



MANAGEMENT'S DISCUSSION  
AND ANALYSIS  
FOR THE SECOND QUARTER ENDED

SEPTEMBER 30, 2021

**Prepared by:**

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# Squatex Energy and Ressources Inc

Management's Discussion and Analysis, six-month period ended on September 30, 2021

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## INTRODUCTION

The following management's discussion and analysis ("MD&A") of the financial condition and results of operations of Squatex Energy and Ressources Inc ("Squatex" or the "Company") constitutes the management's review of factors that affected the Company's financial performance for the six-month period ended on September 30, 2021 in comparison with data from the same period last year. This MD&A has been prepared in compliance with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations, and should be read in conjunction with the condensed interim unaudited financial statements for the six-month period ended on September 30, 2021 and with the audited annual financial statements of the Company for the year ended on March 31, 2021. The Company's condensed interim unaudited financial statements for the six-month period ended on September 30, 2021 are prepared in accordance with International Financial Reporting Standards as published by the International Accounting Standards Board ("IFRS") including comparative figures. Results are reported in Canadian dollars.

## FORWARD-LOOKING STATEMENTS

This report contains statements that are to be considered forward-looking statements. Such statements relate to future events or future economic performance of Squatex and involve risks, uncertainties and other known and unknown factors that may appreciably affect the results, performance or achievements against this or implications Squatex statements. Actual events or results could differ. Forward-looking statements include words or phrases such as "anticipates", "believes", "plans" or other words or phrases suggesting future outcomes of the infringement. Squatex disclaims any intention and undertakes no obligation to update such statements unless otherwise required by law.

## DESCRIPTION OF BUSINESS

Squatex is incorporated under the Canada Business Corporations Act Corporations and its shares has been listed on the Canadian Stock Exchange ("CSE") under the symbol "SQX". The exploration and development of oil and gas properties in the territory of Quebec are the major activities of the Company. As part of achieving its objectives, the Company is required to enter into partnership agreements to reduce the risks and costs of its projects.

Squatex favors exploring territories with the highest chance of success in order to ensure its profitability in the short term. In recent years, his activities have focused on his exploration licenses in the Lower St. Lawrence-Gaspé to explore the rocks of the Silurian-Devonian and the Ordovician in order to search for conventional accumulations of oil and gas. Squatex also has an exploration territory in the St. Lawrence Lowlands for unconventional search of shale gas in the Utica/Lorraine.

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## HIGHLIGHTS

The management of Ressources Energy and Ressources Inc, in conjunction with its partner Petrolympic Ltd ("Petrolympic"), has presented in 2019, through its attorneys, a lawsuit against the Government of Quebec which was filed in Superior Court, judicial district of Quebec. This action is still ongoing. Other legal proceedings could be envisaged against the Government with the aim of enforcing the rights of Squatex. In fact, government and ministerial action in recent years has greatly harmed oil and gas exploration and exploitation activities in Quebec by reducing its financing capacity on the markets. The management of Squatex is taking all necessary measures to maintain the functioning of the company during this litigation.

During the six-month period ended September 30, 2021, Squatex did the necessary follow-up on its files, but did not carry out field exploration work on its permits. The new regulations that came into force in September 2018 which, among other things, establish the principle of banning drilling in water environments and within one kilometer from such an environment, call into question the work that was planned by Squatex in the Lower St. Lawrence. As Squatex had already identified a dozen target locations for drilling, the new regulations impose a complete reassessment of geological data and seismic profiles to determine the possibilities of relocating these planned sites.

Exploration license holders, including Squatex, have been exempt since 2011 by the government from statutory work obligations. Squatex nevertheless continued its exploration program by drilling three additional wells between 2011 and 2015.

So far in the Lower St. Lawrence region, Squatex focused the exploration of its permits on the calcareous sequences of Silurian-age rocks. Numerous geological and geophysical surveys and a series of shallow stratigraphic coreholes made it possible to target an interesting petroleum potential in 2010. From 2011, deeper holes were drilled to target AVO (Amplitude vs Offset) seismic anomalies showing the possibility of naturally fractured porous zones. This is how Squatex made the discovery of gas in 2013 in the Massé No.1 well in very porous hydrothermal dolomites of the Sayabec Formation near the contact with the Val Brillant. In 2014, a drilling 1970 meters deep, Massé No.2, on the same structure confirmed and substantially increased the initial discovery. In this well, nearly 1000 meters of porous zones with the presence of gas and oil were encountered. The Massé Structure indicates, according to the 2016 independent expertise of Sproule and Associates, the probability of a potential presence in place of 53.6 BCF of gas and 52.2 million barrels of oil over a probable average area of 5.2 km<sup>2</sup>.

