

**JAGERCOR ENERGY CORP.**  
**MANAGEMENT DISCUSSION AND ANALYSIS**  
FOR THE THIRD QUARTER ENDED JANUARY 31, 2017

**OVERVIEW**

The following sets out the Management's Discussion and Analysis ("MD&A") of results of operations and financial condition of Jagercor Energy Corp. (formerly Jagercor Metal Corp. and Anglo-Canadian Gas Corp.) (the "Company", "Jagercor", "our" and "we") describing the operating and financial results of the Company for the quarter ended January 31, 2017. The following MD&A should be read in conjunction with the Company's unaudited condensed interim consolidated financial statements and related notes for the nine months ended January 31, 2017 and the audited consolidated financial statements and the accompanying notes for the year ended April 30, 2016, copies of which are filed on the SEDAR website: [www.sedar.com](http://www.sedar.com). The Company prepares its consolidated financial statements in accordance with International Financial Reporting Standards ("IFRS"). The unaudited condensed interim consolidated financial statements of the Company are presented on a consolidated basis with the Company's 96.87% interest in the Argentinean controlled company. All dollar figures included herein and in the following discussion and analysis are quoted in Canadian dollars unless otherwise noted.

The financial information in this MD&A is derived from the Company's consolidated financial statements prepared in accordance with IFRS. This MD&A may contain forward looking statements based on assumptions and judgments of management regarding events or results that may prove to be inaccurate as a result of risk factors beyond its control. Actual results may differ materially from the expected results.

**COMPANY OVERVIEW**

Jagercor Energy Corp. is a publicly traded Canadian company listed on the Canadian Securities Exchange under the symbol 'JEM', with an emphasis on acquiring and developing oil and gas properties; with particular focus in the near term, over energy concessions in South America.

The Company is a diversified upstream oil and gas services company, who focuses on acquiring mature fields in South America and increasing their production efficiently with the work of a skillful technical team. We will base our long term business plan in Farm In/Out agreements with operational control, designed to help manage operating expenses, maximize reserve recovery, and boost overall return on investment throughout the life of an oil or gas asset.

Jagercor is committed to being a premier oil and gas company, respected throughout the industry for the quality and technicality of its people, the efficiency of its operations by sustainable value creation, growth in reserves and production, and by contributing to the country's energy self-sufficiency goal.

As of the date of this MD&A, the Company is evaluating its options and alternatives because of the effective termination of its rights under the Development Agreement with Central, as described in its previous news releases and elsewhere in this MD&A.

## **OVERALL PERFORMANCE**

The Company monitored production from the three wells at the Catriel Oeste Oil Concession, located in Rio Negro Province, Argentina, which was the property of Central International Corporation Sucursal Argentina ("Central").

According to Central production reports, since the first well started producing oil in October, 2014 until January 31, 2017, gross cumulative production of the three wells drilled in the Catriel Oeste field reached 57,483 barrels of crude oil, generating net proceeds of \$2,717,566 which represents the 70% take that Jagercor received from the total sales of crude oil.

## **OPERATIONAL UPDATE**

Under the terms of the Development Agreement signed on August 7, 2014, the Company paid \$4,644,326 (US\$4,153,378) to drill, complete and equip three development wells. In the initial phase of the project, 70% of gross proceeds flow to the Company in order to recover its investment. Once the investment is recovered, the Company will receive 40% of the proceeds from production coming from the wells. As at 31 January 2017, the Company has realized accumulated investment returns of \$2,717,566 (US\$2,139,390). During the nine months period ended 31 January 2017, realized investment returns were \$415,127 (US\$317,632).

The recoverability of the amount shown for the investment was dependent upon the denied extension of the Catriel Oeste concession.

The Catriel Oeste concession expired on October 25, 2016. In January 2017, Central advised Jagercor that Central continued to be involved in negotiations with the Rio Negro Province to extend the concession and had advised of a new offer to the Province related to an extension agreement. However, Central now has advised Jagercor that the Province of Rio Negro has rejected its offer, denying an extension of the actual concession agreement. Central was relieved as operator of the Catriel Oeste oilfield and the Province has transferred the asset (concession) to Provincial Hydrocarbons Company. As a result of Central's inability to obtain a concession extension, production rights over the 3 wells terminate.

The Development Agreement has been impacted (and effectively terminated) by Central's inability to obtain a concession extension. Central has failed to make payments to Jagercor under the Agreement for the periods of December and January, which the Company estimates to be approximately \$90,000.-, which have not been recorded as Jagercor is considering the options available to recover those payments owed under the Agreement. There are no assurances that the Company will be successful in recovering all or any of this money.

