

Waskahigan Oil & Gas Corp.
Management's Discussion and Analysis
For the Three and Nine Months Ended September 30, 2024

The following management discussion and analysis (“**MD&A**”) of the financial position and results of operations and cash flows of Waskahigan Oil & Gas Corp. (“**WOGC**”) is dated November 26, 2024 and should be read in conjunction with the consolidated financial statements for the three and nine months ended September 30, 2024 and the audited consolidated financial statements of WOGC for the year ended December 31, 2023 and notes thereto. As of September 30, 2024, WOGC has one subsidiary: Fox Creek Energy Ltd. (“**FCE**”). FCE has one subsidiary: Odaat Oil Corp (“**Odaat**”). Odaat sold its subsidiary: Jadela Oil (US) Operating LLC (“**Jadela US**”) at the end of December 2023. Collectively WOGC, FCE, and Odaat are referred to as the “**Company**”.

Highlights: Q3 Results – Q4 2024 Plans

The Company is a junior oil and gas exploration and development company with its main assets located near Fox Creek, Alberta. The focus of the Company is to pursue long life low decline natural gas development in the Gething and Dunvegan formations. WOGC (through its subsidiary Odaat) has lease rights to 27.25 sections gross (19.51 net) of petroleum and natural gas rights in the Province of Alberta (“**Fox Creek Assets**”). The GLJ Reserve and Present Worth Appraisal report dated April 29, 2024 (“**GLJ Report**”) states that the Fox Creek Assets have a pre-tax value of \$6,618,000 as of December 31, 2023 at a 10% discount rate before tax. The GLJ Report is based on natural gas pricing of \$1.98/mcf for 2024 and \$3.27/mcf for 2025. The Company incurred net loss of \$213,162 (2023 - \$321,040) for the period ended September 30, 2024 on oil and gas revenue of \$320,627 (2023 - \$667,621). Depletion and depreciation was \$40,257 and accretion was \$24,599.

Effect of Fox Creek Wildfires/Low Commodity Prices on 2023 Production – Effect of Low Commodity Prices on 2024 Production: In Q1 2023, Odaat brought on production of 2 shut in wells (15-24-63-24 W5th and 06-30-63-23 W5th wells) which had increased production by 400 mcf/d plus NGLs. In Q2 2023, 15-24-63-24 W5th and 06-30-63-23 W5th were shut in due to wildfires. The wildfires passed over the wells and the CNRL plant without damaging the wells. In Q2 2023, the 08-30-62-21 W5th well was shut in for 3 months due to low commodity prices. On April 11, 2024, Odaat shut in production from the 3 wells listed above due to low commodity prices. Odaat has recommenced production from 08-30-62-21 W5th on November 1, 2024. On December 1, 2024, Odaat expects to restart production from 15-24-63-24 W5th and 06-30-63-23 W5th.

Odaat has 5 natural gas wells which have been shut in since May 2020 because of a gas processing plant closure at Deep Valley which was owned (75%) and operated by Paramount Resources Ltd. (“**Paramount**”) and Cequence Energy Ltd. (“**Cequence**”). Paramount has sold its 75% interest to HWN Energy Ltd. (“**HWN**”). Cequence has sold its 25% to Spartan Delta Corp (“**Spartan**”) which in turn has sold its 25% to Logan Energy Ltd. (“**Logan**”). The Deep Valley plant was located on the Maddenville meter station which had provided access to the Nova Gas Transmission Ltd. (“**NGTL**”) pipeline number 80180 (which runs from the Keyera Corp (“**Keyera**”) gas processing plant at Simonette meter station to the CNRL gas processing plant at Ante Creek at the Waskahigan meter station). In May 2020, Paramount/Cequence chose not to expend the funds to conduct a \$400,000 workover on the plant. In November 2022, Odaat was made aware that pipeline 80180 has a leak and that Paramount/Cequence did not wish to provide the commitments required by NGTL to incentivize NGTL to make the repairs to keep pipeline 80180 operating. NGTL has suspended the meter station and pipeline 80180.

Waskahigan Oil & Gas Corp.

