

# **RANGE ENERGY RESOURCES INC.**

## **Management's Discussion & Analysis**

**Year ended December 31, 2016**

**789 West Pender Street, Suite 1128  
Vancouver, BC, Canada V6C 1H2  
Tel: 604 687-2038 Facsimile: 604 687-3141  
[range@rangeenergyresources.com](mailto:range@rangeenergyresources.com)**

Management's discussion and analysis ("MD&A") provides a review of the performance of Range Energy Resources Inc.'s ("Range" or the "Company") operations and has been prepared on the basis of available information up to April 25, 2017 and should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2016 and the related notes thereto, which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). The Company's reporting currency is Canadian dollars and all dollar amounts referred to in this discussion and analysis are expressed in Canadian dollars except where indicated otherwise.

Some of the statements made in this MD&A are forward-looking statements that are subject to risk factors set out in the cautionary note contained herein.

Range's common shares are listed on the Canadian Securities Exchange (the "CSE") trading symbol – RGO.

### **Caution on Forward-Looking Statements**

*The MD&A contains certain forward-looking statements concerning anticipated developments in Range's operation in future periods. Forward-looking statements are frequently, but not always identified by words such as "expects", "anticipates", "believes", "intends", "estimates", "potential", "possible" and similar expressions, or statements that events, conditions or results "will", "may", "could" or "should" occur or be achieved. The forward-looking statements are set forth principally under the heading "Outlook" in the MD&A and may include statements regarding exploration results and budgets, petroleum reserves estimates, work programs, capital expenditures, timelines, strategic plans, market price of oil or natural gas or other statements that are not statements of fact. Forward-looking statements are statements about the future and are inherently uncertain, and actual achievements of Range may differ materially from those reflected in forward-looking statements due to a variety of risks, uncertainties and other factors. Range's forward-looking statements are based on the beliefs, expectations and opinions of management on the date the statements are made, and Range does not assume any obligation to update forward-looking statements if circumstances or management's beliefs, expectations or opinions should change except as required by law. For the reasons set forth above, investors should not place undue reliance on forward-looking statements. Important factors that could cause actual results to differ materially from Range's expectations include uncertainties involved in disputes, arbitration and litigation, fluctuations in commodity prices and currency exchange rates; uncertainties relating to interpretation of drill results and the geology, continuity and estimation of reserves; uncertainty of estimates of capital and operating costs, recovery rates, production estimates and economic return; the need for cooperation of government agencies and native groups in the exploration and development of properties and the issuance of required permits; the need to obtain additional financing to develop properties and uncertainty as to the availability and terms of future financing; the possibility of delay in exploration or development programs or in construction projects and uncertainty in meeting anticipated program milestones; uncertainty as to timely availability of permits and other government approvals and other risks and uncertainties disclosed in other information released by Range from time to time and filed with the appropriate regulatory agencies.*

### **Corporate developments and outlook**

On January 19, 2016, the Company announced that it reached an agreement with Gas Plus Khalakan Limited ("GPK"), Black Gold Khalakan Limited ("Black Gold") and New Age Alzarooni 2 Limited ("NAAZ2") to settle all litigation over the Company's right to receive and disclose certain material information on petroleum operations at the Khalakan Block in the Kurdistan Region of Iraq. Under the agreement, these parties agreed to permanently settle and release all actions, claims and demands related to litigation regarding the release of information to the Company. In turn, GPK agreed to make periodic press releases regarding on-going petroleum operations at the Khalakan Block.

Since the Company, GPK, Black Gold, and NAAZ2 entered into this settlement agreement, GPK has made public disclosures regarding petroleum operations on the Khalakan Block. The Company in turn issued a press release following each such public disclosure in an effort to report these events to its shareholders. The Company expects GPK to continue to make these periodic public disclosures. A summary of these public disclosures is included under the heading "Khalakan Block, Kurdistan Region of Iraq" below.

## Private Placements

In July and August 2015, the Company completed non-brokered private placements totalling 24,345,500 units for gross proceeds of \$1,217,275. Each unit is comprised of one common share and one common share purchase warrant entitling the holder to acquire one additional share at \$0.05 per share up to July and August 2020, respectively.

On October 7, 2015, the Company closed the first tranche of the non-brokered private placement for a total of 29,750,000 units of the Company at a price of \$0.04 per unit for gross proceeds of \$1,190,000. Each unit consists of one common share and one transferrable share purchase warrant. Each warrant entitles the holder thereof to purchase one additional common share of the Company on or before October 7, 2020 at a price of \$0.05 per common share.

On October 30, 2015, the Company closed the second tranche of the non-brokered private placement for a total of 16,403,750 units of the Company at a price of \$0.04 per unit for gross proceeds of \$656,150. Each unit consists of one common share and one transferrable share purchase warrant. Each warrant entitles the holder thereof to purchase one additional common share of the Company on or before October 30, 2020 at a price of \$0.05 per common share.

On November 6, 2015, the Company closed the third tranche of the non-brokered private placement for a total of 10,727,500 units of the Company at a price of \$0.04 per unit for gross proceeds of \$429,100. Each unit consists of one common share and one transferrable share purchase warrant. Each warrant entitles the holder thereof to purchase one additional common share of the Company on or before November 6, 2020 at a price of \$0.05 per common share. The Company paid a finders' fee of \$5,000 and 125,000 finder's warrants. Each finders' warrant entitles the finder to purchase one common share of the Company on or before November 6, 2016 at a price of \$0.05 per common share. The finders' warrants were not exercised.

On December 18, 2015, the Company closed the first tranche of a non-brokered private placement of 14,840,375 units at \$0.04 per unit for gross proceeds of \$593,615. Each unit is comprised of one common share and one common share purchase warrant entitling the holder to acquire one additional common share of the Company on or before December 18, 2020 at a price of \$0.05 per common share.