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## TRENDS

While general economic conditions continue to stagnate in the oil sector and that disruptions are highly possible in the financial markets, significant uncertainty still persists over the future of oil exploration Quebec. The sanction of the new Hydrocarbons Act in 2016 initially gave hope for an imminent resumption of work. However, since September 2018, some regulations of the new Act have created additional difficulties in allowing oil operations. The Management and the Board of Directors will closely monitor developments in this area and see their implications for the operation of Squatex.

## SUMMARY OF LAND POSITIONS

As of September 30, 2021, Squatex owns 36 licenses totaling 6,560.93 km<sup>2</sup> (1,621,205 acres) for oil and gas exploration in the Quebec Appalachian Basin over the St. Lawrence Lowlands and the St. Lower St. Lawrence-Gaspé areas(See map). The Company's properties in the St. Lawrence Lowlands consist of 2,249.33 km<sup>2</sup> (555,809 acres) of licenses that constitute a significant position in the Utica-Lorraine's unconventional targets. Squatex also owns properties in the Lower St. Lawrence-Gaspé region that consist of 4,311.60 km<sup>2</sup> (1,065,396 acres) of licenses between Rimouski and Rivière-du-Loup that are prospective for oil and gas in Silurian reef targets and in areas of hydrothermal dolomites.

Squatex has as its exploration partner Petrolympic Ltd (30% interest) on all of its 36 exploration licenses. Canbriam Ltd earned a 60% interest over an area of 80.0 km<sup>2</sup> (19,768 acres) straddling two Squatex licenses in the St. Lawrence Lowlands.

The following tables present the licenses in force as of September 30, 2021 on which Squatex has an interest. For the location of the license, refer to the map.

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## ST. LAWRENCE LOWLANDS PERMITS

Permit Number	Issue Date	Area (km <sup>2</sup> )
2009RS287	01/09/2009	208,71
2009RS288	01/09/2009	179,90
2009RS289	01/09/2009	209,09
2009RS290	01/09/2009	72,48
2009RS291	01/09/2009	224,47
2009RS292	01/09/2009	188,27
2009RS293	01/09/2009	145,80
2009RS294	01/09/2009	216,64
2009RS295	01/09/2009	193,16
2009RS296 (part)	01/09/2009	203,39 *
2009RS297	01/09/2009	163,42
2009RS298 (part)	01/09/2009	244,00 *
<b>Subtotal</b>		<b>2 249,33</b>

\* A 60% interest between the surface and the Top of Trenton over a 80,00 km<sup>2</sup> block have been transferred jointly by Squatex and Petrolympic under the Agreement to Cambriam.

## PERMITS PARTIALLY AT 28% IN THE ST. LAWRENCE LOWLANDS (FROM SURFACE TO TOP TRENTON):

Permit Number	Issue Date	Area (km <sup>2</sup> )
2009RS296 (part)	01/09/2009	203,39
2009RS298 (part)	01/09/2009	244,00
<b>Subtotal</b>		<b>80,00 of 447,39</b>

