

**Loon Energy Corporation**  
**Management's Discussion and Analysis**  
**For the three and nine month periods ended September 30, 2016 and 2015**  
**(US\$, unless otherwise stated)**

This Management's Discussion and Analysis ("MD&A") document dated November 23, 2016 is provided by the management of Loon Energy Corporation ("Loon" or "Company") and should be read in conjunction with the unaudited condensed consolidated interim financial statements for the three and nine month periods ended September 30, 2016 and 2015, the audited consolidated financial statements for the years ended December 31, 2015 and December 31, 2014 and the 2015 annual MD&A.

### **Basis of Presentation**

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This MD&A is prepared using United States dollars ("US Dollars") which is the reporting currency of the Company. The condensed consolidated interim financial statements for the three and nine month periods ended September 30, 2016 are prepared in accordance with IAS 34 Interim Financial Reporting and do not include all of the information required for full annual financial statements.

In accordance with National Instrument 51-102 released by the Canadian Securities Administrators, the Company confirms that its auditors have not reviewed the condensed consolidated interim financial statements for the three and nine month periods ended September 30, 2016.

### **Overview**

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Loon Energy Corporation is an international oil and gas exploration and development company with management offices in Calgary, Alberta, Canada and in Dubai, United Arab Emirates. Loon was incorporated pursuant to the provisions of the Business Corporation Act (Alberta) ("ABCA") on October 30, 2008 to receive certain of the oil and gas assets of Loon Energy Inc. ("Loon Energy") in accordance with a Plan of Arrangement ("Arrangement") under the ABCA. Pursuant to the Arrangement, the assets of Loon Energy in Colombia and Peru were transferred to Loon, each Loon Energy shareholder received one common share of Loon for each Loon Energy share held, the common shares of Loon were listed on the TSX Venture Exchange under the symbol LNE and Loon received \$3.15 million of cash. The implementation of the Arrangement on December 10, 2008 also resulted in Loon Energy changing its name to Kulczyk Oil Ventures Inc. ("Kulczyk Oil"). Effective June 24, 2013, Kulczyk Oil changed its name to Serinus Energy Inc. ("Serinus").

### **Operations Overview**

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Loon acquired interests in certain South American oil and gas assets in December 2008 from Serinus in accordance with a legal Plan of Arrangement under the ABCA. These oil and gas assets included interests in properties in Colombia obtained by way of farm-out agreements, and an interest in a block of exploration lands in Peru. The Company and its partner relinquished the block in Peru after the completion of a seismic program, and while Loon retains a minority interest in one Association Contract in Colombia, no further operations on the property are presently anticipated. In 2013, the Company submitted bids on exploration and development properties in Guatemala, however it elected to not proceed with further operations when only one such bid was successful. In August 2016, the successful windup of Loon's subsidiary in Colombia was completed. The Peru subsidiary was successfully wound-up in April 2016, and the successful wind-up of its Guatemala subsidiary was completed in July 2015.

### **Colombia**

#### Buganviles Association Contract

Through a farm-in agreement, the Company earned a 20% non-operated participating interest in a 60,817 hectare block of land covered by the Buganviles Association Contract between Holywell Resources S.A. and Empresa Colombiana de Petróleos ("Ecopetrol"), the Colombian national oil company. The Company's interest was reduced to a 10% net working interest after a farm-out agreement in 2010 with Petrodorado South America S.A. ("Petrodorado") under the terms of which Petrodorado paid the Company's share of costs to drill and complete two wells. The Buganviles Association Contract lands are located in the Upper Magdalena Valley area of central Colombia. The Company has fulfilled its required work commitments with respect to this contract area. The only producing well on this property, the Delta-1 well, did not produce commercial volumes of oil or gas in 2016 or 2015 and remains suspended as of September 30, 2016. The operator has



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proposed a plan to abandon all remaining wells within the Bugarvile Association Contract. However, as of November 23, 2016, the joint venture partners have not accepted or agreed to such proposal.