On December 29, 2015, the Company closed the second tranche of a non-brokered private placement of 5,180,950 units at \$0.04 per unit for gross proceeds of \$207,238. Each unit is comprised of one common share and one common share purchase warrant entitling the holder to acquire one additional common share of the Company on or before December 29, 2020 at a price of \$0.05 per common share. The Company paid a finders' fee of \$2,000 and issued 50,000 finders' warrants. Each finder's warrant entitles the finder to purchase one common share of the Company on or before December 29, 2016 for \$0.05 per common share. The finders' warrants were not exercised.

On January 15, 2016, the Company closed the third tranche of the non-brokered private placement for a total of 41,375,000 units of the Company at a price of \$0.04 per unit for gross proceeds of \$1,655,000. Each unit consists of one common share and one transferrable share purchase warrant. Each warrant entitles the holder thereof to purchase one additional common share of the Company on or before January 15, 2021 at a price of \$0.05 per common share. The Company paid a finders' fee of \$4,000 and 100,000 finder's warrants. Each finders' warrant entitles the finder to purchase one common share of the Company on or before January 15, 2017 at a price of \$0.05 per common share. The finders' warrants were not exercised.

On February 19, 2016, the Company closed the first tranche of the non-brokered private placement for a total of 29,700,000 units of the Company at a price of \$0.035 per unit for gross proceeds of \$1,039,500. Each unit consists of one common share and one transferrable share purchase warrant. Each warrant entitles the holder thereof to purchase one additional common share of the Company on or before February 19, 2021 at a price of \$0.05 per common share.

On March 1, 2016, the Company closed the second tranche of the non-brokered private placement for a total of 6,247,908 units of the Company at a price of \$0.035 per unit for gross proceeds of \$218,677. Each unit consists of one common share and one transferrable share purchase warrant. Each warrant entitles the holder thereof to purchase one additional common share of the Company on or before March 1, 2021 at a price of \$0.05 per common share. The Company paid a finders' fee of \$2,625 and 75,000 finder's warrants. Each finders' warrant entitled the finder to purchase one common share of the Company on or before March 1, 2017 at a price of \$0.05 per common share. The finders' warrants were not exercised.

On March 14, 2016, the Company closed the third tranche of a non-brokered private placement for a total of 42,029,728 units of the Company at a price of \$0.035 per unit for gross proceeds of \$1,471,030. Each unit consists of one common share and one transferrable share purchase warrant. Each warrant entitles the holder thereof to purchase one additional common share of the Company on or before March 14, 2021 at a price of \$0.05 per common share.

On April 15, 2016, the Company closed the first tranche of a non-brokered private placement for a total of 18,836,000 units of the Company at a price of \$0.035 per unit for gross proceeds of \$659,260. Each unit consists of one common share and one transferrable share purchase warrant. Each warrant entitles the holder thereof to purchase one additional common share of the Company on or before April 15, 2021 at a price of \$0.05 per common share. The Company paid a finders' fee of \$10,500 and 300,000 finder's warrants. Each finder's warrant entitled the finder to purchase one common share of the Company on or before April 15, 2017 at a price of \$0.05 per common share. The finders' warrants were not exercised.

On May 20, 2016, the Company closed the second and final tranche of the non-brokered private placement for a total of 36,820,000 units of the Company at a price of \$0.035 per unit for gross proceeds of \$1,288,700. Each unit consists of one common share and one transferrable share purchase warrant. Each warrant entitles the holder thereof to purchase one additional common share of the Company on or before May 20, 2021 at a price of \$0.05 per common share.

Proceeds from each private placement have been and will be used to continue fulfilling the Company's exploration and development obligations on the Khalakan Block, evaluating new opportunities and for general corporate purposes.

## **Khalakan Block, Kurdistan Region of Iraq**

As at the date of this report, the Company's principal asset is an indirect investment in an oil and gas resource property referred to as the Khalakan Block which is domiciled in the Kurdistan Region of Iraq.

The Company owns 49.9% of the common shares of NAAZ2, a company domiciled in Jersey, Channel Islands. NAAZ2 owns 50% of the common shares of GPK, a company domiciled in Jersey, Channel Islands. New Age (African Global Energy) Limited ("New Age") owns the other 50% of the common shares of GPK. GPK holds an 80% interest in the Khalakan production sharing contract ("PSC") that governs exploration and production activities with respect to the Khalakan Block and the Kurdistan Regional Government of Iraq holds the remaining 20% interest. The Khalakan Block initially consisted of two concessions, Blocks 28 and 29 (sometimes referred to as Blocks 6 and 7) and comprised 624 square kilometers located in the central part of the Kurdistan Region of Iraq. Following the Kurdistan Regional Government's approval of a Field Development Plan under the PSC, the portion of the Khalakan Block not covered by this Field Development Plan was relinquished back to the government as required under the terms of the PSC. New Age is the current operator of the Khalakan Block under a Management Services Agreement.

Range and its Board of Directors (the "Board") have spent considerable time and effort to gain intelligence on the activity of the operator of the Khalakan Block. As previously reported, Range has received limited information from its joint venture partners regarding progress of the exploration and development activities on the Khalakan Block. In fact, Range commenced an arbitration proceeding against its joint venture partners in an effort to obtain more information on these development activities and to secure the right to disseminate the material information to its shareholders.

As described above, on January 19, 2016, the Company announced that it reached an agreement with GPK, Black Gold and NAAZ2 to settle all litigation over the Company's right to receive and disclose certain material information on petroleum operations at the Khalakan Block in the Kurdistan Region of Iraq. Under the agreement, these parties agreed to permanently settle and release all actions, claims and demands related to litigation regarding the release of information to the Company. In turn, GPK agreed to make periodic press releases regarding on-going petroleum operations at the Khalakan Block.

