



**TRILLION ENERGY INTERNATIONAL INC.
MANAGEMENT DISCUSSION & ANALYSIS
For the years ended December 31, 2023 and 2022**
(Stated in United States dollars)

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TRILLION ENERGY INTERNATIONAL INC.
MANAGEMENT DISCUSSION & ANALYSIS
For the years ended December 31, 2023 and 2022
(Expressed in United States Dollars)

Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") is intended to provide readers of our financial statements with a narrative from the perspective of our management on our financial condition, results of operations, liquidity, and certain other factors that may affect our future results. This MD&A was prepared effective April 29, 2024.

Our MD&A should be read in conjunction with our audited consolidated financial statements of Trillion Energy International Inc., ("Trillion Energy", the "Company", "we", and "our") and the related notes thereto for the years ended December 31, 2023 and 2022. Unless otherwise noted, all currency amounts are in US dollars.

Caution Regarding Forward-Looking Statements

Certain statements in this report are forward-looking statements which reflect management's expectations regarding future growth, results of operations, performance, business prospects and opportunities, the Company's ability to meet financial commitments and its ability to raise funds when required. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations, or intentions regarding the future. Such statements are subject to risks and uncertainties that may cause actual results, performance, or developments to differ materially from those contained in the statements. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits the Company will obtain from them. These forward-looking statements reflect management's current views and are based on certain assumptions and speak only as of the date of this report. These assumptions, which include management's current expectations, the global economic environment, and the Company's ability to manage its operating costs, may prove to be incorrect. Several risks and uncertainties could cause actual results to differ materially from those expressed or implied by the forward-looking statements.

There is a significant risk that such forward-looking statements will not prove to be accurate. Investors are cautioned not to place undue reliance on these forward-looking statements. No forward-looking statement is a guarantee of future results. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

Actual performance, achievement or other realities could differ materially from those expressed in, or implied by, any forward-looking statements or information in this MD&A and, accordingly, investors should not place undue reliance on any such forward-looking statements or information. Further, any forward-looking statement or information speaks only as of the date on which such statement is made, and the Company does not undertake any obligation to update any forward-looking statements or information to reflect information, events, results, circumstances, realities or otherwise after the date on which such statement is made or to reflect the occurrence of unanticipated events, except as required by law, including securities laws. All forward-looking statements and information contained in this MD&A and other documents of the Company are qualified by such cautionary statements. New factors emerge from time to time, and it is not possible for management to predict all such factors and to assess in advance the impact of each such factor on the Company's business or the extent to which any factor, or combination of factors, may cause actual realities to differ materially from those contained in any forward-looking statements.

In addition, forward-looking statements, and information herein, including financial information, is based on certain assumptions relating to the business and operations of the Company. Although the Company has attempted to identify important factors that could cause actual actions, events, or results to differ materially from those described in forward-looking statements and forward-looking information in this MD&A, and the documents incorporated by reference herein, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There is no assurance that such statements and information will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements or information. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information contained in this MD&A.

Management’s Responsibility for Financial Statements

The information provided in this MD&A, including the audited consolidated financial statements, are the responsibility of management. In the preparation of these consolidated financial statements, estimates are sometimes necessary to make a determination of the future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the accompanying condensed interim consolidated financial statements.

Our management evaluated the effectiveness of our internal control over financial reporting as of December 31, 2023 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, 2023 because the following material weaknesses in internal control over financial reporting existed as of December 31, 2023: 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.

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 with operations primarily in Turkiye. The Company’s shares trade on the Canadian Securities Exchange under the symbol “TCF” where it was added to the CSE 25 Index. The Company also trades on the OTCQB under the symbol “TRLEF” and the Frankfurt exchange under the symbol Z620. A class of the Company’s warrants trade on the CSE under the symbol TCF.WT.

The Company is focused on oil and gas exploration in Turkiye. The Company has drilled six successful development gas wells (two in 2022 and four in 2023) at its conventional natural gas project, the SASB gas field located in the Black Sea, Turkiye, where it has initiated a multi-well development program. Trillion has a 49% interest in the SASB gas field. In addition, the Company produces oil from the Cendere field in Turkiye, a long-term low decline oil field where it holds a 19.6% (except three wells with 9.8%) interest.

The Company recently entered into a farm-in agreement on three oil exploration blocks (M47, M46c,d) (the “Oil Blocks”) totalling acres 374,325 within the newly defined Cudi-Gabar petroleum province, Southeastern Turkiye. The Company is currently negotiating a joint operating agreement in respect of the Oil Blocks..

Strategic Focus

Trillion’s strategy is to increase production and reserves at its 12,385 hectare SASB natural gas field and capitalize on high regional gas prices to generate cash flow and build shareholder value through a multi-well drilling program.

After drilling five successful long reach directional wells and one re-completion at SASB, Trillion will continue to perform several new perforations of existing wells and install velocity string production tubing, pumps, gas lift to optimize production and reduce well downtime. Trillion is currently undertaking work programs to optimize

production and reduce downtime on the SASB Field to ensure all 6 previously drilled and completed wells are able to produce concurrently and with less than 90% downtime on a managed basis.

Trillions short term focus is on increasing production on eight wells at the SASB gas field. As in most oil and gas fields, the past production history is a useful analog for predicting future production trends and results, and as such, our focus is on repeating the production rates previously achieved from legacy wells drilled over 10 years ago.

For the 2024-2025 SASB drilling program, several sidetrack wells have been engineered and are drill ready. These wells are expected to be drilled first, followed by several stratigraphic exploration prospects. New re-processing of 3D seismic is expected to be completed during 2024. The new 3D seismic re-processing is expected to define stratigraphic exploration targets as well as to delineate reserves in structural traps.

