development expenditures to FD&A capital expenditures and total capital expenditures for the periods indicated:

	Three months ended December 31,		Twelve months ended December 31,		
($000s)	**2024**	**2023**	**2024**	**2023**	**2022**
Exploration and development expenditures(1)	**58,310**	**58,166**	**273,084**	**304,637**	**364,621**
Acquisitions	8,076	2	8,169	190	2,348
Dispositions	(100)	(10)	(258)	(87)	(315)
FD&A capital expenditures	**66,286**	**58,158**	**280,995**	**304,740**	**366,654**
Administrative assets	387	1,383	1,750	3,176	1,576
Total capital expenditures	**66,673**	**59,541**	**282,745**	**307,916**	**368,230**

(1) Disclosed as F&D capital expenditures elsewhere in this MD&A. See "*Advisories – F&D Capital Expenditures*" in this MD&A.

Transportation and Other Expense and Marketing Gains and Losses

Birchcliff defines "transportation and other expense" as transportation expense plus marketing loss (less marketing gain), which denotes marketing purchases less marketing revenue. Birchcliff may enter into certain marketing purchase and sales arrangements with the objective of reducing any unused transportation or fractionation fees associated with its take-or-pay commitments and/or increasing the value of its production through value-added downstream initiatives. Management believes that transportation and other expense assists management and investors in assessing Birchcliff's total cost structure related to transportation and marketing activities. Management believes that marketing gains and losses assists management and investors in assessing the success of Birchcliff's marketing arrangements. The most directly comparable GAAP financial measure to transportation and other expense is transportation expense. The following table provides a reconciliation of transportation expense to marketing gains and losses and transportation and other expense for the periods indicated:

	Three months ended December 31,		Twelve months ended December 31,	
($000s)	**2024**	**2023**	**2024**	**2023**
Transportation expense	**36,722**	**38,509**	**149,534**	**152,828**
Marketing purchases	14,905	8,928	51,496	34,772
Marketing revenue	(14,083)	(8,532)	(54,069)	(30,521)
Marketing (gain) loss	**822**	**396**	**(2,573)**	**4,251**
Transportation and other expense	**37,544**	**38,905**	**146,961**	**157,079**

Operating Netback

Birchcliff defines "operating netback" as P&NG revenue less royalty expense, operating expense and transportation and other expense. Operating netback is a key industry performance indicator and one that provides investors with information that is commonly presented by other oil and natural gas producers. Management believes that operating netback assists management and investors in assessing Birchcliff's operating profits after deducting the cash costs that are directly associated with the sale of its production, which can then be used to pay other corporate cash costs or satisfy other obligations. The following table provides a breakdown of Birchcliff's operating netback for its Pouce Coupe assets, Gordondale assets and on a corporate basis for the periods indicated:

	Three months ended December 31,		Twelve months ended December 31,	
($000s)	**2024**	**2023**	**2024**	**2023**
P&NG revenue	96,177	119,583	357,012	483,750
Royalty expense	(4,331)	(10,275)	(36)	(38,052)
Operating expense	(12,524)	(15,332)	(52,257)	(59,081)
Transportation and other expense	(28,679)	(28,895)	(106,868)	(112,825)
Operating netback – Pouce Coupe assets	**50,643**	**65,081**	**197,851**	**273,792**
P&NG revenue	57,438	63,489	229,267	255,688
Royalty expense	(4,696)	(9,103)	(22,706)	(32,118)
Operating expense	(8,173)	(11,343)	(38,156)	(46,108)
Transportation and other expense	(8,829)	(9,964)	(39,928)	(44,057)
Operating netback – Gordondale assets	**35,740**	**33,079**	**128,477**	**133,405**
P&NG revenue	153,741	183,295	586,856	740,359
Royalty expense	(9,033)	(19,400)	(39,608)	(70,257)
Operating expense	(20,758)	(26,808)	(90,890)	(105,809)
Transportation and other expense	(37,544)	(38,905)	(146,961)	(157,079)
Operating netback – Corporate	**86,406**	**98,182**	**309,397**	**407,214**

Non-GAAP Ratios

NI 52-112 defines a non-GAAP ratio as a financial measure that: (i) is in the form of a ratio, fraction, percentage or similar representation; (ii) has a non-GAAP financial measure as one or more of its components; and (iii) is not disclosed in the financial statements of the entity. The non-GAAP ratios used in this MD&A are not standardized financial measures under GAAP and might not be comparable to similar measures presented by other companies. Set forth below is a description of the non-GAAP ratios used in this MD&A.

Adjusted Funds Flow Per Boe and Adjusted Funds Flow Per Basic and Diluted Common Share

Birchcliff calculates "adjusted funds flow per boe" as aggregate adjusted funds flow in the period divided by the production (boe) in the period. Management believes that adjusted funds flow per boe assists management and investors in assessing Birchcliff's financial profitability and sustainability on a cash basis by isolating the impact of production volumes to better analyze its performance against prior periods on a comparable basis.

Birchcliff calculates "adjusted funds flow per basic common share" and "adjusted funds flow per diluted common share" as aggregate adjusted funds flow in the period divided by the weighted average basic or diluted common shares outstanding, as the case may be, at the end of the period. Management believes that adjusted funds flow per basic and diluted common share assist management and investors in assessing Birchcliff's financial strength on a per common share basis.

Free Funds Flow Per Basic Common Share

Birchcliff calculates "free funds flow per basic common share" as aggregate free funds flow in the period divided by the weighted average basic common shares outstanding at the end of the period. Management believes that free funds flow per basic common share assists management and investors in assessing Birchcliff's financial strength and its ability to deliver shareholder returns on a per common share basis.

Transportation and Other Expense Per Boe

Birchcliff calculates "transportation and other expense per boe" as aggregate transportation and other expense in the period divided by the production (boe) in the period. Management believes that transportation and other expense per boe assists management and investors in assessing Birchcliff's cost structure as it relates to its transportation and marketing activities by isolating the impact of production volumes to better analyze its performance against prior periods on a comparable basis.

Marketing Gains and Losses Per Boe

Birchcliff calculates "marketing gain per boe" and "marketing loss per boe" as aggregate marketing gain or loss (as the case may be) in the period divided by the production (boe) in the period. Management believes that marketing gains and losses per boe assists management and investors in assessing the success of Birchcliff's marketing arrangements by isolating the impact of production volumes to better analyze its performance against prior periods on a comparable basis.

Operating Netback Per Boe

Birchcliff calculates "operating netback per boe" as aggregate operating netback in the period divided by the production (boe) in the period. Operating netback per boe is a key industry performance indicator and one that provides investors with information that is commonly presented by other oil and natural gas producers. Management believes that operating netback per boe assists management and investors in assessing Birchcliff's operating profitability and sustainability by isolating the impact of production volumes to better analyze its performance against prior periods on a comparable basis.

Capital Management Measures

NI 52-112 defines a capital management measure as a financial measure that: (i) is intended to enable an individual to evaluate an entity's objectives, policies and processes for managing the entity's capital; (ii) is not a component of a line item disclosed in the primary financial statements of the entity; (iii) is disclosed in the notes to the financial statements of the entity; and (iv) is not disclosed in the primary financial statements of the entity. Set forth below is a description of the capital management measures used in this MD&A.

Total Debt and Adjusted Working Capital

Birchcliff calculates "total debt" at the end of the period as the amount outstanding under the Corporation's Credit Facilities plus adjusted working capital deficit (less adjusted working capital surplus) at the end of the period. "Adjusted working capital deficit (surplus)" is calculated as working capital deficit (surplus) plus the fair value of the current asset portion of financial instruments less the fair value of the current liability portion of financial instruments and less the current portion of other liabilities discounted to the end of the period. The current portion of other liabilities has been excluded from adjusted working capital and total debt as these amounts have not been incurred and reflect future commitments in the normal course of operations. Management believes that total debt assists management and investors in assessing Birchcliff's overall liquidity and financial position at the end of the period. Management believes that adjusted working capital deficit (surplus) assists management and investors in assessing Birchcliff's short-term liquidity. The following table provides a reconciliation of the amount outstanding under the Credit Facilities and working capital (surplus) deficit, as determined in accordance with GAAP, to total debt and adjusted working capital (surplus) deficit, respectively, for the periods indicated:

As at December 31, *($000s)*	**2024**	**2023**	**2022**
Revolving term credit facilities	**566,857**	**372,097**	**131,981**
Working capital (surplus) deficit(1)	(88,953)	13,084	3,268
Fair value of financial instruments – asset(2)	71,038	3,588	17,729
Fair value of financial instruments – liability(2)	-	(1,394)	(1,345)
Other liabilities(2)	(13,385)	(5,069)	(13,084)
Adjusted working capital (surplus) deficit	**(31,300)**	**10,209**	**6,568**
Total debt	**535,557**	**382,306**	**138,549**

(1) Current liabilities less current assets.

(2) Reflects the current portion only.

ADVISORIES

Currency

All references to "$" and "CDN$" are to Canadian dollars and all references to "US$" are to United States dollars.

Boe Conversions

Boe amounts have been calculated by using the conversion ratio of 6 Mcf of natural gas to 1 bbl of oil. Boe amounts may be misleading, particularly if used in isolation. A boe conversion ratio of 6 Mcf: 1 bbl is based on an energy equivalency conversion method primarily applicable at the burner tip and does not represent a value equivalency at the wellhead. Given that the value ratio based on the current price of crude oil as compared to natural gas is significantly different from the energy equivalency of 6:1, utilizing a conversion on a 6:1 basis may be misleading as an indication of value.

MMBtu Pricing Conversions

$1.00 per MMBtu equals $1.00 per Mcf based on a standard heat value Mcf.

Oil and Gas Metrics

This MD&A contains metrics commonly used in the oil and natural gas industry, including operating netback. These oil and gas metrics do not have any standardized meanings or standard methods of calculation and therefore may not be comparable to similar measures presented by other companies. As such, they should not be used to make comparisons. Management uses these oil and gas metrics for its own performance measurements and to provide investors with measures to compare Birchcliff's performance over time; however, such measures are not reliable indicators of Birchcliff's future performance, which may not compare to Birchcliff's performance in previous periods, and therefore should not be unduly relied upon. For additional information regarding operating netback and how such metric is calculated, see *"Non-GAAP and Other Financial Measures"* in this MD&A.

F&D Capital Expenditures

References in this MD&A to "F&D capital expenditures" denotes exploration and development expenditures as disclosed in the Corporation's financial statements in accordance with GAAP, and is primarily comprised of capital for land, seismic, workovers, drilling and completions, well equipment and facilities and capitalized G&A costs and excludes any acquisitions, dispositions, administrative assets and the capitalized portion of cash incentive payments that have not been approved by the Board. Management believes that F&D capital expenditures assists management and investors in assessing Birchcliff's capital cost outlay associated with its exploration and development activities for the purposes of finding and developing its reserves.

Reserves

Birchcliff retained independent qualified reserves evaluator, Deloitte, to evaluate and prepare reports on 100% of Birchcliff's light crude oil and medium crude oil (combined), conventional natural gas, shale gas and NGLs reserves effective December 31, 2024 and December 31, 2023. Such evaluations were prepared in accordance with the standards contained in the COGE Handbook and NI 51-101. Further information regarding the Corporation's reserves can be found in the AIF.

Certain terms used herein are defined in NI 51-101 or the COGE Handbook and, unless the context otherwise requires, shall have the same meanings in this MD&A as in NI 51-101 or the COGE Handbook, as the case may be.

Forward-Looking Statements

Certain statements contained in this MD&A constitute forward-looking statements within the meaning of applicable Canadian securities laws. The forward-looking statements contained in this MD&A relate to future events or Birchcliff's future plans, strategy, operations, performance or financial position and are based on Birchcliff's current expectations, estimates, projections, beliefs and assumptions. Such forward-looking statements have been made by Birchcliff in light of the information available to it at the time the statements were made and reflect its experience and perception of historical trends. All statements and information other than historical fact may be forward-looking statements. Such forward-looking statements are often, but not always, identified by the use of words such as "seek", "plan", "focus", "future", "outlook", "position", "expect", "project", "intend", "believe", "anticipate", "estimate", "forecast", "guidance", "potential", "proposed", "predict", "budget", "continue", "targeting", "may", "will", "could", "might", "should", "would", "on track", "maintain", "deliver" and other similar words and expressions.

By their nature, forward-looking 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. Accordingly, readers are cautioned not to place undue reliance on such forward-looking statements. Although Birchcliff believes that the expectations reflected in the forward-looking statements are reasonable, there can be no assurance that such expectations will prove to be correct and Birchcliff makes no representation that actual results achieved will be the same in whole or in part as those set out in the forward-looking statements.

In particular, this MD&A contains forward-looking statements relating to:

- Birchcliff's plans and other aspects of its anticipated future financial performance, results, operations, focus, objectives, strategies, opportunities, priorities and goals, including that the COA allows Birchcliff to leverage cost optimization opportunities, which are expected to drive lower operating costs, reduce downtime and optimize NGLs recoveries for Birchcliff;

- the information set forth under the heading "*2025 Guidance*" as it relates to Birchcliff's guidance for 2025, including: forecasts of annual average production, production commodity mix, average expenses, adjusted funds flow, F&D capital expenditures, free funds flow, total debt at year end, natural gas market exposure and the expected impact of changes in commodity prices and the CDN/US exchange rate on Birchcliff's forecast of free funds flow; that the landscape for natural gas demand is continuing to improve; that further cost mitigation efforts are expected to be realized with respect to the Corporation's transportation commitments in 2025; and that significantly higher NYMEX HH and Dawn benchmark natural gas prices are forecasted for the year;
- Birchcliff's market diversification and risk management activities and any anticipated benefits to be derived therefrom;
- estimates of reserves and future development costs;
- the Corporation's estimated income tax pools and management's expectation that future taxable income will be available to utilize the accumulated tax pools;
- the information set forth under the heading *"Capital Resources and Liquidity"* and elsewhere in this MD&A as it relates to the Corporation's liquidity and capital resources, including: that the capital-intensive nature of Birchcliff's operations requires it to maintain adequate sources of liquidity to fund its short-term and long-term financial obligations; that the Corporation believes that its anticipated adjusted funds flow in 2025 and available Credit Facilities will be sufficient to fund its ongoing capital requirements in 2025, which include its working capital, F&D capital expenditures and dividend payments approved by the Board; that should commodity prices deteriorate significantly, Birchcliff may adjust its capital requirements, seek additional debt/equity financing and/or consider the potential sale of non-core assets; that the unutilized credit capacity under the Credit Facilities provides Birchcliff with significant financial flexibility and available capital resources; that Birchcliff's capital allocation strategy prioritizes maintaining a strong balance sheet by targeting a total debt to annual adjusted funds flow ratio of less than 1.0 times; that this target allows the Corporation to monitor its liquidity in light of operating and capital budgeting decisions, withstand price volatility and capitalize on opportunities throughout the commodity price cycle; and the Corporation's expectation that counterparties will be able to meet their financial obligations;
- estimates of Birchcliff's material contractual obligations and commitments and decommissioning obligations;
- the Corporation's belief that it does not have any material off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the Corporation's financial position, operational results, liquidity or capital expenditures;
- statements relating to the 2025 NCIB, including: potential purchases under the 2025 NCIB; and the cancellation of common shares under the 2025 NCIB;
- statements regarding potential transactions; and
- Birchcliff's anticipation that the forward-looking non-GAAP financial measures for adjusted funds flow and free funds flow disclosed herein will be higher than their respective historical amounts, primarily due to higher anticipated benchmark natural gas prices, which are expected to increase the average realized sales prices the Corporation receives for its production.

Statements relating to reserves are forward-looking statements as they involve the implied assessment, based on certain estimates and assumptions, that the reserves exist in the quantities predicted or estimated and that the reserves can be profitably produced in the future.