Since the Company, GPK, Black Gold, and NAAZ2 entered into this settlement agreement, GPK has made public disclosures regarding petroleum operations on the Khalakan Block. These disclosures include the following:

On September 1, 2015, GPK announced that it is about to commence development drilling to support Phase 1 of the approved Shewashan Field Development Plan and installation of an Early Production Facility with target production of 10,000 barrels of oil per day in 2016. This disclosure included additional important information regarding the performance of the Shewashan-1 well, Proved plus Probable Oil Reserves, and results from a 180 day production period. GPK's disclosure can be found here: <http://www.oilvoice.com/n/Gas-Plus-Khalakan-to-commence-development-drilling-at-Shewashan-oil-field-Kurdistan-Region-of-Iraq/08a264ccf64a.aspx>.

On October 8, 2015, GPK issued a press release stating that it spudded the Shewashan-2 development well on October 1, 2015 under Phase 1 of the approved Field Development Plan for the Shewashan oil field in the Kurdistan Region of Iraq. The press release says that Shewashan-2 is expected to reach a total depth of approximately 3000 metres in the Cretaceous Qamchuga reservoir and take 120 days to drill and complete. The press release concludes by saying that once finished the well will be put into production and contribute to the Phase 1 production target of 10,000 barrels of oil per day (bopd) in 2016. The press release can be found here: <http://www.newafricanglobalenergy.com/render.aspx?siteID=1&navIDs=1,122&Nid=101>.

On January 19, 2016, GPK issued an update on operations at the Khalakan Block, which can be found here: <http://www.newafricanglobalenergy.com/render.aspx?siteID=1&navIDs=1,122&Nid=103>.

The GPK operations update includes a detailed discussion on the following topics, amongst others:

- The technical geological characteristics of the oil discovery in the Cretaceous reservoirs,

- A summary of certain assumptions and calculations in the independent audit conducted by DeGoyler and MacNaughton, including a valuation summary, reserves and resources summaries, and estimated oil quantities for the Shiranish, Kometan, and Qamchuga productive zones in the Cretaceous reservoirs, and
- GPK's identification of the deeper and yet to be drilled Jurassic formation which may provide additional resources that are in addition to the Cretaceous discovery.

On April 5, 2016, GPK issued a statement regarding the successful testing and completion of the Shewashan-2 development well. In this statement, GPK stated that the deviated Shewashan-2 well was spudded on 1<sup>st</sup> October 2015 and drilled to a TD of 2768m MD in the Cretaceous Qamchuga reservoir at a gross cost of \$19.5m. According to GPK on open hole test from 2439m to 2768m, the well flowed with very low drawdown at a maximum rate of 4,400 barrels of oil per day (bopd) and with a BS&W of less than 1%. The oil flow is very high quality, light, 47° API oil, flowing from the Cretaceous fractured carbonate reservoirs (Shiranish, Kometan and Qamchuga). The press release can be found here: <http://www.oilvoice.com/n/Gas-Plus-Khalakan-completes-Shewashan2-development-well/e6ed510b3152.aspx>

On May 4, 2016, GPK issued an operations update regarding the Shewashan field. The GPK operations update provided details regarding key milestones that have successfully occurred as well as activities that are anticipated to occur over the near term, including the following:

- The Shewashan-2 development well commenced production at a rate of 4,000 bopd.
- The recompletion of the Shewashan-1 well is underway. The well recompletion will include a horizontal sidetrack designed to increase the likelihood of intersecting the Cretaceous Shiranish's natural fracture network when compared to the utilization of a vertical bore or a deviated well bore. GPK intends to test and complete the Shewashan-1 sidetrack in the second quarter of 2016.
- GPK intends to request in the second or third quarter of 2016 an updated reserve audit from its independent reserve auditor.
- Expenditures of US\$3.7 million were applied to the US\$77 million Phase 1 Development Plan budget in the first quarter of 2016.

The full text of the GPK Operations Update can be accessed here:

<http://www.newafricanglobalenergy.com/render.aspx?siteID=1&navIDs=1,122&NIid=105>

On August 15, 2016, GPK issued an operations update regarding the Shewashan field. The GPK Shewashan operations update provided details regarding key events and activities that have occurred as well as activities that are anticipated to occur over the near term, including:

- **Oil Production:** The Shewashan – 2 well continues to produce with a current rate of circa 4,000 bopd and the production from both wells is sold into the domestic refinery market via existing topside production facilities and tanker trucks. GPK anticipates total field production to reach the target 10,000 bopd early next year when Shewashan – 4 will come on stream.
- **Shewashan-1 Sidetrack:** The Shewashan – 1 Sidetrack well was successfully drilled and recompleted as a horizontal producing well in the Qamchuga formation. The well is currently producing approximately 500-700 bopd and the well completion may require further stimulation to reach expected predrill production estimates based upon the original Shewashan – 1 vertical well. The Shewashan – 1 vertical well bore remains a future candidate for additional horizontal sidetrack wells or a recompletion of the Shewashan – 1 Sidetrack horizontal sidetrack to further enhance the well's productive capacity.
- **Drilling Activity:** The Shewashan – 3 well has now spudded and this well will again target the productive Cretaceous formations as a vertical producer. The well is anticipated to be completed in Q4 2016 with an estimated budget of USD 16 million. The vertical Shewashan – 4 well is due to be drilled later this year to accelerate Phase 1 production in the Cretaceous and test the deeper unexplored Jurassic reservoirs.

The full text of GPK Operations Update can be accessed here: <http://www.oilvoice.com/n/Gas-Plus-Khalakan-provides-operational-update-on-Khalakan-block/90ff05a90c8f.aspx>

Other information that GPK has released to the public can be found here:  
<http://www.newafricanglobalenergy.com/Kurdistan>.

