

SATURN OIL & GAS INC.

Q1 2024 MANAGEMENT DISCUSSION AND ANALYSIS

The following Management's Discussion and Analysis ("MD&A") is a review of the operational and financial results and outlook for Saturn Oil & Gas Inc. ("Saturn" or the "Company") as at March 31, 2024 and for the three months ended March 31, 2024 and 2023. This MD&A is dated and based on information available as at May 15, 2024 and should be read in conjunction with Company's unaudited condensed consolidated interim financial statements ("financial statements") and the notes thereto as at March 31, 2024 and for the three months ended March 31, 2024 and 2023. Additional information relating to Saturn, including Saturn's Annual Information Form for the year ended December 31, 2023, is available on SEDAR+ at www.sedarplus.ca and Saturn's website at www.saturnoil.com.

Throughout this MD&A and in other materials disclosed by the Company, Saturn adheres to generally accepted accounting principles ("GAAP") and IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board (the "IASB"), however the Company also uses various specified financial measures (as defined in National Instrument 51-112 - *Non-GAAP and Other Financial Measures* ("NI 51-112")) including "non-GAAP financial measures", "non-GAAP ratios", "capital management measures" and "supplementary financial measures" to analyze financial performance including: "adjusted EBITDA" "adjusted funds flow", "annualized quarterly adjusted funds flow", "free funds flow", "capital expenditures", "capital expenditures net of A&D", "gross petroleum and natural gas sales", "net operating expense", "operating netbacks", "operating netbacks, net of derivatives", "adjusted working capital", "net debt", "net debt to annualized quarterly adjusted funds flow" and "enterprise value". These non-GAAP and other financial measures do not have any standardized meaning prescribed under IFRS and therefore may not be comparable to similar measures presented by other entities. The non-GAAP and other financial measures should not be considered to be more meaningful than GAAP measures which are determined in accordance with IFRS, such as net income (loss), cash flow from operating activities, and cash flow used in investing activities, as indicators of Saturn's performance.

Readers are cautioned that the MD&A should be read in conjunction with disclosures in the sections entitled "Non-GAAP and Other Financial Measures" and "Advisories and forward-looking information".

DESCRIPTION OF THE BUSINESS

Saturn is a Canadian resource company engaged in the business of acquisition, exploration and development of petroleum and natural gas resource deposits in Western Canada. The Company's current focus is to advance the exploration of its oil and gas properties in Alberta as well as Southeast and West Central Saskatchewan.

SUBSEQUENT EVENT

On May 6, 2024, the Company entered into an agreement for the strategic acquisition of two oil-weighted asset packages in Southern Saskatchewan for net cash consideration of approximately \$525.0 million with an expected close date of June 14, 2024. The Southern Saskatchewan assets will add approximately 13,000 boe/d of current production (96% oil and liquids) and 200 net booked locations to Saturn's drilling inventory. The acquisition will bolster both of Saturn's core growth assets in Southeast and West Central Saskatchewan, building size and scale for the Company's growing operations in Western Canada. The acquisition will be funded through a US\$625.0 million debt commitment, which will replace the Company's existing Senior Term Loan, as well as a bought-deal subscription receipt financing for aggregate gross proceeds of \$100.0 million, subject to an over-allotment option up to \$115.0 million. Saturn has also entered into a banking agreement, pursuant to which the Canadian chartered bank has committed to arrange a \$150.0 million reserve-based loan expected to be fully undrawn at close, providing \$150.0 million of additional liquidity to the Company.

Q1 2024 HIGHLIGHTS

- Achieved quarterly production averaging 26,394 boe/d, compared to 17,783 boe/d in the first quarter of 2023;
- Recognized petroleum and natural gas sales of \$168.2 million, up from \$131.4 million in the first quarter of 2023;
- Generated quarterly Adjusted EBITDA⁽¹⁾ of \$88.2 million, compared to \$69.9 million in the first quarter of 2023 primarily due to the Ridgeback Acquisition completed during the first quarter of 2023 and a successful 2023 drilling program;
- Achieved quarterly adjusted funds flow⁽¹⁾ of \$68.2 million, up from \$54.5 million in the first quarter of 2023;
- Invested \$34.0 million in capital expenditures⁽¹⁾ during the first quarter of 2024, drilling 9 gross (8.3 net) wells; including 6 in Southeast Saskatchewan; and 3 in Central Alberta;
- Generated free funds flow⁽¹⁾ of \$34.2 million, up from \$30.2 million in the first quarter of 2023;
- Completed a bought deal equity financing for total gross proceeds of \$50.0 million;
- Directed \$76.1 million towards debt repayment on the on the Senior Term Loan;
- Exited the first quarter of 2024 with \$386.4 million of net debt⁽¹⁾, realizing a net debt to annualized quarterly adjusted funds flow⁽¹⁾ of 1.4x.

⁽¹⁾ See Non-GAAP and Other Financial Measures

FINANCIAL AND OPERATING HIGHLIGHTS

(\$000s, except per share amounts)	Three months ended March 31,	
	2024	2023
FINANCIAL HIGHLIGHTS		
Petroleum and natural gas sales	168,219	131,407
Cash flow from operating activities	70,222	46,794
Operating netback, net of derivatives ⁽¹⁾	91,711	73,859
Adjusted EBITDA ⁽¹⁾	88,153	69,860
Adjusted funds flow ⁽¹⁾	68,178	54,454
per share - Basic	0.46	0.63
- Diluted	0.45	0.62
Free funds flow ⁽¹⁾	34,212	30,171
per share - Basic	0.23	0.35
- Diluted	0.23	0.35
Net income (loss)	(62,982)	219,050
per share - Basic	(0.42)	2.52
- Diluted	(0.42)	2.51
Acquisitions, net of cash acquired	-	465,223
Capital expenditures ⁽¹⁾	33,966	24,283
Total assets	1,326,721	1,397,679
Net debt ⁽¹⁾ , end of period	386,417	556,605
Shareholders' equity	595,736	526,865
Common shares outstanding, end of period	161,206	138,634
Weighted average, basic	148,558	86,995
Weighted average, diluted	151,457	87,217
OPERATING HIGHLIGHTS		
Average production volumes		
Crude oil (bbls/d)	18,981	14,680
NGLs (bbls/d)	2,344	992
Natural gas (mcf/d)	30,416	12,666
Total boe/d	26,394	17,783
% Oil and NGLs	81%	88%
Average realized prices		
Crude oil (\$/bbl)	88.64	93.74
NGLs (\$/bbl)	44.24	52.92
Natural gas (\$/mcf)	2.44	3.60
Processing expenses (\$/boe)	(0.45)	(0.79)
Petroleum and natural gas sales (\$/boe)	70.03	82.11
Operating netback (\$/boe)		
Petroleum and natural gas sales	70.03	82.11
Royalties	(8.82)	(9.34)
Net operating expenses ⁽¹⁾	(19.80)	(21.07)
Transportation expenses	(1.31)	(1.01)
Operating netback ⁽¹⁾	40.10	50.69
Realized loss on derivatives	(1.92)	(4.55)
Operating netback, net of derivatives ⁽¹⁾	38.18	46.14

⁽¹⁾ See Non-GAAP and Other Financial Measures

ACQUISITION

Ridgeback Resources Acquisition

On February 28, 2023, the Company completed the acquisition of Ridgeback Resources Inc. (the “Ridgeback Acquisition”) for total consideration of \$525.9 million, comprised of \$476.4 million in cash, and 19,406,167 Saturn common shares. The cash portion of the purchase price was funded through the net proceeds of a \$125.0 million bought deal equity financing and a \$375.0 million expansion to the Company’s Senior Term Loan.