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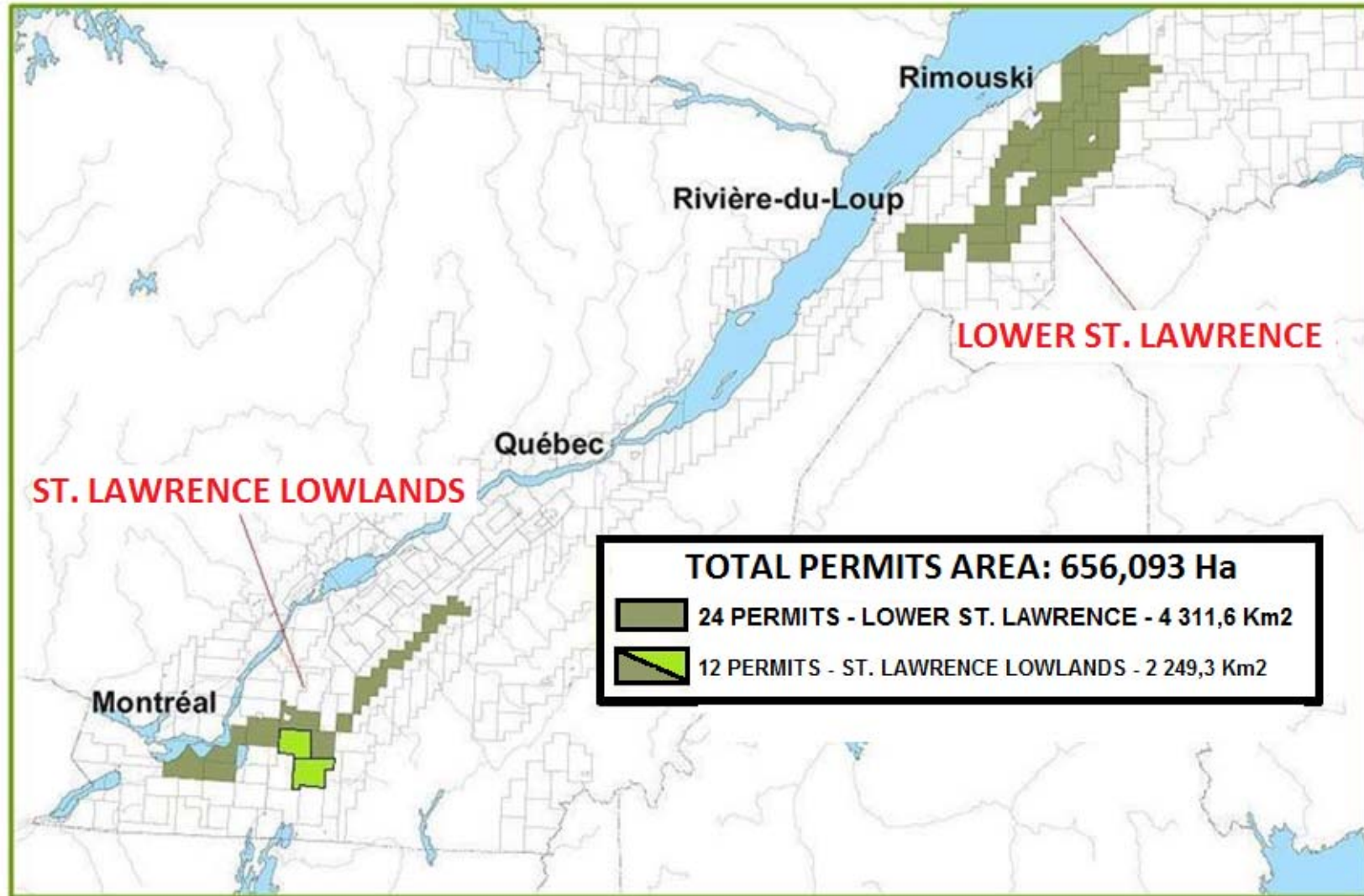
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## LOWER ST. LAWRENCE/GASPE PERMITS

Permit Number	Issue Date	Area (km <sup>2</sup> )
2009RS299	01/09/2009	189,75
2009RS300	01/09/2009	207,04
2009RS301	01/09/2009	171,36
2009PG552	01/09/2009	102,67
2009PG553	01/09/2009	230,68
2009PG554*	01/09/2009	151,50
2009PG555	01/09/2009	164,38
2009PG556*	01/09/2009	236,66
2009PG557	01/09/2009	98,94
2009PG558	01/09/2009	194,20
2009PG559	01/09/2009	187,37
2009PG560	01/09/2009	198,17
2009PG561	01/09/2009	244,35
2009PG562	01/09/2009	198,47
2009PG563	01/09/2009	225,73
2009PG564	01/09/2009	143,77
2009PG565	01/09/2009	153,70
2009PG566	01/09/2009	214,54
2009PG567	01/09/2009	206,31
2009PG568	01/09/2009	206,68
2009PG569	01/09/2009	134,97
2009PG570	01/09/2009	76,08
2009PG571	01/09/2009	209,51
2009PG572	01/09/2009	164,77
<b>Subtotal</b>		<b>4 311,60</b>

\* Gaspé area

**SQUATEX'S EXPLORATION PERMITS LOCATION MAP**



## EXPLORATION ACTIVITIES

### LOWER ST. LAWRENCE-GASPE PERMITS

The compilation and integration in 2012 of all the encouraging results achieved by Squatex's exploratory work in the region, particularly those of the last two drillings in 2011, led to the decision to continue the coring of new targets of interest. In September 2012, a deeper core hole was spudded in the northeastern portion of the Lower St. Lawrence permit block on the Massé structure.

The Massé No.1 stratigraphic well was equipped with a BOP mounted on a cemented casing over a length of 150 meters. Drilling, supervised by a team of five engineers and geologists, began in highly disturbed beds of the St- Leon Formation, then went through sequences similar to the reefal carbonates of Sayabec and/or West Point at about 800 meters, followed by overlapping basal Silurian sequences showing a 15 meters thick porous dolomites sequence in Sayabec reefs. Both of these reef sequences showed evidence of gas and condensate.

