Interim MD&A – Quarterly Highlights (the "Quarterly Highlights")
For the three and nine month periods ended September 30, 2018

Dated: November 19, 2018

INTRODUCTION

The following Management Discussion & Analysis – Quarterly Highlights ("**Quarterly Highlights**") of CGX Energy Inc. (the "**Company**" or "**CGX**") has been prepared to provide material updates to the business operations, liquidity and capital resources of the Corporation since its last management discussion & analysis, being the Management Discussion & Analysis ("**Annual MD&A**") for the fiscal year ended December 31, 2017. This Quarterly Highlights does not provide a general update to the Annual MD&A, or reflect any non-material events since date of the Annual MD&A.

This Quarterly Highlights has been prepared in compliance with the requirements of section 2.2.1 of Form 51-102F1, in accordance with National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with Annual MD&A, the audited consolidated financial statements of the Company for the years ended December 31, 2017 and 2016 and the unaudited condensed interim consolidated financial statements for the three and nine month periods ended September 30, 2018 and 2017, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. In the opinion of management, all adjustments (which consist only of normal recurring adjustments) considered necessary for a fair presentation have been included. The results for the three and nine month periods ended September 30, 2018 are not necessarily indicative of the results that may be expected for any future period. Information contained herein is presented as at November 19, 2018 unless otherwise indicated.

The unaudited condensed interim consolidated financial statements for the three and nine month periods ended September 30, 2018 and 2017, have been prepared using accounting policies consistent with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee. The unaudited condensed interim consolidated financial statements have been prepared in accordance with International Standard 34, Interim Financial Reporting.

For the purposes of preparing this Quarterly Highlights, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of CGX's common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

ADDITIONAL INFORMATION

Additional information is accessible at the Company's website www.cgxenergy.com or through the Company's public filings available on SEDAR at www.sedar.com.

CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

This Quarterly Highlights includes "forward-looking statements", within the meaning of applicable securities legislation, which are based on the opinions and estimates of management and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the 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 other similar words suggesting future outcomes or statements regarding an outlook. Such risks and uncertainties include, but are not limited to, risks associated with the offshore and onshore oil and gas industry (including operational risks in exploration development and production; delays or changes in plans with respect to exploration or development projects or capital expenditures; the uncertainty of reserve estimates; the uncertainty of estimates and projections in relation to production, costs and expenses; the uncertainty surrounding the ability of CGX to obtain all permits, consents or authorizations required for its operations and activities; and health safety and environmental risks), the risk of commodity price and foreign exchange rate fluctuations, the risk of CGX not being able to fund the capital and operating expenses necessary to achieve its business plan, the uncertainty associated with commercial negotiations and negotiating with foreign governments and risks associated with international business activities, as well as those risks described in public disclosure documents filed by CGX. The ability of the Company to carry out its business plan is primarily dependent upon the continued support of its shareholders, the discovery of economically recoverable reserves and the ability of the Company to obtain financing to develop such reserves. Due to the risks, uncertainties and assumptions inherent in forward-looking statements, prospective investors in securities of CGX should not place undue reliance on these forward-looking statements. Statements in relation to “reserves” and “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.

Although the forward-looking statements contained in this Quarterly Highlights are based on assumptions that management believes to be reasonable, the Company cannot assure investors that actual results will be consistent with these forward-looking statements.

Readers are cautioned that the foregoing lists of risks, uncertainties and other factors are not exhaustive. The forward-looking statements contained in this Quarterly Highlights are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking statements or in any other documents filed with Canadian securities regulatory authorities, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws. The forward-looking statements are expressly qualified by this cautionary statement.

Boe Conversion

The term “boe” is used in this Quarterly Highlights. Boe may be misleading, particularly if used in isolation. A boe conversion ratio of cubic feet to barrels 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 this MD&A we have expressed boe using the conversion standard of 6.0 Mcf: 1 bbl.

Prospective Resources

Readers should give attention to the estimates of individual classes of resources and appreciate the differing probabilities of recovery associated with each class. Estimates of remaining recoverable resources (unrisked) include Prospective Resources that have not been adjusted for risk based on the chance of discovery or the chance of development and Contingent Resources that have not been adjusted for risk based on the chance of development. It is not an estimate of volumes that may be recovered. Actual recovery is likely to be less and may be substantially less or zero.

Prospective Resources are those quantities of petroleum estimated, as of a given date, to be potentially recoverable from undiscovered accumulations by application of future development projects. Prospective Resources have both an associated chance of discovery and a chance of development. Prospective Resources are further subdivided in accordance with the level of certainty associated with recoverable estimates, assuming their discovery and development, and may be sub-classified based on project maturity. There is no certainty that any portion of the resources will be discovered and they would be technically and economically viable to recover. If discovered, there is no certainty that any discovery will be technically or economically viable to produce any portion of the resources.

Recent Highlights

Highlights of the Company's recent activities to date include the following:

- On October 30, 2018, the Company entered into an agreement with Japan Drilling Co., Ltd. ("**JDC**") to settle all liabilities claimed by JDC from the Company arising from a cancelled drilling contract in 2015. Under the terms of the agreement, the Company is proposing to pay JDC 45% of the principal amount of the funds claimed and recorded (or $6,637,537), together with interest accrued on such reduced amount in the sum of $1,266,500.08 (or $7,904,037 in the aggregate), in order to fully satisfy all liabilities. The completion of this transaction is conditional on the Company successfully completing a financing, which condition may be waived by the Company. The agreement between JDC and the Company will terminate if the closing of the transaction is not completed on or before March 31, 2019. The failure to complete this transaction will result in any liabilities owed to JDC remaining outstanding which liabilities would continue to incur interest.

- On August 10, 2018, at a naming ceremony held in Georgetown, Guyana presided by the Indigenous Peoples of that country, the Company announced that its well proposed to test the first prospect on its Corentyne Petroleum Prospecting Licence ("**PPL**") will be named Utakwaka, meaning New day or New Dawn.

- On April 25, 2018, the Company entered into an amended and restated bridge loan facility (the "**Bridge Loan III**") pursuant to the non-binding letter of intent signed on April 5, 2018. The current expiration date of the amended and restatement facility is October 31, 2018.

- On April 5 2018, the Company entered into a non-binding letter of intent for an amendment to the Bridge Loan III with Frontera Energy Corporation (*formerly Pacific Exploration and Production Corp.)* ("**Frontera**"), whereby, beginning April 5, 2018 the Company was able to draw down an additional $8,530,867 under the Bridge Loan III facility up to a total of $14,139,229. As of November 19, 2018, the Company has drawn a total of $8,861,000 from the facility.

- On December 15, 2017, the Company successfully renegotiated its work commitments under its Demerara, Corentyne and Berbice Petroleum Prospecting Licenses with the Government of Guyana. As part of the renegotiation, the Company relinquished 25% of the acreage of both the Corentyne and Demerara blocks to the Government of Guyana.

- On April 26, 2017, the Company entered into Bridge Loan III with Frontera in the aggregate principal amount of up to $3,100,000. The Bridge Loan III is a non-revolving term facility. The Bridge Loan III accrues interest at an annual rate of 5% per annum and is currently repayable in full including all accrued interest on October 31, 2018. Frontera has the right to take the pledged security of shares of CGX's subsidiaries in an event of default under the Bridge Loan III.

CORPORATE OVERVIEW AND OUTLOOK

CGX is an oil and gas exploration company headquartered in Toronto, Canada. CGX was incorporated in 1998 for the primary purpose of exploring for hydrocarbons in Guyana, South America. As at November 19, 2018, CGX holds an interest in three Petroleum Agreements (known as the Corentyne, Berbice and Demerara Blocks) covering approximately 11,005.2 km^2 (approximately 9,748.2 net km^2) offshore and onshore Guyana.

CGX has four direct subsidiaries: (i) CGX Resources Inc. ("**CGX Resources**"), a wholly-owned subsidiary, which is incorporated pursuant to the laws of Bahamas; (ii) ON Energy Inc. ("**ON Energy**"), a corporation subsisting under the laws of Guyana, 62% of the voting shares of which are owned by CGX; (iii) GCIE Holdings Limited, a wholly-owned subsidiary, which is incorporated pursuant to the laws of Barbados and owns 100% of the shares of Grand Canal Industrial Estates Inc. ("**Grand Canal**"), a corporation subsisting under the laws of Guyana; and (iv) CGX Energy Management Corp., a wholly owned subsidiary, which is incorporated pursuant to the laws of the State of Delaware, USA.

Carrying on Business in Guyana

The exploration activities of CGX are currently conducted in Guyana through its subsidiaries. The following description of carrying on business in Guyana is taken from publicly available information provided by the Guyana Office for Investment and is available at www.guyanaconsulate.com under the heading "Investment Guide".

Guyana is situated on the northern coast of the South American continent. It is bound on the north by the Atlantic Ocean, on the east by Suriname, on the south-west by Brazil and on the north-west by Venezuela. Guyana's total area is approximately 215,000 km^2, slightly smaller than Great Britain. Its coastline is approximately 4.5 feet below sea level at high tide, while its hinterland contains mountains, forests, and savannahs. This topography has endowed Guyana with its extensive network of rivers and creeks as well as a large number of waterfalls. Guyana is endowed with natural resources including fertile agricultural land and rich mineral deposits (including gold, diamonds and semi-precious stones, bauxite and manganese).

Guyana is divided into three counties (Demerara, Essequibo and Berbice) and 10 administrative regions. Georgetown is the capital city of Guyana, the seat of government, the main commercial centre, and the principal port. In addition to Georgetown, Guyana has six towns of administrative and commercial importance which are recognized municipal districts; each has its own mayor, council and civic responsibilities.

The Co-operative Republic of Guyana is an independent republic headed by the president and National Assembly. Guyana is a member of the British Commonwealth of Nations, with a legal system based for the most part on British Common Law.

The Petroleum Regime in Guyana

Under the Guyana *Petroleum Act of 1986*, petroleum exploration in Guyana is executed by and subject to the approval of the Minister Responsible for Petroleum. Within Guyana, subsurface rights for minerals and petroleum are vested in the state.

The Guyana Geology & Mines Commission ("**GGMC**") has been charged with the responsibility for managing the nation's mineral resources and is the statutory body responsible for administering Petroleum Agreements ("**PA**s") and Petroleum Production Agreements ("**PPL**s") for petroleum exploration in Guyana.

PAs may address the following matters: (i) granting of requisite licences; (ii) conditions to be included in the granting or renewal of such licences; (iii) procedure and manner with respect to the exercise of Ministerial discretion; and (iv) any matter incidental to or connected with the foregoing.

In order to obtain a PPL, the licencee must:

- submit a prospecting licence application to the Minister Responsible for Petroleum, including a detailed annual work program and budget; and
- agree to comply with licence conditions stipulated by the Minister Responsible for Petroleum, including conditions stipulated in the applicable governing PA.

A PA and an associated PPL enable the holder to conduct prospecting and exploration activities for petroleum on the subject property in accordance with the terms and conditions of such PA and PPL. A PPL is generally issued for an initial period not exceeding four years, and is renewable for up to two additional three-year periods. In the event of a discovery, the holder may apply for a 20 year PPL, renewable for a further 10 years.

CGX's PAs and PPLs

Corentyne PA and PPL

On November 27, 2012, the Company was issued a new Corentyne PA and PPL covering 6,212 km^2, the same area as the offshore portion of the former Corentyne PPL that had been issued on June 24, 1998. On December 15, 2017, the Company was issued an addendum to the November 27, 2012 PA. Under the terms of the addendum, the Company's work commitments were modified and the Company relinquished 25% of the original contract area block, now covering 4,709 km^2. Under the addendum to the PA, during the period November 27th, 2017 to November 27th, 2019, CGX Resources is required to drill one (1) exploration well. The Corentyne PPL is 100% owned by CGX Resources. The summary terms of the addendum are as follows:

Period	Phase	Exploration Obligation	Dates
First Renewal Period - 3 Years	Phase One - 12 Months	Commence planning to drill 1 exploration well (Completed)	Nov 27, 2016 - Nov 27, 2017
	- At the end of phase one of the first renewal period, the Company shall elect either to relinquish the entire Contract Area except for any Discovery Area and the area contained in any Petroleum Production Licence or commit to the work programme in phase 2. (Company has commited to complete work in phase 2)		
	Phase Two - 24 Months	Drill 1 exploration well	Nov 27, 2017 - Nov 27, 2019
	- At the end of the first renewal period of three (3) years, the Company shall elect either to relinquish the entire Contract Area except for any Discovery Area and the area contained in any Petroleum Production Licence or relinquish twenty-five (25%) percent of the Contract Area and renew the Petroleum Prospecting Licence for a second period of three (3) years.		
Second Renewal Period - 3 Years	Phase One - 12 Months	Complete additional seismic acquisition or reprocessing	Nov 27, 2019 - Nov 27, 2020
	- At the end of phase one of the second renewal period, the Company shall elect either to relinquish the entire Contract Area except for any Discovery Area and the area contained in any Petroleum Production Licence or commit to the work programme in phase 2.		
	Phase Two - 24 Months	Drill 1 exploration well	Nov 27, 2020 - Nov 27, 2022
	- At the end of the second renewal period of three (3) years, the Company shall relinquish the entire Contract Area except for any Discovery Area, the area contained in any Petroleum Production Licence and any other portion of the Contract Area on which the Minister Responsible for Petroleum agrees to permit the Company to conduct further exploration activities.		

