

AMENDED MANAGEMENT'S DISCUSSION & ANALYSIS

This Amended Management's Discussion and Analysis (MD&A) should be read in conjunction with Emerald Bay Energy Inc. (the "Company") audited annual Consolidated Financial Statements for the year ended December 31, 2016. Certain information regarding the Company contained herein may constitute forward-looking statements under applicable securities laws. Such statements are subject to known or unknown risks and uncertainties that may cause actual results to differ materially from those anticipated or implied in the forward-looking statements.

Additional information relating to the Company is available on SEDAR at www.sedar.com. The Company is listed on the TSX Venture Exchange under the symbol "EBY". The Amended MD&A is dated May 17, 2016

BASIS OF PRESENTATION

The financial data presented below has been prepared in accordance with International Financial Reporting Standards. All amounts are reported in Canadian dollars unless otherwise indicated.

Application of Accounting Estimates

The significant accounting policies used by the Company are disclosed in Note 3 to the annual Consolidated Financial Statements for the year ended December 31, 2016. Certain accounting policies require that management make appropriate decisions with respect to the formulation of estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. Management reviews its estimates on a periodic basis. The emergence of new information and changed circumstance may result in actual results or changes to estimates that differ materially from current estimated amounts.

Non-IFRS and Non-GAAP Measures

This MD&A includes the following measures that are from time to time used by the Company, but do not have any standardized meaning under IFRS and may not be comparable to similar measures presented by other companies:

- a) "Funds from operations" - should not be considered an alternative to, or more meaningful than "cash flow from operating activities" as determined in accordance with IFRS as an indicator of the Company's financial performance. Funds from operations is determined by adding non-cash expenses to the net income or loss for the period, deducting decommissioning liability expenditures and does not include the change in working capital applicable to operating activities. Management believes that in addition to cash flow from operating activities, funds from operations is a useful supplemental measure as it provides an indication of the results generated by the Company's principal business activities before the consideration of how such activities are financed.
- b) "Operating netback" - Operating netbacks are calculated by deducting royalties and operating costs, including transportation costs, from revenues.
- c) "Working capital" – working capital includes total current assets and total current liabilities. The working capital ratio is calculated by deducting total current liabilities.

Going Concern

At December 31, 2016, the Company had not yet achieved profitable operations, had an accumulated deficit of \$19,154,265 since its inception (December 31, 2015 - \$18,084,385), had negative cash flows from operations of \$265,603 (December 31, 2015 - \$289,182) and had a working capital deficiency of \$6,670,480 (December 31, 2015 - \$6,481,015) (defined as current assets less current liabilities), and expects to incur further losses in the development of its business. The ability to continue as a going concern is dependent on obtaining continued financial support, completing public equity financing or generating profitable operations in the future. Management is committed to raising additional capital to meet its exploration and operating obligation, however, additional equity financing is subject to the global financial markets and economic conditions, which have recently been disrupted and are volatile, and the debt and equity markets, which are distressed, particularly for junior petroleum and natural gas companies. All of these factors, together with weak natural gas prices and the current unstable economic conditions, indicate the existence of material uncertainties related to events or conditions that may cast significant doubt as to whether the Company can continue as a going concern and, therefore, it may be unable to realize its assets and discharge its liabilities in the normal course of business. These consolidated financial statements do not reflect the adjustments to the carrying value of assets and liabilities, the reported revenues and expenses, and the balance sheet classifications that would be necessary if the going concern assumption was not appropriate. Any adjustments necessary to the consolidated financial statements if the Company ceases to be a going concern could be material.

BOE Presentation

The term "barrels of oil equivalent" (BOE) may be misleading, particularly if used in isolation. A BOE conversion of six thousand cubic feet of natural gas to one barrel of oil (6:1) is based on an energy equivalency conversion method primarily applicable at the burner tip and does not represent a value equivalency at the wellhead. Readers should be aware that historical results are not necessarily indicative of future performance.

FORWARD-LOOKING STATEMENTS

Certain statements contained within the Management's Discussion and Analysis, and in certain documents incorporated by reference into this document, constitute forward looking statements. These statements relate to future events or our future performance. All statements other than statements of historical fact may be forward looking statements. Forward looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward looking statements.

In particular, this MD&A may contain the following forward looking statements pertaining to, without limitation, the following:

The Company's future production volumes and the timing of when additional production volumes will come on stream; the Company's realized price of commodities in relation to reference prices; the Company's future commodity mix; future commodity prices; the Company's expectations regarding future royalty rates and the realization of royalty incentives; the Company's expectation of future operating costs on a per unit basis; future general and administrative expenses; future development and exploration activities and the timing thereof; the future tax liability of the Company; the expected rate of depletion, depreciation and accretion; the estimated future contractual obligations of the Company; the future liquidity and financial capacity of the Company; and, the Company's ability to fund its working capital and forecasted capital expenditures. In addition, statements relating to "reserves" or "resources" are deemed to be forward looking statements, as they involve the implied assessment, based on certain estimates and assumptions, that the resources and reserves described can be profitably produced in the future.

With respect to the forward looking statements contained in the MD&A, the Company has made assumptions regarding: future commodity prices; the impact of royalty regimes and certain royalty incentives; the timing and the amount of capital expenditures; production of new and existing wells and the timing of new wells coming on-stream; future proved finding and development costs; future operating expenses including processing and gathering fees; the performance characteristics of oil and natural gas properties; the size of oil and natural gas reserves; the ability to raise capital and to continually add to reserves through exploration and development; the continued availability of capital, undeveloped land and skilled personnel; the ability to obtain equipment in a timely manner to carry out exploration and development activities; the ability to obtain financing on acceptable terms; the ability to add production and reserves through exploration and development activities; and, the continuation of the current tax and regulation.

We believe the expectations reflected in forward looking statements contained herein are reasonable but no assurance can be given that these expectations will prove to be correct and such forward looking statements included in, or incorporated by reference into, this MD&A should not be unduly relied upon. These statements speak only as of the date of this MD&A or as of the date specified in the documents incorporated by reference into this Management's Discussion and Analysis, as the case may be. The actual results could differ materially from those anticipated in these forward looking statements as a result of the risk factors set forth below and elsewhere in this MD&A, which include volatility in market prices for oil and natural gas; counterparty credit risk; access to capital; changes or fluctuations in production levels; liabilities inherent in oil and natural gas operations; uncertainties associated with estimating oil and natural gas reserves; competition for, among other things, capital, acquisitions of reserves, undeveloped lands and skilled personnel; stock market volatility and market valuation of the Company's stock; geological, technical, drilling and processing problems; limitations on insurance; changes in environmental or legislation applicable to our operations, and our ability to comply with current and future environmental and other laws; changes in income tax laws or changes in tax laws and incentive programs relating to the oil and gas industry, changes in the regulatory regimes under which the Company operates, changes in the political and social environment that may impact the Company and the other factors discussed under "Risk Factors" in the following annual MD&A. Readers are cautioned that the foregoing lists of factors are not exhaustive. The forward looking statements contained in this MD&A and the documents incorporated by reference herein are expressly qualified by this cautionary statement. The forward looking statements contained in this document speak only as of the date of this document and the Company does not assume any obligation to publicly update or revise them to reflect new events or circumstances, except as may be required pursuant to applicable securities laws.

