

Condensed Consolidated Interim Statements of Financial Position

Stated in thousands of dollars

(Unaudited)

As at	September 30, 2022	December 31, 2021
Assets		
Current Assets		
Accounts receivable	\$ 62,984	\$ 55,738
Fair value of financial contracts (note 5)	1,607	—
Prepaid expenses and deposits	3,055	3,152
	67,646	58,890
Fair value of financial contracts (note 5)	905	—
Property, plant and equipment (note 4)	1,137,965	1,216,557
	\$ 1,206,516	\$ 1,275,447
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities	\$ 82,298	\$ 84,330
Dividends payable	2,939	—
Fair value of financial contracts (note 5)	7,255	32,015
Current portion of term debt (note 6)	4,809	3,356
Current portion of convertible debentures (note 7)	44,010	42,612
Current portion of lease and other obligations	7,928	7,703
Current portion of decommissioning obligations (note 8)	10,000	10,000
	159,239	180,016
Fair value of financial contracts (note 5)	162	1,149
Bank debt (note 6)	9,758	98,066
Term debt (note 6)	154,299	130,637
Convertible debentures (note 7)	32,187	31,322
Decommissioning obligations (note 8)	201,180	297,515
Long term lease and other obligations	18,768	23,359
Shareholders' equity		
Share capital	1,656,394	1,654,211
Equity component of convertible debentures (note 7)	6,266	6,266
Contributed surplus	51,001	52,147
Deficit	(1,082,738)	(1,199,241)
	630,923	513,383
Commitments (note 11)		
Subsequent Event (note 12)		
	\$ 1,206,516	\$ 1,275,447

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

Condensed Consolidated Interim Statements of Income and Comprehensive Income

Stated in thousands of dollars, except per share amounts

(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Petroleum and natural gas revenue (note 10)	\$ 179,297	\$ 105,104	\$ 561,420	\$ 266,682
Processing income (note 10)	1,941	978	5,316	3,239
Royalties	(33,964)	(15,501)	(100,099)	(35,051)
Unrealized gain (loss) on financial contracts	40,198	(1,416)	23,999	(30,413)
Realized loss on financial contracts	(13,790)	(23,209)	(88,565)	(60,942)
	173,682	65,956	402,071	143,515
Expenses				
Operating	39,920	28,288	115,563	82,156
Transportation	2,554	1,798	8,426	4,630
General and administrative	4,218	3,346	12,436	9,344
Stock-based compensation (note 9)	1,308	631	3,701	2,740
Depletion and depreciation (note 4)	38,223	31,499	109,686	74,688
Impairment reversal	—	—	—	(323,640)
Finance expense	8,892	7,889	24,116	24,779
Gain on disposals	—	—	—	(22,294)
Transaction and other costs (income)	510	1,502	(73)	2,981
Gain on acquisitions	—	(65,449)	—	(65,449)
	95,625	9,504	273,855	(210,065)
Income before income taxes	78,057	56,452	128,216	353,580
Deferred income tax recovery	—	(11,160)	—	(11,160)
Net income and comprehensive income for the period	\$ 78,057	\$ 67,612	\$ 128,216	\$ 364,740
Income per share (note 9)				
Basic	\$ 0.93	\$ 1.18	\$ 1.54	\$ 7.82
Diluted	\$ 0.91	\$ 1.15	\$ 1.49	\$ 7.63

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

Condensed Consolidated Interim Statements of Changes in Shareholders' Equity

Stated in thousands of dollars, except share amounts

(Unaudited)

	Number of common shares	Share capital	Convertible debentures - equity portion	Contributed surplus	Deficit	Total equity
Balance at December 31, 2020	39,971,614	\$ 1,482,249	\$ 6,266	\$ 52,118	\$ (1,606,849)	\$ (66,216)
Net income for the year	—	—	—	—	364,740	364,740
Issued pursuant to acquisition	26,928,394	90,000	—	—	—	90,000
Share issue costs	—	(2,406)	—	—	—	(2,406)
Flow-through shares issued	4,586,471	23,001	—	—	—	23,001
Premium on flow-through shares	—	(3,119)	—	—	—	(3,119)
Transfer on exercise of RSAs and PSAs ⁽¹⁾	690,830	5,844	—	(5,844)	—	—
Stock-based compensation	—	—	—	4,096	—	4,096
Balance at September 30, 2021	72,177,308	\$ 1,595,569	\$ 6,266	\$ 50,370	\$ (1,242,109)	\$ 410,096
Balance at December 31, 2021	83,357,221	\$ 1,654,211	\$ 6,266	\$ 52,147	\$ (1,199,241)	\$ 513,383
Net income for the year	—	—	—	—	128,216	128,216
Share issue costs	—	(15)	—	—	—	(15)
Transfer on exercise of RSAs and PSAs ⁽¹⁾	620,161	2,198	—	(6,993)	—	(4,795)
Stock-based compensation	—	—	—	5,847	—	5,847
Dividends	—	—	—	—	(11,713)	(11,713)
Balance at September 30, 2022	83,977,382	\$ 1,656,394	\$ 6,266	\$ 51,001	\$ (1,082,738)	\$ 630,923