On November 10, 2016, GPK issued an operations update. The key events on which GPK reported include;

- **Shewashan-4 Spud:** The 4<sup>th</sup> Shewashan production well has been spud with dual targets including the existing productive zones in the Cretaceous and the unexplored and deeper Jurassic formation.
- **Shewashan-3 Drilling Continues:** The deviated well is drilling in the targeted Cretaceous reservoir with completion and production expected to occur before the end of the year.
- **Oil Production and Sales Continue:** Oil sales from the Shewashan-2 well have averaged 3,600 bopd in 2016 with deliveries to the KRG's Bazian refinery. Proceeds from oil sales have been received through the end of June.
- **Seismic Reprocessing:** GPK continues to reprocess and remap existing seismic data which is indicating further oil potential in the reservoir attic.
- **Revised Reserve Audit:** Reserve auditor DeGolyer & MacNaughton will revise the existing 2015 reserve report and is expecting the report to be published prior to year-end.

On February 2, 2017, GPK issued another operations update.

- **Shewashan-3 Commences Production:** The Shewashan-3 well reached total depth of 2874m MDBRT in December 2016 and was placed into production in late January 2017 at a rate of 2,600 bbl/d with a 24/64" choke, very low drawdown and no produced water. However, the well has now started to pull formation water and this is being investigated.
- **Shewashan-4 Drilling Progress:** The fourth Shewashan production well, Shewashan-4, was spud in November with dual targets including the existing productive zones in the Cretaceous and the explored and deeper Jurassic formations. Shewashan-4 is expected to reach total depth in late March 2017.

Range shareholders may review details of the November 10, 2016 and February 2, 2017 GPK Operations Updates here:  
[http://www.newafricanglobalenergy.com/Related\\_News](http://www.newafricanglobalenergy.com/Related_News)

## Outlook

Range continues to meet all its relevant obligations related to the Khalakan PSC and anticipates the Khalakan Block operator will complete the development schedule in a timely manner. The Company's interest in the Khalakan PSC relies on third parties to provide the Company with information related to meeting the requirements and obligations of the PSC. The Company's Shareholders Agreement for NAAZ2 provides the Company with limited rights and remedies to pursue specific information if a joint venture participant or other third party fails to provide this information when the Company requests it.

Because of the refusal of its joint venture participants to make available to the Company information on petroleum operations at the Khalakan Bloc, in 2012 the Company commenced an arbitration proceeding against NAAZ2 and Black Gold seeking to compel these parties to provide this information. The Company ultimately was successful in this arbitration, obtaining an arbitration award in May 2014. In this award, the arbitration tribunal awarded the Company orders and declarations which supported the Company's right to obtain material information as to its investments, and to use such material information (which the Company must otherwise hold confidential) to produce public summaries of the status of the work at the Khalakan Block as is necessary to comply with applicable securities laws. The arbitral tribunal also awarded the Company with 100% of its costs incurred in connection with the arbitration. In December 2014, an English court rejected appeals of the arbitration award brought by NAAZ2

and Black Gold. Before the Company could enforce the arbitration award, in January 2015, the Royal of Court of Jersey, at the request of GPK, issued an interim injunction that enjoined NAAZ2 from disclosing to the Company, as required under the arbitration award, certain confidential information regarding the Khalakan Block.

On September 1, 2015, the Company announced a temporary initial three month suspension agreement with GPK and NAAZ2 regarding the on-going litigation over the Company's right to receive and disclose certain material information on petroleum operations at the Khalakan Block in Kurdistan Region of Iraq.

On January 19, 2016, the Company announced that it reached an agreement with GPK, Black Gold and NAAZ2 to settle all litigation over the Company's right to receive and disclose certain material information on petroleum operations at the Khalakan Block in the Kurdistan Region of Iraq. Under the agreement, these parties agreed to permanently settle and release all actions, claims and demands related to litigation regarding the release of information to the Company. In turn, GPK agreed to make periodic press releases regarding on-going petroleum operations at the Khalakan Block.

Since the Company, GPK, Black Gold, and NAAZ2 entered into this settlement agreement, as summarized above GPK has made public disclosures regarding petroleum operations on the Khalakan Block. The Company expects GPK to continue to make these periodic public disclosures.

The Company continues to review other opportunities as they may arise but no agreements have been reached with any parties.

#### **Other**

On March 3, 2012, the Company entered into a Letter of Intent ("LOI") with Blackstairs Energy PLC ("Blackstairs") whereby the Company proposed to acquire 100% of the issued share capital of Blackstairs subject to a number of conditions set out in the LOI, including, satisfactory completion by the Company of its due diligence review of Blackstairs on or before April 30, 2012, entering into a Definitive Agreement and obtaining requisite regulatory and shareholders' approvals, if required. Under the terms of the LOI, the Company loaned Blackstairs CAD\$497,450 (US\$500,000) for working capital purposes. This loan was secured by the shares in Blackstairs held by certain shareholders. As the structure of a Definitive Agreement could not be agreed upon, the LOI was terminated on March 29, 2012 and as such, the loan was repayable within 180 days from April 30, 2012, bearing interest at the rate of US prime plus 1.5% per annum compounded monthly until repayment.

Blackstairs failed to repay the loan when due. The Company subsequently took the steps necessary to cause the pledged shares to be transferred to the Company and registered in the name of the Company on Blackstairs' share register.

By letter dated December 22, 2014, the Company was informed that Deloitte & Touche was appointed liquidator of Blackstairs. On December 21, 2015, the annual general meeting of Blackstairs's creditors was held. The Blackstairs liquidator disclosed at that meeting that the liquidation process is continuing.

On December 20, 2016, the liquidator's lawyer wrote a letter to the Company's lawyer stating that the liquidator concluded that Blackstairs's sale of its only asset—a production sharing contract with the government of Senegal—to New Horizon Oil and Gas Limited (trading a T5 Oil and Gas) and the consideration received for that sale represented the best price achievable for this asset. The letter also said that the liquidator has sought court relief under applicable law from its duties as liquidator.

The Company continues to consider what, if any, actions it may take to obtain recovery out of Blackstairs's assets of all or some portion of the outstanding principal of, and accrued and unpaid interest on, the loan.