## **RESULTS OF OPERATIONS**

The Company reported comprehensive loss of \$206,807 for the nine months period ended January 31, 2017 (2016 – comprehensive loss of \$359,984). Net loss for the nine months period ended in January 31, 2017, was \$333,581 (2016 – net loss of \$838,874). The main difference relies in foreign exchange loss. Cumulative translation adjustment was \$126,774 (2015 - \$478,890) as at January 31, 2017.

During the nine months ended January 31, 2017, cash received from the return of investment in Catriel Oeste Project was \$415,127; compared to \$916,058 received in the nine months ended

January 31, 2016 from the return of investment in Catriel and \$427,315 from the sale of the Argentine Sovereign Bonds.

The Company's operating expenses for the nine months period ended January 31, 2017, included the following:

- General & administrative of \$319,467 (2016 - \$649,305)
- Operating costs of \$Nil (2016 - \$16,252)
- Business development of \$15,093 (2016 - \$108,732)

General & administrative of \$319,467 (2016 - \$649,305) decreased compared to the same period of the previous year mainly due to a reduction on management fees and professional fees.

Operating costs of \$Nil (2016 - \$16,252) as no expenses were incurred in these nine months related to technical meetings with the operator and field audits done by the Company in its Catriel Oeste Project, located in Rio Negro Province, Argentina.

Business development of \$15,093 (2016 - \$108,732) decreased compared to the same of the previous year due to costs reduction on consulting services for marketing and a reduction on travel expenses.

No options were granted to officers of the Company during the period ended January 31, 2017.

### **CHANGES IN MANAGEMENT**

During the quarter ended January 31, 2017 there were no changes in management. At the Company's AGM held on December 19, 2016, three directors ceased to be directors and the Board was reduced to four members.

On February 06, 2017 Alejandro Chernacov resigned as the Chief Financial Officer (CFO) and Director of the Company.

### **SUMMARY OF QUARTERLY RESULTS**

Following is a summary of the Company's financial results for the eight most recently completed quarters:

<b>For the quarter ended</b>	<b>Jan 31, 2017 – Q3 2017</b>	<b>Oct 31, 2016 – Q2 2017</b>	<b>July 31, 2016 – Q1 2017</b>	<b>April 30, 2016 – Q4 2016</b>
Net income (loss)	(\$145,279)	(\$91,867)	(\$96,975)	(\$496,800)
Earnings (loss) per share – basic and diluted	(\$0.002)	(\$0.001)	(\$0.001)	(\$0.005)
<b>For the quarter ended</b>	<b>Jan 31, 2016 – Q3 2016</b>	<b>Oct 31, 2015 – Q2 2016</b>	<b>July 31, 2015 – Q1 2016</b>	<b>April 30, 2015 – Q4 2015</b>
Net income (loss)	(\$174,314)	(\$295,504)	(\$364,548)	(\$480,975)
Earnings (loss) per share – basic and diluted	(\$0.002)	(\$0.003)	(\$0.004)	(\$0.006)

The net loss in the quarter ended January 31, 2017 increased compared to the previous quarter due to the reduction in interest income and the increase in loss on foreign exchange.

The net loss in the quarter ended October 31, 2016 was a comparable amount to that of the previous quarter. Operating expenses did not show any significant change.

The net loss in the quarter ended July 31, 2016 decreased compared with the previous quarter, due to decrease in operating expenses, mainly as a result of a reduction of management salaries and fees; and travel expenses.

The net loss in the quarter ended April 30, 2016 increased compared with the quarter ended January 31, 2016 mainly to negative exchange differences of \$297,106 for recognizing in this quarter the effects of devaluation in the Argentinean subsidiary when translating the foreign currency items (pesos transactions) to functional currency (US dollars). As well, the \$297,106 contemplate negative exchange differences in parent Company due to appreciation of the Canadian currency against US dollar. All other expenses did not show any significant change.

The net loss in the quarter ended January 31, 2016 decreased compared with the quarter ended October 31, 2015 mainly due to nil travel expenses and lower compliance fees in the Argentinean subsidiary; and the gain on foreign exchange in the Canadian Company for cash denominated in US dollar currency. All other expenses did not show any significant change.

The net loss in the quarter ended October 31, 2015 decreased compared with the quarter ended July 31, 2015 primarily due to loss on foreign exchange by the transfer of the cash from the Argentine Subsidiary to the Canadian Company incurred during the quarter ended July 31, 2015. All other expenses did not show any significant change.