Demerara PA and PPL

On February 12, 2013, the Company entered into the Demerara PA and PPL covering 3,975 km^2, the same area of the former Annex PPL, which was a subset of the Company's original Corentyne PA. On December 15, 2017, the Company was issued an addendum to the February 12, 2013 PA. Under the terms of the addendum, the Company's work commitments were modified and the Company relinquished 25% of the original contract area block, now covering 3,001.2 km^2. The Demerara PPL is 100% owned by CGX Resources. The summary of terms of the addendum are as follows:

<table>
<tr><th>Period</th><th>Phase</th><th>Exploration Obligation</th><th>Dates</th></tr>
<tr><td rowspan="4">First Renewal Period - 3 Years</td><td>Phase One - 12 Months</td><td>Conduct additional data processing and planning for 1st exploration well (Conducted)</td><td>Feb 12, 2017 - Feb 12, 2018</td></tr>
<tr><td colspan="3">- At the end of phase one (1) of the first renewal period, the Company shall elect either to relinquish the entire Contract Area except for any Discovery Area and the area contained in any Petroleum Production Licence or commit to the work programme in phase 2. (Company has commited to complete work in phase 2)</td></tr>
<tr><td>Phase Two - 24 Months</td><td>Complete any additional processing and planning, and secure all regulatory approvals for the drilling of 1st exploration well</td><td>Feb 12, 2018 - Feb 12, 2020</td></tr>
<tr><td colspan="3">- At the end of the first renewal period of three (3) years, the Company shall elect either to relinquish the entire Contract Area except for any Discovery Area and the area contained in any Petroleum Production Licence or relinquish twenty-five (25%) percent of the Contract Area and renew the Petroleum Prospecting Licence for a second period of three (3) years.</td></tr>
<tr><td rowspan="4">Second Renewal Period - 3 Years</td><td>Phase One - 12 Months</td><td>Drill 1 exploration well</td><td>Feb 12, 2020 - Feb 12, 2021</td></tr>
<tr><td colspan="3">- At the end of phase one of the second renewal period, the Company shall elect either to relinquish the entire Contract Area except for any Discovery Area and the area contained in any Petroleum Production Licence or commit to the work programme in phase 2.</td></tr>
<tr><td>Phase Two - 24 Months</td><td>Drill 1 exploration well</td><td>Feb 12, 2021 - Feb 12, 2023</td></tr>
<tr><td colspan="3">- At the end of the second renewal period of three (3) years, the Company shall relinquish the entire Contract Area except for any Discovery Area, the area contained in any Petroleum Production Licence and any other portion of the Contract Area on which the Minister Responsible for Petroleum agrees to permit the Company to conduct further exploration activities.</td></tr>
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Berbice PA and PPL

On February 12, 2013, ON Energy entered into the Berbice PA and PPL covering 3,295 km^2, the same area as the former Berbice PA issued on October 1, 2003, combined with the onshore portion of the Company's former Corentyne PA. On December 15, 2017, the Company was issued an addendum to the February 12, 2013 PA. The Berbice PPL is 100% owned by ON Energy, which is owned 62% by CGX.

The summary terms of the addendum are as follows:

<table>
<tr><th>Period</th><th>Phase</th><th>Exploration Obligation</th><th>Dates</th></tr>
<tr><td rowspan="4">First Renewal Period - 3 Years</td><td>Phase One - 18 Months</td><td>Compile all relevant data, information and budgetary allocations for a geochemical survey and submit to the GGMC for approval (Completed)</td><td>Feb 12, 2017 - Aug 12, 2018</td></tr>
<tr><td colspan="3">- At the end of phase one (1) of the first renewal period, the Company shall elect either to relinquish the entire Contract Area except for any Discovery Area and the area contained in any Petroleum Production License or commit to the work programme in phase two (2).</td></tr>
<tr><td>Phase Two - 18 Months</td><td>(a) Complete a geochemical survey of a minimum 120 sq km
(b) Commence a seismic program defined by the geochemical survey</td><td>Aug 12, 2018 - Feb 12, 2020</td></tr>
<tr><td colspan="3">- At the end of the first renewal period of three (3) years, the Company shall elect either to relinquish the entire Contract Area except for any Discovery Area and the area contained in any Petroleum Production Licence or relinquish twenty-five (25%) percent of the Contract Area and renew the Petroleum Prospecting Licence for a second period of three (3) years.</td></tr>
<tr><td rowspan="4">Second Renewal Period - 3 Years</td><td>Phase One - 18 Months</td><td>Complete seismic program and all associated processing and interpretation</td><td>Feb 12, 2020 - Aug 12, 2021</td></tr>
<tr><td colspan="3">- At the end of phase one (1) of the first renewal period, the Company shall elect either to relinquish the entire Contract Area except for any Discovery Area and the area contained in any Petroleum Production License or commit to the work programme in phase two (2).</td></tr>
<tr><td>Phase Two - 18 Months</td><td>Drill 1 exploration well</td><td>Aug 12, 2021 - Feb 12, 2023</td></tr>
<tr><td colspan="3">- At the end of the second renewal period of three (3) years, the Company shall relinquish the entire Contract Area except for any Discovery Area, the area contained in any Petroleum Production Licence and any other portion of the Contract Area on which the Minister Responsible for Petroleum agrees to permit the Company to conduct further exploration activities.</td></tr>
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GUYANA OPERATIONS

Corentyne PA, Guyana

The original Corentyne PA covered approximately 11,683 km^2 under two separate PPLs. The Annex PPL (4,047 km^2) was held 100%, as was the offshore portion of the Corentyne PPL (6,070 km^2), while the onshore portion of the Corentyne PPL (1,566 km^2) was held net 62% by CGX through ON Energy.

The original Corentyne PA was awarded to CGX in 1998, following which the Company began an active exploration program consisting of a 1,800 kilometre seismic acquisition and preparations to drill the Eagle well. The Eagle drilling location in 2000 was 15 kilometres within the Guyana-Suriname border. However, a border dispute between Guyana and Suriname led to the Company being forced off the Eagle location before drilling could begin. As a result of that incident, all active offshore exploration in Guyana was suspended by CGX and the other operators in the area, including E23on and Maxus (Repsol, YPF). On September 17, 2007, the International Tribunal on the Law of the Sea ("**ITLOS**") awarded a maritime boundary between Guyana and Suriname. In the decision, ITLOS determined that it had the jurisdiction to decide on the merits of the dispute and that the line adopted by ITLOS to delimit the parties' continental shelf and exclusive economic zone follows an unadjusted equidistance line. The arbitration was compulsory and binding. CGX financed a significant portion of Guyana's legal expenses at a cost of $9.8 million. The decision was beneficial for CGX, as it concluded that 93% of CGX's Corentyne PPL and 100% of the Georgetown PPL would be in Guyana territory.

Because CGX was prevented from gaining unhindered access to a portion of the original Corentyne PPL area during the seven year resolution, the term of the contract was extended to June 2013.

In 2008, CGX was the first company to commit to acquire 3D seismic in Guyana when the Company acquired a 505 square kilometre 3D seismic program to enhance its interpretation of its newly defined Eagle Deep prospect, a large stratigraphic trap in the Cretaceous. The cost of the seismic program was approximately $8 million. Processing and interpretation of the 3D seismic was completed in 2009.

Based on the interpretation of the 3D seismic volume and concurrent activities on both sides of the Atlantic margin, CGX interpreted numerous prospects on the Corentyne PPL. One significant prospect is a Turonian sand at approximately 5,600 metres. Because the offset Jaguar-1 well on the Georgetown PPL was testing another Cretaceous Turonian prospect, the Corentyne commitment well was targeted to 4,250 metres to test the Tertiary Eocene and Cretaceous Maastrichtian trend.

The Eagle-1 well spudded on February 13, 2012 and was initially budgeted for 60 days of drilling, but experienced weather delays and mechanical issues which extended operations to 107 days. The initial cost estimate for the Eagle-1 well was $55 million; however, due to additional time for drilling and additional logging of potential reservoir sands, the final costs associated with the Eagle-1 well were approximately $89.4 million. In May 2012, the Company completed the analyses of the results of its Eagle-1 well on the Company's 100% owned and operated Corentyne PPL, offshore Guyana. The well was declared a dry-hole after encountering hydrocarbon shows in three formations, but the potential reservoir sands proved to be water-bearing. The Company recognized the total cost of Eagle-1 well as a dry hole expense in the financial statements for the years ended December 31, 2013 and 2012.

On November 27, 2012, the Company received a new Corentyne PA, offshore Guyana, renewable after four years for up to six additional years. The New Corentyne PA applies to the former offshore portion of the Corentyne PPL, covering 6,212 km^2.

As of March 19, 2013 and effective December 31, 2012, an Independent Resources Evaluation was completed by DeGolyer and MacNaughton of Dallas, Texas, USA (the "**D&M Report**"). In the D&M Report, the total best estimate (P50) of Prospective Resources for six oil and gas prospects within the Corentyne PA are 779 MMbbl of oil, 743 MMbbl of condensate, 6,943 Bcf of sales gas plus 696 billion cubic feet of solution gas. If the estimate of gas resources were converted to oil on a 6:1 btu equivalence, and if the estimate of solution gas resources associated with the oil prospects were converted to sales gas assuming a 5% shrinkage, the arithmetic sum would be 2,664 MMboe. The D&M Report has been filed on CGX's website at www.cgxenergy.com. The D&M Report was prepared in accordance with the requirements of Section 5.9 of National Instrument 51-101 – *Standards of Disclosure for Oil and Gas Activities.*

On November 27, 2012, the Company received a new Corentyne PA, offshore Guyana, renewable after four years for up to six additional years. The New Corentyne PA applies to the former offshore portion of the Corentyne PPL, covering 6,212 km^2.

On December 15, 2017, the Company was issued an addendum to the November 27, 2012 PA. Under the terms of the addendum to the new Corentyne PA beginning November 27, 2017, during phase two of the first renewal period the Company has an obligation to drill one well. At the end of the of the first renewal period on or before November 27, 2019, the Company shall relinquish the entire contract area except for any discovery area and the area contained in any PPL or relinquish twenty-five (25%) percent of the contract area and renew the PPL for a second period of three (3) years. The addendum to the New Corentyne PA resulted in a reduction of acreage to 4,709 km^2.

Berbice PA, Guyana

In 2003, CGX, through its 62% owned subsidiary ON Energy, applied for and was granted the Berbice PPL consisting of approximately 1,566.2 km^2 adjacent to the Corentyne onshore PPL. On the two onshore PPL's, ON Energy completed aeromag re-interpretation, a geochemical sampling program and a 2D seismic program, to fulfill the minimum work obligations, plus drilled three dry-holes.

On February 12, 2013, the Government of Guyana issued a new Berbice PA and PPL to ON Energy, comprising the former Berbice PA and the onshore portion of the former Corentyne PPL, covering 3,295 km^2. Under the terms of the new Berbice PA, during the initial period of four years, ON Energy had an obligation to conduct an airborne survey comprising a minimum of 1,000 km^2 and either conduct a 2D seismic survey comprising a minimum of 100 km^2 or drill one exploration well.

On December 15, 2017, the Company was issued an addendum to the February 12, 2013 PA. Under the terms of the new Berbice PA, during phase two of the first renewal period beginning on August 12th, 2018, the Company will (a) complete a geochemical survey of a minimum 120 sq km and (b) Commence a seismic program defined by the geochemical survey. At the end of the first renewal period of three (3) years, the Company shall elect either to relinquish the entire contract area except for any discovery area and the area contained in any PPL or relinquish twenty-five (25%) percent of the contract area and renew the PPL for a second period of three (3) years.

Demerara PA, Guyana

On February 12, 2013, the Government of Guyana issued the new Demerara PA and PPL to the Company. The Demerara PA and PPL applies to the former offshore portion of the Annex PPL, covering 3,000 km^2, which was a subset of the Company's original Corentyne PA. Under the terms of the new Demerara PA, during the initial period of four years, CGX has an obligation to conduct a 3D seismic survey of a minimum of 1,000 km^2 (completed in 2014) and to drill one exploration well.

In September 2014, the Company entered into a seismic contract with Prospector PTE. Ltd. ("**Prospector**") to conduct a 3,116.74 km^2 3D seismic survey on the Company's 100% owned Demerara Block as part of its commitments under the Demerara PA and PPL. The aggregate cost of this seismic survey was approximately $19 million with $7 million paid to Prospector by way of issuance of 15,534,310 common shares ("**Common Shares**") valued at $0.49 per share, $2.5 million paid in cash thirty days after receipt of their invoice and the remainder of approximately $9.5 million payable in cash twelve months after the conclusion of the seismic survey, being December 2015. As of the date hereof, this amount remains unpaid. Prospector currently owns approximately 14.1% of the issued and outstanding Common Shares.