## Selected Annual Financial Information

(Information extracted from the Company's audited consolidated financial statements)

### Selected Annual Consolidated Financial Information

(Expressed in Canadian Dollars)

	2016	2015	2014
	\$	\$	\$
Revenues	-	-	-
Net income (loss)	(479,972)	(1,308,561)	2,214,659
Earnings (loss) per share - basic and diluted	(0.00)	(0.00)	-
Cash dividends	-	-	-
Total assets	59,805,742	49,883,116	46,665,106
Long term liabilities	-	-	-
Shareholders' equity	55,252,677	49,417,607	46,319,270
Share capital	49,791,768	44,748,640	41,395,590
Warrants	9,035,374	7,763,507	8,388,744
Contributed surplus	12,624,680	12,624,633	10,945,548
Deficit	(16,199,145)	(15,719,173)	(14,410,612)
Accumulated other comprehensive income	-	-	-

## Financial Position

As at December 31, 2016, the Company had current assets of \$109,698 and current liabilities of \$4,553,065 compared to current assets of \$103,108 and current liabilities of \$465,509 as at December 31, 2015. At December 31, 2016, the Company had working capital deficiency of \$4,443,367 compared to a working capital deficiency of \$362,401 at December 31, 2015.

The Company had cash of \$63,096 at December 31, 2016 compared to \$66,815 at December 31, 2015. During the year ended December 31, 2016, the Company recorded cash outflows from operations of \$659,833 compared to cash inflows of \$2,165,864 in the comparable period of 2015. The difference is mainly due to the arbitration awards received during 2015.

Cash used in investing activities during 2016 includes \$9,916,146 (2015 - \$7,229,865) being cash called for its share of expenditures on the Khalakan Block.

During the year ended December 31, 2016, the Company raised total proceeds of \$6,332,167, net of share issue costs, from various non-brokered private placements closed during the year.

The Company recently entered into four separate loan agreements with Gulf LNG America, LLC (the "Lender"), which holds 71.02% of the Company's issued and outstanding common shares. These agreements are: (i) the loan agreement, dated June 21, 2016, between the Lender and the Issuer, as amended, under which the Company borrowed US\$700,000; (ii) the second loan agreement, dated July 26, 2016, between the Lender and the Company, as amended, under which the Company borrowed US\$713,570; (iii) the third loan agreement, dated September 9, 2016, between the Lender and the Company under which the Company borrowed US\$1,007,980.00; and (iv) the fourth loan agreement, dated November 23, 2016, between the Lender and the Company under which the Company borrowed US\$820,000.00. Each loan is unsecured and was interest bearing at a rate of 7% per annum. The Company incurred each loan to provide the funds necessary to fulfill its obligations with respect to the development of the Khalakan Block and to provide the Company with general working capital. The Company was required to repay the outstanding principal amount of each of the loans and all accrued and unpaid interest on the first three loans by September 26, 2016 and the fourth loan by December 23, 2016 (each such date a "Maturity Date"). The Company was unable to repay any of the loans by the applicable Maturity Date. As a result, the Company was in default under each loan agreement and the overdue amount of the each loan beared interest at 9% per annum from the date of such non-payment, until such amount is paid in full.

## Results of Operations

(Information extracted from the Company's audited consolidated financial statements)

	For the years ended December 31,	
	2016	2015
<b>Expenses</b>		
Audit and related fees	33,425	26,185
Consulting	78,394	97,446
Depreciation	110	158
Directors fees	-	66,922
General and administrative	90,367	77,220
Interest on loan payable	115,546	-
Legal fees	20,557	826,886
Management fees	115,474	110,171
Share-based compensation	-	126,498
Transfer agent and filing fees	21,277	21,280
Travel and promotion	-	7,060
Loss before the following	(475,150)	(1,359,826)
Foreign exchange gain	(4,822)	56,152
Impairment of amounts receivable	-	(4,887)
<b>Net income (loss) and comprehensive income (loss) for year</b>	<b>\$ (479,972)</b>	<b>\$ (1,308,561)</b>
<b>Earnings (loss) per share</b>	<b>\$ (0.00)</b>	<b>\$ (0.00)</b>
<b>Weighted average number of common shares - basic and diluted</b>	<b>821,488,037</b>	<b>602,488,003</b>

### Net loss

The Company reported a net loss of \$479,972 (\$0.00 per share) for the year ended December 31, 2016 as compared to a net loss of \$1,308,561 (\$0.00 per share) for 2015. Included in the prior year's results are legal fees related to legal proceedings arising out of the arbitration award, stock-based compensation of \$126,498 related to stock options granted in 2015, and foreign exchange gain of \$56,152 related to the arbitration awards received in US Dollars. Also, the Company stopped accruing directors fees to its directors in 2016. There were no other significant changes in operating results for 2016 compared to 2015.

## Expenses

Operating expenses for 2016 totalled \$475,150 compared to 2015 expenses of \$1,360,126, representing a decrease of \$884,976. The significant factors that contributed to the variances, other than those already discussed above, are discussed below.

General and administrative expenses totalled \$90,367 for 2016 compared to \$77,220 for 2015 representing an increase of \$13,147. Included in this category are bank fees, communications lines (telephone, facsimile and internet), delivery, office supplies, printing, insurance and rent.

Legal fees for 2016 totalled \$20,557 compared to \$826,886 for 2015. In 2015, the Company incurred higher legal fees in connection with legal proceedings arising out of the arbitration award.

During the period ending December 31, 2016, the Company received \$4,257,218 in loans from Gulf LNG America LLC, which holds 71.02% of the Company's issued and outstanding common shares, and accrued interest expense on these loans of \$115,546.

Effective August 31, 2015, the Board of Directors approved to cancel directors fees. Directors receive only stock options as compensation.