With respect to the forward-looking statements contained in this MD&A, assumptions have been made regarding, among other things: prevailing and future commodity prices and differentials, exchange rates, interest rates, inflation rates, royalty rates and tax rates; the state of the economy, financial markets and the exploration, development and production business; the political environment in which Birchcliff operates; the regulatory framework regarding royalties, taxes, environmental, climate change and other laws; the Corporation's ability to comply with existing and future laws; future cash flow, debt and dividend levels; future operating, transportation, G&A and other expenses; Birchcliff's ability to access capital and obtain financing on acceptable terms; the timing and amount of capital expenditures and the sources of funding for capital expenditures and other activities; the sufficiency of budgeted capital expenditures to carry out planned operations; the successful and timely implementation of capital projects and the

timing, location and extent of future drilling and other operations; results of operations; Birchcliff's ability to continue to develop its assets and obtain the anticipated benefits therefrom; the performance of existing and future wells; reserves volumes and Birchcliff's ability to replace and expand reserves through acquisition, development or exploration; the impact of competition on Birchcliff; the availability of, demand for and cost of labour, services and materials; the approval of the Board of future dividends; the ability to obtain any necessary regulatory or other approvals in a timely manner; the satisfaction by third parties of their obligations to Birchcliff; the ability of Birchcliff to secure adequate processing and transportation for its products; Birchcliff's ability to successfully market natural gas and liquids; the results of the Corporation's risk management and market diversification activities; and Birchcliff's natural gas market exposure. In addition to the foregoing assumptions, Birchcliff has made the following assumptions with respect to certain forward-looking statements contained in this MD&A:

- With respect to Birchcliff's 2025 guidance, such guidance is based on the commodity price, exchange rate and other assumptions set forth under the heading *"2025 Guidance".* In addition:
  - Birchcliff's production guidance assumes that: the 2025 capital program will be carried out as currently contemplated; no unexpected outages occur in the infrastructure that Birchcliff relies on to produce its wells and that any transportation service curtailments or unplanned outages that occur will be short in duration or otherwise insignificant; the construction of new infrastructure meets timing and operational expectations; existing wells continue to meet production expectations; and future wells scheduled to come on production meet timing, production and capital expenditure expectations.
  - Birchcliff's forecast of F&D capital expenditures assumes that the 2025 capital program will be carried out as currently contemplated and excludes any potential acquisitions, dispositions and the capitalized portion of cash incentive payments that have not been approved by the Board. The amount and allocation of capital expenditures for exploration and development activities by area and the number and types of wells to be drilled and brought on production is dependent upon results achieved and is subject to review and modification by management on an ongoing basis throughout the year. Actual spending may vary due to a variety of factors, including commodity prices, economic conditions, results of operations and costs of labour, services and materials.
  - Birchcliff's forecasts of adjusted funds flow and free funds flow assume that: the 2025 capital program will be carried out as currently contemplated and the level of capital spending for 2025 set forth herein is met; and the forecasts of production, production commodity mix, expenses and natural gas market exposure and the commodity price and exchange rate assumptions set forth herein are met. Birchcliff's forecast of adjusted funds flow takes into account its financial basis swap contracts outstanding as at March 10, 2025, and excludes cash incentive payments that have not been approved by the Board.
  - Birchcliff's forecast of year end total debt assumes that: (i) the forecasts of adjusted funds flow and free funds flow are achieved, with the level of capital spending for 2025 met and the payment of an annual base dividend of approximately $33 million; (ii) any free funds flow remaining after the payment of dividends, asset retirement obligations and other amounts for administrative assets, financing fees and capital lease obligations is allocated towards debt reduction; (iii) there are no buybacks of common shares during 2025; (iv) there are no significant acquisitions or dispositions completed by the Corporation during 2025; (v) there are no equity issuances during 2025; and (vi) there are no further proceeds received from the exercise of stock options during 2025. The forecast of total debt excludes cash incentive payments that have not been approved by the Board.
  - Birchcliff's forecast of its natural gas market exposure assumes: (i) 175,000 GJ/d being sold on a physical basis at the Dawn price; (ii) 147,500 MMBtu/d being contracted on a financial basis at an average fixed basis differential price between AECO 7A and NYMEX HH of approximately US$1.09/MMBtu; and (iii) 1,400 GJ/d being sold at Alliance on a physical basis at the AECO 5A price plus a premium. Birchcliff's natural gas market exposure takes into account its financial basis swap contracts outstanding as at March 10, 2025.
- With respect to statements regarding future wells to be drilled or brought on production, such statements assume: the continuing validity of the geological and other technical interpretations performed by Birchcliff's technical staff, which indicate that commercially economic volumes can be recovered from Birchcliff's lands as a result of drilling future wells; and that commodity prices and general economic conditions will warrant proceeding with the drilling of such wells.

- With respect to estimates of reserves, the key assumption is the validity of the data used by Deloitte in its independent reserves evaluation.

Birchcliff's actual results, performance or achievements could differ materially from those anticipated in the forward-looking statements as a result of both known and unknown risks and uncertainties including, but not limited to: general economic, market and business conditions which will, among other things, impact the demand for and market prices of Birchcliff's products and Birchcliff's access to capital; volatility of crude oil and natural gas prices; risks associated with increasing costs, whether due to high inflation rates, supply chain disruptions or other factors; fluctuations in exchange and interest rates; an inability of Birchcliff to generate sufficient cash flow from operations to meet its current and future obligations; an inability to access sufficient capital from internal and external sources on terms acceptable to the Corporation; risks associated with Birchcliff's Credit Facilities, including a failure to comply with covenants under the agreement governing the Credit Facilities and the risk that the borrowing base limit may be redetermined; fluctuations in the costs of borrowing; operational risks and liabilities inherent in oil and natural gas operations; the risk that weather events such as wildfires, flooding, droughts or extreme hot or cold temperatures forces the Corporation to shut-in production or otherwise adversely affects the Corporation's operations; the occurrence of unexpected events such as fires, explosions, blow-outs, equipment failures, transportation incidents and other similar events; an inability to access sufficient water or other fluids needed for operations; the risks associated with supply chain disruptions; uncertainty that development activities in connection with Birchcliff's assets will be economic; an inability to access or implement some or all of the technology necessary to operate its assets and achieve expected future results; geological, technical, drilling, construction and processing problems; uncertainty of geological and technical data; horizontal drilling and completions techniques and the failure of drilling results to meet expectations for reserves or production; uncertainties related to Birchcliff's future potential drilling locations; delays or changes in plans with respect to exploration or development projects or capital expenditures; the uncertainty of estimates and projections relating to production, revenue, costs and reserves; the accuracy of cost estimates and variances in Birchcliff's actual costs and economic returns from those anticipated; incorrect assessments of the value of acquisitions and exploration and development programs; the risks posed by pandemics, epidemics and global conflict (including the Russian invasion of Ukraine and the Israel-Hamas conflict) and their impacts on supply and demand and commodity prices; actions taken by OPEC and other major producers of crude oil and the impact such actions may have on supply and demand and commodity prices; stock market volatility; loss of market demand; changes to the regulatory framework in the locations where the Corporation operates, including changes to tax laws, Crown royalty rates, environmental laws, climate change laws, carbon tax regimes, incentive programs and other regulations that affect the oil and natural gas industry (including uncertainty with respect to the interpretation of Bill C-59 and the related amendments to the Competition Act); political uncertainty and uncertainty associated with government policy changes, including the risk of U.S. tariffs on goods exported from Canada and any retaliatory tariffs implemented; actions by government authorities; an inability of the Corporation to comply with existing and future laws and the cost of compliance with such laws; dependence on facilities, gathering lines and pipelines; uncertainties and risks associated with pipeline restrictions and outages to third-party infrastructure that could cause disruptions to production; the lack of available pipeline capacity and an inability to secure adequate and cost-effective processing and transportation for Birchcliff's products; an inability to satisfy obligations under Birchcliff's firm marketing and transportation arrangements; shortages in equipment and skilled personnel; the absence or loss of key employees; competition for, among other things, capital, acquisitions of reserves, undeveloped lands, equipment and skilled personnel; management of Birchcliff's growth; environmental and climate change risks, claims and liabilities; potential litigation; default under or breach of agreements by counterparties and potential enforceability issues in contracts; claims by Indigenous peoples; the reassessment by taxing or regulatory authorities of the Corporation's prior transactions and filings; unforeseen title defects; third-party claims regarding the Corporation's right to use technology and equipment; uncertainties associated with the outcome of litigation or other proceedings involving Birchcliff; uncertainties associated with counterparty credit risk; risks associated with Birchcliff's risk management and market diversification activities; risks associated with the declaration and payment of future dividends, including the discretion of the Board to declare dividends and change the Corporation's dividend policy and the risk that the amount of dividends may be less than currently forecast; the failure to obtain any required approvals in a timely manner or at all; the failure to complete or realize the anticipated benefits of acquisitions and dispositions and the risk of unforeseen difficulties in integrating acquired assets into Birchcliff's operations; negative public perception of the oil and natural gas industry and fossil fuels; the Corporation's reliance on hydraulic fracturing; market competition, including from alternative energy sources; changing demand for petroleum products; the availability of insurance and the risk that certain losses may not be insured; breaches or failure of information systems and security

(including risks associated with cyber-attacks); risks associated with the ownership of the Corporation's securities; the accuracy of the Corporation's accounting estimates and judgments; and the risk that any of the Corporation's material assumptions prove to be materially inaccurate (including the Corporation's commodity price and exchange rate assumptions for 2025).

The declaration and payment of any future dividends are subject to the discretion of the Board and may not be approved or may vary depending on a variety of factors and conditions existing from time to time, including commodity prices, free funds flow, current and forecast commodity prices, fluctuations in working capital, financial requirements of Birchcliff, applicable laws (including solvency tests under the ABCA for the declaration and payment of dividends) and other factors beyond Birchcliff's control. The payment of dividends to shareholders is not assured or guaranteed and dividends may be reduced or suspended entirely. In addition to the foregoing, the Corporation's ability to pay dividends now or in the future may be limited by covenants contained in the agreements governing any indebtedness that the Corporation has incurred or may incur in the future, including the terms of the Credit Facilities. The agreement governing the Credit Facilities provides that Birchcliff is not permitted to make any distribution (which includes dividends) at any time when an event of default exists or would reasonably be expected to exist upon making such distribution, unless such event of default arose subsequent to the ordinary course declaration of the applicable distribution.

Readers are cautioned that the foregoing lists of factors are not exhaustive. Additional information on these and other risk factors that could affect Birchcliff's results of operations, financial performance or financial results are included in this MD&A and in the AIF under the heading *"Risk Factors"* and in other reports filed with Canadian securities regulatory authorities.

This MD&A contains information that may constitute future-oriented financial information or financial outlook information (collectively, "**FOFI**") about Birchcliff's prospective financial performance, financial position or cash flows, all of which is subject to the same assumptions, risk factors, limitations and qualifications as set forth above. Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be imprecise or inaccurate and, as such, undue reliance should not be placed on FOFI. Birchcliff's actual results, performance and achievements could differ materially from those expressed in, or implied by, FOFI. Birchcliff has included FOFI in order to provide readers with a more complete perspective on Birchcliff's future operations and management's current expectations relating to Birchcliff's future performance. Readers are cautioned that such information may not be appropriate for other purposes.

Management has included the above summary of assumptions and risks related to forward-looking statements provided in this MD&A in order to provide readers with a more complete perspective on Birchcliff's future operations and management's current expectations relating to Birchcliff's future performance. Readers are cautioned that this information may not be appropriate for other purposes.

The forward-looking statements and FOFI contained in this MD&A are expressly qualified by the foregoing cautionary statements. The forward-looking statements and FOFI contained herein are made as of the date of this MD&A. Unless required by applicable laws, Birchcliff does not undertake any obligation to publicly update or revise any forward-looking statements or FOFI, whether as a result of new information, future events or otherwise.

MANAGEMENT'S REPORT

To the Shareholders of Birchcliff Energy Ltd.

The annual financial statements of Birchcliff Energy Ltd. for the year ended December 31, 2024 were prepared by management within the acceptable limits of materiality and are in accordance with IFRS Accounting Standards. Management is responsible for ensuring that the financial and operating information presented in the annual report is consistent with that shown in the financial statements.

The financial statements have been prepared by management in accordance with the accounting policies as described in the notes to the financial statements. Timely release of financial information sometimes necessitates the use of estimates when transactions affecting the current accounting period cannot be finalized until future periods. When necessary, such estimates are based on informed judgments made by management.

Management has designed and maintains an appropriate system of internal controls to provide reasonable assurance that all assets are safeguarded and financial records properly maintained to facilitate the preparation of financial statements for reporting purposes.

KPMG LLP, an independent firm of Chartered Professional Accountants appointed by shareholders, have conducted an examination of the corporate and accounting records in order to express their opinion on the financial statements.

The Audit Committee, consisting of non-management directors, has met with representatives of KPMG LLP and management in order to determine if management has fulfilled its responsibilities in the preparation of the financial statements. The Board of Directors has approved the financial statements on the recommendation of the Audit Committee.

Respectfully,

(signed) "*Bruno P. Geremia*"
Bruno P. Geremia
Executive Vice President and Chief Financial Officer

(signed) "*Christopher Carlsen*"
Christopher Carlsen
President and Chief Executive Officer

Calgary, Canada

March 12, 2025

INDEPENDENT AUDITORS' REPORT

To the Shareholders of Birchcliff Energy Ltd.

Opinion

We have audited the financial statements of Birchcliff Energy Ltd. (the "**Corporation**"), which comprise:

- the statements of financial position as at December 31, 2024, December 31, 2023 and January 1, 2023
- the statements of net income and comprehensive income for the years ended December 31, 2024 and December 31, 2023
- the statements of changes in shareholders' equity for the years ended December 31, 2024 and December 31, 2023
- the statements of cash flows for the years ended December 31, 2024 and December 31, 2023
- and notes to the financial statements, including a summary of material accounting policy information

(Hereinafter referred to as the "**financial statements**").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Corporation as at December 31, 2024, December 31, 2023 and January 1, 2023, and its financial performance and its cash flows for the years ended December 31, 2024 and December 31, 2023 in accordance with IFRS Accounting Standards.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the "*Auditor's Responsibilities for the Audit of the Financial Statements*" section of our auditor's report.

We are independent of the Corporation in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter – Comparative Information

We draw attention to Note 3(k) to the financial statements ("Note 3(k)"), which explains that certain comparative information presented:

- as at December 31, 2023 has been restated.
- as at January 1, 2023 has been derived from the financial statements for the year ended December 31, 2022 which have been restated (not presented herein).

Note 3(k) explains the reason for the restatement and also explains the adjustments that were applied to restate certain comparative information.

Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the year ended December 31, 2024. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our auditor's report.

Assessment of the impact of estimated proved and probable oil and gas reserves on property, plant and equipment

Description of the matter

We draw attention to Note 3 to the financial statements. The Corporation uses estimated proved and probable oil and gas reserves to deplete developed and producing petroleum and natural gas interests included in property, plant and equipment ("**PP&E**"), to assess for indicators of impairment on the Corporation's cash generating unit ("**CGU**") and if any such indicators exist, to perform an impairment test to estimate the recoverable amount of the CGU. The Corporation has $3.22 billion of PP&E as at December 31, 2024. The Corporation's net carrying value of developed and producing petroleum and natural gas interests, net of estimated residual value, is depleted on an area basis using the unit of production method. This depletion calculation includes actual production in the period and total estimated proved and probable oil and gas reserves attributable to the assets being depleted, taking into account total capitalized costs plus estimated future development costs necessary to bring those reserves into production.

The estimate of proved and probable oil and gas reserves requires the expertise of independent third-party reserve evaluators and includes significant assumptions related to:

- forecasted oil and gas commodity prices
- forecasted production
- forecasted operating costs
- forecasted royalty costs
- forecasted future development costs.

The Corporation engages independent third-party reserve evaluators to evaluate the proved and probable oil and gas reserves.

Why the matter is a key audit matter

We identified the assessment of the impact of estimated proved and probable oil and gas reserves on PP&E as a key audit matter. Significant auditor judgment was required to evaluate the results of our audit procedures regarding the estimate of proved and probable oil and gas reserves.

How the matter was addressed in the audit

The following are the primary procedures we performed to address this key audit matter:

We assessed the depletion expense calculation for compliance with IFRS Accounting Standards.

