

Management's Discussion and Analysis of

## SOUTHERN ENERGY CORP.

For the three and six months ended June 30, 2020 and 2019

(Canadian Dollars)

## Management's Discussion and Analysis

The following Management's Discussion and Analysis ("MD&A") of financial results is provided by the management of Southern Energy Corp. ("Southern" or the "Company") and should be read in conjunction with the Company's unaudited condensed consolidated interim financial statements for the three and six months ended June 30, 2020 and 2019 (the "Financial Statements"), which have been prepared in accordance with IAS 34 – *Interim Financial Reporting* of the International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board.

The Company's presentation and functional currency is the Canadian dollar. The functional currency of the Company's United States ("US") subsidiaries is the US dollar, and its results and balance sheet items are translated to Canadian dollars for the purposes of this MD&A and the Financial Statements, in accordance with the Company's foreign currency translation accounting policy.

This MD&A is dated August 27, 2020.

## Overview

Southern is a natural gas and light oil producer with assets in Mississippi and Alabama (the "Southeast Gulf States") characterized by a stable, low-decline production base, a significant low-risk drilling inventory and strategic access to the best commodity pricing in North America. Southern's mission is to build a socially responsible and environmentally conscious light oil and natural gas company in the Southeast Gulf States through the consolidation and development of prolific reservoirs outside of the expensive shale basins. In these areas, Southern has access to major pipelines, significant Company-owned infrastructure, year-round access to drill, and the ability to shift focus between natural gas or crude oil development as commodity prices fluctuate; all factors that contribute to mitigating corporate risk. Southern's goal is to continually grow shareholder value through strategic, accretive acquisitions and organic growth opportunities.

The Company's management team has a long and successful history of working together as a team and have created significant shareholder value through high-quality engineering and geoscience work. Southern's head office is located in Calgary, Alberta, Canada.

## Responding to COVID-19

The novel coronavirus ("COVID-19") outbreak was declared a pandemic by the World Health Organization on March 11, 2020. This has resulted in significant economic uncertainty and governments worldwide are enacting emergency measures to contain the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global financial markets have experienced significant volatility and weakness as a consequence of this economic uncertainty. While the extreme volatility in oil prices and the continued depressed natural gas pricing will negatively impact Southern's future cash flow, the full extent of the impact on the Company's future financial results is uncertain given the length and severity of these developments cannot be reliably estimated.

Southern continues to focus on maintaining the health, safety and security of employees, contractors, partners and residents within all of its operating areas and communities. In response to the COVID-19 pandemic, the Company quickly implemented response plans and procedures that would protect the health and well-being of all stakeholders. Southern continues to allow Calgary office employees the option to work from home. With Southern's IT infrastructure already in place prior to the pandemic, the transition for employees to work remotely from home was seamless, and the Company has not seen any productivity loss during this period. The Company has also implemented social distancing protocols throughout its field operations, including limiting the number of people that access the field office, strict cleaning procedures of all equipment handled by employees and contractors, and avoiding face to face sales and meetings with suppliers. Southern continues to monitor all COVID-19 updates from the Mississippi Secretary of State. As a result of the actions taken and the due diligence of the Company's staff in following prescribed social distancing measures, the Company is pleased to report that it has not had any lost time as a result of COVID-19.

### Operational Update

On June 12, 2020, Southern resumed production from its Mechanicsburg assets, which had been shut-in due to a third-party pipeline force majeure event since March 2020 (see March 26, 2020 press release for additional information). The assets are currently producing approximately 3,450 Mcfe/d (88% natural gas). The resumption of production from the Mechanicsburg assets materially improves Southern's sustainability as the volumes represent approximately 25% of current corporate production.

### SECOND QUARTER HIGHLIGHTS

- Southern generated \$0.8 million of Adjusted Funds Flow from Operations (see "*Reader Advisories – Non-IFRS Measures*") in Q2 2020, an 80% increase from the same period in 2019.
- Southern realized average production of 11,798 Mcfe/d (94% natural gas) during Q2 2020, a 18% increase from the same period in 2019.
- Production and operating costs were \$1.25/Mcfe in Q2 2020, a decrease of 27% from the same period in 2019.
- As at June 30, 2020, Southern had positive working capital (see "*Reader Advisories – Non-IFRS Measures*") of \$1.3 million excluding royalty payables and bank debt.
- Reduced general and administrative costs to \$767 thousand in Q2 2020, which was \$435 thousand (36%) lower compared to the same period in 2019.
- Southern's realized oil and natural gas prices for Q2 2020 averaged \$40.64/bbl and \$2.03/Mcf (Q2 2019 - \$83.92/bbl and \$3.42/Mcf), respectively, reflecting the benefit of pricing at US sales hubs, which currently trade at a premium to Canadian benchmark prices.

## Summary of Financial Information

<i>(000s, except \$ per share)</i>	Three months ended June 30,		Six months ended June 30,	
	2020	2019	2020	2019
Petroleum and natural gas sales	\$ 2,478	\$ 4,207	\$ 5,875	\$ 8,459
Net loss from continuing operations	(1,871)	(354)	(12,087)	(2,028)
Net loss per share from continuing operations				
Per share <sup>(1)</sup>	(0.01)	(0.00)	(0.05)	(0.01)
Total net loss	(1,871)	(308)	(12,087)	(2,005)
Total net loss per share				
Per share <sup>(1)</sup>	(0.01)	(0.00)	(0.05)	(0.01)
Adjusted funds flow from operations <sup>(2)</sup>	752	418	1,428	857
Per share <sup>(1)</sup>	0.00	0.00	0.01	0.00
Capital expenditures, excluding business combinations	(5)	21,637	41	22,159
Weighted average shares outstanding				
Basic	220,770	208,624	220,770	206,502
Fully diluted	220,770	208,624	220,770	206,502
<b>As at period end</b>				
Common shares outstanding				
Basic	220,770	223,770	220,770	223,770
Fully diluted	220,770	223,770	220,770	223,770
Total assets	39,351	60,669	39,351	60,669
Non-current liabilities	12,621	12,667	12,621	12,667
Net debt <sup>(2)</sup>	\$ 31,659	\$ 31,491	\$ 31,659	\$ 31,491

Notes:

- (1) Basic and fully diluted weighted average shares outstanding.
- (2) See "Reader Advisories – Non-IFRS Measures".

## Discontinued Operations

On May 2, 2019, Southern disposed of all of its Canadian oil and natural gas assets for \$0.5 million (the "Disposition"). As a result of the Disposition, the Canadian assets are presented as discontinued operations for the three and six months ended June 30, 2019, unless otherwise noted. Throughout this MD&A, references to discontinued operations will include Nil values for Q2 2020 and six months ended June 30, 2020, as the Disposition was completed on May 2, 2019.

## Asset Acquisition

In 2019, Southern further solidified our strategy of becoming a pure US Southeast Gulf States player by successfully closing a strategic acquisition ("Acquisition") in our existing core area. The Acquisition, which was completed on June 14, 2019, consisted of high netback, low decline, operated natural gas assets in the State of Mississippi.