On December 15, 2017, the Company was issued an addendum to the February 12, 2013 PA. Under the terms of the addendum to the Demerara PA, during phase two of the first renewal period commencing February 12th, 2018, the Company will be required to complete any additional processing and planning, and secure all regulatory approvals for the drilling of first exploration well. At the end of the first renewal period of three (3) years, the Company shall elect either to relinquish the entire contract area except for any discovery area and the area contained in any PPL or relinquish twenty-five (25%) percent of the contract area and renew the PPL for a second period of three (3) years. The addendum to the New Demerara PA resulted in a reduction of acreage to 4,709 km^2.

Contractual Commitments

Further details of the Company's contractual commitments are included in the unaudited condensed interim consolidated financial statements for the three and nine month periods ended September 30, 2018 and 2017.

Staging Facility and Wharf, Guyana

The Company signed a 50 year lease commencing January 1, 2010, with an option to renew for an additional 50 years for approximately 55 acres on the Berbice River as this is an ideal location for a staging facility to support off-shore drilling activities. Utilizing a local facility is expected to result in significant savings as compared to running the logistics from Trinidad for future wells.

To date, the Company has fenced in the yard, constructed an office and sanitary services, installed two fuel tanks that can accommodate 20,000 litres, installed 200 metre by 50 metre of vertical drainage and completed an internal access road with crusher run and sand filling. A crusher run has also been placed in the entire yard. A two kilometre long by 5 metre wide access road has been constructed from the main road to the port yard site using Geotextile, reef sand, white sand, crusher run and bauxite capping. The Company's investment in the staging facility and wharf is owned by its wholly-owned subsidiary, Grand Canal Industrial Estates Inc.

For the nine month period ended September 30, 2018, the Company incurred additions of $61,687 (year ended December 31, 2017 – $2,892) with respect to the logistics yard and expenditures on a staging facility. The logistics yard was purchased in 2010 for $385,000 and the remainder of the balance spent on the wharf to date was expended on planning for the staging area for the shore-based facility.

OVERALL PERFORMANCE

The Company has no revenues, so its ability to ensure continuing operations is its ability to obtain necessary financing to complete the acquisition and development of potential oil and gas properties.

The net loss and comprehensive loss for the nine month period ended September 30, 2018 was $4,671,924 ($0.04 per share) as compared to $4,389,100 ($0.04 per share) for the nine month period ended September 30, 2017. Net loss for the period is consistent with prior periods as expected, except for the following:

Management and consulting expense increased by $579,743 to $1,678,813 from $1,099,070 for the same period in 2017. The current year period is higher as a result of the Company agreeing to make a payment under one of its senior officers' contracts. The Company agreed to the termination payment of $700,000 and settled this amount by paying $525,000 and recording a liability of $175,000 to be settled in common shares of the Company in the same manner and on the same basis as other debt is ultimately settled for equity under any restructuring. See Note 16 of the unaudited interim consolidated financial statements for the three and nine month periods ended September 30, 2018 and 2017 for further information.

Foreign exchange gain for the period was $240,918 (2017 – loss of $466,734). The gain for the period was mainly due to the weakening of the Canadian dollar on the Company's C$ Bridge loan as compared to the US$ reporting currency. In the prior year period the Canadian dollar had strengthened against the US$ and therefore resulted in a foreign exchange loss for the period.

LIQUIDITY AND FINANCIAL CONDITION

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at September 30, 2018, the Company had a working capital deficiency of $54,984,407 (December 31, 2017 - $48,529,092), consisting of current assets of $1,338,420 (December 31, 2017 - $463,991) to settle current liabilities of $56,322,827 (December 31, 2017 - $48,993,083). In order to meet its short-term and longer-term working capital and property exploration expenditures, the Company must secure further financing through a joint venture, property sale or issuance of equity to ensure that its obligations are properly discharged. There can be no assurance that the Company will be successful in its efforts to arrange additional financing on terms satisfactory to the Company. Please refer to “Going Concern Uncertainty and Management’s Plans” for further details.

These unaudited interim consolidated financial statements have been prepared in accordance with accounting principles applicable to a going concern, which assumes that the Company will be able to meet its obligations and continue its operations for its next fiscal year. Realization values may be substantially different from carrying values as shown and the Company’s financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern.

For the nine month period ended September 30, 2018, the Company had an opening cash balance of $416,676 (Year ended December 31, 2017 - $523,445). The cash balance increased by $798,835 (Year ended December 31, 2017 – decreased by $106,769) mainly from the proceeds from loans from related party of $4,716,479 (Year ended December 31, 2017 – $4,637,760) offset by operating loss for the nine month period ended September 30, 2018 of $4,671,924 (Year ended December 31, 2017 – $5,707,590).

Going Concern Uncertainty and Management’s Plans

The three and nine month periods ended September 30, 2018 and 2017 have been prepared assuming that the Company will continue as a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business.

The Company has a history of operating losses and as at September 30, 2018 had an excess of current liabilities over current assets of $54,984,407 (December 31, 2017 - $48,529,092) and an accumulated deficit of $300,207,636 (December 31, 2017 - $295,535,712). The ability of the Company to continue as a going concern is dependent on securing additional required financing through issuing additional equity, debt instruments, sale of Company assets or obtaining payments associated with a joint venture farm-out. Given the Company’s capital commitment requirements under the Company’s PPLs outlined in Note 9 to the consolidated financial statements, the Company does not have sufficient cash flow to meet its operating requirements for the 12 month period from the balance sheet date. While the Company has been successful in raising financing in the past and believes in the viability of its strategy and that the actions presently being taken provide the best opportunity for the Company to continue as a going concern, there can be no assurances to that effect. As a result there exist material uncertainties which cast significant doubt as to the Company’s ability to continue as a going concern.

PROPOSED TRANSACTIONS

None

RELATED-PARTY TRANSACTIONS

Under IFRS, parties are considered to be related if one party has the ability to “control” (financially or by share capital) the other party or have significant influence (management) on the other party in making financial, commercial and operational decisions.

In October 2014, the Company entered into a secured bridge loan agreement (the "**C$ Bridge Loan**") with Frontera in the aggregate principal amount of C$7,500,000 ($6,700,000). The C$ Bridge Loan was a non-revolving term facility. As at September 30, 2018, the Company has drawn upon all of the facility. The C$ Bridge Loan accrues interest at an annual rate of 5% per annum and was repayable in full, including all accrued interest, in October 2015. The Company and Frontera have agreed to extend the maturity until October 31, 2018.

The balances outstanding on the C$ Bridge Loan from related party as at September 30, 2018 and December 31, 2017 are as follows:

As at,	**September 30, 2018**	December 31, 2017
Loan from related party	**$ 6,706,990**	$ 6,920,571
Accrued interest on loan from related party	**315,137**	66,362
Total loan from related party	**$ 7,022,127**	$ 6,986,933

The activity on the C$ Bridge Loan from related party for the nine month period ended September 30, 2018 and the year ended December 31, 2017 is as follows:

	September 30, 2018	December 31, 2017
Opening balance at beginning of period/year	**$ 6,986,933**	$ 6,217,619
(Gain) Loss on foreign exchange	**(217,058)**	447,889
Accrued interest on loan from related party	**252,252**	321,425
Total loan from related party	**$ 7,022,127**	$ 6,986,933

In March 2016, the Company entered into a secured bridge loan agreement (the "**Bridge Loan I**") with Frontera in the aggregate principal amount of up to $2,000,000. The Bridge Loan I was a non-revolving term facility. The Bridge Loan I accrues interest at an annual rate of 5% per annum and was repayable in full including all accrued interest in March 2017. As at September 30, 2018, the Company has drawn upon all of the facility. The Company and Frontera have agreed to extend the maturity until October 31, 2018.

The balances outstanding on the Bridge Loan I from related party as at September 30, 2018 and December 31, 2017 are as follows:

As at,	**September 30, 2018**	December 31, 2017
Loan from related party	**$ 2,068,547**	$ 2,068,547
Accrued interest on loan from related party	**237,392**	160,034
Total loan from related party	**$ 2,305,939**	$ 2,228,581

The activity on the Bridge Loan I from related party for the nine month period ended September 30, 2018 and the year ended December 31, 2017 is as follows:

	September 30, 2018	December 31, 2017
Opening balance at beginning of year	**$ 2,228,581**	$ 2,125,154
Accrued interest on loan from related party	**77,358**	103,427
Total loan from related party	**$ 2,305,939**	$ 2,228,581

In October 2016, the Company entered into a secured bridge loan agreement (the "**Bridge Loan II**") with Frontera in the aggregate principal amount of up to $2,000,000. The Bridge Loan II is a non-revolving term facility. The Bridge Loan II accrues interest at an annual rate of 5% per annum and was repayable in full including all accrued interest in October 2017. As at September 30, 2018, the Company has drawn upon all of the facility. The Company and Frontera have agreed to extend the maturity until October 31, 2018.

The balances outstanding on the Bridge Loan II from related party as at September 30, 2018 and December 31, 2017 are as follows:

As at,	September 30, 2018	December 31, 2017
Loan from related party	$ 1,972,675	$ 1,972,675
Accrued interest on loan from related party	170,831	97,057
Total loan from related party	**$ 2,143,505**	$ 2,069,732

The activity on the Bridge Loan II from related party for the nine month period ended September 30, 2018 and the year ended December 31, 2017 is as follows:

	September 30, 2018	December 31, 2017
Opening balance at beginning of year	$ 2,069,732	$ 1,007,373
Loan from related party	-	971,033
Accrued interest on loan from related party	73,773	91,326
Total loan from related party	**$ 2,143,505**	$ 2,069,732

In April 2017, the Company entered into the Bridge Loan III with Frontera in the aggregate principal amount of up to $3,100,000. The Bridge Loan III is a non-revolving term facility. The Bridge Loan III accrues interest at an annual rate of 5% per annum and is repayable in full including all accrued interest on April 25, 2018. As at September 30, 2018, the Company has drawn upon all of the facility, including the extended amounts as agreed to with Frontera under amendments to the Bridge Loan III.

In April 2018, in an effort to meet its working capital requirements to July 2018, the Company and Frontera entered into a secured bridge loan agreement extension for an additional amount available of $8,530,867 under the Bridge Loan III to bring it to a total amount under Bridge Loan III of $14,139,229 and to extend the maturity of the Bridge Loan III to July 31, 2018. The Company and Frontera have agreed to extend the maturity until October 31, 2018.

The balances outstanding on the Bridge Loan III from related party as at September 30, 2018 and December 31, 2017 are as follows:

As at,	September 30, 2018	December 31, 2017
Loan from related party	$ 8,383,206	$ 3,666,727
Accrued interest on loan from related party	316,900	86,352
Total loan from related party	**$ 8,700,106**	**$ 3,753,079**

The activity on the Bridge Loan III from related party for the nine month period ended September 30, 2018 and the year ended December 31, 2017 is as follows:

	September 30, 2018	December 31, 2017
Opening balance at beginning of year	$ 3,753,079	$ -
Loan from related party	4,716,479	3,666,727
Accrued interest on loan from related party	230,548	86,352
Total loan from related party	**$ 8,700,106**	**$ 3,753,079**

Subsequent to September 30, 2018, the Company drew down an additional $478,000 under the Bridge Loan III.

The combined balances outstanding on the Bridge Loan I, Bridge Loan II, Bridge Loan III and C$ Bridge Loan from related party as at September 30, 2018 and December 31, 2017 are as follows:

As at,	September 30, 2018	December 31, 2017
C$ Bridge Loan	$ 7,022,127	$ 6,986,933
Bridge Loan I	2,305,939	2,228,581
Bridge Loan II	2,143,505	2,069,732
Bridge Loan III	8,700,106	3,753,079
Total loans from related party	**$ 20,171,677**	$ 15,038,325

In November 2015, the Company entered into a convertible debenture (the "**Debenture**") with Frontera in the aggregate principal amount of $1,500,000. The Debenture accrues interest at an annual rate of 5% per annum and was repayable in full including all accrued interest in November 2016. This Debenture was convertible into shares of the Company at the option of Frontera at any time prior to November 15, 2016 at a price of C$0.335, which has now lapsed. The Company and Frontera have agreed to extend the maturity until October 31, 2018.

The Debenture is classified as a liability, with the exception of the portion relating to the conversion feature, resulting in the carrying value of the Debenture being less than face value.

The balances outstanding on the Debenture from related party as at September 30, 2018 and December 31, 2017 are as follows:

As at,	**September 30, 2018**	December 31, 2017
Debenture from related party	**$ 1,653,750**	$ 1,653,750
Accrued interest on Debenture from related party	**72,493**	10,647
Total Debenture from related party	**$ 1,726,243**	$ 1,664,397

The activity on the Debenture from related party for the nine month period ended September 30, 2018 and the year ended December 31, 2017 is as follows:

	September 30, 2018	December 31, 2017
Opening balance at beginning of year	**$ 1,664,397**	$ 1,585,140
Accrued interest on loan from related party	**61,846**	79,257
Total Debenture from related party	**$ 1,726,243**	$ 1,664,397

The C$ Bridge Loan, Bridge Loan I, Bridge Loan II, Bridge Loan III and Debenture (the "**Frontera Loans**") are secured by a pledge of the shares in the Company's wholly owned subsidiaries – CGX Resources, GCIE Holdings Limited ("**GCIE**") and CGX Energy Management Corp. ("**CGMC**"). In addition, during the year ended December 31, 2017, GCIE and CGMC signed a guarantee with Frontera for the Frontera Loans.