With respect to the estimate of proved and probable oil and gas reserves:

- We evaluated the competence, capabilities and objectivity of the independent third-party reserve evaluators engaged by the Corporation
- We compared forecasted oil and gas commodity prices to those published by independent third-party reserve evaluators
- We compared the 2024 actual production, operating costs, royalty costs and development costs of the Corporation to those estimates used in the prior year's estimate of proved oil and gas reserves to assess the Corporation's ability to accurately forecast
- We evaluated the appropriateness of forecasted production and forecasted operating costs, royalty costs and future development costs assumptions by comparing to 2024 historical results. We took into account changes in conditions and events affecting the Corporation to assess the adjustments or lack of adjustments made by the Corporation in arriving at the assumptions.

Other Information

Management is responsible for the other information. Other information comprises:

- the information included in Management's Discussion and Analysis filed with the relevant Canadian Securities Commissions.

- the information, other than the financial statements and the auditor's report thereon, included in a document entitled "2024 Annual Report".

Our opinion on the financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit and remain alert for indications that the other information appears to be materially misstated.

We obtained the information included in Management's Discussion and Analysis filed with the relevant Canadian Securities Commissions and the information, other than financial statements and the auditor's report thereon, included in a document entitled "2024 Annual Report" as at the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in the auditor's report.

We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS Accounting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Corporation's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Corporation or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Corporation's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Corporation's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Corporation's ability to continue as a going concern. If we conclude that a material

uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Corporation to cease to continue as a going concern.

- Evaluate the overall presentation, structure, and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
- Provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
- Determine, from the matters communicated with those charged with governance, those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our auditor's report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this auditor's report is Timothy Arthur Richards.

(signed) "*KPMG LLP*"

Chartered Professional Accountants

Calgary, Canada

March 12, 2025

BIRCHCLIFF ENERGY LTD.
STATEMENTS OF FINANCIAL POSITION

(Expressed in thousands of Canadian dollars)

As at,	December 31, 2024	December 31, 2023	January 1, 2023
ASSETS		*(Note 3(k))*	*(Note 3(k))*
Current assets:			
Cash	50	55	74
Accounts receivable	78,915	75,105	125,005
Prepaid expenses and deposits	19,242	23,304	12,140
Financial instruments *(Note 18)*	71,038	3,588	17,729
	169,245	102,052	154,948
Non-current assets:			
Investments *(Note 5)*	8,869	10,567	10,961
Property, plant and equipment *(Note 4)*	3,218,506	3,055,958	2,972,592
Financial instruments *(Note 18)*	36,631	8,333	30,864
	3,264,006	3,074,858	3,014,417
Total assets	**3,433,251**	**3,176,910**	**3,169,365**
LIABILITIES			
Current liabilities:			
Accounts payable and accrued liabilities	66,907	94,822	143,787
Other liabilities *(Note 14)*	13,385	18,920	13,084
Financial instruments *(Note 18)*	-	1,394	1,345
	80,292	115,136	158,216
Non-current liabilities:			
Revolving term credit facilities *(Note 6)*	566,857	372,097	131,981
Decommissioning obligations *(Note 7)*	101,946	91,324	99,720
Deferred income taxes *(Note 8)*	379,355	361,285	355,115
Other liabilities *(Note 14)*	109,786	10,160	11,680
Financial instruments *(Note 18)*	-	1,463	-
	1,157,944	836,329	598,496
Total liabilities	1,238,236	951,465	756,712
SHAREHOLDERS' EQUITY			
Common share capital *(Note 9)*	1,443,587	1,429,198	1,430,944
Contributed surplus	111,576	104,662	86,560
Retained earnings	639,852	691,585	895,149
Total shareholders' equity	2,195,015	2,225,445	2,412,653
Total shareholders' equity and liabilities	**3,433,251**	**3,176,910**	**3,169,365**

Commitments and contingencies (Note 19)

The accompanying notes are an integral part of these financial statements.

Approved by the Board

(signed) "*Debra A. Gerlach*"
Debra A. Gerlach
Independent Director

(signed) "*A. Jeffery Tonken*"
A. Jeffery Tonken
Director

BIRCHCLIFF ENERGY LTD.
STATEMENTS OF NET INCOME AND COMPREHENSIVE INCOME

(Expressed in thousands of Canadian dollars, except per share information)

Years ended December 31,	2024	2023
REVENUE		
Petroleum and natural gas revenue *(Note 11)*	586,856	740,359
Marketing revenue *(Note 11)*	54,069	30,521
Royalties	(39,608)	(70,257)
Realized gain (loss) on financial instruments *(Note 18)*	9,336	(37,285)
Unrealized gain (loss) on financial instruments *(Note 18)*	98,605	(38,185)
Other income (expense)	123	(695)
	709,381	624,458
EXPENSES		
Operating *(Note 12)*	90,890	105,809
Transportation	149,534	152,828
Marketing purchases *(Note 11)*	51,496	34,772
Administrative, net *(Note 13)*	46,694	55,735
Depletion and depreciation *(Note 4)*	246,647	226,514
Finance *(Note 15)*	47,215	26,411
Other losses *(Notes 4, 5, 7 & 14)*	2,735	6,439
	635,211	608,508
Net income before taxes	74,170	15,950
Deferred income tax expense *(Note 8)*	(18,070)	(6,170)
NET INCOME AND COMPREHENSIVE INCOME	**56,100**	**9,780**
Net income per common share *(Note 10)*		
Basic	**$0.21**	**$0.04**
Diluted	**$0.21**	**$0.04**

The accompanying notes are an integral part of these financial statements.

BIRCHCLIFF ENERGY LTD.
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

(Expressed in thousands of Canadian dollars)

	Common Share Capital	Contributed Surplus	Retained Earnings	Total
As at December 31, 2022	1,430,944	86,560	895,149	2,412,653
Issuance of common shares *(Notes 9 & 16)*	9,715	(2,553)	-	7,162
Repurchase of common shares *(Note 9)*	(11,461)	-	-	(11,461)
Dividends on common shares *(Note 9)*	-	-	(213,344)	(213,344)
Stock-based compensation *(Notes 13 & 16)*	-	20,655	-	20,655
Net income	-	-	9,780	9,780
As at December 31, 2023	**1,429,198**	**104,662**	**691,585**	**2,225,445**
As at December 31, 2023	1,429,198	104,662	691,585	2,225,445
Issuance of common shares *(Notes 9 & 16)*	14,389	(3,611)	-	10,778
Dividends on common shares *(Note 9)*	-	-	(107,833)	(107,833)
Stock-based compensation *(Notes 13 & 16)*	-	10,525	-	10,525
Net income	-	-	56,100	56,100
As at December 31, 2024	**1,443,587**	**111,576**	**639,852**	**2,195,015**

The accompanying notes are an integral part of these financial statements.

BIRCHCLIFF ENERGY LTD.
STATEMENTS OF CASH FLOWS

(Expressed in thousands of Canadian dollars)

Years ended December 31,	**2024**	**2023**
Cash provided by (used in):		
OPERATING		
Net income	56,100	9,780
Adjustments for items not affecting operating cash:		
Unrealized (gain) loss on financial instruments *(Note 18)*	(98,605)	38,185
Depletion and depreciation *(Note 4)*	246,647	226,514
Other compensation *(Note 13)*	6,041	13,640
Accretion *(Note 15)*	4,389	4,399
Amortization of deferred financing fees *(Note 15)*	1,417	1,700
Other losses *(Notes 4, 5, 7 & 14)*	2,735	6,439
Deferred income tax expense *(Note 8)*	18,070	6,170
Retirement benefit payments (*Note 14*)	(13,851)	(2,000)
Decommissioning expenditures *(Note 7)*	(1,964)	(3,775)
Changes in non-cash working capital *(Note 20)*	(17,269)	19,477
	203,710	320,529
FINANCING		
Issuance of common shares *(Notes 9 & 16)*	10,778	7,162
Repurchase of common shares *(Note 9)*	-	(11,461)
Financing fees paid	(3,400)	-
Payment on lease liabilities *(Note 14)*	(6,643)	(2,458)
Dividends on common shares *(Note 9)*	(107,833)	(213,344)
Net change in revolving term credit facilities *(Note 6)*	196,743	238,416
	89,645	18,315
INVESTING		
Exploration and development *(Note 4)*	(273,084)	(304,637)
Acquisitions *(Note 4)*	(8,169)	(190)
Dispositions *(Note 4)*	258	87
Administrative assets *(Note 4)*	(1,750)	(3,176)
Investments *(Note 5)*	(221)	(1,241)
Changes in non-cash working capital *(Note 20)*	(10,394)	(29,706)
	(293,360)	(338,863)
Net change in cash	(5)	(19)
Cash, beginning of year	55	74
CASH, END OF YEAR	**50**	**55**

The accompanying notes are an integral part of these financial statements.

BIRCHCLIFF ENERGY LTD.
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

(Expressed in Canadian dollars, unless otherwise stated)

1. NATURE OF OPERATIONS

Birchcliff Energy Ltd. ("**Birchcliff**" or the "**Corporation**") is domiciled and incorporated in Alberta, Canada. Birchcliff is engaged in the exploration for and the development, production and acquisition of oil and gas reserves in Western Canada. The Corporation's financial year end is December 31. The address of the Corporation's registered office is Suite 1000, 600 – 3rd Avenue S.W., Calgary, Alberta, Canada T2P 0G5. Birchcliff's common shares are listed for trading on the Toronto Stock Exchange (the "**TSX**") under the symbol "BIR".

These financial statements were approved and authorized for issuance by Birchcliff's board of directors (the "**Board**") on March 12, 2025.

2. BASIS OF PREPARATION

These financial statements present Birchcliff's financial results of operations and financial position under IFRS Accounting Standards as at and for the years ended December 31, 2024 and December 31, 2023. The financial statements have been prepared in accordance with IFRS Accounting Standards and methods of computation as set forth in Note 3.

Birchcliff's financial statements are prepared on a historical cost basis, except for certain financial and non-financial assets and liabilities which have been measured at fair value. The Corporation's financial statements include the accounts of Birchcliff only and are expressed in Canadian dollars, unless otherwise stated. Birchcliff does not have any subsidiaries.

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, and the disclosure of commitments and consistencies at the date of the financial statements, and revenues and expenses during the reporting period. Accordingly, actual results could differ from those estimated. Significant judgements and estimates used in the preparation of the financial statements are detailed in Note 3.

Estimates are more difficult to determine, and the range of potential outcomes can be wider, in periods of higher volatility and uncertainty. The impacts of geopolitical events such as the tariffs between Canada and the U.S., regional conflicts, especially in oil producing areas, can materially impact energy markets, interest and inflation rates and supply chains resulting in higher levels of volatility and uncertainty. Management has, to the extent reasonable, incorporated known facts and circumstances into the estimates made, however, actual results could differ from those estimates and those differences could be material.

3. MATERIAL ACCOUNTING POLICIES

(a) Revenue Recognition

Revenue from the sale of crude oil, natural gas and natural gas liquids ("**NGLs**") is measured based on the consideration specified in contracts with marketers and other third parties. Birchcliff recognizes revenue when it transfers control of the product to the contract customer. In making this evaluation, management considers if Birchcliff has the ability to direct the use of, and obtain substantially all of the remaining benefits from the delivery of the product.

Birchcliff evaluates its arrangements with marketers and other third parties to determine if the Corporation acts as the principal or as an agent. In making this evaluation, the Corporation considers if it obtains control of the product delivered or services provided, which is indicated by the Corporation having the primary responsibility for the delivery of the product or rendering of the service, having the ability to establish prices or having inventory

risk. If the Corporation acts in the capacity of an agent rather than as a principal in a transaction, then the revenue is recognized on a net-basis, only reflecting the fee, if any, realized by the Corporation from the transaction.

(b) Jointly Owned Assets

Certain activities of the Corporation are conducted jointly with others where the participants have a direct ownership interest in the related assets. Accordingly, the accounts of Birchcliff reflect only its working interest share of revenues, expenses and capital expenditures related to these jointly owned assets. The relationship with jointly owned asset partners have been referred to as jointly owned assets in the remainder of the financial statements as this is common terminology in the Canadian oil and natural gas industry.

(c) Property, Plant and Equipment

(i) Recognition and measurement

Developed and producing petroleum and natural gas assets are measured at cost less accumulated depletion and depreciation and accumulated impairment losses, if any. Such assets consist of the purchase price and costs directly attributable to bringing the asset to the location and condition necessary for its intended use. Developed and producing petroleum and natural gas asset interests include mineral lease acquisitions, geological and geophysical costs, facility and production equipment and associated turnarounds, other directly attributable administrative costs and the initial estimate of the costs of dismantling and removing an asset and restoring the site on which it was located.

(ii) Subsequent costs

Costs incurred subsequent to the determination of technical feasibility and commercial viability are recognized as developed and producing petroleum and natural gas interests when they increase the future economic benefits embodied in the specific asset to which they relate. Such capitalized developed and producing petroleum and natural gas interests generally represent costs incurred in developed proved and/or probable reserves and bringing in or enhancing production from such reserves, and are accumulated on an area basis. The cost of day-to-day servicing of an item of property, plant and equipment ("**PP&E**") is expensed in profit or loss as incurred.

PP&E are de-recognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising from the disposal of an asset, determined as the difference between the net disposal proceeds and the carrying amount of the asset, is recognized in profit or loss.

(iii) Asset exchanges

Exchanges of developed and producing petroleum and natural gas interests are measured at fair value, unless the exchange transaction lacks commercial substance or the fair value of the assets given up or the assets received cannot be reliably estimated. The cost of the acquired asset is measured at the fair value of the asset given up, unless the fair value of the asset received is more reliable. Where fair value is not used, the cost of the acquired asset is measured at the carrying amount of the asset given up. Any gain or loss on the de-recognition of the asset given up is recognized in profit and loss.

(iv) Depletion and depreciation

The net carrying value of developed and producing petroleum and natural gas interests, net of estimated residual value, is depleted on an area basis using the unit of production method. This depletion calculation includes actual production in the period and total estimated proved and probable oil and gas reserves attributable to the assets being depleted, taking into account total capitalized costs plus estimated future development costs necessary to bring those reserves into production. Relative volumes of reserves and production (before royalties) are converted at the energy equivalent conversion ratio of six thousand cubic feet of natural gas to one barrel of oil. These estimates are evaluated by the Corporation's independent third-party reserves evaluator at least annually.

Capitalized plant turnaround costs are depreciated on a straight-line basis over the estimated time until the next turnaround is completed. Corporate assets, which include office furniture and equipment, software, computer equipment and leasehold improvements, are depreciated on a straight-line basis over the estimated useful lives of the assets, which are estimated to be four years.

When significant parts of PP&E, including petroleum and natural gas interests, have different useful lives, they are accounted for as separate items (major components). Depreciation methods, useful lives and residual values for PP&E are reviewed at each reporting date.

(d) Decommissioning Obligations

The Corporation's activities give rise to dismantling, restoration and site disturbance remediation activities. Costs related to abandonment activities are estimated by management in consultation with the Corporation's independent third-party reserves evaluator based on risk-adjusted current costs, which take into consideration current technology in accordance with existing legislation and industry practices.

Decommissioning obligations are measured at the present value of the best estimate of expenditures required to settle the future obligations at the reporting date. When the best estimate of the liability is initially measured, the estimated risk-adjusted cost, discounted using a pre-tax risk-free discount rate, is capitalized by increasing the carrying amount of the related PP&E. The increase in the provision due to the passage of time, which is referred to as accretion, is recognized as a finance expense. Actual costs incurred upon settlement of the liability are charged against the obligation to the extent that the obligation was previously established. The carrying amount capitalized in PP&E is depleted in accordance with the Corporation's depletion and depreciation policy. The Corporation reviews the obligation at each reporting date and revisions to the estimated timing of cash flows, discount rates and estimated costs result in an increase or decrease to the obligations and the related PP&E. Any difference between the actual costs incurred upon settlement of the obligation and the recorded liability is recognized as a gain or loss in profit or loss.