PRODUCTION

	Three months ended ended March	
	2024	2023
Crude oil (bbls/d)	18,981	14,680
NGLs (bbls/d)	2,344	992
Natural gas (mcf/d)	30,416	12,666
Total boe/d	26,394	17,783
Crude oil and liquids %	81%	88%

Total average production volumes increased to 26,394 boe/d in the first quarter of 2024 from 17,783 boe/d in the first quarter of 2023. The increase is attributed to a full quarter of production contribution from the acquired Ridgeback assets, which contributed an average of 16,426 boe/d during the first quarter of 2024 compared to 5,842 boe/d in the first quarter of 2023, reflecting average production of 16,959 boe/d in the month of March 2023.

The following table summarizes Saturn’s average production by business unit for the three months ended March 31, 2024 and 2023:

	Three months ended March 31, 2024				Three months ended March 31, 2023			
	Crude oil (bbls/d)	NGLs (bbls/d)	Natural gas (mcf/d)	Total (boe/d)	Crude oil (bbls/d)	NGLs (bbls/d)	Natural gas (mcf/d)	Total (boe/d)
Southeast Saskatchewan	10,274	789	4,420	11,800	7,527	481	2,913	8,494
West Central Saskatchewan	3,220	37	512	3,342	5,072	12	429	5,156
Central Alberta	3,858	1,087	20,258	8,321	1,416	388	7,386	3,034
North Alberta	1,629	431	5,226	2,931	665	111	1,938	1,099
Total boe/d	18,981	2,344	30,416	26,394	14,680	992	12,666	17,783

Southeast Saskatchewan

The core producing properties in Southeast Saskatchewan include our Oxbow assets, which are geologically concentrated within the Mississippian-aged, Midale and Frobisher oil formations and the Bakken assets concentrated in the Bakken formation of Southeast Saskatchewan. For the three months ended March 31, 2024, Southeast Saskatchewan produced 11,800 boe/d, an increase of 39% from 8,494 boe/d in the comparative 2023 period. The increase is primarily due to a full quarter of production from the Ridgeback assets which contributed an average of 5,174 boe/d in Southeast Saskatchewan during the first quarter of 2024 compared to an average of 1,709 boe/d in the first quarter of 2023.

West Central Saskatchewan

The core producing properties in West Central Saskatchewan consist of our Viking assets, which produced 3,342 boe/d for the three months ended March 31, 2024, compared to 5,156 boe/d in the prior year comparative period. The decrease is attributed to natural declines exceeding new well production additions on account of reduced development capital spending directed towards the West Central Saskatchewan business unit.

Central Alberta

The core producing properties in Central Alberta consist of our Cardium assets, which were acquired as part of the Ridgeback Acquisition. For the three months ended March 31, 2024, Central Alberta produced 8,321 boe/d, an increase of 174% from 3,034 boe/d in the prior year comparative period. The increase is attributed to a full quarter of production contribution from the acquired Ridgeback assets, given the prior year consists of only one month of production that averaged 8,810 boe/d in March 2023.

North Alberta

The core producing properties in North Alberta consist of assets located in the Kaybob and Deer Mountain areas of Alberta, which were acquired as part of the Ridgeback Acquisition. For the three months ended March 31, 2024, North Alberta produced 2,931 boe/d, an increase of 167% from 1,099 boe/d in the prior year comparative period. The increase is attributed to a full quarter of production contribution from the acquired Ridgeback assets, given the prior year consists of only one month of production that averaged 3,189 boe/d in March 2023.

BENCHMARK AND REALIZED PRICES

	Three months ended March 31,	
	2024	2023
Average benchmark prices		
WTI (US\$/bbl) ⁽¹⁾	76.97	76.13
Exchange rate (US\$/CA\$)	1.35	1.35
WTI (CA\$/bbl)	103.82	102.92
MSW Par at Edmonton (\$/bbl) ⁽²⁾	92.17	99.05
Midale Par at Cromer (\$/bbl)	86.77	87.35
LSB Par at Cromer (\$/bbl) ⁽³⁾	89.59	94.23
AECO natural gas (\$/mcf) ⁽⁴⁾	2.51	3.57
Average realized prices		
Crude oil (\$/bbl)	88.64	93.74
NGLs (\$/bbl)	44.24	52.92
Natural gas (\$/mcf)	2.44	3.60
Processing expenses (\$/boe)	(0.45)	(0.79)
Petroleum and natural gas sales (\$/boe)	70.03	82.11

(1) West Texas Intermediate average calendar price

(2) Mixed Sweet Blend ("MSW")

(3) Light Sour Blend ("LSB")

(4) AECO 5A Daily Index Price

For the three months ended March 31, 2024, the Company realized a combined price for petroleum and natural gas of \$70.03 per boe versus \$82.11 per boe in the comparative 2023 period.

Most of the Company's revenue is from the sale of crude oil which varies based on sales point and certain par prices. The Company's realized price for crude oil from Southeast Saskatchewan is primarily based on the LSB and Midale par prices at Cromer, while the realized prices for crude oil in Central Alberta and West Central Saskatchewan are primarily based on the MSW par price at Edmonton. The Company's average realized oil price for the first quarter of 2024 was \$88.64 per bbl, a 5% decrease from \$93.74 per bbl in the first quarter of 2023. The decrease in realized pricing is primarily due to widening Canadian crude oil differentials.

PETROLEUM AND NATURAL GAS SALES

(\$000s)	Three months ended March 31,	
	2024	2023
Crude oil	153,100	123,856
NGLs	9,439	4,723
Natural gas	6,751	4,100
Gross petroleum and natural gas sales ⁽¹⁾	169,290	132,679
Less: Processing expenses	(1,071)	(1,272)
Petroleum and natural gas sales	168,219	131,407

(1) See Non-GAAP and Other Financial Measures

Gross petroleum and natural gas sales increased for the three months ended March 31, 2024 due primarily to increased volumes associated with the Ridgeback Acquisition, partially offset by lower realized prices. Certain gas processing expenses are deducted from gross realized prices received due to product custody transfer at the gas processing terminal inlet. The Company presents this on a gross and net basis to demonstrate the actual realized prices received prior to netting. The above adjustments do not have an impact on the Company's netback.

ROYALTIES

(\$000s, except per boe amounts)	Three months ended March 31,	
	2024	2023
Royalties	21,189	14,947
% of gross petroleum and natural gas sales ⁽¹⁾	12.5%	11.3%
\$ per boe	8.82	9.34

(1) See Non-GAAP and Other Financial Measures

Royalties increased for the three months ended March 31, 2024, on a total basis, consistent with higher petroleum and natural gas sales. Royalties as a percentage of gross petroleum and natural gas sales increased for the three months ended March 31, 2024, reflecting increased royalty rates on Alberta wells coming off royalty incentives during the second half of 2023. Saturn pays royalties to the provincial governments, freehold landowners and other third parties by way of contractual overriding royalties.