### Production Summary

	Three months ended June 30,		Six months ended June 30,	
	2020	2019	2020	2019
<b>Daily production from continuing operations</b>				
Oil (bbl/d)	116	179	130	171
NGLs (bbl/d)	8	38	15	41
Natural gas (Mcf/d)	11,054	8,687	11,420	8,404
<b>Production from continuing operations (Mcf/d)</b>	<b>11,798</b>	<b>9,989</b>	<b>12,290</b>	<b>9,676</b>
<b>Production from discontinued operations (Mcf/d)</b>	<b>-</b>	<b>108</b>	<b>-</b>	<b>192</b>
<b>Total production (Mcf/d)</b>	<b>11,798</b>	<b>10,097</b>	<b>12,290</b>	<b>9,868</b>
<b>Percentage of natural gas</b>	<b>94%</b>	<b>87%</b>	<b>93%</b>	<b>87%</b>

Production from continuing operations averaged 11,798 Mcfe/d in Q2 2020 and 12,290 Mcfe/d for the first six months of 2020, an increase of 18% and 27%, respectively, from the same period in 2019, primarily from additional volumes from the Acquisition partially offset by downtime at the Mechanicsburg field and natural declines. For more information on the Mechanicsburg assets, see "*Operational Update*".

### Petroleum and Natural Gas Revenues and Pricing Summary

	Three months ended June 30,		Six months ended June 30,	
	2020	2019	2020	2019
<i>(000s)</i>				
Oil	\$ 429	\$ 1,367	\$ 1,214	\$ 2,472
NGLs	7	137	67	283
Natural gas	2,042	2,703	4,594	5,704
<b>Revenue from continuing operations</b>	<b>2,478</b>	<b>4,207</b>	<b>5,875</b>	<b>8,459</b>
<b>Revenue from discontinued operations</b>	<b>-</b>	<b>115</b>	<b>-</b>	<b>334</b>
<b>Total revenue</b>	<b>\$ 2,478</b>	<b>\$ 4,322</b>	<b>\$ 5,875</b>	<b>\$ 8,793</b>

In Q4 2019, Southern adjusted how transportation expenses were being recorded as the majority of the petroleum and natural gas production was, and continues to be, sold at the wellhead. This adjustment resulted in lower transportation expenses offset by lower petroleum and natural gas revenues and higher royalty expenses. The adjustments had no impact to the Operating Netback or Adjusted Cash Flow from Operations (see "*Reader Advisories – Non-IFRS Measures*"). Prior quarters have been restated for comparison purposes.

# Southern Energy Corp

Management's Discussion and Analysis

For the three and six months ended June 30, 2020 and 2019



## Realized commodity prices for continuing operations

	Three months ended June 30,		Six months ended June 30,	
	2020	2019	2020	2019
Oil (\$/bbl)	\$ 40.64	\$ 83.92	\$ 51.31	\$ 79.87
NGLs (\$/bbl)	9.62	39.62	24.54	38.14
Natural gas (\$/Mcf)	2.03	3.42	2.21	3.75
<b>Combined (\$/Mcf)</b>	<b>\$ 2.31</b>	<b>\$ 4.63</b>	<b>\$ 2.63</b>	<b>\$ 4.83</b>
<b>Benchmark prices</b>				
Crude oil – LLS (\$/bbl)	\$ 39.81	\$ 89.62	\$ 52.53	\$ 86.10
Crude oil – LLS (US\$/bbl)	29.01	67.01	39.04	64.54
Crude oil – WTI (\$/bbl)	38.14	79.92	49.84	76.47
Crude oil – WTI (US\$/bbl)	27.84	59.79	37.06	57.32
Natural gas – HH (\$/MMBtu)	2.43	3.35	2.47	3.58
Natural gas – HH (US\$/MMBtu)	1.75	2.51	1.81	2.69
Exchange rate (\$/US\$)	\$ 1.39	\$ 1.34	\$ 1.36	\$ 1.33

Southern sells the majority of its oil and natural gas at the wellhead. Southern receives Louisiana Light Sweet ("LLS") pricing (less adjustments for proximity and quality) for its oil, and Henry Hub ("HH") pricing (less minor proximity adjustments) for its natural gas.

In Q2 2020 Southern realized an oil price of \$40.64/bbl which was a decrease of 52% from the same period in 2019. For the first half of 2020, Southern's realized oil price decreased 36% compared to the same period in 2019. Oil prices continued to be under significant pressure during Q2 2020 due to the uncertainty around COVID-19. Government lockdowns to curb the spread of the virus have led to significant oil demand destruction throughout the first half of 2020. This has resulted in LLS differentials to West Texas Intermediate ("WTI") tightening dramatically. The LLS premium to WTI in Q2 2020 averaged US\$1.17/bbl compared to US\$7.22/bbl in Q2 2019. Towards the end of Q2 2020, oil prices have begun to stabilize due to rapidly dropping drilling rig counts, supply curtailments from OPEC and non-OPEC countries, and increased oil demand as economies begin some easing of mandated lockdowns. The June WTI oil price was US\$38.31/bbl compared to the year to date low of US\$17.08/bbl (April).

Southern realized a price of \$2.03/Mcf in Q2 2020, a 41% decrease from Q2 2019. During the first half of 2020, Southern realized a price of \$2.21/Mcf, a 41% decrease from the same period in 2019. HH pricing has been challenged in 2020, primarily due to strong supply growth from the associated natural gas in the Permian combined with weaker global LNG demand. However, this has changed dramatically due to the demand destruction of oil caused by COVID-19 and the large reduction in rig counts resulting from lower oil prices. Southern believes the decrease in new wells being drilled should be beneficial to natural gas prices over the medium to long term. This has been evident as the calendar 2021 strip pricing for HH is currently trading at an average of US\$2.90/MMBtu.

## Royalties

	Three months ended June 30,		Six months ended June 30,	
	2020	2019	2020	2019
<i>(000s)</i>				
Oil	\$ 90	\$ 295	\$ 251	\$ 538
NGLs	1	30	12	64
Natural gas	431	524	950	1,108
<b>Royalties from continuing operations</b>	<b>522</b>	<b>849</b>	<b>1,213</b>	<b>1,710</b>
<b>Royalties from discontinued operations</b>	<b>-</b>	<b>25</b>	<b>-</b>	<b>54</b>
<b>Total royalties</b>	<b>\$ 522</b>	<b>\$ 874</b>	<b>\$ 1,213</b>	<b>\$ 1,764</b>
<b>Royalties as a % of revenue</b>	<b>21.1%</b>	<b>20.2%</b>	<b>20.6%</b>	<b>20.2%</b>

Royalties from continuing operations were \$522 thousand in Q2 2020 and \$1.2 million for the first half of 2020, a decrease of 39% and 29%, respectively, from the same period in 2019. The decrease is primarily due to lower LLS and HH prices. Royalties as a percentage of revenue were slightly higher in Q2 2020 as the Mechanicsburg assets, which have lower royalty rates compared to Southern's other assets, were shut-in for the majority of the quarter (see "Operational Update", above). Southern expects royalties as a percentage of revenue to revert back to the typical corporate rate of 20% for the remainder of 2020, as the Mechanicsburg assets are now back online.