(e) Financial Instruments

(i) Non-derivative financial instruments

Non-derivative financial instruments are comprised of cash, accounts receivable, deposits, investments, accounts payable and accrued liabilities and revolving term credit facilities. Non-derivative financial instruments are recognized initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, non-derivative financial instruments are measured based on their classification. The Corporation has made the following classifications:

- Cash, accounts receivable and deposits are classified as loans and receivables and are measured at amortized cost using the effective interest method. Typically, the fair value of these balances approximates their carrying value due to their short-term to maturity.
- Investments have been categorized as fair value through profit and loss which requires the investments to be fair valued at the end of each reporting period with any gains or losses recognized in profit and loss. Distributions declared, if any, are recorded to profit or loss and presented as an operating activity on the statement of cash flow.
- Accounts payable and accrued liabilities and revolving term credit facilities are measured at amortized cost using the effective interest method. Due to the short-term nature of accounts payable and accrued liabilities, their carrying values approximate their fair values. The Corporation's revolving term credit facilities bear interest at a floating rate and accordingly the fair market value approximates the carrying value before the carrying value is reduced for any remaining unamortized costs. Any financing fees associated with the Corporation's credit facilities have been deferred and netted against the amounts drawn, and are being amortized to profit or loss using the effective interest method over the applicable term.

(ii) Derivative financial instruments

Derivatives may be used by the Corporation to manage economic exposure to market risk relating to commodity prices, interest rates and foreign exchange. Birchcliff's policy is not to utilize derivative financial instruments for speculative purposes. The Corporation does not designate its financial derivative contracts as hedges, and as such does not apply hedge accounting. As a result, financial derivatives are classified at fair value through profit or loss and are recorded on the statements of financial position at fair value.

The fair value of risk management contracts is determined by discounting the difference between the contracted prices/rates and published forward price/rates as at the statement of financial position date. The fair value of options and costless collars, if any, is based on option models that use published information with respect to volatility, prices and interest rates.

The Corporation accounts for any forward physical delivery sales contracts, which were entered into and continue to be held for the purpose of receipt or delivery of non-financial items, in accordance with its expected purchase, sale or usage requirements as executory contracts. As such, these contracts are not considered to be derivative financial instruments and have not been recorded at fair value on the statements of financial position. Settlements on physical commodity sales contracts are recognized in petroleum and natural gas revenue in profit and loss.

(iii) Share capital

Common shares are classified as equity. Incremental costs directly attributable to the issuance of shares are recognized as a reduction in share capital, net of any tax effects.

(f) Impairment

(i) Impairment of financial assets

Impairment of financial assets is determined by measuring the assets' expected credit loss ("**ECL**"). Birchcliff's financial assets are not considered to have a significant financing component and a lifetime ECL is measured at the date of initial recognition of the financial asset. ECL allowances have not been recognized for cash and cash equivalents due to the virtual certainty associated with their collection. The ECL pertaining to accounts receivable is assessed at initial recognition and this provision is re-assessed at each reporting date. ECLs are a probability-weighted estimate of all possible default events related to the financial asset (over the lifetime or within 12 months after the reporting period, as applicable) and are measured as the difference between the present value of the cash flows due to Birchcliff and the cash flows the Corporation expects to receive, including cash flows expected from collateral and other credit enhancements that are a part of contractual terms. In making an assessment as to whether financial assets are credit-impaired, the Corporation considers historically realized bad debts, evidence of a debtor's present financial condition and whether a debtor has breached certain contracts, the probability that a debtor will enter bankruptcy or other financial reorganization, changes in economic conditions that correlate to increased levels of default, the number of days a debtor is past due in making a contractual payment, and the term to maturity of the specified receivable. The carrying amounts of financial assets are reduced by the amount of the ECL through an allowance account and losses are recognized within general and administrative expense in profit and loss.

Based on contractual terms and conditions, the Corporation considers its financial assets to be in default when the counterparty fails to make contractual payments as required. Once the Corporation has pursued collection activities and it has been determined that the incremental cost of pursuing collection outweighs the benefits, Birchcliff derecognizes the gross carrying amount of the financial asset and the associated allowance from the statement of financial position.

(ii) Impairment of non-financial assets

The Corporation's PP&E are grouped into Cash Generating Units ("**CGUs**") for the purpose of assessing impairment. A CGU represents the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets.

CGUs are reviewed at each reporting date for internal and external indicators of impairment. Such indicators may include, but are not limited to, changes in the Corporation's business plan, deterioration in forecasted oil and gas commodity prices or a significant downward revision of the estimated recoverable amount from proved and probable oil and gas reserves and the related cash flows. If indicators of impairment exist, an impairment test is performed by comparing a CGUs carrying value to its estimated recoverable amount. A CGUs recoverable amount is the greater of its fair value less cost to sell and its current value in use. The estimated recoverable amount involves significant assumptions including the estimate of proved and probable oil and gas reserves and the related cash flows and the discount rates. The estimate of proved and probable oil and gas reserves and the related cash flows is sensitive to the significant assumptions regarding forecasted oil and gas commodity prices, forecasted production, forecasted operating costs, forecasted royalty costs and forecasted future development costs. Any excess of carrying value over recoverable amount is recognized as impairment loss in profit or loss.

In assessing the value in use, the estimated future cash flows from proved and probable oil and gas reserves are discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. The forecasted oil and gas commodity prices used in the impairment test are based on period-end forecasted oil and gas commodity prices estimated by the Corporation's independent third-party reserves evaluator.

Where circumstances change such that an impairment no longer exists or is less than the amount previously recognized, the carrying amount of the CGU is increased to the revised estimate of its recoverable amount as long as the revised estimate does not exceed the carrying amount that would have been determined, net of depletion and depreciation, had no impairment loss been recognized for the CGU in prior periods. A reversal of an impairment loss is recognized immediately through profit or loss.

(g) Income Taxes

Birchcliff is a corporation as defined under the *Income Tax Act* (Canada) and is subject to Canadian federal and provincial taxes. Birchcliff is subject to provincial taxes in Alberta as the Corporation operates in this jurisdiction. The Corporation's income tax expenses include current and/or deferred tax. Income tax expense is recognized through profit or loss except to the extent that it relates to items recognized directly in equity, in which case the related income taxes are also recognized in equity.

Current tax is the expected tax payable on taxable income, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable income. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable income will be available against which those deductible temporary differences can be utilized. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable income will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is expected to be settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which Birchcliff expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

(h) Per Common Share

The Corporation calculates per common share amounts using net income available to Birchcliff's shareholders, divided by the weighted average number of common shares outstanding. Basic per share information is computed using the weighted average number of basic common shares outstanding during the period. Diluted per share information is calculated using the treasury stock method, which assumes that any proceeds from the

exercise of "in-the-money" stock options and performance warrants, plus the unamortized stock-based compensation expense amounts, would be used to purchase common shares at the average market price during the period. No adjustment to diluted earnings per share is made if the result of these calculations is anti-dilutive. The average market value of the Corporation's shares for the purpose of calculating the dilutive effect is based on average quoted market prices for the time that the stock options and performance warrants were outstanding during the period.

(i) Lease Obligations

When Birchcliff is a party to a lease arrangement as the lessee, a lease liability, herein referred to as a "lease obligations", and corresponding right-of-use asset, herein referred to as a "lease asset", for each identified lease is recognized under IFRS. The lease obligations are determined by discounting the remaining lease payments using the interest rate implicit in the lease, if available, or the Corporation's incremental borrowing rate. The lease obligations are reduced by actual cash lease payments made during the period. Lease obligations are presented as other liabilities on the statements of financial position. The lease assets are included in PP&E on the statements of financial position. Lease assets are depreciated over the remaining term of the lease and included in depletion and depreciation expense in profit and loss. The unwinding of the present value of the lease obligations are recorded as accretion (interest) and included in finance expense in profit and loss. Cash lease payments are classified as a financing activity and accretion expense classified as an operating activity in the statements of cash flows.

Remeasurements of the lease obligations will result in an adjustment to the right-of-use asset. Remeasurements result from increases or decreases in the present value of the obligations as a result of changes in assumptions including lease term, payment or discount rate.

(j) Significant Accounting Judgments and Key Sources of Estimation Uncertainty

Significant Judgments in Applying Accounting Policies

The following are the significant judgments that management has made in the process of applying the Corporation's accounting policies and that have the most significant effect on the amounts recognized in these financial statements:

(i) Identification of cash-generating units

Birchcliff's assets are required to be aggregated into CGUs for the purpose of calculating impairment based on their ability to generate largely independent cash inflows. CGUs have been determined based on similar geological structure, shared infrastructure, geographical proximity, operating structure, commodity type and similar exposures to market risks. By their nature, these assumptions are subject to management's judgment and may impact the carrying value of the Corporation's assets in future periods.

(ii) Identification of impairment indicators

IFRS Accounting Standards requires Birchcliff to assess, at each reporting date, whether there are any internal or external indicators that its PP&E within a CGU may be impaired. Birchcliff is required to consider information from both external sources (such as a negative downturn in forecasted oil and gas commodity prices or significant adverse changes in the technological, market, economic or legal environment in which the entity operates) and internal sources (such as downward revisions in the estimate of proved and probable oil and gas reserves and the related cash flows, a significant adverse effect on the financial and operational performance of a CGU or evidence of obsolescence or physical damage to the asset). By their nature, these assumptions are subject to management's judgment.

Key Sources of Estimation Uncertainty

The following are the key assumptions concerning the sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing adjustments to the carrying amounts of assets and liabilities within the next financial year:

(i) Reserves

Reported recoverable quantities of proved and probable oil and gas reserves and the related cash flows requires estimation and are subject to assumptions regarding forecasted production, forecasted oil and gas commodity prices, forecasted operating costs, forecasted royalty costs and forecasted future development costs. It also requires interpretation of geological and geophysical models in order to make an assessment of the size, shape, depth and quality of reservoirs, and their anticipated recoveries. The economical, geological and technical factors used to estimate proved and probable oil and gas reserves may change from period to period. The Corporation uses estimated proved and probable oil and gas reserves to deplete PP&E to assess for indicators of impairment on the Corporation's CGU and if any such indicators exist, to perform an impairment test to estimate the recoverable amount of a CGU. The Corporation engages an independent third-party reserves evaluator to evaluate its proved and probable oil and gas reserves. The estimated recoverable quantities of proved and probable oil and gas reserves and the related cash flows from Birchcliff's petroleum and natural gas interests are evaluated by an independent third-party reserves evaluator at least annually.

The Corporation's proved and probable oil and gas reserves represent the estimated quantities of petroleum, natural gas and NGLs which geological, geophysical and engineering data demonstrate with a specified degree of certainty to be economically recoverable in future years from known reservoirs and which are considered commercially producible. Such proved and probable oil and gas reserves may be considered commercially producible if management has the intention of developing and producing them and such intention is based upon: (i) a reasonable assessment of the future economics of such production; (ii) a reasonable expectation that there is a market for all or substantially all the expected petroleum and natural gas production; and (iii) evidence that the necessary production, transmission and transportation facilities are available or can be made available. Reserves may only be considered proved and probable if producibility is supported by either production or conclusive formation tests. Birchcliff's proved and probable oil and gas reserves are determined in accordance with the standards contained in National Instrument 51-101 – *Standards of Disclosure for Oil and Gas Activities* and the *Canadian Oil and Gas Evaluation Handbook*.

(ii) Decommissioning obligations

The Corporation estimates future remediation costs of production facilities, wells and pipelines at different stages of development and construction of assets or facilities. In most instances, removal of assets occurs many years into the future. This requires an estimate regarding the abandonment date, future environmental and regulatory legislation, the extent of reclamation activities, the engineering methodology for estimating cost, future removal technologies in determining the removal cost and liability-specific discount rates to determine the present value of these risk-free cash flows.

(iii) Impairment of non-financial assets

For the purposes of determining the extent of any impairment or its reversal, if any, estimates must be made regarding proved and probable oil and gas reserves and the related cash flows considering significant assumptions including forecasted oil and gas commodity prices, forecasted production, forecasted operating costs, forecasted royalty costs and forecasted future development costs. These significant assumptions are subject to change as new information becomes available. Changes in economic conditions can also affect the discount rate estimate used to discount the cash flow estimates related to proved and probable oil and gas reserves. Changes in the aforementioned assumptions could affect the carrying amount of the Corporation's assets, and impairment charges and reversal, if any, will affect profit or loss.

(iv) Income Taxes

Birchcliff files corporate income tax, goods and services tax and other tax returns with various provincial and federal taxation authorities in Canada. There can be differing interpretations of applicable tax laws and regulations. The resolution of these tax positions through negotiations or litigation with tax authorities can take several years to complete. The Corporation does not anticipate that there will be any material impact upon the results of its operations, financial position or liquidity.

Tax provisions are based on enacted or substantively enacted laws. Changes in those laws could affect amounts recognized in profit or loss both in the period of change, which would include any impact on cumulative provisions, and in future periods.

Deferred tax assets, if any, are recognized only to the extent it is considered probable that those assets will be recoverable. This involves an assessment of when those deferred tax assets are likely to reverse and a judgment as to whether or not there will be sufficient taxable profits available to offset the tax assets when they do reverse. This requires assumptions regarding future profitability and is therefore inherently uncertain. Estimates of future taxable income are based on forecasted cash flows from operations. To the extent that any interpretation of tax law is challenged by the tax authorities or future cash flows and taxable income differ significantly from estimates, the ability of Birchcliff to realize the deferred tax assets recorded at the statement of financial position date could be impacted.

(k) Material Accounting Policy Information

Amendments to IAS 1 Presentation of Financial Statements

Effective January 1, 2024, Birchcliff adopted the amendments to IAS 1, *Presentation of Financial Statements*, whereby the classification of certain non-current liabilities may need to be reclassified as current. Under the previous IAS 1 requirements, companies classified a liability as current when they did not have an unconditional right to defer settlement for at least 12 months after the reporting date. The IASB removed the requirement for a right to be unconditional and instead now requires that a right to defer settlement must exist at the reporting date and have substance. This amendment is retrospective and requires reclassification for the periods ended December 31, 2023 and January 1, 2023.

Due to the change in policy, there is a retrospective impact on the comparative statements of financial position at December 31, 2023 and January 1, 2023, as Birchcliff had executives who were eligible for, and entitled to, retirement benefit payments upon retirement. In the case of these executives retiring, their executive retirement benefit obligation would become payable and Birchcliff would not have the right to defer the settlement of the liability for at least 12 months. As such, the liability is impacted by the revised policy. Birchcliff reclassified approximately $2.6 million and $11.2 million from non-current other liabilities to current other liabilities for the periods ended December 31, 2023 and January 1, 2023, respectively. The related liability is now classified as current for the period ended December 31, 2024. See Note 14 for further details.

IFRS 18 Presentation and Disclosure in Financial Statements

In April 2024, the IASB issued IFRS 18 *Presentation and Disclosure of Financial Statements ("IFRS 18"),* which will replace IAS 1 that outlines requirements for entities applying IFRS Accounting Standards for the presentation and disclosure of information in the financial statements. The standard is effective January 1, 2027, with earlier adoption permitted, and it must be adopted on a retrospective basis. Birchcliff is currently assessing the impact on its financial statements.

IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures

In May 2024, the IASB amended *IFRS 9 Financial Instruments ("IFRS 9") and IFRS 7 Financial Instruments: Disclosures ("IFRS 7")* to clarify the date of recognition and derecognition of financial assets and liabilities. The amendments are effective January 1, 2026, with earlier adoption permitted, and it must be adopted on a retrospective basis. Birchcliff is currently assessing the impact on its financial statements.

4. PROPERTY, PLANT AND EQUIPMENT

The continuity for PP&E is as follows:

($000s)	Exploration & Evaluation Assets[3]	Developed & Producing Assets	Lease Assets	Corporate Assets	Total
Cost:					
As at December 31, 2022	406	4,710,080	20,078	25,224	4,755,788
Additions	-	311,436	951	3,176	315,563
Acquisitions	-	620	-	-	620
Dispositions	-	(6,303)	-	-	(6,303)
As at December 31, 2023	406	5,015,833	21,029	28,400	5,065,668
Additions	-	283,421	113,541	1,731	398,693
Acquisitions	-	10,760	-	-	10,760
Dispositions	-	(258)	-	-	(258)
As at December 31, 2024[1]	406	5,309,756	134,570	30,131	5,474,863
Accumulated depletion and depreciation:					
As at December 31, 2022	-	(1,753,992)	(8,016)	(21,188)	(1,783,196)
Depletion and depreciation expense[2]	-	(222,938)	(2,035)	(1,541)	(226,514)
As at December 31, 2023	-	(1,976,930)	(10,051)	(22,729)	(2,009,710)
Depletion and depreciation expense[2]	-	(236,939)	(7,932)	(1,776)	(246,647)
As at December 31, 2024	-	(2,213,869)	(17,983)	(24,505)	(2,256,357)
Net book value:					
As at December 31, 2023	**406**	**3,038,903**	**10,978**	**5,671**	**3,055,958**
As at December 31, 2024	**406**	**3,095,887**	**116,587**	**5,626**	**3,218,506**

(1) The Corporation's PP&E were pledged as security for its revolving term credit facilities. Although the Corporation believes that it has title to its PP&E, it cannot control or completely protect itself against the risk of title disputes and challenges.