SELECTED YEAR TO DATE FINANCIAL INFORMATION

	Three months ended December 31		Year ended December 31	
	2016	2015	2016	2015
FINANCIAL				
Gross revenue	5,198	814	13,440	37,159
Total assets	3,006,749	3,472,821	3,006,749	3,472,821
Cash flows used in operations	197,104	717,535	(265,603)	(289,192)
Net comprehensive loss	(476,737)	(42,636)	(1,101,419)	(392,029)
Per share – basic and diluted	(0.00)	(0.00)	(0.00)	(0.00)
Capital expenditures	368	477,420	15,914	502,050
Exploration and evaluation expenditures	47,609	88,406	220,564	329,087
Loan	1,025,000	1,025,000	1,025,000	1,025,000
Convertible debt	376,000	421,000	376,000	421,000
Demand loan	123,000	123,000	123,000	123,000
Short-term loan	314,262	-	314,262	-
OPERATIONS				
Production sales				
Oil (BBLs/d)	-	1	-	1
Natural gas (MCF/d)	18	20	18	24
NGL (BBLs/d)	-	-	-	-
Total (BOE/d @ 6 MCF: 1 BBL)	3	4	3	4
Average pricing				
Natural gas (\$/mcf)	3.05	2.43	2.01	2.89
Oil/NGL's combined (\$/bbl)	-	47.85	-	59.56
Combined (\$/boe)	18.83	17.91	12.27	25.85
Expenses				
Production expense & transportation (\$/BOE)	9.05	18.13	14.76	37.00
Royalty expense (\$/BOE)	5.47	4.26	1.97	(2.07)
Net Back Combined (\$/BOE)	4.31	(4.48)	(4.46)	(9.08)

Financial and Operations Results

Revenue from the sale of petroleum and natural gas is recorded on a gross basis when title passes to an external party and is recognized based on volumes delivered to customers at contractual delivery points and rates. The costs associated with the delivery, including production, transportation and production-based royalty expenses are recognized in the same period in which the related revenue is earned and recorded.

Petroleum and natural gas revenue was \$5,198 and \$13,440 for the three and twelve months ended December 31, 2016, respectively, from revenue of \$814 and \$37,159 for the three and twelve months ended December 31, 2015, respectively. The Company's petroleum and natural gas revenue was nominal during the three and nine months ended December 31, 2016 due to the following factors: (i) the Company's current primary focus is on its exploration and evaluation project in Guadalupe County, Texas, where any test revenue generated is netted from its capital spending; (ii) in previous years the Company has disposed of many of its producing oil and gas assets; and (iii) most of the Company's remaining oil and gas assets continue to be shut-in to preserve existing reserves while natural gas and oil prices remain low.

Natural gas prices increased to \$3.05/MCF in the three months ended December 31, 2016 versus \$2.43/MCF for the three months ended December 31, 2015. Natural gas prices decreased to \$2.01 for the twelve months ended December 31, 2016 versus \$2.89/MCF for the twelve months ended December 31, 2015. Oil and NGL combined prices were \$nil in the three and twelve months ended December 31, 2016 from \$47.85 and \$59.56 respectively in 2015. The average sales price on a BOE basis was \$18.83 and \$12.27 in the three and twelve months ended December 31, 2016, respectively, compared to \$17.91 and \$25.85 in the three and twelve months ended December 31, 2015.

During the three and twelve months ended December 31, 2016, the average sales volume on a BOE/d basis decreased to 3BOE/d and 3 BOE/d, respectively, compared with 4 BOE/d and 4 BOE/d, respectively, for the three and twelve months ended December 31, 2015.

Year over year, the Company's revenue decreased. There continues to be minimal production from the Canadian oil and gas assets as the majority of these assets were disposed of prior to 2014. The Company's focus is on its exploration program in Texas as well as the central Alberta power generation partnership it holds an interest in.

OPERATING RESULTS

Sales –	Average Daily Volumes		Average Prices	
	December 31, 2016	December 31, 2015	December 31, 2016	December 31, 2015
Natural Gas (mcf)	18	24	2.01	2.89
Oil/NGL (bbls)	-	1	-	59.56
Barrels of Oil Equivalent (boe)	3	4	12.27	25.85

During the year ended December 31, 2016, the Company continued to focus its resources toward its future exploration program in Guadalupe County, Texas. As the Company was under a Cease Trade Order for much of the year, sales generated from test oil were nominal as the Company's focus was maintaining the leases while working toward having the Cease Trade Order revoked. During the year ended December 31, 2015, the Company generated \$127,429 in test oil from a development well within Guadalupe (net of associated costs), which it sold to third parties. The production generated is necessary to the completion of the assets and in order to enter into full production. Accordingly the pre-production revenue and costs have been offset against the exploration and evaluation costs incurred instead of being recognized within the consolidated statement of comprehensive loss.

For the year ended December 31, 2016 natural gas sales decreased to 18MCF/d compared to 24 MCF/d the previous year as a significant portion of the Canadian assets remain shut-in during the current period to preserve existing reserves while the natural gas prices remain low. Additionally, previously drilled wells will not be brought on line until natural gas prices rebound.

Natural gas prices decreased during the year ended December 31, 2016 to \$2.01/MCF versus \$2.89/MCF during the same period in 2015.

Oil production for the year ended December 31, 2016 was nil compared to the year ended December 31, 2015 where production was 1 BBLs/d. During the year ended December 31, 2015, the average price received for oil was \$52.44/barrel. NGL sales on a daily basis remained negligible.

During the year ended December 31, 2016, the average sales volume on a BOE/d basis decreased to 3BOE/d compared with 4BOE/d for the year ended December 31, 2015. The average sales price on a BOE basis was \$12.27/BOE during the year ended December 31, 2016, decreasing from \$25.85/BOE received in the year ended December 31, 2015. On a barrel of oil equivalent basis, during the year ended December 31, 2016 natural gas accounted for all the total sales, comparable to the year ended December 31, 2015 where oil production was included in the BOE calculation.

SELECTED ANNUAL INFORMATION

	2016	2015	2014
Revenue	13,440	37,159	74,811
Net Income (loss)	(1, 101,419)	(392,029)	(1,732,440)
Per common share - basic	(0.00)	(0.00)	(0.01)
Per common share – diluted	(0.00)	(0.00)	(0.01)
Total assets	3,006,749	3,472,821	2,629,601
Total non-current financial liabilities	446,652	503,711	575,620
Cash dividends or distributions declared per common share	-	-	-

Revenue has decreased slightly year over year due to the following factors: (i) the Company's current primary focus is on its exploration and evaluation project in Guadalupe County, Texas, where any test revenue generated is netted from its capital spending; (ii) in previous years the Company has disposed of many of its producing oil and gas assets; and (iii) most of the Company's remaining oil and gas assets continue to be shut-in to preserve existing reserves while natural gas and oil prices remain low.

In 2015, the Company disposed of 60% of its ownership in Production Resources Inc. ("PRI"), a related party, for proceeds of \$1,291,500 (see EQUITY INVESTMENT IN PRI further in the MD&A and note 13 in the Audited Financial Statements).

On February 19, 2016, the Company completed a private placement (the Private Placement"), issuing 50,000,000 units (the "Unit"). Each Unit was issued at \$0.02 for total proceeds of \$1,000,000, and consists of one common share of the Company and one share purchase warrant (the "Warrant"). As at December 31, 2016, the Company had not collected \$200,000 of the proceeds pursuant to the Private Placement. This amount has been determined to be uncollectable and subsequent to December 31, 2016 10,000,000 Units were returned to treasury. The \$200,000, reported in prior periods as share subscription receivable, was netted against share capital at December 31, 2016.

FINANCIAL RESULTS

Revenue from the sale of petroleum and natural gas is recorded on a gross basis when title passes to an external party and is recognized based on volumes delivered to customers at contractual delivery points and rates. The costs associated with the delivery, including production, transportation and production-based royalty expenses are recognized in the same period in which the related revenue is earned and recorded.