## Production, Operating and Transportation Expenses

	Three months ended June 30,		Six months ended June 30,	
	2020	2019	2020	2019
<i>(000s)</i>				
Operating expenses	\$ 1,196	\$ 1,297	\$ 2,648	\$ 2,653
Production taxes	151	252	354	508
Transportation expense	23	81	65	170
<b>Total from continuing operations</b>	<b>1,370</b>	<b>1,630</b>	<b>3,067</b>	<b>3,331</b>
<b>Total from discontinued operations</b>	<b>-</b>	<b>(6)</b>	<b>-</b>	<b>61</b>
<b>Total production, operating and transportation</b>	<b>\$ 1,370</b>	<b>\$ 1,624</b>	<b>\$ 3,067</b>	<b>\$ 3,392</b>

Field expenses from continuing operations were \$1,370 thousand (\$1.27/Mcfe) in Q2 2020, which were 16% lower or a decrease of \$0.52/Mcfe compared to the same period in 2019. For the first half of 2020, field expenses from continuing operations were \$3.1 million (\$1.37/Mcfe), which were 8% lower or a decrease of \$0.53/Mcfe compared to the same period in 2019. Southern continuously analyzes opportunities to reduce operating costs by streamlining business processes and optimizing field equipment and well setups. Through lower negotiated transportation fees (\$0.27/Mcf) as well as operational and employee synergies in combination with the Acquisition, Southern has demonstrated its ability to drive down field costs in order to insulate the Company from the current depressed commodity price environment.

In April 2020, Southern applied for and received US\$112 thousand from the Paycheck Protection Program ("PPP"), which was part of the Coronavirus Aid, Relief, and Economic Security Act ("CARES Act") that was

# Southern Energy Corp

Management's Discussion and Analysis

For the three and six months ended June 30, 2020 and 2019



signed into law on March 26, 2020. The CARES Act was a \$2.2 trillion economic stimulus bill in response to the economic fallout of the COVID-19 pandemic in the United States. The PPP was specifically aimed towards small businesses to provide resources to maintain staffing and payroll levels through the initial period of the pandemic. The PPP was designed as a low interest rate loan for approximately 2.5 months of payroll expenses, with the ability to be forgiven, interest and tax free, if certain criteria are met. Southern intends to apply for forgiveness for the full amount of the loan received.

Q2 2020 production taxes of \$151 thousand (6.0% as a percentage of revenue) and \$354 thousand for the six months ended June 30, 2020, were related to a 6% severance tax charged by the State of Mississippi on all oil and natural gas production. Horizontal wells that are drilled receive a severance tax relief at a rate of 1.3% for: (a) a period not to exceed thirty months from the date of the first sale of production from the wells; or (b) until the well reaches payout status, whichever occurs first. Payout is deemed to have occurred on the first day of the next month after gross revenues, less royalties and severance taxes, equal the cost to drill and complete the well.

Transportation expenses of \$23 thousand (\$0.02/Mcfe) and \$65 thousand (\$0.03/Mcfe) for Q2 2020 and the first half of 2020, respectively, are related to pipeline fees at Mechanicsburg for the transportation of Southern's natural gas volumes to the sales meter (approximately \$0.25/Mcf). Q2 2020 was 72% lower and the six months ended June 30, 2020 was 62% lower than the comparable periods in 2019, due to the Mechanicsburg field being down for the majority of Q2 2020 (see "Operational Update", above).

## Operating Netback

	Three months ended June 30,		Six months ended June 30,	
	2020	2019	2020	2019
<i>(\$/Mcfe)</i>				
Petroleum and natural gas revenue	\$ 2.31	\$ 4.63	\$ 2.63	\$ 4.83
Royalties	(0.49)	(0.93)	(0.54)	(0.98)
Production and operating	(1.25)	(1.70)	(1.34)	(1.80)
Transportation costs	(0.02)	(0.09)	(0.03)	(0.10)
Realized gain on derivatives	0.87	0.08	0.68	(0.04)
<b>Operating netback per Mcfe <sup>(1)</sup></b>	<b>\$ 1.42</b>	<b>\$ 1.99</b>	<b>\$ 1.40</b>	<b>\$ 1.91</b>
<b>Operating netback % of revenue <sup>(1)</sup></b>	<b>61%</b>	<b>43%</b>	<b>53%</b>	<b>40%</b>

Notes:

(1) See "Reader Advisories – Non-IFRS Measures".

Southern's operating netback was \$1.42/Mcfe in Q2 2020 and \$1.40/Mcfe for the first half of 2020, a decrease of 29% and 27%, respectively, compared to the same period in 2019. This decrease was driven primarily from lower commodity prices, partially offset by lower operating costs from the Acquisition assets and a gain on derivatives. Southern recorded a realized gain on derivatives of \$0.9 million and \$1.5 million in Q2 2020 and the first half of 2020, respectively, demonstrating Southern's ability, through its strong hedge position, to maintain positive cashflow through the current volatile commodity price environment.

As WTI prices continue to strengthen from the April 2020 lows, Southern has brought back online most of the minor shut in oil producing properties, which produce approximately 20 bbl/d. In May 2020, Southern chose to utilize well site storage tanks, where possible, rather than selling into the depressed prices. These



stored oil volumes were primarily sold in June and July at higher realized prices. Southern will continue to monitor oil prices and storage options to take advantage of opportunities to maximize operating netbacks.

### General & Administrative and Transaction Costs

	Three months ended June 30,		Six months ended June 30,	
	2020	2019	2020	2019
<i>(000s)</i>				
General and administrative	\$ 767	\$ 1,202	\$ 1,685	\$ 2,164
Transaction costs	-	223	-	388
<b>Total from continuing operations</b>	<b>767</b>	<b>1,425</b>	<b>1,685</b>	<b>2,552</b>
<b>Total from discontinued operations</b>	<b>-</b>	<b>50</b>	<b>-</b>	<b>150</b>
<b>Total</b>	<b>\$ 767</b>	<b>\$ 1,475</b>	<b>\$ 1,685</b>	<b>\$ 2,702</b>

General and administrative costs were \$767 thousand in Q2 2020 and \$1.7 million for the first half of 2020, a decrease of 36% and 22%, respectively, from the same period in 2019. The decrease is primarily attributable to lower payroll, consulting and financial advisor fees as well as subsidy funds received from the Government of Canada in 2020. Southern is focused on reducing corporate spending in order to protect the financial position of the Company.