(2) Future development costs required to develop and produce proved and probable oil and gas reserves totalled approximately $4.9 billion at December 31, 2024 (December 31, 2023 – $5.0 billion) and are included in the depletion expense calculation.

(3) Exploration and evaluation ("**E&E**") assets consist of the Corporation's exploration activities which are pending the determination of economic quantities of commercially producible proved reserves. Any additions represent the Corporation's net share of costs incurred on E&E activities during the year. There were no exploration costs reclassified from the E&E category to developing and producing category during 2024 and 2023.

Impairment Assessment

In accordance with IFRS Accounting Standards, an asset impairment test is performed if Birchcliff identifies indicators of impairment at the end of a reporting period. At December 31, 2024 and December 31, 2023, Birchcliff determined that there were no asset impairment indicators present and therefore an impairment test was not required.

5. INVESTMENTS

On August 31, 2017, Birchcliff acquired securities consisting of 4,500,000 Common A LP Units (the "**Common A Units**") in a limited partnership and 10,000,000 Preferred Trust Units (the "**Preferred Trust Units**") in a trust (collectively, the "**Securities**") at a combined value of $10.0 million. The Securities are not publicly listed and do not constitute a significant investment.

During 2024, Birchcliff redeemed 228,486 Preferred Trust Units. As at December 31, 2024, Birchcliff held a total of 9,066,736 Preferred Trust Units and 4,182,849 Common A Units which collectively had a fair value of $5.9 million (December 31, 2023 – $8.1 million). Birchcliff recorded a loss on investment of approximately $1.9 million in 2024 compared to a loss on investment of $1.2 million in 2023.

6. REVOLVING TERM CREDIT FACILITIES

The components of the Corporation's revolving term credit facilities include:

As at December 31, *($000s)*	2024	2023
Syndicated credit facility	537,183	358,722
Working capital facility	33,499	15,217
Drawn revolving term credit facilities	570,682	373,939
Unamortized deferred financing fees	(3,825)	(1,842)
Revolving term credit facilities	**566,857**	**372,097**

As at December 31, 2024, the aggregate principal amount of the Corporation's revolving term credit facilities was $850.0 million which were comprised of: (i) an extendible revolving syndicated term credit facility (the "**Syndicated Credit Facility**") of $750.0 million; and (ii) an extendible revolving working capital facility (the "**Working Capital Facility**") of $100.0 million (collectively, the "**Credit Facilities**").

Effective May 6, 2024, the agreement governing the Credit Facilities was amended to extend the maturity dates of each of the Syndicated Credit Facility and the Working Capital Facility from May 11, 2025, to May 11, 2027. In addition, the lenders confirmed the borrowing base limit at $850.0 million. Birchcliff's Credit Facilities include a provision giving the lenders the right to redetermine the borrowing base if the Corporation's liability management rating (**LMR**) is less than 2.0. Birchcliff's LMR at December 31, 2024 was 16.0. Upon any change in or redetermination of the borrowing base limit which results in a borrowing base shortfall, Birchcliff must eliminate the borrowing base shortfall amount. In November 2024, Birchcliff's syndicate of lenders completed its semi-annual review and the borrowing base limit was confirmed at $850.0 million.

The maturity date of the Credit Facilities may, at the request of the Corporation and with consent of the lenders, be extended on an annual basis, for an additional period of up to three years from May 11 of the year in which the extension request is made. The Credit Facilities are secured by a fixed and floating charge debenture and pledge charging substantially all of the Corporation's assets. No fixed charges have been granted pursuant to such debenture. The Credit Facilities do not contain any financial maintenance covenants.

The agreement governing the Credit Facilities allows for prime rate loans, U.S. base rate loans, secured overnight financing rate (**SOFR**) term loans, Canadian Overnight Repo Rate Average (**CORRA**) loans and, in the case of the Working Capital Facility only, letters of credit. The interest rates applicable to the drawn loans are based on a pricing margin grid and will change as a result of the ratio of outstanding indebtedness to EBITDA as calculated in accordance with the agreement governing the Credit Facilities. EBITDA is defined as earnings before interest and non-cash items including, if any, deferred income taxes, other compensation, gains and losses on sale of assets, unrealized gains and losses on financial instruments, gains and losses on investments, depletion, depreciation, accretion and amortization and impairment charges.

7. DECOMMISSIONING OBLIGATIONS

The Corporation estimates the total undiscounted (inflated) amount of cash flow required to settle its decommissioning obligations to be approximately $273.4 million at December 31, 2024 (December 31, 2023 – $250.8 million). A reconciliation of the decommissioning obligations is set forth below:

As at December 31, *($000s)*	2024	2023
Balance, beginning	91,324	99,720
Obligations incurred	2,454	2,778
Obligations acquired	2,591	430
Obligations divested	-	(764)
Changes in estimated future cash flows(1)	3,793	(8,631)
Accretion	3,748	3,700
Decommissioning expenditures	(1,964)	(5,909)(2)
Balance, ending	**101,946**	**91,324**

(1) Primarily relates to changes in the inflation rate and discount nominal risk-free rate used to calculate the present value of the decommissioning obligations. Birchcliff applied an inflation rate of 1.82% and a discount nominal risk-free rate of 3.33% to calculate the present value of the decommissioning obligations at December 31, 2024 and an inflation rate of 1.62% and a discount nominal risk-free rate of 3.02% at December 31, 2023.

(2) Includes $2.1 million of funding from the Alberta Site Rehabilitation Program that was recorded to income as "other gain" in 2023.

8. INCOME TAXES

For the purposes of determining the current and deferred income taxes, the Corporation applied a combined Canadian federal and provincial income tax rate of 23% in 2024 (2023 – 23%).

The components of deferred income tax expense are set forth below:

Years ended December 31, *($000s)*	**2024**	**2023**
Net income before taxes	74,170	15,950
Computed expected income tax expense	(17,059)	(3,669)
(Increase) decrease in taxes resulting from:		
Non-deductible stock-based compensation	(1,683)	(2,173)
Non-deductible expenses and other	1,113	48
Change in deferred tax assets not recognized	(441)	(376)
Deferred income tax expense	**(18,070)**	**(6,170)**

The components of net deferred income tax liabilities are set forth below:

As at December 31, *($000s)*	**2024**	**2023**
Deferred income tax liabilities:		
PP&E	480,344	436,632
Deferred financing fees	880	424
Risk management contracts	24,764	2,085
Deferred income tax assets:		
Decommissioning obligations	(23,448)	(21,005)
Other obligations	(25,910)	(3,927)
Bank financing costs	(907)	(550)
Non-capital losses and other	(76,368)	(52,374)
Deferred income tax liabilities	**379,355**	**361,285**

A continuity of the net deferred income tax liabilities is set forth below:

($000s)	Balance Jan. 1, 2024	Recognized in Profit or Loss	**Balance Dec. 31, 2024**
PP&E	436,632	43,712	480,344
Deferred financing fees	424	456	880
Risk management contracts	2,085	22,679	24,764
Decommissioning obligations	(21,005)	(2,443)	(23,448)
Other obligations	(3,927)	(21,983)	(25,910)
Bank financing costs	(550)	(357)	(907)
Non-capital losses and other	(52,374)	(23,994)	(76,368)
	361,285	18,070	**379,355**

($000s)	Balance Jan. 1, 2023	Recognized in Profit or Loss	**Balance Dec. 31, 2023**
PP&E	413,127	23,505	436,632
Deferred financing fees	815	(391)	424
Decommissioning obligations	10,867	(8,782)	2,085
Other obligations	(22,936)	1,931	(21,005)
Risk management contracts	(3,276)	(651)	(3,927)
Bank financing and share issue costs	(988)	438	(550)
Non-capital losses and other	(42,494)	(9,880)	(52,374)
	355,115	6,170	**361,285**

As at December 31, 2024, the Corporation had approximately $1.4 billion (December 31, 2023 – $1.3 billion) in tax pools available for deduction against future taxable income. Included in this tax basis are estimated non-capital loss carry forwards of approximately $276.0 million that expire between 2040 and 2044 and unrecognized temporary differences on marketable securities of $5.5 million. Discretionary tax deductions, including Canadian Development Expenses, Canadian Oil and Gas Property Expense and Capital Cost Allowance, were maximized in the respective tax years in order to reduce Birchcliff's accounting profits into a loss position for tax purposes.

9. CAPITAL STOCK

Share Capital

Authorized

The authorized share capital of the Corporation consists of an unlimited number of common shares and an unlimited number of preferred shares, each without par value.

Number of Common Shares Issued and Outstanding

The following table sets forth the number of common shares issued and outstanding:

As at December 31, *(000s)*	**2024**	**2023**
Outstanding at beginning of year	267,156	266,047
Issuance of common shares(1)	4,148	2,537
Repurchase of common shares(2)	-	(1,428)
Outstanding at end of year	**271,304**	**267,156**

(1) Relates to the exercise of stock options and performance warrants during the year (if any). See Note 16.

(2) On November 21, 2024, Birchcliff announced that the TSX had accepted the Corporation's notice of intention to make a normal course issuer bid (the "**2025 NCIB**"). Pursuant to the 2025 NCIB, Birchcliff may purchase up to 13,489,975 of its outstanding common shares over a period of twelve months commencing on November 27, 2024 and terminating no later than November 26, 2025. Under the 2025 NCIB, common shares may be purchased in open market transactions on the TSX and/or alternative Canadian trading systems at the prevailing market price at the time of such transaction. The total number of common shares that Birchcliff is permitted to purchase on the TSX during a trading day is subject to a daily purchase limit of 276,992 common shares. However, Birchcliff may make one block purchase per calendar week which exceeds the daily purchase restriction. All common shares purchased under the 2025 NCIB will be cancelled. The 2025 NCIB effectively renewed the Corporation's previous normal course issuer bid under which the Corporation was permitted to purchase 13,328,267 common shares over the period from November 27, 2023 to November 26, 2024 (the "**2024 NCIB**"). The 2024 NCIB effectively renewed the Corporation's previous normal course issuer bid under which the Corporation was permitted to purchase up to 13,295,786 common shares over the period from November 25, 2022 to November 24, 2023 (the "**2023 NCIB**").

During 2024, the Corporation did not purchase any common shares under the 2024 NCIB or 2025 NCIB. During 2023, the Corporation purchased and cancelled 1,427,868 common shares pursuant to the 2023 NCIB at an average price of $8.02 for an aggregate cost of $11.4 million, before fees.

Dividends

The following table sets forth the common share dividend distributions by the Corporation:

Years ended December 31,	**2024**	**2023**
Dividends on common shares *($000s)*	107,833	213,344
Per common share *($)*	0.40	0.80

The dividends have been designated as an eligible dividend for the purposes of the *Income Tax Act* (Canada).

10. EARNINGS PER SHARE

The following table sets forth the computation of net income per common share:

Years ended December 31,	**2024**	**2023**
Net income to common shareholders (*$000s)*	56,100	9,780
Weighted average basic common shares outstanding *(000s)*	269,081	266,465
Dilutive securities *(000s)*	3,107	6,023
Weighted average diluted common shares outstanding *(000s)*(1)	272,188	272,488
Per basic common share	**$0.21**	**$0.04**
Per diluted common share	**$0.21**	**$0.04**

(1) The weighted average diluted common shares outstanding excludes 21,184,484 stock options that were anti-dilutive as at December 31, 2024 (December 31, 2023 – 5,942,934).

11. REVENUE

The following table sets forth Birchcliff's petroleum and natural gas ("**P&NG**") sales and revenue by source:

Years ended December 31, *($000s)*	**2024**	**2023**
Light oil sales	73,004	66,848
Condensate[1]	161,405	197,032
NGLs sales[2]	68,339	61,969
Natural gas sales	284,035	414,336
P&NG sales[3][4]	586,783	740,185
Royalty income	73	174
P&NG revenue	586,856	740,359
Marketing revenue[5]	54,069	30,521
Revenue from contracts with customers	**640,925**	**770,880**

(1) Consists of pentanes plus.

(2) Consists of ethane, propane and butane.

(3) Excludes the effects of financial instruments but includes the effects of any physical delivery contracts outstanding during the year.

(4) Included in accounts receivable at December 31, 2024 was $64.6 million (December 31, 2023 – $62.3 million) in P&NG sales to be received from its marketers in respect of December 2024 production, which was subsequently received in January 2025.

(5) Marketing revenue primarily represents the sale of commodities purchased from third parties less applicable fees. Birchcliff enters into certain commodity purchase and sales arrangements to reduce its take-or-pay fractionation fees associated with third-party commitments. The value of commodities purchased and sold during the period is primarily driven by prevailing commodity prices, the availability of sellers and buyers for fractionated production and fractionation capacity available in the market. The value of commodities purchased and sold to third parties are recorded on a gross basis for financial statement presentation purposes. Marketing revenue also includes a propane supply arrangement with a third-party polypropylene producer, which is recorded net of processing costs and other charges. For the year ended December 31, 2024, the Corporation had marketing purchases from third parties of $51.5 million (2023 – $34.8 million).

12. OPERATING EXPENSE

The Corporation's operating expenses include all costs with respect to day-to-day production operations. The components of operating expenses are set forth below:

Years ended December 31, *($000s)*	**2024**	**2023**
Field operating costs	95,329	110,116
Recoveries	(4,439)	(4,307)
Operating expense	**90,890**	**105,809**

13. ADMINISTRATIVE EXPENSE

The components of administrative expenses are set forth below:

Years ended December 31, *($000s)*	**2024**	**2023**
Cash:		
Salaries and benefits[1]	39,844	41,297
Other[2]	19,627	21,506
General and administrative, gross	59,471	62,803
Operating overhead recoveries	(112)	(125)
Capitalized overhead[3]	(18,706)	(20,583)
General and administrative, net	40,653	42,095
Non-cash:		
Other compensation[4]	10,930	26,292
Capitalized compensation[3]	(4,889)	(12,652)
Other compensation, net	6,041	13,640
Administrative expense, net	**46,694**	**55,735**

(1) Includes salaries, benefits and incentives paid to officers and employees of the Corporation and retainer fees, meeting fees and benefits paid to directors of the Corporation.

(2) Includes costs such as corporate travel, rent, legal fees, tax, insurance, computer hardware and software and other business expenses incurred by the Corporation.

(3) Includes a portion of gross general and administrative expenses and other compensation directly attributable to the exploration and development activities of the Corporation, which have been capitalized.

(4) Includes stock-based compensation expense of $10.5 million and post-employment benefit expense of $0.4 million in 2024 (2023 - $20.7 million and $5.6 million, respectively). See Notes 14 & 16.

Total compensation expense for the Corporation's executive officers and directors is comprised of the following:

Years ended December 31, *($000s)*	**2024**	**2023**
Salaries and benefits(1)	8,881	10,216
Stock-based compensation(2)	2,639	4,863
Post-employment benefit(3)	403	5,637
Executive officer's and director's compensation	**11,923**	**20,716**

(1) Includes salaries, benefits and other incentives paid to officers of the Corporation and directors' fees and benefits paid to the directors of the Corporation.

(2) Represents stock-based compensation expense associated with options granted to the executive officers.

(3) Represents past and current service costs associated with post-employment benefits for the Corporation's executive officers. See Note 14.