In addition, the Company has entered into a farm-in agreement with Derkim Poliüretan Sanayi ve Ticaret A.S. to earn a 50% working & revenue interest in three oil exploration blocks (the "**Oil Blocks**") comprised of 151,484 hectares (374,325 acres) within the newly defined Cudi-Gabar petroleum province, Southeastern Turkiye. The Company is currently negotiating the Joint Operating Agreement, will trigger certain work commitments to Trillion over a three year period. To earn the 50% the Company must acquire 351 km of 2D seismic in 2023 and drill several wells in 2024.

Developments of the Business

Trillion Energy International Inc. an oil and gas producer in Europe. The Company's current focus is on increasing conventional natural gas production at its SASB field located in the Black Sea, Turkey where it has initiated a multi-well development drilling program "the SASB Development Program". In addition, it produces oil from the Cendere field, a long-term low decline oil field. The Company has an exploration license in Bulgaria which is currently inactive, which is a coal bed methane generated natural gas prospect. Late 2023 the Company entered into a farm-in agreement to earn into an exploration oil block in SE Turkiye.

In April 2023, the Company raised gross proceeds of CAD \$15 million (US\$11.1 million) under a bought deal for further development of the SASB field. Each Unit will consist of CAD\$1,000 principal amount secured convertible debenture ("Debenture") and 333 common share purchase warrants of the Company (the "Warrants"). Each Warrant will be exercisable for one common share of the Company at an exercise price of CAD\$2.50 and shall have an expiry date of June 29, 2025.

On 31st July the Company announced a farm-in agreement to earn a 50% working and revenue interest in three new exploration block in South East Turkey called Cudi-Gabar.

By August 2023 the Company announced the completion of its drilling program, having drilled five new wells and recompleted one well. The Company then commenced installing new wellheads. To address the water loading issues the Company has engaged outside consultants and is in the process of installing artificial lift pumps. GLJ have reviewed their reserve report which is included in the MD&A.

On September 15, 2023 the Company announced a Consolidation of its shares on a 5 to 1 basis, therefore 5 pre-consolidation shares was equivalent to 1 post consolidation share. On that date 389,677,325 shares were outstanding and following the consolidation 77,935,465 shares were outstanding.

During October 2023, additional perforations to existing wells were made and a booster compressor was added to the field to reduce back pressure for gas entering the Cayagzi gas processing facility. During November, 2023, the Company received a report from a third party consulting firm on how to increase production on the six wells. The Company is evaluating the report and intends to put many of the recommendations into action plans.

On November 28, 2023 the Company announced a closing for a CAD\$10.8 million public offering. Proceeds were for further development of the SASB field; payment of certain debts related to the drilling programme and general working capital.

In December 2023 the Company announced completion of its 3D seismic reprocessing of the SASB filed which is now being interpreted.

Turkey

The Company primarily operates in Turkey, where it owns two key production assets; an interest in the producing Cendere oil field (“Cendere”) and a natural gas field located in the South Akcakoca Sub-Basin (“SASB” or the “SASB Gas Field”). Cendere is a mature long-term low decline oil field. The second asset is the SASB natural gas field, a producing shallow water development to which the Company is currently focused on increasing production by drilling new wells. Additionally the Company has entered into a farm-in agreement to develop a 50% working and revenue interest in a new exploration block in Cudi-Gabar area, and is currently negotiating a joint operating agreement for.

Cendere

The Company has a 19.6% interest in the Cendere oil field located in Southeast Turkey all except certain wells. At December 31, 2023, the gross oil production rate for the producing wells in Cendere was 650 bbls/day (barrels per day); the average daily 2023 gross production rate for the field was 619 bbls/day. At the end of December 2023, oil was sold at a price of approximately US\$85.64 per barrel (“bbl”). Average oil price for 2023 was US\$86.30. At December 31, 2023, the Cendere field was producing 86 barrels of oil per day net (after royalty) to the Company; and averaged 82 barrels per day during 2023 net (after royalty) to the Company.

SASB

The Company’s interest in SASB is 49%. SASB has several natural gas fields, four production platforms plus 18 kilometers of subsea pipelines connecting the gas fields to an onshore gas processing facility. SASB is located off the North West coast of Turkey in the Black Sea. Total gross production to date from the four fields is over 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, re-completed Akcakoca-3, drilled Akcakoca West 1 and Guluc 2. In addition, Bayhanli 2 and Alapli 2 were drilled off different tripods. Those 5 new wells and one recompletion were put on production, thus generating revenue for the company. The wells experienced water loading due to the large production tubing size and currently all gas pay in the wells will be perforated and production tubing changed to a smaller diameter.

As at December 31, 2023 the gross gas production rate for SASB was 2.93 MMcfd, net to Company was 1.26 MMcfd (after royalty) The current average daily 2023 gross production rate for the field was 5.75 MMcfd and net to Company was 2.46 MMcfd (after royalty). Currently natural gas is currently being sold at about US\$10/mcf domestically in Turkey. The average monthly natural gas sale price year to date for 2023 was approximately US\$14.17/ mcf.

The Company also plans to evaluate exploration opportunities around the SASB development license area, which is currently 12,385 hectares. The Company is currently reprocessing the existing 3D seismic with new technology and gathering additional data to determine and propose new exploration work programs in and around the SASB block. Such new technology is expected to improve the resolution of the data, define new exploration targets and delineate new reserves and resources on SASB.