The Company received cash calls from the Operator in 2010 to fund the drilling and completion of two Bugarviles wells. Upon the execution of the Petrodorado farm-out agreement in September 2010, these cash call amounts became payable by Petrodorado, and to date, Petrodorado has paid a total of \$2 million under the farm-out agreement. Unpaid cash calls in the aggregate amount of \$232,708 to fund the remaining costs of drilling of these two wells remain outstanding, and form a portion of both the accounts receivable from Petrodorado under the terms of the farm-out agreement and accounts payable to the Operator. As at December 31, 2015, and September 30, 2016, the Company has a bad debt allowance of \$232,708 against the entire receivable from Petrodorado because of the uncertainty of collection. As at December 31, 2015 and September 30, 2016, the Company's payable to the Operator remains recorded at \$400,152, however, the Company is not in agreement with this amount, and questions the validity of the claim.

The Company has recorded a decommissioning provision resulting from its working interest ownership in petroleum and natural gas properties in Colombia, including well sites, gathering systems and processing facilities. The Company's estimate of the total undiscounted cash flows required to settle the obligations is \$212,920 (December 31, 2015 - \$212,920) which are expected to be settled in the next 12 to 24 months.

The Company does not currently have any definitive plans to return to the drilling program or further develop the concession.

In August 2016, Loon Colombia was successfully wound-up and deregistered as a Bermuda company, however the Company's ownership interest in the Bugarvile Association Contract remains and is held within another wholly-owned subsidiary.

### **Peru**

The Company, through its wholly-owned subsidiary, Loon Peru Limited ("**Loon Peru**"), had an exploration license contract with PERUPETRO S.A granting Loon Peru the right to explore for and produce hydrocarbons from Block 127 in the Marañon Basin area of northeast Peru.

In 2010, the Operator, Compañía Española de Petróleos, S.A. ("**CEPSA**"), and Loon Peru decided to not enter into the second exploration phase and withdraw from Block 127. All petroleum and natural gas property expenditures related to Block 127 were fully written off in 2010. During 2014, the Company received confirmation from CEPSA that Loon Peru has no outstanding liabilities or further obligations arising from its former property in Peru, including additional abandonment and/or reclamation activities. All costs related to the Company's property in Peru had been written-off in previous periods.

On April 14, 2016, Loon Peru was successfully wound-up and deregistered as a company.

### **Guatemala**

During 2013, the Company incorporated a new indirect wholly-owned entity, Loon Petroleo Limited ("**Loon Petroleo**") for the purpose of establishing a branch in Guatemala through which separate bids were submitted for three exploration blocks located in Guatemala. Loon Petroleo was successfully wound-up in July 2015.

### **Significant factors affecting Company's results of operations**

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The Company has not conducted any active oil and gas operations during 2016 or 2015, though the Company continues to pursue and evaluate future exploration and development opportunities in the international oil and gas arena.

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**Selected annual information**

**Working capital deficiency**

	As at September 30, 2016	As at December 31, 2015
Current assets	\$ 30,355	\$ 36,754
Current liabilities	(648,393)	(576,690)
	<u>\$ (618,083)</u>	<u>\$ (539,936)</u>

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Expenses				
General and administrative	\$ (23,114)	\$ (17,341)	\$ (60,420)	\$ (67,787)
Finance costs				
Accretion	-	(1,015)	-	(3,045)
Interest expense	(6,297)	(4,537)	(17,242)	(9,110)
Foreign exchange gain/(loss)	49	1,757	(440)	2,563
	<u>(6,248)</u>	<u>(3,795)</u>	<u>(17,682)</u>	<u>(9,592)</u>
Loss before tax	(29,362)	(21,136)	(78,102)	(77,379)
Current tax recovery	-	5,852	-	5,852
Net loss and comprehensive loss	<u>(29,362)</u>	<u>(15,284)</u>	<u>(78,102)</u>	<u>(71,527)</u>
Net loss per share (basic and diluted)	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>

The following table summarizes the weighted average number of common shares used in calculating the net loss per share.