Year ended December 31,	2016 (\$)	2015 (\$)
Petroleum and natural gas revenue	13,440	37,159
Royalties, petroleum and natural gas	(2,156)	(3,106)
Production expenses, petroleum and natural gas	(16,165)	(55,328)
Operating netback, petroleum and natural gas	(4,881)	(21,275)
Net loss	(1,069,880)	(663,456)
Net loss per share (basic and diluted)	(0.00)	(0.00)
Revenue per BOE	12.27	25.85
Royalty per BOE	1.97	2.25
Operating costs per BOE	14.76	41.03
Operating netback per BOE	(4.46)	(17.43)

Petroleum and natural gas revenue decreased to \$13,440 for the year ended December 31, 2016 from revenue of \$37,159 during the year ended December 31, 2015. Revenue on a BOE basis decreased to \$12.27/BOE from \$25.85/BOE during the year ended December 31, 2015 as all of the production was natural gas.

With the decrease in production, royalties also decreased to \$2,156 during the year ended December 31, 2016 compared to the same period in 2015 of \$3,106. Royalty per BOE for the year ended December 31, 2016 averaged \$1.97/BOE, which was a decrease from \$2.25/BOE during the year ended December 31, 2015.

Production expenses in the year ended December 31, 2016 decreased to \$16,165 from the year ended December 31, 2015 of \$55,328. Operating costs/BOE for the year ended December 31, 2016 decreased to \$14.76/BOE from \$41.03/BOE in the year ended December 31, 2015.

Operating netback from petroleum and natural gas sales was (\$4,881) during the year ended December 31, 2016 from (\$55,328) during the year ended December 31, 2015. Operating netback/BOE was (\$4.46)/BOE compared to (\$17.43)/BOE. The fluctuation in netback is due to lower revenues combined with proportionately lower operating expenses.

Year over year, the Company's revenue decreased. Commodity prices, specifically natural gas, were significantly lower in 2016. There continues to be minimal production from the Canadian oil and gas assets as the majority of these assets were disposed prior to 2016. The Company will continue to focus on its exploration program in Texas and also on the power generation Partnership it holds an interest in.

Royalties per unit of Production

Nine months ended	December 31, 2016	December 31, 2015
Gas (\$/mcf)	0.33	0.79
Oil (\$/bbl)	-	13.05
NGL (\$/bbl)	-	-
Total (\$/boe)	1.97	2.25

The royalties per MCF for natural gas decreased in 2016 to \$0.33/MCF from \$0.79/MCF in 2015. Oil royalties were nil in 2016 from \$13.05/BBL in 2015. Combined royalties for all products decreased to \$1.97/BOE in 2016 from \$2.25/BOE the previous period.

GENERAL & ADMINISTRATIVE EXPENSES

After recoveries, general and administrative expenses ("G&A") decreased to \$645,035 during the year ended December 31, 2016 from \$927,735 for the same period during 2015. The decrease in the Company's G&A is reflective of the Company's efforts to control overhead cost while it continues with the exploration program in Texas.

	General & Administrative Expenses	
	December 31, 2016 (\$)	December 31, 2015 (\$)
Net G&A expense	645,035	927,735

DECOMMISSIONING LIABILITIES

Decommissioning liabilities are the present value of management's estimate of future costs to be incurred to properly abandon and reclaim the properties held by the Company. Accretion expense is the increase in the decommissioning liability resulting from the passage of time. Decommissioning liabilities decreased to \$426,314 as at December 31, 2016 from \$446,649 as at December 31, 2015.

DEPLETION & DEPRECIATION

Depletion and depreciation expense, an accounting measure of our finding and on-stream costs, is calculated using the ratio of capital costs to proven reserves. Capital costs include the net book value of historical costs incurred and estimated future expenditures to develop proved reserves.

	Depletion and Depreciation	
	December 31, 2016 (\$)	December 31, 2015 (\$)
Depletion and depreciation	16,527	48,061

During the year ended December 31, 2016, depletion and depreciation expenses were \$16,527, compared to \$48,061 during the same period in 2015. The decrease was primarily due to significantly lower production from the oil and gas offsets.

IMPAIRMENT

	Year Ended December 31,	
	2016 (\$)	2015 (\$)
Impairment of property and equipment	-	77,647
Impairment of exploration and evaluation	306,159	245,352

As at December 31, 2016 and 2015, the Company reviewed its oil and natural gas assets, the Canadian CGU, for indicators of impairment such as changes in future prices, future costs and reserves. The Company determined the recoverable amount of the CGU based FVLCTS measured using the discounted cash flow approach. The cash flow projection was taken from the reserve report, using a discount of 15% (pre-tax) and it was determined that there was no impairment at December 31, 2016 (December 31, 2015 - \$77,647).

E&E assets consist of the Company's exploration projects which are pending the determination of technical feasibility and commercial viability. As at December 31, 2016, the Company incurred an amount of \$220,564 on E&E expenditures (December 31, 2015 - \$329,087). The additions represent the acquisition of undeveloped land and drilling activity within Texas. These E&E assets will be transferred to property and equipment when technical feasibility and commercial viability have been established. The E&E asset impairment is \$306,159 for the year ended December 31, 2016 (December 31, 2015 - \$245,352). The impairment was recognized upon a review of each exploration license or field, carried out, at least annually, to confirm whether the Company intends further appraisal activity or to otherwise extract value from the property.

CASH FLOWS FROM OPERATIONS

During the year ended December 31, 2016, cash flows used in operations were \$265,603, compared to \$289,182 during the same period in 2015. Funds used in operations during the year ended December 31, 2016 were \$742,109, from the previous year's \$1,448,341.

CAPITAL EXPENDITURES

	Year Ended December 31,	
	2016 (\$)	2015 (\$)
Exploration and evaluation expenditure	220,564	329,087
Property and equipment expenditures	15,914	502,050

The exploration and evaluation expenditures related to the Company's exploration program in Texas decreased period over period as the Company nears completion of costs required in the exploration stage of the program before the assets enter the developed stage. Furthermore, the Company was under a Cease Trade Order that limited the Company from raising additional capital to continue with the exploration program for much of the year. To date, the assets have yet to show technological feasibility and commercial viability and accordingly are considered exploration and evaluation assets.

Capital expenditures in 2015 were primarily due to the spending on the Electric Generation Pilot Project (the “Project”). During the year ended December 31, 2014, the Company entered into an agreement (the “Agreement”) to develop, own and operate a natural gas fired electrical power generation plant (the “Power Plant”). Pursuant to the Agreement, the existing partners of certain wells agreed to contract all of their working interest shares of gas production from these wells as fuel for the Power Plant. On November 15, 2015, the parties involved in the Agreement established a partnership (the “Partnership”) whereby each party would transfer their working interest in the Power Plant into the Partnership in exchange for a proportional interest in the Partnership. Capital expenditures on petroleum and natural gas property and equipment remain minimal.

EQUITY INVESTMENT IN PRI

On June 29, 2015, the Company disposed of 60% of its ownership in Production Resources Inc. (“PRI”), a related party, for proceeds of \$1,291,500 to a party with an existing shareholding in PRI, and whose President is the Lender (see Note 13 of the financial statements). PRI is related to the Company through common directors and officers. The proceeds received were used to settle working capital and debt commitments. A gain was recorded in the statement of comprehensive loss for \$1,143,066 for the difference between the proceeds received and the carrying value of the investment. The gain consists of a \$282,706 gain on the disposal of assets and \$860,360 forgiveness of certain working capital and debt obligations, of which \$253,000 was due to PRI. The investment was previously accounted for using the equity method. However, the Company’s interest in the share capital of PRI is 10% at December 31, 2016, and accordingly the Company accounts for the investment as an available for sale investment.