The following sets out the details of the Company's related party transactions:

- The Company has a cost sharing agreement among Frontera and Gran Colombia Gold Corp. effective May 1, 2013 (the "**Cost Sharing Agreement**"). The Cost Sharing Agreement sets out the terms and allocation of certain shared general and administrative costs, such as rent, utilities and other office administrative expenses. In addition, during the year ended December 31, 2017, the Company entered into a technical service agreement with Frontera whereby Frontera will provide geological and geophysical consulting to the Company. In accordance with the terms of these agreements, the Company recognized an expense of $Nil (2017 - $Nil) for the nine month period ended September 30, 2018 and capitalized $424,000 (2017 - $Nil) to exploration and evaluation expenditures, of which $667,000 (December 31, 2017 - $240,000) was included in trade and other payables as at September 30, 2018. As at September 30, 2018, Frontera owns approximately 45.6% of the common shares of the Company and up to November 30, 2016 had several common directors. In addition, the Company has significant liabilities owing to Frontera (See Notes 9 and 10).

- During the year ended December 31, 2017, the Company entered into an exclusivity agreement with Frontera, whereby the Company will negotiate in good faith exclusively with Frontera in respect of completing either a restructuring transaction and/or financing transaction until December 31, 2018 (**"Exclusivity Period"**). If during the Exclusivity Period or during the six months following the end of the Exclusivity Period the Company enters into an alternative transaction, Frontera will be given 5 days to match any alternative transaction. In the event that Frontera does not match the alternative transaction, the Company will pay to Frontera a $5,000,000 work fee, in consideration for the substantial time, effort and expenses that Frontera has undertaken and will undertake in connection with the pursuit of a proposed transaction. As no transaction has occurred as at September 30, 2018, no amount has been recorded in these financial statements related to this contingent payment.

Key management includes the Company's directors, officers and any employees with authority and responsibility for planning, directing and controlling the activities of an entity, directly or indirectly. Compensation awarded to key management included:

9 Month Period ended September 30,		**2018**		2017
Short-term employee benefits	**$**	**646,000**	$	944,000
Termination payments		**700,000**		-
Share based payments		**-**		49,000
Total compensation paid to key management	**$**	**1,346,000**	$	993,000

At September 30, 2018, included in trade and other payables is $72,000 (December 31, 2017 - $88,000) due as a result of deferred payment of directors' fees. These amounts are unsecured, non-interest bearing and due on demand.

RISKS AND UNCERTAINTIES

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Such investment should be undertaken only by investors whose financial resources are sufficient to enable them to assume these risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect, the Company and its financial position. Please refer to the section entitled "Risk and Uncertainties" in the Company's Annual MD&A for the fiscal year ended December 31, 2017, available on SEDAR at www.sedar.com.

November 19, 2018

"signed" Suresh Narine

Suresh Narine, Executive Chairman
and Executive Director (Guyana)

"signed" Tralisa Mara

Tralisa Maraj, Chief Financial Officer

Unaudited Condensed Interim Consolidated Financial Statements

For the three and nine month periods ended

September 30, 2018 and 2017

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying unaudited condensed interim consolidated financial statements of CGX Energy Inc. (the "Company") are the responsibility of the management and Board of Directors of the Company.

The unaudited condensed interim consolidated financial statements have been prepared by management, on behalf of the Board of Directors, in accordance with the accounting policies disclosed in the notes to the unaudited condensed interim consolidated financial statements. Where necessary, management has made informed judgments and estimates in accounting for transactions which were not complete at the statement of financial position date. In the opinion of management, the unaudited condensed interim consolidated financial statements have been prepared within acceptable limits of materiality and are in accordance with International Accounting Standard 34 Interim Financial Reporting of International Financial Reporting Standards using accounting policies consistent with International Financial Reporting Standards appropriate in the circumstances.

Management has established systems of internal control over the financial reporting process, which are designed to provide reasonable assurance that relevant and reliable financial information is produced.

The Board of Directors is responsible for reviewing and approving the unaudited condensed interim consolidated financial statements together with other financial information of the Company and for ensuring that management fulfills its financial reporting responsibilities. An Audit Committee assists the Board of Directors in fulfilling this responsibility. The Audit Committee meets with management to review the financial reporting process and the unaudited condensed interim consolidated financial statements together with other financial information of the Company. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the unaudited condensed interim consolidated financial statements together with other financial information of the Company for issuance to the shareholders.

Management recognizes its responsibility for conducting the Company’s affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

Toronto, Canada
November 19, 2018

“Suresh Narine”

Suresh Narine
Executive Chairman and Executive Director (Guyana)

“Tralisa Maraj”

Tralisa Maraj
Chief Financial Officer

CGX Energy Inc.
Unaudited Condensed Interim Consolidated Statements of Financial Position

(US$'s)

As at,	**September 30, 2018**	December 31, 2017
	$	$
Assets		
Current assets		
Cash and cash equivalents *(note 6)*	**1,215,511**	416,676
Trade receivables and other assets *(note 7)*	**122,909**	47,315
Total current assets	**1,338,420**	463,991
Property, plant and equipment *(note 8)*	**7,159,548**	7,125,280
Exploration and evaluation expenditures *(note 9)*	**27,190,045**	25,440,922
Total assets	**35,688,013**	33,030,193
Liabilities		
Current liabilities		
Trade and other payables *(notes 9, 10, 11 and 16)*	**34,424,907**	32,290,361
Loans from related party *(note 10)*	**20,171,677**	15,038,325
Debentures from related party *(note 10)*	**1,726,243**	1,664,397
Total current liabilities	**56,322,827**	48,993,083
Shareholders' deficiency		
Share capital *(note 13)*	**257,864,691**	257,864,691
Reserve for share based payments *(note 14)*	**21,708,131**	21,708,131
Deficit	**(300,207,636)**	(295,535,712)
Total shareholders' deficiency	**(20,634,814)**	(15,962,890)
Total liabilities and shareholders' deficiency	**35,688,013**	33,030,193

Nature of operations and going concern uncertainty (note 1)
Commitments and contingencies (notes 8, 9, 10 and 16)
Subsequent events (notes 9 and 10)

Approved on behalf of the Board of Directors on November 19, 2018:

("Signed" Erik Lyngberg)
___________________________, Director
Erik Lyngberg

("Signed" Dennis Mills)
_______________________________, Director
Dennis Mills

The accompanying notes are an integral part of these unaudited condensed interim consolidated financial statements.

CGX Energy Inc.
Unaudited Condensed Interim Consolidated Statements of Comprehensive Loss
(US$'s)

	Three months		Nine months	
For the periods ended September 30,	**2018**	2017	**2018**	2017
	$	**$**	**$**	$
Operating expenses				
General and administrative *(notes 8 and 10)*	**324,795**	197,500	**867,825**	615,600
Management and consulting *(note 10)*	**339,955**	386,597	**1,678,813**	1,099,070
Interest expense *(notes 9 and 10)*	**769,761**	694,895	**2,211,841**	2,008,367
Professional fees	**45,927**	41,075	**94,117**	73,774
Shareholder information	**5,778**	2,685	**60,246**	56,555
Share based payments *(notes 13 and 14)*	**-**	-	**-**	69,000
Foreign exchange loss (gain)	**122,341**	256,110	**(240,918)**	466,734
Net loss and comprehensive loss	**1,608,557**	1,578,862	**4,671,924**	4,389,100
Basic and diluted net loss per share	**0.01**	0.01	**0.04**	0.04
Weighted average number of shares (000's) – basic and diluted	**110,388**	110,388	**110,388**	110,388

The accompanying notes are an integral part of these unaudited condensed interim consolidated financial statements.

CGX Energy Inc.
Unaudited Condensed Interim Consolidated Statements of Changes in Equity (Deficit)

(US$'s)

	Share Capital		Reserves		
	Number of Shares	Amount	Share based	Deficit	Total
Balance at December 31, 2016	110,388,033	$257,864,691	$21,651,131	$(289,828,122)	$ (10,312,300)
Share based payments	-	-	57,000	-	57,000
Net loss and comprehensive loss for the year	-	-	-	(5,707,590)	(5,707,590)
Balance at December 31, 2017	**110,388,033**	**$257,864,691**	**$21,708,131**	**$(295,535,712)**	**$ (15,962,890)**
Net loss and comprehensive loss for the period	**-**	**-**	**-**	**(4,671,924)**	**(4,671,924)**
Balance at September 30, 2018	**110,388,033**	**$257,864,691**	**$21,708,131**	**$(300,207,636)**	**$ (20,634,814)**
Balance at December 31, 2016	110,388,033	$257,864,691	$21,651,131	$(289,828,122)	$ (10,312,300)
Share based payments	-	-	69,000	-	69,000
Net loss and comprehensive loss for the period	-	-	-	(4,389,100)	(4,389,100)
Balance at September 30, 2017	110,388,033	$257,864,691	$21,720,131	$(294,217,222)	$ (14,632,400)

The accompanying notes are an integral part of these unaudited condensed interim consolidated financial statements.

CGX Energy Inc.
Unaudited Condensed Interim Consolidated Statements of Cash Flow

(US$'s)

Nine month period ended September 30,	2018	2017
Operations	**$**	$
Net loss for the period	**(4,671,924)**	(4,389,100)
Adjustments to reconcile net loss for the period to cash flow from operating activities:		
Unrealized foreign exchange (gain) loss	**(240,918)**	466,734
Amortization	**27,419**	26,484
Interest accretion on trade and other payables, loans and convertible debentures payable to related party	**2,211,877**	2,010,368
Share based payments	**-**	69,000
Net change in non-cash working capital items:		
Trade receivables and other assets	**(75,594)**	36,931
Trade and other payables	**214,106**	170,400
Cash flow used in operating activities	**(2,535,034)**	(1,609,183)
Financing		
Proceeds from loans from related party	**4,716,479**	3,652,147
Cash flow from financing activities	**4,716,479**	3,652,147
Investing		
Purchases of exploration and evaluation expenditures	**(1,344,783)**	(2,210,912)
Purchases of property, plant and equipment	**(61,687)**	(45,530)
Cash flow used in investing activities	**(1,406,470)**	(2,256,442)
Net increase (decrease) in cash and cash equivalents	**774,975**	(213,478)
Effect of exchange rate changes on cash held in foreign currencies	**23,860**	15,937
Cash and cash equivalents at beginning of period	**416,676**	523,445
Cash and cash equivalents at end of period	**1,215,511**	325,904
Supplementary Information		
Interest paid	**-**	-
Income tax paid	**-**	-

The accompanying notes are an integral part of these unaudited condensed interim consolidated financial statements.

General

CGX Energy Inc. ("**CGX**" or the "**Company**") is incorporated under the laws of Ontario. The Company's head office is located at 333 Bay Street, Suite 1100, Toronto, Ontario, M5H 2R2. Its principal business activity is petroleum and natural gas exploration offshore Guyana, South America.

1. Nature of Operations and Going Concern Uncertainty

The Company is in the process of exploring and evaluating petroleum and natural gas properties in the Guyana Suriname basin in South America. The business of petroleum and natural gas exploration involves a high degree of risk and there can be no assurance that the Company's exploration programs will result in profitable operations. The amounts shown as exploration and evaluation expenditures include acquisition costs and are net of any impairment charges to date; these amounts are not necessarily representative of present or future cash flows. The recoverability of the Company's exploration and evaluation expenditures is dependent upon the discovery of economically recoverable petroleum and natural gas reserves; securing and maintaining title and beneficial interest in the properties; the ability to obtain the necessary financing to complete exploration, development and construction of processing facilities; obtaining certain government approvals and attaining profitable production or alternatively, upon the Company's ability to dispose of its interest on an advantageous basis; all of which are uncertain.

The Company has a history of operating losses and as at September 30, 2018 had an excess of current liabilities over current assets of $54,984,407 (December 31, 2017 - $48,529,092) and an accumulated deficit of $300,207,636 (December 31, 2017 - $295,535,712). The ability of the Company to continue as a going concern is dependent on securing additional required financing through issuing additional equity or debt instruments, the sale of Company assets, or obtaining payments associated with a joint venture farm-out. As a result and given the Company's capital commitment requirements under the Company's Petroleum Production Licences ("**PPLs**") outlined in note 9, the Company does not have sufficient cash flow to meet its operating requirements for the 12 month period from the statement of financial position date. While the Company has been successful in raising financing in the past and believes in the viability of its strategy and that the actions presently being taken provide the best opportunity for the Company to continue as a going concern, there can be no assurances to that effect. As a result there exist material uncertainties which cast significant doubt as to the Company's ability to continue as a going concern.