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Net loss attributable to shareholders	\$ (29,362)	\$ (15,284)	\$ (78,102)	\$ (71,527)
Weighted average number of shares outstanding	<i>19,949,136</i>	<i>19,949,136</i>	<i>19,949,136</i>	<i>19,949,136</i>
Loss per share - Basic and diluted	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>

**General and Administrative Expenses**

General and administrative expenses for the three and nine month periods ended September 30, 2016 were \$23,114 and \$60,420 compared to \$17,341 and \$67,787 for the comparative periods ended September 30, 2015. Lower general and administrative expenses in 2016 were attributable to decreased advisory costs as the Company continues to legally wind-up its operating subsidiaries.

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Advisory costs	\$ 11,960	\$ 7,233	\$ 34,556	\$ 34,035
Other administration costs	11,154	10,108	25,864	16,411
	<u>\$ 23,113</u>	<u>\$ 17,341</u>	<u>\$ 60,420</u>	<u>\$ 50,446</u>



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**Interest expense**

Interest expense for the three and nine month periods ended September 30, 2016 was \$6,297 and \$17,242 compared to \$4,537 and \$9,110 for the comparative period ended September 30, 2015. Higher interest expense in 2016 is attributable to increased debt outstanding and the impact of compounding interest.

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Interest expense	\$ 6,297	\$ 4,537	\$ 17,242	\$ 9,110

**Decommissioning obligation**

Accretion expense for the three and nine month periods ended September 30, 2016 was \$nil and \$nil compared to \$1,015 and \$3,045 for the comparative period ended September 30, 2015. As at December 31, 2015, the decommissioning obligation for the remaining Colombian properties had been fully accreted and no further expense will be recognized. The settlement of decommissioning liabilities is expected to occur in the next 12 to 24 months.

**Summary of Quarterly Data**

The following tables set forth selected quarterly financial information for the most recent eight financial quarters.

	Q3 2016	Q2 2016	Q1 2016	Q4 2015
Net loss	\$ (29,362)	\$ (25,124)	\$ (23,616)	\$ (27,310)
Per share - basic and diluted	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.01)
General and administrative	\$ 23,114	\$ 19,369	\$ 17,937	\$ 21,812
Advisory costs	11,960	11,891	10,705	18,436
Other administrative costs	11,154	7,478	7,232	3,376
Accretion	\$ -	\$ -	\$ -	\$ 303
Interest expense	\$ 6,297	\$ 5,545	\$ 5,400	\$ 4,537
Foreign exchange loss (gain)	\$ (49)	\$ 210	\$ 279	\$ 658
Working capital deficiency	\$ (618,083)	\$ (588,676)	\$ (563,552)	\$ (539,936)
	Q3 2015	Q2 2015	Q1 2015	Q4 2014
Net loss	\$ (15,284)	\$ (39,707)	\$ (16,536)	\$ (270,161)
Per share - basic and diluted	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.01)
General and administrative	\$ 17,341	\$ 34,650	\$ 15,796	\$ 36,586
Advisory costs	7,233	26,253	7,782	23,996
Other administrative costs	10,108	8,397	8,014	12,590
Accretion	\$ 1,015	\$ 1,015	\$ 1,015	\$ 941
Bad debt expense	\$ -	\$ -	\$ -	\$ 232,708
Interest expense	\$ 4,537	\$ 2,962	\$ 1,611	\$ 132
Foreign exchange loss (gain)	\$ (1,757)	\$ 1,080	\$ (1,886)	\$ (206)
Income tax recovery	\$ (5,852)	\$ -	\$ -	\$ -
Working capital (deficiency)	\$ (512,929)	\$ (498,660)	\$ (459,968)	\$ (444,447)



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**Share Data**

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The Company is authorized to issue an unlimited number of common shares and an unlimited number of preferred shares. There were no changes during the period to the number of issued common shares nor to their stated value. There are no preferred shares outstanding.

The following table summarizes information about the options outstanding as at September 30, 2016:

	<b>Options Outstanding</b>	<b>Weighted Average Exercise Price</b>	<b>Weighted Average Contractual Life (years)</b>
Balance outstanding, December 31, 2015	254,000	\$ 0.10	1.7
Balance outstanding, September 30, 2016	254,000	\$ 0.10	1.2
Exercisable at September 30, 2016	254,000	\$ 0.10	1.2

There have been no changes in the number of shares or share purchase options outstanding between September 30, 2016 and November 23, 2016.