14. OTHER LIABILITIES

Post-Employment Benefit Obligations

The Corporation has established a post-employment benefit plan for eligible executive officers, which provides for post-employment benefits based upon the age at retirement and their period of service with Birchcliff (the "**Retirement Plan**"). The Retirement Plan is not funded and as such no plan assets exist. The post-employment benefit obligations arising from the Retirement Plan is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that have terms to maturity approximating the terms of the related liability. The expenses associated with the Retirement Plan are comprised of current and past service costs and the interest (accretion) on the unwinding of the present value of the post-employment benefit obligations.

The Corporation estimates the total undiscounted (inflated) amount of cash flow required to settle its obligations for all participants meeting the eligibility requirements under the post-employment benefit plan was approximately $9.3 million at December 31, 2024 (December 31, 2023 – $23.2 million).

A reconciliation of the discounted post-employment benefit obligations is set forth below:

As at December 31, *($000s)*	**2024**	**2023**
Balance, beginning	16,465	11,170
Obligations incurred(1)	403	5,637(2)
Accretion	78	171
Loss on settlement	-	1,487(2)
Retirement benefit payments	(13,851)	(2,000)
Balance, ending(3)	**3,095**	**16,465**
Current portion	2,630	16,413(4)
Long-term portion	465	52(4)

(1) Represents the past and current service costs associated with post-employment benefits.

(2) On October 4, 2023, Birchcliff announced the retirement of three executive officers effective December 31, 2023 (collectively, the "**Retiring Officers**"). As a result of these retirements, Birchcliff incurred a past service cost of $5.1 million and a loss on settlement of the post-employment benefit obligation of approximately $1.5 million in 2023.

(3) Birchcliff applied a discount rate of 2.8% and an inflation rate of 3.0% to calculate the present value of the post-employment benefit obligations at December 31, 2024 and December 31, 2023.

(4) As a result of the IAS 1 amendment, approximately $2.6 million and $11.2 million in post-employment benefit obligations were reclassified on a retrospective basis from long-term portion to current portion for the periods ended December 31, 2023 and January 1, 2023. See Note 3 for further details.

Lease Obligations

Birchcliff has future commitments associated with its lease obligation primarily relating to office leases and gas processing commitments. The Corporation's total undiscounted (inflated) amount of cash flow required to settle its lease obligations was approximately $169.2 million at December 31, 2024 (December 31, 2023 – $13.9 million) and is expected to be settled no later than 2035.

A reconciliation of the discounted lease obligations is set forth below:

As at December 31, *($000s)*	**2024**	**2023**
Balance, beginning	12,615	13,594
Additions[(1)(2)]	113,878	-
Lease interest expense	4,582	-
Lease payments	(11,225)	(2,458)
Change in estimate	(337)	951
Accretion	563	528
Balance, ending[(1)]	**120,076**	**12,615**
Current portion	10,755	2,507
Long-term portion	109,321	10,108

(1) Effective July 1, 2024, Birchcliff assumed operatorship of a third-party natural gas processing facility that resulted in the take-or-pay commitment associated with the underlying processing arrangement (the "**Gas Processing Lease**") to be classified as a lease obligation under IFRS Accounting Standards. Birchcliff recognized a lease liability of $104.0 million as a result of the addition of the Gas Processing Lease. The variable lease payments (if any) related to the Gas Processing Lease are recognized as operating expenses in profit or loss.

(2) Effective November 8, 2024, Birchcliff recognized a lease liability of $9.9 million as a result of extending its head office lease term from 2028 to 2035.

15. FINANCE EXPENSE

The components of finance expenses are set forth below:

Years ended December 31, *($000s)*	**2024**	**2023**
Cash:		
Interest on Credit Facilities	36,827	20,312
Lease interest expense	4,582	-
Non-cash:		
Accretion[(1)]	4,389	4,399
Amortization of deferred financing fees	1,417	1,700
Finance expense	**47,215**	**26,411**

(1) Includes accretion on decommissioning obligations, post-employment benefit obligations and lease obligations.

16. SHARE-BASED PAYMENT

Stock Options

At December 31, 2024, the Corporation's stock option plan (the "**Option Plan**") permitted the grant of options in respect of a maximum of 27,130,351 (December 31, 2023 – 26,715,568) common shares. At December 31, 2024, there remained 3,473,583 (December 31, 2023 – 3,935,618) stock options available for issuance. For the stock options exercised during 2024, the weighted average common share trading price on the TSX was $5.55 (2023 – $7.83) per common share.

A summary of the outstanding stock options is set forth below:

Years ended December 31,		**2024**		**2023**
	Number	**Price** *($)*[(1)]	**Number**	**Price** *($)*[(1)]
Outstanding, beginning	22,779,950	5.95	20,322,784	5.53
Granted[(2)]	6,194,150	5.16	5,236,200	6.16
Exercised	(4,147,832)	(2.60)	(2,536,733)	(2.82)
Forfeited	(675,167)	(7.26)	(231,968)	(8.09)
Expired	(494,333)	(7.76)	(10,333)	(11.41)
Outstanding, ending	**23,656,768**	**6.25**	**22,779,950**	**5.95**

(1) Calculated on a weighted average basis.

(2) Each stock option granted entitles the holder to purchase one common share at the exercise price.

The weighted average fair value per option granted during 2024 was $1.15 (2023 – $1.10). In determining the stock-based compensation expense for options granted during 2024, the Corporation applied a weighted average estimated forfeiture rate of 7.0% (2023 – 7.0%).

The weighted average assumptions used in calculating the Black-Scholes fair values are set forth below:

Years ended December 31,	2024	2023
Risk-free interest rate	3.0%	3.7%
Expected life *(years)*	4.0	4.0
Expected volatility	47.8%	54.9%
Dividend yield	7.8%	13.4%

A summary of the stock options outstanding and exercisable under the Option Plan at December 31, 2024 is set forth below:

Grant Price *($)*		Awards Outstanding			Awards Exercisable		
Low	High	Quantity	Weighted Average Remaining Contractual Life *(years)*	Weighted Average Exercise Price *($)*	Quantity	Weighted Average Remaining Contractual Life *(years)*	Weighted Average Exercise Price *($)*
0.78	3.00	2,372,950	0.93	1.81	2,372,950	0.93	1.81
3.01	6.00	6,067,334	4.87	5.11	99,334	1.48	4.41
6.01	9.00	9,974,984	2.98	6.36	6,451,954	2.45	6.46
9.01	11.65	5,241,500	2.94	9.37	3,629,878	2.94	9.37
		23,656,768	**3.25**	**6.25**	**12,554,116**	**2.30**	**6.41**

Performance Warrants

On January 18, 2005, Birchcliff issued 4,049,665 performance warrants as part of its initial restructuring to become a public entity. Each performance warrant is exercisable at a price of $3.00 to purchase one common share of Birchcliff. As at December 31, 2024, there remained 404,967 performance warrants (December 31, 2023 – 404,967) outstanding, which were repurchased by Birchcliff in accordance with their terms subsequent to December 31, 2024.

17. CAPITAL MANAGEMENT

The Corporation's general policy is to maintain a sufficient capital base to manage its business in the most effective manner with the goal of increasing the value of its assets and thus its underlying share value. The Corporation's objectives when managing capital are to maintain financial flexibility to preserve its ability to meet financial obligations, to maintain a capital structure that allows Birchcliff to finance its business strategy using primarily internally-generated cash flow and its available Credit Facilities and to optimize the use of its capital to provide an appropriate investment return to its shareholders. There were no changes in the Corporation's approach to capital management during the year ended December 31, 2024.

The following table sets forth the Corporation's total available credit:

As at December 31, *($000s)*	2024	2023
Maximum borrowing base limit[(1)]:		
Revolving term credit facilities	850,000	850,000
Principal amount utilized:		
Revolving term credit facilities	(566,857)	(372,097)
Unamortized deferred financing fees	(3,825)	(1,842)
Outstanding letters of credit	(185)	(185)
	(570,867)	(374,124)
Unused credit	**279,133**	**475,876**

(1) The Credit Facilities are subject to a semi-annual review of the borrowing base limit, which is directly impacted by the value of Birchcliff's oil and gas reserves. See Note 6 for further details.

The capital structure of the Corporation is as follows:

As at December 31, *($000s)*	2024	2023	% Change
Total shareholders' equity	**2,195,015**	**2,225,445**	**(1%)**
Total shareholders' equity as a % of total capital	80%	85%	
Revolving term credit facilities	566,857	372,097	
Working capital (surplus) deficit[(1)]	(88,953)	13,084	
Fair value of financial instruments - asset[(2)]	71,038	3,588	
Fair value of financial instruments - liability[(2)]	-	(1,394)	
Other liabilities[(2)]	(13,385)	(5,069)	
Adjusted working capital (surplus) deficit[(3)]	(31,300)	10,209	
Total debt	**535,557**	**382,306**	**40%**
Total debt as a % of total capital	20%	15%	
Total capital	**2,730,572**	**2,607,751**	**5%**

(1) Current liabilities less current assets.

(2) Reflects the current portion only.

(3) Represents items related to the day-to-day operations of Birchcliff and excludes the current portion of financial instruments and other liabilities discounted to the end of the year where the benefit or obligation has not been realized by the Corporation.

18. RISK MANAGEMENT

Birchcliff is exposed to credit risk, liquidity risk and market risk as part of its normal course of business. The Board has overall responsibility for the establishment and oversight of the Corporation's financial risk management framework and periodically reviews the results of all risk management activities and all outstanding positions.

Credit Risk

Credit risk is the risk of financial loss to the Corporation if a customer or counterparty to a financial asset fails to meet its contractual obligation, and arises principally from Birchcliff's receivables from its oil and natural gas marketers. Cash is comprised of bank balances. Historically, the Corporation has not carried short-term investments. Should this change in the future, counterparties will be selected based on credit ratings, management will monitor all investments to ensure a stable return and complex investment vehicles with higher risk will be avoided. The Corporation's exposure to cash credit risk at the statement of financial position date is low.

The carrying amount of accounts receivable reflects management's assessment of the credit risk associated with these customers. The following table illustrates the Corporation's maximum exposure for accounts receivable:

As at December 31, *($000s)*	2024	2023
Marketers[(1)]	64,645	62,251
Jointly owned assets	12,579	11,576
Other	1,691	1,278
Accounts receivable	**78,915**	**75,105**

(1) At December 31, 2024, approximately 18% was due from one marketer (December 31, 2023 – 13%, one marketer). During 2024, the Corporation received 20%, 17% and 12% of its revenue, respectively, from three marketers (2023 – 18%, 13% and 11% of its revenue, respectively, from three marketers).

Typically, Birchcliff's maximum credit exposure from its marketers is revenue from its commodity sales. Receivables from marketers are normally collected on the 25th day of the month following production. Birchcliff mitigates the credit risk associated with these receivables by establishing marketing relationships with credit worthy purchasers, obtaining guarantees from their ultimate parent companies and obtaining letters of credit, if and when appropriate. The Corporation historically has not experienced any material collection issues with its marketers.

Birchcliff's accounts receivables are aged as follows:

As at December 31, *($000s)*	2024	2023
Current (less than 30 days)	68,966	71,092
30 to 60 days	3,329	1,778
61 to 90 days	4,230	1,304
Over 90 days	2,390	931
Accounts receivable	**78,915**	**75,105**

At December 31, 2024, approximately $2.4 million or 3.0% (December 31, 2023 – $0.9 million or 1.2%) of Birchcliff's total accounts receivable are aged over 90 days. The majority of these accounts are due from various partners of jointly owned assets. Birchcliff attempts to mitigate the credit risk of receivables from jointly owned assets by obtaining pre-

approval of significant capital expenditures. However, the receivables are from participants in the oil and natural gas sector, and collection of the outstanding balances is dependent on industry factors such as commodity price fluctuations, escalating costs and the risk of unsuccessful drilling. In addition, further risk exists with partners of jointly owned assets as disagreements occasionally arise that increases the potential for non-collection. The Corporation does not typically obtain collateral from partners of jointly owned assets; however, the Corporation does have the ability to withhold production or proceeds from the eventual sale of jointly owned assets in the event of non-payment. Birchcliff determined that the ultimate collection of accounts receivable were not in doubt and therefore no allowance to profit or loss was recorded in 2024 and 2023.

Liquidity Risk

Liquidity risk is the risk that the Corporation will not be able to meet its obligations associated with financial liabilities that are settled by cash as they become due. Birchcliff's approach to managing liquidity is to ensure, as much as possible, that it will have sufficient liquidity to meet its short-term and long-term financial obligations when due, under both normal and unusual conditions without incurring unacceptable losses or risking harm to the Corporation's reputation. Birchcliff actively manages its liquidity using cash and debt management programs. Strategies include monitoring forecast and actual cash flows from operating, financing, and investing activities and managing available credit and working capital under its Credit Facilities.

All of the Corporation's contractual financial liabilities can be settled in cash. Typically, the Corporation ensures that it has sufficient cash on demand to meet expected operational expenses, including the servicing of financial obligations. To achieve this objective, the Corporation prepares annual capital expenditure budgets, which are approved by the Board and are regularly reviewed and updated as considered necessary. P&NG production is monitored daily and is used to provide monthly cash flow estimates. Further, the Corporation utilizes authorizations for expenditures on both operated and non-operated projects to manage capital expenditure. The Corporation also attempts to match its payment cycle with collection of P&NG revenue on the 25th of each month. Should commodity prices deteriorate materially, Birchcliff may adjust its capital spending accordingly to ensure that it is able to service its short-term financial obligations.

To facilitate the capital expenditure program, the Corporation has an aggregate $850.0 million reserve-based bank credit facilities at the end of 2024 which are reviewed semi-annually by its lenders. The principal amount drawn under the Corporation's total credit facilities including letters of credit at December 31, 2024 was $570.9 million (December 31, 2023 – $374.1 million) and $279.1 million in unused credit was available at the end of 2024 (2023 – $475.9 million) to fund future obligations.

The following table details the undiscounted cash flows of the Corporation's significant contractual financial liabilities at December 31, 2024 in the period they are due:

($000s)	**2025**	**2026**	**2027-2029**	**Thereafter**
Accounts payable and accrued liabilities	66,907	-	-	-
Drawn revolving term credit facilities	-	-	570,682	-
Lease commitments[(1)]	21,044	21,051	61,347	65,802
Financial liabilities	**87,951**	**21,051**	**632,029**	**65,802**

(1) Includes the Corporation's head office lease, processing lease and other minor lease arrangements.

Market Risk

Market risk is the risk that changes in market conditions, such as commodity prices, exchange rates and interest rates, will affect the Corporation's net income or the value of its financial instruments, if any. The objective of market risk management is to manage and control exposures within acceptable limits, while maximizing returns. These risks are consistent with prior years. All risk management transactions are conducted within risk management tolerances that are reviewed by the Board.

Commodity Price Risk

Commodity price risk is the risk that the fair value of future cash flows will fluctuate as a result of changes in commodity prices. Significant changes in commodity prices can materially impact the Corporation's financial performance operating results and financial position. Commodity prices are not only influenced by Canadian ("**CDN**") and the United States ("**US**") supply and demand, but also by world events that dictate the levels of supply and demand globally.