Although the Company has taken steps to verify title to the licences on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of exploration of such licences, these procedures do not guarantee the Company's title. Licence title may be subject to government licensing requirements or regulations, unregistered prior agreements, unregistered claims, aboriginal claims, and non-compliance with regulatory, environmental and social requirements.

These unaudited condensed interim consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern. Accordingly, they do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and liquidate its liabilities and commitments in other than the normal course of business and at amounts different from those in the accompanying unaudited condensed interim consolidated financial statements. Such adjustments could be material. It is not possible to predict whether the Company will be able to raise adequate financing or to ultimately attain profitable levels of operations.

2. Basis of Preparation

2.1 Statement of compliance

These unaudited condensed interim consolidated financial statements, including comparatives, have been prepared in accordance with International Accounting Standards ("IAS") 34 'Interim Financial Reporting' ("IAS 34") using accounting policies consistent with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

2.2 Basis of presentation

These unaudited condensed interim consolidated financial statements were authorized by the Board of Directors of the Company on November 19, 2018.

The notes herein include only significant transactions and events occurring since the Company's last fiscal year end and are not fully inclusive of all matters required to be disclosed in the annual audited consolidated financial statements. Accordingly, these unaudited condensed interim consolidated financial statements should be read in conjunction with our most recent annual audited financial statements for the year ended December 31, 2017.

New standards, interpretations and amendments adopted by the Company

The accounting policies adopted in the preparation of the interim consolidated financial statements are consistent with those followed in the preparation of the Company's annual consolidated financial statements for the year ended December 31, 2017, except for the adoption of new standards and interpretations effective as of January 1, 2018 outlined in note 2.4.

2.3 Use of management estimates, judgments and measurement uncertainty

The preparation of these unaudited condensed interim consolidated financial statements requires management to make judgements and estimates and form assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting years. Such estimates primarily relate to unsettled transactions and events as at the date of the unaudited condensed interim consolidated financial statements. On an ongoing basis, management evaluates its judgements and estimates in relation to assets, liabilities, revenue and expenses. Management uses historical experience and various other factors it believes to be reasonable under the given circumstances as the basis for its judgements and estimates. Actual outcomes may differ from these estimates under different assumptions and conditions. The most significant estimates relate to the valuation of exploration and evaluation expenditures, and property, plant and equipment ("**PP&E**"), warrant liability, deferred income tax amounts, determination of cash generating units and impairment testing, functional currency and the valulation of share-based payments. Significant estimates and judgments made by management in the preparation of these unaudited condensed interim consolidated financial statements are outlined below:

Exploration and evaluation ("E&E") expenditures (Note 9) and PP&E (Note 8)

The application of the Company's accounting policy for exploration and evaluation expenditures requires judgement to determine whether it is probable that future economic benefits are likely, from either future exploitation or sale, or whether activities have not reached a stage which permits a reasonable assessment of the existence of reserves. The determination of reserves and resources is itself an estimation process that requires varying degrees of uncertainty depending on how the resources are classified. These estimates directly impact when the Company defers exploration and evaluation expenditures. The deferral policy requires management to make certain estimates and assumptions as to future events and circumstances; in particular, whether an economically viable extraction operation can be established. Any such estimates and assumptions may change as new information becomes available.

2. Basis of Preparation *(continued)*

2.3 Use of management estimates, judgments and measurement uncertainty *(continued)*

Exploration and evaluation ("E&E") expenditures (Note 9) and PP&E (Note 8) *(continued)*

If, after an expenditure is capitalised or for PP&E, information becomes available suggesting that the recovery of the expenditure or PP&E is unlikely or if an impairment of the expenditure or PP&E has incurred, the relevant capitalised amount is written off in profit or loss in the period when the new information becomes available.

Valuation of share based payments and warrant liability

The Black-Scholes option pricing model is used to determine the fair value for the share based payments and warrant liability and utilizes subjective assumptions such as expected price volatility and expected life of the option or warrant. Discrepancies in these input assumptions can significantly affect the fair value estimate.

Cash generating units and impairment testing

Cash generating units ("**CGU's**") are identified to be the major producing fields, the lowest level at which there are identifiable cash inflows that are largely independent of cash inflows of other groups of assets. The determination of CGUs requires judgment in defining a group of assets that generate cash inflows that are largely independent of the cash inflows from other assets or groups of assets. CGUs are determined by similar geological structure, shared infrastructure, geographical proximity, commodity type, similar exposure to market risks and materiality.

The Company prepares and reviews separate detailed budgets and forecast calculations for each of the CGUs. Impairment assessment is generally carried out separately for each CGU based on cash flow forecasts calculated based on proven reserves for each CGU (value in use).

Functional currency

The determination of the Company's functional currency requires analyzing facts that are considered primary factors, and if the result is not conclusive, the secondary factors. The analysis requires the Company to apply significant judgment since primary and secondary factors may be mixed. In determining its functional currency the Company analyzed both the primary and secondary factors, including the currency of the Company's operating costs in Canada, United States and Guyana, and sources of financing.

Income taxes

The Company is subject to income, value added, withholding and other taxes. Significant judgment is required in determining the Company's provisions for taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. The determination of the Company's income, value added, withholding and other tax liabilities requires interpretation of complex laws and regulations. The Company's interpretation of taxation law as applied to transactions and activities may not coincide with the interpretation of the tax authorities. All tax related filings are subject to government audit and potential reassessment subsequent to the financial statement reporting period. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the tax related accruals and deferred income tax provisions in the period in which such determination is made.

2. Basis of Preparation *(continued)*

2.4 Future accounting policies and standards adopted

Future accounting policies

At the date of authorization of these unaudited condensed interim consolidated financial statements, the IASB and IFRIC has issued the following new and revised Standards and Interpretations which are not yet effective for the relevant reporting periods and which the Company has not early adopted. However, the Company is currently assessing what impact the application of these standards or amendments will have on the consolidated financial statements of the Company.

- IFRS 16 *Leases* ("**IFRS 16**"), sets out the principles for the recognition, measurement and disclosure of leases. IFRS 16 provides revised guidance on identifying a lease and for separating lease and non-lease components of a contract. IFRS 16 introduces a single accounting model for all lessees and requires a lessee to recognize right-of-use assets and lease liabilities for leases with terms of more than 12 months, unless the underlying asset is of low value. Under IFRS 16, lessor accounting for operating and finance leases will remain substantially unchanged. IFRS 16 is effective for annual periods beginning on or after January 1, 2019.

- IFRIC 23 – *Uncertainty Over Income Tax Treatments* ("**IFRIC 23**") was issued in June 2017 and clarifies the accounting for uncertainties in income taxes. The interpretation committee concluded that an entity shall consider whether it is probable that a taxation authority will accept an uncertain tax treatment. If an entity concludes it is probable that the taxation authority will accept an uncertain tax treatment, then the entity shall determine taxable profit (tax loss), tax bases, unused tax losses and credits or tax rates consistently with the tax treatment used or planned to be used in its income tax filings. If an entity concludes it is not probable that the taxation authority will accept an uncertain tax treatment, the entity shall reflect the effect of uncertainty in determining the related taxable profit (tax loss), tax bases, unused tax losses and credits or tax rates. IFRIC 23 is effective for annual periods beginning on or after January 1, 2019.

New standards and interpretations adopted

Effective January 1, 2018, the Company applied, for the first time, certain standards and amendments that require additional disclosures in the unaudited condensed interim consolidated financial statements. The application of the following standards/amendments had no impact on the Company's unaudited condensed interim consolidated financial statements:

- In July 2014, the IASB issued the final amendments to IFRS 9, *Financial Instruments* ("**IFRS 9**") which provides guidance on the classification and measurement of financial assets and liabilities, impairment of financial assets, and general hedge accounting. The classification and measurement portion of the standard determines how financial assets and financial liabilities are accounted for in financial statements and, in particular, how they are measured on an ongoing basis. The amended IFRS 9 introduced a new, expected-loss impairment model that will require more timely recognition of expected credit losses. In addition, the amended IFRS 9 includes a substantially-reformed model for hedge accounting, with enhanced disclosures about risk management activity.

2. Basis of Preparation *(continued)*

2.4 Future accounting policies and standards adopted *(continued)*

New standards and interpretations adopted

- IFRS 15 *Revenue from Contracts with Customers* - IFRS 15, "Revenue from Contracts with Customers" ("**IFRS 15**"), was issued in May 2014 and replaces IAS 11, "Construction Contracts," IAS 18, "Revenue Recognition," IFRIC 13, "Customer Loyalty Programmes," IFRIC 15, "Agreements for the Construction of Real Estate," IFRIC 18, "Transfers of Assets from Customers," and SIC-31, "Revenue – Barter Transactions Involving Advertising Services." IFRS 15 provides a single, principle-based five-step model that will apply to all contracts with customers with limited exceptions, including, but not limited to, leases within the scope of IAS 17 and financial instruments and other contractual rights or obligations within the scope of IFRS 9 "Financial Instruments," IFRS 10, "Consolidated Financial Statements" and IFRS 11, "Joint Arrangements." In addition to the five-step model, the standard specifies how to account for the incremental costs of obtaining a contract and the costs directly related to fulfilling a contract. The standard's requirements also apply to the recognition and measurement of gains and losses on the sale of some non-financial assets that are not an output of the entity's ordinary activities.

- IFRIC 22 – *Foreign Currency Transactions and Advance Consideration* ("**IFRIC 22**") was issued on December 8, 2016. IFRIC 22 clarifies which date should be used for translation when a foreign currency transaction involves an advance payment or receipt.

3. Capital management

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of petroleum and natural gas properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of management to sustain future development of the business. The properties in which the Company currently has an interest are in the exploration stage; as such the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and will be required to raise additional funding. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the nine month period ended September 30, 2018 and the year ended December 31, 2017.

The Company is not subject to any capital requirements imposed by a lending institution or regulatory body, other than of the TSX Venture Exchange ("**TSXV**") which requires adequate working capital or financial resources of the greater of (i) $50,000 and (ii) an amount required in order to maintain operations and cover general and administrative expenses for a period of 6 months. As of September 30, 2018 and the date of these unaudited condensed interim consolidated financial statements, the Company may not be compliant with the policies of the TSXV. The impact of this violation is not known and is ultimately dependent on the discretion of the TSXV.

The Company considers its capital to be equity, which is comprised of share capital, reserve accounts, deficit, debentures from related party and loans from related party, which as at September 30, 2018 totaled $1,263,106 (December 31, 2017 – $739,832).

3. Capital management *(continued)*

The Company invests all capital that is surplus to its immediate operational needs in short-term, liquid and highly rated financial instruments, such as cash, short-term guarantee deposits, all held with major Canadian financial institutions and Canadian or United States government treasury bills.

Management plans to secure any necessary future financing through a combination of the issuance of new equity, debt instruments or the sale of Company assets. There is no assurance, however, that these initiatives will be successful.

4. Financial instruments

Fair value

The Company has designated its cash equivalents and marketable securities as fair value through profit and loss which are measured at fair value. Fair value of cash equivalents and marketable securities is determined based on transaction value and is categorized as a level one measurement. Trade receivables and other assets are classified for accounting purposes as loans and receivables, which are measured at amortized cost which approximates fair value.

Trade and other payables and loans and debentures from related party are classified for accounting purposes as other financial liabilities, which are measured at amortized cost which also approximates fair value. Warrant liability is classified for accounting purposes as fair value through profit and loss which is measured at fair value and is categorized as a level two measurement.

The Company's financial instruments carried at fair value are classified within the fair value hierarchy as follows:

- Level one includes quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level two includes inputs that are observable other than quoted prices included in level one.
- Level three includes inputs that are not based on observable market data.

As at September 30, 2018, the carrying and fair value amounts of the Company's trade receivables and other assets, trade and other payables, loans payable from related party and debentures payable from related party are approximately equivalent due to the relatively short periods to maturity and the nature of these accounts. Fair value estimates are made at a specific point in time, based on relevant market information and information about financial instruments.