Management Discussion and Analysis for the Nine Months ended September 30, 2024

Odaat can bypass the HWN/Logan Deep Valley plant by building a 800 meter pipeline extension (in conjunction with Logan to the Canadian Natural Resources Limited (“CNRL”) pipeline from 1-10-63-25 W5th to 16-03-63-25 W5th. The CNRL pipeline runs into the CNRL Waskahigan gas processing plant 18 km away. The CNRL gas processing plant is located on the NGTL Waskahigan meter station. The pipeline survey is completed. Right of Way has been obtained. Pipeline and instrumentation drawings have been approved by CNRL. Construction could take place in the winter/spring of 2025 if funds are available. Odaat share of the pipeline costs is expected to be \$215,000. There will be an additional \$100,000 in costs to upgrade the well site equipment and feeder pipeline to meet new environment standards and to reactivate. Production might start by Q4 2025 depending on commodity prices. If completed, Odaat can bring the 5 wells online which should add an additional 900 mcf/d without additional capital (other than the \$315,000 previously discussed). It will give Odaat the opportunity to drill additional wells in Deep Valley.

There are no guarantees that the Company will be able to increase its production as forecast, obtain pipeline egress from Deep Valley, acquire additional PNG in Deep Valley, drill wells in Deep Valley and/or that if drilled the production is of commercially viable volumes.

Abandonments and Remediations: In Q3 2022, Odaat set aside \$150,000 to secure 2 letters of credit to allow it to produce 2 of its wells into the CNRL facilities in Waskahigan (15-24-63-24 W5th and 06-30-63-23 W5th well) which will secure future remediation costs of 1 well and processing fees. In Q1 2023, Odaat substantially completed the abandonment of 1 well (05-32-63-23 W5th). Odaat is awaiting final vent tests before cutting the well stem, capping the well stem and remediating the well site. In Q2 2025, Odaat expects to remediate a Viking formation well site (16-29-03-30 W5th). Odaat share of the expected costs (\$40,000) have been set aside to do so. Exxon has signed the ballot for the AFE. In April 2023, Cancen Oil Processors BC Inc (“Cancen BC”)(78%)/Odaat (22%) abandoned the disposal well in Ft. Nelson, BC. In the summer of 2023, Cancen BC remediated the facility site. Cancen BC commissioned a COR1 study which was complete in November 2023. The report states additional work is required. A budget of \$121,500 was prepared and approved and the work may be performed in 2025.

The financial data presented herein has been prepared in accordance with IFRS Accounting Standards (“IFRS”) as issued by the International Accounting Standards Board, as summarized in the accounting policies in the Notes to the Company’s consolidated financial statements. All financial amounts are expressed in Canadian dollars, except as otherwise indicated.

This MD&A of WOGC has been prepared by management and approved by the Audit Committee and Board of Directors of the Company in accordance with National Instrument 51-102 released by the Canadian Securities Administrators.

DESCRIPTION OF THE COMPANY

WOGC is a Calgary, Alberta based petroleum and natural gas exploration, production and development company, with operations in the Canadian provinces of Alberta and British Columbia. The common shares of WOGC are listed for trading on the Canadian Securities Exchange (“CSE”). Additional information related to the Company, may be found on the Canadian Securities Administrators’ System for Electronic Distribution and Retrieval (“[sedar+](http://www.sedarplus.ca)”) website at www.sedarplus.ca.

Waskahigan Oil & Gas Corp.

Management Discussion and Analysis for the Nine Months ended September 30, 2024

INTERNATIONAL FINANCIAL REPORTING STANDARDS

NON-IFRS MEASURES

Sometimes the Company may use terms for measurement within the MD&A that do not have a standardized prescribed meaning under IFRS and these measurements may differ from other companies and accordingly may not be comparable to measures used by other companies. If such terms are used, in addition to profit and loss and cash flow from operating activities as defined by IFRS, they are used as additional tools for evaluating WOGC's operating performance and will be defined where used.

BOE Conversion (51-101 Advisory)

In accordance with National Instrument 51-101, Standards for Disclosure of Oil and Gas Activities ("NI 51-101"), petroleum and natural gas reserves and volumes are converted to an equivalent measurement basis referred to as a "barrel of oil equivalent" ("boe") on the basis of 6 thousand cubic feet of natural gas equal to 1 barrel of oil. This conversion is based on an energy equivalency conversion method applicable at the burner tip and does not represent a value equivalency at the wellhead. Readers are cautioned that boe may be misleading, particularly if used in isolation.