*(Three month period ended December 31, 2016 (Q4-2016) compared with three month period ended December 31, 2015 (Q4-2015))*

	Q4-2016	Q4-2015
<b>Expenses</b>		
Audit and related fees (recovery)	\$ 23,500	\$ 25,250
Consulting	6,146	20,984
Depreciation	28	40
Directors fees	-	-
General and administrative	16,818	19,212
Interest on loan payable	75,929	-
Legal fees	4,011	98,404
Management fees	28,418	28,822
Stock-based compensation	-	403
Transfer agent and filing fees	2,888	5,508
Travel and promotion	-	-
Loss before the following	(157,738)	(198,623)
Foreign exchange gain or (loss)	(552)	(98,054)
Write-down of amounts receivable	-	-
<b>Net loss and comprehensive loss for period</b>	<b>\$ (158,290)</b>	<b>\$ (296,677)</b>
<b>Loss per share - basic and diluted</b>	<b>\$ (0.00)</b>	<b>\$ (0.00)</b>
<b>Weighted average number of shares - basic and diluted</b>	<b>856,225,977</b>	<b>651,300,697</b>

The Company reported a net loss of \$158,290 (\$0.00 per share) for Q4-2016 as compared to a net loss of \$296,677 (\$0.00 per share) for 2015. The fluctuations in the line item amounts are due to the same factors discussed above for the annual figures.

## Summary of Quarterly Results

The following table summarizes quarterly results for the past eight quarters:

Quarter Ended	Net revenues	Net income (loss)*	Loss per share basic	Loss per share diluted
	\$'s	\$'s	\$'s	\$'s
31-Dec-16	-	(158,290)	(0.00)	(0.00)
30-Sep-16	-	(86,255)	(0.00)	(0.00)
30-Jun-16	-	(95,862)	(0.00)	(0.00)
31-Mar-16	-	(139,565)	(0.00)	(0.00)
31-Dec-15	-	(296,677)	(0.00)	(0.00)
30-Sep-15	-	(525,288)	(0.00)	(0.00)
30-Jun-15	-	(382,053)	(0.00)	(0.00)
31-Mar-15	-	(104,545)	(0.00)	(0.00)

\* Values may not add to reported amount for the years then ended due to rounding

There are no meaningful trends evident from analysis of the summary of quarterly financial information over the last eight quarters. Factors that can cause fluctuations in the Company's quarterly results are the timing of stock option grants, exploration property impairments, sales of available-for-sale investments and other legal matters.

## Liquidity and Capital Resources

On July 14, 2015 and August 20, 2015, the Company issued a total of 24,345,500 common shares for gross proceeds of \$1,217,274.

On October 7, 2015, October 30, 2015 and November 6, 2015, the Company issued a total of 56,881,250 common shares for gross proceeds of \$2,275,250.

On December 18, 2015, December 29, 2015 and January 15, 2016, the Company issued a total of 61,396,325 common shares for gross proceeds of \$2,455,853.

On February 19, 2016, March 1, 2016 and March 14, 2016, the Company issued a total of 77,977,636 common shares for gross proceeds of \$2,729,207.

On April 15, 2016 and May 20, 2016, the Company issued a total of 55,656,000 common shares for gross proceeds of \$1,947,960.

In June, July, September and November 2016, the Company received loans of \$907,305, \$943,696 and \$1,303,809, \$1,102,408 respectively, from Gulf LNG America LLC, which holds 71.02% of the Company's issued and outstanding common shares. Each of the loans bears interest of 7% per annum. The loans are unsecured. The first three loans were due on September 26, 2016 and the fourth loan was due on December 23, 2016. The Company failed to repay the loans and was in default. The overdue amount of the loans was bearing interest following the default at 9% per annum from the date of such non-repayment until such amount is paid in full. During the year ended December 31, 2016, the Company accrued interest in the amount of \$115,546 related to these loans.

Cash on hand at December 31, 2016 is not adequate to meet requirements for fiscal 2017 based on the Company's current budgeted expenditures for operations and exploration. There is material uncertainty related to these conditions that may cast significant doubt on the Company's ability to continue as a going concern and, therefore, to realize its assets and discharge its liabilities in the normal course of business. To meet working capital requirements, the Company will have to access financial resources through equity placements in the junior resource market or by incurring debt, procuring industry partners for its primary exploration project and/or selling its project in exchange for equity/cash. However, there can be no assurance that the Company will have access in the future to these financial resources.

Subsequent to December 31, 2016, the Company received additional unsecured loans in the amount of \$1,175,512 from Gulf LNG America LLC and \$140,000 from Harrington Global Opportunities Fund S.A.R.L. ("Harrington Global"), both significant shareholders of the Company. The loans were interest bearing at a rate of 7% per annum and were due on February 11, 2017.

On February 14, 2017, the Company entered into an amendment and restatement agreement with Gulf LNG America LLC and Harrington Global in which all existing loans were replaced by secured convertible promissory notes having a principal amount equal to the outstanding principal and interest outstanding in respect of the short term loans described above. The promissory notes matures on February 14, 2018, accrues interest at the rate of 10% per annum, and is convertible into common shares of the Company at \$0.02 per share.

In February and March 2017, the Company received additional secured convertible loan of \$3,327,349 from Gulf LNG America LLC and \$160,000 from Harrington Global. These secure convertible loans are due within one year and the rate of interest is 10% per annum. All or any portion of the principal amount, accrued interest and fees outstanding under the notes is convertible into common shares of the Company at any time before the maturity date, at a conversion price per share set out in the notes, subject to adjustment upon certain events occurring.

### **Capital Resources**

The Company has been successful in meeting its exploration capital requirements through the completion of equity placements and the recent incurrence of debt. Range may be impacted by any potential downward trend in market conditions. Trends affecting Range's liquidity are dictated by the demands on financial resources created by the advancing nature of the Company's current exploration assets and the Company's ability to access the financial resources required to meet these demands. As the exploration properties advance through exploration, they typically require more capital-intensive programs that apply pressure to the Company's financial resources. Additional planned exploration programs on the non-producing leaseholds or other areas of interest will result in a steady drain to the Company's liquidity.