These estimates are subject to and involve uncertainties and matters of significant judgment, and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

A summary of the Company's risk exposures as it relates to financial instruments are reflected below:

i) Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The credit risk is attributable to various financial instruments, as noted below. The credit risk is limited to the carrying value amount carried on the statement of financial position:

4. Financial instruments *(continued)*

i) Credit risk *(continued)*

a) **Cash and cash equivalents** – Cash and cash equivalents are held mainly with major Canadian and American financial institutions in Canada and the United States and therefore the risk of loss is minimal. The Company keeps only a minimal amount of cash and cash equivalents in major Guyanese banks to pay only its current month activities.

b) **Trade receivables and other assets** – The Company is exposed to credit risk attributable to customers or credits from vendors. The Company does not believe that this risk is significant. (See Note 7)

The Company's maximum exposure to credit risk as at September 30, 2018 is the carrying value of cash and cash equivalents and trade receivables and other assets.

ii) Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities as they become due. As at September 30, 2018, the Company had a working capital deficiency of $54,984,407 (December 31, 2017 - $48,529,092). In order to meet its working capital and property exploration expenditures, the Company must secure further financing to ensure that those obligations are properly discharged (See Note 1). There can be no assurance that the Company will be successful in its efforts to arrange additional financing on terms satisfactory to the Company. If additional financing is raised by the issuance of shares from the treasury of the Company, control of the Company may change and shareholders may suffer additional dilution. If adequate financing is not available, the Company may be required to delay, reduce the scope of, or eliminate one or more exploration activities or relinquish rights to certain of its interests.

iii) Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, commodity prices and/or stock market movements (price risk).

a) **Interest rate risk**
The Company is not exposed to significant interest rate price risk due to the short-term nature of its monetary assets and liabilities. Cash not required in the short term is invested in short-term guaranteed investment certificates, as appropriate.

b) **Currency risk**
The Company's exploration and evaluation activities are substantially denominated in US dollars. The Company's funds are predominantly kept in Canadian and US dollars, with major Canadian and US financial Institutions. As at September 30, 2018, the Company had approximately C$1,000 (December 31, 2017 - C$200,000) in Canadian dollar denominated cash deposits. The Company has one significant C$ Bridge Loan from related party payable, which as at September 30, 2018 had a principal balance of C$8,682,000 (December 31, 2017 - C$8,682,000)

5. Sensitivity analysis

The Company's funds are mainly kept in Canadian and US dollars with major Canadian and US financial institutions. As at September 30, 2018, the Company's exposure to foreign currency balances approximate as follows:

Account	Foreign Currency	Exposure	
September 30,		**2018**	2017
Current assets	C $	**$ 100,000**	$ 200,000
Trade and other payables	C $	**(1,000,000)**	(200,000)
Loans from related party	C $	**(9,100,000)**	(8,600,000)
		$ (10,000,000)	$ (8,600,000)

Based on management's knowledge and experience of the financial markets, the Company believes it is reasonably possible over a one year period that a change of 10% in foreign exchange rates would increase/decrease net loss for the nine month period ended September 30, 2018 by $1,000,000 (2017 - $860,000).

6. Cash and cash equivalents

The balance of cash and cash equivalents September 30, 2018, consisted of $1,190,511 (December 31, 2017 - $391,676) on deposit with major financial institutions and $25,000 (December 31, 2017 - $25,000) in short-term guaranteed investment certificates and fixed instruments with remaining maturities on the date of purchase of less than 90 days.

7. Trade receivables and other assets

The Company's trade receivables and other assets arise from harmonized sales tax ("**HST**") receivable, trade receivables and prepaid expenses. These are broken down as follows:

As at,	**September 30, 2018**	December 31, 2017
Trade receivables	**$ -**	$ 3,955
HST	**20,688**	18,573
Prepaid expenses	**102,221**	24,787
Total trade receivables and other assets	**$ 122,909**	$ 47,315

Below is an aged analysis of the Company's trade receivables:

As at,	**September 30, 2018**	December 31, 2017
Over 90 days	**$ -**	**$ 3,955**
Total trade receivables	**$ -**	**$ 3,955**

At September 30, 2018, the Company anticipates full recovery of these amounts receivable and therefore no additional allowance has been recorded against these receivables. The credit risk on the receivables has been further discussed in Note 4(i). The Company holds no collateral for any receivable amounts outstanding as at September 30, 2018.

8. Property, plant and equipment

	Staging Facility[1]	Logistics Yard[1]	Vehicles, office furniture and fixtures	Computer, software and equipment	Total
Cost					
As at December 31, 2016	$ 6,288,914	$ 686,111	$ 127,878	$ 539,637	$ 7,642,540
Net additions	2,892	-	51,000	-	53,892
As at December 31, 2017	**$ 6,291,806**	**$ 686,111**	**$ 178,878**	**$ 539,637**	**$ 7,696,432**
Net additions	**48,880**	**12,807**	**-**	**-**	**61,687**
As at September 30, 2018	**$ 6,340,686**	**$ 698,918**	**$ 178,878**	**$ 539,637**	**$ 7,758,119**
Accumulated amortization					
As at December 31, 2016	$ -	$ -	$ 88,526	$ 444,768	$ 533,294
Amortization [2]	-	-	10,421	27,437	37,858
As at December 31, 2017	**$ -**	**$ -**	**$ 98,947**	**$ 472,205**	**$ 571,152**
Amortization [2]	**-**	**-**	**12,757**	**14,662**	**27,419**
As at September 30, 2018	**$ -**	**$ -**	**$ 111,704**	**$ 486,867**	**$ 598,571**
Net book value					
As at December 31, 2017	$ 6,291,806	$ 686,111	$ 79,931	$ 67,432	$ 7,125,280
As at September 30, 2018	**$ 6,340,686**	**$ 698,918**	**$ 67,174**	**$ 52,770**	**$ 7,159,548**

Notes: [1] No amortization has been recorded on these assets as they are still under construction.
[2] Amortization has been recorded within general and administrative expense in the statement of comprehensive loss.

The lands upon which the staging facility and the logistics yard are located are subject to an industrial lease of State land with the Commissioner of Lands and Surveys in Guyana. The term of the lease is for a period of 50 years commencing in 2010 with an option to renew for an additional 50 years. This land is subject to annual rental commitments relating to this lease.

9. Exploration and evaluation expenditures

	Corentyne	Berbice	Demerara	Total
Balance, December 31, 2016	$ 15,074,516	$ 832,900	$ 7,374,117	$ 23,281,533
Net additions	1,015,580	253,832	889,977	2,159,389
Balance, December 31, 2017	**$ 16,090,096**	**$ 1,086,732**	**$ 8,264,094**	**$ 25,440,922**
Net additions	**1,316,017**	**140,089**	**293,017**	**1,749,123**
Balance, September 30, 2018	**$ 17,406,113**	**$ 1,226,821**	**$ 8,557,111**	**$ 27,190,045**

As at September 30, 2018, the expenditures capitalized above include costs for licence acquisitions and maintenance of licences, general exploration, geological and geophysical consulting, surveys, 3D-seismic acquisition, processing and interpretation, and drill planning.

Corentyne PA, Guyana

The Company's 100% owned subsidiary, CGX Resources Inc. ("**CGX Resources**"), was granted the Corentyne Petroleum Agreement ("**PA**") on June 24, 1998. On November 27, 2012, the Company was issued a new PA and Petroleum Prospecting Licence ("**PPL**") offshore Guyana. On December 15, 2017, the Company was issued an addendum to the November 27, 2012 PA ("**Addendum I**"). Under the terms of the Addendum I, the Company's work commitments were modified and the Company relinquished 25% of the original contract area block. The table below outlines the commitments under the Addendum I:

9. Exploration and evaluation expenditures *(continued)*

<table>
<tr><th>Period</th><th>Phase</th><th>Exploration Obligation</th><th>Dates</th></tr>
<tr><td rowspan="4">First Renewal Period - 3 Years</td><td>Phase One - 12 Months</td><td>Commence planning to drill 1 exploration well (Completed)</td><td>Nov 27, 2016 - Nov 27, 2017</td></tr>
<tr><td colspan="3">- At the end of phase one of the first renewal period, the Company shall elect either to relinquish the entire Contract Area except for any Discovery Area and the area contained in any Petroleum Production Licence or commit to the work programme in phase 2. (Company has commited to complete work in phase 2)</td></tr>
<tr><td>Phase Two - 24 Months</td><td>Drill 1 exploration well</td><td>Nov 27, 2017 - Nov 27, 2019</td></tr>
<tr><td colspan="3">- At the end of the first renewal period of three (3) years, the Company shall elect either to relinquish the entire Contract Area except for any Discovery Area and the area contained in any Petroleum Production Licence or relinquish twenty-five (25%) percent of the Contract Area and renew the Petroleum Prospecting Licence for a second period of three (3) years.</td></tr>
<tr><td rowspan="4">Second Renewal Period - 3 Years</td><td>Phase One - 12 Months</td><td>Complete additional seismic acquisition or reprocessing</td><td>Nov 27, 2019 - Nov 27, 2020</td></tr>
<tr><td colspan="3">- At the end of phase one of the second renewal period, the Company shall elect either to relinquish the entire Contract Area except for any Discovery Area and the area contained in any Petroleum Production Licence or commit to the work programme in phase 2.</td></tr>
<tr><td>Phase Two - 24 Months</td><td>Drill 1 exploration well</td><td>Nov 27, 2020 - Nov 27, 2022</td></tr>
<tr><td colspan="3">- At the end of the second renewal period of three (3) years, the Company shall relinquish the entire Contract Area except for any Discovery Area, the area contained in any Petroleum Production Licence and any other portion of the Contract Area on which the Minister Responsible for Petroleum agrees to permit the Company to conduct further exploration activities.</td></tr>
</table>

If a discovery is made, CGX has the right to apply to the Minister for a Petroleum Production Licence with respect to that portion of the contract area having a significant discovery.

After commercial production begins, the Company is allowed to recover contract costs as defined in the PA from "cost oil" produced and sold from the contract area and limited in any month to an amount which equals seventy-five percent (75%) of the total production from the contract area for such month excluding any crude oil and/or natural gas used in petroleum operations or which is lost. The Company's share of the remaining production or "profit oil" is 47%.

To the extent that in any month recoverable contract costs exceed the value of cost oil and/or cost gas, the unrecoverable amount shall be carried forward and shall be recoverable in the immediately succeeding month, and to the extent not then recovered, in the subsequent month or months.

The Company has $155,000,000 of recoverable contract costs brought forward from the original Corentyne licence. This cost can be recovered against any future commercial production.

Annual rental fees of $100,000 and training fees of $100,000 are required to be paid under the PPL.

The Company had entered into a definitive rig agreement with Japan Drilling Co., Ltd. ("**JDC**") ("**Drilling Agreement**"), and a rig sharing agreement (the "**Rig Sharing Agreement**") with JDC and Teikoku Oil (Suriname) Co., Ltd. ("**INPEX**") for the shared use of JDC's HAKURYU-12 drilling rig (the "**Rig**") in 2015. This Rig was intended to be used for the first commitment well that is required under the Corentyne PPL.

During the year ended December 31, 2015, the Company terminated these agreements.

9. Exploration and evaluation expenditures *(continued)*

Corentyne PA, Guyana *(continued)*

Upon termination of the Drilling Agreement, the total amount payable to JDC is approximately $20.35 million (the "**JDC Payable**"). Pursuant to the terms of the definitive agreement entered into with JDC with an effective date of November 30, 2015, the JDC Payable was to be paid as follows: (i) $5.5 million payable in common shares; (ii) $500,000 on or before December 1, 2015; (iii) approximately $7.18 million on or before March 25, 2016; and (iv) approximately $7.18 million on or before June 15, 2016. The amounts payable are included in trade and other payables as at September 30, 2018 and December 31, 2017. During the year ended December 31, 2016, JDC was issued 16,522,500 common shares at a price of C$0.44 per share as per the terms of the definitive agreement resulting in JDC owning approximately 15% of the Company on a non-diluted basis. During the year ended December 31, 2016, the Company made a payment of $100,000 as part of the $500,000 payment due on December 1, 2015 with both parties agreeing to defer the remaining payment of $400,000 to March 25, 2016. Per the definitive agreement, the payments not paid in full, totaling $14.76 million, incur interest at a rate of 8% per annum.

Subsequent to September 30, 2018, the Company entered into an agreement with JDC to settle all liabilities claimed by JDC under the JDC Payable, by proposing to pay JDC 45% of the principal amount of the funds claimed and recorded (or $6,637,537), together with interest accrued on such reduced amount in the sum of $1,266,500 (or $7,904,037 in the aggregate), in order to fully satisfy all liabilities. The completion of this transaction is conditional on the Company successfully completing a financing, which condition may be waived by the Company. The agreement between JDC and the Company will terminate if the closing of the transaction is not completed on or before March 31, 2019. The failure to complete this transaction will result in any liabilities owed to JDC remaining outstanding, and the liabilities would continue to incur interest.

Under the Rig Sharing Agreement, the Company owes approximately $2.9 million to INPEX for shared costs incurred in the utilization of the Rig. INPEX agreed to allow the Company to defer payment until December 1, 2015. This amount is included in trade and other payables as at September 30, 2018 and December 31, 2017. Per the Rig Sharing Agreement, since the amount was not paid in full by December 1, 2015, amounts outstanding shall accrue interest at a rate of Libor plus 7% per annum. During the nine month period ended September 30, 2018, Frontera Energy Corporation (*formerly Pacific Exploration and Production Corp.)* ("**Frontera**") in a transaction separate from the Company purchased the rights to the amounts owing to INPEX by the Company directly from INPEX.

Berbice PA, Guyana

The Company, through its 62% owned subsidiary ON Energy Inc., acquired the Berbice PA in October 2003. The Berbice PA was renewable for up to two three-year periods. Negotiations were underway for the Second Renewal period ending October 2013 to conduct an airborne geotechnical survey at a cost of less than $1,000,000.

On February 12, 2013, ON Energy Inc. entered into a new Berbice PA and PPL, which applies to the former Berbice licence and the former onshore portion of the Company's original Corentyne Petroleum Agreement. On December 15, 2017, the Company was issued an addendum to the February 12, 2013 PA ("**Addendum II**"). Under the terms of the Addendum II, the Company's work commitments were modified.