Squatex continued its operations on the well in the spring of 2013 to drill through a deeper AVO seismic anomaly showing a possibility of fluids or porosity. This objective was met between 1750 m and 1874 m by giving strong indices of natural gas (89% Methane) in a very porous and permeable dolomite of the base of the Sayabec as well as in a sandstone of the Val Brilliant. Porosity zones are between 1790 m and 1874 m. Cores from 1847 m show a thickness over 10 meters containing porosities reaching 20.8% with a permeability of 1624 mD. Drilling ended at 1874 m, then was cemented over its entire length without being tested. Squatex issued a press release indicating the discovery in Massé No.1 of a reservoir that could contain a significant amount of natural gas in a conventional trap.

During the same year, the Sayabec No.1 well was spudded near the eastern limit of the permits. It was aimed at a possible dolomitization in the Sayabec Formation limestones shown by a seismic amplitude anomaly over a stratigraphic wedge. A porous dolomitized zone was actually encountered near the Base of Sayabec giving oil and gas shows. The well reached a total depth of 759 m in Cambrian-Ordovician rocks of the Quebec Group before being cemented.

The results of these new deep cores have enabled a reinterpretation of data accumulated by Squatex since 2001 over the Lower St. Lawrence/Gaspé area to delineate regions that could have similar hydrocarbon potential as Massé and to target future drilling locations. In this review, Squatex had seismic data covering more than 300 km<sup>2</sup> near the Massé structure specially reprocessed (AVO) by a Calgary firm to highlight possible levels of porosity in Sayabec limestone strata. Interpretation of these results identified nine additional drilling sites with AVO characteristics similar to that found in the Massé structure.

In September 2014, Squatex spudded the deep stratigraphic Massé No.2 well after running a 210 m cemented surface casing with a BOP to protect the groundwater environment.. In addition, drilling equipment has been modified to use a closed sludge circulation circuit to facilitate operations, increase safety and ensure compliance with environmental standards.



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Operations on the Squatex Massé No.2 stratigraphic well were conducted smoothly and were completed at a depth of 1970 m on 28 November 2014 after meeting numerous porous zones with oil and gas shows (nearly 1000 m of primary and secondary porosity reported) in the St-Leon, Sayabec and Val Brillant formations before reaching the Cambrian-ordovician rocks. A full suite of logs was recorded in the hole and the wellhead was secured and equipped with safety instruments and measures to suspend drilling. Squatex plans to evaluate the hydrocarbon zones by drill stem production tests. Squatex issued press releases in February and July 2015 relating to the interesting results of Massé No.2.

Squatex called on the independent expertise of Sproule and Associates in February 2016 to verify and validate the results obtained on the Massé Structure. The results of Sproule's report were the subject of a Squatex's press release in May 2016. The study indicates that logs in the Massé No.2 well are significant and show an unproven potential for the presence in place of 53.6 BCF of gas and 52.2 million barrels of oil over a likely average area of 5.2 km<sup>2</sup>. In order to be able to prove the quantities of hydrocarbons that could be exploited commercially on the structure, the Massé No.2 well will have to be re-opened to test the level of production of porous zones with hydrocarbon shows encountered.

## **ST. LAWRENCE LOWLANDS PERMITS**

Squatex with its partners do not foresee short-term field exploration activities on its Lowland permits since the new Hydrocarbons Act and regulations came into force in September 2018. Canbriam Energy proceeded in 2015 to the abandonment of the Canbriam Farnham No. 1 well as stipulated by the law and regulations.

## **EXPLORATION EXPENSES INCURRED**

The Company relies on the professional expertise of its team of geologists to manage and supervise its exploration programs. Management assesses the legitimacy of proposed exploration programs and approves expenses judged useful and appropriate in order to progress knowledge in a prudent and necessary way. For the quarter ended September 30, 2021, Squatex spent \$ 19,234 (\$ 45,767 for the quarter ended September 30, 2020) on its exploration permits. Of these amounts, Squatex expects to receive tax credits relating to resources of \$ 4,081 (\$ 7,042 for the quarter ended September 30, 2020), which represents net exploration and evaluation expenses of \$ 15,153 for the quarter ended September 30, 2021 and \$ 42,896 for the quarter ended September 30, 2020.

## **TECHNICAL DISCLOSURE**

The technical disclosures appearing under the title "Highlights" and "Exploration Activities" were prepared by Paul Laroche, P. Eng, M. Sc., who is a qualified person under National Instrument 51-101.

## EXEMPTIONS FROM OBLIGATIONS

Since 2011, the period of validity of the exploration licenses of any exploration licensee is suspended, including the period of validity of the Company's licenses. The Company contests the enforceability of the annual fees by the Ministry of Energy and Natural Resources. In addition, exploration licensees, including Squatex, are exempt from statutory work obligations.