The Government of Canada passed the Canada Emergency Wage Subsidy ("CEWS") as part of its COVID-19 Economic Response Plan. The program is effective from March 15, 2020 to December 2020 and provides a wage subsidy, based on certain criteria, to eligible businesses. For the six months ended June 30, 2020, Southern recorded a subsidy of \$132 thousand from the CEWS program.

As previously disclosed in the March 26, 2020 press release, Southern has implemented cost saving measures by reducing corporate salaries by 20% and eliminating all non-essential business expenditures.

All transaction costs in Q2 2019 and the first half of 2019 are related to the December 19, 2018 acquisition of Gulf Pine Energy Partners, LP ("Gulf Pine").

### Financing Expense

	Three months ended June 30,		Six months ended June 30,	
	2020	2019	2020	2019
<i>(000s)</i>				
Bank Interest	\$ 201	\$ 177	\$ 445	\$ 408
Convertible debenture interest	160	30	322	30
Lease interest	10	15	21	32
Accretion	117	30	227	35
<b>Total from continuing operations</b>	<b>488</b>	<b>252</b>	<b>1,015</b>	<b>505</b>
<b>Total from discontinued operations</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>6</b>
<b>Total finance expense</b>	<b>\$ 488</b>	<b>\$ 252</b>	<b>\$ 1,015</b>	<b>\$ 511</b>

Finance expenses from continuing operations increased 94% and 101% in Q2 and the first half of 2020, respectively, compared to the same periods in 2019. The increase was primarily a result of the interest on the Debentures that were issued on June 14, 2019 to fund the Acquisition. For more information on the

Debentures, see "*Liquidity and Capital Resources – Debenture Financing*" below. Bank interest was \$24 thousand and \$37 thousand higher in Q2 2020 and the first half of 2020, respectively, compared to the same periods in 2019, due to a higher debt balance, partially offset by lower interest rates. The effective interest rate, excluding commitment and other fees, was 4.6% for the six months ended June 30, 2020 compared to 5.5% for the same period in 2019.

### Share-based Compensation

Southern recorded share-based compensation of \$92 thousand and \$191 thousand in Q2 2020 and the first half of 2020, respectively, compared to \$12 thousand in the same periods in 2019, relating to the stock option issuance on June 20, 2019. For more information, see "*Shareholders' Equity – Stock Option Plan*".

### Depletion, Depreciation and Amortization

	Three months ended June 30,		Six months ended June 30,	
	2020	2019	2020	2019
<i>(000s)</i>				
Depletion	\$ 1,033	\$ 1,067	\$ 2,262	\$ 2,003
Depreciation	96	96	192	192
<b>Total from continuing operations</b>	<b>1,129</b>	<b>1,163</b>	<b>2,454</b>	<b>2,195</b>
<b>Total from discontinued operations</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>39</b>
<b>Total depletion, depreciation and amortization</b>	<b>\$ 1,129</b>	<b>\$ 1,163</b>	<b>\$ 2,454</b>	<b>\$ 2,234</b>

Depletion expense from continuing operations was \$1.0 million (\$0.96/Mcfe) in Q2 2020, a decrease of 3% on a dollar basis and 14% on a per Mcfe basis, compared to Q2 2019 (\$1.11/Mcfe). Depletion expense from continuing operations was \$2.3 million (\$1.01/Mcfe) for the first half of 2020, an increase of 13% on a dollar basis and a decrease of 11% on a per Mcfe basis, compared to the same period in 2019 (\$1.14/Mcfe). The main factors impacting depletion were the increased volumes from the Acquisition, offset by the non-cash impairment charges recorded in both the first quarter of 2020 and the fourth quarter of 2019.

Depreciation expense is related to the Right-of-Use assets associated with the office space lease.

### Impairment

At June 30, 2020, Southern did not identify any indicators of impairment or impairment reversal for any of its cash generating units ("CGUs").

At March 31, 2020, Southern viewed the significant decrease in oil prices in March 2020 and Southern's market capitalization below the net assets of the Company as indications of impairment. Southern estimated the recoverable amount of all CGUs at March 31, 2020. Southern determined that the carrying value of the Central Mississippi ("CMS") and the Smackover ("SO") CGUs exceeded their recoverable amounts. A non-cash impairment charge of \$10.4 million was recorded in the condensed consolidated interim statements of loss and comprehensive loss.

The Company estimated the recoverable amounts as fair value less costs of disposal, using the net present value of the cash flows from proved developed producing oil and gas reserves of each CGU, and a 10% discount rate. The proved developed producing oil and gas reserves were based on reserves estimated by Southern's independent reserves evaluator at December 31, 2019, and revised price estimates at March 31, 2020.

From January 1, 2020 to March 31, 2020, independent reserve engineer price estimates for 2020 have decrease 50% and 19% and decreased 23% and 9% on average over the next 10-year outlook for oil and natural gas respectively.

Changes in any of the key judgements, such as a revision in reserves, changes in forecast commodity prices, foreign exchange rates, capital or operating costs would impact the estimated recoverable amount. As at March 31, 2020, a 1% increase in the assumed discount rate would reduce the estimated recoverable amounts of the impaired CGUs by \$0.8 million while a 5% decrease in commodity price forecasts would reduce the estimated recoverable amounts by \$2.2 million.

### Capital Expenditures, Property Acquisitions and Dispositions

The following table summarizes capital spending, excluding non-cash items:

	Three months ended June 30,		Six months ended June 30,	
	2020	2019	2020	2019
<i>(000s)</i>				
Acquisitions	\$ -	\$ 20,875	\$ -	\$ 20,875
Drilling and completions	-	148	-	413
Geological and geophysical	-	80	-	153
Facilities, equipment and pipelines	(5)	530	41	714
Other	-	4	-	4
<b>Total Capital Expenditures</b>	<b>(5)</b>	<b>21,637</b>	<b>41</b>	<b>22,159</b>
<b>Net dispositions</b>	<b>(338)</b>	<b>(504)</b>	<b>(338)</b>	<b>(504)</b>
<b>Total Capital</b>	<b>\$ (343)</b>	<b>\$ 21,133</b>	<b>\$ (297)</b>	<b>\$ 21,655</b>

Capital expenditures of \$41 thousand for the six months ended June 30, 2020 were related to maintenance capital in the field on existing operations. Southern has a minimal capital program of \$0.3 million for the remainder 2020, consisting entirely of maintenance capital to support the low corporate average decline rate of approximately 12%.

On May 28, 2020, Southern disposed of a non-core Canadian royalty asset, with a carrying value of \$nil, for net proceeds of \$338 thousand.

### Shareholders' Equity

#### *Share Capital*

The authorized share capital of the Company consists of an unlimited number of voting common shares ("Common Shares") and an unlimited number of preferred shares.

The following table reflects the Company's outstanding Common Shares at June 30, 2020 and December 31, 2019:

	<b>Number of Shares</b>	<b>Share Capital</b>
<b>Balance as at December 31, 2019</b>	220,770,279	\$ 35,441
<b>Balance as at June 30, 2020</b>	<b>220,770,279</b>	<b>\$ 35,441</b>

On January 23, 2020, 3,000,000 of the Common Shares subscribed for in the Company's December 2018 private placement were redeemed by the Company. At December 31, 2019, Southern had reflected the redemption within shareholder's equity.