Oil Exploration Licences M46c,d and M47

In addition, the Company has entered into a farm-in agreement with Derkim Poliüretan Sanayi ve Ticaret A.S. to earn a 50% working & revenue interest in three oil exploration blocks (the "**Oil Blocks**") comprised of 151,484 hectares (374,325 acres) within the newly defined Cudi-Gabar petroleum province, Southeastern Türkiye. To earn the 50% the Company must acquire 351 km of 2D seismic in 2023 and drill 4 wells in 2024.

Bulgaria Coal bed methane 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 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 will submit a yearly work program that is subject to the approval of the Bulgarian regulatory authorities.

During the fall of 2022, 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. The Company thus determined it would dispose of the Bulgaria property and that it would obtain the options to do so

Overall Performance

Revenues increased for the year ended December 31, 2023 compared to the year ended December 31, 2022. The increase is primarily due to an increase in the price of natural gas and from new production wells coming on in the fourth quarter of 2023.

Net income increased over the year ended December 31, 2023 compared to the year ended December 31, 2022 primarily due to the accounting effects of hyperinflation on the books of the Company.

The Company’s cash flow for the year ended December 31, 2023 yielded a net increase of \$262,384 primarily in result of generating revenue from the drilling program and increase from lower investment cash outlays compared to cash generated from financing activities. The Company also received cash in the form of advances from its joint venture partner which was used for oil and gas operations.

The Company’s total assets increased as a result of the drilling operations made in 2023 and corresponding increases to oil & gas assets.

The following table sets forth selected financial information for the Company for the years ended December 31, 2023 and 2022 and should be read in conjunction with the Company’s consolidated financial statements and related notes thereto for such periods.

The consolidated financial statements of the Company have been prepared in accordance with International Financial Reporting Standards (“IFRS”) and are expressed in United States dollars.

Selected Annual Information

	For the years ended December 31		
	2023 \$	2022 \$	2021 \$
Total revenue	16,797,366	9,375,029	3,700,727

Net loss attributable to the Company	(1,102,194)	(6,121,754)	(4,893,126)
Net loss per share (basic and diluted)	(0.01)	(0.10)	(0.15)

*In September 2023 the outstanding shares were consolidated on a 5 to 1 basis.

	As at		
	December 31, 2023	December 31, 2022	December 31, 2021
	\$	\$	\$
Total assets	58,610,428	37,018,219	6,521,629
Total current liabilities	17,794,596	11,045,750	1,489,747
Total non-current liabilities	18,603,260	5,346,538	9,493,112

Results of Operations

Three months and year ended December 31, 2023, compared to the three months and year ended December 31, 2022

The net loss for the three months ended December 31, 2023 increased by \$6,662,376 compared to the net loss for the three months ended December 31, 2022, with a net loss of \$8,434,326 recognized during the three months ended December 31, 2023 as compared to a net loss of \$1,771,950 for the three months ended December 31, 2022.

There net loss for the year ended December 31, 2023 decreased by of \$5,019,560 compared to the net loss for the year ended December 31, 2022, with a net loss of \$1,102,194 recognized during the year ended December 31, 2023 as compared to a net loss of \$6,121,754 for the year ended December 31, 2022.

Factors contributing to the net loss for the three-months and year periods included the following:

Revenue

Revenues decreased by \$3,063,172 from \$5,785,661 for the three months ended December 31, 2022 to \$2,722,489 for the three months ended December 31, 2023, and increased by \$7,422,337 from \$9,375,029 for the year ended December 31, 2022 to \$16,797,366 for the year ended December 31, 2023. The decrease observed during the three months ended December 31, 2023 was due to water loading of wells in the quarter of 2023 (the issue is expected to be fixed in the second quarter of 2024). The overall increase observed during the year ended December 31, 2023 is primarily due to an increase in the production within the SASB gas fields seen during the first three quarters of the year.

Expenses

For the three months ended December 31, 2023, the Company incurred production expenses related to its Turkey operations of \$973,367 (2022 - \$1,563,006), depletion charges for \$1,609,070 (2022 - \$1,239,271), depreciation expense of \$2,422 (2022 - \$88,518) and asset retirement obligation accretion expense of \$51,190 (2022 - \$116,768). Production expenses decreased by \$589,639 as a result of the Company decreasing operations during the three months ended December 31, 2023. Depletion increased by \$369,799 as a result of a change in estimate of the depletion base based on the most recent reserve report. The change in accretion of asset retirement costs of \$65,578 was recognized due to a change in estimate in 2023 to increase the estimated dismantling costs due to the completion of additional wells.

For the three months ended December 31, 2023, the Company had general and administrative expenses of \$1,841,129, compared to \$1,776,927 for the three months ended December 31, 2022. The increase is primarily due to an increase in professional fees incurred during the current period as a result of the Company's production financing efforts.

For the three months ended December 31, 2023, the Company recorded stock-based compensation of \$646,935 compared to \$623,905 for the three months ended December 31, 2022. Similar to the prior period, stock-based compensation is recognized due to the grant of RSUs and options, to directors, officers and consultants of the Company pursuant to employment contracts and agreements between the parties.

For the year ended December 31, 2023, the Company incurred production expenses related to its Turkey operations of \$4,365,710 (2022 - \$3,567,875), depletion charges of \$5,119,174 (2022 - \$1,451,032), depreciation expense of \$175,764 (2022 - \$145,035) and asset retirement obligation accretion expense of \$219,536 (2022 - \$264,075). Production expenses for the year ended December 31, 2023 increased as compared with the comparative period in 2022 as a result of the Company continuing with their drilling and production program which started in Q4 of 2022. Depletion increased by \$3,668,142 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, 2023.