## **LIQUIDITY AND CAPITAL RESOURCES**

As of January 31, 2017, the Company had net working capital of \$657,742 (April 30, 2016 \$563,827) and cash and cash equivalents of \$615,856 and \$40,470 of short-term investments (April 30, 2015 - \$321,493 of cash equivalents and \$249,357 of short-term investments). The increase in cash and cash equivalents is explained by the maintenance in the reduction of operating expenses. Management plans to continue analyzing different alternatives to finance the Company's growth projects throughout the coming year, either with its own cash flow, loans or private placements.

### **Share transactions:**

During the year ended 30 April 2016 the Company issued common shares as follows:

On 2 April 2015, the Company announced it had made arrangements to settle \$12,000 in debt in outstanding fees owed to a Director of the Company. The shares were issued during the year ended April 30, 2016.

### **For the year ended 30 April 2015:**

On 2 December 2014, 2,000,000 common shares valued at \$0.06 per share with 1,000,000 share purchase warrants cancelled, and the warrants were cancelled unexercised.

On 24 November 2014, the Company issued 8,396,192 units valued at \$0.06 per unit for total proceeds of \$503,772. Each unit consists of one common share and one half of one common share

purchase warrant. Each warrant is exercisable to acquire one additional common share at any time for a two year period following issuance, at an exercise price of \$0.12 per common share. These warrants have a fair value of \$164,264. \$25,664 of share issuance costs were incurred.

On 7 November 2014, the Company issued 8,192,500 units valued at \$0.06 per unit for total proceeds of \$491,550. Each unit consists of one common share and one half of one common share purchase warrant. Each warrant is exercisable to acquire one additional common share at any time for a two year period following issuance, at an exercise price of \$0.12 per common share. These warrants have a fair value of \$175,425. In addition, 655,400 agent warrants were issued valued at \$30,193. A total of \$39,324 was paid in finders' fees.

On 27 October 2014, the Company issued 12,734,751 units valued at \$0.06 per unit for total proceeds of \$764,085. Each unit consists of one common share and one half of one share purchase warrant. Each one whole share purchase warrant entitles the holder to purchase one additional common share of the Company for a period of 24 months at an exercise price of \$0.12. Share purchase warrants and shares will be subject to a four month holding period. These warrants have a fair value of \$207,925. The Company paid finder's fees on a portion of the private placement by issuing 186,680 share purchase warrants with a value of \$6,938 and paying \$11,201 in cash. Each share purchase warrant entitles the holder to purchase one additional common share of the Company for a period of 12 months at an exercise price of \$0.12.

During the year ended April 30, 2015, the Company issued the following common shares on the exercise of share purchase warrants and stock options for total proceeds of \$61,250 and \$7,350 respectively. \$19,303 and \$6,882 was re-allocated from warrant and option reserve respectively to common share upon exercise.

<b>Date</b>	<b>Warrants exercised</b>	<b>Exercise Price(\$)</b>	<b>Total Proceeds</b>
11-Jul-14	306,664	0.0625	\$ 19,167
15-Jul-14	300,000	0.0625	\$ 18,750
16-Jul-14	200,000	0.0625	\$ 12,500
18-Jul-14	40,000	0.0625	\$ 2,500
18-Jul-14	133,336	0.0625	\$ 8,334
<b>TOTAL</b>	<b>980,000</b>	<b>0.06</b>	<b>\$ 61,250</b>

<b>Date</b>	<b>Options exercised</b>	<b>Exercise Price(\$)</b>	<b>Total Proceeds</b>
2-May-14	25,000	0.07	\$ 1,750
16-May-14	25,000	0.07	\$ 1,750
7-Jul-14	30,000	0.07	\$ 2,100
14-Aug-14	25,000	0.07	\$ 1,750
<b>TOTAL</b>	<b>105,000</b>	<b>0.07</b>	<b>\$ 7,350</b>

### **Cash Flow Activities:**

During the nine months period ended January 31, 2017, cash used in operating activities was \$341,166 compared to \$897,996 used during the nine months period ended January 31, 2016.

During the nine months period ended January 31, 2017, cash received from the return of investment in Catriel Oeste Project was \$415,127 compared to \$916,058 received during the period ended January 31, 2016 and \$427,315 from the sale of the Argentine Sovereign Bonds.

Financing activities during the period ended January 31, 2017 and 2016 were \$Nil.