NET OPERATING EXPENSES

(\$000s, except per boe amounts)	Three months ended March 31,	
	2024	2023
Operating expenses	51,032	35,678
Less: processing income	(3,469)	(1,961)
Net operating expenses ⁽¹⁾	47,563	33,717
\$ per boe	19.80	21.07

(1) See Non-GAAP and Other Financial Measures

Net operating expenses increased for the three months ended March 31, 2024, due to a full quarter of expanded field activity from the Ridgeback Acquisition and the impact of inflationary pressures on certain costs categories. Net operating expenses per boe decreased for the three months ended March 31, 2024, primarily due to increased production, as fixed costs are spread over larger production volumes.

TRANSPORTATION EXPENSES

(\$000s, except per boe amounts)	Three months ended March 31,	
	2024	2023
Transportation expenses	3,155	1,609
\$ per boe	1.31	1.01

Transportation expenses increased for the three months ended March 31, 2024, on a total and per boe basis due to the increase in pipeline tariffs associated with increased crude oil production volumes. Pipeline shipping arrangements under legacy Ridgeback marketing contracts result in pipeline tariffs be included in transportation expenses. Conversely, pipeline tariffs incurred by commodity purchasers subsequent to delivery of the Company's product are charged back to Saturn and are netted against petroleum and natural gas sales.

RISK MANAGEMENT AND COMMODITY FINANCIAL DERIVATIVES

(\$000s, except per boe amounts)	Three months ended March 31,	
	2024	2023
Realized loss on derivatives	(4,601)	(7,275)
Unrealized gain (loss) on derivatives	(103,238)	32,484
Realized loss on derivatives \$ per boe	(1.92)	(4.55)

The Company uses commodity risk management contracts which are classified as financial derivatives to manage exposure to commodity price volatility. Details of open commodity contracts as at March 31, 2024 are described in the "Market Risk" section below.

For the three months ended March 31, 2024, the Company realized a loss on its financial commodity contracts of \$4.6 million compared to \$7.3 million in the comparable 2023 period. The realized loss is a result of market prices for crude oil settling at levels above those set in our derivative contracts. The change in realized loss on derivatives reflects the change in market prices from those in the comparative 2023 periods. Saturn has not designated any financial commodity contracts as hedges, and as a result the unrealized gains and losses are a result of the non-cash change in the mark-to-market values period over period. At March 31, 2024, the outstanding financial commodity contracts had a net liability of \$125.5 million (December 31, 2023 - \$22.2 million liability).

GENERAL AND ADMINISTRATIVE EXPENSES

(\$000s, except per boe amounts)	Three months ended March 31,	
	2024	2023
General and administrative expenses	3,525	3,914
\$ per boe	1.47	2.45

General and administrative ("G&A") expenses decreased for the three months ended March 31, 2024, due to increased overhead recoveries and Capitalized G&A, partially offset by higher personnel and office related expenses as a result of the organizations growth following the Ridgeback Acquisition.

DEPLETION, DEPRECIATION AND AMORTIZATION

(\$000s, except per boe amounts)	Three months ended March 31,	
	2024	2023
Depletion, depreciation and amortization	42,229	25,801
\$ per boe	17.58	16.12

Saturn records depletion, depreciation and amortization ("DD&A") on its property, plant and equipment ("PP&E") over the useful lives of the assets employing the unit of production method using proved plus probable oil and natural gas reserves and associated future development capital required for its petroleum and natural gas assets, and a declining balance method for its corporate administrative assets.

DD&A expense increased for the three months ended March 31, 2024, due to an increase in production volumes. The increase in DD&A on a per boe basis reflects updated reserves and increased future development costs associated with our growing asset base.

SHARE BASED COMPENSATION

(\$000s, except per boe amounts)	Three months ended March 31,	
	2024	2023
Share based compensation	2,252	1,039
\$ per boe	0.94	0.65

The Company has an omnibus Long Term Incentive Plan (“LTIP”), under which it is authorized to grant stock options, Restricted Share Units (“RSUs”), Deferred Share Units (“DSUs”) and Performance Share Units (“PSUs”) to directors, officers and employees of Saturn.

Share-based compensation expense increased for the three months ended March 31, 2024, due to RSUs and PSUs granted in 2023.

FINANCING EXPENSES

(\$000s)	Three months ended March 31,	
	2024	2023
Interest expense, cash	20,405	15,928
Interest income	(430)	(523)
Amortization of original issue discount and debt issue costs	674	1,121
Accretion, debt instruments	13	37
Accretion, leases	349	229
Accretion, decommissioning obligations	3,486	2,608
Financing expenses	24,497	19,400

Financing expenses increased for the three months ended March 31, 2024, due primarily to higher cash interest expense related to the February 28, 2023 expansion of the Senior Term Loan and a full quarter of accretion on leases and decommissioning obligations related to the Ridgeback Acquisition.

LOSS ON DEBT EXTINGUISHMENT

On February 28, 2023, the Company expanded its Senior Term Loan by \$375.0 million in relation to the Ridgeback Acquisition. Accordingly, the pre-existing unamortized original issue discount and new debt issue costs were expensed in the period resulting in a loss on debt extinguishment of \$8.3 million for the three months ended March 31, 2023.

DEFERRED TAXES

For the three months ended March 31, 2024, the Company recognized a deferred tax recovery of \$21.1 million, compared to a deferred tax expense of \$12.6 million in the comparative 2023 period. For the three months ended March 31, 2024, the deferred tax recovery relates to the non-cash change in the Company’s deferred tax liabilities, resulting from the change in unrealized derivative contracts during the period.

FINANCIAL RESULTS OF OPERATIONS

(\$000s, except per boe amounts)	Three months ended March 31,	
	2024	2023
Cash flow from operating activities	70,222	46,794
per share - Basic	0.47	0.54
- Diluted	0.46	0.54
Adjusted funds flow ⁽¹⁾	68,178	54,454
per share - Basic	0.46	0.63
- Diluted	0.45	0.62
Free funds flow ⁽¹⁾	34,212	30,171
per share - Basic	0.23	0.35
- Diluted	0.23	0.35
Net income (loss)	(62,982)	219,050
per share - Basic	(0.42)	2.52
- Diluted	(0.42)	2.51

(1) See Non-GAAP and Other Financial Measures

Adjusted funds flow increased for the three months ended March 31, 2024, primarily due to increased petroleum and natural gas sales, offset in part by increased royalties, operating expenses and transportation expenses, coupled with higher interest costs associated with the Senior Term Loan expansion.

For the three months ended March 31, 2024, the Company recorded a net loss of \$63.0 million compared to net income of \$219.1 million during the three months ended March 31, 2023. The decrease in net income for the three months ended March 31, 2024 was primarily due to recognition of an unrealized loss on derivatives compared to an unrealized gain on derivatives in the prior year comparative period and the absence of a gain on the Ridgeback Acquisition.

CAPITAL EXPENDITURES

(\$000s)	Three months ended March 31,	
	2024	2023
Drilling and Completions	23,519	16,779
Facilities	5,723	5,082
Land and lease	1,367	23
Seismic	355	479
E&E expenditures	-	72
F&D expenditures⁽¹⁾	30,964	22,435
Capitalized G&A and other	3,002	1,848
Capital expenditures	33,966	24,283
Capitalized G&A and other	(3,002)	(1,848)
Corporate Acquisition, net of cash acquired	-	-
Property Acquisition	-	465,223
FD&A expenditures⁽¹⁾	30,964	487,658

(1) See Non-GAAP and Other Financial Measures

Capital expenditures increased for the three months ended March 31, 2024, due primarily to an increase in drilling and completion activity in Central Alberta, where the prior year focused on the development of lower cost Saskatchewan wells.

