
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 20-F/A

- REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934
- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

For the Fiscal Year Ended December 31, 2022

- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

For transition period from _____ to _____

- SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

Date of event requiring this shell company report _____

Commission File Number: 000-55539

TRILLION ENERGY INTERNATIONAL INC.

(Exact name of Registrant as specified in its charter)

BRITISH COLUMBIA

(Jurisdiction of incorporation or organization)

Suite 700, 838 W. Hastings Street, Vancouver, BC V6C 0A6
(Address of principal executive offices)

Mr. Arthur Halleran

(T): 250-996-4211, Email: arth@trillionenergy.com

Suite 700, 838 W. Hastings Street

Vancouver, BC V6C 0A6

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act: None

Securities registered or to be registered pursuant to Section 12(g) of the Act:

Common Stock, \$0.00001 Par Value

(Title of Class)

N/A

(Exchange on which registered)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None

Number of outstanding shares of each of the Registrant's classes of capital or common stock as of the year ended December 31, 2022: 383,875,552. Common Shares with a par value of \$0.00001 CAD per share

Indicate by check mark whether the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

If this report is an annual or transition report, indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes No

Note: Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days:

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or an emerging growth company. See definition of “large accelerated filer”, “accelerated filer” and “emerging growth company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer
Emerging Growth Company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards† provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP International Financial Reporting Standards as issued by the International Accounting Standards Board Other

If “Other” has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

Item 17 Item 18

If this is an annual report, indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

Indicate by check mark whether the Registrant has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by court.

Yes No

EXPLANATORY NOTE

The sole purpose of this Amendment No. 1 to the Form 20-F (the “Form 20-F”) of Trillion Energy International Inc., for the year ended December 31, 2022, filed with the Securities and Exchange Commission on May 2, 2023, is to amend Item 6, Section E for the number of common shares of the Company beneficially owned by the directors and members of senior management.

No other changes have been made to the Form 20-F. This Amendment No. 1 to the Form 20-F speaks as of the original filing date of the Form 20-F, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the Form 20-F.

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GENERAL MATTERS

Convention

In this Form 20-F Annual Report, all references to “British Columbia” are references to the Province of British Columbia. All references to the “Government” are references to the government of the Province of British Columbia. Unless otherwise noted, all references to “common shares”, “shares” or “common stock” are references to the common shares of the Company. All references to the “Company” or “Trillion” are references to “Trillion Energy International Inc.”.

In this document, all references to “SEC” or “Commission” are reference to the United States Securities and Exchange Commission. References to “\$” are to the currency of the United States of America.

Forward Looking Statements

This Form 20-F Annual Report includes “forward-looking statements”. A shareholder or prospective shareholder should bear this in mind when assessing the Company’s business. All statements included in this annual report, other than statements of historical facts, including, without limitation, the statements located elsewhere herein regarding industry prospects and the Company’s financial position, are forward-looking statements. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, it can give no assurance that such expectations will prove to have been correct.

PART I

Item 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS

A. Directors and Senior Management

Not applicable.

B. Advisers

Not applicable.

C. Auditors

The independent auditors for the Company are MNP LLP, Suite 1500, 640 - 5th Avenue SW Calgary, Alberta T2P 3G4 for the Company's December 31, 2022 and 2021 year ends.

The former independent auditors for the Company are Harbourside CPA, Suite 1140 – 1185 West Georgia Street, Vancouver, B.C., V6E 4E6 for the Company's December 31, 2021 and 2020 and 2019 year ends.

Item 2. OFFER STATISTICS AND EXPECTED TIMETABLE

Not Applicable.

Item 3. KEY INFORMATION

A. Selected Financial Data

The Company was incorporated as Park Place Energy Inc. in the State of Delaware in December, 2015. The Company changed its name to Trillion Energy International Inc. on March 19, 2019. Effective January 1, 2022, the Company completed a continuation of its jurisdiction from Delaware to British Columbia, Canada. The Company has selected a December 31 year end.

The consolidated financial statements for the year ended December 31, 2022, are the first the Company has prepared in accordance with IFRS. The Company previously prepared its consolidated financial statements, up to and including December 31, 2021, in accordance with accounting principles generally accepted in the United States ("US GAAP").

The Company's selected historical audited financial data for the years ended December 31, 2021 and December 31, 2022 are set out in the table below. The selected financial data provided below are not necessarily indicative of the future results of operations or financial performance of the Company. The Company has not paid any dividends on its common shares and it does not expect to pay dividends in the foreseeable future.

	Year End Dec. 31, 2021	Year End Dec. 31, 2022
Amounts in accordance with IFRS (presented in U.S. dollars):		
Total assets	6,521,629	37,018,219
Total liabilities	10,982,859	16,392,288
Net working capital (deficiency)	342,551	(4,819,052)
Shareholders' equity (deficiency)	(4,461,230)	20,625,931
Operating revenue	3,700,727	9,375,029
Net loss from operations	(4,893,126)	(6,121,754)
Loss per share (basic and diluted)	(0.03)	(0.02)
Weighted average number of common shares (basic and diluted)	158,166,108	312,457,409

B. Capitalization and Indebtedness

Not applicable.

C. Reasons for the Offer and Use of Proceeds

Not applicable.

D. Risk Factors

The following risks relate specifically to the Company's business and should be considered carefully. The occurrence of any one or more of the events outlined under this section could have severe consequences on the Company's business, financial condition and results of operations and could result in the cessation of operations or bankruptcy.

We have a history of losses and may not achieve consistent profitability in the future.

We have incurred losses in prior years. We will need to generate and sustain increased revenue levels in future periods in order to become consistently profitable, and even if we do, we may not be able to maintain or increase our level of profitability. We may incur losses in the future for a number of reasons, including risks described herein, unforeseen expenses, difficulties, complications and delays, and other unknown risks.

Our exploration, development and production activities may not be profitable or achieve our expected returns.

The future performance of our business will depend upon our ability to develop oil and natural gas reserves that are economically recoverable. Success will depend upon our ability to develop prospects from which oil and natural gas reserves are ultimately discovered in commercial quantities. Without successful exploration activities, we will not be able to develop oil and natural gas reserves or generate revenues. There are no assurances that oil and natural gas reserves will be discovered in sufficient quantities to enable us to recover our exploration and development costs or sustain our business.

The successful development of oil and natural gas properties requires an assessment of recoverable reserves, future oil and natural gas prices and operating costs, potential environmental and other liabilities, and other factors. Such assessments are inherently uncertain. In addition, no assurance can be given that our exploration and development activities will result in the discovery of reserves. Operations may be curtailed, delayed or canceled as a result of lack of adequate capital and other factors, such as lack of availability of rigs and other equipment, title problems, weather, compliance with governmental regulations or price controls, mechanical difficulties, or unusual or unexpected formations, pressures and/or work interruptions. In addition, the costs of exploration and development may materially exceed our internal estimates.

We may be unable to acquire or develop additional reserves, which would reduce our cash flow and income.

In general, production from oil and natural gas properties declines over time as reserves are depleted, with the rate of decline depending on reservoir characteristics. If we are not successful in our exploration and development activities or in acquiring properties containing reserves, our reserves will generally decline as reserves are produced. Our oil and natural gas production will be highly dependent upon our ability to economically find, develop or acquire reserves in commercial quantities.

Our future oil and natural gas reserves, production, and cash flows, are highly dependent upon us successfully exploiting known gas resources and proved reserves. A future increase in our reserves will depend not only on our ability to flow economic rates of natural gas and potentially develop the reserves we may have from time to time, but also on our ability to select and acquire suitable producing properties or prospects and technologies for exploitation. There are no absolute guarantees that our future efforts will result in the economic development of natural gas reserves or resources.

To the extent cash flow from operations is reduced, either by a decrease in prevailing prices for oil and natural gas or an increase in finding and development costs, and external sources of capital become limited or unavailable, our ability to make the necessary capital investment to maintain or expand our asset base of oil and natural gas reserves would be impaired. Even with sufficient available capital, our future exploration and development

activities may not result in additional reserves, and we might not be able to drill productive wells at acceptable costs.

The establishment of proved reserves is subjective and subject to many uncertainties.

In general, estimates of recoverable natural resources are based upon a number of factors and assumptions made as of the date on which the resource estimates were determined, such as geological and engineering estimates, which have inherent uncertainties, and the assumed effects of regulation by governmental agencies and estimates of future commodity prices and operating costs, all of which may vary considerably from actual results. All such estimates are, to some degree, uncertain and classifications of resources are only attempts to define the degree of uncertainty involved. For these reasons, estimates of the recoverable natural resources, the classification of such resources based on risk of recovery, prepared by different engineers or by the same engineers at different times, may vary substantially.

We are subject to political, economic and other risks and uncertainties in the foreign countries in which we operate.

Any international operations performed may expose us to greater risks than those associated with more developed markets. Due to our foreign operations, we are subject to the following issues and uncertainties that can adversely affect our operations in Bulgaria or other countries in which we may operate properties in the future:

- the risk of, and disruptions due to, expropriation, nationalization, war, revolution, election outcomes, economic instability, political instability, or border disputes;
- the uncertainty of local contractual terms, renegotiation or modification of existing contracts and enforcement of contractual terms in disputes before local courts;
- the risk of import, export and transportation regulations and tariffs, including boycotts and embargoes;

- the risk of not being able to procure residency and work permits for our expatriate personnel;
- the requirements or regulations imposed by local governments upon local suppliers or subcontractors, or being imposed in an unexpected and rapid manner;
- taxation and revenue policies, including royalty and tax increases, retroactive tax claims and the imposition of unexpected taxes or other payments on revenues;
- exchange controls, currency fluctuations and other uncertainties arising out of foreign government sovereignty over foreign operations;
- laws and policies of the United States and of the other countries in which we may operate affecting foreign trade, taxation and investment, including anti-bribery and anti-corruption laws;
- the possibility of being subjected to the exclusive jurisdiction of foreign courts in connection with legal disputes and the possible inability to subject foreign persons to the jurisdiction of courts in the United States; and
- the possibility of restrictions on repatriation of earnings or capital from foreign countries.

There can be no assurance that changes in conditions or regulations in the future will not affect our profitability or ability to operate in such markets.

The Company will comply with regulations adopted in Bulgaria adopting a moratorium on fracture stimulation activities, and the inability to conduct such activities could result in increased costs and additional operating restrictions or delays.

Fracture stimulation is a commonly used process for the completion of oil and natural gas wells and involves the pressurized injection of water, sand and chemicals into rock formations to stimulate production. Recently, there has been increased public concern regarding the potential environmental impact of fracture stimulation activities. Bulgaria has adopted regulations banning all fracture stimulation activities in Bulgaria. Consequently, the Company will not conduct such activities in Bulgaria.

We are subject to foreign currency risks.

Oil and gas operations in Turkey will generate revenues in Turkish Lira, while expenses will be incurred in Turkish Lira or U.S. dollars. Gas production in Turkey will generate Turkish Lira. Turkey is a hyper-inflationary economy. As a result, any fluctuations of these currencies may result in a change in reported revenues, if any, that our projects could generate if they commence production. Accordingly, our future financial results are subject to risk based on changes to foreign currency rates.

If we lose the services of our management and key consultants, then our plan of operations may be delayed.

Our success depends to a significant extent upon the continued service of our executive management, employees, directors and consultants. Losing the services of one or more key individuals could have a material adverse effect on the Company's prospective business until replacements are found.

Drilling for and producing oil and natural gas are high-risk activities with many uncertainties that could adversely affect our business, financial condition or results of operations.

Our future success depends on the success of our exploration, development and production activities in our prospects. These activities will be subject to numerous risks beyond our control, including the risk that we will be unable to economically produce our reserves or be able to find commercially productive oil or natural gas reservoirs. Our decisions to purchase, explore, develop or otherwise exploit prospects or properties will depend in part on the evaluation of data obtained through geophysical and geological analyses, production data and engineering studies, the results of which are often inconclusive or subject to varying interpretations. The cost of drilling, completing and operating wells is often uncertain before drilling commences. Overruns in budgeted expenditures are common risks that can make a particular project unprofitable. Further, many factors may curtail, delay or prevent drilling operations, including:

- unexpected drilling conditions;
- pressure or irregularities in geological formations;
- equipment failures or accidents;
- pipeline and processing interruptions or unavailability;
- title problems;
- adverse weather conditions;
- lack of market demand for oil and natural gas;
- delays imposed by, or resulting from, compliance with environmental laws and other regulatory requirements;
- declines in oil and natural gas prices; and
- shortages or delays in the availability of drilling rigs, equipment and qualified personnel.

Our future drilling activities might not be successful, and drilling success rates overall or within a particular area could decline. We could incur losses by drilling unproductive wells. Shut-in wells, curtailed production and other

production interruptions may materially adversely affect our business, financial condition and results of operations.

Shortages of drilling rigs, equipment, oilfield services and qualified personnel could delay our exploration and development activities and increase the prices that we pay to obtain such drilling rigs, equipment, oilfield services and personnel.

Our industry is cyclical and, from time to time, there may be a shortage of drilling rigs, equipment, oilfield services and qualified personnel in countries in which we may operate in the future. Shortages of drilling and workover rigs, pipe and other equipment may occur as demand for drilling rigs and equipment increases, along with increases in the number of wells being drilled. These factors can also cause significant increases in costs for equipment, oilfield services and qualified personnel. Higher oil and natural gas prices generally stimulate demand and result in increased prices for drilling and workover rigs, crews and associated supplies, equipment and services. It is beyond our control and ability to predict whether these conditions will exist in the future and, if so, what their timing and duration will be. These types of shortages or price increases could significantly increase our costs, decrease our cash provided by operating activities, or restrict our ability to conduct the exploration and development activities that we currently have planned and budgeted or that we may plan in the future. In addition, the availability of drilling rigs can vary significantly from region to region at any particular time. An undersupply of drilling rigs in any of the regions in which we may operate may result in drilling delays and higher costs for drilling rigs.

A substantial or extended decline in oil and natural gas prices may adversely affect our ability to meet our future capital expenditure obligations and financial commitments.

Revenues, operating results and future rate of growth are substantially dependent upon the prevailing prices of, and demand for, oil and natural gas. Lower oil and natural gas prices may also reduce the amount of oil and natural gas that we will be able to produce economically. Historically, oil and natural gas prices and markets have been volatile, and they are likely to continue to be volatile in the future. The recent decline in oil prices has highlighted the volatility and if oil prices remain at this level for an extended period of time, such lower prices could adversely affect our business, financial condition, and results of operations.

A decrease in oil or natural gas prices will not only reduce revenues and profits but will also reduce the quantities of reserves that are commercially recoverable and may result in charges to earnings for impairment of the value of these assets. If oil or natural gas prices decline significantly for extended periods of time in the future, we might not be able to generate sufficient cash flow from operations to meet our obligations and make planned capital expenditures. Oil and natural gas prices are subject to wide fluctuations in response to relatively minor changes in the supply of, and demand for, oil and natural gas, market uncertainty and a variety of additional factors that are beyond our control. Among the factors that could cause fluctuations are:

- market expectations regarding supply and demand for oil and natural gas;
- levels of production and other activities of the Organization of Petroleum Exporting Countries and other oil and natural gas producing nations;
- market expectations about future prices for oil and natural gas;
- the level of global oil and natural gas exploration, production activity and inventories;
- political conditions, including embargoes, in or affecting oil and natural gas production activities; and
- the price and availability of alternative fuels.

Lower oil and natural gas prices may not only decrease our revenues on a per unit basis, but also may reduce the amount of oil and natural gas that we will be able to produce economically. A substantial or extended decline in oil or natural gas prices may have a material adverse effect on our business, financial condition and results of operations.

We are subject to operating hazards.

The oil and natural gas exploration and production business involves a variety of operating risks, including the risk of fire, explosion, blowout, pipe failure, casing collapse, stuck tools, uncontrollable flows of oil or natural gas, abnormally pressured formations and environmental hazards such as oil spills, surface cratering, natural gas leaks, pipeline ruptures, discharges of toxic gases, underground migration, surface spills, mishandling of fracture stimulation fluids, including chemical additives, and natural disasters. The occurrence of any of these events could result in substantial losses to us due to injury and loss of life, loss of or damage to well bores and/or drilling or production equipment, costs of overcoming downhole problems, severe damage to and destruction of property, natural resources and equipment, pollution and other environmental damage, clean-up responsibilities, regulatory investigation and penalties and suspension of operations. Gathering systems and processing facilities are subject to many of the same hazards and any significant problems related to those facilities could adversely affect our ability to market our production.

Our oil and natural gas operations are subject to extensive and complex laws and government regulation, and compliance with existing and future laws may increase our costs or impair our operations.

Our oil and natural gas operations in countries in which we operate or may operate in the future will be subject to numerous laws and regulations, including those related to the environment, employment, immigration, labor, oil and natural gas exploration and development, payments to local, foreign and provincial officials, taxes and the repatriation of foreign earnings. If we fail to adhere to any applicable laws or regulations, or if such laws or regulations restrict exploration or production, or negatively affect the sale, of oil and natural gas, our business, prospects, results of operations, financial condition or cash flows may be impaired. We may be subject to governmental sanctions, such as fines or penalties, as well as potential liability for personal injury, property or natural resource damage and might be required to make significant capital expenditures to comply with federal, state or international laws or regulations. In addition, existing laws or regulations, as currently interpreted or reinterpreted in the future, or future laws or regulations, could adversely affect our business or operations, or substantially increase our costs and associated liabilities.

In addition, exploration for, and exploitation, production and sale of, oil and natural gas in countries in which we operate or may operate in the future are subject to extensive national and local laws and regulations requiring various licenses, permits and approvals from various governmental agencies. If these licenses or permits are not issued or unfavorable restrictions or conditions are imposed on our exploration or drilling activities, we might not be able to conduct our operations as planned. Alternatively, failure to comply with these laws and regulations, including the requirements of any licenses or permits, might result in the suspension or termination of operations and subject us to penalties. Our costs to comply with such laws, regulations, licenses and permits are significant.

Specifically, our oil and natural gas operations in countries in which we operate or may operate in the future will be subject to stringent laws and regulations relating to the release or disposal of materials into the environment or otherwise relating to environmental protection. Failure to comply with these laws and regulations may result in the imposition of administrative, civil and/or criminal penalties, incurring investigatory or remedial obligations and the imposition of injunctive relief.

Changes in environmental laws and regulations occur frequently, and any changes that result in more stringent or costly waste handling, storage, transport, disposal or cleanup requirements could require us to make significant expenditures to attain and maintain compliance and may otherwise have a material adverse effect on our industry in general and on our own results of operations, competitive position or financial condition. Although we intend to comply in all material respects with applicable environmental laws and regulations, there can be no assurance that we will be able to comply with existing or new regulations. In addition, the risk of accidental spills, leakages or other circumstances could expose us to extensive liability. We are unable to predict the effect of additional environmental laws and regulations that may be adopted in the future, including whether any such laws or regulations would materially adversely increase our cost of doing business or affect operations in any area.

Under certain environmental laws that impose strict, joint and several liability, we may be required to remediate our contaminated properties regardless of whether such contamination resulted from the conduct of others or from consequences of our own actions that were or were not in compliance with all applicable laws at the time those actions were taken. In addition, claims for damages to persons or property may result from environmental and

other impacts of our operations. Moreover, new or modified environmental, health or safety laws, regulations or enforcement policies could be more stringent and impose unforeseen liabilities or significantly increase compliance costs. Therefore, the costs to comply with environmental, health or safety laws or regulations or the liabilities incurred in connection with them could significantly and adversely affect our business, financial condition or results of operations.

In addition, many countries have agreed to regulate emissions of “greenhouse gases.” Methane, a primary component of natural gas, and carbon dioxide, a by-product of burning of oil and natural gas, are greenhouse gases. Regulation of greenhouse gases could adversely impact some of our operations and demand for some of our services or products in the future.

Competition in the oil and natural gas industry for licenses is intense, and many of our competitors have greater financial, technological and other resources than we do, which may adversely affect our ability to compete.

We will be operating in the highly competitive areas of oil and natural gas exploration, development, production and acquisition with a substantial number of other companies, both foreign and domestic. We face intense competition from independent, technology-driven companies as well as from both major and other independent oil and natural gas companies in each of the following areas:

- seeking oil and natural gas exploration licenses and production licenses;
- acquiring desirable producing properties or new leases for future exploration;

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- marketing oil and natural gas production;
- integrating new technologies; and
- contracting for drilling services and equipment and securing the expertise necessary to develop and operate properties.

Many of our competitors have substantially greater financial, managerial, technological and other resources than we do. These companies are able to pay more for exploratory prospects and productive oil and natural gas properties than we can. To the extent competitors are able to pay more for properties than we are paying, we will be at a competitive disadvantage. Further, many of our competitors enjoy technological advantages over us and may be able to implement new technologies more rapidly than we can. Our ability to explore for and produce oil and natural gas prospects and to acquire additional properties in the future will depend upon our ability to successfully conduct operations, implement advanced technologies, evaluate and select suitable properties and consummate transactions in this highly competitive environment.

We might not be able to obtain necessary permits, approvals or agreements from one or more government agencies, surface owners, or other third parties, which could hamper our exploration, development or production activities.

There are numerous permits, approvals, and agreements with third parties that will be necessary in order to enable us to proceed with our exploration, development or production activities and otherwise accomplish our objectives. The government agencies in international countries have discretion in interpreting various laws, regulations, and policies governing operations under licenses such as the license we are obtaining in Bulgaria. Further, we may be required to enter into agreements with private surface owners to obtain access to, and agreements for, the location of surface facilities. In addition, because many of the laws governing oil and natural gas operations in international countries have been enacted relatively recently, there is only a relatively short history of the government agencies handling and interpreting those laws, including the various regulations and policies relating to those laws. This short history does not provide extensive precedents or the level of certainty that allows us to predict whether such agencies will act favorably toward us. The governments have broad discretion to interpret requirements for the issuance of drilling permits. Our inability to meet any such requirements could have a material adverse effect on our exploration, development or production activities.

Risks Related to Our Common Stock

The value of our common stock may be affected by matters not related to our own operating performance.

The value of our common stock may be affected by matters that are not related to our operating performance and are outside of our control. These matters include the following:

- general economic conditions in the United States and globally;
- industry conditions, including fluctuations in the price of oil and natural gas;
- governmental regulation of the oil and natural gas industry, including environmental regulation and regulation of fracture stimulation activities;
- fluctuation in foreign exchange or interest rates;
- liabilities inherent in oil and natural gas operations;
- geological, technical, drilling and processing problems;
- unanticipated operating events that can reduce production or cause production to be shut in or delayed;

- failure to obtain industry partner and other third-party consents and approvals, when required;
- stock market volatility and market valuations;
- competition for, among other things, capital, acquisition of reserves, undeveloped land and skilled personnel;
- the need to obtain required approvals from regulatory authorities;
- worldwide supplies and prices of, and demand for, oil and natural gas;
- political conditions and developments in each of the countries in which we operate;
- political conditions in oil and natural gas producing regions;
- revenue and operating results failing to meet expectations in any particular period;
- investor perception of the oil and natural gas industry;
- limited trading volume of our common shares;
- announcements relating to our business or the business of our competitors;
- the sale of assets;
- our liquidity;
- our ability to raise additional funds; and
- the uncertain impact of the COVID-19 pandemic on our operations and the economy.

In the past, some companies that have experienced volatility in the trading price of their common stock have been the subject of securities class action litigation. We might become involved in securities class action litigation in the future. Such litigation often results in substantial costs and diversion of management's attention and resources and could have a material adverse effect on our business, financial condition and results of operation.

Investment in our common stock is speculative due to the nature of our business.

An investment in our common stock is speculative due to the nature of our involvement in the acquisition and exploration of oil and natural gas properties.

Our shareholders may experience dilution as a result of our issuance of additional common stock or the exercise of outstanding options and warrants.

We may enter into commitments in the future that would require the issuance of additional common stock. We may also grant additional share purchase warrants, restricted stock units or stock options. The exercise of share purchase warrants, restricted stock units or stock options and the subsequent resale of common stock in the public market could adversely affect the prevailing market price and our ability to raise equity capital in the future. Any stock issuances from our treasury will result in immediate dilution to existing shareholders.

We have never declared or paid cash dividends on our common stock.

We do not anticipate paying cash dividends on our common stock in the foreseeable future. Payment of future cash dividends, if any, will be at the discretion of our Board of Directors and will depend on our financial condition, results of operations, contractual restrictions, capital requirements, business prospects and other factors that our Board of Directors considers relevant. Accordingly, investors may only see a return on their investment if the value of our securities appreciates.

Our stock price is volatile.

Our common stock is traded on the Canadian Securities Exchange (the CSE) and the OTCQB. There can be no assurance that an active public market will continue for our common stock, or that the market price for our common stock will not decline below its current price. Such price may be influenced by many factors, including, but not limited to, investor perception of us and our industry and general economic and market conditions. The trading price of our common stock could be subject to wide fluctuations in response to a variety of matters and market conditions.

Our common stock will be subject to the “Penny Stock” Rules of the SEC.

Our securities will be subject to the “penny stock rules” adopted pursuant to Section 15(g) of the Exchange Act. The penny stock rules apply generally to companies whose common stock trades at less than \$5.00 per share, subject to certain limited exemptions. Such rules require, among other things, that brokers who trade “penny stock” to persons other than “established customers” complete certain documentation, make suitability inquiries of investors and provide investors with certain information concerning trading in the security, including a risk disclosure document and quote information under certain circumstances. Some brokers have decided not to trade “penny stock” because of the requirements of the “penny stock rules” and, as a result, the number of broker-dealers willing to act as market makers in such securities is limited. In the event that we remain subject to the “penny stock rules” for any significant period, there may develop an adverse impact on the market, if any, for our securities. Because our securities are subject to the “penny stock rules,” investors will find it more difficult to dispose of our securities.

A decline in the price of our common stock could affect our ability to raise further working capital and create additional dilution to existing shareholders upon any financings.

A decline in the price of our common stock could result in a reduction in the liquidity of our common stock and a reduction in our ability to raise additional capital for our operations. Because our operations to date have been principally financed through the sale of equity securities, a decline in the price of our common stock could have an adverse effect upon our liquidity; and if we sell such equity securities at a lower price, such sales could cause excessive dilution to existing shareholders.

We may issue debt to acquire assets or for working capital.

From time to time our Company may enter into transactions to acquire assets or the stock of other companies or we may require funding for general and administrative purposes. These transactions may be financed partially or wholly with debt, which may increase our debt levels above industry standards. Our governing documents do not limit the amount of indebtedness that our Company may incur. The level of our indebtedness from time to time could impair our ability to obtain additional financing in the future on a timely basis to take advantage of business opportunities that may arise.

We may issue additional equity securities without the consent of shareholders. The issuance of any additional equity securities would further dilute our shareholders.

Our Board of Directors has the authority, without further action by the shareholders, to issue up to 450,000,000 shares of common stock authorized under our charter documents, of which 383,875,552 shares were issued and outstanding as of December 31, 2022. We may issue additional shares of common stock or other equity securities, including securities convertible into shares of common stock, in connection with capital raising activities. The issuance of additional common stock would also result in dilution to existing shareholders.

Item 4. INFORMATION ON THE COMPANY

A. History and Development of the Company

Trillion Energy International Inc. is focused on its oil and gas producing assets in Turkey specifically its SASB Natural Gas field as well as its Cendere Oil field.

During the year ended December 31, 2022, the Company's focus was on increasing conventional natural gas production at its SASB field located in the Black Sea, Turkey where it has initiated a 20 well development drilling program, "the SASB Development Program". The Company raised gross proceeds of approximately CAD\$41 million through a non-brokered private placement and a brokered prospectus financing during the year. During September 2022, the Company commenced the SASB Development Program drilling its first well, Akcakoca South, which was completed and tested during October 2022 and which flow tested at 5-6 million cubic feet per day (mmcf/d)(gross 100% interest) and which was then put on production. During November 2022 the Company recompleted the Akcakoca-3 Well which was then tested at 5-6 mmcf/d (gross 100% interest). The Company successfully drilled West Akcakoca 1 and Guluc 2 wells during January and February 2023 which were put in production in March 2023. The company is currently drilling the Bayhanli well, which is expected to be completed in May 2023. Each of the new wells are expected to take an average of 45 days to drill and for reentries, an average of 15 days per well. the Company expects to exit 2023 with up to 13 producing natural gas wells at SASB.

The wells are being drilled or recompleted using the Uranus jack up drilling rig under contract from a rig provider located in Romania.

Turkey

The Company owns interests in the producing Cendere oil field ("Cendere") and producing South Akcakoca Sub-Basin ("SASB") gas field in Turkey. Cendere, a mature oilfield, is a long-term low decline oil reserve. The Company has a 19.6% interest in the Cendere oil field located in Southeast Turkey.

The SASB field holds upside through exploitation of reserves and resources where significant infrastructure is in place to realize same, including pipelines, offshore platforms, and a gas processing plant capable of processing 42.4 Mmcf/d. With this base of operations in Turkey and its experienced management team, the Company is poised to exploit these assets and for further growth in the region.

Cendere oil field

At December 31, 2022, the gross oil production rate for the producing wells in Cendere was 673 bbls/day (barrels per day); the average daily 2022 gross production rate for the field was 681 bbls/day. At the end of December 2022, oil was sold at a price of approximately US\$83.24 per barrel ("bbl") for a netback per barrel of approximately US\$46.36/bbl. At December 31, 2022, the Cendere field was producing 110 barrels of oil per day net to the Company; and averaged 102 barrels per day during 2022 net to the Company.

SASB

SASB has several producing natural gas fields, four production platforms plus subsea pipelines that connect the fields to an onshore gas plant. The SASB fields are located off the north coast of Turkey towards the western end of the Black Sea. Total gross production to date from the four fields is in excess of 43 billion cubic feet (“Bcf”).