The Company's business does generate positive free cash flow, but does not currently generate significant enough cash flow from operations in order to grow and fund potential new expenditures, it might be dependent on third party financing, cost sharing arrangements or equity financing through existing and new shareholders. The effective termination of the Development Agreement with Central after the end of the period has impacted the Company's cash flow.

## **OUTSTANDING SHARES**

### **Outstanding Share Data**

As at January 31, 2017 and the date of this MD&A, there were 94,548,491 common shares and 14,060,428 share options.

	Number of shares	Share capital
Balance January 31, 2017	94,548,491	\$ 7,245,232

## **OFF-BALANCE SHEET ARRANGEMENTS**

The Company has no off-balance sheet arrangements as at January 31, 2017 or as of the date of this report.

## **TRANSACTIONS WITH RELATED PARTIES**

The amounts due to/from related parties are amounts due to the directors and officers. The balances are unsecured, non-interest bearing and have no specific terms for repayment. These transactions are in the normal course of operations and have been valued in these financial statements at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

	31 January 2017	30 April 2016
	\$	\$
CEO (shares to be issued)	29,200	29,200
<b>Total amount (shares to be issued)</b>	<b>29,200</b>	29,200

As at 31 January 2017, related parties include an incentive bonus payable to compensate the Chief Executive Officer payable in 730,000 common shares at a price of \$0.04 per share.

During the period ended January 31, 2017 and 2016, the Company entered into the following transactions with related parties:

	<b>Three month ended 31 January</b>		<b>Nine months ended 31 January</b>	
	<b>2017</b>	2016	<b>2017</b>	2016
	\$	\$	\$	\$
Short-term benefits – Management fees	<b>33,833</b>	111,930	<b>92,381</b>	381,646
Short-term benefits – Director fees	<b>3,000</b>	3,000	<b>6,000</b>	6,000
<b>Total key management personnel compensation</b>	<b>36,833</b>	114,930	<b>98,381</b>	387,646

Management fees for the period ended January 31, 2017 correspond mainly to salaries and wages paid in the Argentinean subsidiary to the CFO and the Corporate Secretary.

Director fees corresponded to the compensation, of Dennis Mee, a Director of the Company until December 2016, for his participation in board and audit committee meetings, and the review of director's consent resolutions and quarterly financial statements.

### **CRITICAL ACCOUNTING ESTIMATES**

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

In the future, actual experience may differ from these estimates and assumptions. The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive income in the year of the change, if the change affects that year only, or in the year of the change and future years, if the change affects both.

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statements within the next financial year are discussed below:

#### i) Exploration and Evaluation Expenditures

The application of the Company's accounting policy for exploration and evaluation expenditures requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after expenditure is capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off in the profit or loss in the year the new information becomes available.

#### ii) Title to Oil and Gas Property Interests

Although the Company has taken steps to verify title to oil and gas properties in which it has a Project, these procedures do not guarantee the Partner's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

### iii) Income Taxes

The Company has not recognized a deferred tax asset, as management believes it is not probable that taxable profit will be available against which deductible temporary differences can be utilized.

### iv) Share-based Payment Transactions

The Company measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the stock option, volatility and dividend yield and making assumptions about them.

### v) Foreign currencies

The functional currency of each of the Company's entities is measured using the currency of the primary economic environment in which that entity operates. The Company determined that its functional currency is the Canadian dollar for its parent, and it is the US dollar for its Argentinean subsidiary commencing October 2014, prior to which it was the Canadian dollar. The functional currency of the Company's Argentinean subsidiary was changed to US dollars as a result the Company's investment made and returns received during the year being denominated in US dollars.

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the period-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

The financial results and position of foreign operations whose functional currency is different from the reporting currency are translated as follows:

- i) assets and liabilities are translated at period-end exchange rates prevailing at that reporting date; and
- ii) income and expenses are translated at average exchange rates for the period.

Exchange gains and losses arising on translation are recognized in accumulated other comprehensive loss.

For a detailed summary of the Company's significant accounting policies, the readers are directed to Note 3 of the Notes to the unaudited condensed interim consolidated financial statements for the nine months ended January 31, 2017 that are available on SEDAR at [www.sedar.com](http://www.sedar.com).

## **RISKS AND UNCERTAINTIES**

The Company believes that the following risks and uncertainties may materially affect its success.

### **Limited Operating History**

The Company has no history of business or exploitation operations, revenue generation or production history. The Company was incorporated on June 8, 1987 and has not yet generated a significant profit from its activities. The Company is subject to all of the business risks and uncertainties associated with any new business enterprise, including the risk that it will not achieve its growth objective. The Company anticipates that it may take several years to achieve positive free cash flow. The Company's current prospects have been impacted by the effective termination of the Development Agreement with Central.