The investment in PRI as at December 31, 2016 is as follows:

	\$
Net investment, December 31, 2014	\$297,744
Proportionate share of loss for the period up to the disposition	(50,354)
Disposition of ownership in the share capital	(148,434)
Fair value adjustment at date of disposition	254,578
Net investment, June 30, 2015	353,534
Fair value adjustment at December 31, 2015	(10,485)
Net investment, December 31, 2015	\$343,049
Fair value adjustment at December 31, 2016	(28,199)
Net investment, December 31, 2016	\$314,850

The investment in PRI is designated as an available for sale financial instrument. The investment was fair valued at December 31, 2016 with the change in fair value being taken to other comprehensive income.

The fair value of the investment in PRI is a Level 3 valuation of the fair value measurement hierarchy as the value been determined using unobservable inputs. Fair value is based on a present value technique involving expected cash flows and discount rates using assumptions that market participants would use when pricing such an investment. As the fair value of the investment relates to the fair value of the underlying operations of the investment, the present value of the investment is primarily based on the net present valuing of the cash flows from the proved and probable reserves at a discounted at market rate.

Proved and probable reserves were based on a third party reserve report and an assumed discount rate of 9.1% (2015 – 8.9%) reflecting the economic conditions existing at the time. A 1% increase or decrease in the discount rate would result in a \$48,000 (2015 - \$43,000) change in the fair value of the investment in PRI.

QUARTERLY FINANCIAL INFORMATION

The following is a summary of selected quarterly information that has been derived from the unaudited Consolidated Financial Statements of the Company. This summary should be read in conjunction with unaudited Consolidated Financial Statements of the Company as contained in the public record.

Quarterly Financial Information (\$000 except per share and unit values)	Dec 31 2016	Sept 30 2016	June 30 2016	Mar 31 2016	Dec 31 2015	Sept 30 2015	June 30 2015	Mar 31 2015
Petroleum and natural gas sales	5	3	2	3	1	20	11	5
Net loss	(532)	(253)	(172)	(113)	(42)	(290)	891	(259)
Net loss per share								
Basic and diluted	(0.00)	(0.00)	0.00	(0.00)	(0.00)	(0.00)	0.01	(0.00)
Average daily sales								
Natural gas (MCF/d)	18	18	18	19	20	33	34	(1)
Oil/NGL (BBLs/d)	-	-	-	-	1	-	-	-
Barrels of oil equivalent (BOE/d)		3	3	3	4	6	6	-
Average sales prices								
Natural Gas (\$/MCF)	3.05	2.00	1.15	1.80	2.43	3.61	3.37	(4.52)
Oil/NGL (\$/BBL)	-	-	-	-	47.85	56.32	56.03	53.42
Sales price of oil equivalent (\$/BOE)	18.83	10.80	6.90	10.85	17.91	24.08	22.60	79.15
Operating costs (\$/BOE)	9.05	13.28	18.59	15.39	18.13	22.73	3.43	597.19
Royalty Expense (\$/BOE)	5.47	(0.78)	.45	1.13	4.26	(0.82)	1.73	30.19
Operating netback (\$/BOE)	4.31	(3.30)	(12.14)	(5.67)	(4.48)	2.17	17.45	(548.23)

Explanation of Quarterly Variances

On a quarter by quarter basis, production volumes, and accordingly petroleum and natural gas sales, have remained minimal, with little fluctuation. The Company continues to focus on the exploration and development of its Texas assets in Guadalupe County. As these assets are deemed exploratory, all revenue and associated operating costs are deemed pre-production and are capitalized to exploration and evaluation assets.

LIQUIDITY & CAPITAL RESOURCES

In order to resolve its working capital deficiency of \$6,670,480, and to access additional share equity, the Company will continue to emphasize its exploration program in Texas as well as the Nevis, Alberta Electricity Generation Program for which the Company has an interest in. The Company's Texas prospects should produce better returns due to higher oil prices compared with natural gas, as well as greater drilling potential and more drilling locations.

Given the Company's recurring operating losses it is critical that the Company focus on areas with the potential for growth, positive cash flow and income, which are considered to exist in the Texas assets as well as the Electricity Generation Project.

Also, to resolve its working capital deficiency, the Company continues to work with its lenders and trade partners to mitigate ongoing costs and to continue as a going concern. The Company is currently working with its lenders and trade partners to lower existing loan facility interest rates as well as to reduce the amounts outstanding in trade payables

Furthermore, although the Company is currently under a cease trade order, the Company is moving forward to have the cease trade order revoked. Once the cease trade order is revoked the Company will resume the process of pursuing private placement participants to resolve the working capital deficiency and continue development of the assets outlined above. The Company has a long history of successful private placements and anticipates that it will be able to complete private placements in the future.

While the measures to address the Company's working capital deficiency outlined in the paragraphs above will help, it is noted that these measures alone will not resolve the working capital deficiency in its entirety and as such the Company will carry a working capital deficiency for the foreseeable future. As such there is the risk that the Company may not be able to meet all of its financial obligations. In the long term it will be necessary for the Company to establish sufficient cash flows from operations to completely resolve the working capital deficiency.

Loan

On June 15, 2012, a corporation owned by a party who has a common significant shareholding (the "Lender") advanced \$1,500,000 to the Company under a loan agreement with a maturity date of August 15, 2013, which was later extended August 15, 2014, with the same terms and conditions (the "Loan"). Interest on the Loan is 10% per annum, payable monthly, on the outstanding principal amount.

Pursuant to the Loan agreement, the Company issued to the Lender 5,000,000 share purchase warrants (the "Warrants"). Each Warrant was exercisable into one common share of the Company at a price of \$0.05 per common share until the expiry date of August 15, 2014. On April 9, 2014, the Warrants received regulatory approval and accordingly were valued as of this date at \$40,241 and were treated as a transaction cost, and were netted against the principal balance of the loan, which was accreted back up to the principal balance at the maturity date. The accretion of the Warrants was recorded as a non-cash finance expense in the consolidated statement of comprehensive loss. On August 15, 2014, the Warrants expired unexercised.

On October 2, 2014, the Company received approval to extend the maturity date of the Loan until August 15, 2015, with a 10% interest rate on the outstanding principal amount (the "Extension"). Pursuant to the Extension, no warrants were offered, however a conversion feature enabling the Lender to convert any or all of the outstanding Extension into common shares of the Company at a conversion price of \$0.05 per common share at any time prior to August 15, 2015, subject to regulatory approval. On April 17, 2015, the conversion feature on the extension received regulatory approval and accordingly, on the issuance and extension, the loan was split between the liability and the conversion feature, which was recorded on the consolidated statement of financial position within equity. The liability portion was determined by subtracting the fair value of the conversion feature from the principal amount of the loan. The liability portion was measured at amortized cost and was accreted up to the principal balance at the maturity date. The accretion was expensed as a finance expense in the consolidated statement of comprehensive loss as finance expense. On August 15, 2015, the conversion feature expired unexercised. All other terms and conditions of the Extension remain unchanged. During the year ended December 31, 2015, the Lender advanced an additional \$225,000 to the Company under the same terms as the Loan. However, the additional advance was not included in the conversion feature.

The Company may, at any time, repay the Extension in full without notice or penalty. If the Company is in default of the requirements included in the Extension agreement or the Lender believes the Company's ability to repay the loan is impaired, the Lender may demand repayment of the Extension or accelerate the date for payment. During year ended December 31, 2016, the Company incurred interest of \$102,492 (December 31, 2015 - \$105,208).

On June 29, 2015, the Company used part of the proceeds received from the disposition of a portion of its interest in PRI (note 6) to repay \$500,000 to the Lender.

The following table summarizes the accounting of the Loan:

	Loan \$
Balance, December 31, 2014	1,300,000
Transaction costs	(62,400)
Accretion of debt	62,400
Re-payment of Loan	(500,000)
Receipt of additional funds	225,000
Balance, December 31, 2015 and 2016	1,025,000

Security for the new Loan consists of a General Security Agreement in favour of the Lender to include a specific assignment of production proceeds, and security over the United States assets of the Company. The Lender has required the Company to submit to them certain reports including monthly production reports.