At December 31, 2024, Birchcliff had the following financial derivative contracts in place to manage commodity price risk:

Product	Type of Contract	Notional Quantity	Remaining Term(1)	Contract Price	Asset *($000s)*
Natural gas	AECO 7A basis swap(2)	12,500 MMBtu/d	Jan. 1, 2024 – Dec. 31, 2025	NYMEX HH less US$1.108/MMBtu	5,988
Natural gas	AECO 7A basis swap(2)	10,000 MMBtu/d	Jan. 1, 2024 – Dec. 31, 2025	NYMEX HH less US$1.115/MMBtu	4,760
Natural gas	AECO 7A basis swap(2)	10,000 MMBtu/d	Jan. 1, 2024 – Dec. 31, 2025	NYMEX HH less US$1.050/MMBtu	4,062
Natural gas	AECO 7A basis swap(2)	5,000 MMBtu/d	Jan. 1, 2024 – Dec. 31, 2025	NYMEX HH less US$1.178/MMBtu	2,058
Natural gas	AECO 7A basis swap(2)	10,000 MMBtu/d	Jan. 1, 2024 – Dec. 31, 2025	NYMEX HH less US$1.175/MMBtu	4,447
Natural gas	AECO 7A basis swap(2)	5,000 MMBtu/d	Jan. 1, 2024 – Dec. 31, 2025	NYMEX HH less US$1.190/MMBtu	2,187
Natural gas	AECO 7A basis swap(2)	30,000 MMBtu/d	Jan. 1, 2024 – Dec. 31, 2025	NYMEX HH less US$1.114/MMBtu	14,291
Natural gas	AECO 7A basis swap(2)	35,000 MMBtu/d	Jan. 1, 2024 – Dec. 31, 2025	NYMEX HH less US$1.081/MMBtu	17,255
Natural gas	AECO 7A basis swap(2)	5,000 MMBtu/d	Jan. 1, 2024 – Dec. 31, 2025	NYMEX HH less US$1.013/MMBtu	2,642
Natural gas	AECO 7A basis swap(2)	20,000 MMBtu/d	Jan. 1, 2025 – Dec. 31, 2025	NYMEX HH less US$1.005/MMBtu	10,651
Natural gas	AECO 7A basis swap(2)	5,000 MMBtu/d	Jan. 1, 2025 – Dec. 31, 2025	NYMEX HH less US$0.990/MMBtu	2,698
Natural gas	AECO 7A basis swap(2)	10,000 MMBtu/d	Jan. 1, 2026 – Dec. 31, 2026	NYMEX HH less US$0.895/MMBtu	4,238
Natural gas	AECO 7A basis swap(2)	40,000 MMBtu/d	Jan. 1, 2026 – Dec. 31, 2026	NYMEX HH less US$0.979/MMBtu	15,312
Natural gas	AECO 7A basis swap(2)	20,000 MMBtu/d	Jan. 1, 2026 – Dec. 31, 2026	NYMEX HH less US$0.960/MMBtu	7,763
Natural gas	AECO 7A basis swap(2)	25,000 MMBtu/d	Jan. 1, 2027 – Dec. 31, 2027	NYMEX HH less US$0.788/MMBtu	9,317
				Fair value	**107,669**

(1) Transactions with common terms and the same counterparty have been aggregated and presented at the weighted average price.

(2) Birchcliff sold AECO basis swap.

At December 31, 2024, if the future NYMEX HH/AECO 7A basis changed by US$0.10/MMBtu, with all other variables held constant, after-tax net income in 2024 would have changed by approximately $9.4 million.

The following financial derivative contracts were entered into subsequent to December 31, 2024 to manage commodity price risk:

Product	Type of Contract	Notional Quantity	Remaining Term(1)	Contract Price
Natural gas	AECO 7A basis swap(2)	20,000 MMBtu/d	Jan. 1, 2030 – Dec. 31, 2031	NYMEX HH less US$1.090/MMBtu
Natural gas	AECO 7A basis swap(2)	5,000 MMBtu/d	Jan. 1, 2030 – Dec. 31, 2031	NYMEX HH less US$1.090/MMBtu

(1) Transactions with common terms and the same counterparty have been aggregated and presented at the weighted average price.

(2) Birchcliff sold AECO basis swap.

Interest Rate Risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Corporation's Credit Facilities are exposed to interest rate risk. The remainder of Birchcliff's financial assets and liabilities are not directly exposed to interest rate risk. The Corporation had no financial derivative contracts in place to manage interest rate risk as at December 31, 2024.

Foreign Currency Risk

Foreign currency risk is the risk that future cash flows will fluctuate as a result of changes in foreign currency exchange rates. The exchange rate effect cannot be quantified but generally an increase in the value of the CDN dollar as compared to the US dollar will reduce the CDN dollar prices received by Birchcliff for its P&NG sales. The Corporation had no long-term forward exchange rate contracts in place as at or during the period ended December 31, 2024.

Realized and Unrealized Gains and Losses on Financial Instruments

The following table provides a summary of the realized and unrealized gains and losses on financial instruments:

Years ended December 31, *($000s)*	2024	2023
Realized gain (loss)	9,336	(37,285)
Unrealized gain (loss)	98,605	(38,185)

The fair value net asset position of the Corporation's financial instruments at December 31, 2024 was $107.7 million as compared to $9.1 million at December 31, 2023.

Fair Value of Financial Instruments

Birchcliff's financial instruments include cash, accounts receivable, deposits, investments, accounts payable and accrued liabilities, financial derivative contracts and outstanding revolving term credit facilities. Substantially all of Birchcliff's

financial instruments are transacted in active markets. Financial instruments carried at fair value are assessed using the following hierarchy based on the amount of observable inputs used to value the instrument:

Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2 – Pricing inputs are other than quoted prices in active markets included in Level 1. Prices in Level 2 are either directly or indirectly observable as of the reporting date. Level 2 valuations are based on inputs, including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the marketplace.

Level 3 – Valuations in this level are those with inputs for the asset or liability that are not based on observable market data. Assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the placement within the fair value hierarchy level.

The carrying value and fair value of the Corporation's financial assets and liabilities at December 31, 2024 are set forth below:

($000s)	**Carrying Value**	**Fair Value**
Loans and receivables:		
Cash	50	50
Accounts receivable	78,915	78,915
Deposits	11,200	11,200
Investments(1)	8,869	8,869
Financial derivatives(2)	107,669	107,669
Other liabilities:		
Accounts payable and accrued liabilities	66,907	66,907
Drawn revolving term credit facilities	570,682	570,682

(1) Investments are fair valued based on level 3.

(2) Financial derivative contracts are fair valued based on level 2.

19. COMMITMENTS AND CONTINGENCIES

The Corporation enters into contracts and commitments in the normal course of operations. The following table lists Birchcliff's commitments at December 31, 2024:

($000s)	**2025**	**2026**	**2027 - 2029**	**Thereafter**
Firm transportation and fractionation(1)	171,636	156,485	263,783	111,529
Natural gas processing(2)	19,327	19,143	51,512	51,512
Capital commitments(3)	7,423	3,624	-	-
Other lease commitments(4)	3,345	3,352	8,202	12,656
Operating commitments(5)	2,174	2,174	6,523	11,053
Commitments	**203,905**	**184,778**	**330,020**	**186,750**

(1) Includes firm transportation service arrangements and fractionation commitments with third parties.

(2) Comprised of natural gas processing commitments at third-party facilities, which includes the undiscounted take-or-pay commitment at the Gordondale Facility. Effective July 1, 2024, the take-or-pay commitment at the Gordondale Facility has been classified as a lease, which is presented on a discounted basis on the statement of financial position for the year ended 2024.

(3) Includes drilling commitments.

(4) Includes the Corporation's head office lease and other minor lease arrangements.

(5) Includes variable operating components associated with Birchcliff's head office premises.

The Corporation may be involved in litigation and disputes arising in the normal course of operations. Management is of the opinion that any potential litigation will not have a material adverse impact on the Corporation's financial position or results of operations at December 31, 2024.

20. SUPPLEMENTARY CASH FLOW INFORMATION

Years ended December 31, *($000s)*	**2024**	**2023**
Provided by (used in):		
Accounts receivable	(3,810)	49,900
Prepaid expenses and deposits	4,062	(11,164)
Accounts payable and accrued liabilities	(27,915)	(48,965)
	(27,663)	**(10,229)**
Provided by (used in):		
Operating	(17,269)	19,477
Investing	(10,394)	(29,706)
	(27,663)	**(10,229)**

ABBREVIATIONS

2P	proved plus probable
AECO	benchmark price for natural gas determined at the AECO 'C' hub in southeast Alberta
bbl	barrel
bbls/d	barrels per day
Bcf/d	billion cubic feet per day
boe	barrel of oil equivalent
boe/d	barrel of oil equivalent per day
condensate	pentanes plus (C5+)
F&D	finding and development
G&A	general and administrative
GAAP	generally accepted accounting principles for Canadian public companies, which are currently International Financial Reporting Standards as issued by the International Accounting Standards Board
GJ	gigajoule
HH	Henry Hub
IP	initial production
LNG	liquefied natural gas
Mcf	thousand cubic feet
Mcf/d	thousand cubic feet per day
MMBoe	million barrels of oil equivalent
MMBtu	million British thermal units
MSW	price for mixed sweet crude oil at Edmonton, Alberta
NGLs	natural gas liquids consisting of ethane (C2), propane (C3) and butane (C4) and specifically excluding condensate
NYMEX	New York Mercantile Exchange
OPEC	Organization of the Petroleum Exporting Countries
PDP	proved developed producing
WTI	West Texas Intermediate, the reference price paid in U.S. dollars at Cushing, Oklahoma, for crude oil of standard grade
$000s	thousands of dollars

NON-GAAP AND OTHER FINANCIAL MEASURES

The non-GAAP financial measures used in this report are "adjusted funds flow" and "net asset value" and the non-GAAP ratio used in this report is "net asset value per common share".

ADJUSTED FUNDS FLOW

A description of adjusted funds flow and a reconciliation to the most directly comparable GAAP financial measure is included in the Corporation's management's discussion and analysis for the year ended December 31, 2024 (the "**MD&A**") contained in this report under the heading "*Non-GAAP and Other Financial Measures*".

NET ASSET VALUE

Birchcliff defines "net asset value" as property, plant and equipment, plus reserves premium adjustment (less reserves discount adjustment) for its PDP, total proved and total proved plus probable reserves (as the case may be), less total debt and plus the value of unexercised in-the-money stock options and performance warrants outstanding at the end of the period. Management believes that net asset value assists management and investors in assessing the long-term fair value of Birchcliff's underlying reserves assets after settling its outstanding financial obligations.

The most directly comparable GAAP financial measure to net asset value is property, plant and equipment. Investors are cautioned that net asset value should not be construed as an alternative to or more meaningful than property, plant and equipment as an indicator of Birchcliff's value. The following table provides a reconciliation of property, plant and equipment to net asset value for the periods indicated:

	Proved Developed		Total Proved		Total Proved Plus	
As at December 31, *($000s)*	**2024**	**2023**	**2024**	**2023**	**2024**	**2023**
Property, plant and equipment	**3,218,506**	**3,055,958**	**3,218,506**	**3,055,958**	**3,218,506**	**3,055,958**
Reserves premium (discount) adjustment[(1)]	(940,756)	(435,894)	1,140,662	2,349,659	2,345,325	3,779,459
Total debt[(2)]	(535,557)	(382,306)	(535,557)	(382,306)	(535,557)	(382,306)
Unexercised securities	34,961	16,717	34,961	16,717	34,961	16,717
Net asset value	**1,777,154**	**2,254,475**	**3,858,572**	**5,040,028**	**5,063,235**	**6,469,828**

(1) Represents the premium or discount, as the case may be, between the net present value of future net revenue (before income taxes, discounted at 10%) of Birchcliff's PDP, total proved and total proved plus probable reserves, as the case may be, and the property, plant and equipment disclosed on the financial statements.
(2) Total debt is a capital management measure. Additional information, including a description of total debt and a reconciliation to the most directly comparable GAAP financial measure, is included in the MD&A under the heading "*Non-GAAP and Other Financial Measures*".

NET ASSET VALUE PER COMMON SHARE

Birchcliff calculates "net asset value per common share" as the net asset value in each category of reserves divided by the aggregate of the basic common shares outstanding and in-the-money dilutive common shares attributable to stock options and performance warrants outstanding at the end of the period. Management believes that net asset value per common share assists management and investors in comparing Birchcliff's common share trading price to the underlying fair market value of its net assets on a per common share basis.

PRESENTATION OF OIL AND GAS RESERVES

The information contained in this report relating to reserves is based upon the evaluation prepared by Deloitte LLP ("**Deloitte**"), independent qualified reserves evaluator, with an effective date of December 31, 2024 as contained in the report of Deloitte dated February 12, 2025 (the "**Deloitte Report**"). The Deloitte Report was prepared in accordance with the standards contained in NI 51-101 and the *Canadian Oil and Gas Evaluation Handbook*. In this report, all references to "reserves" are to Birchcliff's gross company reserves (Birchcliff's working interest (operating or non-operating) share before deduction of royalties and without including any royalty interests of Birchcliff). There are numerous uncertainties inherent in estimating quantities of reserves and the future net revenue attributed to such reserves. See "*Risk Factors – Uncertainty of Reserves Estimates*" in the MD&A.

ADVISORIES

CURRENCY

Unless otherwise indicated, all dollar amounts in this report are expressed in Canadian dollars, all references to "$" and "CDN$" are to Canadian dollars and all references to "US$" are to United States dollars.

BOE CONVERSIONS

Boe amounts have been calculated by using the conversion ratio of 6 Mcf of natural gas to 1 bbl of oil. Boe amounts may be misleading, particularly if used in isolation. A boe conversion ratio of 6 Mcf: 1 bbl is based on an energy equivalency conversion method primarily applicable at the burner tip and does not represent a value equivalency at the wellhead. Given that the value ratio based on the current price of crude oil as compared to natural gas is significantly different from the energy equivalency of 6:1, utilizing a conversion on a 6:1 basis may be misleading as an indication of value.

OIL AND GAS METRICS

This report contains metrics commonly used in the oil and natural gas industry, including reserves life index and capital efficiency, which have been determined by Birchcliff as set out below. These oil and gas metrics do not have any standardized meanings or standard methods of calculation and therefore may not be comparable to similar measures presented by other companies. As such, they should not be used to make comparisons. Management uses these oil and gas metrics for its own performance measurements and to provide investors with measures to compare Birchcliff's performance over time; however, such measures are not reliable indicators of Birchcliff's future performance, which may not compare to Birchcliff's performance in previous periods, and therefore should not be unduly relied upon.

- Reserves life index is calculated by dividing PDP or proved plus probable reserves, as the case may be, estimated by Deloitte at December 31, 2024, by 77,500 boe/d (which represents the mid-point of Birchcliff's annual average production guidance range for 2025) determined on an annualized basis. Reserves life index may be used as a measure of the Corporation's sustainability.

- Capital efficiency is calculated on an average well basis as drill, case, complete and equip capital expenditures divided by the IP365 boe/d for the applicable well(s). Birchcliff defines "IP365 boe/d" as the estimated average daily field production in the first 365 days a well is on-stream. Where field production data is not available for a well, Birchcliff uses the forecasted production data for that well. Capital efficiency is determined at the individual well level and then aggregated and averaged for the year. Management believes that capital efficiency assists management and investors in assessing Birchcliff's asset performance, execution and ability to generate shareholder value.

PRODUCTION

With respect to the disclosure of Birchcliff's production contained in this report: (i) references to "light oil" mean "light crude oil and medium crude oil" as such term is defined in NI 51-101; (ii) references to "liquids" mean "light crude oil and medium crude oil" and "natural gas liquids" (including condensate) as such terms are defined in NI 51-101; and (iii) references to "natural gas" mean "shale gas", which also includes an immaterial amount of "conventional natural gas", as such terms are defined in NI 51-101. In addition, NI 51-101 includes condensate within the product type of natural gas liquids. In certain cases, Birchcliff has disclosed condensate separately from other natural gas liquids as the price of condensate as compared to other natural gas liquids is currently significantly higher and Birchcliff believes presenting the two commodities separately provides a more accurate description of its operations and results therefrom.

With respect to the disclosure of Birchcliff's 2024 annual average production of 76,695 boe/d contained in this report, this production is comprised of 379,040 Mcf/d of natural gas, 2,017 bbls/d of light oil, 4,425 bbls/d of condensate and 7,080 bbls/d of NGLs.

F&D CAPITAL EXPENDITURES

References in this report to "F&D capital expenditures" denotes exploration and development expenditures as disclosed in the Corporation's financial statements in accordance with GAAP, and is primarily comprised of capital for land, seismic, workovers, drilling and completions, well equipment and facilities and capitalized G&A costs and excludes any acquisitions, dispositions, administrative assets and the capitalized portion of cash incentive payments that have not been approved by the Board of Directors. Management believes that F&D capital expenditures assists management and investors in assessing Birchcliff's capital cost outlay associated with its exploration and development activities for the purposes of finding and developing its reserves.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this report constitute forward-looking statements and forward-looking information (collectively referred to as "**forward-looking statements**") within the meaning of applicable Canadian securities laws. The forward-looking statements contained in this report relate to future events or Birchcliff's future plans, strategy, operations, performance or financial position and are based on Birchcliff's current expectations, estimates, projections, beliefs and assumptions. Such forward-looking statements have been made by Birchcliff in light of the information available to it at the time the statements were made and reflect its experience and perception of historical trends. All statements and information other than historical fact may be forward-looking statements. Such forward-looking statements are often, but not always, identified by the use of words such as "plan", "focus", "future", "outlook", "expect", "anticipate", "estimate", "forecast", "guidance", "budget", "continue", "targeting", "may", "will", "could" and other similar words and expressions.