During the three months ended March 31, 2024, the Company drilled 9 gross (8.3 net) wells: 6 in Southeast Saskatchewan; and 3 in Central Alberta compared to 13 gross (12.8 net) wells in the prior year comparative period: 8 in West Central Saskatchewan and 5 in Southeast Saskatchewan.

	Three months ended March 31,			
	2024		2023	
	Gross	Net	Gross	Net
Wells drilled	9	8.3	13	12.8

LIQUIDITY AND CAPITAL RESOURCES

Senior Term Loan

As at March 31, 2024, the Company had \$380.0 million outstanding on its Senior Term Loan with scheduled principal repayment dates as follows: April 30, 2024 of \$25.4 million, May 1, 2024 to April 30, 2025 of \$15.2 million per month and May 1, 2025 to February 28, 2026 of \$10.2 million per month with the balance repayable upon maturity. All principal repayments are subject to an exit fee of 2.5% on the aggregate principal amount of any such payment. The Senior Term Loan bears interest at 11.5% per annum plus the applicable periodic Canadian dollar bankers' acceptance rate at a minimum rate of 1%. The amended Senior Term Loan has a stated maturity date of February 28, 2026.

On February 21, 2024, the Company entered into an amending agreement with its senior secured lender providing up to \$55.0 million of optional principal repayment deferrals within fiscal 2024. The Company exercised a deferral on April 30, 2024 in the amount of \$25.4 million. The aggregate amount of the optional principal deferred will become due and payable upon maturity.

The Senior Term Loan is subject to various covenants on the part of the Company. As at March 31, 2024, Saturn was in compliance with all covenants pertaining to the Senior Term Loan. The following table summarizes the current key financial covenants as set forth in the credit agreement and amending agreements.

Covenant description	Covenant Ratio	March 31, 2024
PDP Asset Coverage Ratio Minimum ⁽¹⁾	1.75	2.71
Current Ratio Minimum ⁽²⁾	0.85	1.07
First Lien Net Leverage Ratio Maximum ⁽³⁾	1.75	0.96

(1) The ratio of the PV10 of Saturn's proved developed producing ("PDP") reserves, measured at the five year strip price and held flat thereafter, net of derivatives, to the principal outstanding of the Senior Term Loan net of cash.

(2) The ratio of current assets; excluding financial derivatives, to current liabilities; excluding the current portion of the Senior Term Loan, financial derivatives, and lease liabilities.

(3) The ratio of the principal outstanding on the Senior Term Loan net of cash, to annualized adjusted EBITDA.

Unsecured letter of credit facility

The Company has a \$10.0 million unsecured demand letter of credit facility (the "LC Facility") with a Canadian bank. Saturn's obligations under the LC Facility are supported by a performance security guarantee ("PSG") from Export Development Canada. At March 31, 2024, \$7.4 million was drawn under the LC Facility (December 31, 2023 – \$8.6 million). The PSG is subject to annual renewal with the next scheduled renewal date of February 28, 2025.

Convertible note

As at March 31, 2024, the Company has a \$1.0 million (December 31, 2023 - \$1.0 million) convertible note payable due to a shareholder. The note bears interest at 5% per annum and is subordinated until February 2026. The convertible note payable and unpaid interest is convertible into shares of the Company at the option of the holder at a conversion price of \$3.00 per share. As at March 31, 2024, the convertible note had a carrying value of \$1.1 million.

Liquidity

The Company generally relies on internal profitability measured by adjusted funds flow, debt financing and equity issuances to fund its capital requirements and provide liquidity. To the extent possible, Saturn has attempted to mitigate certain risks by entering into financial derivative commodity contracts to reduce the financial impact of downward commodity price movements on a portion of our anticipated production. Future liquidity depends primarily on profitability and the ability to access debt and equity markets. All principal repayments on the Senior Term Loan that are due within twelve months are presented as current liabilities on the balance sheet with the remainder classified as non-current. The Company believes that the capital structure of the Company coupled with the projected adjusted funds flow will satisfy Saturn's continuing operations.

Further discussion on the equity offerings completed by the Company in 2024 are described in "Share Capital" section below.

Net debt and enterprise value

Management considers net debt a key measure in assessing the Company's liquidity. Saturn's net debt totaled \$386.4 million as at March 31, 2024 compared to \$460.5 million as at December 31, 2023. The Company's net debt to annualized quarterly adjusted funds flow was 1.4 times at March 31, 2024.

(\$000s)	March 31, 2024	December 31, 2023
Net debt ⁽¹⁾	386,417	460,483
Total market capitalization ⁽²⁾	409,463	306,489
Enterprise value ⁽¹⁾	795,880	766,972
Net debt as a percentage of enterprise value	49%	60%
Annualized quarterly adjusted funds flow ⁽¹⁾	272,712	320,988
Net debt to annualized quarterly adjusted funds flow	1.4x	1.4x

(1) See Non-GAAP and Other Financial Measures

(2) Calculated as 161,205,460 common shares outstanding multiplied by the TSX closing share price on the last day of trading of the period.

Off-balance sheet transactions

The Company is not party to any material arrangements that would be excluded from the balance sheets other than disclosed in the commitments section of this MD&A.

SHARE CAPITAL

The Company is authorized to issue an unlimited number of common shares without par value.

On February 22, 2024, the Company completed a bought-deal equity financing issuing 22,223,000 common shares at a price of \$2.25 per common share for gross proceeds of \$50.0 million and incurred associated share issue costs of \$2.6 million.

As at the date of this MD&A, March 31, 2024 and December 31, 2023, the following common shares are outstanding and/or remain issuable upon exercise of the underlying securities.

(000s) Number of securities	May 14, 2024	March 31, 2024	December 31, 2023
Common shares outstanding	161,545	161,206	139,313
Warrants	6,871	6,871	6,871
Performance warrants	7,000	7,000	7,000
Broker options	-	-	798
Restricted share units	4,212	2,212	2,282
Stock options	1,048	1,048	1,048
Convertible notes	368	368	363
Performance share units	1,289	667	667
Fully diluted shares outstanding	182,333	179,372	158,342

COMMITMENTS AND CONTRACTUAL OBLIGATIONS

The Company has the following contractual obligations and commitments as at May 14, 2024:

(\$000s)	Less than 1	1-3	3-5	Greater	Total
Senior Term Loan ⁽¹⁾	136,843	243,095	-	-	379,938
Interest payments ⁽²⁾	57,377	31,745	-	-	89,122
Convertible notes	-	1,204	-	-	1,204
Lease liabilities ⁽³⁾	5,603	8,784	5,949	2,646	22,982
Gas processing contracts	3,416	3,389	1,945	5,500	14,250
	203,239	288,217	7,894	8,146	507,496

(1) On February 21, 2024, the Company entered into an amending agreement with its senior secured lender providing up to \$55.0 million of optional principal repayment deferrals within fiscal 2024.

(2) Represents cash interest payments on scheduled payment dates related to the Senior Term Loan, at the period end Canadian dollar bankers' acceptance rate.

(3) Represents the remaining undiscounted minimum lease payments on the Company's lease liabilities.