### **Exploration, Development and Operating Risks**

The exploration for and development of oil and gas properties involve significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. Few properties that are explored are ultimately developed into producing oil and gas. There can be no guarantee that the estimates of quantities and qualities of production disclosed will be economically recoverable. With all operations there is uncertainty and, therefore, risk associated with operating parameters and costs resulting from the scaling up of extraction methods tested in pilot conditions. Oil and Gas exploration is speculative in nature and there can be no assurance that any hydrocarbon discovered would result in an increase in the Company's resource base.

The Company's operations are subject to all of the hazards and risks normally encountered in the exploration, development and production of oil and gas. These include unusual and unexpected geological formations, rock falls, seismic activity; flooding and other conditions involved in the production of the hydrocarbon, any of which could result in damage to, or destruction of, other producing facilities, damage to life or property, environmental damage and possible legal liability. Although precautions to minimize risk will be taken, operations are subject to hazards that may result in environmental pollution and consequent liability that could have a material adverse impact on the business, operations and financial performance of the Company.

### **Fluctuating Commodity Prices**

The economics of hydrocarbon exploitation is affected by many factors beyond the Company's control, including commodity prices, the cost of operations, variations in the grade and production and fluctuations in the market price of the commodities. Depending on the price of the commodities, it may be determined that it is impractical to continue the exploitation operation. Oil and Gas prices are prone to fluctuations and the marketability is affected by government regulation relating to price, royalties, allowable production and the importing and exporting of the commodities, the effect of which cannot be accurately predicted. There is no assurance that a profitable market will exist for the sale of any hydrocarbon found on the Property.

### **Credit risk**

Credit risk is the risk of an unexpected loss if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises primarily from the Company's cash and cash equivalents. The Company manages its credit risk relating to cash and cash equivalents by dealing with only with highly-rated financial institutions. As a result, credit risk is considered insignificant.

### **Currency Risk**

Currency risk is the risk to the Company's earnings that arises from fluctuations of foreign exchange rates and the degree of volatility of these rates.

The Company may have available funds in Argentina. Thus, the Company's ability to repatriate funds from Argentina is governed by the Argentine Republic Central Bank (BCRA), which imposes a number of monetary and currency exchange control measures that may include tight restrictions to access foreign currency to transfer funds abroad.

### **Substantial Capital Requirements and Liquidity**

Substantial additional funds for the establishment of the Company's current and planned gas and oil operations will be required. No assurances can be given that the Company will be able to raise the additional funding that may be required for such activities, should such funding not be fully generated from operations. Commodity prices, environmental rehabilitation or restitution, revenues, taxes, transportation costs, capital expenditures, operating expenses and geological results are all factors which will have an impact on the amount of additional capital that may be required. To meet such funding requirements, the Company may be required to undertake additional equity financing, which would be dilutive to shareholders. Debt financing, if available, may also involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Company or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or anticipated expansion, and pursue only those development plans that can be funded through cash flows generated from its existing operations.

The Company manages liquidity risk by maintaining an adequate level of cash and cash equivalents to meet its ongoing obligations. The Company continuously reviews its actual expenditures and forecast cash flows and matches the maturity dates of its cash and cash equivalents to capital and operating needs. The Company has been successful in raising equity financing in the past; however, there is no assurance that it will be able to do so in the future.

### **Regulatory Requirements**

The current or future operations of the Company require permits from various governmental authorities, and such operations are and will be governed by laws and regulations governing exploration, development, production, taxes, labor standards, occupational health, waste disposal, toxic substances, land use, environmental protection, site safety and other matters. Companies engaged in the exploration and development of hydrocarbon properties generally experience increased costs and delays in development and other schedules as a result of the need to comply with applicable laws, regulations and permits. There can be no assurance that all permits which the Company may require for the facilities and conduct of exploration and development operations will be obtainable on reasonable terms or that such laws and regulation would not have an adverse effect on any exploration and development project which the Company might undertake.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in exploration and development operations may be required to compensate those suffering loss or damage by reason of the exploration and development activities and may have civil or criminal fines or penalties imposed upon them for violation of applicable laws or regulations. Amendments to current laws, regulation and permits governing operations and activities of mineral companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or exploration and development costs or require abandonment or delays in the development of new properties.