Frequently Used Terms:

Barrels	Bbl
Barrels of Oil equivalent	Boe
Barrels of oil equivalent per day	Boed
Thousand cubic feet	Mcfd
Natural Gas Liquids	NGL's

Forward-looking Information

Management of WOGC caution that certain statements contained in this document may constitute forward-looking statements. The use of any of the words "anticipate", "continue", "estimate", "expect", "may", "will", "project", "should", "believe" and similar expressions are intended to identify forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. WOGC believes that the expectations reflected in those forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this document should not be unduly relied upon. These forward-looking statements speak only as of the date of this document.

In particular, the MD&A may contain forward-looking statements relating to, among other things:

- capital expenditure programs;
- projections of market prices and costs;
- supply and demand for oil and natural gas;
- exploration and development; and
- treatment under governmental regulatory regimes.

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

- volatility in market prices for oil and natural gas;
- liabilities inherent in oil and natural gas operations;
- changes to royalty regimes and government regulations;

Waskahigan Oil & Gas Corp.

Management Discussion and Analysis for the Nine Months ended September 30, 2024

- competition for, among other things, capital, acquisitions of reserves, undeveloped lands and skilled personnel;
- incorrect assessments of the value of acquisitions;
- geological, technical, drilling and processing problems;
- imprecision in estimating capital expenditures, operating expenses, levels of production and drilling
- fluctuations in foreign exchange or interest rates and stock market volatility;
- product supply and demand;
- ability to obtain financing for its projects and operations; and
- general economic conditions in Canada and globally.

These factors should not be considered exhaustive. Management undertakes no obligation to publicly update or revise any forward-looking statements applicable to them, except as required by applicable securities laws.

Description of Business

WOGC is a Calgary-based junior oil and gas exploration company operating in Western Canada. WOGC's sole assets are shares in a subsidiary, FCE. FCE's sole asset is the shares in Odaat.

Effective January 1, 2021, WOGC assigned its a 22% co-ownership interest in a disposal well in Ft. Nelson, British Columbia to Odaat. Canadian oil operations are carried on in the name of Odaat. Odaat acquired the assets of Tenth Avenue Petroleum Corp ("**TAPC**") pursuant to an asset sale agreement dated January 12, 2021 (effective January 1, 2021).

In Q4 2023, Jadela US was sold to a company controlled by immediate family members of a director of the Company. All tables, except those expressly described as discontinued operations, contain information from WOGC's continuing operations only.

On July 31, 2017, TAPC completed the purchase of certain oil and gas producing assets (the "**Waskahigan Acquisition**") in the Waskahigan area of Alberta (the "**Waskahigan Assets**").

The Waskahigan Acquisition included 8 wells and associated production. TAPC acquired mineral rights to 22 gross sections (15.19 net sections) (14,080 gross acres 9,726 net acres). The majority of the mineral rights are above Bullhead Group formation (primarily Dunvegan, Notikewin and Gething formation) near Fox Creek, Alberta.

On July 31, 2017, TAPC entered into a Loan and Participation Agreement with Smoky Oil & Gas Corp ("**Smoky**") and 1454871 Alberta Ltd ("**1454871**") (formerly Batoche Oil & Gas Exploration Ltd.) which are related companies by way of common directors and officers. Pursuant to the terms of the Loan and Participation Agreement ("**TAPC LPA**"), Smoky lent TAPC the sum of \$1,326,593 to make the acquisition of the Waskahigan Assets. The interest rate on the loan principal is 6% per annum. All obligation owing were secured by a general security agreement charging all of the assets of TAPC.

When Odaat acquired the Waskahigan Assets from TAPC on January 1, 2021, the TAPC LPA was subject to a novation agreement ("**WOGC/Odaat LPA**") dated January 12, 2021 (effective January 1, 2021), WOGC and Odaat became the debtors to Smoky under the WOGC/Odaat LPA. All of the assets of WOGC, Odaat and Jadela US are subject to a general security agreement in favour of Smoky. Effective September 30, 2021, Smoky released TAPC from any debts and Smoky discharged its security against TAPC.