The regulations describe the annual fees as follows:

- 1 ° For the first period of validity of the licence, \$52 per km<sup>2</sup>;
- 2 ° The renewal of the licence made pursuant to section 49, of \$105 the km<sup>2</sup>;
- 3 ° The renewal of the licence made pursuant to section 50, of \$262 the km<sup>2</sup>.

The regulations provide for the following minimum amounts of work:

- 1 ° for the first year of validity of the licence, the highest between \$ 102 per km<sup>2</sup> or \$ 6,103
- 2 ° for the second year of validity of the licence, the highest between \$ 203 per km<sup>2</sup> or \$ 12,206
- 3 ° for the third year of validity of the licence, the highest between \$ 305 per km<sup>2</sup> or \$ 18,310
- 4 ° for the fourth year of validity of the licence, the highest between \$ 407 per km<sup>2</sup> or \$ 24,413
- 5 ° for the fifth year of validity of the licence, the highest between \$ 509 per km<sup>2</sup> or \$ 30,516
- 6 ° from the first renewal of the licence made pursuant to article 49, the highest between \$ 509 per km<sup>2</sup> or \$ 40,688.

Additional statutory expenditure credits to the minimum required are granted by the Government and will be used to reduce subsequent obligations.

## ENVIRONMENTAL RESPONSIBILITY

The Company is subject to government environmental protection laws and regulations. Environmental consequences are very difficult to identify in terms of results, time and impacts. To the best of its knowledge, Squatex conducts its operations in a manner that is consistent with government environmental legislation and regulations.

## RISKS AND UNCERTAINTIES

There are many risks associated with oil and gas development. Squatex's long-term commercial success depends on its ability to find, acquire, develop and commercially exploit oil and natural gas reserves. The future increase in Squatex's reserves will depend not only on its ability to prospect and develop properties it may hold from time to time, but also on its ability to select and acquire properties. productive areas and appropriate potential productive areas. In addition, even if such acquisition or equity opportunities are identified, Squatex may decide that, depending on current market conditions, acquisition and participation or pricing arrangements result in acquisitions or stakes are unprofitable.

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## **UNCERTAINTY AS OF THE ESTIMATED RESERVES OF NATURAL GAS AND CRUDE OIL**

Estimating oil and gas reserves is a complex process based on a considerable number of decisions and assumptions to assess the geological, geophysical, engineering and economic data available for each tank. As a result, such estimates are imprecise in nature. Actual data on future oil and gas production, oil and gas revenues and expenditures can vary significantly. Any significant fluctuation in these assumptions could have a significant impact on the estimated quantities and present value of reserves. In addition, these reserves may be subject to upward or downward revisions based on production history, results that will be achieved during exploration and future development, current oil and gas prices, and several of which are beyond Squatex's control. It is highly likely that actual production and revenues, taxes, development and operating expenses for reserves will vary from established estimates and these variations could be significant.

## **REGULATORY IMPACT**

The oil and gas industry is subject to elaborate controls and regulations put in place by the various levels of government for prices, royalties, land holdings, production quotas, imports and export of oil and gas and environmental protection.

The oil and natural gas industry is currently subject to environmental regulation pursuant to various federal and provincial laws. The laws include restrictions and prohibitions on the issue or the release of various substances produced or used for certain operations of the oil and gas industry, which have impact on well and facilities location and the extent to which the exploration and development are allowed. In addition, the legislation requires the resignation and revaluation of wells and facilities to be carried out to the satisfaction of provincial authorities. Violation of these laws can result in fines and penalties, suspension or revocation of permits and authorizations necessary for the operation of a business and liability for damage caused by pollution. In Quebec, environmental compliance matters are governed, since September 21, 1972, by law, entitled Environmental Quality Act (the "Quebec Act Environmental Protection"). The Quebec law on environmental protection imposes requirements of environmental protection, information and surveillance. In addition, it sets up a process of impact assessment and wider public consultation on matters of environmental assessment and enforcement.

## **FUTURE FUNDING NEEDS AND GOING CONCERN**

The Company will need additional financing in the future to continue its activities, especially its exploration programs and development. If financing is obtained by issuing new shares, control of Squatex may be affected and shareholders may suffer additional dilution. To the extent that financing is not available, this could affect the commitments of work which could result in the inability of the Company to pursue, in totality or partly, its planned exploration and development program, property rights or revenue opportunities loss for the Company.

## **DEPENDENCE OF KEY PERSONNEL**

The success of the Company depends largely on the quality of management. The loss of these people, or inability to interest equivalent qualified people could have a material adverse impact on operations and business prospects of the Company.