For the year ended December 31, 2023, the Company had general and administrative expenses of \$7,294,972, compared to \$6,397,500 for the year ended December 31, 2022. The increase is primarily due to an increase in salaries and compensation of \$1,247,243 primarily due to an increase in employees working the oil and gas operations and drilling programs in Turkey. Increases in professional fees of \$267,072 correspond with the Company's production financing efforts.

For the year ended December 31, 2023, the Company recorded stock-based compensation of \$2,397,261 compared to \$2,118,917 for the year ended December 31, 2022. The increase is due to the grant of significant RSUs to various directors, officers and consultants of the Company pursuant to employment contracts and agreements between the parties.

During the three months and year ended December 31, 2023, the Company recorded deferred income tax expense of \$1,860,326 which mainly relates to the deferred tax liability resulting from the temporary differences between the tax and accounting base of its oil and gas asset.

Other Income (Expense)

For the three months ended December 31, 2023, the Company had other expense of \$3,790,343 compared to other income of \$1,588,375 for the three months ended December 31, 2022. Other expenses for the three months ended December 31, 2023 consists mainly of a foreign exchange loss of \$4,225,230 (2022 – gain of \$35,966), coupled with a loss on the impairment of assets held for sale of \$697,589 (2022 - \$nil) and a finance cost of \$722,060 (2022 – gain of \$830) as a result of interest and accretion recognized on convertible debentures issued during the year. This is slightly offset by the a gain on net monetary position of \$1,845,256 (2022 - \$1,826,495). The net monetary gain is a result of Turkey being designated a hyper-inflationary economy as of April 1, 2022 for accounting purposes.

For the year ended December 31, 2023, the Company had other income of \$4,239,593 compared to other expenses of \$2,185,242 for the year ended December 31, 2022. Other expenses for the year ended December 31, 2023 consists mainly of a foreign exchange loss of \$10,990,604 (2022 – gain of \$1,272,450), coupled with a loss on the impairment of assets held for sale of \$1,556,787 (2022 - \$nil) and a finance cost of \$2,249,055 (2022 – \$79,693) as a result of interest and accretion recognized on convertible debentures issued during the year. This is offset by the gain on net monetary position of \$18,984,099 (2022 - \$1,826,495).

Total Assets

As at December 31, 2023, total assets increased by \$21,592,209 from \$37,018,219 as at December 31, 2022 to \$58,610,428 as at December 31, 2023. The increase in total assets was primarily a result of an increase in oil and gas properties of \$22,604,306. The increase in oil and gas reflect work performed and discoveries made in the Company's SASB fields in Turkey.

Total Non-current Liabilities

Total non-current liabilities as at December 31, 2023 increased by \$13,256,722 from \$5,346,538 as at December 31, 2022 to \$18,603,260 as at December 31, 2023. The increase in total non-current financial liabilities was primarily a result of an increase of \$10,102,627 in convertible debentures as a result of a convertible debenture financing closing during the year. The convertible debentures include include certain conversion features and associated warrants which were valued using the option pricing model and required significant assumptions to be made by management to value. Proceeds were \$11,135,145 (CAD\$15 million) less cash transaction costs from the offering of \$775,747. Proceeds of \$10,359,398 were used for working capital to develop the Turkish SASB assets and general operating costs. The convertible debentures matures on April 30, 2025.

Reconciliation of Use of Proceeds from Financing Activities:

In November 2023, the Company raised approximately CAD\$10.1 million (or US\$7.1 million), net of commissions and fees, under a short form prospectus. Below is a reconciliation of the use of proceeds, which did not materially differ from the Company's budgeted use of proceeds.

Expenditure	Amount⁽¹⁾ \$
SASB Gas Field well workovers and further development	\$1,600,000
Repayment of the Loans	\$3,567,750
Working capital and reduction of payables	\$4,906,696
Total	\$10,074,446

(1) Net proceeds after commissions and fees, expenses in respect to the offering

Summary of Quarterly Results

The financial information in the following tables summarizes selected financial information for the Company for the last eight quarters which was derived from annual financial statements prepared in accordance with IFRS and are expressed in United States dollars.

	December 31, 2023 (\$)	September 30, 2023 (\$)	June 30, 2023 (\$)	March 31, 2023 (\$)
Revenue	2,722,489	5,028,124	2,992,142	6,054,611
Net Income (Loss)	(8,434,326)	7,387,866	(2,280,386)	2,224,652
Net Income (Loss) per share (basic and diluted)	(0.11)	0.09	(0.03)	0.03
Net and comprehensive income (Loss)	(5,925,933)	6,528,318	(13,628,606)	2,969,187

	2022			
	December 31, 2022 (\$)	September 30, 2022 (\$)	June 30, 2022 (\$)	March 31, 2022 (\$)

Revenue	5,785,661	1,077,770	1,497,973	1,013,625
Net Income (Loss)	(1,771,950)	(2,464,875)	46,246	(1,931,175)
Net Income (Loss) per share (basic and diluted)	(0.02)	(0.03)	0.00	(0.05)
Net and comprehensive income (Loss)	(3,051,624)	(4,096,807)	(820,751)	(1,789,064)

Summary of Results During Prior Eight Quarters

Net loss increased for the three months ended December 31, 2023, by \$15,822,192 compared to the three months ended September 30, 2023, from a net income of \$7,387,866 to a net loss of \$8,434,326. The increase is primarily due to a gain of \$10,625,159 recognized in Q3 as a result of hyperinflationary accounting compared to a gain of \$1,845,256 in the three months ended December 31, 2023. Furthermore, a foreign exchange loss of \$4,225,230 was recorded for the three months ended December 31, 2023 compared to a loss of \$1,892,112 in the prior quarter. Furthermore, the Company earned \$2,722,489 in revenues during the current quarter compared to \$5,028,124 in the prior quarter. Additionally, the Company recorded deferred income tax expense of \$1,860,326 in Q4 2023; no tax expense was recognized for Q3 2023.