Waskahigan Oil & Gas Corp.

Management Discussion and Analysis for the Nine Months ended September 30, 2024

The WOGC/Odaat LPA restricts WOGC/Odaat to charging a maximum of \$75,000 per year for general and administration costs for the administration of the Waskahigan Assets and \$75,000 per year for the administration of the Waskahigan Participation Assets. WOGC/Odaat are not in compliance with the covenant as of June 30, 2024. As of the date of approval of this MD&A, the lender has not demanded repayment but retains the right to do so.

Additional loan proceeds of \$4,000 (2023 - \$68,700) were received during 2024 under the same loan terms.

1. Consolidated Financial Results for the Nine-Month Period Ended September 30, 2024

WOGC incurred net loss for the nine months ended September 30, 2024 of \$213,162 (2023 - \$321,040). Depletion and depreciation was \$40,257 (2023 - \$121,995) and accretion was \$24,599 (2023 - \$27,537).

Current liabilities exceeded current assets by \$1,693,224 (2023 - \$1,532,903). Included in current liabilities for 2024 is the debt due to Smoky (a non-arm's length party) of \$1,158,746 (2023 - \$1,139,061). The loan was advanced in July 31, 2017. The loan has not been called. The loan is in the current liability section because it is a demand loan. Included in current liabilities is ARO of \$180,548 (2023 - \$173,908).

Activities in 2024

(a) Waskahigan Assets

Odaat bought the Waskahigan Assets from TAPC on January 1, 2021. PNG rights to Gething formation underlying SE 21-63-25 W5th were acquired by Crown auction on April 21, 2021. Odaat sold mineral rights in 1.75 section in February 2022. There were no purchases or dispositions in 2023 or 2024.

3. Oil & Gas Production

(a) Processing Plant Closure

Odaat has 5 wells which flow into the processing plant in Deep Valley owned by Paramount. The plant was closed May 31, 2020 to make repairs. Two other producers produce into the plant. Murphy Oil Company ("Murphy") and Cequence shut their production in in May 2020. Cequence sold the assets to Spartan who in turn sold the same assets to Logan.

(b) Tony Creek

Production from one well (08-30-62-21 W5th) which is normally processed through the i3 Energy Canada Ltd.'s ("i3 Energy") Tony Creek gas plant (Wooster meter station) (approx. 500 mcf/day). Odaat will be installing a plunger in Q1 2025 at a cost of approx. \$25,000.

(c) Waskahigan

Waskahigan Oil & Gas Corp.

Management Discussion and Analysis for the Nine Months ended September 30, 2024

Odaat has entered into 4 agreements with CNRL: (a) letters of credit equal to joint abandonment and remediation liability (\$118,000); (b) letters of credit equal to 3 months estimated gas processing fees (\$32,000); (c) Gas Handling Agreement; and (d) Well contract agreement. WOGC had the letters of credit in place in September 2022. Three wells (06-30-63-23 W5th, 15-24-63-24 W5th and 08-30-62-21 W5th) were shut in from April 11, 2024. 08-30-62-21 W5th recommenced operating on November 1, 2024. It is expected that 06-30-63-23 W5th, 15-24-63-24 W5th will recommence production on December 1, 2024.

(d) Crossfield, Alberta, Area

Gas production from 10-29-30-03-W5 well has been shut in for 2019 because of mechanical issues.

Odaat has a 35% working interest in the well, subject to a 12.5% lessor's royalty. Odaat is the operator but subcontracts the operations to another oil company.

A Viking formation oil well under Section 10-29-30-03W5th was drilled in February and completed in April 2012. Odaat has a 7% working interest in the well and the well is producing.

(e) Northeast British Columbia Water Disposal Well

Odaat owns a 22% working interest in the Ft. Nelson British Columbia salt water disposal well (Kotcho c-B67-K 94-I-14). Cancen BC owns 78% working interest and is the operator. The well has been shut in since 2016 and the operator has not provided any accounting information for the fiscal period. The operations have been restricted since 2016 due to low commodity prices and reduced activity in the Horn River, British Columbia area. Odaat and Cancen BC had \$566,500 on deposit, of which 22% is Odaat's portion, with the British Columbia Energy Regulator under the Liability Management Rating program under the Oil & Gas Activities Act of British Columbia. In Q1 of 2023, \$194,000 of the Cancen BC/Odaat deposit was used to fund abandonment activities. In Q2/Q3 of 2023, \$121,500 was spent to remediate the site. In Q4 of 2023/Q1 2024, \$121,500 of the remaining Cancen BC/Odaat deposit was set aside and possibly spent to fund reclamation activities. Upon completion, Cancen BC/Odaat must apply for and receive COR1 and COR2 certificates before any refunds are issued.