The Company commenced the SASB Development Program during September 2022, at which time the Uranus Rig mobilized to the license block from Romania. The drilling rig was then positioned at the Akcakoca platform upon which it drilled South Akcakoca, Akcakoca-3, Akcakoca West and Guluc 2. The initial program involves seven wells (two workovers and five new directional wells) all which will be put on production during the program upon successful completion, thus generating revenue for the company. The second part of the SASB Development Program involves up to an additional 10 wells (including recompletions, sidetracks and new wells), which in part will be identified based on the results of the first wells and further G&G work that is presently ongoing. The SASB Development Program will substantially boost production for the near future. Wells are expected to produce additional gas for between three and ten years each based on the SASB Development Program.

As at December 31, 2022 the gross gas production rate for SASB was 6 MMcfd, representing production from the Akcakoca South and Akcakoca-3 wells. As at March 31, 2023 the gross gas production rate for SASB is 12.6 MMcfd. The current average daily 2023 gross production rate for the field is 7.75 MMcfd. Gas production rates have increased significantly between September and April due to the completion of 3 wells and 1 recompletion.

The Company is using a Jackup rig obtained from Romania, to which it initially contracted to drill a minimum of five new wells and two recompletions (the “Initial Program”) and which the Company’s plans to drill several additional wells throughout 2023 and into 2024. . The rig rate is USD \$95,000/day.

It is the Company’s plan to drill the wells more or less continuously, to reduce mobilization costs and take advantage of high gas prices, by bringing one new well into production every 45 days starting September 2022 and then throughout the duration of 2023 into 2024, thereby significantly ramping up the Company’s production during that time frame.

Currently natural gas is being sold at about \$14.14/MCF domestically in Turkey. The average monthly natural gas sale price year to date for 2022 was approximately US\$22.18 per Mcf. The gas price has been approximately US\$31.41 per Mcf for the months of October, November and December 2022.

The Company also plans to explore potential opportunities around the SASB development license area, which is currently 12,385 hectares, by applying for a Technical Investigation Survey Permit for 200,000 hectares of surrounding area (“the Permit”). The Company is currently reprocessing the existing 3D seismic with new technology and gather additional data to determine and propose new exploration work program in the permit around SASB block. Such new technology is expected to improve the resolution of the data and define new exploration targets.

Bulgaria license

In October of 2010, the Company was awarded an exploration permit for the “Vranino 1-11 Block”, a 98,205 acre oil and gas exploration land located in Dobrudja Basin, Bulgaria, by the Bulgarian Counsel of Ministers. On April 1, 2014, the Company entered into an Agreement for Crude Oil and Natural Gas Prospecting and Exploration in the Vranino 1-11 Block with the Ministry of Economy and Energy of Bulgaria (the “License Agreement”). The initial term of the License Agreement is five years. This five-year period will commence once the Bulgarian regulatory authorities approve of the Company’s work programs for the permit area. The License Agreement (or applicable legislation) provides for possible extension periods for up to five additional years during the exploration phase, as well as the conversion of the License Agreement to an exploitation concession, which can last for up to 35 years.

The Company has determined it would dispose of the Bulgaria property and that it would obtain the options to do so. As a result, the Company recorded an impairment loss of \$3,101,343 during the year ended December 31, 2022.

Developments of the Business after the Reporting Period

During February and March 2023, the Company successfully drilled the West Akcakoca 1 well which discovered 55+ metres of gas pay and flow tested at a rate of 3.5 (mmcf/d)(gross 100% interest) and was put on production. During March 2023, the Company successfully drilled the Guluc-2 well which discovered 70+ metres of gas pay and flow tested at a rate of 8.83 (mmcf/d)(gross 100% interest). Guluc 2 entered long term production with an initial production rate of approximately 6 (mmcf/d)(gross 100% interest).

On April 20, 2023, the Company entered into an agreement with Eight Capital, pursuant to which Eight Capital agreed to purchase for resale, together with a syndicate of underwriters (together with Eight Capital, the "Underwriters"), on a bought deal private placement basis, 15,000 units of the Company ("Units") at a price of \$1,000 per Unit, for gross proceeds of \$15,000,000 (the "Placement"). Each Unit will consist of \$1,000 principal amount secured convertible debenture (a "Debenture") and 1,667 common share purchase warrants of the Company (a "Warrant"). Each Warrant will be exercisable for one common share of the Company (each a "Warrant Share") at an exercise price of \$0.50 per Warrant Share, subject to adjustment in certain events, and shall have an expiry date of June 29, 2025. The Debentures will mature on April 30, 2025 (the "Maturity Date") and will accrue interest at the rate of 12.0% per annum, payable semi-annually in arrears beginning on October 31, 2023 (the "Interest"). At the holders' option, the Debentures may be converted into common shares of the Company ("Conversion Shares") at any time and from time to time, up to the earlier of the Maturity Date and the date fixed for redemption of the Debentures, at a conversion price of \$0.60 per common share (the "Conversion Price"). The Company is currently drilling the Bayhanli well, which is expected to be completed in May 2023. Each of the new wells are expected to take an average of 45 days to drill and for reentries, an average of 15 days per well.

Strategic Focus

Our focus currently is increasing oil and gas production and in particular, our natural gas reserves at the SASB gas field in Turkey, which we expect will generate significant cash-flow and profits for the Company. Further development beyond the first seven wells will be significantly funded from free cash flow of earlier wells that are put on production, and our plan is to further develop the fields as approvals and funds are on hand and as the rig schedule may allow.

B. Business Overview

Trillion Energy International Inc. and its consolidated subsidiaries, (collectively referred to as the "Company") is a Canadian based oil and gas exploration and production company. Effective January 2022, the corporate headquarters moved to Suite 700, 838 West Hastings Street, Vancouver, B.C., Canada from Turan Gunes Bulvari, Park Oran Ofis Plaza, 180-y, Daire:54, Kat:14, 06450, Oran, Cankaya, Anakara, Turkey. The move coincided with the redomicile of the Company from Delaware to British Columbia, a move which was approved by shareholders in November 2021. The Company also has a registered office in Turkey and Bulgaria. The Company was originally incorporated in Delaware in 2015, and in January 2022 became a British Columbia company. The Company's shares are traded on the OTCQB under the symbol "TCFF.F" and trade on the Canadian Securities Exchange under the symbol "TCF".

On January 21, 2022, the Company redomiciled from Delaware to a British Columbia corporation by way of an amalgamation transaction with the Company's British Columbian subsidiary, Trillion Energy International Inc. (the "Repatriation Transaction"). Pursuant to the Repatriation Transaction, for every one common stock of Trillion Energy International Inc., the shareholders will receive one common stock of Trillion Energy International Inc. The redomicile is effective January 22, 2022 and the Company started to operate under the name Trillion Energy International Inc.

As a result of the Repatriation Transaction, the Company meets the definition of a foreign private issuer, as defined under Rule 3b-4 of the Securities Exchange Act of 1934, as amended.

C. Organizational Structure

The Company is part of a corporate group. The Company has the following subsidiaries:

Park Place Energy Corp. (“PPE Corp.”); (a Nevada corporation)
Park Place Energy Bermuda (“PPE Bermuda”) (a Bermuda corporation);
BG Exploration EOOD (“BG Exploration”) (a Bulgarian Corporation) ; and
Park Place Energy Turkey (“PPE Turkey”) (a Cayman Island Corporation)

D. Property and Equipment

Turkey Properties

On January 18, 2017, the Company completed the acquisition of three oil and gas exploration and production companies operating in Turkey (the “PPE Companies”). As a result of the acquisition of the PPE Companies, the Company now owns interests in three producing oil and gas fields in Turkey, one of which is offshore and the other two are onshore.

SASB

The primary asset of the PPE Turkey is the offshore production license called the South Akcakoca Sub-Basin (“SASB”). PPE Turkey owns a 49% working interest in SASB which has several producing fields with reserves, each with a production platform plus subsea pipelines that connect the fields to an onshore gas plant. SASB is located off the north coast of Turkey towards the western end of the Black Sea in water depths ranging from 60 to 100 meters. Gas is produced from Eocene age sandstone reservoirs at subsea depths ranging from 1,100 to 1,800 meters.

The three nearer shore gas fields of Ayazli (discovered in 2004), Dogu Ayazli (discovered 2005) and Akkaya (discovered in 2006) were included in an initial phase of development with first gas production in 2007. The deeper water Akcakoca field (discovered in 2006) was developed later with first gas production in 2011. All the fields are developed using unmanned well head platforms/tripods tied back via an 18 km 12-inch pipeline to shared processing and compression facilities onshore at Cayagzi gas plant. The gas plant at Cayagzi is capable of processing up to 75 million cubic feet of gas per day. Sales gas is exported via an 18.6 km long 16-inch onshore pipeline, which ties into the main national gas transmission network operated by BOTAS. Historically, gas has been produced at rates of as high as 30 MMcf/d from SASB; total gross production to date from the four fields is in excess of 43 Bcf. The production license for SASB is covered by a modern 223 square kilometre 3D survey. There are five additional gas discoveries in SASB that have not yet been developed. Also, there are several additional prospects defined by 3D seismic data.

During September 2022, the Company commenced the SASB Development Program drilling its first well, Akcakoca South, which was completed and tested during October 2022. The well flow tested at 5-6 million cubic feet per day (mmcf/d) (gross 100% interest) and was then put on production. During November 2022 the Company recompleted the Akcakoca-3 Well which was then tested at 5-6 mmcf/d (gross 100% interest).

The Company successfully drilled West Akcakoca 1 and Guluc 2 wells during the first quarter of 2023, each which were put into production in March 2023. The Company is currently drilling the Bayhanli well, which is expected to be completed in May 2023. Each of the new wells are expected to take an average of 45 days to drill for new drills, 35 days for side-tracks and 15 days for reentries of existing wells. The wells are being drilled and or recompleted using the Uranus jack up drilling rig under contract from a rig provider located in Romania.

To date, three out of four wells completed at SASB to date have been prospective resources, which have now been converted into reserves as a result of successful drilling. The Company’s proved and probable conventional natural gas reserves have increased significantly, which according to its most recent third party update report on reserves, now total 63.3 BCF at SASB effective January 31 2023 compared to 20.1 BCF as at December 31 2021.

Cendere

With the acquisition of the PPE Turkey, the Company also acquired a 19.6% interest in the Cendere field except three wells where the Company has a 9.8% interest, a producing oil field located in Central Turkey. At December 31, 2022, the gross oil production rate for the producing wells in Cendere was 673 bbls/day; the average daily 2022 gross production rate for the field was 681 bbls/day.

A description of the Cendere Field geological and reservoir characteristics is as follows. The reservoirs are located in the South East Anatolian Basin and within the Middle Cretaceous period. The carbonated Derdere Formation is the main reservoir in Cendere Field and has dolomitization and fracturing, which enhance its production characteristics. There are also four additional oil reservoirs contained within Cendere Field.

The Cendere Field is covered by 54 km² of 3D seismic that was acquired in 2004.

The field was developed using a collection of dispersed oil wells from which production is collected and exported to the Cendere gathering station. The produced oil is exported to the TPAO Karakus processing facility which then is transported onwards to the BOTAS-operated oil pipeline.

There are 20 well pads which currently house 16 producing wells spread over an area of approximately 15 square kilometers. A field gathering station, located to the southwest of the Cendere Field collects the oil and produced water from a collection of flowlines and manifolds.

The Cendere Field is a long-term low decline oil reserve.

Bulgarian Property

In October of 2010, the Company was awarded an exploration permit for the “Vranino 1-11 Block”, a 98,205 acre oil and gas exploration land located in Dobrudja Basin, Bulgaria, by the Bulgarian Council of Ministers. On April 1, 2014, the Company entered into an Agreement for Crude Oil and Natural Gas Prospecting and Exploration in the Vranino 1-11 Block with the Ministry of Economy and Energy of Bulgaria (the “License Agreement”). The initial term of the License Agreement is five years. This five-year period will commence once the Bulgarian regulatory authorities approve of the Company’s work programs for the permit area and the Company completes an environmental impact assessment (“EIA”). The License Agreement (or applicable legislation) provides for possible extension periods for up to five additional years during the exploration phase, as well as the conversion of the License Agreement to an exploitation concession, which can last for up to 35 years. Under the License Agreement, the Company was to submit a yearly work program that is subject to approval of the Bulgarian regulatory authorities.

The Company’s commitment is to perform geological and geophysical exploration activities in the first 3 years of the initial term (the “Exploration and Geophysical Work Stage”), followed by drilling activities in years 4 and 5 of the initial term (the “Data Evaluation and Drilling Stage”). The Company is required to drill 10,000 meters (approximately 32,800 feet) of new wellbore (which may be vertical, horizontal or diagonal) and conduct other exploration activities during the initial term.

Pursuant to the License Agreement, the Company is obligated to incur minimum costs during the initial term as follows:

- (i) \$925,000 for the Exploration and Geophysical Work Stage; and
- (ii) \$3,675,000 for the Data Evaluation and Drilling Stage.

In addition, during the term of the License Agreement, the Company is obligated to pay an annual land rental fee of 15,897 BGN (US \$9,061 based on the exchange rate of 0.57 Lev to U.S. Dollar as of April 1, 2022). The Company is permitted to commence limited production during the initial term of the License Agreement. Upon confirmation of a commercial discovery, the Company is entitled to convert the productive area of the license to an exploitation concession that may last for up to 35 years provided that the minimum work commitments are satisfied.

During the fall of 2022, the Company decided to recommence the EIA. The Company consulted with local counsel and an environmental consultant but was unable to determine whether it would be able to obtain the license. In October and November 2022, management made repeated efforts to obtain a visa to visit Bulgaria and seek clarification on the status of the license, however the visa applications were declined and thus the Company determined it would dispose of the Bulgaria property and that it would obtain the options to do so.

Reserves Reported to Other Agencies

We have not filed estimates of total in-place resources or proved oil and gas reserves with any other federal authority or agency in the United States, Canada, Turkey or Bulgaria at this time. Presently, we are not required to prepare an estimate with respect to the Bulgarian property because our license has not yet become effective. We will file such reports as and when required under applicable regulations after receiving the Bulgarian exploration permit.

Reserves

SUMMARY OF OIL AND GAS RESERVES AS OF FISCAL-YEAR END BASED ON AVERAGE FISCAL-YEAR PRICES

Reserves category	Reserves	
	Oil (mbbls)	Natural gas (mmcf)
PROVED		
Developed:		
Turkey	222	2,748
Undeveloped:		
Turkey	-	8,808
TOTAL PROVED	222	11,556
PROBABLE		
Developed:		
Turkey	66	5,733
Undeveloped:		
Turkey	-	31,319
TOTAL PROVED AND PROBABLE	288	48,608
POSSIBLE		
Developed:		
Turkey	63	1,682
Undeveloped:		
Turkey	-	33,990
TOTAL PROVED, PROBABLE AND POSSIBLE	351	84,280

An independent firm, GLJ Petroleum Consultants (GLJ or GLJ Consultants) completed an independent reserves assessment and evaluation of the oil and gas properties located in Turkey of Trillion Energy International Inc. The effective date of this evaluation is December 31, 2022. The evaluation was prepared in accordance with procedures and standards contained in the Canadian Oil and Gas Evaluation (COGE) Handbook.

Undeveloped Acreage

The following table sets forth the amounts of our undeveloped acreage as of December 31, 2022 as awarded in the Bulgarian License Agreement:

Area	Undeveloped Acreage ⁽¹⁾	
	Gross	Net
Bulgaria Vranino	98,205	98,205
TOTAL	98,205	98,205

- (1) Undeveloped acreage is considered to be those lease hectares on which wells have not been drilled or completed to a point that would permit the production of commercial quantities of oil and gas regardless of whether or not such acreage contains proved reserves.

Item 4A. UNRESOLVED STAFF COMMENTS

Not applicable.

Item 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

The following discussion is management's explanation of factors that have affected the Company's financial condition and results of operations for the historical periods covered by the financial statements, and management's assessment of factors and trends which are anticipated to have material effect on the Company's financial condition and results of operations in future periods.

A. Operating Results

Year Ended December 31, 2022 Compared to Year Ended December 31, 2021

The net loss for the year ended December 31, 2022, decreased by \$1,228,628 compared to the net loss for the year ended December 31, 2021 with a net loss of \$6,121,754 recognized during the year ended December 31, 2022 as compared to a net loss of \$4,893,126 for the year ended December 31, 2021. Factors contributing to the net loss for the year included the following:

Revenue

Revenues increased by \$5,674,302 from \$3,700,727 in 2021 to \$9,375,029 in 2022. The increase is primarily due to an increase in the price of oil and gas in 2022 compared to 2021. In addition, production from the SASB fields increased as a result of the Company drilling its first well, Akcakoca South, which was completed and tested during October 2022 and recompleting the Akcakoca-3 Well during November 2022.

Expenses

For the year ended December 31, 2022, the Company incurred production expenses related to its Turkey operations of \$3,567,875 (2021 - \$2,617,118), depletion charges of \$1,451,032 (2021 - \$415,686), depreciation expense of \$145,035 (2021 - \$31,768) and asset retirement obligation accretion expense of \$264,075 (2021 - \$91,983). Production expenses for the year ended December 31, 2022 increased as compared with the comparative period in 2021 as a result of the Company commencing production on newly capped wells in Q4 of 2022. Depletion increased by \$1,035,346 as a result of an increase in production levels, while depreciation expenses increased due to the purchase of additional equipment during the year ended December 31, 2022. Accretion of asset retirement costs increased by \$172,092 for the year ended December 31, 2022, primarily due to a change in the estimated net costs to dismantle as well as a change to the risk-free discount rate..

For the year ended December 31, 2022, the Company had general and administrative expenses of \$6,397,500, compared to \$3,162,934 for the year ended December 31, 2021. The increase is primarily due to an increase in salaries and compensation of \$2,713,966 primarily due to an increase in employees working the oil and gas operations and drilling programs in Turkey. Increases in advertising expenses of \$490,462, professional fees of \$175,667 correspond with the Company's increased financing activities and planned production ramp up. \$3,578,868 (2021 - \$2,183,008) in expenses were from the North American head office and \$2,818,632 (2021 - \$979,926) for the Turkey office.

For the year ended December 31, 2022, the Company recorded stock-based compensation of \$2,118,917 compared to \$336,366 for the year ended December 31, 2021. The increase is due to the grant of 2,560,000 stock options, and the accrual for the obligation to issue RSUs to various directors and officers of the Company pursuant to employment contracts and agreements between the parties.

Other Income (Expense)

For the year ended December 31, 2022, the Company had other income of \$2,185,242 compared to other expenses of \$1,937,998 for the year ended December 31, 2021. Other income for the year ended December 31, 2022 consists mainly of interest income of \$86,739 (2021 - \$46,217), a gain on debt extinguishment of \$97,051 (2021 – loss of \$159,383), foreign exchange gain of \$1,272,450 (2021 – \$25,669), and gain on net monetary position of \$1,826,495 (2021 - \$Nil) offset by the loss from the change in the fair value of the derivative liability of \$686,504 (2021 – \$1,590,762) and the provision for a settlement agreement with the Company’s former CFO of \$285,120 (2021 - \$Nil). For the year ended December 31, 2022, the derivative liability arises from the Company’s warrants which are exercisable in US dollars as they have an exercise price denominated in a currency other than the Company’s functional currency of the Canadian dollar. Over the period, the value of the derivative liability decreased as a result of the exercise of 4,018,080 of the underlying warrants, offset by the increase in the Company’s share price from \$0.16 as at January 1, 2022 to \$0.33 as at December 31, 2022. The net monetary gain is a result of Turkey being designated a hyper-inflationary economy as of April 1, 2022 for accounting purposes.

Total Assets

As at December 31, 2022, total assets increased by \$30,496,590 from \$6,521,629 as at December 31, 2021 to \$37,018,219 as at December 31, 2022. The increase in total assets was primarily a result of an increase in oil and gas properties of \$28,629,181 coupled by an increase in the Company’s prepaid expenses and accounts receivable. The increase in oil and gas reflect work performed in the Company’s SASB fields in Turkey. The increase in prepaid expenses relates to advances made for drilling work that commenced in Q4 2022 and the increases accounts receivable reflect oil and gas receivable increases due to increases in oil prices during the fourth quarter of 2022, and the commencement of drilling in the Company’ SASB fields in Turkey.

Total Non-current Financial Liabilities

Total non-current liabilities as at December 31, 2022 decreased by \$4,146,574 from \$9,493,112 as at December 31, 2021 to \$5,346,538 as at December 31, 2022. The decrease in total non-current financial liabilities was primarily a result of a \$3,676,638 decrease in asset retirement obligation as a result of changes in estimates in risk free discount rate and estimated retirement date. This decrease was coupled by a decrease in derivative liabilities of \$468,072 resulting from the exercise of underlying warrants.

B. Liquidity and Capital Resources

The following table summarizes our liquidity position:

	December 31, 2022	December 31, 2021	December 31, 2020
	(\$)	(\$)	(\$)
Cash	926,061	1,026,990	202,712
Working capital (deficit)	(4,819,052)	342,551	(1,057,725)
Total assets	37,018,219	6,521,629	6,487,261
Total liabilities	16,392,288	10,982,859	13,274,494
Stockholders’ equity	20,625,931	(4,461,230)	(6,787,233)

During the year ended December 31, 2021, working capital was \$342,551 in comparison to working capital deficit of \$1,057,725 as at December 31, 2020. The \$1,400,276 increase in working capital is attributable to an increase in financing activities as the Company raised cash through the issuance of shares through private placements and the exercise of warrants.

During the year ended December 31, 2022, working capital deficit was \$4,819,052 in comparison to working capital of \$342,551 as at December 31, 2021. The \$5,161,603 decrease in working capital is attributable to an increase in expenditures related to the Company’s drilling activities in 2022.

The Company expects it will be fully funded for its next 12 months of operations, which includes continuation of drilling of multiple wells at SASB utilizing funds generated through a private placement and prospectus raise for approximately \$41.5M CAD (US\$31M) in gross proceeds received in 2022 plus funds received in April 2023, from a \$15 CAD million private placement offering of convertible debenture units (the “Debentures”) and cashflow from revenues generated from wells at SASB.

Operating, Investing and Financing Activities

The chart below highlights the Company's cash flows:

	December 31, 2022 (\$)	December 31, 2021 (\$)
Net cash provided by (used in):		
Operating activities	7,031,965	(1,869,543)
Investing activities	(37,427,683)	(181,845)
Financing activities	30,115,258	2,655,666
Effect of exchange rate on cash and cash equivalents	179,531	220,000
Increase (decrease) in cash, cash equivalents, and restricted cash	(100,929)	824,278

Cash Used in Operating Activities

Net cash provided by operating activities for the year ended December 31, 2022, was \$7,031,965, compared to \$1,869,543 cash used in operating activities for year ended December 31, 2021. The current period loss of \$6,121,754 was offset with \$6,870,824 in changes in working capital items and \$6,282,895 in net non-cash items for the year ended December 31, 2022. This compares to a loss of \$4,893,126, coupled by \$3,576,891 in net non-cash items and offset by \$553,308 in changes in working capital items for the year ended December 31, 2021.

Cash Used in Investing Activities

Net cash used in investing activities for the year ended December 31, 2022, was \$37,427,683, compared to \$181,845 used for the year ended December 31, 2021. Oil and gas properties expenditures increased to \$37,712,406 from \$66,122 in the comparative period and property and equipment expenditures increased to \$696,929 from \$180,739 in the comparative period.

Cash Provided by Financing Activities

We have funded our business to date from sales of our common stock through private placements and a convertible debenture loan.

Net cash provided by financing activities for the year ended December 31, 2022, was \$30,115,258, compared to \$2,655,666 for the year ended December 31, 2021. Cash provided by financing activities in the current period was primarily related to \$30,480,614 in proceeds, net of stock issuance costs, for the issuance of stock related to private placements and warrant and option exercises offset by note repayments. In the comparative period cash from financing activities was primarily related to the issuance of common shares, partially offset by repayment of note payable.

Future Operating Requirements

Based on our current plan of operations, we estimate that we will have sufficient funds to cover our plan of operations over the next 12 months and that our cash on hand of \$926,061 along with our revenue generated from initial wells in the SASB Development Program and the CAD \$15 million dollar debenture offering will be sufficient to fund our planned operations over the next 12 months.

Our current plan of operations is the continuation of drilling production wells at SASB to increase gas production. We expect to incur further capital expenditures in excess of \$30 million within the next 12 months. As each of the wells is expected to generate cashflow as they are brought online and as cash receipts from production are obtained on a monthly basis, our cash position will be enhanced and capital outlays will be covered, such that increasing

sales revenue will contribute positively to the Company's working capital and future anticipated capital expenditures.

Subsequent to the completion of the Initial Work Program, the Company plans to drill up to 10 or so additional wells over the next year or so using cashflow from operations generated by operations. Based on our 49% interest, we project that we will incur between \$50 to \$74 million in additional capital expenditures for our total work program of up to 14 -15 additional wells, which include a mixture new drillings, recompletions and well extensions.

As of December 31, 2022, the Company had unrestricted cash of \$926,061 and current liabilities of \$11,045,750 which along with the Debenture proceeds, it anticipates is sufficient to cover its plan of operations over the next 12 months.

C. Research and Development, Patents and Licenses, Etc.

The Company has not developed a research and development policy. The Company holds no patents or licenses including technology licenses.

D. Trend Information

The natural gas market in North America & Europe and the oil market globally have incurred significant upward movement in commodity pricing. Natural gas prices in Turkey and Europe have reached record highs in April 2022. Oil and gas markets have come off of lows suffered due to COVID in 2020 and rallied during 2021. The rally in commodity pricing has positively impacted the economics of our oil and natural gas production in Turkey and the future outlook for our SASB redevelopment. Oil and natural gas stocks have consequently generally risen during 2021 and we were able to obtain a substantial financing during March 2022. The renewed focus in Europe and Turkey is on development of domestic production for petroleum in an effort to shift away from Russian imports, which currently dominate the energy markets in Europe and Turkey.

E. Off-Balance Sheet Arrangements

On October 1, 2018 the Company entered into an agreement to grant to a consultant of the Company a 2% (two percent) gross overriding royalty on petroleum substances produced from certain of its currently undeveloped exploration properties, namely: Block 1-11 Vranino situated in Dobrich District, Bulgaria and seven contiguous exploration licences in the province of Hakkari Yuksekova Semdiali Derecik, Turkey. The Grant of the royalty agreement was for services involving technical and corporate advisory services.

On October 1, 2018 the Company entered into an agreement to grant to the CEO of the Company a 0.5% (one half of one percent) gross overriding royalty on petroleum substances produced from certain of its currently undeveloped exploration properties, namely: Block 1-11 Vranino situated in Dobrich District, Bulgaria and seven contiguous exploration licences in the province of Hakkari Yuksekova Semdiali Derecik, Turkey. The Grant of the royalty agreement was for services involving technical and corporate advisory services.

F. Tabular Disclosure of Contractual Obligations

The Company currently has no contractual obligations in the nature of long term debt obligations, capital finance lease obligations, operating lease obligations or purchase obligations.

G. Safe Harbor

Not applicable.

Item 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

A. Directors and Senior Management

The following table and information that follows sets forth the names and positions of our directors and executive officers as of the date of this annual report:

Name	Current Office with Company	Since
Arthur Halleran	President, Chief Executive Officer, Director	Director since October 4, 2011, President and CEO since September 2017
Ozge Karalli	Chief Financial Officer	CFO since August 19, 2022
Kubilay Yildirim	Chief Operating Officer, Director	Director since September 20, 2019, COO since August 19, 2022
David M. Thompson	Director	Director since October 29, 2013
Barry Wood	Director	Director since December 31, 2018
Sean Stofer	Director	Director since August 19, 2022

Dr. Arthur Halleran - President and Chief Executive Officer, Director

Dr. Halleran has been a director since October 4, 2011 and CEO since August, 2017. Dr. Halleran has a Ph.D. in Geology from the University of Calgary and has 40 years of international petroleum exploration experience. His international experience includes work in countries such as Canada, Colombia, Egypt, India, Guinea, Sierra Leone, Sudan, Suriname, Chile, Brazil, Pakistan, Peru, Tunisia, Trinidad Tobago, Argentina, Ecuador and Guyana. Dr. Halleran's experience includes work with Petro-Canada, Chevron, Rally Energy, Canacol Energy, United Hunter Oil and Gas Corp. and United Hydrocarbon International Corp. In 2007, Dr. Halleran founded Canacol Energy Ltd., a company with petroleum and natural gas exploration and development activities in Colombia, Brazil and Guyana, where he served as vice president of exploration. Previously, Dr. Halleran was a consulting geologist for Rally Energy Corp. (Egypt), which discovered prolific reservoirs in Egypt. Dr. Halleran currently serves as Vice President of Exploration & Development for United Hydrocarbon International Corp., a company with oil interests in Chad, Africa. Dr. Halleran was appointed as a director of the Company to provide technical expertise and oversight to the Dobrudja Basin gas project in Bulgaria. His education and technical experience in the energy sector are valuable to our Company.

Ozge Karalli – Chief Financial Officer

Mrs. Karalli began her career in Deloitte as tax compliance auditor where she was also an audit senior and supervisor between 1998 and 2004. She joined Toreador in 2004 as Accounting Manager and Financial Controller, before becoming the Finance Director of Tiway Oil in 2010. Mrs. Karalli has a Bachelor of Economics degree from Bilkent University and has been a Chartered Public Accountant in Turkey since 2002 and qualified for independent auditor's certificate in 2015.