Net loss increased for the three months ended September 30, 2023, by \$9,668,252 compared to the three months ended June 30, 2023, from a net loss of \$2,280,386 to a net income of \$7,387,866. The change is primarily due to a foreign exchange loss \$1,892,112 recognized in Q3 of as a result of the weakening Turkish currency compared to the US dollar. Further, a gain of \$10,625,159 was recognized during Q3 as a result of hyperinflationary accounting compared to a gain of \$3,804,714 for the three months ended June 30, 2023.

Net loss increased for the three months ended June 30, 2023, by \$4,505,038 compared to the three months ended March 31, 2023, from a net income of \$2,224,652 to a net loss of \$2,280,386. The change is primarily due a foreign exchange loss of \$4,475,689 recognized in Q2 of as a result of the weakening Turkish currency compared to the US dollar.

Net income increased for the three months ended March 31, 2023, by \$3,996,602 compared to the three months ended December 31, 2022, from a net loss of \$1,771,950 to a net income of \$2,224,652. The change is primarily due an impairment charge of \$3,101,343 recognized in Q4 of 2022 on the Bulgaria license due to inactivity and to an increase in revenues during the quarter due to production increases at the SASB gas fields.

Net loss decreased for the three months ended December 31, 2022, by \$692,925 compared to the three months ended September 30, 2022, from a net loss of \$2,464,875 to a net loss of \$1,771,950. The increase is primarily due to an increase in revenues during the quarter due to an increase in the price of oil and gas in 2022 compared to 2021 coupled with production increases at the SASB gas fields.

Net loss increased for the three months ended September 30, 2022, by \$2,511,121 compared to the three months ended June 30, 2022, from a net income of \$46,246 to a net loss of \$2,464,875. The increase is primarily due to \$1,410,291 in stock-based compensation recognized in the three months ended September 30, 2022 as a result of the grant of options and accrual of RSUs compared to \$Nil for the three months ended June 30, 2022. This is coupled with a decrease of \$420,203 in revenue as a result of reduced gas production in the month of September.

Net loss decreased for the three months ended June 30, 2022 by \$1,977,421 compared to the three months ended March 31, 2022 from a net loss of \$1,931,175 to a net income of \$46,246. The decrease is primarily due to a loss from the change in fair value of derivative liabilities of \$568,773 recognized for the three months ended March 31, 2022 compared to a gain of \$207,603 from the change in fair value of derivative liabilities recognized for the three months ended June 30, 2022, representing a total change of \$776,376. Foreign exchange rates also fluctuated such that a gain of \$449,745 was recognized for the three months ended June 30, 2022 compared to a loss of \$121,125 was recognized for the three months ended March 31, 2022. Revenues increased by \$484,348 primarily as a result of fluctuating oil sales prices between Q1 2022 and Q2 2022.

Net loss decreased for the three months ended March 31, 2022 by \$966,516 compared to the three months ended December 31, 2021 from a net loss of \$2,897,691 to a net loss of \$1,931,175. The increase is primarily due to a loss from the change in fair value of derivative liabilities of \$2,098,208 recognized for the three months ended December 31, 2021 and a loss of \$568,773 from the change in fair value of derivative liabilities recognized for the three months ended March 31, 2022, representing a total change of \$1,529,435.

Liquidity and Capital Resources

The following table summarizes our liquidity position in USD:

	December 31, 2023	December 31, 2022
Cash	1,188,445	926,061
Working capital (deficit)	(12,929,942)	(4,819,052)
Total assets	58,610,428	37,419,789
Total liabilities	36,397,856	16,792,8589
Stockholders' equity	22,212,572	20,625,931

During the year ended December 31, 2023, working capital deficit was \$12,929,942 in comparison to working capital deficit of \$4,819,052 as at December 31, 2022. The \$8,110,890 decrease in working capital is attributable to an increase in expenditures related to the Company's drilling activities in 2023.

The Company expects it will be fully funded for its next 12 months of operations, which includes completions and enhanced recovery of drilling of multiple wells at SASB, utilizing proceeds received in April 2023, from a CAD \$15 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, 2023	December 31, 2022
Net cash provided by (used in):		
Operating activities	(1,526,577)	7,031,965
Investing activities	(18,783,032)	(37,427,683)
Financing activities	20,586,402	30,115,258
Effect of exchange rate on cash and cash equivalents	(14,409)	179,531
Increase (decrease) in cash, cash equivalents, and restricted cash	262,384	(100,929)

Cash Used in Operating Activities

Net cash used by operating activities for the year ended December 31, 2023, was \$1,526,577, compared to \$7,031,965 cash provided in operating activities for year ended December 31, 2022. The current period loss of \$1,102,194 was coupled with \$849,664 in net non-cash items and offset by \$425,281 in changes in working capital items. This

compares to a loss of \$6,121,754, offset by \$6,870,824 in working capital items and 6,282,895 in net non-cash items for the year ended December 31, 2022.