Waskahigan Oil & Gas Corp.**Management Discussion and Analysis for the Nine Months ended September 30, 2024****4. Results of Operations**

The following table summarizes the WOGC's results of operations for three and nine months ended September 30, 2024. In Q2 2023, 3 natural gas wells of Odaat were shut in due to wildfires and low commodity prices. From April 11, 2024 to November 1, 2024, all 3 natural gas wells of Odaat were shut in due to low commodity prices:

PRODUCTION

	Three months ended September 30			Nine months ended September 30		
	2024	2023	% Change	2024	2023	% Change
Total BOE	124	24,925	(100)	16,293	56,418	(71)
Oil (BBL/d)	1	1	0	1	1	0
Natural Gas (MCF/D)	3	1,426	(100)	326	1,100	(70)
NGL (BBL/D)	1	33	(97)	5	21	(76)
Total (BOE/D)	2	272	(99)	205	205	0

REVENUE

	Three months ended September 30			Nine months ended September 30		
	2024	2023	% Change	2024	2023	% Change
Oil Sales (\$)	5,111	10,702	(52)	18,919	21,112	(10)
Natural Gas Sales (\$)	140	195,354	(100)	201,339	452,238	(55)
NGL Sales (\$)	4,818	54,734	(91)	100,369	194,271	(48)
Oil & Natural Gas Sales (\$)	10,069	260,790	(96)	320,627	667,621	(52)

ROYALTIES

	Three months ended September 30			Nine months ended September 30		
	2024	2023	% Change	2024	2023	% Change
Royalties (\$)	755	36,601	(98)	6,671	104,258	(94)
Royalties as a % of sales	7%	14%	(47)	2%	16%	(87)
Royalty expense per BOE (\$)	6.09	1.47	314	0.41	1.85	(78)

PRODUCTION EXPENSE

	Three months ended September 30			Nine months ended September 30		
	2024	2023	% Change	2024	2023	% Change
Production costs (\$)	6,138	133,552	(95)	211,479	513,477	(59)
Productions costs per BOE (\$)	49.50	5.36	824	12.98	9.10	43

Waskahigan Oil & Gas Corp.

Management Discussion and Analysis for the Nine Months ended September 30, 2024

GENERAL AND ADMINISTRATIVE EXPENSE ("G&A")

	Three months ended September 30			Nine months ended September 30		
	2024	2023	% Change	2024	2023	% Change
G&A Costs (\$)	53,083	64,688	(18)	207,511	227,337	(9)
G&A costs per BOE (\$)	428.09	2.60	16365	12.74	4.03	216

NETBACKS

(\$/BOE)	Three months ended September 30			Nine months ended September 30		
	2024	2023	% Change	2024	2023	% Change
Oil and Natural Gas Sales	81.20	10.46	676	19.68	11.83	66
Royalties	(6.09)	(1.47)	314	(0.41)	(1.85)	(78)
Production costs	(49.50)	(5.36)	824	(12.98)	(9.10)	43
Operating Netback	25.61	3.63	606	6.29	0.88	615

DEPLETION, DEPRECIATION, AND AMORTIZATION ("DD&A")

	Three months ended September 30			Nine months ended September 30		
	2024	2023	% Change	2024	2023	% Change
DD&A (\$)	405	52,568	(99)	40,257	121,995	(67)
DD&A costs per BOE (\$)	3.27	2.11	55	2.47	2.16	14

Waskahigan Oil & Gas Corp.
Management Discussion and Analysis for the Nine Months ended September 30, 2024

5. Selected Quarterly Information

The following table sets out certain financial information:

SUMMARY OF QUARTERLY INFORMATION

Quarters ended	2024			2023			2022	
	Q3	Q2	Q1	Q4	Q3	Q2	Q1	Q4
OPERATING								
Average daily production								
Oil (BBL/D)	1	1	0	1	1	1	0	1
Natural gas ((MCF/D)	3	127	848	980	879	445	909	428
Total BOE (BOE/D)	2	26	154	180	156	82	164	79
Average sales price								
Oil (\$/BBL)	100.31	96.76	81.21	97.83	102.50	94.13	30.56	108.25
Natural gas (\$/MCF)	0.84	1.21	2.39	2.20	2.36	1.62	3.06	5.15
Total (\$/BOE)	81.20	19.73	18.70	18.15	17.66	19.79	24.17	35.33
Operating netback (\$/BOE)								
Oil & gas sales	81.20	19.73	19.12	22.11	17.66	19.79	24.17	36.33
Royalty expense	(6.09)	13.53 -	2.70 -	3.81 -	4.80	25.02 -	10.24 -	10.58
Operating expense	(49.50) -	17.82 -	11.84 -	6.07 -	9.73 -	16.19 -	22.31 -	41.79
Netback	25.61	15.44	4.58	12.23	3.13	28.62 -	8.38 -	16.04
FINANCIAL								
Oil & gas sales	10,069	45,809	264,749	366,203	260,790	10,462	396,369	269,402
Cash flow from (used in)	14,112	(109,367)	57,598	36,745	(36,372)	84,506	(99,718)	71,992
Net Income (loss)	(73,406)	(89,065)	(50,691)	125,850	(52,927)	(168,298)	(99,816)	(274,858)
Per share – Basic/Diluted	(0.006)	(0.007)	(0.004)	0.010	(0.004)	(0.013)	(0.008)	(0.021)
Capital expenditures	-	-	-	-	-	-	-	-
Total Assets	2,726,850	2,576,501	2,652,080	2,636,779	2,499,957	2,595,266	2,931,677	2,931,155
Working capital (deficiency)	(1,693,224)	(1,624,277)	(1,545,226)	(1,532,903)	(1,372,157)	(1,381,977)	(1,244,347)	(1,483,419)
Shareholders' Equity	(235,403)	(161,997)	(72,932)	(22,241)	(148,090)	(95,164)	73,133	172,950
Shares Outstanding	13,196,868	13,196,868	13,196,868	13,196,868	13,196,868	13,196,868	13,196,868	13,196,868

6. Liquidity

The September 30, 2024 financial statements do not reflect the adjustments and classifications of assets, liabilities, revenues and expenses which would be necessary if WOGC were unable to continue as a going concern. The accompanying consolidated financial statements have been prepared using the going concern assumption which assumes that WOGC will be able to realize its assets and discharge its liabilities in the normal course of business.

WOGC is subject to certain fluctuations and trends, such as market conditions, interest rate levels, commodity prices, and industry conditions which could affect its ability to raise the necessary capital to remain as a going concern. In addition, WOGC remains focused on exploration of oil and gas prospects and the results of drilling these prospects could materially affect WOGC's ability to raise additional capital. WOGC plans to meet its exploration and development expenditures and overhead costs through the raising of additional debt or equity financing and/or the completion of joint venture partnerships with third parties.

As at September 30, 2024 WOGC had working capital deficit of \$1,693,224.

Waskahigan Oil & Gas Corp.

Management Discussion and Analysis for the Nine Months ended September 30, 2024

Pursuant to the terms of the TAPC LPA, Smoky lent TAPC the sum of \$1,326,593 to make the Waskahigan Acquisition. By way of the WOGC/Odaat LPA, WOGC and Odaat became liable for the debts owing to Smoky and TAPC was released effective September 30, 2021. The loan is payable on demand. The interest rate on the loan principal is 6% per annum. All obligations owing are secured by a general security agreement charging all of the assets of WOGC and Odaat. An additional \$4,000 (2023 - \$68,700) in proceeds from the loan was received in the Q3 2024.