#### *Warrants*

As at June 30, 2020, 19,306,667 Recap Warrants (as defined in the Financial Statements) had vested as the Market Price (as defined in the Financial Statements) had exceeded \$0.15. See Note 6 of the Financial Statements for further information.

#### *Stock Option Plan*

The following table reflects the Company's outstanding options to purchase Common Shares at June 30, 2020 and December 31, 2019:

	<b>Number of stock options</b>	<b>Weighted average exercise price</b>
Balance at December 31, 2019	19,400,000	\$ 0.10
<b>Balance at June 30, 2020</b>	<b>19,400,000</b>	<b>\$ 0.10</b>

  

	<b>Outstanding and Exercisable</b>	
<b>Exercise price</b>	<b>Number of stock options</b>	<b>Weighted average remaining life (years)</b>
\$ 0.10	19,400,000	4.0
<b>\$ 0.10</b>	<b>19,400,000</b>	<b>4.0</b>

#### **Liquidity, Capital Resources and Going Concern**

Due to the current low commodity price environment and COVID-19 pandemic, Southern continues to review all options to improve the financial strength of the Company. As previously disclosed, the Company implemented and continues cost saving measures by reducing corporate salaries by 20%, field salaries by 10%, and eliminating all non-essential business expenditures. In addition to the cost saving measures noted, Southern will further manage liquidity by evaluating additional opportunities to reduce both operating and capital field expenditures, unwinding of in the money derivative contracts, sale of non-core oil and gas assets and looking for alternative sources of financing. The Company will manage borrowings in relation to credit capacity and the ability to generate future operating cash flows to service such debt. To date, Southern has displayed the ability to generate free cash flow even in a low commodity price environment and continues to service the Company's Senior Secured Credit Facility (the "Credit Facility").

# Southern Energy Corp

## Management's Discussion and Analysis

For the three and six months ended June 30, 2020 and 2019



On July 20, 2020, as part of a bank redetermination, Southern entered into an Amended and Restated Credit Facility Agreement (the "Amended Credit Agreement") in respect of the Credit Facility. Details of the Amended Credit Agreement include:

- Borrowing base limit set to US\$13.9 million; comprised of a US\$8.5 million conforming borrowing base facility (the "Conforming Facility") and a US\$5.4 million non-conforming borrowing base facility (the "Non-Conforming Facility").
- Non-Conforming Facility has a coupon 50 basis points above Conforming Facility rates.
- Beginning July 26, 2020, and continuing every month, the Non-Conforming Facility will be reduced by the greater of US\$100 thousand or Bank EBITDAX (as defined in "Credit Facility", below) less maintenance capital expenditures.
- Upon execution of the Amended Credit Agreement, Southern made a principal payment of US\$100 thousand.
- The Non-Conforming Facility has a maturity date of September 1, 2020, being the next redetermination date, and the Conforming Facility has a maturity date of February 1, 2021.
- Amendments to the Credit Facility financial covenants, which are summarized below:

<b>Financial covenant</b>	<b>Jun 30, 2020</b>	<b>Sep 30, 2020</b>	<b>Dec 31, 2020</b>	<b>Mar 31, 2021</b>
Leverage ratio (Debt / Bank EBITDAX)	4.60	4.00	3.75	3.50
Interest coverage ratio (Bank EBITDAX / Cash Interest)	2.75	2.75	2.75	2.75
Current ratio (Current Assets / Current Liabilities)	0.95	1.00	1.00	1.00

As at June 30, 2020, excluding the current portion of the bank debt, lease obligations and the current derivative assets and liabilities, Southern had a working capital deficiency (see "Reader Advisories – Non-IFRS Measures") of \$4.5 million. The working capital deficiency is primarily a result of \$5.8 million (US\$4.2 million) of non-interest bearing royalty payables related to unresolved title or ownership issues not expected to be settled within the operating cycle unless claimants demand repayment and provide proof of ownership. Excluding the royalty payables, Southern would have positive working capital of \$1.3 million. These amounts are accumulated from the inception of oil and gas operations and will be resolved in accordance with industry standards over time. The royalty suspense account is made up of balances from approximately 5,000 royalty holders with over 96% of the balances being greater than 120 days, 43% of the balance being greater than 10 years. The royalty holders have deficiencies with their accounts that precludes Southern from making payments.

Southern's net debt (see "Reader Advisories – Non-IFRS Measures") was \$31.7 million at June 30, 2020. This compares to a net debt balance of \$31.3 million at December 31, 2019. The increase is primarily due to the weakening of the Canadian dollar against the US dollar as Southern's bank debt is denominated in US dollars and translated to Canadian dollars based on Southern's foreign exchange accounting policies. Southern was able to maintain an average outstanding debt balance of US\$14.0 million during the first six months of 2020 even with the current challenging economic climate, due to the COVID-19 pandemic and volatile commodity prices. Southern continues to focus on capital preservation and utilizing excess adjusted funds flows from operations (see "Reader Advisories – Non-IFRS Measures") to paydown the bank debt.

# Southern Energy Corp

## Management's Discussion and Analysis

For the three and six months ended June 30, 2020 and 2019



Southern was able to fund the minimal capital expenditures of \$41 thousand for the first six months of 2020 through excess adjusted funds flows from operations (see "*Reader Advisories – Non-IFRS Measures*"). While it is too early to know the full extent of the impacts the COVID-19 pandemic may have, Southern has taken a cautious approach to future expenditures in order to ensure capital preservation. Southern has a minor capital program of \$0.3 million planned for the remainder of 2020, directed towards maintenance capital to sustain current production. This capital program will be funded through excess adjusted funds flows from operations (see "*Reader Advisories – Non-IFRS Measures*").

To manage risk through volatile commodity prices, Southern has fixed price hedges on production of 6,000 Mcf/d of natural gas at an average price of US\$2.55/Mcf through December 31, 2020. These hedge volumes equate to approximately 50% of its current production. On April 27, 2020, Southern entered into a buy-back swap for 75 Bbl/d of oil production. By entering into this transaction, in combination with the existing two oil swaps, Southern will realize proceeds of US\$68 thousand per month for the remainder of 2020. Southern has also hedged approximately 45% of its budgeted 2021 natural gas production at an average price of US\$2.45/Mcf through December 2021. See "*Risk Management – Commodity Derivative Contracts*" below for specific details on Southern's hedge positions.

### *Credit Facility*

Southern Energy Corp. (Delaware), one of the wholly-owned subsidiaries of Southern, holds the Credit Facility. The Credit Facility is secured against the oil and gas properties of Southern. On July 20, 2020, as part of a bank redetermination, Southern entered into the Amended Credit Agreement in order to amend certain terms of the Credit Facility. See the above discussion under "*Liquidity, Capital Resources and Going Concern*", for further details. With the execution of the Amended Credit Agreement, the maturity date for the Conforming Facility remains as February 1, 2021 and the maturity date for the Non-Conforming Facility is September 1, 2020. As these maturity dates are less than twelve months from June 30, 2020, the outstanding bank debt has been classified under current liabilities. The next redetermination is scheduled for September 1, 2020.