RISKS AND UNCERTAINTIES

Factors beyond Saturn's control may determine whether any oil and gas reserves the Company discovers are sufficiently economic to be developed. The determination of whether petroleum and natural gas deposits are economic is affected by numerous factors beyond Saturn's control. These factors include market fluctuations for oil and gas; the costs of access and surface rights; and government regulations governing prices, taxes, royalties, land tenure, land use, importing and exporting of resources and environmental protection.

Land reclamation requirements for exploration and development properties may be burdensome. Although variable depending on location and the governing authority, land reclamation requirements are generally imposed on companies in extractive industries such as oil and gas or mining in order to minimize long-term effects of land disturbance. Reclamation may include requirements to control dispersion of potentially deleterious effluents and reasonably re-establish pre-disturbance landforms and vegetation. In order to carry out reclamation obligations imposed on the Company in connection with ongoing exploration and development, Saturn must allocate financial resources that might otherwise be spent on further exploration and development programs.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they are due. While the Company is exposed to liquidity risk, it actively manages it through strategies such as prudent capital spending, an active commodity risk management program; shown in the market risk section below, and by continuously monitoring forecast and actual cash flows from operating, financing and investing activities. Management believes it will have sufficient funding to meet foreseeable liquidity requirements. See Subsequent Event section of this MD&A for additional disclosure on future liquidity.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations that arise principally from the Company's accounts receivable from oil and natural gas marketers and joint operators in the oil and gas industry. Receivables from oil and natural gas marketers are normally collected on the 25th day of the month following production.

The Company's policy to mitigate credit risk going forward is to maintain marketing relationships with large, established and reputable purchasers that are considered to be creditworthy. The Company attempts to mitigate the risk from joint venture receivables by obtaining partner approval of significant capital and operating expenditures prior to expenditure and in certain circumstances may require cash deposits in advance of incurring financial obligations on behalf of joint venture partners. Joint venture receivables are from partners in the petroleum and natural gas industry who are subject to the risks and conditions of the industry. Significant changes in industry conditions and risks that negatively impact partners' ability to generate cash flow will increase the risk of not collecting receivables. The Company does not request letters of credit in its favor from joint venture partners; however the Company has the ability to withhold production from joint operating partners in the event of non-payment or is able to register security on the assets of joint operating partners.

Counterparties to financial instruments expose the Company to credit losses in the event of non-performance. Counterparties for derivative instrument transactions are limited to investment grade counterparties.

Currency risk

Currency risk is the risk that the fair value of future cash flows will fluctuate as a result of changes in foreign exchange rates. All of the Company's petroleum and natural gas sales are conducted in Canada and are denominated in Canadian dollars. Canadian commodity prices are influenced by fluctuations in the Canada to United States dollar exchange rate. Prices for oil are determined in global markets and generally denominated in United States dollars. The Company is exposed to currency risk in relation to its US dollar denominated financial derivatives. A ten percent change in the US dollar would have resulted in a \$6.4 million change to net income (loss) before tax (December 31, 2023 – \$3.6 million) assuming all other variables remain constant. The exposure of realized price fluctuations of the US dollar and Canadian dollar exchange rate, serves as a natural hedge to US dollar denominated financial derivatives.

Interest rate risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The interest charged on the Senior Term Loan fluctuates with the interest rates associated with the periodic outstanding term based on Canadian dollar bankers' acceptance rates. The Company is exposed to interest rate risk related to the unpaid principal balance outstanding on the Senior Term Loan. A change in Canadian dollar bankers' acceptance rates by one percent would have changed net income (loss) by approximately \$1.1 million during the period ended March 31, 2024 (December 31, 2023 – \$1.2 million) assuming all other variables remain constant.

Price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company's commodity price risk is also impacted by its derivative contracts. The ability of the Company to explore its resource properties and future profitability of the Company are directly related to the market price of commodities. Prices for oil and gas are impacted not only by the relationship between the Canadian and United States dollars but also worldwide economic events that influence supply and demand.

Market risk

Saturn manages the risks associated with changes in commodity prices by entering into a variety of risk management commodity contracts classified as financial derivatives. The Company assesses the effects of movement in commodity prices on income before tax. A ten percent increase or decrease in commodity prices would have resulted in a \$91.2 million change to unrealized gains or (losses) on risk management contracts and net income (loss) before tax assuming all other variables remain constant.

The Company had the following outstanding financial derivative commodity contracts as at May 15, 2024:

Period	WTI Collars		WTI Swaps				WTI/MSW Differential			
	Volume bbls/d	Price ⁽¹⁾ US/bbl	Volume bbls/d	Price ⁽¹⁾ US/bbl	Volume bbls/d	Price ⁽¹⁾ CA/bbl	Volume bbls/d	Price ⁽¹⁾ US/bbl	Volume bbls/d	Price ⁽¹⁾ CA/bbl
Q2 2024	2,044	50.61-56.46	3,332	65.01	7,268	101.46	1,000	(3.75)	11,020	(6.25)
Q3 2024	1,992	50.63-56.49	3,173	64.67	6,557	98.10	4,324	(4.48)	7,142	(6.25)
Q4 2024	1,923	50.56-56.32	3,054	64.50	6,020	97.44	11,300	(4.61)	-	-
Q1 2025	1,818	50.38-54.60	2,978	60.50	5,663	93.40	-	-	-	-
Q2 2025	1,771	55.14-59.00	2,871	63.22	5,226	91.93	-	-	-	-
Q3 2025	1,729	65.00-68.10	2,753	69.05	4,923	89.10	-	-	-	-
Q4 2025	1,684	65.00-68.10	2,637	68.99	4,674	89.05	-	-	-	-
Q1 2026	1,080	65.00-68.10	3,077	67.21	4,481	85.46	-	-	-	-
Q2 2026	-	-	4,028	67.30	4,320	85.47	-	-	-	-
Q3 2026	-	-	-	-	8,048	83.08	-	-	-	-
Q4 2026	-	-	-	-	7,733	83.06	-	-	-	-
Q1 2027	-	-	-	-	5,150	79.85	-	-	-	-

⁽¹⁾ Weighted average prices for the period

General risks

Petroleum and natural gas exploration and production can involve environmental risks such as litigation, physical and regulatory risks. Physical risks include the pollution of the environment, climate change and destruction of natural habitat, as well as safety risks such as personal injury. The Company works hard to identify the potential environmental impacts of its new projects in the planning stage and during operations. The Company conducts its operations with high standards in order to protect the environment, its employees and consultants, and the general public. Saturn maintains current insurance coverage for comprehensive and general liability as well as limited pollution liability. The amount and terms of this insurance are reviewed on an ongoing basis and adjusted as necessary to reflect current corporate requirements, as well as industry standards and government regulations. Without such insurance, and if the Company becomes subject to environmental liabilities, the payment of such liabilities could reduce or eliminate its available funds or could exceed the funds the Company has available and result in financial distress.

Climate change risks

Our exploration and production infrastructure and other operations and activities emit greenhouse gases ("GHG") which may require us to comply with federal and/or provincial GHG emissions legislation. Climate change policy is evolving at regional, national and international levels, and political and economic events may significantly affect the scope and timing of climate change measures that are ultimately put in place to prevent climate change or mitigate our effects. The direct or indirect costs of compliance with GHG-related regulations may have a material adverse effect on our business, financial condition, results of operations and prospects. Some of our significant facilities may ultimately be subject to future regional, provincial and/or federal climate change regulations to manage GHG emissions. In addition, climate change has been linked to long-term shifts in climate patterns and extreme weather conditions both of which pose the risk of causing operational difficulties.