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## **MARKETING**

The Company operates in a competitive environment where raw materials prices depends of many factors that are beyond control of the Company. The prices of oil and natural gas have fluctuated greatly in the past. Oil prices are based on supply and demand at international level and political events, including the Middle East, may have an important influence on oil prices and supply globally. Any decrease in the price of oil and natural gas could have a material adverse effect on future operations and financial position of the Company and the level of expenses for acquisition of future supplies of oil and gas. In addition, the marketing of production of the Company depends on the availability and capacity of gathering systems and pipelines, of the consequences of federal and provincial regulations and on the general economic conditions. All these factors are beyond control of the Company.

The price of natural gas sold in interprovincial and international trade is determined by negotiation between buyers and sellers. The price received by a natural gas producer depends, partly, on the prices of competing fuels, like natural gas produced, the access to downstream transport, the length of contracts, the climatic conditions and the balance of supply and demand.

## **LAND CLAIMS**

None of the properties in which the Company holds an interest is currently subject to any official land claims by Aboriginal nations. No assurance can be given, however, to the effect that this will not be the case in the future.

## **AVAILABILITY OF DRILLING EQUIPMENT AND ACCESS**

Oil and gas exploration and production activities depend on the ability to have access to drilling equipment and other related equipment especially in areas where these activities are exercised. Limited demand for such equipment or restrictions on land access may impact the Company's ability to acquire and use such equipment and may delay exploration activities or the eventual production of the resource.

## **GROWTH MANAGEMENT**

The Company may be subject to risks associated to its growth, including restraints and pressure on its internal systems and controls. The ability of the Company to conduct an effective growth management will require to implement and continuously improve its operating systems and financial reporting and to enhance, develop and manage his basic labor. The inability of the Company to face growth could have a material adverse impact on its business, operations and prospects.

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## SELECTED FINANCIAL INFORMATION

FOR THE SIX-MONTH PERIOD ENDED SEPTEMBER 30, 2021, 2020 AND 2019

	2021	2020	2019
<b>EXPLOITATION</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Net exploration and evaluation expenses	25,769	81,654	84,271
Net loss and total comprehensive loss	- 323,594	- 217,167	- 191,460
Net and comprehensive loss per basic and diluted share	- 0.0026	- 0.0018	- 0.0015

### ANALYSIS OF OPERATING RESULTS

#### REVENUE

During the second quarter ended September 30, 2021, no activity generated by Squatex has produced income.

#### NET PROFIT

The net and comprehensive loss increased from \$ 217,167 for the six-month period ended September 30, 2020 to \$ 323,594 for the period ended September 30, 2021. This increase in the loss of \$ 106,427 is explained by the receipt, in August 2021, of the statement of account requesting the payment of annual fees of \$ 349,187, whereas this expense had been recorded in the 3rd quarter last year. This increase in net loss is offset by the recording of a provision write-off of \$ 212,352, since the opposition process against past tax credits has been resolved and an agreement has been reached between the parties. In addition, canceling the contract for the president's services reduces the loss. For more than 8 years, the president renounced the payment of this contract. The expense was still recorded in the contribution surplus. As the contract is canceled, expenses are no longer recorded. This represents a decrease in expenses of \$ 72,000 for the six-month period ended September 30, 2021. This decrease in expenses is offset by an increase in legal fees of \$ 37,150 in connection with an opposition file with the tax authorities and a lawsuit with the Government of Quebec.

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## QUARTERLY INFORMATIONS

	Year ended on March 31, 2022		Year ended on March 31, 2021				Year ended on March 31, 2020	
	Q2 \$	Q1 \$	Q4 \$	Q3 \$	Q2 \$	Q1 \$	Q4 \$	Q3 \$
Revenue	—	—	—	—	—	—	—	—
Net results	-\$221 718	-\$101 876	-\$342 311	-\$382 935	-\$101 817	-\$115 350	-\$178 309	-\$67 612
Total assets	\$42 030	\$83 717	\$89 137	\$319 705	\$434 068	\$423 763	\$413 894	\$145 611
Total liabilities	\$1 949 450	\$1 769 419	\$1 672 964	\$1 597 220	\$1 364 648	\$1 288 526	\$1 199 307	\$788 715
Basic and diluted earnings per share	-\$0,0018	-\$0,0008	-\$0,0028	-\$0,0031	-\$0,0008	-\$0,0009	-\$0,0015	-\$0,0005

	ON SEPTEMBER 30, 2021	ON MARCH 31, 2021	ON MARCH 31, 2020
<b>STATEMENT OF FINANCIAL POSITION</b>			
Working capital (negative)	- 1,907,420	- 1,583,826	- 785,413
Total assets	42,030	89,137	413,894
Total liabilities	1,949,450	1,672,964	1,199,307
Shareholder's deficiency	- 1,907,420	- 1,583,826	- 785,413