On June 29, 2015, the maturity date of the Extension was renewed until August 15, 2017 under the same terms and conditions, and included a new conversion feature with an expiry date of August 15, 2017. The new extension has not yet received regulatory approval. Thus, the Loan has been recognized as due on demand as the terms of the extension are not in effect until regulatory approval is received.

Convertible debt

On January 1, 2012, the Company entered into a loan agreement (the "Loan Agreement") with a corporation owned and controlled by a party who is also a significant shareholder of the Company (the "Lender") whereby the Company received a \$150,000 USD (\$201,000 CAD) loan with a maturity date of one year (the "Original Loan"). Pursuant to the Loan Agreement, if it is mutually agreed upon by both parties, the maturity date can be extended by an additional year. During the years ended December 31, 2016, 2015 and 2014, the Lender advanced an additional loan amount of \$75,000 and \$100,000 (the "Advances"), respectively, to the Company under the same terms as the Original Loan. At each maturity date, the Company and the Lender mutually agreed to extend the Original Loan and the Loan advances by an additional year. As at December 31, 2016, the Company has not received demand from the Lender for repayment, and the Company is currently negotiating an extension of the short-term loan with the Lenders. Interest on the loan is 12% per annum, payable monthly, on the outstanding principal amount. Security for the loan consists of a \$150,000 promissory note and monthly production from certain Texas assets equivalent to the principal portion of the loan and any unpaid interest.

At the option of the Lender, and subject to regulatory approval, the entire principal amount of the Original Loan, or any portion outstanding, may have been converted to shares in the Company with a discount of 25% to the market trading price at the time of conversion, at any time during the term. The conversion feature was to be treated consistently with the conversion feature included on the Loan (note 13). The conversion feature on the Original Loan expired unexercised on December 31, 2014 and the conversion features on the Advances did not receive regulatory approval before the conversion features expired.

The modifications did not result in an extinguishment of the old convertible debt instrument and recognition of a new convertible debt instrument. The proceeds of the loan were used to continue the Company's exploration program in Texas. During the year ended December 31, 2016, the Company incurred interest of \$48,632 (December 31, 2015 - \$94,236) on the aggregate amount owing under the convertible debt.

Demand Loan

On May 12, 2015, the Company entered into a loan agreement (the "Demand Loan") with a corporation owned and controlled by a party who is also a significant shareholder of the Company (the "Lender") for up to an amount of \$150,000. The proceeds of the Demand Loan were used for the continued operation of the Company. The Demand Loan is due on the demand of the Lender and bears interest of 8.00% per annum, compounded monthly. At December 31, 2016, the Company has drawn \$123,000 against the Demand Loan (December 31, 2015 - \$123,000) and has accrued interest of \$15,299 (December 31, 2015 - \$2,516). The Company may repay the Demand Loan in full at any time prior to demand without notice or penalty.

Short Term Loan

During the year ended December 31, 2016, the Company received a short-term loan (the "Short-term Loan") from the Lenders associated with the Loan (note 13) and the Convertible debt (note 14), collectively, the Lenders (the "Lenders") in the maximum available amount of \$350,000. A set-up fee of \$6,000 was charged by the Lenders, and is included in general and administrative expenses. Interest on the Short-term Loan is 10% per annum, compounded monthly. The Short-term Loan matured December 1, 2016. The proceeds of the Short-term Loan were to provide capital for on-going operational and administrative costs of the Company. The Company may re-pay some or all of the outstanding balance of Short-term Loan without notice or penalty.

As security for the total Short-term Loan, if the Short-term Loan is not repaid by the maturity date, at the option of the Lenders (the "Option"), the Lenders may acquire the 10% equity investment in PRI (note 6). If the option is exercised by the Lenders, the Lenders have granted the Company the ability to re-acquire the 10% equity investment in PRI for a period of 9 months from Option exercise date insofar as the Short-term Loan is fully repaid. As at December 31, 2016, the Company has not received demand from the Lenders for repayment, nor have they exercised their Option, and the Company is currently negotiating an extension of the Short-term Loan with the Lenders.

At December 31, 2016, the total amount outstanding under the Short-term Loan is \$314,262, and accrued interest incurred pursuant to the Short-term loan of \$15,366.

OUTSTANDING SHARE DATA

The Company is authorized to issue an unlimited number of common shares and an unlimited number of preferred shares issuable in series. As of the date hereof, the Company's issued share capital and the outstanding securities that are convertible into or exercisable or exchangeable for any voting or equity securities of the Company is as follows

	<u>May 17, 2017</u>	<u>December 31, 2016</u>
Common Shares (i)	198,610,189	198,610,189
Warrants (ii)	-	40,000,000
Stock Options (iii)	6,700,000	6,700,000

Notes:

- (i) On February 19, 2016, the Company completed a private placement (the "Private Placement"), issuing 50,000,000 units (the "Unit"). Each Unit was issued at \$0.02 for total proceeds of \$1,000,000, and consists of one common share of the Company and one share purchase warrant (the "Warrant"). As at December 31, 2016, the Company has not collected \$200,000 of the proceeds pursuant to the Private Placement. This amount has been determined to be uncollectible and subsequent to December 31, 2016, 10,000,000 Units were returned to treasury. The \$200,000, reported in prior periods as share subscription receivable, was netted against share capital at December 31, 2016.
- (ii) 40,000,000 of the warrants entitle the holder to acquire one additional common share for \$0.05 per share until February 19, 2017.

- (iii) 6,700,000 of the Stock Options entitle the holders to acquire an equal number of common shares at \$0.05 per share until October 18, 2018

The following table sets forth, to the best of the knowledge of the directors and executive officers of the Corporation, as at the date hereof, the only persons, corporations or other entities (other than securities depositories) who beneficially own, directly or indirectly, or exercise control or discretion over voting securities carrying more than 10% of the voting rights attached to the shares of the Corporation.

<u>Name and Municipality of Residence</u>	<u>Type of Ownership</u>	<u>Number of Common Shares</u>	<u>Percentage</u>
Clarence Wagenaar	Direct and Indirect ⁽¹⁾	38,581,000	19.43%

Notes:
Aggregating the securities of the Corporation owned by All Investments Ltd. and Mr. Wagenaar personally, Clarence Wagenaar may be considered to control 38,581,000 Common Shares of the Corporation.

OFF BALANCE SHEET ARRANGEMENTS

The Company is not party to any arrangements that would be excluded from the balance sheet.

RELATED PARTIES

Related party transactions not disclosed elsewhere in these consolidated financial statements are as follows:

During the year ended December 31, 1999, a promissory note was issued to an officer of the Company bearing interest at 3% per annum with no fixed maturity date, unless the officer's employment is terminated or he is petitioned into bankruptcy wherein the note and accrued interest becomes immediately payable. During the year ended December 31, 2014, the Company revised the terms of the loan (the "Revised Promissory Note"), including fixed repayment terms and removing the term securing the note with 393,000 common shares of the Company. Historically the aggregate decline in the fair value of these common shares since the inception of the promissory note would offset the amount payable (December 31, 2013 – fair value allowance \$240,789). Under the Revised Promissory Note, a balance of \$247,970, including the principal of \$218,500 and accrued interest, is payable by the officer to the Company. The payments were to commence on December 31, 2015, and be paid annually in \$50,000 tranches until December 31, 2018, with the final payment of \$47,970 due on December 31, 2019. Interest is calculated at 1% per annum, and is payable annually commencing December 31, 2015, concurrently with each principal payment. The officer may repay the principal amount in whole or in part at any time. As at December 31, 2016, the officer had not yet paid the initial instalment or the second instalment, and the terms of the payments has been extended to begin on December 31, 2017. The terms of the loan agreement do not provide the Company with recourse to ensure repayment. Thus, the share purchase loan has been presented as a deduction from equity.