SUMMARY OF QUARTERLY RESULTS

	2024	2023				2022		
(\$000s, except per boe amounts)	Q1	Q4	Q3	Q2	Q1	Q4	Q3	Q2
Financial:								
Petroleum and natural gas sales	168,219	185,384	201,066	176,034	131,407	111,558	105,728	82,230
Cash flow from operations	70,222	75,380	70,466	94,232	46,794	58,100	13,472	20,399
Adjusted funds flow ⁽¹⁾	68,178	80,247	76,477	66,954	54,454	50,729	39,756	14,463
Net income (loss)	(62,982)	131,456	(111,156)	51,273	219,050	(16,728)	167,307	21,855
Basic (\$/share)	(0.42)	0.94	(0.80)	0.37	2.52	(0.28)	2.89	0.68
Diluted (\$/share)	(0.42)	0.92	(0.80)	0.36	2.51	(0.28)	2.87	0.66
Acquisitions	-	-	-	1,439	465,223	805	240,070	(90)
Capital expenditures ⁽¹⁾	33,966	57,175	35,271	13,845	24,283	35,676	36,991	5,970
Total assets	1,326,721	1,335,216	1,376,271	1,332,816	1,397,679	582,907	593,594	347,201
Common shares outstanding (000s)	161,206	139,313	139,313	138,634	138,634	59,892	59,839	32,361
Operational:								
Average daily production								
Crude oil (bbls/d)	18,981	19,407	19,132	19,425	14,680	11,590	10,163	6,722
NGLs (bbls/d)	2,344	2,533	2,287	2,137	992	428	363	287
Natural gas (mcf/d)	30,416	29,704	29,077	26,553	12,666	2,971	2,634	1,887
Total (boe/d)	26,394	26,891	26,265	25,988	17,783	12,514	10,965	7,324

(1) See Non-GAAP and Other Financial Measures

In the first quarter of 2024, the Company achieved adjusted funds flow of \$68.2 million driven by strong production of 26,394 boe/d and an operating netback, net of derivatives of \$38.18 per boe. The Company invested \$34.0 million in capital expenditures, drilling 9 wells (8.3 net). Principal repayments on the Senior Term Loan of \$76.1 million were made resulting in net debt of \$386.4 million. The Company enhanced liquidity with the completion of a bought-deal equity financing, issuing 22,223,000 common shares for gross proceeds of \$50.0 million. Changes in quarterly sales, pricing, production, net income, cash flow from operations, adjusted funds flow and capital expenditures are all discussed in the previous sections of this MD&A.

In the fourth quarter of 2023, the Company achieved record adjusted funds flow of \$80.2 million driven by record production of 26,891 boe/d and an operating netback, net of derivatives of \$42.17 per boe. The Company invested \$57.2 million in capital expenditures, drilling 19 wells (16.9 net). Principal repayments on the Senior Term Loan of \$50.7 million were made resulting in net debt of \$460.5 million.

In the third quarter of 2023, the Company achieved adjusted funds flow of \$76.5 million driven by production of 26,265 boe/d and an operating netback, net of derivatives of \$43.74 per boe. The Company invested \$35.3 million in capital expenditures, drilling 20 wells (15.7 net). Principal repayments on the Senior Term Loan of \$50.7 million were made resulting in net debt of \$473.8 million.

In the second quarter of 2023, despite the Alberta wildfires impacting operations, the Company achieved adjusted funds flow of \$67.0 million driven by production of 25,988 boe/d and an operating netback, net of derivatives of \$41.87 per boe. The Company made \$50.7 million in principal repayments on the Senior Term Loan and invested \$13.8 million in capital expenditures resulting in an ending net debt balance of \$510.2 million.

In the first quarter of 2023, the Company completed the Ridgeback Acquisition for total consideration of \$525 million, comprised of \$475 million in cash, and 19,406,167 common shares resulting in a gain on acquisition of \$185.3 million. The cash portion of the purchase price was funded through the net proceeds of a \$125 million bought deal equity financing and a \$375 million expansion to the Senior Term Loan. The Company realized adjusted funds flow of \$54.5 million, made \$12.3 million in principal repayments on the Senior Term Loan and invested \$24.3 million in capital expenditures resulting in net debt of \$556.6 million. The Company generated quarterly petroleum and natural gas sales of \$131.4 million, driven primarily by record production of 17,783 boe/d.

In the fourth quarter of 2022, the Company invested \$35.7 million in capital expenditures, drilling 16 wells (15.6 net). Principal repayments on the Senior Term Loan of \$36.9 million were made resulting in net debt of \$219.8 million. Adjusted funds flow of \$50.7 million was achieved primarily due to an operating netback, net of derivatives of \$56.17 per boe and production of 12,514 boe/d.

In the third quarter of 2022, the Company invested \$240.1 million in property acquisitions relating to the Viking Acquisition and \$37.0 million in capital expenditures. The Senior Term loan was expanded by \$200.0 million and accompanying equity offerings provided additional gross proceeds of \$75.2 million to fund the Viking Acquisition. Principal repayments on the Senior Term Loan of \$12.3 million were made resulting in net debt of \$232.7 million. Adjusted funds flow of \$39.8 million was achieved primarily due to an operating netback, net of derivatives of \$50.60 per boe.

In the second quarter of 2022, the Company invested \$5.5 million in capital expenditures, made \$12.2 million in principal repayments on the Senior Term Loan resulting in net debt to \$58.2 million and achieved \$14.5 million in adjusted funds flow primarily due to an operating netback, net of derivatives of \$29.91 per boe.

NEW ACCOUNTING POLICIES

Saturn adopted amendments to IAS 1 *Presentation of Financial Statements* ("IAS 1"), effective January 1, 2024, regarding requirements for the presentation of liabilities as current or non-current in the statement of financial position and regarding the classification and disclosure of a liability with covenants. These amendments did not have a material impact on the Company's interim consolidated financial statements or disclosures.

STANDARDS ISSUED BUT NOT YET EFFECTIVE

In June 2023, the International Sustainability Standards Board ("ISSB") issued IFRS S1 *General Requirements for Disclosure of Sustainability-related Financial Information* and IFRS S2 *Climate-related Disclosures* which are effective for annual reporting periods beginning on or after January 1, 2024. These standards provide for transition relief in IFRS S1 that allow reporting entity to report on only climate-related risks and opportunities in the first year of reporting under the sustainability standards.

The Canadian Securities Administrators ("CSA") are responsible for determining the reporting requirements for public companies in Canada and are responsible for decisions related to the adoption of the sustainability disclosure standard, including the effective annual reporting dates. The CSA issued proposed National Instrument NI-51-107 – *Disclosure of Climate-related Matters in October 2021*. The CSA intends to consider the ISSB standards in addition to development in United States reporting requirements in its decision relating to development of climate-related disclosure requirements for Canadian reporting issuers. The CSA will involve the Canadian Sustainability Standards Board ("CSSB") for a combined review of the suitability of the adopting the ISSB standards in Canada. There is no requirement for public companies in Canada to adopt the ISSB standards until the CSA and CSSB have issued a decision on reporting requirements in Canada. While we are actively reviewing the ISSB standards we have not yet determined the impact on future financial statements, nor have we quantified the costs to comply with such standards.