In acquiring the required capital to pursue the Company's business plan, the Company anticipates that capital will be generated from a combination of accessing equity markets, incurring debt, procuring industry partners for its primary exploration assets or sale of exploration assets for equity positions or cash.

Trends that affect the market generally, and the perception of Range within the marketplace, can affect the Company's ability to access capital in both a positive and negative way. Trends in this general market are defined by fluctuations in the global economy and the demand for petroleum or natural gas and commodity prices. Trends in the perception of Range in the resource marketplace will be affected by general trends in the resource equity markets, the Company's performance in creating shareholder value and in demonstrating the ability to manage the Company's affairs and achieve mandated objectives.

Uncertainty is a prevalent element in exploration for petroleum resources and therefore can, on occasion, impede the Company's ability to meet its financial requirements and result in an inability to advance exploration assets and meet objectives in a timely manner.

As of December 31, 2016, the Company has no long-term debt. However, the Company was, as of December 31, 2016 in default under four, short term debt arrangements. This debt was replaced by convertible debentures subsequent to the year end.

As of December 31, 2016, the Company has no long-term contractual agreements to acquire properties.

## **Transactions with Related Parties**

In the normal course of business, Range has had transactions with individuals and companies considered related parties. Related party transactions involve normal commercial compensation for services rendered by senior management, officers, directors or insiders of the Company and by companies with which they are associated as owners, contractors or employees. As described above, the Company received four unsecured loans in the aggregate principal amount of \$4,257,218 from a related party Gulf LNG America LLC, which holds 71.02% of the Company's issued and outstanding common shares ("Gulf"). Each of the four loans was interest bearing at a rate of 7% per annum. Per the amended agreements, the first three loans, together with all accrued and unpaid interest, were due on September 26, 2016. Per the original agreement, the fourth loan, together with all accrued and unpaid interest, was due on December 23, 2016. The Company was unable to repay any of the loans by their respective due dates. As a result, the Company was, as of December 31, 2016, in default on each loan and the overdue amount of the each accrued interest at 9% per annum from the date of such non-payment, until such amount was paid in full. During the year ended December 31, 2016, the Company accrued interest expense of \$115,546 related to these loans.

The management functions of the Company are performed by our directors and senior officers and we have no management agreements or arrangements under which such management functions are performed by persons other than the directors and senior officers of the Company other than the contract described below. The Board has approved this contract having taken into consideration the level of service provided and compensation offered by companies comparable to the Company in terms of size, assets and stage of development. The Board is satisfied that the level of compensation continues to be competitive with that of comparable companies.

Pender Street Corporate Consulting Ltd. ("Pender") is an entity solely owned by Mr. Eugene Beukman. On January 1, 2012, Range entered into a service agreement with Pender to provide management and administrative services for a 12 month period for a fee of \$3,500 (increased to \$8,500 on September 1, 2012) per month plus GST and reimbursement of out-of-pockets costs. Mr. Eugene Beukman is the Chief Financial Officer of Range. During the year ended December 31, 2016, Pender charged fees of \$118,099 for services rendered.

Effective August 31, 2015, the Board of Directors approved to cancel directors fees.

## **Proposed Transactions**

As at December 31, 2016, Range does not have any proposed material transactions.

## **Critical Accounting Estimates**

The significant accounting policies used by Range are disclosed in note 3 to the audited consolidated financial statements for the year ended December 31, 2016. Certain accounting policies require that management make appropriate decisions with respect to the formulation of estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. Management reviews its estimates on a regular basis. The emergence of new information and changed circumstances may result in actual results or changes to estimated amounts that differ materially from current estimates. The following discussion helps to assess the critical accounting policies and practises of the Company and the likelihood of materially different results being reported.

## **Share-Based Compensation and Warrants**

Compensation expense for options and warrants granted is determined based on estimated fair values of the options and warrants at the time of grant, the cost of which is recognized over the vesting period of the respective options and grants. The key parameters impacting the calculation of fair value of options and warrants are the share volatility and the expected life.

## **Income taxes**

The determination of income and other tax liabilities requires interpretation of complex laws and regulations. All tax filings are subject to audit and potential reassessment after the lapse of considerable time. Accordingly, the actual income tax liability may differ significantly from that estimated and recorded by management.

## **Financial Instruments**

### **Designation and Fair Value**

Range classified its cash as financial assets held-for-trading. Loan receivable is classified as loans and receivables. Accounts payable are classified as other liabilities. At December 31, 2016 and 2015, there were no significant differences between the carrying amounts of the financial instruments reported on the balance sheet and their estimated fair values due primarily to the short-term maturity of the financial instruments.

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

Currently, the certification required by the Company's certifying officers under National Instrument 52-109 Certificate of Disclosure in Issuers' Annual and Interim Filings (NI 52-109F), the Venture Issuer Basic Certificate, does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in NI 52-109. This includes:

- i. Controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and,
- ii. A process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they make in the certificate.

Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

### **Additional Disclosure for Venture Issuers without Significant Revenues**

Refer to elsewhere in the MD&A or the Company's consolidated financial statements for capitalized or expensed exploration and development costs, general and administrative expenses and other material costs. Additional information relating to the Company is on SEDAR [www.sedar.com](http://www.sedar.com).

## **Share Data**

The share capital of the Company consists of an unlimited number of common shares without par value and an unlimited number of preferred shares, issuable in series, the rights and restrictions of which may be set by the Company's directors.

As at the date of this report, Range had 856,225,977 common shares issued, 523,048,137 warrants and 10,250,000 options issued and outstanding.