9. Exploration and evaluation expenditures *(continued)*

Berbice PA, Guyana *(continued)*

The table below outlines the commitments under the Addendum II:

<table>
<tr><th>Period</th><th>Phase</th><th>Exploration Obligation</th><th>Dates</th></tr>
<tr><td rowspan="4">First Renewal Period - 3 Years</td><td>Phase One - 18 Months</td><td>Compile all relevant data, information and budgetary allocations for a geochemical survey and submit to the GGMC for approval (Completed)</td><td>Feb 12, 2017 - Aug 12, 2018</td></tr>
<tr><td colspan="3">- At the end of phase one (1) of the first renewal period, the Company shall elect either to relinquish the entire Contract Area except for any Discovery Area and the area contained in any Petroleum Production License or commit to the work programme in phase two (2).</td></tr>
<tr><td>Phase Two - 18 Months</td><td>(a) Complete a geochemical survey of a minimum 120 sq km
(b) Commence a seismic program defined by the geochemical survey</td><td>Aug 12, 2018 - Feb 12, 2020</td></tr>
<tr><td colspan="3">- At the end of the first renewal period of three (3) years, the Company shall elect either to relinquish the entire Contract Area except for any Discovery Area and the area contained in any Petroleum Production Licence or relinquish twenty-five (25%) percent of the Contract Area and renew the Petroleum Prospecting Licence for a second period of three (3) years.</td></tr>
<tr><td rowspan="4">Second Renewal Period - 3 Years</td><td>Phase One - 18 Months</td><td>Complete seismic program and all associated processing and interpretation</td><td>Feb 12, 2020 - Aug 12, 2021</td></tr>
<tr><td colspan="3">- At the end of phase one (1) of the first renewal period, the Company shall elect either to relinquish the entire Contract Area except for any Discovery Area and the area contained in any Petroleum Production License or commit to the work programme in phase two (2).</td></tr>
<tr><td>Phase Two - 18 Months</td><td>Drill 1 exploration well</td><td>Aug 12, 2021 - Feb 12, 2023</td></tr>
<tr><td colspan="3">- At the end of the second renewal period of three (3) years, the Company shall relinquish the entire Contract Area except for any Discovery Area, the area contained in any Petroleum Production Licence and any other portion of the Contract Area on which the Minister Responsible for Petroleum agrees to permit the Company to conduct further exploration activities.</td></tr>
</table>

If a discovery is made, CGX has the right to apply to the Minister for a PPL with respect to that portion of the contract area having a significant discovery.

After commercial production begins, the Company is allowed to recover contract costs as defined in the PA from "cost oil" produced and sold from the contract area and limited in any month to an amount which equals seventy-five percent (75%) of the total production from the contract area for such month excluding any crude oil and/or natural gas used in petroleum operations or which is lost. The Company's share of the remaining production or "profit oil" is 47%.

To the extent that in any month recoverable contract costs exceed the value of cost oil and/or cost gas, the unrecoverable amount shall be carried forward and shall be recoverable in the immediately succeeding month, and to the extent not then recovered, in the subsequent month or months.

The Company has $500,000 of recoverable costs brought forward from the original Berbice licence. This cost can be recovered against any future commercial production.

Annual rental fees of $25,000 and training fees of $25,000 are required to be paid under the PPL.

Demerara PA, Guyana

On February 12, 2013, the Company entered into the Demerara PA and PPL. The new PPL applies to the former offshore portion of the Annex PPL, which was a subset of the Company's original Corentyne Petroleum Agreement. On December 15, 2017, the Company was issued an addendum to the February 12, 2013 PA (**"Addendum III"**).

9. Exploration and evaluation expenditures *(continued)*

Demerara PA, Guyana *(continued)*

Under the terms of the Addendum III, the Company's work commitments were modified and the Company relinquished 25% of the original contract area block. The table below outlines the commitments under the Addendum III:

<table>
<tr><th>Period</th><th>Phase</th><th>Exploration Obligation</th><th>Dates</th></tr>
<tr><td rowspan="4">First Renewal Period - 3 Years</td><td>Phase One - 12 Months</td><td>Conduct additional data processing and planning for 1st exploration well (Conducted)</td><td>Feb 12, 2017 - Feb 12, 2018</td></tr>
<tr><td colspan="3">- At the end of phase one (1) of the first renewal period, the Company shall elect either to relinquish the entire Contract Area except for any Discovery Area and the area contained in any Petroleum Production Licence or commit to the work programme in phase 2. (Company has commited to complete work in phase 2)</td></tr>
<tr><td>Phase Two - 24 Months</td><td>Complete any additional processing and planning, and secure all regulatory approvals for the drilling of 1st exploration well</td><td>Feb 12, 2018 - Feb 12, 2020</td></tr>
<tr><td colspan="3">- At the end of the first renewal period of three (3) years, the Company shall elect either to relinquish the entire Contract Area except for any Discovery Area and the area contained in any Petroleum Production Licence or relinquish twenty-five (25%) percent of the Contract Area and renew the Petroleum Prospecting Licence for a second period of three (3) years.</td></tr>
<tr><td rowspan="4">Second Renewal Period - 3 Years</td><td>Phase One - 12 Months</td><td>Drill 1 exploration well</td><td>Feb 12, 2020 - Feb 12, 2021</td></tr>
<tr><td colspan="3">- At the end of phase one of the second renewal period, the Company shall elect either to relinquish the entire Contract Area except for any Discovery Area and the area contained in any Petroleum Production Licence or commit to the work programme in phase 2.</td></tr>
<tr><td>Phase Two - 24 Months</td><td>Drill 1 exploration well</td><td>Feb 12, 2021 - Feb 12, 2023</td></tr>
<tr><td colspan="3">- At the end of the second renewal period of three (3) years, the Company shall relinquish the entire Contract Area except for any Discovery Area, the area contained in any Petroleum Production Licence and any other portion of the Contract Area on which the Minister Responsible for Petroleum agrees to permit the Company to conduct further exploration activities.</td></tr>
</table>

If a discovery is made, CGX has the right to apply to the Minister for a PPL with respect to that portion of the contract area having a significant discovery.

After commercial production begins, the Company is allowed to recover contract costs as defined in the PA from "cost oil" produced and sold from the contract area and limited in any month to an amount which equals seventy-five percent (75%) of the total production from the contract area for such month excluding any crude oil and/or natural gas used in petroleum operations or which is lost. The Company's share of the remaining production or "profit oil" is 47%.

To the extent that in any month recoverable contract costs exceed the value of cost oil and/or cost gas, the unrecoverable amount shall be carried forward and shall be recoverable in the immediately succeeding month, and to the extent not then recovered, in the subsequent month or months.

The Company has $1,000,000 of recoverable contract costs brought forward from the original Annex licence. This cost can be recovered against any future commercial production.

Annual rental fees of $100,000 and training fees of $100,000 are required to be paid under the PPL.

9. Exploration and evaluation expenditures *(continued)*

Demerara PA, Guyana *(continued)*

In September 2014, the Company entered into a contract with Prospector PTE. Ltd. ("**Prospector**") to conduct a 3D seismic survey on the Company's 100% owned Demerara Block as part of its commitments under the Demerara PA. The aggregate cost of this seismic survey was approximately $19 million with $7 million paid to Prospector by way of issuance of 15,534,310 common shares, $2.5 million paid in cash in 2014 and the remainder of approximately $9.5 million payable in cash twelve months after the conclusion of the seismic survey (December 2015), which is included in trade and other payables as at September 30, 2018 and December 31, 2017. Per the contract with Prospector, the amounts outstanding twelve months after the conclusion of the seismic survey shall accrue interest at a rate of 12% per annum. On October 3, 2016, the Company renegotiated the interest rate down from 12% per annum to 6% per annum and agreed to have Prospector complete the seismic processing of the seismic survey. In exchange, CGX has agreed to be responsible under certain circumstances to Prospector for up to a maximum of $500,000. The processing began in late 2016 and was substantially completed in 2017 and as a result, the Company has recorded a provision of $500,000 recorded in trade and others payables as at September 30, 2018 and December 31, 2017.

The Company's exploration activities are subject to government laws and regulations, including tax laws and laws and regulations governing the protection of the environment. The Company believes that its operations comply in all material respects with all applicable past and present laws and regulations. The Company records provisions for any identified obligations, based on management's estimate at the time. Such estimates are, however, subject to changes in laws and regulations.

10. Compensation of key management personnel and related party transactions

Under IFRS, parties are considered to be related if one party has the ability to "control" (financially or by share capital) the other party or have significant influence (management) on the other party in making financial, commercial and operational decisions.

In October 2014, the Company entered into a secured bridge loan agreement (the "**C$ Bridge Loan**") with Frontera in the aggregate principal amount of C$7,500,000 ($6,700,000). The C$ Bridge Loan was a non-revolving term facility. As at September 30, 2018, the Company has drawn upon all of the facility. The C$ Bridge Loan accrues interest at an annual rate of 5% per annum and was repayable in full, including all accrued interest, in October 2015. The Company and Frontera have agreed to extend the maturity until October 31, 2018.

The balances outstanding on the C$ Bridge Loan from related party as at September 30, 2018 and December 31, 2017 are as follows:

As at,	**September 30, 2018**	December 31, 2017
Loan from related party	**$ 6,706,990**	$ 6,920,571
Accrued interest on loan from related party	**315,137**	66,362
Total loan from related party	**$ 7,022,127**	$ 6,986,933

The activity on the C$ Bridge Loan from related party for the nine month period ended September 30, 2018 and the year ended December 31, 2017 is as follows:

	September 30, 2018	December 31, 2017
Opening balance at beginning of period/year	**$ 6,986,933**	$ 6,217,619
(Gain) loss on foreign exchange	**(217,058)**	447,889
Accrued interest on loan from related party	**252,252**	321,425
Total loan from related party	**$ 7,022,127**	$ 6,986,933

10. Compensation of key management personnel and related party transactions *(continued)*

In March 2016, the Company entered into a secured bridge loan agreement (the "**Bridge Loan I**") with Frontera in the aggregate principal amount of up to $2,000,000. The Bridge Loan I was a non-revolving term facility. The Bridge Loan I accrues interest at an annual rate of 5% per annum and was repayable in full including all accrued interest in March 2017. As at September 30, 2018, the Company has drawn upon all of the facility. The Company and Frontera have agreed to extend the maturity until October 31, 2018.

The balances outstanding on the Bridge Loan I from related party as at September 30, 2018 and December 31, 2017 are as follows:

As at,	**September 30, 2018**	December 31, 2017
Loan from related party	**$ 2,068,547**	$ 2,068,547
Accrued interest on loan from related party	**237,392**	160,034
Total loan from related party	**$ 2,305,939**	$ 2,228,581

The activity on the Bridge Loan I from related party for the nine month period ended September 30, 2018 and the year ended December 31, 2017 is as follows:

	September 30, 2018	December 31, 2017
Opening balance at beginning of year	**$ 2,228,581**	$ 2,125,154
Accrued interest on loan from related party	**77,358**	103,427
Total loan from related party	**$ 2,305,939**	$ 2,228,581

In October 2016, the Company entered into a secured bridge loan agreement (the "**Bridge Loan II**") with Frontera in the aggregate principal amount of up to $2,000,000. The Bridge Loan II is a non-revolving term facility. The Bridge Loan II accrues interest at an annual rate of 5% per annum and was repayable in full including all accrued interest in October 2017. As at September 30, 2018, the Company has drawn upon all of the facility. The Company and Frontera have agreed to extend the maturity until October 31, 2018.

The balances outstanding on the Bridge Loan II from related party as at September 30, 2018 and December 31, 2017 are as follows:

As at,	**September 30, 2018**	December 31, 2017
Loan from related party	**$ 1,972,675**	$ 1,972,675
Accrued interest on loan from related party	**170,831**	97,057
Total loan from related party	**$ 2,143,505**	$ 2,069,732

The activity on the Bridge Loan II from related party for the nine month period ended September 30, 2018 and the year ended December 31, 2017 is as follows:

	September 30, 2018	December 31, 2017
Opening balance at beginning of year	**$ 2,069,732**	$ 1,007,373
Loan from related party	**-**	971,033
Accrued interest on loan from related party	**73,773**	91,326
Total loan from related party	**$ 2,143,505**	$ 2,069,732

10. Compensation of key management personnel and related party transactions *(continued)*

In April 2017, the Company entered into a secured bridge loan agreement (the "**Bridge Loan III**") with Frontera in the aggregate principal amount of up to $3,100,000. The Bridge Loan III is a non-revolving term facility. The Bridge Loan III accrues interest at an annual rate of 5% per annum and is repayable in full including all accrued interest on April 25, 2018. As at September 30, 2018, the Company has drawn upon all of the facility, including the extended amounts as agreed to with Frontera under amendments to the Bridge Loan III.

In April 2018, in an effort to meet its working capital requirements to July 2018, the Company and Frontera entered into a secured bridge loan agreement extension for an additional amount available of $8,530,867 under the Bridge Loan III to bring it to a total amount under Bridge Loan III of $14,139,229 and to extend the maturity of the Bridge Loan III to July 31, 2018. The Company and Frontera have agreed to extend the maturity until October 31, 2018.