## STATEMENT OF FINANCIAL POSITION

The Company's working capital deteriorated by \$ 323,594 between March 31, 2021 and September 30, 2021. This is explained by the increase in amounts owed to a company under common control of \$ 75,000 (for Squatex to be able to pay current expenses), a new provision for 2021-2022 annual pensions of \$ 349,187, as well as the accumulation of interest on the provision for annual fees (\$ 16,800) and on the due to a company under common control (\$ 41,092). This is offset by the write-off of part of the provision for refundable tax credit relating to resources for an amount of \$ 212,352, since an agreement has been reached between the parties.

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QUARTER ENDED	SEPTEMBER 30, 2021	SEPTEMBER 30, 2020	SEPTEMBER 30, 2019
<b>CASH FLOW</b>			
Cash flows from operating activities	- 129,766	-107,541	-102,787
Cash flows from investing activities	-	-	-
Cash flows from financing activities	75,000	137,000	80,000

## LIQUIDITY

As at March 31, 2021, the Company had \$ 69,523 in cash. As at September 30, 2021, the Company had \$ 14,757 in cash, a decrease of \$ 54,766. The decrease in liquidity is mainly attributable to the payment of current expenses. The cancellation of the contract for the President's services and the fact that a company under common control provides advances to Squatex also allows the Company to maintain a positive cash balance. Cash flow from operating activities is more negative at September 30, 2021 than at September 30, 2020 mainly due to the recognition of the provision for 2021-2022 annual fees which was recognized earlier in the reporting period. six months ended September 30, 2020.

## GOING CONCERN

These financial statements have been prepared in accordance with IFRS and on the basis of the going concern assumption, meaning the Company will be able to realize its assets and discharge its liabilities in the normal course of operations. To determine whether the principle of going concern is valid, management takes into account all the information at its disposal concerning the Company's prospects for at least the next 12 months following the end of the period of its financial information presentation.

The Company has not yet found an oil and gas property containing deposits that are economically recoverable, the Company has not yet generated any income or cash flows from its operations. As at September 30, 2021, the Company had a negative working capital of \$ 1,907,420 and a cumulated deficit of \$ 9,764,473.

Furthermore, there is uncertainty about the future of oil and gas exploration in Quebec. Since 2011, a moratorium on shale gas exploration has been imposed in Quebec. This moratorium could have been lifted when the new Hydrocarbons Law (the "Law") was put in place in September 2018. However, certain regulations of this new law cause additional difficulties for oil and gas operations.

The Company's ability to continue as a going concern is dependent upon its ability to raise additional financing to further explore its oil and gas properties and the continued support from its suppliers. While management has been successful in securing financing in the past, there can be no assurance that such sources of funding or initiatives will be available to the Company. These material uncertainties cast a significant doubt regarding the Company's ability to continue

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its operations, and accordingly, the appropriateness of the use of IFRS applicable to a going concern.

In addition, in March 2020, the World Health Organization declared a global pandemic following the emergence and rapid spread of a new strain of coronavirus ("COVID-19"). The epidemic and subsequent measures to limit the pandemic have contributed to significant declines and the volatility of the financial markets. The pandemic has affected global business activity, including by significantly reducing global demand for crude petroleum. The full extent of COVID-19's impact on the Company's business and future financial performance is currently unknown, but may be material. The Company monitors developments in order to be able to take appropriate measures if necessary.

The carrying amounts and classification of assets, liabilities, revenues and expenses presented in the financial statements and the statement of financial position have not been adjusted as would be required if the going concern assumption was not appropriate. These adjustments could be material.

## **FUNDING SOURCES**

The main source of funding comes from the investment of the equity holders, the due to a company under common control, the waiver, by a company under common control, of its fees for a total period of 8 years as at March 31, 2021, the cancellation of the contract for the president's services as of April 1<sup>st</sup>, 2021 and the refundable tax credit for resources.

## **OFF-STATEMENT ARRANGEMENT**

As of September 30, 2021, the Company does not have any off-balance sheet settlement other than significant commitments related to statutory obligations for exploration licences it hold.

## **TRANSACTIONS WITH RELATED PARTY**

The related parties of the Company include key executives and companies controlled by them, as explained below.

Unless otherwise specified, none of the transactions include special characteristics or conditions and no guarantees were given or received.