Cash Used in Investing Activities

Net cash used in investing activities for the year ended December 31, 2023, was \$18,783,032, compared to \$37,427,683 used for the year ended December 31, 2022. Oil and gas properties expenditures increased to \$56,381,768 from \$44,369,191 in the comparative period, while advances received from the joint venture partner increased to \$29,623,835 in the year ended December 31, 2023 from \$6,656,785 in the year ended December 31, 2022. Property and equipment expenditures decreased to \$60,176 from \$696,929 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 loans from shareholders.

Net cash provided by financing activities for the year ended December 31, 2023, was \$20,586,402, compared to \$30,115,258 for the year ended December 31, 2022. Cash provided by financing activities in the current period was primarily related to \$7,417,630 in proceeds, net of stock issuance costs, loan proceeds of \$4,988,296 partially offset by loan repayments of \$2,719,721, and \$10,359,398 in proceeds obtained from convertible debenture financings. 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

Our current plan of operation is to increase production from the SASB field through artificial lift and smaller production tubing to ramp up cashflow to use cashflow to improve working capital. The funding for this plan and to pay down accounts payable will come from existing revenues streams,, proceeds from sale of excess inventory from the previous drilling program and proceeds from sale of Cendere field. Through the same of inventory and Cendere oil field sale, the Company believes this will be sufficient to improve working capital to a management level. The Company does not currently have any plans to conduct an equity financing. The Company currently is open to receiving a bank loan or other long-term debt instruments to improve cashflow.

Once we have brought production levels up to the anticipated levels we shall plan the continuation of drilling production wells extensions at SASB to increase gas production, if and when cash is available. Each sidetrack well is expected to cost US \$2.5 -\$4 million net to Trillon. Up to 10 sidetracks will be drilled, if and when cash is available from operations. 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.

We also plan to continue to develop our 50% working and revenue interest in Cudi-Gabar Oil Block in South-eastern Turkey and commence drilling later this year. There has been a number of discoveries in the close vicinity of our block and the preliminary results of our seismic studies indicate some promising areas. The Company is currently seeking a farm-in partner to pay for 100% of the expenditures.

As of December 31, 2023, the Company had unrestricted cash of \$1,188,445 and current liabilities of \$17,794,596 which is not sufficient to cover its plan of operations over the next 12 months and accordingly, the Company anticipates selling Cendere, and inventory to raise further funds in the short term.

Transactions with Related Parties 2023

Name	Relationship	Share based ('000)	Salary, bonuses & directors fees ('000)	Total ('000)
Arthur Halleran	Chief Executive Officer ("CEO") and director	\$ 998	\$ 264	\$ 1,262
Ozge Karalli	Chief Financial Officer ("CFO")	\$ 91	\$ 276	\$ 367
David M. Thompson	Director and former CFO	\$ 36	\$ 53	\$ 89
Kubilay Yildirim	Chief Operating Officer ("COO") and Director	\$ 100	\$ 414	\$ 514
Barry Wood	Director *	\$ 27	\$ 29	\$ 56
Sean Stofer	Director	\$ 36	\$ 31	\$ 67
Jay Park	Director	\$ 6	\$ 3	\$ 9
Other	Close family	\$ -	\$ 52	\$ 52

- Barry Wood retired from the Board of Directors on 5th December 2023

At December 31, 2023, accounts payable and accrued liabilities included \$115,526 (December 31, 2022 - \$210,070) due to related parties. The amounts are unsecured, non-interest bearing and due on demand.

During the year ended December 31, 2023, management fees and salaries of \$924,083 (2022 - \$711,766), director fees of \$145,500 (2022 - \$92,000), consulting fees of \$52,313 (2022 - \$nil), and stock-based compensation of \$1,294,051 (2022 - \$926,119) were incurred to related parties.

During the year ended December 31, 2023, the Company issued 808,680 shares to directors for services performed and for RSU's which were granted and vested in previous periods.

During the year ended December 31, 2023, the Company issued 80,000 shares with a fair value of \$115,304 to a director to settle debt of CAD\$160,000 (US\$ \$118,261) and recognized a gain on the settlement of \$2,957. During the year ended December 31, 2022, the Company issued 400,000 units with a fair value of \$260,681 for the settlement of accounts payable owed to related parties in the amount of \$260,681, resulting in no gain or loss.

During the year ended December 31, 2023, the Company repurchased 586,868 RSU's from directors and recognized a reduction to equity of \$799,212 on the transaction. \$473,331 of the RSU's repurchased was applied against outstanding notes receivable.

As at December 31, 2023, notes receivable included \$Nil (December 31, 2022 - \$450,325) due from related parties. The amounts previously receivable were unsecured, bear interest at 5% per annum and mature one to two years from issuance.

As at December 31, 2023, notes payable included CAD\$402,115 (USD\$420,281) (December 31, 2022 - \$Nil) due to related parties. The note payable is unsecured, bears interest at 6% per annum and matures on December 31, 2024.

Risk Management

The Company is exposed to varying degrees to a variety of financial instrument and other risks:

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, 2023, 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 \$954,252 at December 31, 2023 (December 31, 2022 - \$30,435).

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 and amounts receivable which consists primarily of trade receivables 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, 2023, all of the Company's trade receivables are current (< 30 days outstanding).

The Company's maximum credit exposure is \$2,848,457 (December 31, 2022 - \$5,263,886).

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's outstanding debt bears interest at fixed rates. As a result, at December 31, 2023, the Company is not exposed significant interest rate risk.