Additional related party transactions not disclosed elsewhere in these consolidated financial statements are as follows:

- (i) Aggregate fees of \$22,500 (December 31, 2015 - \$30,000) were charged by directors of the Company all of which was recorded in the consolidated statement of comprehensive loss.
- (ii) Aggregate fees of \$nil (December 31, 2015 - \$8,616) were charged by corporations, which are owned and controlled by other equity investors in PRI, and were all recorded as general and administrative costs.
- (iii) Included in accounts payable at December 31, 2016 was \$352,412 owing to officers of the Company (December 31, 2015 - \$215,229).

Key management compensation

	December 31, 2016	December 31, 2015
	\$	\$
Compensation	367,023	465,276
Share based payments	-	-
Total	367,023	465,276

All related party transactions are in the normal course of operations and have been measured at the agreed exchange amounts, which is the amount of consideration established and agreed to by the related parties and which is similar to those negotiated with third parties.

Corporate Cease Trade Orders

Other than as set forth below, no director or proposed director of the Corporation is, or has been within the past ten years, a director or officer of any other company that, while such person was acting in that capacity:

- (i) was the subject of a cease trade or similar order or an order that denied the company access to any exemptions under securities legislation for a period of more than 30 consecutive days;
- (ii) was subject to an event that resulted, after that individual ceased to be a director or officer, in the company being the subject of a cease trade or similar order or an order that denied the company access to any exemptions under securities legislation for a period of more than 30 consecutive days; or
- (iii) within a year of that individual ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

On May 5, 2016, the Alberta Securities Commission issued a cease trade order against the Corporation as a result of the Corporation's failure to file its annual audited financial statements, annual management's discussion and analysis, and certification of annual filings for the year ended December 31, 2015 (the "**2015 Unfiled Documents**"). The Corporation was also the subject of cease trade orders issued by the Ontario Securities Commission on May 10, 2016 and the British Columbia Securities Commission on May 12, 2016 for failure to file its 2015 Unfiled Documents. On May 6, 2016 the TSXV suspended trading in the Corporation's securities as a result of the cease trade order issued by the Alberta Securities Commission. The 2015 Unfiled Documents were ultimately filed on August 2, 2016. The cease trade order was revoked by the Alberta Securities Commission on April 20, 2017 (and was automatically re-repealed in the other jurisdictions). All of the proposed directors of the Corporation were directors at the time such cease trade orders were issued.

On May 8, 2017, the Alberta Securities Commission issued a cease trade order against the Corporation as a result of the Corporation's failure to file its annual audited financial statements, annual management's discussion and analysis, and certification of annual filings for the year ended December 31, 2016 (the "**2016 Unfiled Documents**").

At the writing of this MD&A, the Company has filed the required documents and is working to have the cease trade order revoked.

In 2010, Budget Waste Inc. filed for CCAA proceedings. Kendall Dilling was a director of Budget Waste Inc at that time. Mr. Dilling currently serves as a director of Emerald Bay.

COMMITMENTS

- a) On March 5, 2014, the Company entered into a lease agreement with a related party for the lease of office space. Under a lease agreement, the Company committed to monthly payments of \$2,771 for the lease of its office space until November 30, 2016. On December 1, 2016, the Company agreed to continue paying \$2,771 on a month to month basis.
- b) The Company raised capital through the issuance of flow-through shares in 2009, 2010 and 2011 which provided indemnity to the subscriber for additional taxes payable if the Company was unable to, or failed to, renounce the qualifying expenditures as agreed. The Company was not able to spend \$824,338 of the flow-through funds raised. The Company is exposed to costs for the indemnification of the subscribers. The Company has estimated a potential liability on the amount of \$332,388 at December 31, 2016 (December 31, 2015 - \$332,388). The Company has also estimated a potential liability for penalties and taxes in the amounts of \$107,500 (December 31, 2015 - \$107,500) and is included in accounts payable and accrued liabilities. The accrued amount is subject to measurement uncertainty due to the tax filing positions of the subscribers, their tax rates and the amount of personal taxes that may be payable and the interpretation of the indemnity agreement, which will not be known until potentially affected subscribers are reassessed for their tax positions by the Canada Revenue Agency and these amounts become known to the Company.
- c) During the year ended December 31, 2015, the Company settled a contingent liability totaling \$145,512 with a third party who performed oil field services for the Company. The obligation is secured by a take in kind revenue arrangement from one of its gas wells to and in favor of the third party in case of default. The settlement was fair valued at \$107,912 using Level II valuation techniques with a discount rate of 25%. The Company is required to make 35 monthly payments of \$4,300 starting July 1, 2015 to May 1, 2018 and final installment of \$3,800 to be paid on June 1, 2018. As of December 31, 2016, the Company has made 8 payments of \$4,300 for total amount paid of \$34,271 (December 31, 2015 - \$14,988).

RISK FACTORS AND RISK MANAGEMENT

The oil and gas industry is subject to risks in (among others):

Commodity Price Risk

The Company has sold its entire product on the spot market. While the Company currently has no hedges in place, historically the Company has participated in these contracts when it is considered beneficial.

Production Risk

The Company believes it has a stable production base from a variety of wells. However, the Company remains subject to the risk that a significant decrease in production from some wells could result in a material decrease in the Company's production and associated cash flow.

Reserve Replacement Risk

The Company's production is subject to natural declines and the Company plans to replace production with acquisitions and developing new reserves. To remain financially viable, the Company must be able to replace reserves at a lesser cost on a per unit basis than its cash flow on a per unit basis. The Company closely monitors the capital expenditures made for the purpose of increasing its petroleum and natural gas reserves.

Regulatory Risk

Government royalties, income tax laws, environmental laws and regulatory requirements can have a significant impact on the Company's finances and operations. The Company strives to remain knowledgeable regarding changes to the regulatory regime under which it operates, in both Canada and the United States. Sudden regulatory or royalty changes by future government action are unpredictable and cannot be forecast by the Company.

Climate Change Risk

North American climate change policy is evolving and changing at both regional and national levels. The Company expects that some of its operations may be subject to future regional, provincial and/or federal climate change regulations to manage greenhouse gas. The exact scope and timing of new climate change measures is difficult to predict.

FINANCIAL RISK MANAGEMENT

The Board of Directors oversees managements' establishment and execution of the Company's risk management framework. Management has implemented and monitors compliance with risk management policies. The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to market conditions and the Company's activities.

(a) Fair values:

The Company's financial instruments consist of cash and cash equivalents, short-term investments, available for sale investments trade and other receivables, accounts payable and accrued liabilities, the shareholder indemnity, the loan, the convertible debt and the demand loan.

Financial instrument	Classification	Carrying value \$	Fair value \$
Cash and cash equivalents	Fair value through profit and loss	180,642	180,642
Short-term investments	Fair value through profit and loss	68,493	68,493
Trade and other receivables	Loans and receivables	81,159	81,159
Investment in PRI	Available for sale	314,850	314,850
Investment in partnership	Available for sale	442,311	442,311
Accounts payable and accrued liabilities	Other financial liabilities	4,804,713	4,804,713
Shareholder indemnity	Other financial liabilities	332,388	332,388
Loan	Other financial liabilities	1,025,000	1,025,000
Convertible debt	Other financial liabilities	376,000	376,000
Demand loan	Other financial liabilities	123,000	123,000
Short-term loan	Other financial liabilities	314,262	314,262
Other liabilities	Other financial liabilities	71,938	71,938

The significance of inputs used in making fair value measurements are examined and classified according to a fair value hierarchy. Fair values of assets and liabilities included in Level I are determined by reference to quoted prices in active markets for identical assets and liabilities. Assets and liabilities in Level II include valuations using inputs other than quoted prices for which all significant outputs are observable, either directly or indirectly. Level III valuations are based on inputs that are unobservable and significant to the overall fair value measurement.