The balances outstanding on the Bridge Loan III from related party as at September 30, 2018 and December 31, 2017 are as follows:

As at,	**September 30, 2018**	December 31, 2017
Loan from related party	**$ 8,383,206**	**$ 3,666,727**
Accrued interest on loan from related party	**316,900**	**86,352**
Total loan from related party	**$ 8,700,106**	**$ 3,753,079**

The activity on the Bridge Loan III from related party for the nine month period ended September 30, 2018 and the year ended December 31, 2017 is as follows:

	September 30, 2018	December 31, 2017
Opening balance at beginning of year	**$ 3,753,079**	**$ -**
Loan from related party	**4,716,479**	**3,666,727**
Accrued interest on loan from related party	**230,548**	**86,352**
Total loan from related party	**$ 8,700,106**	**$ 3,753,079**

Subsequent to September 30, 2018, the Company drew down an additional $478,000 under the Bridge Loan III.

The combined balances outstanding on the Bridge Loan I, Bridge Loan II, Bridge Loan III and C$ Bridge Loan from related party as at September 30, 2018 and December 31, 2017 are as follows:

As at,	**September 30, 2018**	December 31, 2017
C$ Bridge Loan	**$ 7,022,127**	$ 6,986,933
Bridge Loan I	**2,305,939**	2,228,581
Bridge Loan II	**2,143,505**	2,069,732
Bridge Loan III	**8,700,106**	3,753,079
Total loans from related party	**$ 20,171,677**	$ 15,038,325

In November 2015, the Company entered into a convertible debenture (the "**Debenture**") with Frontera in the aggregate principal amount of $1,500,000. The Debenture accrues interest at an annual rate of 5% per annum and was repayable in full including all accrued interest in November 2016. This Debenture was convertible into shares of the Company at the option of Frontera at any time prior to November 15, 2016 at a price of C$0.335, which has now lapsed. The Company and Frontera have agreed to extend the maturity until October 31, 2018.

10. Compensation of key management personnel and related party transactions *(continued)*

The Debenture is classified as a liability, with the exception of the portion relating to the conversion feature, resulting in the carrying value of the Debenture being less than face value.

The balances outstanding on the Debenture from related party as at September 30, 2018 and December 31, 2017 are as follows:

As at,	**September 30, 2018**	December 31, 2017
Debenture from related party	**$ 1,653,750**	$ 1,653,750
Accrued interest on Debenture from related party	**72,493**	10,647
Total Debenture from related party	**$ 1,726,243**	$ 1,664,397

The activity on the Debenture from related party for the nine month period ended September 30, 2018 and the year ended December 31, 2017 is as follows:

	September 30, 2018	December 31, 2017
Opening balance at beginning of year	**$ 1,664,397**	$ 1,585,140
Accrued interest on loan from related party	**61,846**	79,257
Total Debenture from related party	**$ 1,726,243**	$ 1,664,397

The C$ Bridge Loan, Bridge Loan I, Bridge Loan II, Bridge Loan III and Debenture (the "**Frontera Loans**") are secured by a pledge of the shares in the Company's wholly owned subsidiaries – CGX Resources, GCIE Holdings Limited ("**GCIE**") and CGX Energy Management Corp. ("**CGMC**"). In addition, during the year ended December 31, 2017, GCIE and CGMC signed a guarantee with Frontera for the Frontera Loans.

The following sets out the details of the Company's related party transactions:

- The Company has a cost sharing agreement among Frontera and Gran Colombia Gold Corp. effective May 1, 2013 (the "**Cost Sharing Agreement**"). The Cost Sharing Agreement sets out the terms and allocation of certain shared general and administrative costs, such as rent, utilities and other office administrative expenses. In addition, during the year ended December 31, 2017, the Company entered into a technical service agreement with Frontera whereby Frontera will provide geological and geophysical consulting to the Company. In accordance with the terms of these agreements, the Company recognized an expense of $Nil (2017 - $Nil) for the nine month period ended September 30, 2018 and capitalized $424,000 (2017 - $Nil) to exploration and evaluation expenditures, of which $667,000 (December 31, 2017 - $240,000) was included in trade and other payables as at September 30, 2018. As at September 30, 2018, Frontera owns approximately 45.6% of the common shares of the Company and up to November 30, 2016 had several common directors. In addition, the Company has significant liabilities owing to Frontera (See Notes 9 and 10).

- During the year ended December 31, 2017, the Company entered into an exclusivity agreement with Frontera, whereby the Company will negotiate in good faith exclusively with Frontera in respect of completing either a restructuring transaction and/or financing transaction until December 31, 2018 (**"Exclusivity Period"**). If during the Exclusivity Period or during the six months following the end of the Exclusivity Period the Company enters into an alternative transaction, Frontera will be given 5 days to match any alternative transaction. In the event that Frontera does not match the alternative transaction, the Company will pay to Frontera a $5,000,000 work fee, in consideration for the substantial time, effort and expenses that Frontera has undertaken and will undertake in connection with the pursuit of a proposed transaction. As no transaction has occurred as at September 30, 2018, no amount has been recorded in these financial statements related to this contingent payment.

10. Compensation of key management personnel and related party transactions *(continued)*

Key management includes the Company's directors, officers and any employees with authority and responsibility for planning, directing and controlling the activities of an entity, directly or indirectly. Compensation awarded to key management included:

9 Month Period ended September 30,		2018		2017
Short-term employee benefits	**$**	**646,000**	$	944,000
Termination payments		**700,000**		-
Share based payments		**-**		49,000
Total compensation paid to key management	**$**	**1,346,000**	$	993,000

At September 30, 2018, included in trade and other payables is $72,000 (December 31, 2017 - $88,000) due as a result of deferred payment of directors' fees. These amounts are unsecured, non-interest bearing and due on demand.

11. Trade and other payables

Trade and other payables of the Company are principally comprised of amounts outstanding for trade purchases relating to exploration activities and amounts payable for operating and financing activities. The usual credit period taken for trade purchases is between 30 to 90 days. The following is an aged analysis of the trade and other payables:

As at,		September 30, 2018		December 31, 2017
Less than one month, accruals and accrued interest	**$**	**6,586,004**	$	4,852,707
One month to three months		**100,283**		9,478
Over three months		**27,738,620**		27,428,176
Total trade and other payables	**$**	**34,424,907**	$	32,290,361

12. Warrant Liability

As at September 30, 2018 and December 31, 2017, the warrant liability was comprised of the following:

As at,		September 30, 2018		December 31, 2017
Warrant liability	**$**	**-**	$	-

Each warrant entitles the holder to purchase a common share at C$1.70 until April 26, 2018. The Company recorded the warrants issued as a derivative liability due to their exercise price being denominated in a currency other than the Company's US dollar functional currency. On April 26, 2018, these warrants expired unexercised.

The warrant liability was re-valued at the end of the reporting period with the change in fair value of the warrant liability recorded as a gain or loss in the Company's Consolidated Statements of Loss. The warrant liability was accounted for at its fair value as follows:

		Nine month period ended September 30, 2018		Year ended December 31, 2017
Warrant liability, beginning of period/year	**$**	**-**	**$**	**-**
Change in fair value		**-**		**-**
Warrant liability, end of period/year	**$**	**-**	**$**	**-**

12. Warrant Liability *(continued)*

The Company utilized the Black-Scholes valuation model to estimate the fair value of the warrants at September 30, 2018 and December 31, 2017 using the following assumptions:

	September 30, 2018	December 31, 2017
Number of warrants outstanding	-	37,008,900
Exercise price	-	C$1.70
Risk-free interest rate	-	1.06%
Expected life (years)	-	0.3
Expected volatility	-	83%
Expected dividends	-	-
Dilution factor	-	25%
Fair value of warrants	$ -	$ -

Volatility for these warrants has been calculated using the historical volatility of the Company.

13. Capital stock

Share Capital

The Company is authorized to issue an unlimited number of common shares without par value. Changes in the issued and outstanding common shares are as follows:

	Number of Shares	$
Balance at September 30, 2018, December 31, 2017 and 2016	**110,388,033**	**257,864,691**

Common Share Purchase Warrants

Changes in the number of common share purchase warrants outstanding are as follows:

As at,	September 30, 2018		December 31, 2017	
	Weighted Average Exercise Price ($)	No. of Options	Weighted Average Exercise Price ($)	No. of Options
Outstanding at beginning of period/year	C$1.70	37,008,900	C$1.70	37,008,900
Transactions during the period/year:				
Expired	C$1.70	(37,008,900)	-	-
Outstanding at end of period/year	-	-	C$1.70	37,008,900

Stock Options

The Company established a share option plan to provide additional incentive to its directors, officers, employees and consultants for their efforts on behalf of the Company in the conduct of its affairs. The maximum number of common shares reserved for issuance under the share option plan comprising part of the share incentive plan may not exceed 10% of the number of common shares outstanding. Under the terms of the plan, all options vest immediately, unless otherwise specified. All options granted under the plan expire no later than the tenth anniversary of the grant date. As at September 30, 2018, the Company had 9,713,803 (December 31, 2017 – 6,868,803) options available for issuance under the plan.

13. Capital stock *(continued)*

Stock Options *(continued)*

Changes in the number of stock options outstanding are as follows:

As at,	**September 30, 2018**		December 31, 2017	
	Weighted Average Exercise Price ($)	**No. of Options**	Weighted Average Exercise Price ($)	No. of Options
Outstanding at beginning of period/year	**0.40**	**4,170,000**	0.57	4,035,000
Transactions during the period/year:				
Granted	**-**	**-**	0.07	1,095,000
Expired/Forfeited	**0.52**	**(2,845,000)**	0.72	(960,000)
Outstanding/Exercisable at end of period/year	**0.11**	**1,325,000**	0.40	4,170,000

The following table provides additional outstanding stock option information as at September 30, 2018:

Exercise Price	**No. of Options Outstanding and Exercisable**	**Weighted Average Remaining Life (Years)**	**Weighted Average Exercise Price**
$ 0.07	1,000,000	3.59	$0.07
$ 0.25	325,000	1.22	$0.25
$ 0.07 - $0.25	**1,325,000**	**3.01**	**$0.11**

The following table summarizes the assumptions used with the Black-Scholes valuation model for the determination of the share based compensation for the stock options granted and/or vested during the year ended December 31, 2017:

	January 25, 2017	**May 3, 2017**	**Totals**
Number of options granted	95,000	1,000,000	1,095,000
Exercise price	C$0.135	C$0.085	
Risk-free interest rate	1.17%	0.96%	
Expected life (years)	5.0	5.0	
Expected volatility	112.38%	109.34%	
Expected dividends and forfeiture rate	-	-	
Vesting	immediately	immediately	
Fair value of grant	$ 8,000	$ 49,000	$ 57,000
Share based compensation	$ 8,000	$ 49,000	$ 57,000

Volatility for all option grants has been calculated using the Company's historical information.

The weighted average grant-date fair value of options granted during the nine month period ended September 30, 2018 was $Nil (year ended December 31, 2017 – $0.05) per option issued.

14. Reserve for share based payments

A summary of the changes in the Company's reserve for share based payments for the nine month period ended September 30, 2018 and the year ended December 31, 2017 is set out below:

	September 30, 2018	December 31, 2017
Balance at beginning of period/year	**$ 21,708,131**	$ 21,651,131
Share based payments (note 13)	**-**	57,000
Balance at end of period/year	**$ 21,708,131**	$ 21,708,131

15. Segmented information

Operating Segments

At September 30, 2018, the Company's operations comprised a single reporting operating segment engaged in petroleum and natural gas exploration in Guyana. The Company's corporate division only earns revenues that are considered incidental to the activities of the Company and therefore does not meet the definition of an operating segment as defined in IFRS 8 *'Operating Segments'*.

As the operations comprise a single reporting segment, amounts disclosed in the consolidated financial statements also represent operating segment amounts.

Geographic Segments

The Company currently has one reportable segment as at September 30, 2018, being the exploration, development and production of petroleum and natural gas in Guyana.

The following is a detailed breakdown of the Company's assets by geographical location:

As at,	**September 30, 2018**	December 31, 2017
Identifiable assets		
Canada	**$ 1,058,615**	$ 486,524
Guyana	**34,629,398**	32,543,669
	$ 35,688,013	$ 33,030,193

16. Commitments and contingencies

As at September 30, 2018, the Company is party to two (December 31, 2017 – three) separate written management agreements with certain senior officers of the Company. The two contracts currently require a total payment of up to $1,170,000 (December 31, 2017 – three for $1,888,000) be made upon the occurrence of certain events such as termination and change in control. As the likelihood of these events taking place was not determinable as at September 30, 2018, the contingent payments have not been reflected in these consolidated financial statements.

In January 2018, the Company agreed to make a payment under one of these three contracts. The Company agreed to the termination payment of $700,000 and settled this amount by paying $525,000 and recording a liability of $175,000 to be settled in common shares of the Company in the same manner and on the same basis as other debt is ultimately settled for equity under any restructuring.