### **Financing Risks and Dilution to Shareholders**

The Company will have limited financial resources. If the Company's exploration program on its properties is successful, additional funds will be required for the purposes of further exploration and development. There can be no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be available on favorable terms or at all. It is likely such additional capital will be raised through the issuance of additional equity, which will result in dilution to the Company's shareholders.

### **Title to Properties**

Acquisition of title to hydrocarbon properties is a very detailed and time-consuming process. Title to, and the area of, properties may be disputed. The Company cannot give an assurance that title to the Property will not be challenged or impugned. Properties sometimes contain claims or transfer histories that examiners cannot verify. A successful claim that the Company, as the case may be, does not have title to the properties could cause the Company to lose any rights to explore, develop and produce any gas or oil on that property, without compensation for its prior expenditures relating to such property.

### **Requirement for Permits and Licenses**

As the Company potentially involves in exploration or development of oil & gas, it and may need to acquire permits or licenses necessary to carry on proposed exploration or development activities on the properties. A substantial number of permits and licenses may be required should the Company proceed beyond exploration; such licenses and permits may be difficult to obtain and may be subject to changes in regulations and in various operational circumstances. It is uncertain whether the Company will be able to obtain all such licenses and permits.

### **Competition**

There is competition within the oil and gas industry for the discovery and acquisition of properties considered to have commercial potential. The Company will compete with other companies, many of which have greater financial, technical and other resources than the Company, for, among other things, the acquisition of claims, leases and other interests as well as for the recruitment and retention of qualified employees and other personnel.

### **Reliance on Management and Dependence on Key Personnel**

The success of the Company will be largely dependent upon on the performance of the directors and officers and the ability to attract and retain key personnel. The loss of the services of these persons may have a material adverse effect on the Company's business and prospects. The Company will compete with numerous other companies for the recruitment and retention of qualified employees and contractors. There is no assurance that the Company can maintain the service of its directors and officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects.

### **Environmental Risks**

The Company's exploration and appraisal programs will, in general, be subject to approval by regulatory bodies. Additionally, all phases of the oil and gas exploitation business present environmental risks and hazards and are subject to environmental regulation pursuant to a variety of international conventions and federal, provincial and municipal laws and regulations. Environmental legislation provides for, among other things, restrictions and prohibitions on spills, releases or emissions of various substances produced in association with operations. The legislation also requires that wells and facility sites be operated, maintained, abandoned and reclaimed to the satisfaction of applicable regulatory authorities. Compliance with such legislation can require significant expenditures and a breach may result in the imposition of fines and penalties, some of

which may be material. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, larger fines and liability and potentially increased capital expenditures and operating costs.

### **Local Resident Concerns**

Apart from ordinary environmental issues, work on, or the development of the properties could be subject to resistance from local residents that could either prevent or delay exploration and development of the properties.

### **Uninsurable Risks**

Exploration, development and production operations on hydrocarbon properties involve numerous risks, including unexpected or unusual geological operating conditions, rock bursts, cave-ins, fires, floods, earthquakes and other environmental occurrences. It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks as a result of high premiums or other reasons. Should such liabilities arise, they could have an adverse impact on the Company's results of operations and financial condition and could cause a decline in the value of the Company shares. The Company does not intend to maintain insurance against environmental risks.

### **Litigation**

The Company and/or its directors may be subject to a variety of civil or other legal proceedings, with or without merit.

## **FORWARD-LOOKING STATEMENTS**

This MD&A contains forward-looking statements. Forward-looking statements are projections of events, revenues, income, future economic performance or management's plans and objectives for future operations. In some cases, you can identify forward-looking statements by the use of terminology such as "may", "should", "expects", "plans", "anticipates", "believes", "estimates", "predicts", "potential" or "continue" or the negative of these terms or other comparable terminology. Examples of forward-looking statements made in this MD&A include statements about the Company's business plans; the costs and timing of its developments; its future investments and allocation of capital resources; success of exploration activities; requirements for additional capital; government regulation of mining operations. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including: general economic and business conditions, fluctuations in worldwide prices and demand for minerals; our lack of operating history; the actual results of current exploration activities; conclusions or economic evaluations; changes in project parameters as plans continue to be refined; possible variations in grade and or recovery rates; failure of plant, equipment or processes to operate as anticipated; accidents, labor disputes or other risks of the oil & gas industry; delays in obtaining government approvals or financing or incompleteness of development or construction activities, any of which may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements.