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 Company anticipates increases in revenue in future periods resulting from the completion of an additional well subsequent to the period end. Historically, the Company's sources of funding has been through equity and debt financings. The Company's access to financing is uncertain. There can be no assurance of continued access to significant debt or equity funding.

General risks

Petroleum and natural gas exploration and production can involve environmental risks such as litigation, physical and regulatory risks. Physical risks include the pollution of the environment, climate change and destruction of natural habitat, as well as safety risks such as personal injury. The Company works hard to identify the potential environmental impacts of its new projects in the planning stage and during operations. The Company conducts its operations with high standards in order to protect the environment, its employees and consultants, and the general public. We maintain current insurance coverage for comprehensive and general liability as well as limited pollution liability. The amount and terms of this insurance are reviewed on an ongoing basis and adjusted as necessary to reflect current corporate requirements, as well as industry standards and government regulations. Without such insurance, and if the Company

becomes subject to environmental liabilities, the payment of such liabilities could reduce or eliminate its available funds or could exceed the funds the Company has available and result in financial distress.

Climate change risks

Our exploration and production infrastructure and other operations and activities emit greenhouse gasses (“GHG”) which may require us to comply with federal and/or provincial GHG emissions legislation. Climate change policy is evolving at regional, national and international levels, and political and economic events may significantly affect the scope and timing of climate change measures that are ultimately put in place to prevent climate change or mitigate our effects. The direct or indirect costs of compliance with GHG-related regulations may have a material adverse effect on our business, financial condition, results of operations and prospects. Some of our significant facilities may ultimately be subject to future regional, provincial and/or federal climate change regulations to manage GHG emissions. In addition, climate change has been linked to long-term shifts in climate patterns and extreme weather conditions both of which pose the risk of causing operational difficulties.

Off-Balance Sheet Arrangements

During 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. The Grant of the royalty agreement was for services involving technical and corporate advisory services.

Disclosure of Outstanding Share Data

The Company’s authorized share capital consists of an unlimited number of common shares of which 115,250,810 were issued and outstanding as of December 31, 2023. As of the date of this MD&A, the total number of outstanding common shares was 123,230,675.

As at December 31, 2023, the following stock options were outstanding, entitling the holders thereof the right to purchase one common share for each option held as follows:

Outstanding	Exercise Price	Expiry Date	Vested
660,000	0.75 CAD	September 19, 2024	660,000
128,000	0.40 CAD	July 31, 2025	128,000
512,000	1.50 CAD	July 26, 2025	512,000
50,000	1.90 CAD	June 6, 2026	50,000
150,000	2.20 CAD	October 27, 2025	150,000
70,000	2.20 CAD	December 9, 2024	70,000
50,000	2.20 CAD	December 9, 2025	50,000
1,620,000			1,620,000

As of the date of this MD&A, the following stock options were outstanding, entitling the holders thereof the right to purchase one common share for each option held as follows:

Outstanding	Exercise Price	Expiry Date	Vested
660,000	0.75 CAD	September 19, 2024	660,000
128,000	0.40 CAD	July 31, 2025	128,000
512,000	1.50 CAD	July 26, 2025	512,000
50,000	1.90 CAD	June 6, 2026	50,000
150,000	2.20 CAD	October 27, 2025	150,000
70,000	2.20 CAD	December 9, 2024	70,000

50,000	2.20 CAD	December 9, 2025	50,000
200,000	0.30 CAD	January 2, 2027	100,000
<u>1,820,000</u>			<u>1,720,000</u>

As at December 31, 2023, the following warrants were outstanding, entitling the holders thereof the right to purchase one common share for each warrant held as follows:

Outstanding	Exercise Price	Expiry Date
4,341,088	2.25 CAD	March 15, 2024
676,788	2.25 CAD	March 16, 2024
590,909	2.25 CAD	March 17, 2024
2,122,825	2.25 CAD	March 18, 2024
4,286,351	2.25 CAD	March 24, 2024
530,600	2.25 CAD	March 28, 2024
12,529,690	2.50 CAD	June 29, 2025
300,288	1.55 CAD	June 29, 2025
300,000	2.50 CAD	April 20, 2025
<u>2,101,726</u>	0.30 CAD	November 28, 2025
<u>27,780,265</u>		

As of the date of this MD&A, the following warrants were outstanding, entitling the holders thereof the right to purchase one common share for each warrant held as follows:

Outstanding	Exercise Price	Expiry Date
12,529,690	2.50 CAD	June 29, 2025
300,288	1.55 CAD	June 29, 2025
300,000	2.50 CAD	April 20, 2025
<u>2,101,726</u>	0.30 CAD	November 28, 2025
<u>15,231,704</u>		

Critical Accounting Policies and Estimates

Our consolidated financial statements and accompanying notes have been prepared in accordance with IFRS. The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods.

We regularly evaluate the accounting policies and estimates that we use to prepare our consolidated financial statements. In general, management's estimates are based on historical experience, on information from third party professionals, and on various other assumptions that are believed to be reasonable under the facts and circumstances. Actual results could differ from those estimates made by management.

We believe that our critical accounting policies and estimates include the following:

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.

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 to 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.

Amounts Receivable

Amounts receivable consist of oil and gas receivables. The Company has classified these as short-term assets in the balance sheet 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 allowance for doubtful accounts.

Exploration and Evaluation Assets

Pre-license exploration costs are recognized in the consolidated statement of operations 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.

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 profit or loss as incurred. 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 profit or 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, taking into account estimated future development costs necessary to bring those reserves into production. These estimates are reviewed by independent reservoir engineers at least annually.

Stock-based compensation

Under the company’s share-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 contributed surplus. 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.