David M. Thompson - Director

Mr. Thompson has 30 years of financial experience in the oil and gas industry. He successfully founded an oil trading company in Bermuda with offices in the U.S. and Europe (Geneva, Moscow and Amsterdam). He was responsible for that company's production operations in Turkmenistan and successfully raised over \$100 million in equity. Mr. Thompson also negotiated the farm-out of a number of company assets. Mr. Thompson is Managing Director of AMS Limited, a Bermuda based Management Company. In the past he served as Founder, President and CEO of Sea Dragon Energy Inc. (TSX:V), Chief Financial Officer of Aurado Energy, Chief Financial Officer of Forum Energy Corporation (OTC), Financial Director of Forum Energy Plc (AIM) and Senior Vice President at Larmag Group of Companies. Mr. Thompson is a Certified Management Accountant (1998). He currently also serves as a Director of United Hydrocarbon International Corp.

Dr. Barry Wood – Director

From 2008 to the present Dr. Wood has been an Independent Exploration Advisor, having assisted companies such as Dana Gas, NPC, Sea Dragon, Maurel et Prom and others, establishing new offices, reviewing and recommending new opportunities, preparing contracts and managing G&G programs. From August, 2012 to 2015 Dr. Wood was an Advisor, Exploration, to NPC (Egypt). From 2008 to August 2012 Dr. Wood was an Advisor, Exploration, to Sea Dragon Energy in Egypt. From 2006 to 2007 Dr. Wood was Country Manager for Maurel et

Prom, based in Dar es Salaam, Tanzania. From 2001 to the present, Dr. Wood founded PetroQuest International Ltd. and advised to them in regards to new exploration fairways in Tanzania, Syria and Egypt. From 1997 to 2001 Dr. Wood was employed at Oxford University Research in regards to Reservoir & Structural Development through Lithospheric Folding. From 1993 to 1997 Dr. Wood was the Exploration Manager for Marathon International Oil Company, based in Cairo, Egypt. From 1989 to 1993 Dr. Wood was the Exploration and General Manager for Marathon International Oil Company, based in Damascus, Syria. From 1985 to 1989 Dr. Wood was the Area Manager, New Ventures, for Marathon International Oil Company, in the areas of Europe, N. & E. Africa, Middle East, based in London and Houston. From 1981 to 1985 Dr. Wood was an Advanced Senior Geologist with Marathon International Oil in Singapore. From 1980 to 1981 Dr. Wood was with Asamera Oil Ltd., Jakarta, Indonesia as a Senior Geologist (N. Sumatra evaluation); from 1978 to 1980 Oasis Oil Company of Libya, Tripoli, Libya as a Senior Geologist (Sirte Basin Evaluation); from 1976 to 1978 Pembina Pipeline, Calgary, Alberta as an Exploration Geologist, Western Canada Basin; and from 1972 to 1976 was with Shell Canada, Calgary, Alberta as a New Ventures Exploration Geologist (Canadian Frontier).

Kubilay Yildirim

Mr. Yildirim has over the past 20 years had hands on experience in drilling, production, seismic acquisition, and logistics for both onshore and offshore projects in Turkey. He has spent most of career with this company and its predecessor companies: Madison, Toredor and Tiway. He has also been involved in sales and divestitures of assets and has taken on significantly more managerial positions until being promoted to General Manager in 2009. Mr. Yildirim has a degree in Petroleum and Natural Gas Engineering from Middle East Technical University and an MBA from Bilgi University in Istanbul.

B. Compensation of executive officers and directors

The following tables and accompanying notes set forth all compensation paid by our company to our directors and senior management for the positions held during 2022.

No part of this compensation was paid pursuant to a profit sharing plan. There were no amounts set aside for a pension, retirement or similar benefits plans for any director or officer.

Directors and Senior Management Compensation Table

Name	Position	Year	Compensation (US\$)	Option- based awards (US\$)	Non-equity incentive plan compensation Annual incentive plans	Total compensation (US\$)
Arthur Halleran	President and CEO	2022	340,351	393,275	-	733,626
	President and CEO	2021	156,000	-	-	156,000
Ozge Karalli	CFO	2022	79,573	135,486	-	215,059
David Thompson	Director	2022	209,198	54,397	-	263,595
	Former CFO	2021	120,000	-	-	120,000
Barry Wood	Director	2022	18,000	60,426	-	78,426
		2021	18,000	-	-	18,000
Kubilay Yildirim	Director and COO	2022	236,644	261,253	-	497,897

	Director	2021	18,000	-	-	18,000
Sean Stofer	Director	2022	20,000	21,283	-	41,283

Options and Stock Appreciate Rights (SARs)

During the fiscal year ended December 31, 2022, we granted stock options to senior management or directors as follows:

<u>Name</u>	<u>Position</u>	<u>Year</u>	<u>Options Granted</u>
Ozge Karalli	CFO	2022	1,000,000
Kubilay Yildirim	Director	2022	1,310,000

The options granted have an exercise price of CAD\$0.30 and expire on July 25, 2025. Half of the options vested immediately upon grant, and the other half will vest on July 25, 2023.

Long Term Incentive Plan (LTIP) Awards

During the fiscal year ended December 31, 2022, we granted 3,525,062 (2021 – 1,125,000) restricted stock units (“RSUs”) to senior management and directors as follows:

<u>Name</u>	<u>Position</u>	<u>Year</u>	<u>RSUs Granted</u>
Arthur Halleran	President and CEO	2022	2,022,865
		2021	300,000
David Thompson	CFO	2022	275,000
	Director	2021	275,000
Barry Wood	Director	2022	650,000
		2021	200,000
Kubilay Yildirim	Director	2022	767,197
		2021	350,000
Sean Stofer	Director	2022	60,000

C. Board Practices

Election of Directors

The directors of Trillion Energy International Inc. are elected annually and hold office until the earlier occurrence of the next annual general meeting of our shareholders is held, their successors in office are duly elected or appointed or a director resigns. We have not entered into service contracts with any directors of our company or any of our subsidiaries providing for benefits upon termination of employment.

Board of Directors Independence

Our Board of Directors consists of five members; namely, Arthur Halleran, David Thompson, Barry Wood, Sean Stofer and, Kubilay Yildirim. Our Board of Directors has determined that David Thompson, Sean Stofer and Barry Wood are an independent director within the meaning of National Instrument 58-101 - *Disclosure of Corporate Governance Practices* (“NI 58-101”) and the Marketplace Rules of the NASDAQ and as is required by the applicable policies of the TSX. Kubilay Yildirim, and Arthur Halleran are not independent within the

meaning of NI 58-101 as they are managers and or officers of our company and thereby have a “material relationship” with our company.

D. Employees

As of December 31, 2022, the Company had 17 employees.

E. Share Ownership

The following table sets forth, as of May 1, 2023, the number of common shares of our company beneficially owned by the directors and members of senior management of Trillion International Energy Inc., individually, and as a group, and the percentage of ownership of the outstanding common shares represented by such shares.

<u>NAME OF BENEFICIAL OWNER</u>	<u>TITLE</u>	<u>TITLE OF CLASS OF SHARES</u>	<u>NUMBER OF SECURITIES OF CLASS</u>	<u>PERCENTAGE OF CLASS ⁽¹⁾</u>
Arthur Halleran	President, CEO and Director	common	11,009,268	2.85%
David Thompson	Former CFO and Director	common	4,650,000	1.20%
Ozge Karalli	CFO	common	230,000	0.06%
Barry Wood	Director	common	950,000	0.25%
Kubilay Yildirim	COO and Director	common	1,080,000	0.28%
Sean Stofer	Director	common	1,900,000	0.49%
Directors and Officers as a Group			19,819,268	5.14%

⁽¹⁾ Based on 385,960,552 common shares outstanding as at May 1, 2023.

Stock Options Outstanding

The names and titles of the directors and executive officers of our company to whom outstanding stock options have been granted and the number of common shares subject to such stock options is set forth in the following table as of December 31, 2022.

<u>Name</u>	<u>Title</u>	<u>Number of Stock Options Granted to Purchase Common Shares</u>	<u>Exercise Price</u>	<u>Expiration Date</u>
Arthur Halleran	President, CEO and	350,000	USD\$ 0.12	October 24, 2023
	Director	1,200,000	USD\$ 0.125	September 19, 2024
Ozge Karalli	CFO	350,000	USD\$ 0.81	October 24, 2023
		200,000	USD\$ 0.125	September 19, 2024
		320,000	USD\$ 0.08	July 31, 2024
		1,000,000	CAD\$ 0.08	July 26, 2025
David Thompson	Former CFO and Director	800,000	USD\$ 0.125	September 19, 2024
Barry Wood	Director	300,000	USD\$ 0.125	September 19, 2024
		320,000	CAD\$ 0.08	July 31, 2025
Kubilay Yildirim	COO and Director	350,000	USD\$ 0.12	October 24, 2023

				September 19,
300,000	USD\$	0.125		2024
1,310,000	CAD\$	0.30		July 26, 2025

As a group, executive officers and directors hold 3,620,000 stock options as at December 31, 2022.

Item 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

A. Major Shareholders

The Company is a publicly traded corporation, the shares of which are owned by Canadian residents, U.S. residents and residents of other countries. As of May 1, 2023, the following parties had ownership of 5% or greater of the Company's common shares, all of which have the same voting rights attached thereto as all other common shares of the Company.

Name	Number of Common Shares Held	Percentage of Common Shares Held
N/A		

As of May 1, 2023, the Company had approximately 174 shareholders of record holding 385,960,552 shares.

Other than as disclosed above, the Company is not aware of any other company, any foreign government or any other person, jointly or severally, that directly or indirectly controls the Company. The Company is not aware of any arrangements, the operation of which may at a future date result in a change of control of the Company.

B. Related Party Transactions

At December 31, 2022 accounts payable and accrued liabilities included \$210,070 (December 31, 2021 - \$13,831) due to related parties. The amounts are unsecured, non-interest bearing and due on demand.

During the year ended December 31, 2022, management fees and salaries of \$711,766 (2021 - \$438,000), director fees of \$92,000 (2021 - \$72,000), and stock-based compensation of \$926,119 (2021 - \$Nil) were incurred to related parties.

During the year ended December 31, 2022, the Company issued 2,000,000 (2021 - 1,416,667) units with a fair value of \$260,681 for the settlement of accounts payable owed to related parties in the amount of \$260,681 (2021 - \$70,833), resulting in no gain or loss.

During the year ended December 31, 2022, the Company issued Nil (2021 - 5,146,667) common shares relating to the exercise of Nil (2021 - 4,476,667) warrants and Nil (2021 - 670,000) options held by related parties. As consideration, the Company entered into promissory note agreements with the related parties for total principal receivable by the Company of \$Nil (2021 - \$518,820 (CAD\$648,078)). Refer to Note 10.

As at December 31, 2022, notes receivable included \$450,325 (December 31, 2021 - \$517,985) due from related parties. The amounts are unsecured, bear interest at 5% per annum and mature one to two years from issuance.

C. Interests of Experts and Counsel

Not applicable.

Item 8. FINANCIAL INFORMATION

A. Financial Statements and Other Financial Information

Financial Statements filed as part of this annual report under item 18.

B. Significant Changes

Since the date of the audited financial statements for the year ended December 31, 2021, there have been no significant changes in the Company's operations.

Item 9. THE OFFER AND LISTING

A. Offer and Listing Details

The Company is a publicly traded corporation, the shares of which are owned by Canadian residents, U.S. residents and residents of other countries. As of May 1, 2023, the following parties had ownership of 5% or greater of the Company's common shares, all of which have the same voting rights attached thereto as all other common shares of the Company.

Name	Number of Common Shares Held	Percentage of Common Shares Held
N/A		

As of May 1, 2023, the Company had approximately 174 shareholders of record holding 385,960,552 shares.

B. Plan of Distribution

Not applicable.

C. Markets

The common shares of the Company are quoted on the CSE under the trading symbol TCF and on the OTCQB operated by the OTC Markets Inc. under the symbol "TCFFF".

The Company's common stock is subject to the regulations on penny stocks; consequently, the market liquidity for the common stock may be adversely affected by such regulations limiting the ability of broker/dealers to sell the Company's common stock and the ability of shareholders to sell their securities in the secondary market in the United States.

Rules 15g-1 through 15g-9 promulgated under the Exchange Act impose sales practice and disclosure requirements on certain broker-dealers who engage in certain transactions involving Penny Stock. Subject to certain exceptions, a Penny Stock generally includes any non-NASDAQ equity security that has a market price of less than \$5.00 per share. The additional sales practice and disclosure requirements imposed upon broker-dealers may discourage broker-dealers from effecting transactions in our shares, which could severely limit the market liquidity of our shares and impede the sale of our shares in the secondary market.

Under the Penny Stock regulations, a broker-dealer selling Penny Stock to anyone other than an established customer or Accredited Investor (generally, an individual with net worth in excess of \$1,000,000 or an annual income exceeding \$200,000, or \$300,000 together with his or her spouse) must make a special suitability determination for the purchaser and must receive the purchaser's written consent to the transaction prior to sale, unless the broker-dealer or the transaction is otherwise exempt. In addition, the Penny Stock regulations require the broker-dealer to deliver, prior to any transaction involving a Penny Stock, a disclosure schedule prepared by the Commission relating to the Penny Stock market, unless the broker-dealer or the transaction is otherwise exempt. A broker-dealer is also required to disclose commissions payable to the broker-dealer and the registered representative and current quotations for the securities. Finally, a broker-dealer is required to send monthly statements disclosing recent price information with respect to the Penny Stock held in a customer's account and information with respect to the limited market in Penny Stocks.

Odyssey Trust is the registrar and transfer agent for the Company's common shares.

D. Selling Shareholders

Not applicable.

E. Dilution

Not applicable.

F. Expenses of the Issue

Not applicable.

Item 10. ADDITIONAL INFORMATION

A. Share Capital

The Company has an authorized share capital of an unlimited number of common shares with no par value. The Company currently has 385,960,552 common shares issued and outstanding as fully paid and non-assessable.

B. Memorandum and Articles of Association

Previously filed with the Securities and Exchange Commission on the Company's Form S-4/A Registration Statement filed on October 27, 2021

C. Material Contracts

Arthur Halleran amended management agreement effective September 2020

David Thompson amended management agreement effective September 2020

D. Exchange Controls

There are no foreign exchange controls in Canada and funds can be moved easily. There is no restriction in this regard.

E. Taxation

Canadian Federal Income Tax Consequences

The following summarizes the principal Canadian federal income tax consequences applicable to the holding and disposition of common shares in the capital of the Company by a United States resident, and who holds common shares solely as capital property, referred to as a "U.S. Holder". This summary is based on the current provisions of the Income Tax Act (Canada), referred to as the "Tax Act", the regulations thereunder, all amendments thereto publicly proposed by the government of Canada, the published administrative practices of Revenue Canada, Customs, Excise and Taxation, and the current provisions of the Canada-United States Income Tax Convention, 1980, as amended, referred to as the "Treaty". Except as otherwise expressly provided, this summary does not take into account any provincial, territorial or foreign (including without limitation, any United States) tax law or treaty. It has been assumed that all currently proposed amendments will be enacted substantially as proposed and that there is no other relevant change in any governing law or practice, although no assurance can be given in these respects.

Each U.S. Holder is advised to obtain tax and legal advice applicable to such U.S. Holder's particular circumstances.

Every U.S. Holder is liable to pay a Canadian withholding tax on every dividend that is or is deemed to be paid or credited to the U.S. Holder on the U.S. Holder's common shares. The statutory rate of withholding tax is 25%

of the gross amount of the dividend paid. The Treaty reduces the statutory rate with respect to dividends paid to a U.S. Holder for the purposes of the Treaty. Where applicable, the general rate of withholding tax under Treaty is 15% of the gross amount of the dividend. The Company is required to withhold the applicable tax from the dividend payable to the U.S. Holder, and to remit the tax to the Receiver General of Canada for the account of the U.S. Holder.

Pursuant to the Tax Act, a U.S. Holder will not be subject to Canadian capital gains tax on any capital gain realized on an actual or deemed disposition of a common share, including a deemed disposition on death, provided that the U.S. Holder did not hold the common share as capital property used in carrying on a business in Canada, and that neither the U.S. Holder nor persons with whom the U.S. Holder did not deal at arms-length (alone or together) owned or had the right or an option to acquire 25% or more of the issued shares of any class of the Company at any time in the five years immediately preceding the disposition.

United States Federal Income Tax Consequences

The following is a general summary of certain material U.S. federal income tax considerations applicable to a U.S. Holder (as defined below) arising from the ownership and disposition of the common shares. This summary applies only to U.S. Holders who hold common shares as capital assets (generally, property held for investment).

This summary is for general information purposes only and does not purport to be a complete analysis or listing of all potential U.S. federal income tax considerations that may apply to a U.S. Holder as a result of the ownership and disposition of common shares. In addition, this summary does not take into account the individual facts and circumstances of any particular U.S. Holder that may affect the U.S. federal income tax consequences to such U.S. Holder, including specific tax consequences to a U.S. Holder under an applicable tax treaty. Accordingly, this summary is not intended to be, and should not be construed as, legal or U.S. federal income tax advice with respect to any particular U.S. Holder. In addition, this summary does not address the U.S. federal alternative minimum, U.S. federal estate and gift, U.S. Medicare contribution, U.S. state and local, or non-U.S. tax consequences of the acquisition, ownership or disposition of common shares. Except as specifically set forth below, this summary does not discuss applicable tax reporting requirements. Each U.S. Holder should consult its own tax advisor regarding all U.S. federal, U.S. state and local and non-U.S. tax consequences of the ownership and disposition of common shares.

No opinion from U.S. legal counsel or ruling from the Internal Revenue Service (the “IRS”) has been requested, or will be obtained, regarding the U.S. federal income tax consequences of the ownership or disposition of common shares. This summary is not binding on the IRS, and the IRS is not precluded from taking a position that is different from, and contrary to, any position taken in this summary. In addition, because the authorities upon which this summary is based are subject to various interpretations, the IRS and the U.S. courts could disagree with one or more of the positions taken in this summary.

Scope of This Disclosure

Authorities This summary is based on the Internal Revenue Code of 1986, as amended (the “Code”), Treasury Regulations (whether final, temporary, or proposed), published rulings of the IRS, published administrative positions of the IRS, the Convention Between Canada and the United States of America with Respect to Taxes on Income and on Capital, signed September 26, 1980, as amended (the “Canada-U.S. Tax Convention”), and U.S. court decisions that are applicable and, in each case, as in effect and available, as of the date hereof. Any of the authorities on which this summary is based could be changed in a material and adverse manner at any time, and any such change could be applied on a retroactive or prospective basis which could affect the U.S. federal income tax considerations described in this summary. This summary does not discuss the potential effects, whether adverse or beneficial, of any proposed legislation that, if enacted, could be applied on a retroactive or prospective basis.

U.S. Holders. For purposes of this summary, the term “U.S. Holder” means a beneficial owner of common shares that is for U.S. federal income tax purposes:

An individual who is a citizen or resident of the U.S.;

A corporation (or other entity taxable as a corporation for U.S. federal income tax purposes) created or organized in or under the laws of the U.S., any state thereof or the District of Columbia;

An estate the income of which is subject to U.S. federal income taxation regardless of its source; or

A trust that (a) is subject to the primary supervision of a court within the U.S. and the control of one or more U.S. persons for all substantial decisions or (b) has a valid election in effect under applicable Treasury Regulations to be treated as a U.S. person.

For purposes of this summary, a “non-U.S. Holder” is a beneficial owner of common shares that is not a partnership (or other “passthrough” entity) for U.S. federal income tax purposes and is not a U.S. Holder. This summary does not address the U.S. federal income tax considerations applicable to non-U.S. Holders arising from the ownership or disposition of common shares.

Accordingly, a non-U.S. Holder should consult its own tax advisor regarding all U.S. federal, U.S. state and local, and non-U.S. tax consequences (including the potential application of and operation of any income tax treaties) relating to the purchase of the common shares and the ownership or disposition of common shares.

U.S. Holders Subject to Special U.S. Federal Income Tax Rules Not Addressed

This summary does not address the U.S. federal income tax considerations of ownership or disposition of common shares by U.S. Holders that are subject to special provisions under the Code, including, but not limited to, the following: (a) tax-exempt organizations, qualified retirement plans, individual retirement accounts, or other tax-deferred accounts; (b) financial institutions, underwriters, insurance companies, real estate investment trusts, or regulated investment companies; (c) broker-dealers, dealers, or traders in securities or currencies that elect to apply a “mark-to-market” accounting method; (d) U.S. Holders that have a “functional currency” other than the U.S. dollar; (e) U.S. Holders that own common shares as part of a straddle, hedging transaction, conversion transaction, constructive sale, or other arrangement involving more than one position; (f) U.S. Holders that acquire common shares in connection with the exercise of employee stock options or otherwise as compensation for services; (g) U.S. Holders that hold common shares other than as a capital asset within the meaning of Section 1221 of the Code (generally, property held for investment purposes); (h) U.S. Holders that own directly, indirectly, or by attribution, 10% or more, by voting power or value, of the outstanding stock of the Company; and (i) U.S. Holders subject to Section 451(b) of the Code. This summary also does not address the U.S. federal income tax considerations applicable to U.S. Holders who are: (a) U.S. expatriates or former long-term residents of the U.S.; (b) persons that have been, are, or will be a resident or deemed to be a resident in Canada for purposes of the Tax Act; (c) persons that use or hold, will use or hold, or that are or will be deemed to use or hold common shares in connection with carrying on a business in Canada; (d) persons whose common shares constitute “taxable Canadian property” under the Tax Act; or (e) persons that have a permanent establishment in Canada for purposes of the Canada-U.S. Tax Convention. U.S. Holders that are subject to special provisions under the Code, including U.S. Holders described immediately above, should consult their own tax advisors regarding all U.S. federal, U.S. state and local, and non-U.S. tax consequences (including the potential application and operation of any income tax treaties) relating to the acquisition, ownership, or disposition of common shares.

If an entity or arrangement that is classified as a partnership (or other “passthrough” entity) for U.S. federal income tax purposes holds common shares, the U.S. federal income tax consequences to such partnership and the partners (or other owners) of such partnership of the ownership, or disposition of the common shares generally will depend on the activities of the partnership and the status of such partners (or other owners). This summary does not address the U.S. federal income tax consequences for any such partner or partnership (or other “passthrough” entity or its owners). Owners of entities and arrangements that are classified as partnerships (or other “passthrough” entities) for U.S. federal income tax purposes should consult their own tax advisors regarding the U.S. federal income tax consequences of the ownership or disposition of common shares.

Sale or Other Taxable Disposition of Common Shares

Subject to the PFIC rules discussed below, upon the sale or other taxable disposition of common shares, a U.S. Holder generally will recognize a capital gain or loss in an amount equal to the difference between the amount of cash plus the fair market value of any property received and such U.S. Holder’s tax basis in the common shares

sold or otherwise disposed of. Such capital gain or loss will generally be a long-term capital gain or loss if, at the time of the sale or other taxable disposition, the U.S. Holder's holding period for the common shares is more than one year. Preferential tax rates apply to long-term capital gains of noncorporate U.S. Holders. Deductions for capital losses are subject to significant limitations under the Code. A U.S. Holder's tax basis in common shares generally will be such U.S. Holder's U.S. dollar cost for such common shares.

Medicare Tax

Certain U.S. Holders that are individuals, estates or trusts and whose income exceeds certain thresholds generally are subject to a 3.8% tax on all or a portion of their net investment income, which may include their gross dividend income and net gains from the disposition of our ordinary shares.

Passive Foreign Investment Company ("PFIC") Status of the Company

Because the Company is producing revenue from its operations, the Company does not believe that it was classified as a PFIC for its taxable year ended December 31, 2021. However, the Company has not performed an analysis of whether or not it will be deemed a PFIC for its current taxable year. The determination of PFIC status is inherently factual, is subject to a number of uncertainties, and can be determined only annually at the close of the tax year in question. Additionally, the analysis depends, in part, on the application of complex U.S. federal income tax rules, which are subject to differing interpretations. If the Company is or becomes a PFIC, the foregoing description of the U.S. federal income tax consequences to U.S. Holders of the acquisition, ownership and disposition of Common Shares will be different. There can be no assurance that the Company will or will not be determined to be a PFIC for the current tax year or any prior or future tax year, and no opinion of legal counsel or ruling from the IRS concerning the status of the Company as a PFIC has been obtained or will be requested. U.S. Holders should consult their own U.S. tax advisors regarding the PFIC status of the Company. The U.S. federal income tax consequences of owning and disposing of common shares if the Company is or becomes a PFIC are described below under the heading "Tax Consequences if the Company is a PFIC."

A non-U.S. corporation is a PFIC for each tax year in which (i) 75% or more of its gross income is passive income (as defined for U.S. federal income tax purposes) (the "income test") or (ii) 50% or more (by value) of its assets (based on an average of the quarterly values of the assets during such tax year) either produce or are held for the production of passive income (the "asset test"). For purposes of the PFIC provisions, "gross income" generally includes sales revenues less cost of goods sold, plus income from investments and from incidental or other operations or sources, and "passive income" generally includes dividends, interest, certain rents and royalties, certain gains from commodities or securities transactions and the excess of gains over losses from the disposition of certain assets which product passive income. If a non-U.S. corporation owns at least 25% (by value) of the stock of another corporation, the non-U.S. corporation is treated, for purposes of the income test and asset test, as owning its proportionate share of the assets of the other corporation and as receiving directly its proportionate share of the other corporation's income.

Under certain attribution and indirect ownership rules, if the Company is a PFIC, U.S. Holders will generally be deemed to own their proportionate share of the Company's direct or indirect equity interest in any company that is also a PFIC (a "Subsidiary PFIC"), and will be subject to U.S. federal income tax on their proportionate share of (a) any "excess distributions," as described below, on the stock of a Subsidiary PFIC and (b) a disposition or deemed disposition of the stock of a Subsidiary PFIC by the Company or another Subsidiary PFIC, both as if such U.S. Holders directly held the shares of such Subsidiary PFIC. In addition, U.S. Holders may be subject to U.S. federal income tax on any indirect gain realized on the stock of a Subsidiary PFIC on the sale or disposition of common shares. Accordingly, U.S. Holders should be aware that they could be subject to tax even if no distributions are received and no redemptions or other dispositions of the Company's common shares are made.

Tax Consequences if the Company is a PFIC

If the Company is a PFIC for any tax year during which a U.S. Holder holds common shares, special rules may increase such U.S. Holder's U.S. federal income tax liability with respect to the ownership and disposition of such common shares. If the Company is a PFIC for any tax year during which a U.S. Holder owns common shares, the Company will be treated as a PFIC with respect to such U.S. Holder for that tax year and for all subsequent tax years, regardless of whether the Company meets the income test or the asset test for such subsequent tax years,

unless the U.S. Holder makes a “deemed sale” election with respect to the common shares. If the election is made, the U.S. Holder will be deemed to sell the common shares it holds at their fair market value on the last day of the last taxable year in which we qualified as a PFIC, and any gain recognized from such deemed sale would be taxed under the PFIC excess distribution regime. After the deemed sale election, the U.S. Holder’s common shares would not be treated as shares of a PFIC unless the Company subsequently becomes a PFIC. U.S. Holders should consult their own U.S. tax advisors regarding the availability and desirability of a deemed sale election.

Under the default PFIC rules:

Any gain realized on the sale or other disposition (including dispositions and certain other events that would not otherwise be treated as taxable events) of common shares (including an indirect disposition of the stock of any Subsidiary PFIC) and any “excess distribution” (defined as a distribution to the extent it (together with all other distributions received in the relevant tax year) exceeds 125% of the average annual distribution received during the shorter of the preceding three years or the U.S. Holder’s holding period for the common shares) received on common shares or with respect to the stock of a Subsidiary PFIC will be allocated ratably to each day of such U.S. Holder’s holding period for the common shares;

The amount allocated to the current tax year and any year prior to the first year in which the Company was a PFIC will be taxed as ordinary income in the current year;

The amount allocated to each of the other tax years (the “Prior PFIC Years”) will be subject to tax at the highest ordinary income tax rate in effect for the applicable class of taxpayer for that year; and

An interest charge will be imposed with respect to the resulting tax attributable to each Prior PFIC Year.

A U.S. Holder that makes a timely and effective “mark-to-market” election under Section 1296 of the Code (a “Mark-to-Market Election”) or a timely and effective election to treat the Company and each Subsidiary PFIC as a “qualified electing fund” (a “QEF”) under Section 1295 of the Code (a “QEF Election”) may generally mitigate or avoid the default PFIC rules described above with respect to common shares. U.S. Holders should be aware that there can be no assurance that the Company has satisfied or will satisfy the recordkeeping requirements that apply to a QEF or that the Company has supplied or will supply U.S. Holders with information such U.S. Holders require to report under the QEF rules in the event that the Company is a PFIC for any tax year.

A timely and effective QEF Election requires a U.S. Holder to include currently in gross income each year its pro rata share of the Company’s ordinary earnings and net capital gains, regardless of whether such earnings and gains are actually distributed. Thus, a U.S. Holder could have a tax liability with respect to such ordinary earnings or gains without a corresponding receipt of cash from the Company. If the Company is a QEF with respect to a U.S. Holder, the U.S. Holder’s basis in the common shares will be increased to reflect the amount of the taxed but undistributed income. Distributions of income that had previously been taxed will result in a corresponding reduction of basis in the common shares and will not be taxed again as a distribution to a U.S. Holder. Taxable gains on the disposition of common shares by a U.S. Holder that has made a timely and effective QEF Election are generally capital gains. A U.S. Holder must make a QEF Election for the Company and each Subsidiary PFIC if it wishes to have this treatment. To make a QEF Election, a U.S. Holder will need to have an annual information statement from the Company setting forth the ordinary earnings and net capital gains for the year and the Company may not provide this statement, in which case a QEF Election cannot be made. In general, a U.S. Holder must make a QEF Election on or before the due date for filing its income tax return for the first year to which the QEF Election will apply. Under applicable Treasury Regulations, a U.S. Holder will be permitted to make retroactive elections in particular, but limited, circumstances, including if it had a reasonable belief that the Company was not a PFIC and did not file a protective election. If a U.S. Holder owns PFIC stock indirectly through another PFIC, separate QEF Elections must be made for the PFIC in which the U.S. Holder is a direct shareholder and the Subsidiary PFIC for the QEF rules to apply to both PFICs.