⁽¹⁾ RSA and PSA defined as restricted share and performance share awards.

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

Condensed Consolidated Interim Statements of Cash Flows

Stated in thousands of dollars

(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Cash provided by (used in)				
Operating				
Net income	\$ 78,057	\$ 67,612	\$ 128,216	\$ 364,740
Gain on disposals of property, plant and equipment	—	—	—	(22,294)
Gain on acquisitions	—	(65,449)	—	(65,449)
Unrealized (gain) loss on financial contracts	(40,198)	1,416	(23,999)	30,413
Finance expense	8,892	7,889	24,116	24,779
Interest expense	(6,498)	(6,135)	(19,899)	(20,679)
Depletion and depreciation	38,223	31,499	109,686	74,688
Impairment reversal	—	—	—	(323,640)
Decommissioning expenditures	(3,532)	(2,105)	(5,528)	(4,649)
Transaction and other costs (income)	82	(801)	(720)	(1,907)
Stock-based compensation	1,308	631	3,701	2,740
Deferred income tax recovery	—	(11,160)	—	(11,160)
Change in non-cash working capital	(7,164)	2,866	(18,423)	2,485
Cash flow from operating activities	69,170	26,263	197,150	50,067
Financing				
Bank debt	(12,496)	(2,284)	(88,308)	(100,874)
Term debt	(3,542)	—	23,745	7,500
Dividends paid	(8,774)	—	(8,774)	—
Other financial obligations	—	—	—	—
Issuance of flow-through shares	—	—	—	23,001
Payments on lease obligations	(1,486)	(2,167)	(4,366)	(6,432)
Share issue costs	(15)	(317)	(15)	(2,406)
Cash-settled stock-based compensation	(4,795)	—	(4,795)	—
Cash flow used in financing activities	(31,108)	(4,768)	(82,513)	(79,211)
Investing				
Expenditures on property, plant and equipment	(42,358)	(33,932)	(122,216)	(81,330)
Cash from dispositions	—	—	32	102,591
Change in non-cash working capital	4,296	12,437	7,547	7,883
Cash flow from (used in) investing activities	(38,062)	(21,495)	(114,637)	29,144
Change in cash	—	—	—	—
Cash, beginning of the year	—	—	—	—
Cash, end of the year	\$ —	\$ —	\$ —	\$ —

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

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Tabular amounts are in thousands of dollars, except share and per share data

1. REPORTING ENTITY

Surge Energy Inc.'s (the "Corporation" or "Surge") business consists of the exploration, development and production of oil and gas from properties in western Canada. Surge's common shares are traded on the Toronto Stock Exchange ("TSX") under the symbol SGY. The consolidated financial statements include the accounts of the Corporation and its wholly-owned subsidiaries.

2. BASIS OF PREPARATION

Statement of compliance

These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard 34, "Interim Financial Reporting" and using the accounting policies outlined by the Corporation in its annual consolidated financial statements for the year ended December 31, 2021. These condensed consolidated interim financial statements do not include all of the information required for full annual financial statements. These condensed consolidated interim financial statements should be read in conjunction with the annual financial statements for the year ended December 31, 2021.

The condensed consolidated interim financial statements were authorized for issuance by the Board of Directors on November 1, 2022.

3. SIGNIFICANT ACCOUNTING POLICIES

These condensed consolidated interim financial statements at September 30, 2022 have been prepared following the same accounting policies as the consolidated financial statements as at December 31, 2021.

4. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment

	Total
Balance at December 31, 2020	\$ 2,760,494
Acquisitions	282,631
Dispositions	(375,755)
Additions	103,786
Right of use assets	2,056
Change in decommissioning obligations	29,521
Capitalized stock-based compensation	1,951
Balance at December 31, 2021	\$ 2,804,684
Acquisitions ⁽¹⁾	168
Dispositions	(32)
Additions	122,216
Right of use assets	(252)
Change in decommissioning obligations	(93,152)
Capitalized stock-based compensation	2,146
Balance at September 30, 2022	\$ 2,835,778
	Total
Accumulated depletion and depreciation	
Balance at December 31, 2020	\$ (2,087,579)
Depletion and depreciation expense	(112,217)
Impairment reversal	333,475
Dispositions	278,194
Balance at December 31, 2021	\$ (1,588,127)
Depletion and depreciation expense	(109,686)
Balance at September 30, 2022	\$ (1,697,813)
	Total
Carrying amounts	
At December 31, 2021	\$ 1,216,557
At September 30, 2022	\$ 1,137,965

⁽¹⁾ Amendments have been made to prior period acquisition amounts, as values subject to estimate can be finalized for a period of up to one year.

Under IFRS, deferred income tax assets may only be recognized to the extent that it is probable that future taxable profits will be available against which the unused tax losses and deductible temporary differences can be utilized. Accordingly, the Corporation has not recognized a total deferred income tax asset of approximately \$82.2 million as at September 30, 2022.

5. RISK MANAGEMENT

At September 30, 2022, the following risk management contracts were outstanding with an asset fair market value of \$2.5 million and a liability fair market value of \$7.4 million (December 31, 2021 – asset of nil and liability of \$33.2 million):

West Texas Intermediate Crude Oil Derivative Contracts (WTI)

Period	Swaps		Collars		
	Volumes (bbls/d)	Average Price (CAD/bbl)	Volumes (bbls/d)	Average Bought Put (CAD/bbl)	Average Sold Call (CAD/bbl)
Qtr. 4 2022	4,000	\$83.85	2,500	\$82.86	\$114.10
Qtr. 1 2023	—	—	5,500	\$82.24	\$148.29
Qtr. 2 2023	—	—	5,665	\$89.77	\$184.57
Qtr. 3 2023	—	—	4,500	\$89.77	\$201.02
Qtr. 4 2023	337	\$89.77	337	\$89.77	\$138.11

Western Canadian Select Derivative Contracts (WCS)

Period	Swaps	
	Volumes (bbls/d)	Average Price (CAD/bbl)
Qtr. 4 2022	2,500	\$(16.68)

Mixed Sweet Blend Derivative Contracts (MSW)

Period	Swaps	
	Volumes (bbls/d)	Average Price (CAD/bbl)
Qtr. 4 2022	4,500	\$(5.89)

Natural Gas Derivative Contracts

Period	NYMEX Collars			NYMEX - AECO Basis Swaps		AECO Swaps		AECO Collars		
	Volumes (MMBtu/d)	Average Bought Put (CAD/MMBtu)	Average Sold Call (CAD/MMBtu)	Volumes (MMBtu/d)	Average Price (CAD/MMBtu)	Volumes (GJ/d)	Average Price (CAD/GJ)	Volumes (GJ/d)	Average Bought Put (CAD/GJ)	Average Sold Call (CAD/GJ)
Qtr. 4 2022	—	—	—	—	—	4,500	\$3.48	2,500	\$2.90	\$3.67
Qtr. 1 2023	—	—	—	—	—	4,000	\$3.66	2,000	\$2.90	\$3.91
Qtr. 2 2023	1,000	\$5.52	\$11.39	1,000	\$(1.85)	—	—	4,000	\$2.75	\$3.67
Qtr. 3 2023	3,000	\$5.52	\$11.39	3,000	\$(1.99)	—	—	2,000	\$2.75	\$3.73
Qtr. 4 2023	3,000	\$5.52	\$11.39	3,000	\$(1.99)	—	—	674	\$2.75	\$3.73

Foreign Currency Exchange Derivative Contracts

Type	Term	Notional Amount (USD\$)	Floor	Ceiling
Average Rate Collar	Oct 2022 - Dec 2023	\$5,000,000	1.3420	1.4000

Interest Rate Derivative Contracts

Type	Term	Notional Amount (CAD\$)	Surge Receives	Surge Pays	Fixed Rate SGY Pays
Fixed-to-Floating Rate Swap	Feb 2018 - Feb 2023	\$100,000,000	Floating Rate	Fixed Rate	Semi-Annual Step Up 1. Beginning at 1.786% 2. Ending at 2.714% 3. Averaging 2.479%
Fixed-to-Floating Rate Swap	Jul 2019 - Jun 2024	\$50,000,000	Floating Rate	Fixed Rate	1.7850%