At December 31, 2016, the Company's cash and cash equivalents and short-term investments have been subject to Level I valuation. The investment held in PRI is level III and the investment in the Partnership is level II.

(b) Credit risk:

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from joint interest partners and oil and natural gas marketers.

Virtually all of the Company's trade and other receivables are from companies in the oil and gas industry and are subject to normal industry credit risks. Credit risks arise principally from the amounts owing to the Company from oil and natural gas marketers and joint interest partners. Management does not believe that any significant concentration of trade and other receivables exists that will result in any loss to the Company based on past payment experience. Receivables from oil and natural gas marketers are normally collected on the 25th day of the month following production. The Company's policy to mitigate credit risk associated with these balances is to establish relationships with large marketers. However, the receivables are from participants in the petroleum and natural gas sector and collection of the outstanding balances is dependent on industry factors such as commodity price fluctuations and escalating costs. The Company does not typically obtain collateral from oil and natural gas marketers or others in the event of non-payment.

At December 31, 2016, the Company's trade and other receivables have been aged as follows:

Days outstanding	December 31, 2016	December 31, 2015
	\$	\$
0-30 days	1,179	20,721
31-60 days	2,185	22,283
61-90 days	1,129	1,093
Greater than 90 days	76,666	83,804
Total	81,159	127,901

Amounts outstanding for more than 90 days are considered past due. During the year ended December 31, 2016, the Company recovered \$52,869 of previously written off trade and other receivables (December 31, 2015—write off of \$49,743). As at December 31, 2016, a provision for doubtful accounts of \$48,964 has been recorded by the Company (December 31, 2015 - \$101,833).

Cash and cash equivalents consist of cash bank balances held in both interest and non-interest bearing accounts. The Company manages credit exposure of cash by selecting financial institutions with high credit ratings.

(c) Liquidity risk:

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. At December 31, 2016, the Company's maximum exposure to liquidity risk is the total current liabilities of \$7,026,963 (December 31, 2015 - \$7,167,145).

The current liabilities and commitments are due as follows:

Accounts payable and accrued liabilities	4,804,713	Due within 90 days
Convertible debt (note 14)	376,000	Maturity date of December 31, 2017
Demand loan (note 15)	123,000	Due on demand
Loan (note 13)	1,025,000	Due on demand
Shareholder indemnities (note 20(b))	332,388	Due on demand
Short-term loan (note 16)	314,262	Due on demand
Other liabilities (note 20 (c))	71,938	Maturity date of June 30, 2018

The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

To achieve this objective, the Company prepares annual capital expenditure budgets, which are regularly monitored and updated as considered necessary. Further, the Company utilizes authorizations for expenditures on both operated and non-operated projects to further manage capital expenditures. The Company also attempts to match its payment cycle with collection of oil and natural gas revenue on the 25th of each month

(d) Market risk:

Market risk is the risk that changes in market prices, such as commodity prices, foreign exchange rates and interest rates will affect the Company's loss or the value of the financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while maximizing returns.

(i) Commodity price risk:

Commodity price risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in commodity prices. Commodity prices for oil and natural gas are impacted by not only the relationship between the Canadian and United States dollar but also world economic events that dictate the levels of supply and demand. All of the Company's oil and gas production is sold at spot rates exposing the Company to the risk of price movements.

The Company had no commodity call options outstanding as at December 31, 2016.

(ii) Currency risk:

The Company is exposed to the financial risk related to the fluctuation of foreign exchange rates. The Company operates in Canada and the United States and a portion of its expenses are incurred in United States dollars. The Company does not hedge its exposure to fluctuations in the exchange rate. Future changes in exchange rates could have a material effect on the Company's business including its intended capital plans, its financial condition and results of operations.

Certain of the Company's financial instruments are exposed to fluctuations in the United States dollar, including cash and cash equivalents, trade and other receivables and accounts payable and accrued liabilities. As at December 31, 2016, an increase or decrease of 10% to the foreign exchange rate between the United States dollar and the Canadian dollar applied to the average level of United States denominated cash and cash equivalents would have had approximately a \$16,100 (December 31, 2015 - \$32,800) impact on the Company's comprehensive loss for the year.

(iii) Interest rate risk:

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. As at December 31, 2016, all of the Company's debt, including the loan, the convertible debt, the demand loan and the short-term loan, bears fixed interest rates and accordingly, is not subject to market interest rate fluctuations.

The Company has no interest rate swaps or financial contracts in place as at or during the year ended December 31, 2016 or 2015.

(e) Capital management

The Company's capital consists of shareholders' deficit, the loan, the convertible debt and working capital. The Company will adjust its capital structure to manage its current and future debt, drilling programs and potential corporate acquisitions through the issuance of shares, sourcing additional debt financing and adjustments to capital spending. The Company's objective for managing capital is to maximize long-term shareholder value by ensuring adequate capital to achieve the Company's objectives. The Company is not subject to any external capital requirements.

Management reviews its capital management approach on an ongoing basis and believes its current approach is reasonable given the size of the Company. There has been no change in management's approach to capital management during the year.

SEGMENTED INFORMATION

The Company's primary operations are limited to a single industry being the acquisition, exploration for and development of petroleum and natural gas.

Product segmentation is as follows:

Revenue	Oil	Natural Gas	NGL's	Electricity	Total
December 31, 2016(\$)	-	13,440	-	-	13,440
December 31, 2015 (\$)	-	24,999	-	12,160	37,159

Geographical segmentation is as follows:

	December 31, 2016 (\$)		
	Canada	United States	Total
Petroleum and natural gas sales	13,440	-	13,440
Depletion, depreciation and impairment	11,701	310,985	322,686
Net loss	699,700	370,180	1,069,880
Property and equipment	38,958	4,616	43,574
Exploration and evaluation assets	-	1,799,531	1,799,531
Share of investment in PRI	157,425	157,425	314,850
Investment in Partnership	221,156	221,155	442,311
Total liabilities	4,787,352	2,686,263	7,473,615

	December 31, 2015 (\$)		
	Canada	United States	Total
Petroleum and natural gas sales	37,159	-	37,159
Equity loss on investment in PRI	25,177	25,177	50,354
Depletion, depreciation and impairment	125,708	245,352	371,060
Net loss	221,152	442,304	663,456
Property and equipment	50,657	10,203	60,860
Exploration and evaluation assets	-	1,940,471	1,940,471
Investment in PRI	171,525	171,524	343,049
Investment in Partnership	221,156	221,155	442,311

OUTLOOK

Based on the continuation of low natural gas prices, the Company will continue to focus on the exploration program in Texas, which is an oil based resource. The initial impact of this transition shows a lower production volume in our overall output, but the Company has recently completed two exploration wells in Guadalupe County, Texas. The Company has been working with partners on a timetable to complete and tie in the wells. It was anticipated that the completion and tie in of both wells would be completed in Q2, 2017. Preliminary estimates for the gross completion and tie in costs of both wells are \$175,000. The Company has a 27% interest in the wells. It is anticipated that both wells are capable of production and once the wells are tied in the Company will release information concerning the initial production rates. At the time of this writing the Company is under a cease trade order, and has been for the past twelve months. As such, the Company has not been able to raise the funds for the two operations outlined above. At the time of this writing the leases associated with the properties discussed are in good standing. The Company is working to have the cease trade order revoked at which point the Company will resume its efforts to raise the funds necessary to carry out these operations.