Each U.S. Holder should consult its own tax advisor regarding the availability and desirability of, and procedure for, making a timely and effective QEF Election (including a “pedigreed” QEF election where necessary) for the Company and any Subsidiary PFIC.

Alternatively, a Mark-to-Market Election may be made with respect to “marketable stock” in a PFIC if which is stock that is “regularly traded” on a “qualified exchange or other market” (within the meaning of the Code and the applicable U.S. Treasury Regulations). A class of stock that is traded on one or more qualified exchanges or other markets is considered to be “regularly traded” for any calendar year during which such class of stock is traded in other than de minimis quantities on at least 15 days during each calendar quarter. If the common shares are considered to be “regularly traded” within this meaning, then a U.S. Holder generally will be eligible to make a Mark-to-Market Election with respect to its common shares. However, there is no assurance that the common shares will be or remain “regularly traded” for this purpose. A Mark-to-Market Election may not be made with respect to the stock of any Subsidiary PFIC. Hence, a Mark-to-Market Election will not be effective to eliminate the application of the default PFIC rules, described above, with respect to deemed dispositions of Subsidiary PFIC stock, or excess distributions with respect to a Subsidiary PFIC.

A U.S. Holder that makes a timely and effective Mark-to-Market Election with respect to common shares generally will be required to recognize as ordinary income in each tax year in which the Company is a PFIC an amount equal to the excess, if any, of the fair market value of such shares as of the close of such taxable year over the U.S. Holder’s adjusted tax basis in such shares as of the close of such taxable year. A U.S. Holder’s adjusted tax basis in the common shares generally will be increased by the amount of ordinary income recognized with respect to such shares. If the U.S. Holder’s adjusted tax basis in the common shares as of the close of a tax year exceeds the fair market value of such shares as of the close of such taxable year, the U.S. Holder generally will recognize an ordinary loss, but only to the extent of net mark-to-market income recognized with respect to such shares for all prior taxable years. A U.S. Holder’s adjusted tax basis in its common shares generally will be decreased by the amount of ordinary loss recognized with respect to such shares. Any gain recognized upon a disposition of the common shares generally will be treated as ordinary income, and any loss recognized upon a disposition generally will be treated as an ordinary loss to the extent of net mark-to-market income recognized for all prior taxable years. Any loss recognized in excess thereof will be taxed as a capital loss. Capital losses are subject to significant limitations under the Code.

Each U.S. Holder should consult its own tax advisor regarding the availability and desirability of, and procedure for, making a timely and effective Mark-to-Market Election with respect to the common shares.

Foreign Tax Credit

A U.S. Holder that pays (whether directly or through withholding) Canadian income tax in connection with the ownership or disposition of common shares may (under certain circumstances) be entitled to receive either a deduction or a credit for such Canadian income tax paid generally at the election of such U.S. Holder. Generally, a credit will reduce a U.S. Holder’s U.S. federal income tax liability on a dollar-for-dollar basis, whereas a deduction will reduce a U.S. Holder’s income subject to U.S. federal income tax. This election is made on a year-by-year basis and applies to all creditable foreign taxes paid (whether directly or through withholding) by a U.S. Holder during a year.

Complex limitations apply to the foreign tax credit, including the general limitation that the credit cannot exceed the proportionate share of a U.S. Holder’s U.S. federal income tax liability that such U.S. Holder’s “foreign source” taxable income bears to such U.S. Holder’s worldwide taxable income. In applying this limitation, a U.S. Holder’s various items of income and deduction must be classified, under complex rules, as either “foreign source” or “U.S. source.” Generally, dividends paid by a non-U.S. corporation should be treated as foreign source for this purpose, and gains recognized on the sale of securities of a non-U.S. corporation by a U.S. Holder should be treated as U.S. source for this purpose, except as otherwise provided in an applicable income tax treaty and if an election is properly made under the Code. However, the amount of a distribution with respect to the common shares that is treated as a “dividend” may be lower for U.S. federal income tax purposes than it is for Canadian federal income tax purposes, resulting in a reduced foreign tax credit allowance to a U.S. Holder. In addition, this limitation is calculated separately with respect to specific categories of income. The foreign tax credit rules are complex, and each U.S. Holder should consult its own U.S. tax advisor regarding the foreign tax credit rules.

Special rules apply to the amount of foreign tax credit that a U.S. Holder may claim on a distribution, including a constructive distribution, from a PFIC. Subject to such special rules, non-U.S. taxes paid with respect to any distribution in respect of stock in a PFIC are generally eligible for the foreign tax credit. The rules relating to

distributions by a PFIC and their eligibility for the foreign tax credit are complicated, and a U.S. Holder should consult its own tax advisor regarding their application to the U.S. Holder.

Receipt of Foreign Currency

The amount of any distribution or proceeds paid in Canadian dollars to a U.S. Holder in connection with the ownership of common shares, or on the sale or other taxable disposition of common shares will be included in the gross income of a U.S. Holder as translated into U.S. dollars calculated by reference to the exchange rate prevailing on the date of actual or constructive receipt of the payment, regardless of whether the Canadian dollars are converted into U.S. dollars at that time. If the Canadian dollars received are not converted into U.S. dollars on the date of receipt, a U.S. Holder will have a basis in the Canadian dollars equal to their U.S. dollar value on the date of receipt. Any U.S. Holder who receives payment in Canadian dollars and engages in a subsequent conversion or other disposition of the Canadian dollars may have a foreign currency exchange gain or loss that would generally be treated as ordinary income or loss, and generally will be U.S. source income or loss for foreign tax credit purposes. Different rules apply to U.S. Holders who use the accrual method with respect to foreign currency.

Each U.S. Holder should consult its own U.S. tax advisor regarding the U.S. federal income tax consequences of receiving, owning, and disposing of Canadian dollars.

Information Reporting; Backup Withholding

Under U.S. federal income tax law, certain categories of U.S. Holders must file information returns with respect to their investment in, or involvement in, a non-U.S. corporation. For example, U.S. return disclosure obligations (and related penalties) are imposed on individuals who are U.S. Holders that hold certain specified foreign financial assets in excess of certain threshold amounts. The definition of “specified foreign financial assets” includes not only financial accounts maintained in non-U.S. financial institutions, but also, if held for investment and not in an account maintained by certain financial institutions, any stock or security issued by a non-U.S. person, any financial instrument or contract that has an issuer or counterparty other than a U.S. person and any interest in a non-U.S. entity. A U.S. Holder may be subject to these reporting requirements unless such U.S. Holder’s common shares are held in an account at certain financial institutions. Penalties for failure to file certain of these information returns are substantial. U.S. Holders should consult with their own tax advisors regarding the requirements of filing information returns on IRS Form 8938, and, if applicable, filing obligations relating to the PFIC rules, including possible reporting on an IRS Form 8621.

Payments made within the U.S. or by a U.S. payor or U.S. middleman of (a) distributions on the common shares, and (b) proceeds arising from the sale or other taxable disposition of common shares generally will be subject to information reporting. In addition, backup withholding, currently at a rate of 24%, may apply to such payments if a U.S. Holder (a) fails to furnish such U.S. Holder’s correct U.S. taxpayer identification number (generally on IRS Form W9), (b) furnishes an incorrect U.S. taxpayer identification number, (c) is notified by the IRS that such U.S. Holder has previously failed to properly report items subject to backup withholding, or (d) fails to certify, under penalty of perjury, that such U.S. Holder has furnished its correct U.S. taxpayer identification number and that the IRS has not notified such U.S. Holder that it is subject to backup withholding. Certain exempt persons generally are excluded from these information reporting and backup withholding rules. Backup withholding is not an additional tax. Any amounts withheld under the U.S. backup withholding rules will be allowed as a credit against a U.S. Holder’s U.S. federal income tax liability, if any, or will be refunded, if such U.S. Holder furnishes required information to the IRS in a timely manner. The information reporting and backup withholding rules may apply even if, under the Canada-U.S. Tax Convention, payments are eligible for a reduced withholding rate.

The discussion of reporting requirements set forth above is not intended to constitute an exhaustive description of all reporting requirements that may apply to a U.S. Holder. A failure to satisfy certain reporting requirements may result in an extension of the time period during which the IRS can assess a tax, and, under certain circumstances, such an extension may apply to assessments of amounts unrelated to any unsatisfied reporting requirement. Each U.S. Holder should consult its own tax advisor regarding the information reporting and backup withholding rules.

The above summary is not intended to constitute a complete analysis of all U.S. tax considerations applicable to U.S. holders with respect to the ownership, exercise or disposition of common shares. U.S. Holders should consult their own tax advisors as to the tax considerations applicable to them in their particular circumstances.

F. Dividends and Paying Agents

Not applicable.

G. Statement by Experts

Not applicable.

H. Documents on Display

The documents concerning the Company which are referred to in this Form 20-F Annual Report are either annexed hereto as exhibits (*see Item 19*) or may be inspected at the principal offices of the Company.

I. Subsidiary Information

The Company has the following subsidiaries:

- Park Place Energy Corp. (“PPE Corp.”);
- Park Place Energy Bermuda (“PPE Bermuda”);
- BG Exploration EOOD (“BG Exploration”); and
- Park Place Energy Turkey (“PPE Turkey”)

Item 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our Company does not engage in market activities or invest in financial instruments which give rise to market risk for the Company’s financial resources. Our current assets are maintained in cash in U.S. dollars. Unallocated excess working capital has from time to time been invested in short term guaranteed investment certificates.

Item 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

A. Debt Securities

Not applicable.

B. Warrants and Rights

Not applicable.

C. Other Securities

Not applicable.

D. American Depositary Shares

Not applicable.

PART II

Item 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

Not applicable.

Item 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS

Not applicable.

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Item 15. CONTROLS AND PROCEDURES

(a) Disclosure Controls and Procedures

As required by Rule 13a-15 under the Exchange Act, as of the end of the period covered by this report, being December 31, 2022, we have carried out an evaluation of the effectiveness of the design and operation of our Company's disclosure controls and procedures. This evaluation was carried out under the supervision and with the participation of our management, including our president and chief executive officer and chief financial officer. We identified a weakness in our internal control over financial reporting related to a lack of independent review. Our management considers this weakness to be a one-time event which will be resolved by procedures we plan to implement in the near term as soon as practicable.

(b) Management's Annual Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, and for evaluating the effectiveness of internal control over financial reporting as of December 31, 2022. Internal control over financial reporting is a process designed by, or under the supervision of, our principal executive officer and principal financial officer, and effected by our board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with International Financial Reporting Standards ("IFRS"). Our system of internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect our transactions and dispositions of assets; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with IFRS; and our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on our financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our management which includes our president and chief executive officer and chief financial officer, evaluated the effectiveness of our internal control over financial reporting as of December 31, 2022 based upon criteria in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013). Based on such evaluation, management determined that our internal control over financial reporting was not effective as of December 31, 2022 because of a material weaknesses in internal control over financial reporting existed as of December 31, 2022: the lack of independent review. In order to address this deficiency, management is in the process of implementing additional levels of review as part of its financial close process.

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(c) Attestation report of the registered public account firm

This Form 20-F Annual Report does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to rules of the Securities and Exchange Commission that permit the Company to provide only management's report in this Form 20-F Annual Report.

(d) Changes in internal control over financing reporting

There were no changes in our internal controls over financial reporting that occurred during the period covered by this annual report that have materially affected or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Item 16A. AUDIT COMMITTEE FINANCIAL EXPERT

The Company does not have an audit committee financial expert serving on its audit committee. Each of the Company's directors serving on the audit committee is financially literate and is able to professionally discharge the duties incumbent upon audit committee members. However, none of the audit committee members are "financial experts". At such time as the Company may secure a project and is able to raise the significant funds necessary to exploit the opportunity, the Company will make a concerted effort to identify and appoint a financial expert to its audit committee.

Item 16B. CODE OF ETHICS

On October 21, 2021, the Board of Directors of the Company (the "Board") adopted a Code of Business Conduct and Ethics (the "Code"), which applies to the Company's directors, officers and employees. The Code was adopted to further strengthen the Company's internal compliance program. The Code addresses among other things, honesty and integrity, fair dealing, conflicts of interest, compliance with laws, regulations and policies, including disclosure requirements under the federal securities laws, and administration of the code.

Item 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Audit Fees

For the year ended December 31, 2022, the aggregate fees to MNP LLP for professional services rendered for the audits of our annual financial statements included in our Form 20-F Annual Report were \$164,218. For the year ended December 31, 2021, the aggregate fees to Harbourside CPA for professional services rendered for the audits of our annual financial statements included in our Form 20-F Annual Report were CAD\$40,000.

Audit Related and Other Fees

The Company did not pay any audit related fees or fees for other non-audit services to MNP LLP during the year ended December 31, 2022. The Company did not pay any audit related fees or fees for other non-audit services to Harbourside CPA during the year ended December 31, 2022.

The board of directors pre-approves all services provided by our independent auditors. All the audit related and other non-audit services and fees were reviewed and approved by the board of directors either before or after the respective services were rendered.

Item 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES

Not applicable.

Item 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS

Not applicable.

Item 16F. CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT

Not Applicable.

Item 16G. CORPORATE GOVERNANCE

General

Corporate governance refers to the policies and structure of the board of directors of a company whose members are elected by and are accountable to the shareholders of the Company. Corporate governance encourages establishing a reasonable degree of independence of the board of directors from executive management and the adoption of policies to ensure the board of directors recognizes the principles of good management. The Board of the Company is committed to sound corporate governance practices, as such practices are both in the interests of shareholders and help to contribute to effective and efficient decision-making.

Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A “material relationship” is a relationship which could, in the view of the Company’s Board, be reasonably expected to interfere with the exercise of a director’s independent judgment.

The non-independent member of the Board of the Company is:

Arthur Halleran

Kubilay Yildirim

The independent member of the Board of the Company is:

Barry Wood

Sean Stofer

David Thompson

Management has been delegated the responsibility for meeting defined corporate objectives, implementing approved strategic and operating plans, carrying on the Company’s business in the ordinary course, managing cash flow, identifying new exploration prospects, evaluating new business opportunities, recruiting staff and complying with applicable regulatory requirements. The board facilitates its independent supervision over management by reviewing and approving long-term strategic, business and capital plans, material contracts and business transactions, and all debt and equity financing transactions. Through its audit committee, the Board examines the effectiveness of the Company’s internal control processes and management information systems.

Directorships

The directors of the Company do not hold directorships in other reporting issuers.

Orientation and Continuing Education

When new directors are appointed, they receive an orientation, commensurate with their previous experience, on the Company’s properties, business, technology and industry and on the responsibilities of directors.

Board meetings may also include presentations by the Company’s management and employees to give the directors additional insight into the Company’s business.

Ethical Business Conduct

The Board is of the view that the fiduciary duties placed on individual directors by the Company’s governing corporate legislation and the common law are sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Nomination of Directors

The Board reviews its size each year. It considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of views and experience.

Compensation

The Compensation committee consists of the board of directors.

Other Board Committees

The Company has a reserves committee which consists of each Barry Wood, Art Halleran and David Thompson.

Assessments

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and committees. The Board has frequent communications with management and other board members, and is regularly consulted on important Company decisions. In this context, the Board periodically reviews the performance of the Board as a whole, any standing committees it has appointed, and individual directors, to ensure each is performing effectively.

Item 16H. MINE SAFETY DISCLOSURE

Not applicable.

PART III

Item 17. FINANCIAL STATEMENTS

The Company has elected to report under Item 18.

Item 18. FINANCIAL STATEMENTS

The Company's financial statements have been prepared in accordance with IFRS. Copies of the financial statements specified in Regulation 228.210 (Item 310) are filed with this Form 20-F Annual Report and are located following the signature page hereof.

Index to Financial Statements

Consolidated Financial Statements of Trillion Energy International Inc. for the years ended December 31, 2022 and 2021

Report of MNP LLP dated May 1, 2023

Consolidated Statements of Financial Position as of December 31, 2022 and 2021 and January 1, 2021

Consolidated Statements of Loss and Comprehensive Loss for the years ended December 31, 2022 and 2021

Consolidated Statements of Stockholders' Equity (Deficiency) for the year ended December 31, 2022 and 2021

Consolidated Statements of Cash Flows for the years ended December 31, 2022 and 2021

Notes to Consolidated Financial Statements

Item 19. EXHIBITS

Copies of the following documents are filed with this Form 20-F Annual Report as exhibits:

Index of Exhibits

1	<u>Consent of Independent Registered Public Accounting Firm</u>
11.1	<u>Code of ethics and business conduct</u>
12.1	<u>Section 302 Certification of CEO</u>
12.2	<u>Section 302 Certification of CFO</u>
13.1	<u>Section 906 Certification of CEO</u>
13.2	<u>Section 906 Certification of CFO</u>
101.INS	Inline XBRL Instance Document
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TRILLION ENERGY INTERATIONAL INC.

Dated: June 5, 2023

Per:

/s/ Arthur Halleran

Arthur Halleran,
President and Chief Executive Officer

Per:

/s/ Ozge Karalli

David Thompson,
Chief Financial Officer

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Trillion Energy International Inc.

CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 2022 AND 2021

(Stated in United States dollars)



REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and
Stockholders of Trillion Energy International Inc.

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated statement of financial position of Trillion Energy International Inc. (the “Company”) as of December 31, 2022, and the related consolidated statement of loss and comprehensive loss, stockholders’ deficiency, and cash flow for the year then ended, and the related notes (collectively referred to as the consolidated financial statements).

In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as of December 31, 2022, and the results of its consolidated operations and its consolidated cash flows for the year ended December 31, 2022, in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s consolidated financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audit, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audit included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audit provides a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

MNP LLP

1500, 640 - 5th Avenue SW, Calgary AB, T2P 3G4

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Assessment of impairment indicators and the impact of estimated oil and gas reserves on oil and gas assets

Critical Audit Matter Description

Refer to Note 2 (h) summary of significant accounting policies and Note 5 Oil and Gas Properties

The total book value of oil and gas properties amounted to \$30.0 million as at December 31, 2022. The Company uses estimated total proved oil and gas reserves to deplete its oil and gas assets, to assess for indicators of impairment or impairment reversal on each of the Company's cash generating units ("CGU") and if any such indicators exist, to perform an impairment test to estimate the recoverable amount of a CGU.

Information considered by management in assessing indicators of impairment may include: (i) Plans to discontinue or dispose of the asset before the previously expected date; (ii) Significant reductions in estimates or reserves; (iii) Significant cost overrun on a capital project; (iv) Significant increases in the expected cost of dismantling assets and restoring the site; and (v) Production difficulties.

The Company depletes its net carrying value of oil and gas properties using the unit-of-production method by reference to the ratio of production in the period to the related total proved oil and gas reserves, taking into account estimated forecasted future development costs necessary to bring those reserves into production.

The estimated proved and probable oil and gas reserves includes significant assumptions related to:

- Forecasted oil and gas commodity prices;
- Forecasted production volumes;
- Forecasted operating costs;
- Forecasted royalty costs; and,
- Forecasted future development costs.

The Company engages independent third-party reserve evaluators to estimate proved and probable oil and gas reserves.

We considered this a key audit matter due to the significance of the oil and gas properties, the significant judgment required to evaluate the results of our audit procedures regarding the estimate of oil and gas reserves and the judgments made by management in its assessment of indicators of impairment related to oil and gas properties, which have resulted in a high degree of subjectivity in performing audit procedures related to these judgments applied by management.

Audit Response

We responded to this matter by performing procedures in relation to the estimate of oil and gas reserves as at December 31, 2022 and the assessment of impairment indicators of oil and gas properties. Our audit work in relation to this included, but was not restricted to, the following:

- We assessed the period for which the Company has the right to explore and produce by comparing the remaining production life of the properties to the Company's license and evaluated whether the oil and gas titles are in good standing by agreeing the rights to produce and explore to government agency websites, and other regulatory bodies, as applicable.
- Read the Board of Directors' minutes and obtained budget approvals to evidence continued and planned exploration expenditure for 2023, which included evaluating results of current year work programs and management's longer-term plans.
- Evaluated the reasonableness of management's assessment of impairment indicators which included the assessment of external and internal factors that could be considered indicators of impairment on the Company's oil and gas properties by considering evidence obtained in other areas of the audit.
- With respect to the estimate of proved and probable oil and gas reserves as at December 31, 2022:

- We evaluated the competence, capabilities and objectivity of the independent third-party reserve evaluators engaged by the Company.
- We compared forecasted oil and gas commodity prices to those published by other independent third-party reserve evaluators.
- We compared the actual production, operating costs, royalty costs and development costs of the Company to those estimates used in the prior year’s estimate of proved oil and gas reserves to assess the Company’s ability to accurately forecast.
- We evaluated the appropriateness of forecasted production and forecasted operating costs, royalty costs and future development costs assumptions by comparing to historical results.
- We consulted with local specialists in Turkey to assess compliance with laws and regulations.
- We examined management’s calculation of depletion by comparing amounts to the underlying source data and performing recalculations.

Other Matters

The consolidated financial statements for the years ended December 31, 2021 and December 31, 2020 (not presented herein but from which the comparative information as at January 1, 2021 has been derived), excluding the adjustments that were applied to restate certain comparative information, were audited by another auditor who expressed an unmodified opinion on those consolidated financial statements on April 29, 2022 in accordance with accounting principles generally accepted in the United States of America (“US GAAP”).

As part of our audit of the consolidated financial statements for the year ended December 31, 2022, we also audited the adjustments that were applied to restate certain comparative information presented for the year ended December 31, 2021 and as at January 1, 2021. Notes 2(r) and 25 explain the adjustments that were applied to restate certain comparative information and the reason for the restatement, respectively.

In our opinion, such adjustments are appropriate and have been properly applied.

MNP LLP

MNP LLP

Chartered Professional Accountants

We have served as the Company’s auditor since 2022.

Calgary, Canada

PCAOB ID: 1930

May 1, 2023



TRILLION ENERGY INTERNATIONAL INC.

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TRILLION ENERGY INTERNATIONAL INC.

Consolidated Statements of Financial Position

(Expressed in U.S. dollars)

	<u>Notes</u>	<u>December 31, 2022</u>	<u>December 31, 2021 (Restated – Note 24) (Unaudited)</u>	<u>January 1, 2021 (Unaudited)</u>
ASSETS				
Current assets:				
Cash and cash equivalents		\$ 926,061	\$ 1,026,990	\$ 202,712
Amounts receivable	4	4,337,825	709,805	773,311
Prepaid expenses and deposits		962,812	95,503	24,302
Total current assets		6,226,698	1,832,298	1,000,325
Oil and gas properties, net	5	30,049,794	1,420,613	2,224,473
Evaluation and exploration assets	6	-	3,116,146	3,122,443
Property and equipment, net	7	741,727	147,134	128,257
Restricted cash	3	-	5,438	11,763
Total assets		<u>\$ 37,018,219</u>	<u>\$ 6,521,629</u>	<u>\$ 6,487,261</u>
LIABILITIES AND STOCKHOLDERS' DEFICIENCY				
Current liabilities:				
Accounts payable and accrued liabilities	8	\$ 10,600,080	\$ 852,481	\$ 1,496,510
RSU obligation	18	295,747	-	-
Loans payable	9	145,866	630,534	549,424
Lease liability	10	4,057	6,732	12,116
Total current liabilities		11,045,750	1,489,747	2,058,050
Asset retirement obligation	12	5,316,470	8,993,108	9,355,422
Loans payable	9	20,689	18,513	17,730
Convertible debt	13	-	-	11,027
Derivative liability	16	4,827	472,899	1,804,572
Lease liability	10	4,552	8,592	27,693
Total liabilities		<u>16,392,288</u>	<u>10,982,859</u>	<u>13,274,494</u>
Stockholders' equity (deficiency):				
Common stock		3,395	1,828	1,253
Share premium		64,746,875	35,115,302	26,331,369
Notes and amounts receivable for equity issued				
Warrant and option reserve	11	(1,062,062)	(1,193,641)	-
Shares to be cancelled		7,645	5,323	-
Obligation to issue shares		94,210	7,450	15,342
Accumulated other comprehensive loss		(4,009,997)	(847,412)	(490,172)
Accumulated deficit		(44,837,004)	(38,715,250)	(33,822,124)
Total stockholders' equity (deficiency)		<u>20,625,931</u>	<u>(4,461,230)</u>	<u>(6,787,233)</u>
Total liabilities and stockholders' equity (deficiency)		<u>\$ 37,018,219</u>	<u>\$ 6,521,629</u>	<u>6,487,261</u>

Nature of operations (Note 1)
IFRS first-time adoption (Note 2(r))
Subsequent events (Note 24)

APPROVED BY THE BOARD OF DIRECTORS ON MAY 1, 2023:

“Arthur Halleran”

Director

“David Thompson”

Director

See accompanying notes to consolidated financial statements.

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TRILLION ENERGY INTERNATIONAL INC.

Consolidated Statements of Loss and Comprehensive Loss
(Expressed in U.S. dollars)

	<u>Notes</u>	<u>Year ended December 31, 2022</u>	<u>Year ended December 31, 2021 (Restated – Note 24) (Unaudited)</u>
Revenue			
Oil and gas revenue, net	20	\$ 9,375,029	\$ 3,700,727
Cost and expenses			
Production		3,567,875	2,617,118
Depletion	5	1,451,032	415,686
Depreciation	7	145,035	31,768
Accretion of asset retirement obligation	12	264,075	91,983
Stock-based compensation	15,17	2,118,917	336,366
General and administrative	19	6,397,500	3,162,934
Geological and geophysical expenses		636,248	-
Impairment of exploration and evaluation assets	6	3,101,343	-
Total expenses		17,682,025	6,655,855
Loss before other income (expenses)		(8,306,996)	(2,955,128)
Other income (expense)			
Interest income		86,739	46,217
Finance cost		(79,693)	(302,413)
Foreign exchange gain		1,272,450	25,669
Gain (loss) on extinguishment accounts payable		97,051	(159,383)
Change in fair value of derivative liability	16	(686,504)	(1,590,762)
Loss on settlement agreement	18	(285,120)	-
Loss on write-off of notes and other receivables	11	(46,176)	-
Gain on net monetary position	2	1,826,495	-
Gain on sale of equipment		-	40,074
Other income		-	2,600
Total other income (expense)		2,185,242	(1,937,998)
Net loss		(6,121,754)	(4,893,126)
Other comprehensive loss			
Foreign currency translation		(3,636,492)	(357,240)
Comprehensive loss		\$ (9,758,246)	\$ (5,250,366)

Loss per share – Basic and diluted	\$ (0.02)	\$ (0.03)
Weighted average shares outstanding – Basic and diluted	<u>312,457,409</u>	<u>158,166,108</u>

See accompanying notes to consolidated financial statements.