**Related Party Transactions**

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The Company and Serinus are related as they have the same principal shareholder with significant influence over both companies.

The Company has no employees, and certain management and administrative services were provided by the management and staff of Serinus pursuant to a services agreement. Administrative costs incurred by Serinus for the benefit of the Company were charged to the Company based on specific identification and an allocation of administrative costs that related to both Serinus and the Company. The service agreement was terminated, effective September 1, 2016. For the three and nine month periods ended September 30, 2016, these fees totaled \$1,526 and \$6,020 (2015 - \$2,282 and \$7,144).

Effective September 1, 2016, the Company entered into an agreement to rent office space from Serinus at a rate of \$763 (\$1,000 CAD) per month. The agreement may be terminated by either party by giving one month's notice. For the three and nine month periods ended September 30, 2016, rental fees totaled \$763 and \$763 (2015- \$nil and \$nil).

At September 30, 2016, the Company owed \$3,204 (December 31, 2015: \$488) to Serinus, an amount which has since been paid in full.

As at September 30, 2016, the Company had notes payable to Timothy Elliott, Chairman of the Board of Directors of Loon Energy, in the aggregate amount of \$155,379 plus \$26,982 of accrued interest. The note payable is due on demand with interest calculated at a rate of 12% per annum, compounded quarterly. As at September 30, 2016, the Company had a note payable to Jock Graham, a member of the Board of Directors of Loon, in the amount of \$48,738 plus \$4,038 of accrued interest. The note payable is due on demand with interest calculated at a rate of 12% per annum, compounded annually..

The Company remains legally responsible for a guarantee issued in August 2007 ("the Loon Peru Guarantee") to the Government of Peru regarding the granting of the Block 127 license contract to Loon Peru. The block to which the guarantee is related has been relinquished and it is not currently anticipated that the guarantee will be replaced. Further, the former Operator of the property confirmed in writing to the Company that no further liabilities relating to or arising from the property existed. As part of the Arrangement that saw Serinus spin off its Colombian and Peruvian assets to Loon in 2008, Loon and Serinus entered into an indemnification agreement in which Loon agreed to indemnify Serinus for any and all liabilities, claims, etc. associated with the share and asset transfers that were part of the spin-off of those assets, and which includes the Loon Peru Guarantee. The Peruvian company holding the assets was wound up with no further potential liability. The Colombian assets were transferred to its parent company prior to commencing wind-up of the Colombian company which was completed in August 2016.



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The above related party transactions were recorded at exchange amounts agreed to by both parties which approximate fair value.

### **Liquidity and Capital Resources**

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The Company is an oil and gas exploration and development company formerly active in Colombia, Peru and Guatemala. The Company's sole remaining property is in Colombia, which has no proved reserves and does not generate positive net production revenue. In August 2016, the Colombia subsidiary was successfully wound up. The Peru subsidiary was successfully wound-up in April 2016, and the successful wind-up of the Guatemala subsidiary was completed in July 2015.

The Company's condensed consolidated interim financial statements have been prepared on a going concern basis, which contemplates the realization of assets and settlement of liabilities in the normal course of business. To date, the Company's exploration and development operations and activities have been financed by way of equity issuances, debt facilities and by farm-out arrangements with third parties who pay for all or a portion of the Company's expenditures to earn a portion of the Company's ownership interests. Beginning in Q4 2014 and continuing to date, two members of the Company's Board of Directors advanced cash to fund Loon's activities. As at September 30, 2016, the Company was indebted in the aggregate amount of \$182,361 (December 31, 2015 - \$142,207) to Timothy Elliott, Chairman of the Board of Directors of Loon, and in the aggregate amount of \$52,776 (December 31, 2015 - \$21,572) to Jock Graham, a member of the Board of Directors of Loon.

As at September 30, 2016, the Company had a working capital deficiency of \$618,083. The need to raise capital to fund the working capital deficiency, ongoing operations, and acquire additional concessions for exploration and development opportunities creates significant doubt as to the Company's ability to continue as a going concern. There are no guarantees that additional capital, either through additional equity, debt or farm-out arrangements will be available when needed.