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 option reserve is reclassified to share capital.

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, was allocated to the attached warrants. Costs directly identifiable with share capital financing 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.

Hyperinflation in a subsidiary's functional currency

IAS 29 provides guidance on when a hyperinflation economic environment exists. When hyperinflation is deemed to exist, the subsidiary's financial statements are first restated before being translated into the consolidated financial statements. Comparative amounts are excluded from the restatement requirement when the presentation currency of the ultimate financial statements into which they will be included (USD) is non-hyperinflationary.

Monetary items are not restated because they are already expressed in terms of the monetary unit current at the end of the reporting period. Certain non-monetary items are carried at amounts current at the end of the reporting period, such as net realizable value and fair value, so they also are not restated. All other non-monetary assets and liabilities are restated in their functional currency so that all the items presented are equivalent to their current purchasing power at the end of the current reporting period. A non-monetary item once restated, in accordance with the appropriate IFRS's, cannot exceed its recoverable amount.

Assets Held For Sale

Non-current assets are classified as held for sale if their carrying amounts will be recovered through a sale transaction rather than through continuing use. This condition is met when the sale is highly probable, the asset is available for immediate sale in its present condition and the sale is expected to be completed within one year from the date of classification.

Non-current assets held for sale are presented separately in current assets within the consolidated statements of financial position. Assets held for sale are measured at the lower of carrying amount and fair value less cost to sell, and are not depreciated, depleted or amortized. An impairment loss is recognized for any initial or subsequent write-down of the assets held for sale to fair value less costs to dispose. The comparative period consolidated statement of financial position is not restated.

Commitments and Contingencies

Close-out Fund:

During 2023, the Company and TPAO agreed to establish a close out-fund (the “Close-Out Fund”) in a US dollar bank account. The company has committed to contribute to the Close-Out Fund and is required to deposit 10% of natural gas revenue from the SASB project into the Close-Out Fund until an amount agreed to by both parties is attained. The amount accumulated in the Close-Out Fund will not be used for any purpose other than to cover the cost of close-out of the SASB project. As at December 31, 2023, the Company share of the Close-Out Fund amounted to \$371,124.

Arbitration

The Company through its’ subsidiary PPE Turkey has advanced arbitration against an offshore drilling rig contractor for \$20.3 million for gross negligent and breach of contract involving health and safety issues during the prior year drilling program resulting in loss and damages to Company (the “Trillion Losses”). Liability is not admitted, the litigation is at the inception, and thus, legal counsel has advised that is it too soon to predict the outcome or the quantum of damages that will be assessed. The Company is confident that its case has merit.

The Company and its subsidiary PPE Turkey is defending an action brought by the same drilling contractor in Europe to which it has advanced an arbitration claim, for drilling services and lost profits seeking \$5 million. As no document disclosure has occurred at this time, and the litigation is at its inception, legal counsel has been unable to provide an opinion on the merits of the action or defenses.

In accordance with guidance for contingent assets and liabilities, no provision for any potential recovery of the Trillion Losses will be made until recovery is virtually certain. If the Company’s claim is successful, the award will exceed the amount, if any, that is payable to the drilling contractor in its claim, notwithstanding the same, the Company has evaluated the two competing actions separately. As such, the Company has recorded an amount in accounts payable and accrued liabilities for the disputed drilling services for \$3 million, and has not yet recorded, due to the status of its arbitration claim, any asset amount for its \$20.3 million claim against the drilling contractor. Once legal opinion as to the likely outcome has been obtained, the Company intends to revise the contingent amounts.

Maturity date of TR1 Master Fund loans

The Company has two loan agreements dated July 1, 2023 with TR1 Master Fund whereby the Company owes \$2,822,250 in principal and accrued interest as at December 31, 2023 (Note 10). An agent for the receiver of TR1 Master Fund has demanded payment of the loans as the loans indicate that they were due on December 31, 2023. The Company is claiming that the principal of TR1 Master Fund agreed to extend the loans to December 31, 2024. Negotiations on repayment of the loans with the agent of the receiver for TR1 Master Fund are ongoing.

Subsequent Events

On January 2, 2024, the Company entered into a consulting agreement with San Diego Torrey Hills Capital, Inc for consulting services to the Company, including developing, coordinating, managing and executing a comprehensive corporate finance and investor relations campaign for the Company. Pursuant to the agreement, the Company granted 200,000 stock options at an exercise price of CAD\$0.30. The options will expire January 2, 2027, and will vest quarterly as follows:

- 50,000 Options will vest on January 2, 2024;
- 50,000 Options will vest on April 2, 2024;
- 50,000 Options will vest on July 2, 2024; and
- 50,000 Options will vest on October 2, 2024;

On January 22, 2024 the Company announced the appointment of Al Thorsen as Chief Operating Officer. Mr Thorsen will be responsible for the production operations of the SASB gas fields as well as all other abroad future drilling activities. Further management changes were made on March 8, 2024, David Thompson was appointed Interim Chief

Financial Officer, taking over for Ozge Karalli, until a permanent Chief Financial Officer is announced as well as the resignation of Kubilay Yildirim as director.

Subsequent to December 31, 2023, the Company issued common shares as follows:

- 2,178,957 to settle RSUs owed as at December 31, 2023 and to settle other obligations incurred in 2024;
- 4,486,250 to settle debt;
- 673,375 pursuant to shares owed as part of a signing bonus, and to settle debt;
- 640,950 to settle debt and other obligations
- 333 pursuant to the conversion of CAD\$1,000 of principal convertible debentures.