WOGC has a commitment to remediate an unused Viking well site in Crossfield, Alberta. WOGC will require approximately \$35,000 to \$40,000 to remediate the well site. WOGC has \$40,000 in trust to meet the obligations. The remediation should take place in Q4 2024. WOGC has a commitment to abandon and remediate a well (5-32-63-24-W5). Work was substantially completed in Q1 2023. The well was not capped because of a possible venting issue. A significant portion of the costs have been offset by SRP funds. Odaat has a commitment to abandon and remediate its 10-29-30-03 W5th well. Odaat's share is approx. \$35,000. The abandonment and remediation of 10-29-30-03 W5th will occur in Q4 2024 provided cash flow from operations.

7. Credit Risks relating to Financial Instruments

Odaat generates trade and other receivables upon sale of its natural gas, oil and condensate. Overall, the parties to which Odaat relies on to pay for the sale of petroleum products do not constitute any significant credit risk.

Odaat has an oil and liquids marketing agreement for Waskahigan Assets with Tidal Energy Marketers Inc. ("**Tidal**").

Effective December 1, 2022, Odaat entered into a gas marketing agreement with BP Canada Energy Group ULC ("**BP**") for any natural gas taken in kind in Waskahigan for 1 year period.

Odaat entered into a gas handling agreement with i3 Energy in July 2022 effective February 1, 2022. Occasionally, Odaat will rely on the services of i3 Energy to market its gas and in such case i3 Energy will bill on a JIB basis and pay the net proceeds from the sale of such gas to Odaat.

Odaat abandoned the 5-32-63-24 W5th well in early 2023. This will mean Odaat will have a \$118,000 letter of credit for the sums of \$82,400 for the abandonment and remediation of 15-24-63-24 W5th and \$35,600 for the remediation of 5-32-63-24 W5th. In addition, Odaat posted a letters of credit sufficient to cover 3 months processing, compression and well service charges (\$32,000). The sum of \$150,000 has been put in a term deposit to secure the letters of credit.

Odaat has deposited the sum of \$50,000 as a security deposit for unpaid royalty charges. Odaat had \$124,629 being held in trust for the British Columbia Minister of Energy, Mines and Petroleum Resources of which \$42,679 has been used during Q1 2023 and \$26,510 used during Q4 2023 for abandonment work on a disposal well. Odaat has deposited the sum of \$40,000 with Wolff Leia Barristers and Solicitors to secure the remediation obligation of 03-29-03-30 W5th.

WOGC's financial liabilities and contractual obligations as at September 30, 2024 are due as follows:

Waskahigan Oil & Gas Corp.

Management Discussion and Analysis for the Nine Months ended September 30, 2024

Accounts payable and accrued liabilities	\$	651,297	Due within 90 days
Promissory note	\$	53,996	Due within 4 months
Loan payable	\$	1,158,746	Due on demand

There are no drilling commitments. There are no ARO commitments in 2024 other than the Crossfield properties (10-29-03-30 W5th and the remediation of the Viking surface site (03-29-03-30 W5th)) plus 5-32-63-23 W5th. There are no lease commitments.

Liquidity risk - WOGC's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its obligations when due, under normal and stressed conditions without incurring unacceptable losses or risking harm to the WOGC's reputation. WOGC has to date required funds from private placements to finance capital expenditures and operations.

Commodity price risk - WOGC is exposed to oil and gas commodity price risk and has not entered any financial derivatives to manage this risk.

Interest rate risk – WOGC's exposure to interest rate risk is low.

8. Capital Resources

WOGC plans to continue financing the acquisition of assets in the Canadian Western Sedimentary Basin via issuance of shares through private placements.

9. Related Party Transactions

During the nine-month period ended September 30, 2024 WOGC was charged \$67,538 (2023 - \$85,984) by a company controlled by Gregory J. Leia, an officer and director, for consulting fees. These transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

TAPC entered into the TAPC LPA with Smoky and 1454871 on July 31, 2017. Pursuant to the terms of the TAPC LPA, Smoky lent TAPC the sum of \$1,326,593 to make the Waskahigan Asset acquisition. All obligations owing were secured by a general security agreement charging all of the assets of TAPC. WOGC and Odaat assumed the obligations under this loan and released TAPC. The interest rate on the loan principal is 6% per annum.

During the nine-month period ending September 30, 2024 WOGC incurred \$50,770 (2023 – \$50,601) of interest on the loan. Gregory J. Leia is President and a director of WOGC. Gregory J. Leia is an officer and director of Smoky. Gregory J. Leia owns approx. 65% of the common shares and preferred shares of Smoky.