INTERNAL CONTROLS OVER FINANCIAL REPORTING ("ICFR")

ICFR is a set of processes designed to provide reasonable assurance that all assets are safeguarded, transactions are appropriately authorized, and facilitate the preparation of relevant, reliable, and timely information. Because of its inherent limitations, ICFR may not prevent or detect misstatements. Management has designed and assessed the effectiveness of Saturn's ICFR as defined in Canada by National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* ("NI 52-109"). The assessment was based on the framework in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. NI 52-109 requires that Saturn disclose in its MD&A any material weaknesses relating to design existing at the end of the period in Saturn's ICFR and/or any changes in Saturn's ICFR that occurred during the period that have materially affected, or are reasonably likely to materially affect, Saturn's ICFR. Management confirms there were no changes in Saturn's ICFR during the three month period ended March 31, 2024 that materially affected, or are reasonably likely to materially affect, the Company's ICFR.

USE OF ESTIMATES

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

The effect of a change in an accounting estimate is recognized prospectively by including it in profit or loss in the period of the change, if the change affects that period only, or in the period of the change and future periods, if the change affects both.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the balance sheets date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made relate to, but are not limited to, the following:

- The recoverability of accounts receivable, which is included in the consolidated balance sheets;
- The determination of the fair value of stock options, RSUs, PSUs, or warrants using stock pricing models requires the input of highly subjective assumptions, including the expected price volatility. Changes in the subjective input assumptions could materially affect the fair value estimate; therefore, the existing models do not necessarily provide a reliable single measure of the fair value of the Company's outstanding stock based compensation;
- Fair values of petroleum and natural gas properties, depletion and depreciation expense and amounts used in impairment calculations are based on estimates of proved and probable oil and gas reserves are based upon a number of significant assumptions, such as forecasted production volumes, forecasted oil and gas commodity prices, forecasted operating costs, forecasted royalty costs and forecasted future development costs. By their nature, estimates of proved and probable oil and gas reserves and the related future cash flows are subject to measurement uncertainty, and the impact of differences between actual and estimated amounts on the consolidated financial statements of future periods could be material;
- Amounts recorded for asset retirement obligation liabilities including estimates around timing and amount of expenditures required to settle liabilities and the credit-adjusted risk free discount rate used;
- Financial derivative commodity contracts are valued using valuation techniques with market observable inputs. The most frequently applied valuation techniques include Black-Scholes option valuation model and forward pricing and swap models. The models incorporate various inputs including the credit quality of counterparties, forecast benchmark commodity prices, and foreign exchange; and
- The determination of the estimated acquisition-date fair value of oil and gas properties involves significant estimates, including proved and probable oil and gas reserves and discount rates. The estimate of proved and probable reserves includes significant assumptions related to forecasted oil and gas commodity prices, forecasted production volumes, forecasted operating costs, forecasted royalty costs and forecasted future development costs. Changes in the assumptions or estimates used in determining the estimated acquisition date fair value of the acquired assets and liabilities could impact the allocation of the purchase price between assets and liabilities recorded on the balance sheets and revenue and expenses recorded on the statement of comprehensive income (loss).
- The determination of income tax liabilities includes estimates around future utilization of tax pools. All tax filings are subject to audit and potential reassessment after the lapse of considerable time.

NON-GAAP AND OTHER FINANCIAL MEASURES

Throughout this MD&A and in other materials disclosed by the Company, Saturn employs certain measures to analyze financial performance, financial position, and cash flow. These non-GAAP and other financial measures do not have any standardized meaning prescribed under IFRS and therefore may not be comparable to similar measures presented by other entities. The non-GAAP and other financial measures should not be considered to be more meaningful than GAAP measures which are determined in accordance with IFRS, such as net income (loss), cash flow from operating activities, and cash flow used in investing activities, as indicators of Saturn's performance.

Non-GAAP Financial Measures and Ratios

NI 52-112 defines a non-GAAP financial measure as a financial measure that: (i) depicts the historical or expected future financial performance, financial position or cash flow of an entity, (ii) with respect to its composition, excludes an amount that is included in, or includes an amount that is excluded from, the composition of the most directly comparable financial measure disclosed in the primary financial statements of the entity, (iii) is not disclosed in the financial statements of the

entity, and (iv) not a ratio, fraction, percentage or similar representation. NI 52-112 defines a non-GAAP ratio as a financial ratio that: (i) is in the form of a ratio, fraction, percentage or similar representation, (ii) has a non-GAAP financial measure as one or more of its components, and (iii) is not disclosed in the financial statements of the entity. The Company has presented the following non-GAAP financial measures and ratios within this MD&A.

Capital expenditures

Saturn uses capital expenditures to monitor its capital investments relative to those budgeted by the Company on an annual basis. Saturn's capital budget excludes acquisition and disposition activities as well as the accounting impact of any accrual changes or payments under certain lease arrangements. The most directly comparable GAAP measure for capital expenditures is cash flow used in investing activities. The following table reconciles capital expenditures and capital expenditures, net acquisitions and dispositions ("A&D") to the nearest GAAP measure, cash flow used in investing activities.

(\$000s)	Three months ended March 31,	
	2024	2023
Cash flow used in investing activities	49,692	499,563
Change in non-cash working capital	(15,726)	(10,057)
Capital expenditures, net A&D	33,966	489,506
Acquisitions, net of cash acquired	-	(465,223)
Capital expenditures	33,966	24,283

F&D and FD&A expenditures

Saturn uses finding and development ("F&D") and finding, development, and acquisition ("FD&A") expenditures as a basis to monitor its capital efficiency. The Company's F&D expenditures are calculated by removing certain capitalized overhead costs from capital expenditures. The Company's FD&A expenditures are calculated by adding A&D to F&A expenditures. Both measures calculate the capital cost outlay associated with the Company's exploration and development activities for the purposes of finding, developing and, when desired, acquiring its reserves.

Free funds flow

Saturn uses free funds flow as an indicator of the efficiency and liquidity of Saturn's business, measuring its funds after capital investment available to manage debt levels, pursue acquisitions and gauge optionality to pay dividends and/or and return capital to shareholders through activities such as share repurchases. Saturn calculates free funds flow as adjusted funds flow in the period less capital expenditures. By removing the impact of current period capital expenditures from adjusted funds flow, management monitors its free funds flow to inform its capital allocation decisions. The following table reconciles adjusted funds flow to free funds flow.

(\$000s)	Three months ended March 31,	
	2024	2023
Adjusted funds flow	68,178	54,454
Capital expenditures	(33,966)	(24,283)
Free funds flow	34,212	30,171

Gross petroleum and natural gas sales

Gross petroleum and natural gas sales is calculated by adding oil, natural gas and NGLs revenue, before deducting certain gas processing expenses in arriving at Petroleum and natural gas revenue as required under IFRS 15. These processing expenses associated with the processing of natural gas and NGLs revenue are a result of the Company transferring custody of the product at the terminal inlet, and therefore receiving net prices. This metric is used by management to quantify and analyze the realized price received before required processing deductions, against benchmark prices. The calculation of the Company's gross petroleum and natural gas sales is shown within the petroleum and natural gas sales section within this MD&A.