By their nature, forward-looking 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. Accordingly, readers are cautioned not to place undue reliance on such forward-looking statements. Although Birchcliff believes that the expectations reflected in the forward-looking statements are reasonable, there can be no assurance that such expectations will prove to be correct and Birchcliff makes no representation that actual results achieved will be the same in whole or in part as those set out in the forward-looking statements.

In particular, this report contains forward-looking statements relating to:

- Birchcliff's plans and other aspects of its anticipated future financial performance, results, operations, focus, objectives, strategies, opportunities, priorities and goals, including: that Birchcliff's vision is to be an industry-leading producer of profitable and sustainable natural gas and liquids from the Montney/Doig Resource Play, with the objective of delivering long-term shareholder value; that Birchcliff is focused on the Montney/Doig Resource Play and on investing in and profitably growing its business, strengthening its balance sheet and providing a base dividend that is sustainable through commodity price cycles; that the outlook as Birchcliff enters its 20th year looks very strong and Birchcliff remains well-positioned to support Canada's role as a responsible and reliable producer of energy for the world; and that Birchcliff's strategy for 2025 builds off of the operational momentum from 2024, maintaining its focus on capital efficiency improvements and further driving down costs;

- Birchcliff's belief that there is significant intrinsic shareholder value embedded in Birchcliff's asset base that is not reflected in its current share price, as demonstrated by its PDP reserves net asset value per common share of $6.35 and $13.79 and $18.09 for its proved and proved plus probable reserves, respectively;

- statements regarding Elmworth, including that Birchcliff's Elmworth asset provides it with significant inventory and a large potential future development area;

- statements regarding Birchcliff's 2025 capital program and exploration and development activities, including: that the 2025 capital program utilizes Birchcliff's latest field development practices and wellbore design and targets high rate-of-return wells with strong capital efficiencies and attractive paybacks; that Birchcliff's 2025 capital budget reflects its commitment to maintaining a strong balance sheet, while focusing on the continued development of its world-class asset base and sustainable shareholder returns; that Birchcliff's 2025 capital program has been designed to ensure that its capital is strategically deployed throughout the year, providing it with the flexibility to adjust its capital spending, if necessary, in response to the commodity

price volatility it expects during 2025, including as a result of the evolving situation as it relates to U.S. and Canadian tariffs and the start-up of LNG Canada; and that the Corporation's significant ownership and operatorship of its assets gives it a strong competitive advantage, providing it with the flexibility to actively manage its capital program in response to changing economic conditions;

- statements regarding Birchcliff's five-year and longer-term outlook, including: that as it looks longer term, the Corporation remains very bullish on natural gas as there continues to be significant structural improvements in demand in North America, namely from additional LNG export capacity out of the U.S. Gulf Coast and increased natural gas fired electricity generation; that now that Birchcliff sees demand increasing substantially throughout the remainder of the decade, it has made the prudent choice to return to a growth model that it expects will result in production growth of 14% to 87,500 boe/d by the end of 2027; that by filling its infrastructure and fully utilizing its existing transportation capacity, that Birchcliff expects to improve its operating margins and netbacks and reduce its per boe costs; that Birchcliff's continued focus on cost reduction will provide it with additional flexibility to withstand the volatility associated with commodity price cycles; that balance sheet strength continues to be of significant importance to Birchcliff and its anticipation that the free funds flow after the payment of its annual base dividend and growth capital over the next few years will be allocated primarily towards debt reduction in order to reduce the risks to its business and decrease its interest costs; and that Birchcliff's production growth over the next few years is expected to coincide with anticipated strength in commodity prices and demand for Canadian natural gas as a result of LNG projects coming online in North America;
- the performance and other characteristics of Birchcliff's oil and natural gas properties and expected results from its assets, including statements regarding the potential or prospectivity of Birchcliff's properties; and
- statements regarding the Ksi Lisims LNG export project, including its capacity.

In addition, forward-looking statements in this report include the forward-looking statements identified in the MD&A under the heading "*Advisories – Forward-Looking Statements*".

Statements relating to reserves are forward-looking statements as they involve the implied assessment, based on certain estimates and assumptions, that the reserves exist in the quantities predicted or estimated and that the reserves can be profitably produced in the future. See "*Presentation of Oil and Gas Reserves*".

With respect to the forward-looking statements contained in this report, assumptions have been made regarding, among other things: prevailing and future commodity prices and differentials, exchange rates, interest rates, inflation rates, royalty rates and tax rates; the state of the economy, financial markets and the exploration, development and production business; the political environment in which Birchcliff operates; the regulatory framework regarding royalties, taxes, environmental, climate change and other laws; the Corporation's ability to comply with existing and future laws; future cash flow, debt and dividend levels; future operating, transportation, G&A and other expenses; Birchcliff's ability to access capital and obtain financing on acceptable terms; the timing and amount of capital expenditures and the sources of funding for capital expenditures and other activities; the sufficiency of budgeted capital expenditures to carry out planned operations; the successful and timely implementation of capital projects and the timing, location and extent of future drilling and other operations; results of operations; Birchcliff's ability to continue to develop its assets and obtain the anticipated benefits therefrom; the performance of existing and future wells; the impact of competition on Birchcliff; the availability of, demand for and cost of labour, services and materials; the ability to obtain any necessary regulatory or other approvals in a timely manner; the satisfaction by third parties of their obligations to Birchcliff; the ability of Birchcliff to secure adequate processing and transportation for its products; Birchcliff's ability to successfully market natural gas and liquids; the results of the Corporation's risk management and market diversification activities; and Birchcliff's natural gas market exposure.

In addition to the foregoing assumptions, Birchcliff has made the following assumptions with respect to certain forward-looking statements contained in this report:

- With respect to Birchcliff's production guidance and forecast of production growth of 14% to 87,500 boe/d by the end of 2027, such forecast assumes that: the Corporation's capital programs will be carried out as currently contemplated; no unexpected outages occur in the infrastructure that Birchcliff relies on to produce its wells and that any transportation service curtailments or

unplanned outages that occur will be short in duration or otherwise insignificant; the construction of new infrastructure meets timing and operational expectations; existing wells continue to meet production expectations; and future wells scheduled to come on production meet timing, production and capital expenditure expectations. Birchcliff's five-year outlook for 2025 to 2029 is based on the following commodity price and exchange rate assumptions: an average WTI price of US$67.00/bbl in 2025 and US$65.00/bbl in 2026 to 2029; an average WTI-MSW differential of CDN$8.80/bbl in 2025 and CDN$4.50/bbl in 2026 to 2029; an average AECO price of CDN$2.20/GJ in 2025 and CDN$3.00/GJ in 2026 to 2029; an average Dawn price of US$4.20/MMBtu in 2025 and US$3.40/MMBtu in 2026 to 2029; an average NYMEX HH price of US$4.50/MMBtu in 2025 and US$3.70/MMBtu in 2026 to 2029; and an exchange rate (CDN$ to US$1) of 1.44 in 2025 and 1.38 in 2026 to 2029. In addition, the forecast of 14% production growth is in comparison to Birchcliff's annual average production of 76,695 boe/d in 2024.

- With respect to estimates of reserves, the key assumption is the validity of the data used by Deloitte in its independent reserves evaluation.

Birchcliff's actual results, performance or achievements could differ materially from those anticipated in the forward-looking statements as a result of both known and unknown risks and uncertainties including, but not limited to: general economic, market and business conditions which will, among other things, impact the demand for and market prices of Birchcliff's products and Birchcliff's access to capital; volatility of crude oil and natural gas prices; risks associated with increasing costs, whether due to high inflation rates, supply chain disruptions or other factors; fluctuations in exchange and interest rates; an inability of Birchcliff to generate sufficient cash flow from operations to meet its current and future obligations; an inability to access sufficient capital from internal and external sources on terms acceptable to the Corporation; risks associated with Birchcliff's credit facilities, including a failure to comply with covenants under the agreement governing the credit facilities and the risk that the borrowing base limit may be redetermined; fluctuations in the costs of borrowing; operational risks and liabilities inherent in oil and natural gas operations; the risk that weather events such as wildfires, flooding, droughts or extreme hot or cold temperatures forces the Corporation to shut-in production or otherwise adversely affects the Corporation's operations; the occurrence of unexpected events such as fires, explosions, blow-outs, equipment failures, transportation incidents and other similar events; an inability to access sufficient water or other fluids needed for operations; the risks associated with supply chain disruptions; uncertainty that development activities in connection with Birchcliff's assets will be economic; an inability to access or implement some or all of the technology necessary to operate its assets and achieve expected future results; geological, technical, drilling, construction and processing problems; uncertainty of geological and technical data; horizontal drilling and completions techniques and the failure of drilling results to meet expectations for reserves or production; uncertainties related to Birchcliff's future potential drilling locations; delays or changes in plans with respect to exploration or development projects or capital expenditures; the uncertainty of estimates and projections relating to production, revenue, costs and reserves; the accuracy of cost estimates and variances in Birchcliff's actual costs and economic returns from those anticipated; incorrect assessments of the value of acquisitions and exploration and development programs; the risks posed by pandemics, epidemics and global conflict and their impacts on supply and demand and commodity prices; actions taken by OPEC and other major producers of crude oil and the impact such actions may have on supply and demand and commodity prices; stock market volatility; loss of market demand; changes to the regulatory framework in the locations where the Corporation operates, including changes to tax laws, Crown royalty rates, environmental laws, climate change laws, carbon tax regimes, incentive programs and other regulations that affect the oil and natural gas industry (including uncertainty with respect to the interpretation of Bill C-59 and the related amendments to the *Competition Act* (Canada)); political uncertainty and uncertainty associated with government policy changes, including the risk of U.S. tariffs on goods exported from Canada and any retaliatory tariffs implemented; actions by government authorities; an inability of the Corporation to comply with existing and future laws and the cost of compliance with such laws; dependence on facilities, gathering lines and pipelines; uncertainties and risks associated with pipeline restrictions and outages to third-party infrastructure that could cause disruptions to production; the lack of available pipeline capacity and an inability to secure adequate and cost-effective processing and transportation for Birchcliff's products; an inability to satisfy obligations under Birchcliff's firm marketing and transportation arrangements; shortages in equipment and skilled personnel; the absence or loss of key employees; competition for, among other things, capital, acquisitions of reserves, undeveloped lands, equipment and skilled personnel; management of Birchcliff's growth; environmental and climate change risks, claims and liabilities; potential litigation; default under or breach of agreements by counterparties and potential enforceability issues in contracts; claims by Indigenous peoples; the reassessment by taxing or regulatory authorities of the Corporation's prior transactions and filings; unforeseen title defects; third-party claims regarding the

Corporation's right to use technology and equipment; uncertainties associated with the outcome of litigation or other proceedings involving Birchcliff; uncertainties associated with counterparty credit risk; risks associated with Birchcliff's risk management and market diversification activities; risks associated with the declaration and payment of future dividends, including the discretion of the Board of Directors to declare dividends and change the Corporation's dividend policy and the risk that the amount of dividends may be less than currently forecast; the failure to obtain any required approvals in a timely manner or at all; the failure to complete or realize the anticipated benefits of acquisitions and dispositions and the risk of unforeseen difficulties in integrating acquired assets into Birchcliff's operations; negative public perception of the oil and natural gas industry and fossil fuels; the Corporation's reliance on hydraulic fracturing; market competition, including from alternative energy sources; changing demand for petroleum products; the availability of insurance and the risk that certain losses may not be insured; breaches or failure of information systems and security (including risks associated with cyber-attacks); risks associated with the ownership of the Corporation's securities; the accuracy of the Corporation's accounting estimates and judgments; and the risk that any of the Corporation's material assumptions prove to be materially inaccurate (including the Corporation's commodity price assumptions for 2025 to 2029).

The declaration and payment of any future dividends are subject to the discretion of the Board of Directors and may not be approved or may vary depending on a variety of factors and conditions existing from time to time, including commodity prices, free funds flow, current and forecast commodity prices, fluctuations in working capital, financial requirements of Birchcliff, applicable laws (including solvency tests under the *Business Corporations Act* (Alberta) for the declaration and payment of dividends) and other factors beyond Birchcliff's control. The payment of dividends to shareholders is not assured or guaranteed and dividends may be reduced or suspended entirely.

Readers are cautioned that the foregoing lists of factors are not exhaustive. Additional information on these and other risk factors that could affect Birchcliff's results of operations, financial performance or financial results are included in Birchcliff's annual information form for the year ended December 31, 2024 and the MD&A under the heading "*Risk Factors*" and in other reports filed with Canadian securities regulatory authorities.

This report may contain information that constitutes future-oriented financial information or financial outlook information (collectively, "**FOFI**") about Birchcliff's prospective financial performance, financial position or cash flows, all of which is subject to the same assumptions, risk factors, limitations and qualifications as set forth above. Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be imprecise or inaccurate and, as such, undue reliance should not be placed on FOFI. Birchcliff's actual results, performance and achievements could differ materially from those expressed in, or implied by, FOFI. Birchcliff has included FOFI in order to provide readers with a more complete perspective on Birchcliff's future operations and management's current expectations relating to Birchcliff's future performance. Readers are cautioned that such information may not be appropriate for other purposes.

Management has included the above summary of assumptions and risks related to forward-looking statements provided in this report in order to provide readers with a more complete perspective on Birchcliff's future operations and management's current expectations relating to Birchcliff's future performance. Readers are cautioned that this information may not be appropriate for other purposes.

The forward-looking statements and FOFI contained in this report are expressly qualified by the foregoing cautionary statements. The forward-looking statements and FOFI contained herein are made as of the date of this report. Unless required by applicable laws, Birchcliff does not undertake any obligation to publicly update or revise any forward-looking statements or FOFI, whether as a result of new information, future events or otherwise.

CORPORATE INFORMATION

EXECUTIVE TEAM

Chris Carlsen
President and Chief Executive Officer

Bruno Geremia
Executive Vice President and Chief Financial Officer

Theo van der Werken
Chief Operating Officer

Robyn Bourgeois
Vice President, Legal, General Counsel and Corporate Secretary

Duane Thompson
Vice President, Operations

Hue Tran
Vice President, Business Development and Marketing

DIRECTORS

Jeff Tonken
Chairman of the Board

Dennis Dawson
Independent Lead Director

Debra Gerlach
Independent Director

Stacey McDonald
Independent Director

Cameron Proctor
Independent Director

James Surbey
Director

MANAGEMENT TEAM

Gates Aurigemma
Manager, General Accounting

Jordon Cheung
Drilling Manager

Jesse Doenz
Controller

Andrew Fulford
Surface Land Manager

Lee Grant
Manager of Engineering

Dan Lundstrom
Health and Safety Manager

Kevin Matiasz
Completions Manager

Paul Messer
Manager of Information Technology

Tyler Murray
Mineral Land, Acquisitions and Dispositions Manager

Tam Nguyen
Manager of Marketing

Landon Poffenroth
Montney Asset Manager

Michelle Rodgerson
Manager, Human Resources and Corporate Services

Jeff Rogers
Facilities Manager

Victor Sandhawalia
Manager of Finance

Daniel Sharp
Manager of Geology

Greg Vreim
Manager of Production

AUDITORS

KPMG LLP,
Chartered Professional Accountants
Calgary, Alberta

RESERVES EVALUATOR

Deloitte LLP
Calgary, Alberta

BANK SYNDICATE

The Bank of Nova Scotia

Royal Bank of Canada

National Bank of Canada

Canadian Imperial Bank of Commerce

Bank of Montreal

ATB Financial

Business Development Bank of Canada

Wells Fargo Bank, N.A., Canadian Branch

United Overseas Bank Limited

ICICI Bank Canada

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TRANSFER AGENT

Odyssey Trust Company
Calgary, Alberta

TSX: BIR

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