Additionally, the Company is working with partners towards completing the next phase of the electric generation project in Nevis, Alberta. The next phase of the project will add an additional 6MW of electricity generation at the Nevis and Lacombe fields and will continue to pave the way for the Company to explore electric generation at other areas in Alberta in order to create new revenue streams. Construction began on the five additional 1.2 MW generators in May, 2016 and at the time of this writing construction has been completed on all five generators. The generators are currently undergoing very stages of testing and will be on line full time in Q2, 2017. The construction and installation costs for this phase of development were approximately \$6,500,000. Emerald Bay's current interest in the project was to cost the Company approximately \$980,000. The Company had until the end of 2016 to raise the funds necessary to maintain the current interest in the project, however as the project has been behind schedule the Company still has an opportunity to participate in the pro-rata share of costs once the project is completed and all costs finalized. Once the project is finalized the ownership percentages will be adjusted accordingly based on how much of the project was funded by each of the four partners. If the Company is unable to fund its portion, or any portion, of the project then the Company's current interest of approximately 16% would be reduced to approximately 5 to 6%.

The Company is currently under a Cease Trade Order at the time of this writing. The Cease Trade Order may limit the Company's ability to raise capital at this time. The Company is optimistic that the Cease Trade Order will be revoked prior to completion and commissioning of the generators enabling the Company to raise the necessary capital.

The daily production rates in the Company's PRI affiliate is not reported in the Company's average daily production rate. These volumes will be periodically reported through press releases.

The Company will continue to pursue a carefully designed capital expenditure program, including acquisitions and dispositions, which would allow us to add production, reserves and cash flow in a cost effective manner while maintaining a level of flexibility in our balance sheet. We are confident that we have prepared ourselves to emerge from this environment operationally strong, and we expect to be well positioned to respond quickly when the business environment improves. Our proven management and dedicated team of professionals are engaged and committed to developing our high-quality asset base.

CRITICAL ACCOUNTING ESTIMATES

The preparation of the Consolidated Financial Statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. By their nature, these estimates are subject to measurement uncertainty and the effect on the Consolidated Financial Statements of changes in such estimates in future periods could be significant.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. Specific amounts and disclosures affected by estimates and assumptions are:

Significant judgments

Determination of cash-generating units ("CGU")

Property and equipment are aggregated into CGUs based on their ability to generate largely independent cash flows and are used for impairment testing. The determination of the Company's CGUs is subject to management's judgment.

Significant estimates and assumptions

Reserves

Oil and gas development and production properties are depleted on a unit of production basis at a rate calculated by reference to proved reserves determined in accordance with the Society of Petroleum Engineers rules and incorporating the estimated future cost of developing and extracting those reserves. Oil and gas reserves are also used to evaluate impairment of developed property and equipment ("PP&E properties"). Commercial reserves are determined using estimates of oil and natural gas in place, recovery factors, discount rates and forward future prices. Future development costs are estimated using assumptions as to the number of wells required to produce the commercial reserves, the cost of such wells and associated production facilities, and other capital costs. There are numerous uncertainties inherent in estimating oil and gas reserves. Estimating reserves is very complex, requiring many judgments based on geological, geophysical, engineering and economic data. These estimates may change, having either a positive or negative impact on the statement of comprehensive loss as further information becomes available and as the economic environment changes.

Decommissioning liabilities

The Company estimates the decommissioning obligations for oil and natural gas wells and their associated production facilities and pipelines. In most instances, removal of assets and remediation occurs many years into the future. Amounts recorded for the decommissioning obligations and related accretion expense require estimates regarding removal date, future environmental legislation, the extent of reclamation activities required, the engineering methodology for estimating costs, future removal technologies in determining the removal costs, and discount rates to determine the present value of these cash flows.

Exploration and evaluation ("E&E") assets

The accounting policy for E&E assets is described in note 3. The application of this policy requires management to make certain estimates and assumptions as to future events and circumstances as to whether economic quantities of reserves will be found.

Share-based compensation

The fair value of stock options and warrants granted is recognized using the Black-Scholes option pricing model. Measurement inputs include the Company's share price on the measurement date, the exercise price of the option, the

expected volatility of the Company's shares, the expected life of the options, expected dividends and the risk-free rate of return. The Company estimates volatility based on the historical share price in the publicly traded markets. The expected life of the options is based on historical experience and estimates of the holder's behavior. Dividends are not factored in as the Company does not expect to pay dividends in the foreseeable future. Management also makes an estimate of the number of options that will be forfeited and the rate is adjusted to reflect the actual number of options that vest.

Recoverability of assets

The Company assesses impairment on its assets that are subject to amortization when it has determined that a potential indicator of impairment exists. Impairment exists when the carrying value of a non-financial asset or CGU exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. The Company used the calculation of fair value less costs to sell to determine the fair value of its CGUs. In determining the fair value less costs to sell, the amount is most sensitive to the future commodity prices, discount rates, and estimates of proved and probable reserves, to determine an implied fair value of the CGU being tested.

Provision for doubtful accounts

The provision for doubtful accounts is reviewed by management on a monthly basis. Trade receivables are considered for impairment on a case-by-case basis when they are past due or when objective evidence is received that a customer will default. Management makes these assessments after taking into consideration the customer's payment history, their credit worthiness and the current economic environment in which the customer operates to assess impairment. The Company's historical bad debt expenses have not been significant and are usually limited to specific customer circumstances. However, given the cyclical nature of the oil and natural gas industry along with the current economic operating environment, a customer's ability to fulfill its payment obligations can change suddenly and without notice.

RECENT ACCOUNTING PRONOUNCEMENTS

Certain pronouncements were issued by “IASB” or International Financial Reporting Interpretation Committee (“IFRIC”) that are mandatory for accounting periods beginning after January 1, 2017 or later periods.

The following new accounting standards, amendments to accounting standards and interpretations, have not been early adopted in these consolidated financial statements. The Company is currently assessing the impact, if any, of this new guidance on the Company’s future results and financial position:

IFRS 9, “Financial Instruments”: In July 2014, the IASB completed the final phase of its project to replace IAS 39, the current standard on the recognition and measurement of financial instruments. IFRS 9 is now the new standard which sets out the recognition and measurement requirements for financial instruments and some contracts to buy or sell non-financial items. IFRS 9 provides a single model of classifying and measuring financial assets and liabilities and provides for only two classification categories: amortized cost and fair value. Hedge accounting requirements have also been updated in the new standard and are now more aligned with the risk management activities of an entity. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. Early adoption is permitted; however, if an entity elects to apply this standard early, it must disclose that fact and apply all of the requirements in this standard at the same time. It is anticipated that the adoption of IFRS 9 will not have a material impact on the Company’s consolidated financial statements.

IFRS 15, “Revenue from Contracts with Customers:” IFRS 15 was issued in May 2014 and applies to contracts with customers, excluding, most notably, insurance and leasing contracts. IFRS 15 prescribes a framework in accounting for revenues from contracts within its scope, including (a) identifying the contract, (b) identify separate performance obligations in the contract, (c) determine the transaction price of the contract, (d) allocate the transaction price to the performance obligations and (e) recognize revenues when each performance obligation is satisfied. This standard comes into effect January 1, 2018 and is applied retrospectively. IFRS 15 also prescribes additional financial statement presentations and disclosures. The Company’s evaluation of IFRS 15 is ongoing and not complete. The IASB has issued and may issue in the future, interpretative guidance, which may cause its evaluation to change. The Company does not currently believe IFRS 15 will have a material effect on its consolidated financial statements.

IFRS 16, “Leases”: In January 2016, the IASB issued the standard to replace IAS 17 “Leases”. For lessees applying IFRS 16, a single recognition and measurement model for leases would apply, with required recognition of assets and liabilities for most leases. The standard will come into effect for annual periods beginning on or after January 1, 2019, with earlier adoption permitted. The Company does not currently believe IFRS 16 will have a material effect on its consolidated financial statements.