Interest on borrowings under the Credit Facility is determined by reference to the London Interbank Offered Rate ("LIBOR") plus a margin that ranges from 2.5% to 3.5%. Southern pays a commitment fee of 0.5% on the undrawn borrowing base. As part of the Amended Credit Agreement, the interest reference rate of LIBOR will be replaced with the Eurodollar Rate. During the six months ended June 30, 2020, the effective interest rate, excluding commitment and other fees, was 4.6%.

The financial covenants of the Credit Facility, calculated quarterly, include covenants which relate to a maximum leverage ratio (Debt / Bank EBITDAX), minimum interest coverage ratio (Bank EBITDAX / Cash Interest) and minimum current ratio (Current Assets / Current Liabilities).

Below are the financial covenant calculations based on the Amended Credit Agreement for June 30, 2020:

Financial covenant	Limit	As at	As at
		Jun 30, 2020	Dec 31, 2019
Leverage ratio (Debt / Bank EBITDAX)	Maximum 4.60	4.56	3.32
Interest coverage ratio (Bank EBITDAX / Cash Interest)	Minimum 2.75	3.03	4.86
Current ratio (Current Assets / Current Liabilities)	Minimum 0.95	1.36	1.44

The financial covenants include financial measures defined within the Amended Credit Agreement that are not defined under IFRS. These financial measures are defined by the Amended Credit Agreement as follows:

- Debt includes only the Credit Facility drawings at the period end.
- Bank EBITDAX is defined as Earnings before Interest, Taxes, Depreciation, Depletion, Amortization, Exploration Expenses and other non-cash charges such as, Impairment, Unrealized (gain) / loss on derivatives, Stock-based compensation and Foreign exchange (gain) / loss.
- Current Assets is calculated by taking the total current assets from the consolidated statement of financial position less the current derivative asset and adding the unused portion of the available Credit Facility.
- Current Liabilities is calculated by taking the total current liabilities from the consolidated statement of financial position less the current derivative liability, the current portion of the lease liability, royalties payable balances greater than one year and the current bank debt.

Subsequent to the debt repayment upon the execution of the Amended Credit Agreement on July 20, 2020, Southern made an additional US\$200 thousand debt repayment on August 5, 2020. As a result, Southern currently has an outstanding bank debt balance of US\$13.7 million (\$18.7 million).

#### *Debenture Financing*

On June 14, 2019, Southern closed the sale of 8,069 convertible debentures (the "Debentures") at a price of \$1,000 per Debenture and received net proceeds of \$7.3 million (the "Debenture Financing"), which was used to finance the Acquisition.

#### **Contractual Obligations and Commitments**

The Company is, or will be, obligated to pay various costs associated with operations incurred in the normal course of business. All such contractual obligations reflect market conditions prevailing at the time of contract and none are with related parties. The Company believes it has adequate sources of capital to fund all contractual obligations as they come due. The following table lists the Company's obligations with a fixed term as at June 30, 2020:

	Total	2020	2021	2022	Thereafter
Bank debt <sup>(1)</sup>	\$ 19,079	\$ 7,359	\$ 11,720	\$ -	\$ -
Convertible debentures <sup>(2)</sup>	8,069	-	-	8,069	-
Lease obligations <sup>(3)</sup>	599	216	383	-	-
<b>Total</b>	<b>\$ 27,747</b>	<b>\$ 7,575</b>	<b>\$ 12,103</b>	<b>\$ 8,069</b>	<b>\$ -</b>

Notes:

- (1) Non-Conforming Facility has a maturity date of September 1, 2020; Conforming Credit Facility has a maturity date of February 1, 2021.
- (2) Convertible debentures have a maturity date of June 30, 2022.
- (3) The lease obligations relate to the Canadian office lease that is accounted for under IFRS 16.

### Off-balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition, including, without limitation, the Company's liquidity and capital resources.

### Risk Management

The business risks the Company is exposed to are those inherent in the oil and gas industry as well as those governed by the individual nature of Southern's operations. These risks include but are not limited to:

- volatility of commodity prices;
- global pandemics such as COVID-19;
- reservoir quality and uncertainty of reserves estimates;
- geological and engineering risks;
- operating hazards and other difficulties inherent in the exploration for and production of oil and gas;
- timing and success of integrating the business and operations of acquired companies and assets;
- the uncertainty of discovering commercial quantities of new reserves;
- interest rate and foreign exchange risks;
- competition;
- credit risk related to non-payment for sales contracts or non-performance by counterparties to contracts, including derivative financial instruments and physical sales contracts;
- environmental impact risk;
- future legislative and regulatory changes;
- changing royalty regimes;
- business interruptions due to unexpected events;
- the ability to raise required capital on acceptable terms;
- access to markets; and
- risk of interruption or failure of information technology systems and data.

All of these risks influence the controls and management at the Company.

Southern manages these risks by:

- attracting and retaining a team of highly-qualified and motivated professionals who have a vested interest in the success of the Company;
- operating properties in order to maximize opportunities;
- employing risk management instruments to minimize exposure to volatility of commodity prices;
- maintaining a comprehensive property loss and business interruption insurance program to reduce risk;
- implementing cyber security protocols and procedures to reduce the risk of a significant breach of the Company's information technology systems and related data; and
- maintaining strict environmental, safety and health practices.



For additional details on the risks relating to Southern's business, see "Risk Factors" in the Company's most recent Annual Information Form for the year ended December 31, 2019 (the "AIF"), which is available on SEDAR at [www.sedar.com](http://www.sedar.com).

### Commodity Derivative Contracts

Southern utilizes oil and natural gas derivative contracts to mitigate its exposure to commodity price risk associated with future oil and natural gas production. Typical derivative contracts could consist of options, in the form of price floors, collars or three-way collars and fixed-price swaps. The derivative financial instruments are recorded on the Consolidated Statement of Financial Position as either an asset or a liability measured at fair value. Southern does not apply hedge accounting to its commodity derivative contracts; accordingly, changes in the fair value of these instruments are recognized in the Consolidated Statement of Loss and Comprehensive Loss in the period of change.