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TRILLION ENERGY INTERNATIONAL INC.
Consolidated Statements of Stockholders' Deficiency
(Expressed in U.S. dollars)

	Shares	Amount	Share premium	Warrant and option reserve	Receivables for equity issued	Obligation to issue shares	Shares to be cancelled	Accumulated other comprehensive income (loss)	Acc
Balance, December 31, 2020	125,339,156	\$ 1,253	\$26,331,369	\$1,177,099	\$ -	\$ 15,342	\$ -	\$ (490,172)	\$ (3)
Issuance of common stock	12,831,992	127	268,418	-	-	(15,342)	-	-	-
Stock issued for debt settlement	5,252,740	50	157,128	-	-	-	-	-	-
Warrants exercised to settle debt	1,400,000	14	194,345	-	-	-	-	-	-
Stock issued for services	3,130,591	31	765,545	-	-	-	-	-	-
RSU grants and vesting	1,275,000	14	204,511	-	-	7,450	-	-	-
Warrants exercised (Restated)	29,870,314	278	5,928,666	-	-	-	5,323	-	-
Options exercised	3,910,000	39	590,072	(136,320)	(1,193,641)	-	-	-	-
Conversion of debentures	2,160,000	22	522,497	-	-	-	-	-	-
Warrants issued for loan	-	-	152,751	-	-	-	-	-	-
Options issued	-	-	-	108,775	-	-	-	-	-
Warrants issued	-	-	-	15,616	-	-	-	-	-
Comprehensive loss	-	-	-	-	-	-	-	(357,240)	-
Balance, December 31, 2021 (Unaudited) (Restated)	185,169,793	\$ 1,828	\$35,115,302	\$1,165,170	\$ (1,193,641)	\$ 7,450	\$ 5,323	\$ (847,412)	\$ (3)
Balance, December 31, 2021	185,169,793	\$ 1,828	\$35,115,302	\$1,165,170	\$ (1,193,641)	\$ 7,450	\$ 5,323	\$ (847,412)	\$ (3)

Impact of change in functional currency	-	-	309,737	-	-	-	-	-	-
Issuance of common stock	179,194,841	1,409	29,096,178	2,253,535	-	-	-	-	-
Stock issued for debt settlement	3,000,000	24	390,997	-	-	-	-	-	-
Stock issuance costs	-	-	(2,649,823)	-	-	-	-	-	-
Warrants exercised	10,926,828	92	3,144,036	(935,888)	(10,310)	-	-	-	-
Options exercised	3,375,000	24	1,152,245	(474,906)	(41,349)	-	2,322	-	-
Shares issued for RSUs	1,100,000	9	111,113	-	-	(7,540)	-	-	-
Stock issued for services	1,109,090	9	169,387	-	-	-	-	-	-
Options issued	-	-	-	1,421,267	-	-	-	-	-
Finder's warrants issued	-	-	(1,782,560)	1,782,560	-	-	-	-	-
RSUs granted	-	-	-	298,322	-	-	-	-	-
Equity to be issued for settlement agreement	-	-	-	-	-	94,300	-	-	-
RSU's repurchased	-	-	-	(136,928)	-	-	-	-	-
Repayment and write-off of notes receivable	-	-	-	-	183,238	-	-	-	-
Impact of hyperinflation	-	-	-	-	-	-	-	-	473,907
Comprehensive loss	-	-	-	-	-	-	-	-	(3,636,492)
Balance, December 31, 2022	<u>383,875,552</u>	<u>\$ 3,395</u>	<u>\$64,746,875</u>	<u>5,682,869</u>	<u>\$ (1,062,062)</u>	<u>\$ 94,210</u>	<u>\$ 7,645</u>	<u>\$ (4,009,997)</u>	<u>\$ (4,009,997)</u>

See accompanying notes to consolidated financial statements should tie now that amounts subscribed for AP are split out

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TRILLION ENERGY INTERNATIONAL INC.
Consolidated Statements of Cash Flows
(Expressed in U.S. dollars)

	<u>Year Ended December 31,</u>	
	<u>2022</u>	<u>2021</u> <u>(Restated)</u> <u>(Unaudited)</u>
Operating activities:		

Net loss for the year	\$ (6,121,754)	\$ (4,893,126)
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock-based compensation	2,118,917	336,366
Stock issued for services	169,396	765,576
Depletion	1,451,032	415,686
Depreciation	145,035	31,768
Accretion of asset retirement obligation	264,075	91,983
Accretion and accrued interest expense	26,365	192,258
Interest income	(54,623)	(17,733)
Change in fair value of derivative liability	686,504	1,590,762
Gain on sale of equipment	-	(40,074)
Unrealized foreign exchange (gain) loss	(32,899)	50,916
Provision for settlement agreement	285,120	-
Loss on write-off of notes and other receivables	46,176	-
(Gain) loss on debt extinguishment	(97,051)	159,383
Gain on net monetary position	(1,826,495)	-
Impairment of exploration and evaluation assets	3,101,343	-
Changes in operating assets and liabilities:		
Restricted cash	5,438	6,325
Amounts receivable	(3,959,821)	(469,752)
Prepaid expenses and deposits	(883,254)	(71,201)
Accounts payable and accrued liabilities	11,708,461	(18,680)
Net cash used in operating activities	<u>7,031,965</u>	<u>(1,869,543)</u>
Investing activities:		
Property and equipment expenditures	(696,929)	(180,739)
Disposal of equipment	64,588	65,016
Oil and gas properties expenditures	(37,712,406)	(66,122)
Advances from JV partner	917,064	-
Net cash used in investing activities	<u>(37,427,683)</u>	<u>(181,845)</u>
Financing activities:		
Proceeds from stock subscriptions received, net	28,701,299	544,880
Proceeds from exercise of options	571,066	191,032
Proceeds from exercise of warrants	1,208,249	1,772,884
Proceeds from loans payable	199,007	525,642
Repayments of loans payable	(696,853)	(394,883)
Repayment of notes receivable	136,611	23,745
Lease payments	(4,121)	(7,634)
Net cash provided by financing activities	<u>30,115,258</u>	<u>2,655,666</u>
Effect of exchange rate changes on cash and cash equivalents	179,531	220,000
Net increase in cash and cash equivalents	(100,929)	824,278
Cash and cash equivalents, beginning of year	1,026,990	202,712
Cash and cash equivalents, end of year	<u>\$ 926,061</u>	<u>\$ 1,026,990</u>
Supplemental information:		
Taxes paid	\$ -	\$ -
Interest paid on credit facilities	\$ 105,805	\$ 29,980
Non-cash investing and financing activities:		
Stock issued for debt settlement	\$ 391,021	\$ 351,537
Stock issued for prepaid expenses	\$ 158,698	\$ -
Stock issued for services	169,396	765,576
Stock issued for debt conversion	<u>\$ -</u>	<u>\$ 522,519</u>

See accompanying notes to consolidated financial statements.

1. Organization

Trillion Energy International Inc. and its consolidated subsidiaries, (collectively referred to as the “Company”) is a Canadian based oil and gas exploration and production company. Effective January 2022, the corporate headquarters moved to Suite 700, 838 West Hastings Street, Vancouver, B.C., Canada from Turan Gunes Bulvari, Park Oran Ofis Plaza, 180-y, Daire:54, Kat:14, 06450, Oran, Cankaya, Ankara, Turkey. The Company also has a registered office in Canada and Bulgaria. The Company was incorporated in Delaware in 2015. The Company’s shares trade on the OTCQB under the symbol “TRLEF” and trade on the Canadian Securities Exchange under the symbol “TCF”.

On January 21, 2022, the Company redomiciled from Delaware to a British Columbia corporation by way of an amalgamation transaction with the Company’s British Columbian subsidiary, Trillion Energy Inc. (the “Repatriation Transaction”). Pursuant to the Repatriation Transaction, for every one common stock of Trillion Energy International Inc., the shareholders will receive one common stock of Trillion Energy Inc. The Company will continue to operate and report under the name of Trillion Energy International Inc.

As a result of the Repatriation Transaction, the Company meets the definition of a foreign private issuer, as defined under Rule 3b-4 of the Securities Exchange Act of 1934, as amended.

2. Summary of Significant Accounting Policies

(a) Basis of Presentation

The audited consolidated financial statements of the Company have been prepared in accordance with International Financial Reporting Standards (“IFRS”) and International Accounting Standards (“IAS”) issued by the International Accounting Standards Board (“IASB”) and Interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”), effective for the Company’s reporting for the year ended December 31, 2022. These consolidated financial statements are the first that the Company has prepared in accordance with IFRS. Refer to Note 2(r) for details on the impact of IFRS first-time adoption. The consolidated financial statements are expressed in U.S. dollars. These consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries Park Place Energy Corp. (“PPE Corp.”), Park Place Energy Bermuda (“PPE Bermuda”), BG Exploration EOOD (“BG Exploration”), and Park Place Energy Turkey (“PPE Turkey”). All intercompany balances and transactions are eliminated on consolidation. Certain comparative information has been reclassified to conform with the financial statement presentation adopted in the current period.

The functional currency of the Company’s Bulgarian operations is the Bulgarian Lev. The functional currency of the Company’s Turkish operations is the Turkish Lira. Prior to January 1, 2022, the functional currency of Trillion Energy International Inc. was USD. The Company redomiciled from United States to Canada and became a Canadian Company in January 2022, resulting in the parent’s expenditures being denominated primarily in Canadian dollar (“CAD”) and the Company being funded primarily from issuance of equity instruments which proceeds are in CAD. As a result, the Company determined that the functional currency of the parent was changed to CAD effective January 1, 2022.

The Company has accounted for the change in functional currency prospectively with no impact of this change on prior period comparative information. The Company has made an accounting policy choice to reassess the classification of financial instruments as liabilities or equity or vice versa as applicable when the functional currency of the Company or its subsidiaries changes. The policy will be applied consistently in the future. As a result, certain of the Company’s CAD denominated warrants with a carrying value of \$472,899, which previously were classified as a derivative liability as their exercise prices were denominated in a currency other than the Company’s previous functional currency, were reclassified to equity effective January 1, 2022. Further, effective January 1, 2022, certain of the Company’s USD denominated warrants with a carrying value of \$163,162, which previously were classified as equity instruments, were reclassified to derivative liability as their exercise prices are denominated in a currency other than the Company’s new functional currency.

TRILLION ENERGY INTERNATIONAL INC.

Notes to the Consolidated Financial Statements
For the years ended December 31, 2022 and 2021
(Expressed in U.S. dollars)

2. Summary of Significant Accounting Policies (continued)

A portion of the Company's exploration and development activities are conducted jointly with others. The joint interests are accounted for on a proportionate consolidation basis and as a result the financial statements reflect only the Company's proportionate share of the assets, liabilities, revenues, expenses and cash flows from these activities.

<u>Name of the joint arrangement</u>	<u>Nature of the relationship with the joint arrangement</u>	<u>Principal place of operation of joint arrangement</u>	<u>Proportion of participating share</u>
South Akcakoca Sub-Basin ("SASB")	Operator	Turkey	49%
Cendere	Participant	Turkey	19.6%

These consolidated financial statements were approved and authorized for issuance by the Board of Directors on May 1, 2023.

Basis of Measurement

These consolidated financial statements have been prepared on a historical cost basis except for certain financial liabilities, warrants and options, which are measured at fair value.

Hyperinflation

Due to various qualitative factors and developments with respect to the economic environment in Turkey, including but not limited to, the acceleration of multiple local inflation indices, the three-year cumulative inflation rate of the local Turkish wholesale price index exceeding 100% at the end of February 2022 and the significant devaluation of the Turkish Lira, Turkey has been designated a hyper-inflationary economy as of April 1, 2022 for accounting purposes.

Accordingly, IAS 29, Financial Reporting in Hyper-Inflationary Economies was adopted by the Company in its consolidated financial statements and applied to these consolidated financial statements in relation to PPE Turkey which has a Turkish Lira functional currency. The consolidated financial statements are based on the historical cost approach in IAS 29.

The application of hyperinflation accounting requires restatement of PPE Turkey's non-monetary assets and liabilities, equity and comprehensive income (loss) items from the original transaction date when they were first recognized into the current purchasing power which reflects a general price index current at the end of the reporting period. To measure the impact of inflation on its financial statements and results, the Company has elected to use the consumer price index ("CPI") as published by the Turkish Statistical Institute "TURKSTAT".

As per IAS 29, the consolidated financial statements of the Company have previously been presented in US dollars, a stable currency, and the comparative amounts do not require restatement.

On April 1, 2022, the Company recognized an adjustment of \$473,907 for the impact of hyperinflation within accumulated other comprehensive loss related to the non-monetary assets held by PPE Turkey, which have been restated from the historic date when they were first recognized to the beginning of the reporting period (the "Opening Hyperinflation Adjustment"). On initial adoption of IAS 29, there is an accounting policy choice to recognize the Opening Hyperinflation Adjustment directly to opening equity or to other comprehensive income and the Company has elected to recognize this amount directly to opening equity.

The value of the CPI at December 31, 2022, was 1,128 and the movement in the CPI for the year ended December 31, 2022 was 442, an increase of approximately 64%. As a result, the Company recognized a net monetary gain

of \$1,826,495 for the year ended December 31, 2022 to restate transactions into a measuring unit current as of December 31, 2022.

TRILLION ENERGY INTERNATIONAL INC.

Notes to the Consolidated Financial Statements
For the years ended December 31, 2022 and 2021
(Expressed in U.S. dollars)

2. Summary of Significant Accounting Policies (continued)

(b) Use of Estimates and Judgments

In the process of applying the Company's accounting policies, management has made the following judgments, which have the most significant effect on the amounts recognized in the consolidated financial statements:

Functional Currency

The functional currency for the Company and each of its subsidiaries is the currency of the primary economic environment in which the entity operates. Determination of the functional currency involves certain judgments to determine the primary economic environment and the Company reconsiders the functional currency of its entities if there is a change in events and conditions which determined the primary economic environment.

Determination of Cash Generating Units (CGUs)

A CGU is the lowest grouping of integrated assets that generate identifiable cash inflows that are largely independent of the cash inflows of other assets or groups of assets. The allocation of assets into CGUs requires significant judgment and interpretations with respect to the integration between assets, the existence of active markets, similar exposure to market risks, shared infrastructure, and the way in which management monitors the operations.

Going concern

The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay its ongoing operating expenditures and to meet its liabilities for the ensuing year, involves significant judgment based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances.

Asset Retirement Obligation

The Company recognizes obligation for the future decommissioning and restoration of the Company's exploration and evaluation assets and oil and gas properties based on estimated future decommissioning and restoration costs. Management applies judgment in assessing the existence and extent as well as the expected method of reclamation of the Company's decommissioning and restoration obligations at the end of each reporting period. Management also uses judgment to determine whether the nature of the activities performed is related to decommissioning and restoration activities or normal operating activities.

In the process of applying the Company's accounting policies, management has made the following estimates, which have the most significant effect on the amounts recognized in the consolidated financial statements:

Oil and Gas Reserves

The Company's estimate of oil and gas reserves is considered in the measurement of depletion, depreciation, impairment, and decommissioning and restoration obligations. The estimation of reserves is an inherently complex process and involves the exercise of professional judgment. All reserves are evaluated annually by independent qualified reserves evaluators. Oil and gas reserves estimates are based on a range of geological, technical and economic factors, including projected future rates of production, projected future commodity prices,

engineering data, and the timing and amount of future expenditures, all of which are subject to uncertainty. Estimates reflect market and regulatory conditions existing at the evaluation date, which could differ significantly from other points in time throughout the period, or future periods. Changes in market and regulatory conditions and assumptions, as well as climate change, and the evolving worldwide demand for energy and global advancement of alternative sources of energy that are not sourced from fossil fuels can materially impact the estimation of net reserves.

TRILLION ENERGY INTERNATIONAL INC.

Notes to the Consolidated Financial Statements
For the years ended December 31, 2022 and 2021
(Expressed in U.S. dollars)

2. Summary of Significant Accounting Policies (continued)

Allowance for doubtful accounts

Estimates are inherent in the on-going assessment of the recoverability of amounts receivable. The Company maintains an allowance for doubtful accounts to reflect the expected credit losses. Uncertainty relates to the actual collectability of customer balances that can vary from the Company's estimation.

Asset Retirement Obligation

The Company recognizes obligation for the future decommissioning and restoration of the Company's exploration and evaluation assets and oil and gas properties based on estimated future decommissioning and restoration costs. Actual costs are uncertain, and estimates may vary as a result of changes to relevant laws and regulations related to the use of certain technologies, the emergence of new technology, operating experience, prices and closure plans. The estimated timing of future decommissioning and restoration may change due to certain factors, including reserves life. Changes to estimates related to future expected costs, discount rates, inflation assumptions, and timing may have a material impact on the amounts presented.

Estimated useful lives and depreciation of equipment

Depreciation of equipment is dependent upon estimates of useful lives which are determined through the exercise of judgment. Changes to the estimated useful life of equipment could result in differences in their carrying amounts.

Leases - Estimating the incremental borrowing rate

The Company cannot readily determine the interest rate implicit in leases where it is the lessee. As such, it uses its incremental borrowing rate ("IBR") to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of comparable value to the right-of-use asset in a similar economic environment. IBR therefore reflects what the Company "would have to pay", which requires estimation when no observable rates are available or where the applicable rates need to be adjusted to reflect the terms and conditions of the lease. The Company estimates the IBR using observable inputs (such as market interest rates) when available and makes certain entity-specific estimates.

Impairment of Non-current Assets

Management applies judgment in assessing the existence of impairment indicators based on various internal and external factors. The recoverable amount of assets is determined based on the higher of fair value less costs of disposal or value-in-use calculations. The key estimates the Company applies in determining the recoverable amount normally include estimated future commodity prices, discount rates, expected production volumes, future operating and development costs, income taxes, and operating margins. In determining the recoverable amount, management may also be required to make judgments regarding the likelihood of occurrence of a future event.

Changes to these estimates and judgments will affect the recoverable amounts of assets and may then require a material adjustment to their related carrying value.

Share-based Compensation

The cost of share-based transactions with directors, officers and employees are measured by reference to the fair value of the equity instruments. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining and making assumptions about the most appropriate inputs to the valuation model including the expected life, volatility, risk-free interest rate, expected forfeiture rate and dividend yield of the stock option. Changes to these estimates and judgments will affect the operating result and may then require a material adjustment.

TRILLION ENERGY INTERNATIONAL INC.

Notes to the Consolidated Financial Statements
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(Expressed in U.S. dollars)

2. Summary of Significant Accounting Policies (continued)

Fair Value of Derivative Liability

The Company's warrants and conversion features with exercise prices denominated in a currency other than the Company's functional currency are recognized as derivatives measured at fair value through the consolidated statements of loss and comprehensive loss. Estimating fair value for derivative liability requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the issuance. This estimate also requires determining and making assumptions about the most appropriate inputs to the valuation model including the expected life, volatility, risk-free interest rate, expected forfeiture rate and dividend yield of the derivatives. Changes to these estimates and judgments will affect the operating result and may then require a material adjustment.

Deferred Tax

Judgments are made by management at the end of the reporting period to determine the probability that deferred tax assets will be realized from future taxable earnings. Assessing the recoverability of deferred tax assets requires the Company to make judgments related to the expectations of future cash flows from operations and the application of existing tax laws in each jurisdiction. To the extent that assumptions regarding future profitability change, there can be an increase or decrease in the amounts recognized in consolidated interim statements of loss and comprehensive loss in the period in which the change occurs.

(c) Cash and Cash Equivalents

The Company considers all highly liquid instruments with a maturity of three months or less at the time of issuance to be cash equivalents.

(d) Amounts Receivable

Amounts receivable consist primarily of oil and gas receivables. The Company has classified these as short-term assets in the consolidated statements of financial position because the Company expects repayment or recovery within the next 12 months. The Company evaluates these accounts receivable for collectability and, when necessary, records allowances for expected unrecoverable amounts. The Company deems all accounts receivable to be collectable and has not recorded any expected credit losses.

(e) Property and Equipment

Property and equipment are stated at cost and depreciated using the straight-line method over the estimated useful life of the asset. The estimate useful lives are as follows: Motor vehicles - 3 years; furniture - 3 to 5 years; leasehold improvements - over the term of the lease and other equipment - 3 years.

(f) Revenue Recognition

Revenue from Contracts with Customers

The Company recognizes revenue when it satisfies its performance obligation(s) by transferring control over a product to a customer. Revenue is measured based on the consideration the Company expects to receive in exchange for those products.

Performance Obligations and Significant Judgments

The Company sells oil and natural gas products in Turkey. The Company enters into contracts that generally include one type of distinct product in variable quantities and priced based on a specific index related to the type of product.

TRILLION ENERGY INTERNATIONAL INC.

Notes to the Consolidated Financial Statements
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2. Summary of Significant Accounting Policies (continued)

The oil and natural gas are typically sold in an unprocessed state to processors and other third parties for processing and sale to customers. The Company recognizes revenue at a point in time when control of the oil is transferred. For oil sales, control is typically transferred to the customer upon receipt at the wellhead or a contractually agreed upon delivery point. Under the Company's natural gas contracts with processors, control transfers upon delivery at the wellhead or the inlet of the processing entity's system. For the Company's other natural gas contracts, control transfers upon delivery at the inlet or to a contractually agreed upon delivery point. In the cases where the Company sells to a processor, the Company has determined that the Company is the principal in the arrangement and the processors are the Company's customers. The Company recognizes the revenue in these contracts based on the net proceeds received from the processor.

For the Company's product sales that have a contract term greater than one year, the Company uses the practical expedient in IFRS 15 Paragraph 121(a) which states the Company is not required to disclose the transaction price allocated to remaining performance obligations if the variable consideration is allocated entirely to an unsatisfied performance obligation. Under these sales contracts, each unit of product represents a separate performance obligation; therefore, future volumes are unsatisfied, and disclosure of the transaction price allocated to remaining performance obligations is not required. The Company has no unsatisfied performance obligations at the end of each reporting period.

The Company does not believe that significant judgments are required with respect to the determination of the transaction price, including any variable consideration identified. There is a low level of uncertainty due to the precision of measurement and use of index-based pricing with predictable differentials. Additionally, any variable consideration identified is not constrained.

(g) Evaluation and Exploration Assets

Pre-license exploration costs are recognized in the consolidated statements of loss and comprehensive loss as incurred.

The costs to acquire non-producing oil and gas properties or licenses to explore, drill exploratory wells and the costs to evaluate the commercial potential of underlying resources, including related borrowing costs, are initially capitalized as exploration and evaluation assets.

Exploration and evaluation assets are subject to technical, commercial and management review to confirm the continued intent to develop and extract the underlying resources. If an area or exploration well is no longer considered commercially viable, the related capitalized costs are charged to exploration expense.

Exploration and evaluation assets are not subject to depreciation, depletion, and amortization. When management determines with reasonable certainty that an exploration and evaluation asset will be developed, as evidenced by the classification of proved or probable reserves and the appropriate internal and external approvals, the asset is transferred to oil and gas properties. The Company records geological and geophysical expenses to profit and loss as incurred.

(h) Oil and Gas Properties

Oil and gas properties (“O&G”) include development and production costs, less accumulated depletion and depreciation and accumulated impairment loss. O&G are grouped into cash generating units for impairment testing. The Company has grouped its O&G into two CGUs: the Cendere Oil Field and SASB Gas Field.

When significant parts of an item of O&G have different useful lives, they are accounted for as separate items (major components). Costs incurred subsequent to the determination of technical feasibility and commercial viability and the costs of replacing parts of O&G are capitalized only when they increase the future economic benefits embodied in the specific asset to which they relate. All other expenditures are recognized in consolidated statements of loss and comprehensive loss as incurred.

TRILLION ENERGY INTERNATIONAL INC.

Notes to the Consolidated Financial Statements

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(Expressed in U.S. dollars)

2. Summary of Significant Accounting Policies (continued)

Such capitalized items generally represent costs incurred in developing proved and/or probable reserves and bringing on or enhancing production from such reserves and are accumulated on a field or geotechnical area basis. The carrying amount of any replaced or sold component is derecognized. The costs of the day-to-day servicing of oil and gas properties are recognized in a consolidated statements of loss and comprehensive loss as incurred.

The net carrying value of oil and gas properties is depleted using the unit-of-production method by reference to the ratio of production in the year to the related proved reserves, considering estimated future development costs necessary to bring those reserves into production. These estimates are reviewed by independent reservoir engineers at least annually.

(i) Impairment of Non-financial Assets

Exploration and evaluation assets, oil and gas properties, and property and equipment are reviewed when events or changes in circumstances indicate the assets may not be recoverable. Exploration and evaluation assets are also tested for impairment immediately prior to being transferred to oil and gas properties. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. Impairment exists when the carrying value of an asset exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. These calculations are based on available data, other observable inputs, and projections of cash flows, all of which are subject to estimates and assumptions. Recoverable amounts are also sensitive to assumptions about the future usefulness of in-process development and the related marketing rights.

(j) Provisions

Provisions are recognized by the Company when it has a legal or constructive obligation as a result of past events, it is probable that an outflow of economic resources will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Provisions are recognized for decommissioning and restoration obligations associated with the Company's exploration and evaluation assets and oil and gas properties. Provisions for decommissioning and restoration obligations are measured at the present value of management's best estimate of the future cash flows required to settle the present obligation, using the risk-free interest rate. The value of the obligation is added to the carrying amount of the associated asset and amortized over the useful life of the asset. The provision is accreted over time with actual expenditures charged against the accumulated obligation. Changes in the future cash flow estimates resulting from revisions to the estimated timing or amount of undiscounted cash flows are recognized as a change in the decommissioning and restoration provision and related assets.

(k) Financial Instruments

Classification

The Company classifies its financial instruments into one of the following categories: fair value through profit or loss ("FVTPL"), fair value through other comprehensive income ("FVOCI"), or at amortized cost. This determination is made at initial recognition. All financial instruments are initially recognized at fair value on the consolidated statements of financial position, net of any transaction costs except for financial instruments classified as FVTPL, where transaction costs are expensed as incurred. Subsequent measurement of financial instruments is based on their classification. The Company classifies its derivative liability and cash and cash equivalents as FVTPL, amounts receivable and notes receivable as financial assets at amortized cost, and accounts payable and accrued liabilities, loans payable, RSU obligation and convertible notes as financial liabilities at amortized cost. Embedded derivatives in other financial instruments or other host contracts are recorded as separate derivatives when their risks and characteristics are not closely related to those of the host contract.

TRILLION ENERGY INTERNATIONAL INC.

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2. Summary of Significant Accounting Policies (continued)

Measurement

Financial assets and liabilities at amortized cost

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost using the effective interest rate ("EIR"), less any impairment. Amortized cost is calculated by taking into account any discount or premium on acquisition and any fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the consolidated statements of loss and comprehensive loss.

Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statements of loss and comprehensive loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the consolidated statements of operations and comprehensive loss in the period in which they arise.

Debt investments at FVOCI

These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognized in profit or loss. Other net gains and

losses are recognized in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Equity investments at FVTOCI

These assets are subsequently measured at fair value. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are never reclassified to profit or loss.

Impairment of Financial Assets at Amortized Cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the statements of loss and comprehensive loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

Fair value

Fair value estimates are made at the consolidated statements of financial position date based on relevant market information and other information about financial instruments. Financial assets and financial liabilities measured at fair value in the consolidated statements of financial position are grouped into a fair value evaluation hierarchy.

This hierarchy groups financial assets and financial liabilities into three levels according to the significance of the inputs used in the fair value evaluation of the financial assets and financial liabilities. The fair value levels of the hierarchy are as follows:

Level 1 – Quoted prices (unadjusted) in active markets for identical assets and liabilities at the financial reporting date;

Level 2 – Inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3 – Inputs for the assets or liabilities that are not based on observable market data.

TRILLION ENERGY INTERNATIONAL INC.

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For the years ended December 31, 2022 and 2021

(Expressed in U.S. dollars)

2. Summary of Significant Accounting Policies (continued)

The level within which the financial asset or financial liability is classified is determined based on the lowest level of significant input to the fair value measurement. The Company's cash is categorized as Level 1 and its derivative liability is categorized as Level 3.

Derecognition

Financial assets

The Company derecognizes financial assets only when the contractual rights to cash flow from the financial assets expire, or when it transfers the financial assets and substantially all the associated risks and rewards of ownership to another entity.

Financial liabilities

The Company derecognizes financial liability when its contractual obligations are discharged or cancelled or expire. The Company also derecognizes a financial liability when the terms of the liability are modified such that the terms and / or cash flows of the modified instrument are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value. Gains and losses on derecognition are recognized in profit or loss.

(l) Income Taxes

Current Income Tax

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date, in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred Tax

Deferred tax is recognized on temporary differences at the reporting date arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that future taxable income will be available to allow all or part of the temporary differences to be utilized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted and are expected to apply by the end of the reporting period. Deferred tax assets and deferred income tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

TRILLION ENERGY INTERNATIONAL INC.

Notes to the Consolidated Financial Statements

For the years ended December 31, 2022 and 2021

(Expressed in U.S. dollars)

2. Summary of Significant Accounting Policies (continued)

(m) Stock-Based Compensation

Under the Company's equity-based compensation plans, share-based awards may be granted to executives, employees, and non-employee directors. The Company grants restricted share units ("RSUs") and stock options to directors, officers, employees, and consultants. An individual is classified as an employee when the individual is an employee for legal or tax purposes or provides services like those performed by an employee.

The costs of equity-settled transactions with employees are measured by reference to the fair value at the date on which they are granted, using the Black Scholes valuation model. The costs of equity-settled transactions are recognized, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award (the "vesting date"). For cash settled share-based compensation, the expense is determined based on the fair value of the liability at the end of the reporting period until the award is settled.

In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at fair value of the share-based payment.

The cumulative expense is recognized for equity-settled transactions at each reporting date until the vesting date reflects the Company's best estimate of the number of equity instruments that will ultimately vest. The profit or loss charge or credit for a period represents the movement in cumulative expense recognized as at the beginning and end of that period, and the corresponding amount is represented in the warrant and option reserve. At the end of each reporting period, the Company re-assesses its estimates of the number of awards that are expected to vest and recognizes the impact of the revisions in the consolidated statements of loss and comprehensive loss.

No expense is recognized for awards that do not ultimately vest, except for awards where vesting is conditional upon a market condition, which are treated as vesting irrespective of whether or not the market condition is satisfied provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity settled award are modified, the minimum expense recognized is the grant date fair value of the unmodified award, provided the original terms of the award are met. An additional expense or its reduction is recognized for any modification which increases or decreases the total fair value of the share-based payment arrangement or is otherwise beneficial to the employee as measured at the date of modification. Where an award is cancelled by the Company or the counterparty, any remaining element of the fair value of the award is expensed immediately or reversed through profit or loss, depending on the type of cancellation. The dilutive effect of outstanding options is reflected as additional dilution in the computation of earnings per share whereas anti-dilutive options are ignored.

Consideration paid to the Company on exercise of share-based awards is credited to share capital and the associated amount in warrant and option reserve is reclassified to share capital.

(n) Unit Offerings

Common shares are classified as equity. Proceeds from unit placements are allocated between shares and warrants issued using the residual method. The residual method first allocates fair value to the component with the best evidence of fair value and then the residual value, if any, to the less easily measurable component. The fair value of the common shares, measured on date of issue, was determined to be the component with the best evidence of fair value. The balance, if any, is allocated to the attached warrants. Costs directly identifiable with share capital financings are charged against share capital. If the subscription is not funded upon issuance, the Company records a receivable as a contra account to shareholders' equity.

TRILLION ENERGY INTERNATIONAL INC.

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2. Summary of Significant Accounting Policies (continued)

(o) Loss per Share

Basic earnings per share are calculated by dividing the net earnings for the period by the weighted average number of common shares outstanding during the period.

Diluted earnings per share is calculated by adjusting the weighted average number of common shares outstanding for dilutive common shares. The number of shares included is computed using the treasury stock method. As certain instruments can be exchanged for common shares of the Company, they are considered potentially dilutive and are included in the calculation of the Company's diluted net earnings per share if they have a dilutive impact in the period. The impact of potentially dilutive securities is not considered in periods in which there is a loss because the inclusion of the potential common shares would have an anti-dilutive effect.

(p) Leases

At inception of a contract, the Company assesses whether a contract is, or contains, a lease based on whether the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured based on the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset on the site on which it is located, less any lease incentives received. The assets are depreciated to the earlier of the end of the useful life of the right-of-use asset or the lease term. Judgment is applied to determine the lease term where a renewal option exists. Right-of-use assets are depreciated using the straight-line method as this most closely reflects the expected pattern of consumption of the future economic benefits. In addition, the right-of-use assets may be reduced by impairment losses or adjusted for certain remeasurements of the lease liability.