Net operating expenses

Net operating expense is calculated by deducting processing income primarily generated by processing third party production at processing facilities where the Company has an ownership interest, from operating expenses presented on the Statement of income (loss). Where the Company has excess capacity at one of its facilities, it will process third-party volumes to reduce the cost of ownership in the facility. The Company's primary business activities are not that of a midstream entity whose activities are focused on earning processing and other infrastructure-based revenues, and as such third-party processing revenue is netted against operating expenses in the MD&A. This metric is used by management to evaluate the Company's net operating expenses on a unit of production basis. Net operating expense per boe is a non-GAAP financial ratio and is calculated as net operating expense divided by total barrels of oil equivalent produced over a specific period of time. The calculation of the Company's net operating expenses is shown within the net operating expenses section within this MD&A.

Operating netback and Operating netback, net of derivatives

The Company's operating netback is determined by deducting royalties, net operating expenses and transportation expenses from petroleum and natural gas sales. The Company's operating netback, net of derivatives is calculated by adding or deducting realized financial derivative commodity contract gains or losses from the operating netback. The Company's operating netback and operating netback, net of derivatives are used in operational and capital allocation decisions. Presenting operating netback and operating netback, net of derivatives on a per boe basis is a non-GAAP financial ratio and allows management to better analyze performance against prior periods on a per unit of production basis. The calculation of the Company's operating netbacks and operating netback, net of derivatives are summarized as follows.

(\$000s)	Three months ended March 31,	
	2024	2023
Petroleum and natural gas sales	168,219	131,407
Royalties	(21,189)	(14,947)
Net operating expenses	(47,563)	(33,717)
Transportation expenses	(3,155)	(1,609)
Operating netback	96,312	81,134
Realized loss on financial derivatives	(4,601)	(7,275)
Operating netback, net of derivatives	91,711	73,859
(\$ per boe amounts)		
Petroleum and natural gas sales	70.03	82.11
Royalties	(8.82)	(9.34)
Net operating expenses	(19.80)	(21.07)
Transportation expenses	(1.31)	(1.01)
Operating netback	40.10	50.69
Realized loss on financial derivatives	(1.92)	(4.55)
Operating netback, net of derivatives	38.18	46.14

Enterprise value

The Company's enterprise value is calculated as total market capitalization plus net debt. Enterprise value is used to assess the valuation of the Company. Refer to the *Liquidity and Capital Resources* section in this MD&A for further information.

Capital Management Measures

NI 52-112 defines a capital management measure as a financial measure that: (i) is intended to enable an individual to evaluate an entity's objectives, policies and processes for managing the entity's capital; (ii) is not a component of a line item disclosed in the primary financial statements of the entity; (iii) is disclosed in the notes to the financial statements of the entity; and (iv) is not disclosed in the primary financial statements of the entity. Please refer to note 12 "*Capital Management*" in Saturn's financial statements for additional disclosure on: adjusted working capital, net debt, adjusted EBITDA, adjusted funds flow, free funds flow, annualized quarterly adjusted funds flow and net debt to annualized quarterly adjusted funds flow each of which are capital management measures used by the Company in this MD&A.

Supplementary Financial Measures

NI 52-112 defines a supplementary financial measure as a financial measure that: (i) is, or is intended to be, disclosed on a periodic basis to depict the historical or expected future financial performance, financial position or cash flow of an entity; (ii) is not disclosed in the financial statements of the entity; (iii) is not a non-GAAP financial measure; and (iv) is not a non-GAAP ratio. The supplementary financial measures used in this MD&A are either a per unit disclosure of a corresponding GAAP measure, or a component of a corresponding GAAP measure, presented in the financial statements. Supplementary financial measures that are disclosed on a per unit basis are calculated by dividing the aggregate GAAP measure (or component thereof) by the applicable unit for the period. Supplementary financial measures that are disclosed on a component basis of a corresponding GAAP measure are a granular representation of a financial statement line item and are determined in accordance with GAAP.

BOE PRESENTATION

Boe means barrel of oil equivalent. All boe conversions in this MD&A are derived by converting gas to oil at the ratio of six thousand cubic feet (“Mcf”) of natural gas to one barrel (“Bbl”) of oil. Boe may be misleading, particularly if used in isolation. A Boe conversion rate of 1 Bbl : 6 Mcf is based on an energy equivalency conversion method primarily applicable at the burner tip and does not represent a value equivalency at the wellhead. Given that the value ratio of oil compared to natural gas based on currently prevailing prices is significantly different than the energy equivalency ratio of 1 Bbl : 6 Mcf, utilizing a conversion ratio of 1 Bbl : 6 Mcf may be misleading as an indication of value.

MANAGEMENT’S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The information provided in this report, including the financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary in the determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the financial statements.

DIRECTORS AND EXECUTIVE OFFICERS

As of the date of this report the Company had the following directors and executive officers:

John Jeffrey	Chief Executive Officer and Director
Scott Sanborn	Chief Financial Officer
Justin Kaufmann	Chief Development Officer
Grant MacKenzie	Chief Legal Officer and Director
Andrew Claugus	Director
Thomas Gutschlag	Director
Ivan Bergerman	Director
Jim Payne	Director
Christopher Ryan	Director
S. Janet Yang	Director

ADVISORIES AND FORWARD-LOOKING INFORMATION

Certain information in this MD&A, including all statements that are not historical facts, constitutes forward-looking information within the meaning of applicable Canadian securities laws. Such forward-looking information may include, but is not limited to, information which reflect management's expectations regarding the Company's future growth, the effects of the Company's acquisitions on the Company's strategy, land holdings and profitability, including the Ridgeback and Viking Acquisitions, results of operations (including, without limitation, future production and capital expenditures), performance (both operational and financial) and business prospects (including the timing and development of new reserves and the success of exploration activities) and opportunities. Often, this information includes words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate" or "believes" or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved.

In making and providing the forward-looking information included in this MD&A the Company's assumptions may include among other things: (i) that there are no material delays in the optimization of operations at the properties; (ii) assumptions about operating costs and expenditures; (iii) assumptions about future production recovery and cash flows; (iv) that there is no unanticipated fluctuation in foreign exchange rates; (v) the realization of anticipated benefits of acquisitions, and (vi) that there is no material deterioration in general economic conditions. Although management believes that the assumptions made and the expectations represented by such information are reasonable, there can be no assurance that the forward-looking information will prove to be accurate. By its nature, forward-looking information is based on assumptions and involves known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements, or results, to be materially different from future results, performance or achievements expressed or implied by such forward-looking information. Such risks, uncertainties and other factors include among other things the following: (i) the risk that additional financing will not be obtained as and when required; (ii) material increases in operating costs; (iii) adverse fluctuations in foreign exchange rates; and (iv) environmental risks and changes in environmental legislation.

This MD&A (See "*Risks and Uncertainties*") contains information on risks, uncertainties and other factors relating to the forward-looking information. Although the Company has attempted to identify factors that would cause actual actions, events or results to differ materially from those disclosed in the forward-looking information, there may be other factors that cause actual results, performances, achievements or events not to be anticipated, estimated or intended. Also, many of the factors are beyond the Company's control. Accordingly, readers should not place undue reliance on forward-looking information. The Company undertakes no obligation to reissue or update forward looking information as a result of new information or events after the date of this MD&A except as may be required by law. All forward-looking information disclosed in this document is qualified by this cautionary statement.