Any references in this MD&A to test rates, flow rates, initial and/or final raw test or production rates, early production, test volumes behind pipe and/or "flush" production rates are useful in confirming the presence of hydrocarbon, however, such rates are not necessarily indicative of long-term performance or of ultimate recovery. Readers are cautioned not to place reliance on such rates in calculating the aggregate production for Jagercor or its partners.

All calculations converting natural gas to barrels of oil equivalent ("boe") have been made using a conversion ratio of six thousand cubic feet (six "Mcf") of natural gas to one barrel of oil, unless otherwise stated. The use of boe may be misleading, particularly if used in isolation, as the conversion ratio of six Mcf of natural gas to one barrel of oil is based on an energy equivalency conversion method primarily applicable at the burner tip and does not represent a value equivalency at the wellhead.

While these forward-looking statements and any assumptions upon which they are based are made in good faith and reflect our current judgment regarding the direction of the Company's business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions or other future performance suggested herein. Except as required by applicable law, including the securities laws of the Canada, the Company does not intend to update any of the forward-looking statements to conform these statements to actual results.

## **MANAGEMENT'S REPORT ON INTERNAL CONTROLS OVER FINANCIAL REPORTING**

In accordance with applicable securities laws, management will file Venture Issuer Basic Certificates with respect to the financial information contained in the unaudited interim financial statements and the audited annual financial statements and respective accompanying MD&A.

In contrast to the certificate under National Instrument ("NI") 52-109 (Certification of Disclosure in Issuer's Annual and Interim Filings), the Venture Issuer Basic Certification includes a 'Note to Reader' stating that no representation is made relating to the establishment and maintenance of disclosure controls and procedures and internal control over financing reporting, as defined in NI 52-109.

## **CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION**

### **New Accounting Standards, Amendments and Interpretations Not Yet Effective**

At the date of authorization of these consolidated financial statements, the IASB and IFRIC have issued the following new and revised standards, amendments and interpretations which are not yet effective during the nine months period ended 31 January 2017.

A number of new standards, amendments to standards and interpretations are not yet effective as of January 31, 2017 and have not been applied in preparing these financial statements. The Company is currently assessing the impact that these standards will have on the consolidated financial statements.

In May 2014, the IASB issued IFRS 15 "Revenue from Contracts with Customers," which replaces IAS 18 "Revenue," IAS 11 "Construction Contracts," and related interpretations. The standard is required to be adopted either retrospectively or using a modified transition approach for fiscal years beginning on or after January 1, 2017, with earlier adoption permitted. The new guidance is effective from January 1, 2017. The Company is currently evaluating the impact of the adopting this new standard and has not yet determined the effect on its financial statements.

In July 2014, the IASB completed the final elements of IFRS 9 "Financial Instruments." The Standard supersedes earlier versions of IFRS 9 and completes the IASB's project to replace IAS 39 "Financial Instruments: Recognition and Measurement." IFRS 9, as amended, includes a principle based approach for classification and measurement of financial assets, a single 'expected loss'

impairment model and a substantially reformed approach to hedge accounting. The Standard will come into effect for annual periods beginning on or after January 1, 2018, with earlier adoption permitted. The Company is currently evaluating the impact of the adopting this new standard and has not yet determined the effect on its financial statements.

In January 2016, the IASB issued IFRS 16 – Leases ("IFRS 16") which replaces IAS 17 – Leases and its associated interpretative guidance. IFRS 16 applies a control model to the identification of leases, distinguishing between a lease and a service contract on the basis of whether the customer controls the asset being leased. For those assets determined to meet the definition of a lease, IFRS 16 introduces significant changes to the accounting by lessees, introducing a single, on-balance sheet accounting model that is similar to current finance lease accounting, with limited exceptions for short-term leases or leases of low value assets. Lessor accounting remains similar to current accounting practice. The standard is effective for annual periods beginning on or after January 1, 2019, with early application permitted for entities that apply IFRS 15. The Company is currently evaluating the impact the final standard is expected to have on its consolidated financial statements.