The Company has elected not to recognize right-of-use assets and lease liabilities for short-term leases that have a lease term of twelve months or less. The lease payments are recognized as an expense when incurred over the lease term.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Lease payments include fixed payments, and variable payments that are based on an index or rate.

Cash payments for the principal portion of the lease liability are presented within the financing activities section and the interest portion of the lease liability is presented within the operating activities section of the consolidated statements of cash flows. Short-term lease payments and variable lease payments not included in the measurement of the lease liability are presented within the operating activities section of the statement of cash flows.

(q) Foreign Currency Translation

Functional currencies of the Company's individual entities are the currency of the primary economic environment in which the entity operates. Transactions in foreign currencies are translated to the appropriate functional currency at foreign exchange rates that approximate those on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated to the appropriate functional currency at foreign exchange rates as at the date of the statement of financial position. Foreign exchange differences arising on translation are recognized in net earnings. Non-monetary assets that are measured in a foreign currency at historical cost are translated using the exchange rate at the date of the transaction.

TRILLION ENERGY INTERNATIONAL INC.

Notes to the Consolidated Financial Statements
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2. Summary of Significant Accounting Policies (continued)

In preparing the Company's consolidated financial statements, the financial statements of each entity are translated into US dollar ("USD"), the presentation currency of the Company. The assets and liabilities of foreign operations are translated into USD at exchange rates as at the date of the statement of financial position. Revenues and expenses of foreign operations are translated into USD using foreign average exchange rates for the period. Foreign exchange differences are recognized in other comprehensive income or loss.

(r) First-time Adoption of IFRS

These consolidated financial statements for the year ended December 31, 2022, are the first the Company has prepared in accordance with IFRS. The Company previously prepared its consolidated financial statements, up to and including December 31, 2021, in accordance with accounting principles generally accepted in the United States (“US GAAP”).

Accordingly, the Company has prepared consolidated financial statements that comply with IFRS applicable for the year ended December 31, 2022, together with the comparative period data for the year ended December 31, 2021. In preparing the consolidated financial statements, the Company’s opening consolidated statement of financial position was prepared as at January 1, 2021, the Company’s date of transition to IFRS. This note explains the principal adjustments made by the Company in restating its US GAAP consolidated financial statements.

Exemptions applied

IFRS 1 allows first-time adopters certain exemptions from the retrospective application of certain requirements under IFRS. The Company has applied the following exemptions:

IFRS 3 Business Combinations has not been applied to either acquisitions of subsidiaries that are considered businesses under IFRS, or acquisitions of interests in associates and joint ventures that occurred before January 1, 2021. The use of this exemption means that the US GAAP carrying amounts of assets and liabilities, that are required to be recognized under IFRS, are their deemed cost at the date of the acquisition. After the date of the acquisition, measurement is in accordance with IFRS. Assets and liabilities that do not qualify for recognition under IFRS are excluded from the opening IFRS statement of financial position. The Company did not recognize any assets or liabilities that were not recognized under US GAAP or exclude any previously recognized amounts as a result of IFRS recognition requirements.

The Company has not restated contracts that were completed before January 1, 2021, under IFRS 15 “Revenue from Contracts with Customers”. A completed contract is a contract for which the Company has transferred all the goods and services identified in accordance with US GAAP.

The Company assessed all contracts existing at January 1, 2021 to determine whether a contract contains a lease based upon the conditions in place as at January 1, 2021 in accordance with IFRS 16 “Leases”. Lease liabilities were measured at the present value of the remaining lease payments, discounted using the Company’s incremental borrowing rate at January 1, 2021. Right-of-use assets were measured at the amount equal to the lease liabilities, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognized in the statement of financial position immediately before January 1, 2021. The lease payments associated with leases for which the lease term ends within 12 months of the date of transition to IFRS and leases for which the underlying asset is of low value have been recognized as an expense on either a straight-line basis over the lease term or another systematic basis.

The transition to IFRS 16 did not result in any material impact on the Company’s financial position as at December 31, 2021 and 2020, or operation results for the year ended December 31, 2021, and therefore, no adjustment has been proposed accordingly.

TRILLION ENERGY INTERNATIONAL INC.

Notes to the Consolidated Financial Statements

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2. Summary of Significant Accounting Policies (continued)

IFRS 1 allows an entity that used full cost accounting under its previous GAAP to elect, at the time of adoption to IFRS, to measure oil and gas assets in the development and production phases by allocating the amount determined under the entity’s previous GAAP for those assets to the underlying assets pro rata using a reasonable method as of that date. The costs of development and production assets have been separately recorded by the Company for each group of assets. The Company has continued to apply its existing policy under US GAAP as allowed by IFRS 6 to expense geological and geophysical costs as incurred.

As the Company elected the oil and gas assets IFRS 1 exemption, the asset retirement obligation (“ARO”) exemption available to full cost entities was also elected. This exemption allows for the re-measurement of ARO on IFRS transition with the offset to accumulated deficit.

The Company has elected the IFRS 1 exemption that allows the Company an exemption from applying IFRS 2 “Share-Based Payments” to equity instruments which vested and settled before the Company’s transition date to IFRS.

The Company has elected the IFRS 1 exemption that allows the Company an exemption from applying IFRS 9 “Financial Instruments” to financial instruments that were derecognized before the date of transition to IFRS on January 1, 2021.

TRILLION ENERGY INTERNATIONAL INC.

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2. Summary of Significant Accounting Policies (continued)

Reconciliation of financial position as at January 1, 2021 (date of transition to IFRS)

	<u>Notes</u>	<u>US GAAP (Audited)</u>	<u>Effect of Transition to IFRS (Audited)</u>	<u>IFRS (Unaudited)</u>
ASSETS				
Current assets:				
Cash and cash equivalents		\$ 202,712	\$ -	\$ 202,712
Account receivables		773,311	-	773,311
Prepaid expenses and deposits		24,302	-	24,302
Total current assets		1,000,325	-	1,000,325
Oil and gas properties, net	1,2,5	5,346,916	(3,122,443)	2,224,473
Exploration and evaluation assets	1	-	3,122,443	3,122,443
Property and equipment, net		128,257	-	128,257
Restricted cash		11,763	-	11,763
Total assets		<u>\$ 6,487,261</u>	<u>\$ -</u>	<u>\$ 6,487,261</u>
LIABILITIES AND STOCKHOLDERS’ EQUITY				
Current liabilities:				
Accounts payable and accrued liabilities		\$ 1,496,510	\$ -	\$ 1,496,510
Loans payable - current		549,424	-	549,424
Lease liability - current		12,116	-	12,116
Total current liabilities		2,058,050	-	2,058,050
Asset retirement obligation	2	4,010,624	5,344,798	9,355,422
Loans payable		17,730	-	17,730
Convertible debt		11,027	-	11,027
Derivative liability		1,804,572	-	1,804,572
Lease liability		27,693	-	27,693
Total liabilities		7,929,696	5,344,798	13,274,494
Stockholders’ deficiency:				
Common stock		1,253	-	1,253
Additional paid-in capital	3	27,508,468	(27,508,468)	-
Share premium	3		26,331,369	26,331,369

Stock subscriptions and stock to be issued		15,342	-	15,342
Warrant and option reserve	3	-	1,177,099	1,177,099
Accumulated other comprehensive loss		(490,172)	-	(490,172)
Accumulated deficit		(28,477,326)	(5,344,798)	(33,822,124)
Total stockholders' deficiency		(1,442,435)	(5,344,798)	(6,787,233)
Total liabilities and stockholders' deficiency		\$ 6,487,261	\$ -	\$ 6,487,261

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TRILLION ENERGY INTERNATIONAL INC.

Notes to the Consolidated Financial Statements
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2. Summary of Significant Accounting Policies (continued)

Reconciliation of financial position as at December 31, 2021

	Notes	US GAAP (Audited)	Restatement (Note 25) (Audited)	Effect of Transition to IFRS (Audited)	IFRS (Unaudited)
ASSETS					
Current assets:					
Cash and cash equivalents		\$ 1,026,990	\$ -	\$ -	\$ 1,026,990
Accounts receivable		709,805	-	-	709,805
Prepaid expenses and deposits		95,503	-	-	95,503
Total current assets		1,832,298	-	-	1,832,298
Oil and gas properties, net	1,2,5	5,172,943	-	(3,752,330)	1,420,613
Exploration and evaluation assets	1	-	-	3,116,146	3,116,146
Property and equipment, net		147,134	-	-	147,134
Restricted cash		5,438	-	-	5,438
Total assets		\$ 7,157,813	\$ -	\$ (636,184)	\$ 6,521,629
LIABILITIES AND STOCKHOLDERS' EQUITY					
Current liabilities:					
Accounts payable and accrued liabilities		\$ 852,481	\$ -	\$ -	\$ 852,481
Loans payable		630,534	-	-	630,534
Lease liability		6,732	-	-	6,732
Total current liabilities		1,489,747	-	-	1,489,747
Asset retirement obligation	2	4,426,978	-	4,566,130	8,993,108
Loans payable		18,513	-	-	18,513
Derivative liability		472,899	-	-	472,899
Lease liability		8,592	-	-	8,592
Total liabilities		6,416,729	-	4,566,130	10,982,859
Stockholders' equity (deficiency):					
Common stock		1,828	-	-	1,828
Additional paid-in capital	3,4	33,295,413	3,064,400	(36,359,813)	-
Share premium	3,4	-	-	35,115,302	35,115,302
Notes and amounts receivable for equity issued		(1,193,641)	-	-	(1,193,641)
Warrant and option reserve	3	-	-	1,165,170	1,165,170
Shares to be cancelled		5,323	-	-	5,323
Obligation to issue Shares		7,450	-	-	7,450

Accumulated other comprehensive loss	(847,412)	-	-	(847,412)
Accumulated deficit	<u>(30,527,877)</u>	<u>(3,064,400)</u>	<u>(5,122,973)</u>	<u>(38,715,250)</u>
Total stockholders' equity (deficiency)	<u>741,084</u>	<u>-</u>	<u>(5,202,314)</u>	<u>(4,461,230)</u>
Total liabilities and stockholders' equity (deficiency)	<u>\$ 7,157,813</u>	<u>\$ -</u>	<u>\$ (636,184)</u>	<u>\$ 6,521,629</u>

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TRILLION ENERGY INTERNATIONAL INC.

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For the years ended December 31, 2022 and 2021
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2. Summary of Significant Accounting Policies (continued)

Reconciliation of operation results for the year ended December 31, 2021

	<u>Notes</u>	<u>US GAAP (Audited)</u>	<u>Restatement (Note 25) (Audited)</u>	<u>Effect of Transition to IFRS (Audited)</u>	<u>IFRS (Unaudited)</u>
Revenue					
Oil and natural gas sales		\$ 3,700,727	\$ -	-	\$ 3,700,727
Cost and expenses					
Production		2,617,118	-	-	2,617,118
Depletion	5	233,798	-	181,888	415,686
Depreciation		31,768	-	-	31,768
Accretion of asset retirement obligation	2	416,354	-	(324,371)	91,983
Investor relations		914,770	-	-	914,770
Stock based compensation		336,366	-	-	336,366
General and administrative		<u>2,248,164</u>	<u>-</u>	<u>-</u>	<u>2,248,164</u>
Total expenses		<u>6,798,338</u>	<u>-</u>	<u>(142,483)</u>	<u>6,655,855</u>
Loss before other income (expenses)		<u>(3,097,611)</u>	<u>-</u>	<u>142,483</u>	<u>(2,955,128)</u>
Other income (expenses)					
Interest income		46,217	-	-	46,217
Interest expense		(126,027)	-	-	(126,027)
Finance cost		(176,386)	-	-	(176,386)
Foreign exchange loss		25,669	-	-	25,669
Loss on debt extinguishment	4	(238,724)	-	79,341	(159,383)
Change in fair value of derivative liability		1,473,638	(3,064,400)	-	(1,590,762)
Gain on disposal of equipment		40,074	-	-	40,074
Other expense		<u>2,600</u>	<u>-</u>	<u>-</u>	<u>2,600</u>
Total other income (expenses)		<u>1,047,061</u>	<u>(3,064,400)</u>	<u>79,341</u>	<u>(1,937,998)</u>
Net loss		<u>\$ (2,050,550)</u>	<u>\$ (3,064,400)</u>	<u>221,824</u>	<u>\$ (4,893,126)</u>
Loss per share		<u>\$ (0.01)</u>	<u>\$ (0.02)</u>	<u>-</u>	<u>\$ (0.03)</u>
Weighted average number of shares outstanding		<u>158,166,108</u>	<u>-</u>	<u>-</u>	<u>158,166,108</u>

Other comprehensive loss

Foreign currency translation adjustments	\$ (357,240)	\$ -	-	\$ (357,240)
Comprehensive loss	\$ (2,407,790)	\$ (3,064,400)	221,824	\$ (5,250,366)

Notes to the reconciliations

The reconciling items between US GAAP and IFRS presentation have no significant effect on the cash flows generated. Therefore, a reconciliation of cash flows has not been presented above.

(1) Exploration and evaluation assets (“E&E assets”)

An adjustment has been made to reclassify the presentation of the Company’s Bulgarian property as exploration and evaluation assets as it is not a property under development or production, in accordance with IFRS.

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TRILLION ENERGY INTERNATIONAL INC.

Notes to the Consolidated Financial Statements

For the years ended December 31, 2022 and 2021

(Expressed in U.S. dollars)

2. Summary of Significant Accounting Policies (continued)

(2) Asset retirement obligation

Under US GAAP, the ARO was discounted at a rate of 10%, as prescribed by the U.S. Securities and Exchange Commission. Under IFRS, the discount rate used is the risk-free rate in effect at the end of each reporting period for the risk-adjusted cash flows. The change in the decommissioning obligation each period as a result of changes in the discount rate will result in an offsetting charge to oil and gas properties. Upon the Company’s transition to IFRS, the impact of this change was a \$5,344,798 increase in the ARO with a corresponding increase to the deficit on the consolidated statement of financial position, using an average risk-free rate of 0.93% as at January 1, 2021. As at December 31, 2021, the average risk-free rate was reassessed to be 1.49% and the impact was a \$4,566,130 increase in the ARO.

As a result of the change in discount rate, the ARO accretion expense decreased by \$324,371 during the year ended December 31, 2021, due to the lower discount rate.

(3) Option reserve and share premium

Under US GAAP, share-based payments were presented as additional paid-in capital. Upon transition to IFRS, a reclassification adjustment has been made to separately present the amount related to share-based compensation of \$1,177,099 as at January 1, 2021. The remaining additional paid-in capital has been reclassified to share premium. The reclassification adjustment as at December 31, 2021 was \$1,040,779.

(4) Loss on convertible debt extinguishment

Under US GAAP, when conversion features have been bifurcated from the conversion debt host and accounted for as liabilities, no equity conversion feature remains in the debt instrument. The liabilities for the debt and the conversion feature are extinguished in exchange for common shares, the difference between the carrying value of the liabilities and the fair value of the common shares are recorded as a gain or loss. IFRS requires the entity to derecognize the liability component and recognize it as equity on conversion of a convertible instrument and no gain or loss is recognized. As a result of the difference between the two accounting standards, for the year ended December 31, 2021, the loss on debt extinguishment decreased by \$79,341, with an offsetting charge to equity.

(5) Depletion

The Company is depleting its oil and gas properties over the proved reserves. IFRS requires an entity to include the estimated future costs to develop the reserves in the calculation of depletion. The calculation of depletion under US GAAP did not include the estimated future development costs as the Company applied Electronic Code of Federal Regulation Title 17 Section 210.4-1, Financial accounting and reporting for oil and gas producing activities pursuant to the Federal securities laws and the Energy Policy and Conservation Act of 1975, to exclude the estimated future expenditures associated with a major development. As a result, oil and gas properties, net, increased by \$181,888 as at December 31, 2021. For the year ended December 31, 2021, the depletion charge included in the consolidated interim statements of loss and comprehensive loss, increased by \$181,888.

3. Restricted Cash

The restricted cash relates to drilling bonds provided to the General Directorate of Petroleum Affairs (the “GDPA”) for the exploration licenses due to Turkish Petroleum Law. The amounts are for 2% of the annual work budget of the different Turkish licenses which is submitted to the GDPA on an annual basis. As at December 31, 2022, the Company’s restricted cash totaled \$Nil (December 31, 2021 - \$5,438, January 1, 2021 - \$11,763).

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TRILLION ENERGY INTERNATIONAL INC.

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4. Amounts Receivable

	December 31, 2022	December 31, 2021	January 1, 2021
Accounts receivable	\$ 4,207,739	\$ 703,140	\$ 772,138
GST receivable	71,284	-	-
Interest receivable	52,538	-	-
Due from related parties	3,913	4,173	1,173
Other	2,351	2,492	-
	<u>\$ 4,337,825</u>	<u>\$ 709,805</u>	<u>\$ 773,311</u>

5. Oil and Gas Properties

	SASB	Cendere	Total
Cost			
As at January 1, 2021	\$ 1,792,155	\$ 2,448,180	\$ 4,240,335
Additions	66,122	-	66,122
Change in ARO estimate	(459,601)	5,305	(454,296)
As at December 31, 2021	1,398,676	2,453,485	3,852,161
Additions	44,369,191	-	44,369,191
JV Contribution	(6,656,785)	-	(6,656,785)
Change in ARO estimate	(3,865,772)	(5,562)	(3,871,334)
Currency translation adjustment	(4,748,897)	-	(4,748,897)
Impact of hyperinflation	837,908	110,090	947,998
As at December 31, 2022	<u>\$ 31,334,321</u>	<u>\$ 2,558,013</u>	<u>\$ 33,892,334</u>
Accumulated depletion			
As at January 1, 2021	\$ 555,201	\$ 1,460,661	\$ 2,015,862
Depletion	188,446	227,240	415,686
As at December 31, 2021	743,647	1,687,901	2,431,548

Depletion	1,263,556	187,476	1,451,032
Impact of hyperinflation	(34,215)	(5,825)	(40,040)
As at December 31, 2022	<u>\$ 1,972,988</u>	<u>\$ 1,869,552</u>	<u>\$ 3,842,540</u>
Net book value			
As at January 1, 2021	<u>\$ 1,236,954</u>	<u>\$ 987,519</u>	<u>\$ 2,224,473</u>
As at December 31, 2021	<u>\$ 655,029</u>	<u>\$ 765,584</u>	<u>\$ 1,420,613</u>
As at December 31, 2022	<u>\$ 29,361,333</u>	<u>\$ 688,461</u>	<u>\$ 30,049,794</u>

Turkey

Future capital expenditures of \$50,025,000 (2021 - \$23,324,000) was included in the depletion base.

Management assesses each field for impairment indicators at each reporting date. Impairment indicators considered include the following:

- Plans to discontinue or dispose of the asset before the previously expected date;
- Significant reductions in estimates or reserves;
- Significant cost overrun on a capital project;
- Significant increases in the expected cost of dismantling assets and restoring the site; and
- Production difficulties.

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TRILLION ENERGY INTERNATIONAL INC.

Notes to the Consolidated Financial Statements
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5. Oil and Gas Properties (continued)

As at December 31, 2022, no impairment indicators were identified.

Cendere oil field

The Cendere onshore oil field, which is located in South East Turkey has a total of 25 wells. The Cendere Field was first discovered in 1988. Oil production commenced during 1990. The operator of the Cendere Field is Türkiye Petrolleri Anonim Ortaklığı (“TPAO”). The Company’s interest is 19.6% for all wells except for wells C-13, C-15 and C-16, for which its interest is 9.8%.

The South Akcakoca Sub-Basin (“SASB”)

The Company owns offshore production licenses called the South Akcakoca Sub-Basin (“SASB”). The Company now owns a 49% working interest in SASB in partnership with TPAO. SASB has four producing fields, each with a production platform plus subsea pipelines that connect the fields to an onshore gas plant. The four SASB fields are located off the north coast of Turkey towards the western end of the Black Sea.

Bakuk gas field

The Company also owns a 50% operated interest in the Bakuk gas field located near the Syrian border. The Bakuk field is shut-in with no plans to revive production in the near term. The property was fully impaired as of the transition date to IFRS on January 1, 2021.

6. Exploration & Evaluation Assets

	Unproven properties Bulgaria
January 1, 2021	\$ 3,122,443
Foreign currency translation change	(6,297)
December 31, 2021	\$ 3,116,146
Impairment	(3,101,343)
Foreign currency translation change	(14,803)
December 31, 2022	\$ -

Bulgaria

The Company holds a 98,205-acre oil and gas exploration claim in the Dobrudja Basin located in northeast Bulgaria. The Company intends to conduct exploration for natural gas and test production activities over a five-year period in accordance with or exceeding its minimum work program obligation. The Company's commitment is to perform geological and geophysical exploration activities in the first 3 years of the initial term (the "Exploration and Geophysical Work Stage"), followed by drilling activities in years 4 and 5 of the initial term (the "Data Evaluation and Drilling Stage"). Prior to the Exploration and Geophysical Work Stage, the Company is required to complete an environmental impact assessment ("EIA").

During the fall of 2022, the Company decided to recommence the EIA. The Company consulted with local counsel and an environmental consultant but was unable to determine whether it would be able to obtain the license. In October and November 2022, management made repeated efforts to obtain a visa to visit Bulgaria and seek clarification on the status of the license, however the visa applications were declined and management determined that it would no longer pursue the work program and would dispose of the property. As a result, the Company recorded an impairment loss of \$3,101,343 during the year ended December 31, 2022.

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TRILLION ENERGY INTERNATIONAL INC.

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7. Property and Equipment

	Right- of-use asset	Leasehold improvements	Other Equipment	Motor Vehicles	Furniture	Total
Cost						
As at January 1, 2021	\$ 68,647	\$ 171,009	\$ 3,447	\$ 41,389	\$ 8,609	\$ 293,101
Additions	-	-	-	180,067	672	180,739
Disposals	-	-	-	(65,016)	-	(65,016)
Currency translation adjustment	(15,504)	(32,559)	(1,345)	(16,075)	404	(65,079)
As at December 31, 2021	53,143	138,450	2,102	140,365	9,685	343,745
Additions	-	42,699	289,640	332,528	32,061	696,928
Disposals	-	-	-	(64,588)	-	(64,588)
Currency translation adjustment	(5,293)	(2,890)	(31,002)	(37,147)	(2,147)	(78,479)
Impact of hyperinflation	2,599	8,103	72,597	87,626	5,318	176,242
As at December 31, 2022	\$ 50,449	\$ 186,362	\$ 333,337	\$ 458,784	\$ 44,917	\$ 1,073,848
Accumulated depreciation						
As at January 1, 2021	\$ 28,838	\$ 102,754	\$ 1,632	\$ 30,413	\$ 1,207	\$ 164,844
Depreciation	6,920	12,355	290	10,964	1,238	31,767
As at December 31, 2021	35,758	115,109	1,922	41,377	2,445	196,611
Depreciation	4,549	12,324	47,423	74,622	6,117	145,035
Impact of hyperinflation	(140)	(438)	(3,923)	(4,735)	(288)	(9,524)

As at December 31, 2022	\$ 40,167	\$ 126,995	\$ 45,422	\$111,264	\$ 8,274	\$ 332,122
Net Book Value						
As at January 1, 2021	\$ 39,809	\$ 68,255	\$ 1,815	\$ 10,976	\$ 7,402	\$ 128,257
As at December 31, 2021	\$ 17,385	\$ 23,341	\$ 180	\$ 98,988	\$ 7,240	\$ 147,134
As at December 31, 2022	\$ 10,282	\$ 59,367	\$ 287,915	\$347,520	\$ 36,643	\$ 741,727

8. Accounts Payable and Accrued Liabilities

	December 31, 2022	December 31, 2021	January 1, 2021
Accounts payable	\$ 8,376,620	\$ 699,035	\$ 1,285,354
Accrued liabilities	886,324	113,616	181,878
Payroll, withholding and sales tax liabilities	420,072	39,830	29,278
Cash calls received from JV partner	917,064	-	-
	\$ 10,600,080	\$ 852,481	\$ 1,496,510

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TRILLION ENERGY INTERNATIONAL INC.

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9. Loans Payable

As at	December 31, 2022	December 31, 2021	January 1, 2021
Unsecured, interest bearing loans at 10% per annum ¹	\$ 12,107	\$ 107,167	\$ 184,235
Unsecured, interest bearing loans at 12% per annum ¹	-	39,069	309,806
Unsecured, interest bearing loan at 19.4% per annum ²	-	25,642	-
Unsecured, interest bearing loan at 20.5% per annum ³	-	-	25,625
Unsecured, interest bearing loan at 13.25% per annum ⁴	-	3,534	41,533
Unsecured, interest bearing loan at 15% per annum ⁵	-	473,635	-
Unsecured, interest bearing loan at 45.33% per annum ⁶	56,537	-	-
Unsecured, interest-bearing loan at TLREF + 3.5944% per annum ⁷	97,911	-	-
Non-interest bearing loans	-	-	5,955
Total loans payable	166,555	649,047	567,154
Current portion of loans payable	(145,866)	(630,534)	(549,424)
Long-term portion of loans payable	\$ 20,689	\$ 18,513	\$ 17,730

(1) Loans bearing interest accrue at 10% and 12% per annum are all unsecured. The loans matured between January and April 1, 2021 and are now due on demand. During the year ended December 31, 2022, the Company made principal payments of \$135,868 and \$3,515 in interest payments.

(2) On November 15, 2021, Garanti Bank extended a long-term loan to Park Place Turkey Limited in the amount of ₺350,000 (or approximately US\$25,600). The loan matures on November 15, 2024 and bears

interest at 19.44% per annum. Principal and accrued interest are paid monthly. During the year ended December 31, 2022, the Company made \$20,946 (2021 - \$547) in principal payments and \$3,624 (2021 - \$424) in interest payments. As at December 31, 2022, the loan is fully repaid.

- (3) On August 2, 2019, Garanti Bank extended a long-term loan to Park Place Turkey Limited in the amount of ₺300,000 (or approximately US\$53,600). The loan matured on August 2, 2022 and bore interest at 20.5% per annum. Principal and accrued interest were paid monthly. On November 11, 2021, the loan was fully repaid. During the year ended December 31, 2022, the Company made \$nil (2021 - \$16,587) in principal payments and \$nil (2021 - \$7,921) in interest payments.
- (4) On February 4, 2020, Garanti Bank extended a long-term loan to Park Place Turkey Limited in the amount of ₺500,000 (or approximately US\$83,500). The loan matured on February 4, 2022 and bears interest at 13.25% per annum. Principal and accrued interest are paid monthly. During the year ended December 31, 2022, the Company made \$2,888 (2021 - \$19,542) in principal payments and \$45 (2021 - \$1,822) in interest payments. As at December 31, 2022, the loan has been fully repaid.

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TRILLION ENERGY INTERNATIONAL INC.

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9. Loans Payable (continued)

- (5) On March 4, 2021, the Company received \$500,000 from a third party (the “Lender”) repayable in one year from the date of disbursement. The amount is subject to interest at a rate of 15% per annum. The Company granted 1,000,000 common share purchase warrants to the lender in conjunction with the loan. The warrants expire in two years and have an exercise price of \$0.16 per warrant. The fair value of the share purchase warrants has been accounted as a debt issuance cost and offset against the loan and will be recognized as financing cost over the term of the loan. The fair value of the warrants was determined to be \$152,750 based on the Black-Scholes Option Pricing Model using the following assumptions: expected dividend yield - 0%, expected volatility - 229%, risk-free interest rate - 0.08% and an expected remaining life – 2.00 years. During the year ended December 31, 2022, the Company recognized \$26,365 (2021– \$126,386) as financing cost and accrued interest of \$18,082 (2021 - \$62,055). As at December 31, 2022, the loan has been fully repaid.
- (6) On May 25, 2022, Garanti Bank extended a long-term loan to Park Place Turkey Limited in the amount of ₺1,500,000 (or approximately US\$91,961). The loan matures on May 23, 2024, and bears interest at 45.33% per annum. Principal and accrued interest are paid monthly. During the year ended December 31, 2022, the Company made \$26,968 in principal payments and \$20,636 in interest payments.
- (7) On November 23, 2022, Garanti Bank extended a short-term loan to Park Place Turkey Limited in the amount of ₺2,000,000 (or approximately US\$107,356). The loan matures on November 23, 2023, and bears interest at the Turkish Lira Overnight Reference Rate (“TLREF”) plus 3.5944% per annum. Principal and accrued interest are paid monthly. During the year ended December 31, 2022, the Company made \$10,183 in principal payments and \$1,607 in interest payments.

10. Leases

The Company leases certain assets under lease agreements. On January 1, 2020, the Company entered into a one-year lease for office space, which the Company elected the short-term lease measurement and recognition exemption.

On January 3, 2020, the Company entered into a five-year lease for an office space in Turkey.

As of December 31, 2022, the Company’s lease had a remaining lease terms of 2 years. Right-of-use asset has been included within property and equipment. See Note 7.

Lease liabilities are measured at the commencement date based on the present value of future lease payments. As the Company's lease did not provide an implicit rate, the Company uses its incremental borrowing rate based on the information available at the commencement date in determining the present value of future payments. The Company used a discount rate of 11.82% in determining its lease liabilities. The discount rate was derived from the Company's assessment of its borrowings.

Lease liability	December 31, 2022	December 31, 2021	January 1, 2021
Beginning balance	\$ 15,324	\$ 39,809	\$ 4,759
Additions, cost	-	-	57,919
Interest expense	1,378	3,480	4,771
Lease payments	(5,499)	(11,114)	(16,574)
Foreign exchange impact	(2,594)	(16,851)	(11,066)
Ending balance	<u>\$ 8,609</u>	<u>\$ 15,324</u>	<u>\$ 39,809</u>

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TRILLION ENERGY INTERNATIONAL INC.