The Company disposed of its subsidiary Jadela US to a related company that is controlled by a director for consideration of \$1 in December 2023.

Waskahigan Oil & Gas Corp.

Management Discussion and Analysis for the Nine Months ended September 30, 2024

10. Commitments

WOGC has a commitment to remediate a Viking well site pad in Crossfield (03-29-03-30 W5th). WOGC will require approximately \$95,000 to remediate the surface in Q3/Q4 2024. Exxon is responsible for 65% of the cost. WOGC/Odaat set aside \$40,000 in trust to secure the remediation of the Viking well site.

11. Plan of Arrangement and Reverse Take-Over

Effective, January 1, 2023, WOGC, FCE and Odaat entered into a plan of arrangement. The terms provide that upon satisfaction of all conditions, WOGC will dividend the shares of FCE to the shareholders of WOGC, thereby spinning out its wholly owned subsidiary. The shareholders of WOGC approved the plan of arrangement on April 4, 2023. The Court of King's Bench of Alberta approved the plan of arrangement on April 6, 2023. The plan of arrangement is conditional upon CSE approval and completion of a reverse takeover of WOGC.

On September 27, 2024, the WOGC entered into a non-binding letter of intent with Terra Metals Inc ("TMI") (a Delaware corporation) and two subsidiaries: Zamsort Limited ("Zamsort"), a Zambian corporation and Central African Renewal Energy Ltd. ("CARE"), a Zambian corporation (collectively, the "TMI-Del Parties") for the acquisition of the TMI-Del Parties (the "Proposed Transaction"). As part of the Proposed Transaction, WOGC will undergo a consolidation of its common shares (the "Common Shares") on a four for one basis. As consideration for the Proposed Transaction, WOGC will issue 42,160,000 post-consolidated shares at a deemed price of \$0.50 per share (\$21,080,000). The purchase price shall include 100% of the shares of Zamsort and CARE (subject to a joint venture agreement which entitles a third party (Metalex Commodities Inc.) to acquire up to 67% of Zamsort and CARE by investing up to \$102,000,000 US – the joint venture name is "Lunda Resources"). The purchase shall not include the shares of another subsidiary of TMI, Cupriferous Resources Limited (which shall be transferred to a related party immediately prior to closing).

WOGC's agreement with the TMI-Del Parties requires: (a) WOGC to dividend approximately 519,046 WOGC pre-consolidation common shares (129,761 post consolidated shares) to certain WOGC shareholders to meet stock exchange distribution rules which shall be effected as part of the Plan of Arrangement; (b) to effect a 4:1 consolidation; (c) to effect a name change to "Terra Metals (Canada) Inc" ("TMIC") or such other name acceptable to TMI; (d) nominate a new board of directors; (e) appoint new management; and (f) to complete the spinout of Fox Creek Energy Ltd. ("FCE")(and its oil and gas operating subsidiary Odaat) under the Plan of Arrangement. The value of the 13,715,914 pre-consolidation shares (post dividend shares, 3,428,978 post consolidation shares) to be issued by FCE to the shareholder of WOGC shall be valued at \$0.00001 per share (aggregate value of \$100) and WOGC shall reduce its stated capital or paid up capital or contributed surplus account by \$1,319.

12. Off Balance Sheet Arrangements

WOGC is not party to any off-balance sheet arrangements or transactions.

13. Adoption of New Accounting Standards

Amendments to IAS 1 – Classification of Liabilities as Current or Non-current

The amendments to IAS 1 provide a more general approach to the classification of liabilities based on the contractual arrangements in place at the reporting date.

Waskahigan Oil & Gas Corp.**Management Discussion and Analysis for the Nine Months ended September 30, 2024**

These amendments are effective for reporting periods beginning on or after January 1, 2024. The adoption of these amendments did not have a significant effect on the financial statements.

14. Outstanding Share Data

WOGC authorized share capital consists of an unlimited number of common shares without nominal or par value and an unlimited number of Preferred Shares without nominal or par value.

		December 31, 2023	November 26, 2024
Common shares		13,196,868	13,196,868
Warrants		0	0
Stock Options		0	0
Fully diluted		13,196,868	13,196,868