## **FINANCIAL AND OTHER INSTRUMENTS**

### *Categories of financial instruments*

	<b>31 January 2017</b>	30 April 2016
	\$	\$
<b>FINANCIAL ASSETS</b>		
<b>FVTPL, at fair value</b>		
Cash and cash equivalents	<b>615,856</b>	321,493
Short-term investment	<b>40,470</b>	249,357
<b>Loans and receivables</b>		
Investment	<b>2,618,760</b>	2,925,416
Amounts receivable	<b>983</b>	70,406
<b>Total financial assets</b>	<b>3,276,069</b>	3,566,672
<b>FINANCIAL LIABILITIES</b>		
<b>Other liabilities, at amortized cost</b>		
Trade and other payables	<b>4,304</b>	94,700
<b>Total financial liabilities</b>	<b>4,304</b>	94,700

### *Fair Value*

The fair value of the Company's accounts receivable, and trade and other payables, approximate carrying value, which is the amount recorded on the consolidated statement of financial position. The fair value of the Company's investment, carried at amortized cannot be determined as there is no fixed terms of repayment. The Company's other financial instruments, cash and cash equivalents, and short-term investment, under the fair value hierarchy are based on level one quoted prices in active markets for identical assets or liabilities.

The following table provides an analysis of the Company’s financial instruments that are measured subsequent to initial recognition at fair value, grouped into Level 1 to 3 based on the degree to which the inputs used to determine the fair value are observable.

- Level 1 fair value measurements are those derived from quoted prices in active markets for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1, that are observable either directly or indirectly.
- Level 3 fair value measurements are those derived from valuation techniques that include inputs that are not based on observable market data. As at 31 January 2017, the Company does not have any Level 3 financial instruments.

<b>As at 31 January 2017</b>	<b>Level 1</b>	<b>Total</b>
	<b>\$</b>	<b>\$</b>
<b>Financial assets at fair value</b>		
Cash and cash equivalents	615,856	615,856
Short-term investments	40,470	40,470
<b>Total financial assets at fair value</b>	<b>656,326</b>	<b>656,326</b>

<b>As at 30 April 2016</b>	<b>Level 1</b>	<b>Total</b>
	<b>\$</b>	<b>\$</b>
<b>Financial assets at fair value</b>		
Cash and cash equivalents	321,493	321,493
Short-term investments	249,357	249,357
<b>Total financial assets at fair value</b>	<b>570,850</b>	<b>570,850</b>

There were no transfers between Level 1 and 2 during the nine months period ended 31 January 2017.

### ***Management of financial risks***

The financial risk arising from the Company’s operations are credit risk, liquidity risk, interest rate risk, currency risk and commodity price risk. These risks arise from the normal course of operations and all transactions undertaken are to support the Company’s ability to continue as a going concern. The risks associated with these financial instruments and the policies on how to mitigate these risks were set out in the “Risks and Uncertainties” section on page 9. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Unless otherwise noted, it is management’s opinion that the Company is not exposed to significant interest or commodity risk arising from these financial instruments.

## **PROPOSED TRANSACTIONS**

The Company had no proposed transactions.

## **DIRECTORS**

Certain directors of the Company are also directors, officers and/or shareholders of other companies that are similarly engaged in the business of acquiring, developing and exploring natural resource properties. Such associations may give rise to conflicts of interest from time to time. The directors of the Company are required to act in good faith with a view to the best interests of the Company and to disclose any interest they may have in any project opportunity of the Company. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his/her interest and abstain from voting in the matter(s). In determining whether or not the Company will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at the time.

## **OUTLOOK**

The Company's primary focus for the foreseeable future will be ongoing on the evaluation of possible projects related to acquire and development activities in oil and gas properties.

## **OTHER REQUIREMENTS**

Additional disclosure of the Company's material documents, information circular, material change reports, new release, and other information can be obtained on SEDAR at [www.sedar.com](http://www.sedar.com).

## **OTHER MATTERS**

On December 19, 2016, the Annual General and Special Meeting of Shareholders was held in the Company's Corporate Office; where after significant shareholder approval, the size of the Board of Directors of the Company, was reduced to 4 members.

On December 19, 2016, at the Annual General and Special Meeting held in the Company's Corporate Office, a brand new 10% rolling stock option plan, was adopted receiving a significant shareholder approval, Company is establishing the proper steps to put into practice.

### **Legal proceedings**

The Company is not aware of any legal proceedings.

### **Contingent liabilities**

At the date of report, management was unaware of any outstanding contingent liability relating to the Company's activities.

## **OFFICERS AND DIRECTORS OF THE COMPANY**

As at March 30, 2017, the officers and directors of the Company are:

Edgardo Angel Russo –President, CEO and Director

Hendrik Van Alphen – Director

Robert Kopple – Director

Clara Barthe – Corporate Secretary

## **APPROVAL**

The board of Directors of the Company has approved the disclosure contained in this Management Discussion and Analysis. A copy will be provided to anyone who requests it.

On Behalf of the Board of Directors,

*Edgardo Russo*

---

Edgardo Angel Russo  
President, CEO and Director  
March 30, 2017