Notes to the Consolidated Financial Statements
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(Expressed in U.S. dollars)

10. Leases (continued)

As at December 31, 2022, the Company's lease liability is as follows:

Lease liability	December 31, 2022	December 31, 2021	January 1, 2021
Current portion of operating lease liability	\$ 4,057	\$ 6,732	\$ 12,116
Long-term portion of operating lease liability	4,552	8,592	27,693
	<u>\$ 8,609</u>	<u>\$ 15,324</u>	<u>\$ 39,809</u>

Future minimum lease payments to be paid by the Company as a lessee as of December 31, 2022 are as follows:

Operating lease commitments and lease liability

2023	4,807
2024	4,807
Total future minimum lease payments	9,614
Discount	(1,005)
Total	<u>\$ 8,609</u>

During the year ended December 31, 2022, \$42,118 (2021 - \$30,909) of short-term leases were expensed to the consolidated statements of loss and comprehensive loss.

11. Notes and Amounts Receivable for Equity Issued

	December 31, 2022	December 31, 2021
Notes receivable	\$ 1,000,122	\$ 1,158,832
Amounts receivable*	61,940	34,809
	<u>\$ 1,062,062</u>	<u>\$ 1,193,641</u>

*Consists of receivables for the exercise of warrants and options at various exercise prices during the year ended December 31, 2021 and December 31, 2022. The receivables are unsecured, non-interest-bearing and due on demand.

During the year ended December 31, 2021, the Company entered into agreements with certain warrant and option holders for the following notes receivables as consideration for the exercise of warrants and options:

On July 31, 2021, the Company entered into a promissory note agreement with a principal sum of \$60,000 CAD (\$48,087 USD) with a maturity date of September 30, 2021 as consideration for the exercise of 500,000 warrants at approximately \$0.12 CAD (\$0.10 USD).

On July 31, 2021, the Company entered into promissory note agreements with a principal sum of \$90,000 CAD (\$72,131 USD) with a maturity date of November 30, 2021 as consideration for the exercise of 750,000 warrants at approximately \$0.12 CAD (\$0.10 USD).

On July 31, 2021, the Company entered into promissory note agreements with a principal sum of \$78,000 CAD (\$62,513 USD) with a maturity date of December 31, 2021 as consideration for the exercise of 650,000 warrants at approximately \$0.12 CAD (\$0.10 USD).

On July 31, 2021, the Company entered into promissory note agreements with a principal sum of \$307,200 CAD (\$246,206 USD) with a maturity date of July 28, 2023 as consideration for the exercise of 2,560,000 warrants at approximately \$0.10 CAD (\$0.10 USD).

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TRILLION ENERGY INTERNATIONAL INC.

Notes to the Consolidated Financial Statements

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11. Notes and Amounts Receivable for Equity Issued (continued)

On July 31, 2021, the Company entered into promissory note agreements with a principal sum of \$360,000 CAD (\$288,523 USD) with a maturity date of July 31, 2023 as consideration for the exercise of 3,000,000 warrants at approximately \$0.12 CAD (\$0.10 USD). During the year ended December 31, 2022, \$147,065 CAD (\$136,611 USD) in principal was repaid. \$30,000 CAD (\$22,099 USD) in principal and interest receivable of \$8,427 CAD (\$4,839 USD) was written off.

On November 10, 2021, the Company entered into promissory note agreements with a principal sum of \$594,321 CAD (\$467,089 USD) with a maturity date of November 10, 2022 as consideration for the exercise of 4,716,667 warrants with exercise prices ranging from approximately \$0.12 CAD - \$0.12 CAD (\$0.08 USD - \$0.10 USD), and 1,810,000 options with exercise prices ranging from approximately \$0.08 CAD - \$0.15 CAD (\$0.06 USD - \$0.12 USD).

The following is a continuity of the Company's promissory note receivable:

	Notes receivable	Amounts receivable	Total
Balance, January 1, 2021	\$ -	\$ -	\$ -
Additions	1,184,549	34,809	1,219,358
Repayments	(23,745)	-	(23,745)
Accrued interest	17,733	-	17,733
Foreign exchange loss on revaluation	(19,705)	-	(19,705)
Balance, December 31, 2021	1,158,832	34,809	1,193,641
Additions	-	51,659	51,659
Repayments	(136,611)	(24,528)	(161,139)

Write-off	(22,099)	-	(22,099)
Balance, December 31, 2022	<u>\$ 1,000,122</u>	<u>\$ 61,940</u>	<u>\$ 1,062,062</u>

During the year ended December 31, 2022, the accrued interest income totaled \$52,502 (2021 - \$Nil). As at December 31, 2022, accrued interest of \$52,538 was included in amounts receivable (Note 4).

12. Asset Retirement Obligations

The following is a continuity of the Company's asset retirement obligations:

	December 31, 2022	December 31, 2021
Balance at the beginning of year	\$ 8,993,108	\$ 9,355,422
Accretion expense	264,075	91,982
Impact of hyperinflation	(69,379)	-
Change in estimate	(3,871,334)	(454,296)
Balance at the end of year	<u>\$ 5,316,470</u>	<u>\$ 8,993,108</u>

The Company's asset retirement obligations ("ARO") result from its interest in oil and gas assets including well sites. The total ARO is estimated based on the Company's net ownership interest in all sites, estimated costs to reclaim and abandon these wells and the estimated timing of the costs to be included in future years. The Company estimated the total undiscounted amount required to settle the ARO as at December 31, 2022 is \$10.6 million (December 31, 2021 and January 1, 2021 - \$10.3 million). The ARO is calculated using an inflation rate of 2.5% (December 31, 2021 and January 1, 2021 - 2.5%) and discounted using an interest free rate of 3.91% (December 31, 2021 - 1.49%, January 1, 2021 - 0.93%) between 10 and 20 years.

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13. Convertible Debentures

On September 30, 2019, the Company closed an unbrokered private placement of convertible debt, issuing \$123,095 (\$163,000 CAD) in debentures to two investors. The convertible debentures bear interest at 10% per annum, payable annually in advance. They are convertible any time during the term of the debenture into units (each unit consists of one share and one warrant; each warrant can acquire one share at an exercise price of \$0.20 USD or \$0.25 CAD per share, based on the currency initially subscribed) at a conversion price of \$0.12 USD or \$0.15 CAD per unit, based on the currency initially subscribed. The convertible debt was set to mature on September 30, 2021 and was secured by a general security agreement over the assets of the Company. The note was converted during the year ended December 31, 2021.

As the September 30, 2019 convertible debt included an embedded conversion feature denominated in Canadian dollars other than the functional currency which was USD at the issuance of the convertible debt, the debt was determined to be a financial instrument comprising an embedded derivative representing the conversion feature with a residual host debt component. On initial recognition, the Company used the residual value method to allocate the principal amount of the debentures between the embedded derivative conversion feature and host debt components. The conversion feature was valued first with the residual allocated to the host debt component.

On initial recognition the Company recognized a derivative liability of \$81,956 and an offsetting convertible debt discount of \$81,956.

The fair value of the conversion features was determined based on the Black-Scholes Option Pricing Model using the following weighted average assumptions:

	2020
Risk-free interest rate	0.13%
Expected life (years)	1.01
Expected volatility	228%
Dividend yield	0%

On July 1, 2020, the Company amended the conversion price of the convertible debentures. Under the amended terms, they are convertible any time during the term of the debenture into units (each unit consists of one share and one warrant; each warrant can acquire one share at an exercise price of \$0.12 CAD per share, or approximately US\$0.09 per share) at a conversion price of \$0.075 CAD per unit (approximately US\$0.06 per unit).

A continuity of convertible debt and the embedded derivative conversion feature for the year ended December 31, 2022 is as follows:

	Host debt instrument	Embedded conversion feature	Total
Balance, January 1, 2021	11,027	80,342	91,369
Accretion	19,943	-	19,943
Conversion	(30,970)	(80,342)	(111,312)
Balance, December 31, 2021 & December 31, 2022	\$ -	\$ -	\$ -

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14. Common Stock

The Company has an unlimited number of common shares authorized with a par value of \$0.00001 CAD per share. As at December 31, 2022, 383,875,552 common shares were issued and outstanding (December 31, 2021 - 185,169,793).

For the year ended December 31, 2022

In March 2022, the Company issued 106,657,941 units at \$0.165 CAD per unit for gross proceeds of \$17,598,610 CAD (\$13,886,226 USD) pursuant to the closing of a non-brokered private placement. Each unit comprises one common share and one half of one share purchase warrant. Each whole warrant entitles the holder to purchase one common share for \$0.45 CAD for two years from the date of the closing of the offering. As the fair value of the common shares on the same date exceeded the issuance price, no residual value was assigned to the warrants. Cash finder's fee of \$1,397,495 CAD (\$1,108,817 USD) were paid and 7,506,783 finder's warrants were issued with a fair value of \$994,775. The finder's warrants have the same terms as the warrants attached to the units. The Company also issued 3,000,000 units for debt settlement of \$495,000 CAD (\$391,021 USD) under the same terms of the private placement financing with no loss or gain recognized.

On March 1, 2022, the Company entered into a consulting agreement with a third party. Pursuant to the consulting agreement, the Company issued 200,000 common shares on November 2, 2022 for the consulting services received in March 2022 with a fair value of \$51,208. The amount of \$51,208 was expensed and included in consulting services on the consolidated statements of loss and comprehensive loss for the year ended December 31, 2022.

On March 17, 2022, the Company issued 909,090 units for investor relations services from February to July 2022 valued at \$150,000 CAD (\$118,188 USD). The amount of \$150,000 CAD (\$118,188 USD) was expensed and included in investor relations on the consolidated statements of loss and comprehensive loss for the year ended December 31, 2022.

During the year ended December 31, 2022, the Company issued 1,100,000 shares, 50,000 of which relate to the vesting of restricted stock units granted in 2021 and 1,050,000 relating to the granting and vesting of restricted stock units during the year ended December 31, 2022. The value of the shares issued is \$111,122. \$7,540 of the share-based compensation was recorded in the prior year.

On June 29, 2022, the Company completed a short form prospectus, issuing 72,536,900 units of the Company at a price of \$0.31 CAD (approximately US\$0.24) per unit for aggregate gross proceeds of \$22,486,439 CAD (approximately US\$17,464,896). Each unit consists of one common share of the Company and one half of one common share purchase warrant. Each warrant will be exercisable to purchase one common share of the Company at an exercise price of \$0.50 CAD (approximately US\$0.37) until June 29, 2025. A value of \$0.04 CAD was allocated to each warrant based on the residual method.

Cash finder's fee of \$1,984,079 CAD (\$1,541,006 USD) were paid and 4,251,440 finder's warrants were issued with a fair value of \$787,785 USD. The finder's warrants are exercisable to purchase units, with each unit consisting of one common share and one-half share purchase warrant of the Company at an exercise price of \$0.31 CAD (approximately US\$0.24) until June 29, 2025. Each warrant is exercisable at \$0.50 CAD (approximately US\$0.36) until June 29, 2025.

During the year ended December 31, 2022, the Company issued shares for the exercise of warrants as follows:

- 2,691,248 common shares for the exercise of 2,691,248 warrants at \$0.10 CAD (approximately US\$0.07) for cash proceeds of \$269,125 CAD (US\$202,713). As a result, \$336,464 was transferred from warrant reserves to common stock and share premium;
- 800,000 common shares for the exercise of 800,000 warrants at \$0.10 CAD (approximately US\$0.07) In lieu of cash, the Company acquired prepaid services in the amount of \$58,698. As a result, \$98,786 was transferred from warrant reserves to common stock and share premium;

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14. Common Stock (continued)

- 250,000 common shares for the exercise of 250,000 warrants at \$0.10 CAD (approximately US\$0.07). In lieu of cash, debt owed to the equity holder was settled in the amount of \$10,949 CAD (US\$8,034). Pursuant to the issuance, \$31,511 was transferred from warrant reserves to common stock and share premium. As at December 31, 2022, \$14,051 CAD (US\$10,310) was recorded to receivables for equity issued for the remainder of the amount;
- 25,000 common shares for the exercise of 25,000 warrants at \$0.12 CAD (approximately US\$0.09) for cash proceeds of \$3,000 CAD (US\$2,213);
- 245,000 common shares for the exercise of 245,000 warrants at \$0.20 CAD (approximately US\$0.15) for cash proceeds of \$49,000 CAD (US\$37,225);
- 2,750,000 common shares for the exercise of 2,750,000 warrants at \$0.31 CAD (approximately US\$0.23) for cash proceeds of \$852,500 CAD (US\$635,127). As a result, \$467,968 was transferred from warrant reserves to common stock and share premium;
- 47,500 common shares for the exercise of 47,500 warrants at \$0.45 CAD (approximately US\$0.32) for cash proceeds of \$21,375 CAD (US\$16,101). As a result, \$1,159 was transferred from warrant reserves to common stock and share premium;

- 1,108,080 common shares for the exercise of 1,108,080 warrants at \$0.08 for cash proceeds of \$87,071. As the warrants were liability classified, the fair value of the shares of \$326,695 was transferred to share premium;
- 1,250,000 common shares for the exercise of 1,250,000 warrants at \$0.08. In lieu of cash, the Company acquired prepaid services in the amount of \$100,000. As the warrants were liability classified, the fair value of the shares of \$121,604 was transferred to share premium;
- 760,000 common shares for the exercise of 760,000 warrants at \$0.10 for cash proceeds of \$67,797. As the warrants were liability classified, the fair value of the shares of \$164,025 was transferred to share premium; and
- 1,000,000 common shares for the exercise of 1,000,000 warrants at \$0.16 for cash proceeds of \$160,000. As the warrants were liability classified, the fair value of the shares of \$210,627 was transferred to share premium.

During the year ended December 31, 2022, the Company issued shares for the exercise of options as follows:

- 300,000 common shares for the exercise of 300,000 options at \$0.08 CAD (approximately US\$0.06) for cash proceeds of \$24,000 CAD (US\$17,609). As a result, \$16,557 was transferred from option reserves to common stock and share premium;
- 775,000 common shares for the exercise of 745,000 options at \$0.10 CAD (approximately US\$0.08) for cash proceeds of \$77,500 CAD (US\$58,751). 30,000 Common shares were issued in error. As a result, \$2,322 was recorded in shares to be cancelled. Pursuant to the issuance, \$55,001 was transferred from option reserves to common stock and share premium;
- 250,000 common shares pursuant to the exercise of 250,000 options at \$0.10 CAD (approximately US\$0.08). In lieu of cash, debt in the amount of \$25,000 CAD (US\$19,270) was settled. Pursuant to the issuance, \$18,474 was transferred from option reserves to common stock and share premium;
- 1,650,000 common shares for the exercise of 1,650,000 options at \$0.44 CAD (approximately US\$0.32) for cash proceeds of \$726,000 CAD (US\$494,706). As a result, \$341,584 was transferred from option reserves to common stock and share premium. As at December 31, 2022, \$56,000 CAD (US\$41,349) had not yet been received and was recorded to receivables for equity issued; and
- 400,000 common shares pursuant to the exercise of 400,000 options at \$0.12. In lieu of cash, debt owed to the equity holders was settled in the amount of \$48,000. Pursuant to the issuance, \$43,290 was transferred from option reserves to common stock and share premium.

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14. Common Stock (continued)

For the year ended December 31, 2021

On March 8, 2021, the Company closed a non-brokered private placement financing for aggregate gross proceeds of \$481,350 CAD (approximately US\$400,792) (the “March Offering”). Under the March Offering, the Company issued an aggregate of 8,015,832 units, at a price of \$0.06 CAD per unit (approximately US\$0.05 per unit). Each unit was comprised of one Common Share and one-half of one share purchase warrant. Each warrant entitles the holder to purchase one Common Share at a price of \$0.10 CAD (approximately \$0.08) for a period of 30 months from the closing date.

On March 8, 2021, the Company closed a private placement for proceeds of \$235,808 (the “US Private Placement”). Under the US Private Placement, the corporation issued an aggregate of 4,716,160 units at a price of \$0.05 per unit. Each unit was comprised of one Common Share and one-half of one share purchase warrant. Each warrant entitles the holder to purchase one Common Share at a price of \$0.08 for a period of 30 months from the closing date.

In March 2021, convertible debt in the principal amount of \$150,000 CAD (US\$118,726) and accrued interest of \$12,000 CAD (US\$9,478) was converted to 2,160,000 units at \$0.075 CAD per unit (approximately US\$0.06). Each unit issued consists of one Common Share and one warrant. Each warrant entitles the holder to purchase one Common Share at a price of US\$0.10 for a period of 24 months from the closing date.

During the year ended December 31, 2021, the Company granted 1,325,000 restricted share units which vested immediately. In connection with the grant, 1,275,000 Common Shares with a fair value of \$204,525 were issued.

As at December 31, 2021, 50,000 Common Shares with a fair value of \$7,450 was recorded as an obligation to issue shares.

On June 28, 2021, the Company issued 50,000 Common Shares at \$0.30 CAD (approximately US\$0.24) per share for gross proceeds of \$15,000 CAD (US\$12,151).

During the year ended December 31, 2021, the Company issued 3,130,590 Common Shares with a fair value of \$765,576 for services provided.

During the year ended December 31, 2021, the Company issued 5,252,740 Common Shares with fair value of \$419,573 to settle liabilities of \$338,101. A loss of \$82,280 was recognized pursuant to the issuance.

During the year ended December 31, 2021, the Company issued Common Shares for the exercise of options as follows:

- 150,000 common shares for the exercise of 150,000 options at \$0.18 for cash proceeds of \$27,358;
- 600,000 common shares for the exercise of 600,000 options at \$0.18. In lieu of cash, the Company settled \$109,427 of outstanding debt;
- 30,000 common shares for the exercise of 30,000 options at \$0.10 CAD (approximately US\$0.08) for cash proceeds of \$3,000 CAD (US\$2,403);
- 1,500,000 common shares for the exercise of 1,500,000 options at \$0.12 for cash proceeds of \$120,000. The shares issued include 500,000 issued to a related party where the Company entered into a promissory note agreement with the related party for total principal receivable of \$60,000. The note bears interest at 5% per annum and matures in November 2022; and
- 1,310,000 common shares for the exercise of 1,310,000 options at \$0.08 CAD (approximately US\$0.06) for cash proceeds of \$104,800 CAD (US\$83,774). The shares issued include 320,000 issued to a related party where the Company entered into a promissory note agreement with the related party for total principal receivable of \$25,600 CAD (US\$20,464). The note bears interest at 5% per annum and matures in November 2022.

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14. Common Stock (continued)

During the year ended December 31, 2021, the Company issued Common Shares for the exercise of warrants as follows:

- 16,606,980 Common Shares for the exercise of 16,552,380 warrants at \$0.12 CAD (approximately US\$0.10) for gross proceeds of \$1,992,838 CAD (US\$1,589,688). 54,600 shares were issued in error and were cancelled. As the warrants were liability classified, the fair value of the shares of \$1,806,614 was transferred to share premium;
- 11,776,667 shares, as a result of the exercise of 11,776,667 warrants at \$0.12 CAD (approximately US\$0.10) where the Company entered into promissory note agreements for total principal receivable by the Company of \$1,413,200 CAD (US\$1,131,309). The notes bear interest at 5% per annum and mature in two years. As

the warrants were liability classified, the fair value of the shares of \$852,702 was transferred to share premium;

- 1,400,000 Common Shares for the exercise of 1,400,000 warrants at \$0.12 CAD (approximately US\$0.10), to settle long-term notes payable in the amount of \$38,062 and debt in the amount of \$95,959. The Company recognized the loss on settlement of \$60,338. As the warrants were liability classified, the fair value of the shares of \$291,912 was transferred to share premium;
- 931,667 Common Shares for the exercise of 931,667 warrants at \$0.10 CAD (approximately US\$0.08) for gross proceeds of \$93,167 CAD (US\$73,961). As the warrants were liability classified, the fair value of the shares of \$88,577 was transferred to share premium;
- 500,000 shares, as a result of the exercise of 500,000 warrants at \$0.10 CAD (approximately US\$0.08) where the Company entered into promissory note agreements for total principal receivable by the Company of \$50,000 CAD (US\$39,969). The notes bear interest at 5% per annum and mature in two years. As the warrants were liability classified, the fair value of the shares of \$852,702 was transferred to share premium;
- 30,000 Common Shares for the exercise of 30,000 warrants at \$0.20 CAD (approximately US\$0.16) for gross proceeds of \$6,000 CAD (US\$4,809). As the warrants were liability classified, the fair value of the shares of \$716 was transferred to share premium; and
- 25,000 Common Shares for the exercise of warrants at \$0.31 for gross proceeds of \$8,000.

15. Stock Options

The Board of Directors adopted the Park Place Energy Corp. 2013 Long-Term Incentive Equity Plan (the “2013 Plan”) effective as of October 29, 2013. The 2013 Plan permits grants of stock options (including incentive stock options and nonqualified stock options), stock appreciation rights, restricted stock awards and other stock-based awards.

The 2013 Plan authorizes the following types of awards:

- incentive stock options and nonqualified stock options to purchase common stock at a set price per share;
- stock appreciation rights (“SARs”) to receive upon exercise common stock or cash equal to the appreciation in value of a share of Common Stock;
- restricted stock, which are shares of common stock granted subject to a restriction period and/or a condition which, if not satisfied, may result in the complete or partial forfeiture of the shares;
- other stock-based awards, which provide for awards denominated in or payable in, valued in whole or in part by reference to, or otherwise based on or related to, shares of common stock of the Company, which may include performance shares or options and restricted stock units which provide for shares to be issued or cash to be paid upon the lapse of predetermined restrictions.

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15. Stock Options (continued)

Under the 2013 Plan, the maximum number of shares of authorized stock that may be delivered is 10% of the total number of shares of common stock issued and outstanding of the Company as determined on the applicable date of grant of an award under the 2013 Plan. Under the 2013 Plan, the exercise price of each option (or other stock-based award) shall not be less than the market price of the Company’s stock as calculated immediately preceding the day of the grant. The vesting schedule for each option or other stock-based award shall be specified by the Board of Directors at the time of grant. The maximum term of options or other stock-based award granted is ten years or such lesser time as determined by the Board of Directors at the time of grant.

A continuity of the Company's outstanding stock options for the years ended December 31, 2022 and 2021 is presented below:

	Number of options	Weighted average exercise price
Outstanding, January 1, 2021	11,900,000	\$ 0.11
Granted	450,000	0.32
Exercised	(3,910,000)	0.11
Expired	(150,000)	0.18
Cancelled	(650,000)	0.16
Outstanding, December 31, 2021	7,640,000	\$ 0.12
Granted	7,210,000	0.27
Exercised	(3,345,000)	0.20
Expired	(5,000)	0.74
Outstanding, December 31, 2022	11,500,000	\$ 0.19
Exercisable, December 31, 2022	10,345,000	\$ 0.23

At December 31, 2022 the Company had the following outstanding stock options:

Outstanding	Exercise Price	Expiry Date	Vested
1,550,000	0.12	October 24, 2023	1,550,000
3,800,000	0.13	September 19, 2024	3,800,000
640,000	0.06	July 31, 2025	640,000
2,560,000	0.22	July 26, 2025	1,405,000
250,000	0.28	June 6, 2026	250,000
2,700,000	0.44	December 9, 2024	2,700,000
11,500,000			10,345,000

As at December 31, 2022, the weighted average remaining contractual life of outstanding stock options is 2.09 years (2021 – 2.35 years).

For the year ended December 31, 2022, the Company recognized \$1,421,267 (2021 - \$108,775) in stock-based compensation expense for options granted and vested. At December 31, 2022, the Company has \$123,873 (2021 - \$Nil) in unrecognized compensation expense related to stock options.

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The fair values for stock options granted have been estimated using the Black-Scholes option pricing model using the following weighted average assumptions:

15. Stock Options (continued)

	2022	2021
Risk-free interest rate	0.29 – 3.76%	0.33 – 0.79%

Expected life (years)	2 – 5	3 – 5
Expected volatility	125 – 234%	245 – 257%
Dividend yield	0%	0%
Forfeiture rate	0%	0%
Weighted average fair value per share	<u>\$ 0.28</u>	<u>\$ 0.24</u>

16. Warrants

A continuity of the Company's outstanding share purchase warrants for the year ended December 31, 2022 and the year ended December 31, 2021 is presented below:

	Number of warrants	Weighted average exercise price
Outstanding, January 1, 2021	35,865,312	\$ 0.10
Issued	14,017,663	0.10
Exercised	(31,270,314)	0.09
Expired	(10,768,332)	0.13
Outstanding, December 31, 2021	7,844,329	\$ 0.10
Issued	105,055,189	0.34
Exercised	(10,926,828)	0.13
Expired	(35,001)	0.07
Outstanding, December 31, 2022	<u>101,937,689</u>	<u>\$ 0.34</u>

At December 31, 2022, the Company had the following outstanding share purchase warrants:

Outstanding	Exercise Price	Expiry Date
50,000	0.32 USD	June 6, 2023
21,705,438	0.33 USD	March 15, 2024
3,383,939	0.33 USD	March 16, 2024
2,954,545	0.33 USD	March 17, 2024
10,614,123	0.33 USD	March 18, 2024
21,431,754	0.33 USD	March 24, 2024
2,653,000	0.33 USD	March 28, 2024
37,643,450	0.37 USD	June 29, 2025
1,501,440	0.23 USD	June 29, 2025
<u>101,937,689</u>		

As at December 31, 2022, the weighted average remaining contractual life of outstanding warrants is 1.71 years (2021 – 1.63 years).

During the year ended December 31, 2021, in connection to a prior private placement in which warrants were owed to certain subscribers, the Company issued 75,000 warrants with an exercise price of US\$0.32 per warrant and a contractual life of 24 months. The fair value of the warrants on issuance was determined to be \$15,616 which was recognized in the consolidated statements of loss and comprehensive loss.

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16. Warrants (continued)

As at December 31, 2021, the Company had 3,776,249 warrants issued in connection with private placements, or debt settlements. The exercise price of such warrants was denominated in CAD, when the functional currency prior to January 1, 2022 was the USD. As such the warrants were classified as derivate liabilities with a fair value of \$472,899. As a result of the change in functional currency of the Company to CAD on January 1, 2022, such warrants were reclassified to equity.

Due to the change in functional currency of the Company, 4,068,080 warrants with a carrying value of \$163,162 were reassessed to be derivative liabilities as the exercise prices are denominated in USD, when the new functional currency is the CAD. Immediately before the reclassification, the fair value of the warrants were remeasured using the Black-Scholes option pricing model, with the following assumptions (weighted average): expected dividend yield - 0%, expected volatility - 159%, risk-free interest rate – 0.89% and an expected remaining life – 1.56 years. The Company recognized a loss in fair value change on the derivative liabilities of \$288,618 on January 1, 2022. As at December 31, 2022, the fair value of the warrants were remeasured at \$4,827 using Black-Scholes option pricing model, with the following assumptions (weighted average): expected dividend yield - 0%, expected volatility - 111%, risk-free interest rate – 4.52% and an expected remaining life of 0.43 years. The Company recognized a loss on fair value change of \$686,504 for the year ended December 31, 2022.

The following is a continuity of the Company’s derivative warrant liability:

	Total
Balance, January 1, 2021	\$ 1,804,572
Issued	621,500
Extinguished	(479,535)
Exercise of warrants	(3,064,400)
Change in fair value of derivative	1,590,762
Balance, December 31, 2021	\$ 472,899
Effect of change in functional currency	(309,006)
Exercise of warrants	(822,950)
Change in fair value of derivative	686,504
Foreign currency translation	(22,620)
Balance, December 31, 2022	\$ 4,827

The fair values for finder’s warrants granted during the year ended December 31, 2022 and the warrants granted during the year ended December 31, 2021, have been estimated using the Black-Scholes option pricing model using the following assumptions:

	2022	2021
Risk-free interest rate	1.21% - 3.13%	0.16%
Expected life (years)	2-3	2
Expected volatility	154%-182%	215%
Dividend yield	0%	0%

17. Restricted Stock Units

During the year ended December 31, 2022, the Company granted 4,425,062 (2021 – 1,325,000) restricted stock units (“RSUs”) as consideration for management and consulting contracts which vested immediately.

During the year ended December 31, 2022, 50,000 common stock relating to 50,000 RSUs that vested during the year ended December 31, 2021, were issued (Note 14).

(Expressed in U.S. dollars)

17. Restricted Stock Units (continued)

For the year ended December 31, 2022, the Company recognized \$697,650 (2021 - \$211,975) in stock-based compensation expense for RSUs granted and vested.

	Number of restricted stock units	Weighted average fair value per award
Balance, December 31, 2020	–	\$ –
Granted	1,325,000	0.16
Vested	(1,325,000)	0.16
Balance, December 31, 2021	–	–
Granted	4,425,062	0.22
Vested	(4,425,062)	0.22
Balance, December 31, 2022	–	–

18. Related Party Transactions

At December 31, 2022 accounts payable and accrued liabilities included \$210,070 (December 31, 2021 - \$13,831) due to related parties. The amounts are unsecured, non-interest bearing and due on demand.

During the year ended December 31, 2022, management fees and salaries of \$711,766 (2021 - \$438,000), director fees of \$92,000 (2021 - \$72,000), and stock-based compensation of \$926,119 (2021 - \$Nil) were incurred to related parties.

During the year ended December 31, 2022, the Company issued 2,000,000 (2021 - 1,416,667) units with a fair value of \$260,681 for the settlement of accounts payable owed to related parties in the amount of \$260,681 (2021 - \$70,833), resulting in no gain or loss.

During the year ended December 31, 2022, the Company issued Nil (2021 - 5,146,667) common shares relating to the exercise of Nil (2021 - 4,476,667) warrants and Nil (2021 - 670,000) options held by related parties. As consideration, the Company entered into promissory note agreements with the related parties for total principal receivable by the Company of \$Nil (2021 - \$518,820 (CAD\$648,078)). Refer to Note 10.

As at December 31, 2022, notes receivable included \$450,325 (December 31, 2021 - \$517,985) due from related parties. The amounts are unsecured, bear interest at 5% per annum and mature one to two years from issuance.