## **Risks and Uncertainties**

Companies in the oil and gas exploration and development industry sectors are subject to many and varied kinds of risks, including but not limited to various technical risks including geological and engineering risks, and environmental, commodity price, political and economic risks.

### *Financial Capability and Additional Financing*

The Company relies on equity and debt financings to fund its activities. While it has been successful in raising funds in the past, there is no assurance that adequate funds will be available in the future. The Company has cash of \$63,096 and working capital deficiency of \$4,443,367 at December 31, 2016. Based on current budgeted expenditures for operations and exploration, cash on hand at December 31, 2016 is not adequate to meet capital requirements for fiscal 2017. There is a material uncertainty related to these conditions that may cast significant doubt on the Company's ability to continue as a going concern and, therefore, to realize its assets and discharge its liabilities in the normal course of business. To meet working capital requirements, the Company will have to access financial resources through equity placements in the junior resource market or by incurring debt, procuring industry partners for its primary exploration projects and/or selling its projects in exchange for equity/cash. However, there can be no assurance that the Company will have access in the future to these financial resources.

The Company's failure to obtain additional funding to meet its funding obligations could result in the Company's forfeiture, or forced sale at a discount, of its interest in the Khalakan Block. Additionally, if a joint venture participant in the Khalakan Block fails to meet its obligation to fund certain cash calls and the Company or another entity does not fund that cash call, the PSC could be terminated or the Company could be required to forfeit, or sell at a discount, its interest in the Khalakan Block.

A discussion of risk factors particular to the financial instruments is presented in note 13 of the audited consolidated financial statements for the year ended December 31, 2016.

### *Exploration Risk*

The Company has no significant source of operating cash flow and no revenues from operations. The Company's primary asset is a 24.95% indirect interest in GPK, which holds an 80% interest in the Khalakan PSC. The Company's ability to direct the management of NAAZ2 and GPK is extremely limited. The Company has no oil and gas interests that are economically viable. The Company has limited financial resources. Substantial expenditures are required to be made by the Company to establish commercial viability of the current projects in which it has an interest. The Company has limited access to information on the current state of exploration and development of the Khalakan Block.

GPK, the operator of the Khalakan Block, recently declared the Shewashan light oil discovery located on the block to be a commercial discovery under the terms of the Khalakan PSC. GPK has obtained approval from the Kurdistan Regional Government of a Field Development Plan for the development of the Shewashan discovery. This development plan is likely to require GPK to spend significant amounts of capital toward the development of the Shewashan discovery. The Company will be responsible for 24.95% of these development costs to the extent that GPK requests its shareholders to fund these costs. However, the Company will have limited or no control over how GPK implements any such development plan.

Oil and gas development and production activities are subject to a high degree of risk—both operational and political—and requires significant financial resources. The Company will therefore require additional financing to carry on its business, and such financing may not be available when it is needed. It is uncertain as to the quantities of commercial grade oil and gas (if any) that may be developed and produced from the Khalakan Block and whether or when the Company could receive proceeds from the sale of any such oil or gas.



### *Environmental Risk*

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous material and other matters. Environmental hazards may exist on the properties on which the Company is seeking an interest, which are unknown to the Company at present and which may have been caused by previous or existing owners or operators of the properties. The Company may become liable for such environmental hazards caused by previous owners and operators of the properties even where it has attempted to contractually limit its liability. Government approvals and permits are currently, and may in the future, be required and obtained in connection with the Company's operations.

### *Political Policy Risk*

All of the Company's oil and gas property interests are located in Kurdistan. As such, the Company's oil and gas property interests are subject to political, economic, and other uncertainties, including, but not limited to, the uncertainty of negotiating with foreign governments, expropriation of property without fair compensation, adverse determination or rulings by governmental authorities, adverse actions by governmental authorities, changes in energy policies or in the personnel administering them, nationalization, currency fluctuations and devaluations, disputes between various levels of authorities, arbitrating and enforcing claims against entities that may claim sovereignty, authorities claiming jurisdiction, potential implementation of exchange controls and royalty and government take increases and other risks arising out of foreign governmental sovereignty over the areas in which the Company's oil and gas property interests are located, as well as risks of loss due to civil strife, acts of war, guerrilla activities, and insurrections. The Company's oil and gas property interests may be adversely affected by changes in government policies and legislation or social instability and other factors which are not within the control of the Company including, among other things, adverse legislation in Iraq and/or Kurdistan, a change in crude oil or natural gas pricing policy, the risks of war, terrorism, abduction, expropriation, nationalization, renegotiation or nullification of existing concessions and contracts, taxation policies, economic sanctions, the imposition of specific drilling obligations, and the development and abandonment of fields.

The political and security situation in Iraq (outside Kurdistan) is unsettled and volatile. Kurdistan is the only region that is constitutionally established pursuant to the Iraq Constitution. The political issues of federalism and the autonomy of Regions in Iraq are matters about which there are major differences between the various political factions in Iraq. These differences could adversely impact the PSC and the Company's interest in Kurdistan.

No federal Iraq legislation has yet been agreed to or enacted by the Iraq Council of Ministers (Cabinet) and Council of Representatives (Parliament) to address the future organization of Iraq's petroleum industry or the sharing of petroleum and other revenues with Iraq. Failure to enact legislation or the enactment of federal legislation contradictory to Kurdistan legislation could materially adversely impact the PSC and the Company's interest in Kurdistan.

Forces aligned with the Islamic State of Iraq and al-Sham (ISIS) have commenced large-scale military type operations in significant portions of northern and western Iraq. While counter-operations have been launched by the anti-IS coalition, it remains unclear the effect these events will have on the Kurdistan Region of Iraq generally and the exploration, development, and production industry in Kurdistan Region of Iraq specifically. While the Khalakan Block is located in the north east of the Kurdistan Region of Iraq, the Company is not able to predict whether recent hostilities involving ISIS near Mosul, Tikrit and western Iraq will adversely impact activities on the Khalakan Block.