Southern had the following commodity derivative contracts in place as at June 30, 2020:

Natural Gas	Volume	Pricing (US\$)
<i>Fixed Price Swap</i>		
July 1, 2020 – December 31, 2020	1,000 MMBtu/d	NYMEX – HH \$2.600/MMBtu
July 1, 2020 – December 31, 2020	1,500 MMBtu/d	NYMEX – HH \$2.748/MMBtu
July 1, 2020 – December 31, 2020	2,000 MMBtu/d	NYMEX – HH \$2.575/MMBtu
July 1, 2020 – December 31, 2020	1,500 MMBtu/d	NYMEX – HH \$2.253/MMBtu
January 1, 2021 – December 31, 2021	1,500 MMBtu/d	NYMEX – HH \$2.575/MMBtu
January 1, 2021 – December 31, 2021	3,600 MMBtu/d	NYMEX – HH \$2.402/MMBtu
Crude Oil	Volume	Pricing (US\$)
<i>Fixed Price Swap</i>		
July 1, 2020 – December 31, 2020	50 bbl/d	WTI \$55.25/bbl
July 1, 2020 – December 31, 2020	25 bbl/d	WTI \$56.45/bbl

On April 27, 2020, Southern entered into a buy-back swap for 75 Bbl/d of oil production. By entering into this transaction, in combination with the existing two oil swaps, Southern will realize proceeds of US\$68 thousand per month for the remainder of 2020.

### Eight Quarter Analysis

(000s)	Jun 30	Mar 31	Dec 31	Sep 30	Jun 30	Mar 31	Dec 31	Sep 30
Three months ended	2020	2020	2019	2019	2019	2019	2018	2018
Revenue	\$ 2,478	\$ 3,397	\$ 5,525	\$ 5,145	\$ 4,207	\$ 4,252	\$ 806	\$ -
Net loss from continuing operations	(1,871)	(10,216)	(7,787)	(1,081)	(354)	(1,674)	(2,160)	-
Per share, basic and diluted	(0.01)	(0.05)	(0.03)	(0.00)	(0.00)	(0.01)	(0.05)	-
Total net loss	(1,871)	(10,216)	(7,787)	(1,081)	(308)	(1,697)	(2,368)	(134)
Per share, basic and diluted	\$ (0.01)	\$ (0.05)	\$ (0.03)	\$ (0.00)	\$ (0.00)	\$ (0.01)	\$ (0.05)	\$ (0.01)

Significant factors and trends that have impacted the Company's results during the above periods include:

- Volatility in commodity prices and the resultant effect on revenue and net loss;
- On December 19, 2018, Southern purchased the units of Gulf Pine. The above revenue and net loss from continuing operations for the quarter ending December 31, 2018 reflect the twelve days of production from the acquired assets;
- On May 2, 2019, Southern disposed of all of its Canadian assets and operating results for prior periods have been classified as discontinued operations;
- On June 14, 2019, Southern closed a strategic Acquisition, which contributed revenue of \$361 thousand and an operating netback of \$216 thousand in Q2 2019;
- Southern recorded transaction costs of \$1.1 million for the fourth quarter of 2018, \$165 thousand for the first quarter of 2019 and \$233 thousand for the second quarter of 2019 related to the recapitalization and acquisition of Gulf Pine in December 2018; and
- On December 31, 2019, Southern recorded an impairment expense of \$6.7 million for the CMS CGU.
- On March 31, 2020, Southern recorded an impairment expense of \$10.4 million for the CMS and SO CGUs. For more information, see the "*Impairment*" section above.
- On May 28, 2020, Southern disposed of a non-core Canadian royalty asset resulting in a gain on disposal of \$338 thousand.
- On June 12, 2020, Southern resumed production from its Mechanicsburg assets, which had been shut-in since March 2020, due to a force majeure event, see the "*Operational Update*" section above.

## **READER ADVISORIES**

### **Disclosure Regarding Forward-Looking Statements and Future Oriented Financial Information**

Certain statements and information contained within this MD&A may constitute forward-looking statements. All statements other than statements of historical fact may be forward-looking statements. These statements include, without limitation, statements regarding the status of development or expenditures relating to Southern's business, plans to fund current activities, future operations, future strategic acquisitions, future oil and natural gas production estimates and weighting, future financial position, resolution of working capital deficiencies, strategies to improve the Company's financial position and the success thereof, benefits from government stimulus loans and subsidies including PPP and CEWS, future revenues, increased operating netbacks and Adjusted Funds Flow from Operations due to the Acquisition, projected costs (including anticipated operating expense savings from the Acquisition), resolution of title ownership issues in respect of royalty payables and planned capital expenditures. Forward-looking statements are often, but not always identified by the use of words such as "may", "will", "should", "expect", "plan", "anticipate", "estimate", "potential", "could", or the negative of such terms or other comparable terminology. Southern has made a number of assumptions in the preparation of these forward-looking statements including, without limitation, future commodity prices, future foreign exchange rates, expected production and costs, estimated reserves of oil and natural gas, the ability to obtain equipment and services in a timely and efficient manner, drilling results, the ability to obtain financing on acceptable terms, ability to comply with ongoing obligations under credit facilities, allocation of capital resources, the impact of increasing competition, the continuation of the current tax, royalty and

regulatory regimes and deterioration in general economic conditions, including the actions of oil and gas producing countries and the impact of COVID-19. Readers should not place undue reliance on forward-looking statements, which are subject to a multitude of risks and uncertainties that could cause actual results, future circumstances or events to differ materially from those projected in the forward-looking statements. These risks include, but are not limited to, the material uncertainties and risks described under the headings "Risk Management" and "Non-IFRS Measures", risks associated with the oil and gas industry in general such as operational risks in development, exploration and production, uncertainty of reserves estimates, environmental impact risks, market demand, competition, commodity price, interest rate and exchange rate volatility, credit risk, the need for additional capital and the effect of capital market conditions and other factors, government regulation, the potential dilutive effects of any financing, the timing of exploration and development, the timing and costs of obtaining regulatory approvals, estimates regarding capital requirements and future revenues, the timing and amount of tax credits, adverse effects on general economic conditions in Canada, the United States and globally, including due to the recent outbreak of COVID-19 and other risks detailed from time to time in Southern's public disclosure documents.

Readers are cautioned that the foregoing list of risk factors is not exhaustive. The risk factors above should be considered in the context of current economic conditions, increased supply resulting from evolving exploitation methods, the attitude of lenders and investors towards corporations in the energy industry, potential changes to royalty and taxation regimes and to environmental and other government regulations, the condition of financial markets generally, as well as the stability of joint venture and other business partners, all of which are outside the control of the Company. Also to be considered, are increased levels of political uncertainty and possible changes to existing international trading agreements and relationships. Legal challenges to asset ownership, limitations to rights of access and adequacy of pipelines or alternative methods of getting production to market may also have a significant effect on the Company's business. Additional information on these and other factors that could affect the business, operations or financial results of the Company are included in reports on file with applicable securities regulatory authorities, including but not limited to the Company's AIF for the year ended December 31, 2019, which may be accessed on the Company's SEDAR profile at [www.sedar.com](http://www.sedar.com) or on the Company's website at [www.southernenergycorp.com](http://www.southernenergycorp.com).

This MD&A also contains future-oriented financial information and financial outlook information (collectively, "FOFI") about Southern's increasing operating netbacks and Adjusted Funds Flow from Operations due to the Acquisition and anticipated operating expense savings due to the Acquisition, all of which are subject to the same assumptions, risk factors, limitations and qualifications as set forth in the above paragraphs and the assumptions outlined under "Non-IFRS Measures".