Pursuant to agreements between four directors and the Company, each of the four directors shall be granted 200,000 fully vested RSUs upon each anniversary of the contract and three of the four directors shall be granted 250,000 fully vested RSUs upon successful spudding of the first well by the Company. For two of the four directors, the amount of RSUs shall be indexed pro-rata to account for any dilution incurred by subsequent share issuance by the Company. During the year ended December 31, 2022, the Company issued 400,000 shares with a fair value of \$19,077 for the RSU's to one of the directors. The shares for the remainder of the RSU's granted under the agreements have not yet been issued. The value of these RSUs and the stock-based compensation recognized is \$255,206. \$65,160 has been recorded to reserves as at December 31, 2022 and \$190,047 has been recorded as a RSU obligation liability as the directors have the right and option to require the Company to withhold up to one third of the RSU shares awarded to pay the director the cash equivalent of the market price of the shares on the date of vesting.

(Expressed in U.S. dollars)

18. Related Party Transactions (continued)

As at December 31, 2022, a director of the Company was granted 60,000 RSUs for services performed. The value of these RSUs and the stock-based compensation recognized is \$21,283. As at December 31, 2022, the shares for these RSUs have not been issued. \$14,189 has been recorded to reserves as at December 31, 2022 and \$7,094 has been recorded as a RSU obligation liability as the director has the right and option to require the Company to withhold up to one third of the RSU shares awarded to pay the director the cash equivalent of the market price of the shares on the date of vesting.

On September 2, 2020, the CEO signed an employment agreement with the Company in which the CEO shall receive:

- 100,000 fully vested RSUs upon the first anniversary of the agreement. The amount of RSUs shall be indexed pro-rata to account for any dilution incurred by subsequent share issuances by the Company;
- If during the term of the Agreement, the Company completes any cash financing of \$5,000,000, the Company shall issue 250,000 fully vested RSUs and \$25,000 for each \$5,000,000 raised.
- Upon spudding of the first well by the Company, the Company shall grant 250,000 fully vested RSUs and 250,000 fully vested RSUs every anniversary of the spud date (condition was met on September 15, 2022). This amount is indexed pro-rata to account for any dilution incurred by subsequent share issuances by the Company; and
- If during the term of the Agreement, the Company enters into any non-financing transaction, a cash bonus of US\$100,000 is owed upon the successful closing.

The value of these RSUs and the stock-based compensation recognized is \$295,818. As at December 31, 2022, the shares for these RSUs have not been issued. \$197,212 has been recorded to reserves as at December 31, 2022 and \$98,606 has been recorded as a RSU obligation liability as the CEO has the right and option to require the Company to withhold up to one third of the RSU shares awarded to pay the CEO the cash equivalent of the market price of the shares on the date of vesting.

On July 15, 2022, the CFO signed an employment agreement with the Company in which the CFO shall receive:

- 100,000 fully vested RSUs upon the first anniversary of the agreement;
- 150,000 fully vested RSUs upon the second anniversary of the agreement;
- For each subsequent year, the number of RSUs is determined in context of the market price of the shares and in respect to the performance of the Company;
- A bonus of 100,000 RSUs plus the sum of \$15,000 cash paid upon the successful completion of the Company's phase A drilling program at the SASB gas field;
- A bonus of 125,000 RSUs plus the sum of \$20,000 cash paid upon the successful completion of at least an additional seven wells as part of the Company's phase B drilling program at the SASB gas field; and
- A bonus of \$25,000 cash upon the executive arranging a credit line for SASB of at least \$5,000,000.

As the agreement can be terminated at any time, the RSU's are recognized only upon the conditions above being met; as a result, no share based compensation has been recognized under this agreement for the year ended December 31, 2022.

On July 15, 2022, the COO signed an employment agreement with the Company in which the COO shall receive:

- 125,000 fully vested RSUs upon the first anniversary of the agreement;
- 150,000 fully vested RSUs upon the second anniversary of the agreement;
- For each subsequent year, the number of RSUs is determined in context of the market price of the shares and in respect to the performance of the Company;
- A bonus of 100,000 RSUs plus the sum of \$15,000 cash paid upon the successful completion of the company's phase A drilling program at the SASB gas field; and
- A bonus of 125,000 RSUs plus the sum of \$20,000 cash paid upon the successful completion of at least an additional seven wells as part of the Company's phase B drilling program at the SASB gas field;

As the agreement can be terminated at any time, the RSU's are recognized only upon the conditions above being met; as a result, no share based compensation has been recognized under this agreement for the year ended December 31, 2022.

TRILLION ENERGY INTERNATIONAL INC.

Notes to the Consolidated Financial Statements
For the years ended December 31, 2022 and 2021
(Expressed in U.S. dollars)

18. Related Party Transactions (continued)

On August 18, 2022, the Company entered into a settlement agreement with the former CFO of the Company upon resignation, whereupon the Company will issue/pay:

- 325,000 common shares with a fair value of \$94,300 (not issued as at December 31, 2022);
- \$210,000 in cash to be paid as follows:
 - \$110,000 paid upon execution of the agreement (Paid);
 - \$50,000 to be paid on or before January 31, 2023 (Unpaid);
 - \$50,000 to be paid on or before March 31, 2023 (Unpaid);
- 200,000 RSUs with a fair value of \$32,635 for services rendered as a director (as discussed above, shares not issued as at December 31, 2022);
- 75,000 RSUs with a fair value of \$21,762 for services rendered as an audit committee member (shares not issued as at December 31, 2022);

For the compensation above, all previous amounts owed/owing will be settled, including \$49,800 in notes receivable. The Company recognized a loss on the settlement of \$285,120.

19. General and Administrative

	For the year ended	
	December 31, 2022	December 31, 2021
Salaries and compensation	\$ 4,386,716	\$ 1,672,750
Professional fees	552,975	377,308
Office	119,999	35,211
Investor relations	592,155	914,770
Filing and transfer fees	96,701	127,149
Advertising	519,321	28,859
Travel	87,285	-
Penalties	30,208	-
Bank charges and other	12,140	6,887
	\$ 6,397,500	\$ 3,162,934

20. Segmented Information

During the year ended December 31, 2022 and 2021, the Company's operations were in the resource industry in Bulgaria, and Turkey with head offices in the United States and a satellite office in Sofia, Bulgaria.

	North America	Turkey	Bulgaria	Total
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Year ended December 31, 2022				
Revenue	\$ -	\$ 9,375,029	\$ -	\$ 9,375,029
Finance cost	79,693	-	-	79,693
Depletion	-	1,451,032	-	1,451,032
Depreciation	4,826	140,209	-	145,035
Accretion of asset retirement obligation	-	264,075	-	264,075
Stock-based compensation	2,118,917	-	-	2,118,917
Loss on impairment of exploration and evaluation assets	-	-	3,101,343	3,101,343
Gain on debt extinguishment	97,051	-	-	97,051
Gain on net monetary position	-	1,826,495	-	1,826,495
Net income (loss)	<u>(6,684,988)</u>	<u>3,577,954</u>	<u>(3,014,720)</u>	<u>(6,121,754)</u>
As at December 31, 2022				
Non-current assets	<u>\$ 42,762</u>	<u>\$ 36,975,457</u>	<u>\$ -</u>	<u>\$ 37,018,219</u>

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TRILLION ENERGY INTERNATIONAL INC.

Notes to the Consolidated Financial Statements
For the years ended December 31, 2022 and 2021
(Expressed in U.S. dollars)

20. Segmented Information (continued)

	<u>Canada</u>	<u>Turkey</u>	<u>Bulgaria</u>	<u>Total</u>
Year ended December 31, 2021				
Revenue	\$ -	\$ 3,700,727	\$ -	\$ 3,700,727
Financing cost	176,386	-	-	176,386
Depletion	-	415,686	-	415,686
Depreciation	-	31,768	-	31,768
Accretion of asset retirement obligation	-	91,983	-	91,983
Stock-based compensation	336,366	-	-	336,366
Loss on debt extinguishment	159,383	-	-	159,383
Net loss	<u>4,501,973</u>	<u>379,473</u>	<u>11,680</u>	<u>4,893,126</u>
As at December 31, 2021				
Non-current assets	<u>\$ -</u>	<u>\$ 1,573,185</u>	<u>\$ 3,116,146</u>	<u>\$ 4,689,331</u>

The Company's breakdown of net revenue by product segment is as follows:

	For the year ended	
	December 31,	December 31,
	2022	2021
Oil	\$ 4,087,664	\$ 3,219,792
Gas	5,287,365	480,935
	<u>\$ 9,375,029</u>	<u>\$ 3,700,727</u>

The Company incurs royalties of 12.5%. During the year ended December 31, 2022, the Company paid royalties totaling \$1,163,498 (2021 - \$434,644).

21. Capital Management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern to support its business plan, as well as to ensure that the Company is able to meet its financial obligations as they become due.

The basis for the Company's capital structure is dependent on the Company's expected business growth and changes in business environment. To maintain or adjust the capital structure, the Company may issue new shares through private placement, incur debt or return capital to members.

The Company is dependent upon external financings to fund activities. In order to carry future projects and pay administrative costs, the Company will utilize its existing working capital and raise additional funds as needed. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company is not subject to externally imposed capital requirements.

22. Financial Instruments and Risk Management

The Company is exposed, through its operations, to the following financial risks:

- a) Market risk
- b) Credit risk
- c) Liquidity risk

The Company is exposed to risks that arise from its use of financial instruments. This note describes the Company's objectives, policies, and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these consolidated financial statements.

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TRILLION ENERGY INTERNATIONAL INC.

Notes to the Consolidated Financial Statements

For the years ended December 31, 2022 and 2021

(Expressed in U.S. dollars)

22. Financial Instruments and Risk Management (continued)

There have been no substantive changes in the Company's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous reported periods unless otherwise stated in the note. The overall objective of management is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility. Further details regarding these policies are set out below.

- a) Market risk

Market risk is the risk of loss that may arise from changes in market factors such as foreign currency exchange, interest rates and equity price risk.

Foreign currency risk:

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company and its subsidiaries are exposed to currency risk as it has transactions denominated in currencies that are different from their functional currencies. The Company does not hedge its exposure to fluctuations in foreign exchange rates.

As at December 31, 2022, the Company's significant foreign exchange currency exposure on its financial instruments, expressed in USD was as follows:

If the CAD strengthened or weakened against the USD by 10% the exchange rate fluctuation would impact net loss by \$30,435 at December 31, 2022 (December 31, 2021 - \$201,206).

Interest rate risk:

Interest rate risk is the risk that future cash flows will fluctuate because of changes in market interest rates. The interest earned on cash is insignificant and the Company does not rely on interest income to fund its operations. The Company does not have significant debt facilities and is therefore not exposed to interest rate risk.

Other price risk:

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. The Company does not hold equity investments in other entities and therefore is not exposed to a significant risk.

b) Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations.

The Company is subject to credit risk on its cash, amounts receivable which consists primarily of trade receivables and GST receivable and notes and amounts receivable for equity issued. The Company limits its exposure to credit loss on cash by placing its cash with a high-quality financial institution. Exposure to credit loss notes and amounts receivable for equity issued is limited by entering into these types of transactions with related parties and entities that are well known to the Company.

The Company only has two customers. The Company mitigates credit risk by evaluating the creditworthiness of customers prior to conducting business with them and monitoring its exposure for credit losses with existing customers. One of the customers is the largest oil refinery in Turkey. The other customer provides letters of credit to be used by the Company in the event of default. As at December 31, 2022, all of the Company's trade receivables are current (< 30 days outstanding).

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TRILLION ENERGY INTERNATIONAL INC.

Notes to the Consolidated Financial Statements
For the years ended December 31, 2022 and 2021
(Expressed in U.S. dollars)

22. Financial Instruments and Risk Management (continued)

The Company's maximum credit exposure is \$5,263,886 (December 31, 2021 - \$1,736,795, January 1, 2021 - \$976,023).

c) Liquidity risk

Liquidity risk arises from the Company's general and capital financing needs. The Company continuously monitors and reviews both actual and forecasted cash flows, and also matches the maturity profile of financial assets and liabilities, when feasible.

The table below summarizes the maturity profile of the Company's contractual cashflows.

As at December 31, 2022	Less than 1 year	1 - 2 years	Later than 2 years	Total
Accounts payable and accrued liabilities	\$ 10,600,080	\$ -	\$ -	\$ 10,600,080
Loans payable	145,866	20,689	-	166,555
Lease liability	4,807	4,807	-	9,614
RSU obligation	295,747	-	-	295,747
Derivative liability	-	4,827	-	4,827
Total liabilities	\$ 11,046,500	\$ 30,323	\$ -	\$ 11,076,823

As at December 31, 2021	Less than 1 year	1 - 2 years	Later than 2 years	Total
Accounts payable and accrued liabilities	\$ 852,481	\$ -	\$ -	\$ 852,481
Loans payable	630,534	18,513	-	649,047
Lease liability	6,732	13,464	-	20,196
Derivative liability	-	472,899	-	472,899
Total liabilities	\$ 1,489,747	\$ 504,876	\$ -	\$ 1,994,623

23. Income Tax

A reconciliation of current income taxes at statutory rates with the reported taxes is as follows:

	<u>2022</u>	<u>2021</u>
Net loss before income taxes	\$ (6,121,754)	\$ (4,893,126)
Effective tax rate	27%	27%
Expected income tax recovery	\$ (1,652,874)	\$ (1,321,144)
Change in statutory, foreign tax, foreign exchange rates, and other	238,194	378,150
Permanent differences	649,306	609,738
Adjustment to prior years provision versus statutory tax returns and expiry of non-capital losses	-	(1,336,200)
Change in unrecognized deductible temporary differences	765,374	1,669,456
Total	\$ -	\$ -

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TRILLION ENERGY INTERNATIONAL INC.

Notes to the Consolidated Financial Statements
For the years ended December 31, 2022 and 2021
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The tax effected items that give rise to significant portions of the deferred tax assets and deferred tax liabilities as at year-end are presented below:

23. Income Tax (continued)

	<u>2022</u>	<u>2021</u>
Deferred tax liabilities		
Exploration and evaluation assets	\$ (1,426,133)	\$ -
Deferred tax assets		
Non-capital losses	1,426,133	-
Net deferred tax assets (liabilities)	\$ -	\$ -

The Company recognizes tax benefits on losses or other deductible amounts where the probable criteria for the recognition of deferred tax assets has been met. The Company's unrecognized deductible temporary differences and unused tax losses for which no deferred tax asset is recognized consist of the following amounts:

	<u>2022</u>	<u>Expiry</u>	<u>2021</u>	<u>Expiry</u>
Share issue costs	2,119,858	2027	-	N/A

Property and equipment	153,117	N/A	530,466	N/A
Asset retirement obligation	5,718,041	N/A	-	N/A
Exploration and evaluation assets	-	NA	4,724,218	No Expiry
Non-capital losses	28,385,944	See below	17,506,229	See below
Canada	3,995,237	2042	-	N/A
USA	16,533,694	indefinite	16,638,773	indefinite
Turkey	723,950	2024 to 2027	867,456	2024 to 2026
Bulgaria	2,401	2027	-	N/A

24. Subsequent Events

Loan

On February 1, 2023, the Company entered into a loan agreement for \$2,200,000. The loan is issued at a 9.09% discount and bears interest at 1% per month. The loan matures on April 1, 2023. The Company has the ability to repay the loan at any time. In the event the loan is repaid prior to the maturity date, the interest paid shall be a minimum of \$100,000. Upon repayment of the loan, the Company shall also pay the lender an exit fee of \$50,000. The loan was repaid on April 26, 2023.

Debenture Financing

On April 20, 2023, the Company entered into an agreement with Eight Capital, pursuant to which Eight Capital agreed to purchase for resale, together with a syndicate of underwriters (together with Eight Capital, the “Underwriters”), on a bought deal private placement basis, 15,000 units of the Company (“Units”) at a price of CAD\$1,000 per Unit, for gross proceeds of CAD\$15,000,000 (the “Placement”).

Each Unit will consist of CAD\$1,000 principal amount secured convertible debenture (“Debenture”) and 1,667 common share purchase warrants of the Company (a “Warrant”). Each Warrant will be exercisable for one common share of the Company at an exercise price of CAD\$0.50 subject to adjustment in certain events, and shall have an expiry date of June 29, 2025.

TRILLION ENERGY INTERNATIONAL INC.

Notes to the Consolidated Financial Statements

For the years ended December 31, 2022 and 2021

(Expressed in U.S. dollars)

24. Subsequent Events (continued)

The Debentures will mature on April 30, 2025 (the “Maturity Date”) and will accrue interest at the rate of 12.0% per annum, payable semi-annually in arrears beginning on October 31, 2023 (the “Interest”). At the holders’ option, the Debentures may be converted into common shares of the Company (“Conversion Shares”) at any time and from time to time, up to the earlier of the Maturity Date and the date fixed for redemption of the Debentures, at a conversion price of CAD\$0.60 per common share (the “Conversion Price”), subject to adjustment in certain circumstances, which represents a premium of approximately 58% to yesterday’s closing price of CAD\$0.38 on the CSE.

The Company will be entitled to redeem the Debentures at 105% of par plus accrued and unpaid interest at any time following April 30, 2024.

The Debentures will include a negative pledge on the part of the Company, such that the Company will not be able to incur new debt in excess of the Priority Charge Limit prior to repayment or conversion of the Convertible Debentures. For the purposes of the pledge, the “Priority Charge Limit” shall be calculated as follows: 40%

multiplied by the after tax value of the Company's PDP Reserves discounted at 10%, as evaluated by a 3rd party reserves engineer using strip pricing at the time of the issuance of the priority ranking debt.

25. Retrospective Restatement

Consolidated Interim Statements of Loss and Comprehensive Loss for the Year Ended December 31, 2021

	As previously reported under US GAAP (Audited)	Adjustment (Audited)	As restated under US GAAP (Unaudited)
Change in fair value of derivative liability	\$ 1,473,638	\$ (3,064,400)	\$ (1,590,762)
Net loss	(2,050,550)	(3,064,400)	(5,114,950)
Net and comprehensive loss	(2,407,790)	(3,064,400)	(5,472,190)
Basic and diluted loss per share	<u>\$ (0.01)</u>	<u>\$ (0.02)</u>	<u>\$ (0.03)</u>

Consolidated Statements of Financial Position as at December 31, 2021

	As previously reported under US GAAP (Audited)	Adjustment (Audited)	As restated under US GAAP (Unaudited)
Additional paid-in capital	\$ 33,295,413	\$ 3,064,400	\$ 36,359,813
Accumulated deficit	<u>\$ (30,527,877)</u>	<u>\$ (3,064,400)</u>	<u>\$ (33,592,277)</u>

In 2021, warrants which were liability classified were exercised. Upon the exercise of the warrants, the Company erroneously recorded the entirety of the value associated with the derivative liability through profit and loss as a change in the fair value of the derivative liability. To correct for the error, the Company has restated the change in the fair value of the derivative liability to exclude the fair value of the shares issued upon the exercise of the warrants, which should have been recognized in equity as an increase to additional paid-in capital.

There was no effect on the consolidated statements of cash flows as a result of the correction of this error.

Exhibit 1



CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent the use of our auditor's report dated May 1, 2023 with respect to the consolidated financial statements of Trillion Energy International Inc and its subsidiaries as at December 31, 2022 and for the year then ended included in the Annual Report on Form 20-F/A of Trillion Energy International Inc. for the year ended December 31, 2022, as filed with the United States Securities Exchange Commission.

MNP LLP

Chartered Professional Accountants

June 5, 2023

Calgary, Canada

MNP LLP

EXHIBIT 11.1**TRILLION ENERGY INTERNATIONAL INC.**
(the “Corporation”)**CODE OF ETHICS AND BUSINESS CONDUCT**
FOR DIRECTORS, SENIOR OFFICERS AND EMPLOYEES OF THE CORPORATION

(the “Code”)

This Code applies to the Chief Executive Officer, President, Chief Financial Officer, Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer, Controller and persons performing similar functions (collectively, the “Senior Officers”) along with all directors and employees within the Corporation (the Senior Officers, directors and employees are hereinafter collectively referred to as the “Employees”). This Code covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic principles to guide all Employees of the Corporation. All Employees should conduct themselves accordingly and seek to avoid the appearance of improper behaviour in any way relating to the Corporation.

Any Employee who has any questions about the Code should consult with the Chief Executive Officer, the President, the Corporation’s board of directors (the “Board”) or the Corporation’s audit committee (the “Audit Committee”).

The Corporation has adopted the Code for the purpose of promoting:

- honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- full, fair, accurate, timely and understandable disclosure in all reports and documents that the Corporation files with, or submits to, the Securities and Exchange Commission (“SEC”) and in other public communications made by the Corporation that are within the Senior Officer’s area of responsibility;
- compliance with applicable governmental laws, rules and regulations;
- the prompt internal reporting of violations of the Code; and
- accountability for adherence to the Code.

HONEST AND ETHICAL CONDUCT

Each Senior Officer and member of the Board owes a duty to the Corporation to act with integrity. Integrity requires, among other things, being honest and candid. Employees must adhere to a high standard of business ethics and are expected to make decisions and take actions based on the best interests of the Corporation, as a whole, and not based on personal relationships or benefits. Generally, a “conflict of interest” occurs when an Employee’s personal interests is, or appears to be, inconsistent with, interferes with or is opposed to the best interests of the Corporation or gives the appearance of impropriety.

Business decisions and actions must be made in the best interests of the Corporation and should not be influenced by personal considerations or relationships. Relationships with the Corporation’s stakeholders - for example suppliers, competitors and customers - should not in any way affect an Employee’s responsibility and accountability to the Corporation. Conflicts of interest can arise when an Employee or a member of his or her family receive improper gifts, entertainment or benefits as a result of his or her position in the Corporation.

Specifically, each Employee must:

1. act with integrity, including being honest and candid while still maintaining the confidentiality of information when required or consistent with the Corporation's policies;
2. avoid violations of the Code, including actual or apparent conflicts of interest with the Corporation in personal and professional relationships;
3. disclose to the Board or the Audit Committee any material transaction or relationship that could reasonably be expected to give rise to a breach of the Code, including actual or apparent conflicts of interest with the Corporation;
4. obtain approval from the Board or Audit Committee before making any decisions or taking any action that could reasonably be expected to involve a conflict of interest or the appearance of a conflict of interest;
5. observe both the form and spirit of laws and governmental rules and regulations, accounting standards and Corporation policies;
6. maintain a high standard of accuracy and completeness in the Corporation's financial records;
7. ensure full, fair, timely, accurate and understandable disclosure in the Corporation's periodic reports;
8. report any violations of the Code to the Board or Audit Committee;
9. proactively promote ethical behaviour among peers in his or her work environment; and
10. maintain the skills appropriate and necessary for the performance of his or her duties.

DISCLOSURE OF CORPORATION INFORMATION

As a result of the Corporation's status as a public company, it is required to file periodic and other reports with the SEC. The Corporation takes its public disclosure responsibility seriously to ensure that these reports furnish the marketplace with full, fair, accurate, timely and understandable disclosure regarding the financial and business condition of the Corporation. All disclosures contained in reports and documents filed with or submitted to the SEC, or other government agencies, on behalf of the Corporation or contained in other public communications made by the Corporation must be complete and correct in all material respects and understandable to the intended recipient.

The Senior Officers, in relation to his or her area of responsibility, must be committed to providing timely, consistent and accurate information, in compliance with all legal and regulatory requirements. It is imperative that this disclosure be accomplished consistently during both good times and bad and that all parties in the marketplace have equal or similar access to this information.

All of the Corporation's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Corporation's transactions, and must conform both to applicable legal requirements and to the Corporation's system of internal controls. Unrecorded or "off the book" funds, assets or liabilities should not be maintained unless permitted by applicable law or regulation. Senior Officers involved in the preparation of the Corporation's financial statements must prepare those statements in accordance with generally accepted accounting principles, consistently applied, and any other applicable accounting standards and rules so that the financial statements materially, fairly and completely reflect the business transactions and financial statements and related condition of the Corporation. Further, it is important that financial statements and related disclosures be free of material errors.

Specifically, each Senior Officer must:

1. familiarize himself or herself with the disclosure requirements generally applicable to the Corporation;
2. not knowingly misrepresent, or cause others to misrepresent, facts about the Corporation to others, including the Corporation's independent auditors, governmental regulators, self-regulating organizations and other governmental officials;
3. to the extent that he or she participates in the creation of the Corporation's books and records, promote the accuracy, fairness and timeliness of those records; and
4. in relation to his or her area of responsibility, properly review and critically analyse proposed disclosure for accuracy and completeness.

CONFIDENTIAL INFORMATION

Employees must maintain the confidentiality of confidential information entrusted to them by the Corporation of its customers, suppliers, joint venture partners, or others with whom the Corporation is considering a business or other transaction except when disclosure is authorized by an executive officer or required or mandated by laws or regulations. Confidential information includes all non-public information that might be useful or helpful to competitors or harmful to the Corporation or its customers or suppliers, if disclosed. It also includes information that suppliers, customers and other parties have entrusted to the Corporation. The obligation to preserve confidential information continues even after employment ends.

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Records containing personal data about employees or private information about customers and their employees are confidential. They are to be carefully safeguarded, kept current, relevant and accurate. They should be disclosed only to authorized personnel or as required by law.

All inquiries regarding the Corporation from non-employees, such as financial analysts and journalists, should be directed to the Board or the Audit Committee. The Corporation's policy is to cooperate with every reasonable request of government investigators for information. At the same time, the Corporation is entitled to all the safeguards provided by law for the benefit of persons under investigation or accused of wrongdoing, including legal representation. If a representative of any government or government agency seeks an interview or requests access to data or documents for the purposes of an investigation, the Employee should refer the representative to the Board or the Audit Committee. Employees also should preserve all materials, including documents and e-mails that might relate to any pending or reasonably possible investigation.

COMPLIANCE WITH LAWS

The Employees must respect and obey all applicable foreign, federal, state and local laws, rules and regulations applicable to the business and operations of the Corporation.

Employees who have access to, or knowledge of, material nonpublic information from or about the Corporation are prohibited from buying, selling or otherwise trading in the Corporation's stock or other securities. "Material nonpublic" information includes any information, positive or negative, that has not yet been made available or disclosed to the public and that might be of significance to an investor, as part of the total mix of information, in deciding whether to buy or sell stock or other securities.

Employees also are prohibited from giving "tips" on material nonpublic information, that is directly or indirectly disclosing such information to any other person, including family members, other relatives and friends, so that they may trade in the Corporation's stock or other securities.

Furthermore, if, during the course of an Employee's service with the Corporation, he or she acquires material nonpublic information about another company, such as one of our customers or suppliers, or you learn that the Corporation is planning a major transaction with another company (such as an acquisition), the Employee is restricted from trading in the securities of the other company.

REPORTING ACTUAL AND POTENTIAL VIOLATIONS OF THE CODE AND ACCOUNTABILITY FOR COMPLIANCE WITH THE CODE

The Corporation, through the Board or the Audit Committee, is responsible for applying this Code to specific situations in which questions may arise and has the authority to interpret this Code in any particular situation. This Code is not intended to provide a comprehensive guideline for Senior Officers in relation to their business activities with the Corporation. Any Employee may seek clarification on the application of this Code from the Board or the Audit Committee.

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Each Employee must:

1. notify the Corporation of any existing or potential violation of this Code, and failure to do so is itself a breach of the Code; and
2. not retaliate, directly or indirectly, or encourage others to do so, against any Employee for reports, made in good faith, of any misconduct or violations of the Code solely because that Employee raised a legitimate ethical issue.

The Board or the Audit Committee will take all action it considers appropriate to investigate any breach of the Code reported to it. All Employees are required to cooperate fully with any such investigations and to provide truthful and accurate information. If the Board or the Audit Committee determines that a breach has occurred, it will take or authorize disciplinary or preventative action as it deems appropriate, after consultation with the Corporation's counsel if warranted, up to and including termination of employment. Where appropriate, the Corporation will not limit itself to disciplinary action but may pursue legal action against the offending Employee involved. In some cases, the Corporation may have a legal or ethical obligation to call violations to the attention of appropriate enforcement authorities.

Compliance with the Code may be monitored by audits performed by the Board, Audit Committee, the Corporation's counsel and/or by the Corporation's outside auditors. All Employees are required to cooperate fully with any such audits and to provide truthful and accurate information.

Any waiver of this Code for any Employee may be made only by the Board or the Audit Committee and will be promptly disclosed to stockholders and others, as required by applicable law. The Corporation must disclose changes to and waivers of the Code in accordance with applicable law.

Exhibit 12.1

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Arthur Halleran, certify that:

1. I have reviewed this annual report on Form 20-F of Trillion Energy International Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;

4. The company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting.

5. The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: June 5, 2023

/s/ Arthur Halleran

Arthur Halleran
Chief Executive Officer
Principal Executive Officer

Exhibit 12.2

**CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Ozge Karalli, certify that:

1. I have reviewed this annual report on Form 20-F of Trillion Energy International Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting.
5. The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: June 5, 2023

/s/ Ozge Karalli

Ozge Karalli
Chief Financial Officer
Principal Accounting Officer

Exhibit 13.1

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

The undersigned, Arthur Halleran, hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) the annual report on Form 20-F of Trillion Energy International Inc. for the fiscal year ended December 31, 2022, (the “Report”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Trillion Energy International Inc.

Date: June 5, 2023

/s/ Arthur Halleran

Arthur Halleran
Chief Executive Officer
Principal Executive Officer

Exhibit 13.2

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

The undersigned, David Thompson, hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) the annual report on Form 20-F of Trillion Energy International Inc. for the fiscal year ended December 31, 2021, (the “Report”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Trillion Energy International Inc.

Date: June 5, 2023

/s/ Ozge Karalli

Ozge Karalli
Chief Financial Officer
Principal Accounting Officer