### **Transactions with key management**

Key management includes directors (members of the management committee or not) and senior executives. There is no compensation paid or payable to key management for services as employees. The fees charged by them or by a company controlled by them, for the six-month period ended on September 30 are presented below:



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	2021	2020
	\$	\$
Net exploration and evaluation expenses for tax credits	22,889	80,644
Professional services	17,877	20,859
Management fees	-	12,000
Financial expenses	41,092	38,535

As at September 30, 2021, there is an outstanding balance of \$ 7,328 (\$ 15,636 at March 31, 2021) resulting from these operations plus interest payable of \$ 185,211 (\$144,119 as at March 31, 2021). In addition, the due to a company under common control of \$597,600 (\$522,600 as at March 31, 2021) is a transaction with related party.

A company under common control has terminated its agreement for compensation for its services, for the services of the president, for the six-month period ended September 30, 2021. No value has been assigned to these services. In the past, the value of these services totaled \$36,000 per quarter (\$ 36,000 during the quarter ended September 30, 2020) and was recognized in contributed surplus since the company under common control waived these payments.

## PROVISIONS

### Tax credits receivable and payable

On October 23, 2015, the Company received notices of assessment from a tax authorities for the years ended March 31, 2012, 2013 and 2014, refusing expenditures in the calculation of the resource credits. The assessment for these three years totals \$208,805, including \$26,163 in interest. The Company disagrees with the notice of assessment and initiated an objection to justify its claims. All without prejudice as to the entire objection process and judicial proceedings that may ensue, the Company believes that the maximum claim of refundable tax credits relating to resources already cashed by the Company would be an approximate total amount of \$189,992 for the years covered by the notices of assessment, excluding any applicable interest if the expenditure referred to in the notice of assessment are ultimately rejected.

As at September 30, 2021, the Company has adjusted the specific provision for to an amount of \$ 94,860 (\$ 302,963 as at March 31, 2021) in the statement of financial position, since the objection process ended during the quarter ended September 30, 2021 and an agreement has been reached between the parties for this amount.

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## **Annual fees of 2019-2020, 2020-2021 and 2021-2022**

On July 26, 2019, the Company received a notice of payment of the annual fees from the MELCC. These fees would amount to a total amount of \$ 339,305 for the period from September 1st, 2019 to August 31, 2020 and would be shared with the partner Pétrolympic. On October 31, 2020, the Company received a notice of payment of the 2020-2021 annual fees from the MELCC. These annual fees would amount to a total of \$ 342,599 and would also be shared with the partner Pétrolympic. In November 2020, the Company paid a part of the 2020-2021 annual fees to the MELCC. The July 2021 statement shows annual fees for 2021-2022 amounting to \$ 349,187. As of September 30, 2021, the statement of account amounts to a total balance of \$ 1,029,166, which includes interest on unpaid amounts. The Company is contesting this MELCC payment notice and the statements of account and has filed legal proceedings to enforce its rights.

Without prejudice to this legal procedure, the Company has registered, as a provision in the statement of financial position, the annual fees claimed by the MELCC for the year 2019-2020, for the year 2020-2021 (net of the payment made in November 2020) and for the year 2021-2022 as well as the related interest. As of September 30, 2021, the Company recorded a specific provision of \$ 1,029,166 (\$ 663,179 as at March 31, 2021) of which \$ 308,750 (\$ 198,954 as of March 31, 2020) would be receivable from its partner if the Company paid these amounts.

## **ADOPTION OF ACCOUNTING STANDARDS**

There are no new standards and interpretations which were adopted by the Company during the interim period.

## **FUTURE ACCOUNTING CHANGES**

At the approval date of these condensed interim financial statements, new standards and interpretations to existing standards and new modifications have been issued but are not yet in force, and the Company has not adopted them early. Management anticipates that all of the positions will be adopted in the Company's accounting policies during the first fiscal year beginning after their effective date.

Management believes that there are no new standards and interpretations that are likely to be relevant to the condensed interim financial statements of the Company.

## **CRITICAL ACCOUNTING ESTIMATES, JUDGEMENTS AND ASSUMPTIONS**

Refer to note 5 to the audited financial statements for the year ended March 31, 2021.

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## FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

Refer to note 10 to the audited financial statements for the year ended March 31, 2021.

## OUTSTANDING SHARES AND SECURITIES

The following table shows the number of outstanding shares as at November 23, 2021 and the total number of outstanding securities:

Common shares	123,850,656
Stock options	300,000

## ADDITION REQUIREMENTS FOR EMERGING ISSUERS WITHOUT SIGNIFICANT OPERATING PRODUCTS

The principal activity of the Company is oil and gas exploration and the assessment of work conducted by the Company is presented in the 51-101 report which can be found on SEDAR.

## ADDITIONAL INFORMATION

This MD&A is dated November 23, 2021. This same report and more information on the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com).