### **Critical Accounting Estimates**

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The preparation of financial statements in conformity with IAS 34 requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reporting amounts of assets, liabilities, income and expenses. Actual results could 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.

In the opinion of management, the Company's condensed consolidated interim financial statements have been properly prepared within reasonable limits of materiality and within the framework of the significant accounting policies outlined in the consolidated financial statements.

### **Internal Controls over Financial Reporting**

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The board of directors, through its Audit Committee, is responsible for ensuring that management fulfills its responsibilities for financial reporting and internal control. The Audit Committee meets at least annually with the Company's external auditors to review accounting, internal control, financial reporting, and audit matters. Internal controls over financial reporting have not changed significantly since the last reporting period.

### **Changes in Accounting Policies**

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For the three and nine month periods ended September 30, 2016, the Company adopted the International Accounting Standards Board ("IASB") issued amendments to IAS 1, "Presentation of Financial Statements". The amendments had minimal impact on the condensed consolidated interim financial statements.

In January 2016, the IASB issued IFRS 16 which replaces the existing leasing standard (IAS Leases) and requires the recognition of most leases as finance leases on the balance sheet. IFRS 16 is effective January 1, 2019, with early

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application permitted. The Company is currently evaluating the impact of adopting IFRS 16 on its consolidated financial statements.

Refer to note 2 in the consolidated financial statements for the year ended December 31, 2015 for other pronouncements not yet adopted.

### **Forward Looking Statements**

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This MD&A contains forward-looking statements. These statements relate to future events or future performance of the Company. When used in this MD&A, the words "may", "would", "could", "will", "intend", "plan", "anticipate", "believe", "estimate", "predict", "seek", "propose", "expect", "potential", "continue", and similar expressions are intended to identify forward-looking statements. These statements involve known and unknown risks, uncertainties, and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. Such statements reflect the Company's current views with respect to certain events, and are subject to certain risks, uncertainties and assumptions. Many factors could cause the Company's actual results, performance, or achievements to vary from those described in this MD&A. Should one or more of these risks or uncertainties materialize, or should assumptions underlying forward-looking statements prove incorrect, actual results may vary materially from those described in this MD&A as intended, planned, anticipated, believed, estimated, or expected.

Specific forward-looking statements in this MD&A, among others, include statements pertaining to the following:

- factors upon which the Company will decide whether or not to undertake a specific course of action;
- world-wide supply and demand for petroleum products;
- expectations regarding the Company's ability to raise capital;
- treatment under governmental regulatory regimes; and
- commodity prices.

With respect to forward-looking statements in this MD&A, the Company has made assumptions, regarding, among other things:

- the impact of increasing competition;
- the ability of farm-out partners to satisfy their obligations;
- the Company's ability to obtain additional financing on satisfactory terms; and
- the Company's ability to attract and retain qualified personnel.

The Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors set forth below and elsewhere in this MD&A:

- general economic conditions;
- volatility in global market prices for oil and natural gas;
- competition;
- liabilities and risks, including environmental liability and risks, inherent in oil and gas operations;
- the availability of capital; and
- alternatives to and changing demand for petroleum products.

Furthermore, statements relating to "reserves" are deemed to be forward-looking statements, as they involve the implied assessment, based on certain estimates and assumptions, that the resources and reserves described can be profitable in the future.

The forward-looking statements contained in this MD&A are expressly qualified in their entirety by this cautionary statement. These statements apply only as of the date of this MD&A.

### **Approval**

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The Company's Board of Directors approved the disclosure contained within this MD&A on November 23, 2016.

**Additional Information**

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Additional information regarding the Company and its business and operations is available on the Company's profile at [www.sedar.com](http://www.sedar.com). Copies of the information can also be obtained by contacting the Company at Loon Energy Corporation 1500, 700 – 4<sup>th</sup> Avenue S.W., Calgary, Alberta, Canada T2P 3J4 (Phone: +1 403 264-8877) or by e-mail at [ryaniw@loonenergy.com](mailto:ryaniw@loonenergy.com).