The forward-looking statements and FOFI contained in this MD&A are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking statements, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws. The forward-looking statements contained herein are expressly qualified by this cautionary statement.

### **Significant Judgments and Estimates**

Management is required to make judgments, assumptions and estimates in the application of IFRS that have a significant impact on the Company's financial results. Significant judgments in the financial statements include going concern, financing arrangements, impairment indicators, asset acquisition and joint arrangements. Significant estimates in the financial statements include income taxes and deferred taxes, commitments, provision for future decommissioning obligations, exploration and evaluation assets and accruals. In addition, the Company uses estimates for numerous variables in the assessment of its assets for impairment purposes, including oil and natural gas prices, exchange rates, discount rates, cost estimates and production profiles. By their nature, all of these estimates are subject to measurement uncertainty, may be beyond management's control and the effect on future consolidated financial statements from changes in such estimates could be significant.

### **Non-IFRS Measures**

This MD&A contains terms commonly used in the oil and natural gas industry, such as adjusted funds flow from operations, operating netback, working capital and net debt. These terms are not defined by IFRS and therefore may not be comparable to similar measures presented by other companies. Readers are cautioned that these non-IFRS measures should not be construed as alternatives to other measures of financial performance calculated in accordance with IFRS. The non-IFRS measures and their manner of reconciliation to IFRS financial measures are discussed below. These non-IFRS measures provide additional information that management believes is meaningful in describing the Company's operational performance, liquidity and capacity to fund capital expenditures and other activities. Management uses adjusted funds flow from operations as a key measure to assess the ability of the Company to finance operating activities, capital expenditures and debt repayments. Management considers operating netback an important measure to evaluate its operational performance, as it demonstrates field level profitability relative to current commodity prices. Management monitors working capital and net debt as part of its capital structure in order to fund current operations and future growth of the Company.

#### *"Adjusted Funds Flow from Operations"*

Adjusted funds flow from operations is calculated based on cash flow from operating activities before changes in non-cash working capital and cash decommissioning expenditures. The reconciliation between funds flow from operations and cash flow from operating activities, as defined by IFRS, is as follows:

Southern Energy Corp  
Management's Discussion and Analysis  
For the three and six months ended June 30, 2020 and 2019



	Three months ended June 30,		Six months ended June 30,	
	2020	2019	2020	2019
Cash flow from operating activities	\$ 120	\$ 195	\$ 1,043	\$ (150)
Change in non-cash working capital	630	217	384	1,001
Cash decommissioning expenses	2	6	1	6
<b>Adjusted Funds Flow from Operations<sup>(1)</sup></b>	<b>\$ 752</b>	<b>\$ 418</b>	<b>\$ 1,428</b>	<b>\$ 857</b>

Notes:

(1) Includes results from discontinued operations.

*"Operating Netback"*

Operating Netback is calculated as oil and natural gas sales less royalties, production taxes, operating expenses, transportation costs and realized gain (loss) on derivatives.

	Three months ended June 30,		Six months ended June 30,	
	2020	2019	2020	2019
Revenue	\$ 2,478	\$ 4,207	\$ 5,875	\$ 8,459
Royalties	(522)	(849)	(1,213)	(1,710)
Production and operating	(1,347)	(1,549)	(3,002)	(3,161)
Transportation costs	(23)	(81)	(65)	(170)
Realized gain (loss) on derivatives	933	69	1,518	(77)
<b>Operating netback<sup>(1)</sup></b>	<b>\$ 1,519</b>	<b>\$ 1,797</b>	<b>\$ 3,113</b>	<b>\$ 3,341</b>

Notes:

(1) Includes results from discontinued operations.

*"Working Capital" and "Net Debt"*

The following tables outline Southern's calculation of working capital and net debt:

	As at	As at	As at
	Jun 30, 2020	Dec 31, 2019	Jun 30, 2019
Current assets	\$ 4,701	\$ 4,013	\$ 5,625
Current liabilities	(27,518)	(8,726)	(28,943)
Remove:			
Current derivative assets	(1,457)	(819)	(541)
Current portion of lease liabilities	371	382	394
Current portion of bank debt	19,079	-	20,285
Current derivative liabilities	313	105	43
<b>Working capital deficiency</b>	<b>\$ (4,511)</b>	<b>\$ (5,045)</b>	<b>\$ (3,137)</b>

	As at Jun 30, 2020	As at Dec 31, 2019	As at Jun 30, 2019
Bank debt	\$ (19,079)	\$ (18,183)	\$ (20,285)
Convertible debentures – face value	(8,069)	(8,069)	(8,069)
Working capital deficiency	(4,511)	(5,045)	(3,137)
<b>Net debt</b>	<b>\$ (31,659)</b>	<b>\$ (31,297)</b>	<b>\$ (31,491)</b>

### Abbreviations

bbl/d	barrels per day
Mcf/d	thousand cubic feet per day
Mcfe/d	thousand cubic feet equivalent per day
MMBtu/d	million British thermal units per day
boe/d	barrels of oil equivalent per day
NGLs	natural gas liquids
Gas	natural gas
Liquids	oil and NGLs
NYMEX – HH	New York Mercantile Exchange – Henry Hub
WTI	West Texas Intermediate
LLS	Louisiana Light Sweet

### Barrel of Oil Equivalent and Thousand Cubic Feet Equivalent

Natural gas liquids volumes are recorded in barrels of oil (bbl) and are converted to a thousand cubic feet equivalent ("Mcfe") using a ratio of six (6) thousand cubic feet to one (1) barrel of oil (bbl). Natural gas volumes recorded in thousand cubic feet (Mcf) are converted to barrels of oil equivalent ("boe") using the ratio of six (6) thousand cubic feet to one (1) barrel of oil (bbl). Mcfe and boe may be misleading, particularly if used in isolation. A boe conversion ratio of 6 mcf:1 bbl or a Mcfe conversion ratio of 1 bbl:6 Mcf is based on an energy equivalency conversion method primarily applicable at the burner tip and does not represent a value equivalency at the wellhead. In addition, given that the value ratio based on the current price of oil as compared with natural gas is significantly different from the energy equivalent of six to one, utilizing a boe conversion ratio of 6 mcf:1 bbl or a Mcfe conversion ratio of 1 bbl:6 Mcf may be misleading as an indication of value.

### Additional Information

Additional information about the Company can be obtained by contacting the Company at Suite 2400, 333 7th Avenue SW, Calgary, Alberta T2P 2Z1 or by email at [info@southernenergycorp.com](mailto:info@southernenergycorp.com). Additional information, including the Company's audited financial statements for the years ended December 31, 2019 and 2018 and AIF is also available on SEDAR at [www.sedar.com](http://www.sedar.com) or [www.southernenergycorp.com](http://www.southernenergycorp.com).