The following table summarizes the sensitivity of the fair value of the Corporation's market risk management positions to fluctuations in natural gas prices, crude oil prices and interest rates. All such fluctuations were evaluated independently, with all other variables held constant. Fluctuations in the following on the respective derivative contracts would have had the following impact on the net earnings:

Net earnings impact for the period ended September 30, 2022	Increase	Decrease
Crude Oil - Change of +/- \$1.00	\$ (2,101)	\$ 2,101
Natural Gas - Change of +/- \$0.10	\$ (237)	\$ 237
Foreign Exchange - Change of +/- \$0.01	\$ (39)	\$ 39
Interest rate - Change of +/- 100 points	\$ 1,155	\$ (1,155)

6. DEBT

Bank Debt

As at September 30, 2022, the Corporation had a total commitment of \$150 million, being the aggregate of a committed revolving term facility of \$120 million and an operating loan facility of \$30 million, with a syndicate of lenders. A review and redetermination of the borrowing base is scheduled to occur semi-annually on or before June 30 and November 30 of each year, with the option of the facilities being extended for a further 364-day period at the request of the Corporation and subject to the approval of the syndicate. The maturity of the First Lien Credit Facility has been extended through to May 31, 2024.

Term Debt

As at September 30, 2022, the Corporation had a term loan of \$155.2 million, excluding unamortized issue costs. The loan is a five year, non-revolving second lien term facility, maturing on December 9, 2026. A portion of the principal amount is repayable in scheduled quarterly repayments, which commenced on March 31, 2022. The Corporation is required to make an additional principal repayment of \$0.8 million in each calendar month in which a shareholder distribution is paid.

Financial Covenants

The Corporation is subject to certain financial covenants under the first lien and second lien facilities. As at September 30, 2022, the Corporation was compliant with all restrictions and covenants in its first and second lien credit agreements.

Emissions Reduction Fund

As at September 30, 2022, the Corporation had a \$7.1 million (December 31, 2021 - \$6.6 million) loan repayable relating to the Government of Canada Emissions Reduction Fund ("ERF"). As at September 30, 2022, the Corporation had received \$9.8 million (December 31, 2021 - \$1.04 million) of funds from ERF for the Corporation's planned gas emissions reduction program.

7. CONVERTIBLE DEBENTURES

	Number of convertible debentures	Liability Component	Equity Component
Balance at December 31, 2020	79,000	\$ 71,181	\$ 6,266
Accretion of discount	—	2,754	—
Balance at December 31, 2021	79,000	73,935	6,266
Accretion of discount	—	2,262	—
Balance at September 30, 2022	79,000	\$ 76,197	\$ 6,266

The fair value of the convertible debentures at September 30, 2022 was \$79.2 million using quoted market prices on the TSX (level 1 fair value).

During the second quarter, the Corporation's term debt facility provider exercised their right to deliver an additional \$30 million of term debt financing (under the same terms and conditions as the existing 5-year term debt facility). The proceeds of \$30 million, combined with a portion of cash flow from operating activities, have been used to settle the Corporation's \$44.5 million of 5.75% convertible debentures for cash on October 28, 2022.

8. DECOMMISSIONING OBLIGATIONS

The Corporation's decommissioning obligations result from net ownership interests in petroleum and natural gas assets including well sites, gathering systems and processing facilities. A risk free rate of 3.09 percent (December 31, 2021 – 1.68 percent) and an implied inflation rate of 1.65 percent (December 31, 2021 – 1.82 percent) was used to calculate the decommissioning obligations.

A reconciliation of the decommissioning obligations is provided below:

	September 30, 2022	December 31, 2021
Balance, beginning of year	\$ 307,515	\$ 294,655
Liabilities related to acquisitions	—	4,825
Liabilities related to dispositions	—	(13,842)
Change in estimate ⁽¹⁾	(95,556)	26,396
Liabilities incurred	2,404	3,125
Accretion expense	4,845	4,980
Site rehabilitation program grant	(2,500)	(5,886)
Decommissioning expenditures	(5,528)	(6,738)
Balance, end of period	\$ 211,180	\$ 307,515
Expected to be incurred within one year	10,000	10,000
Expected to be incurred beyond one year	\$ 201,180	\$ 297,515

⁽¹⁾The change in estimate was primarily the result of the change in discount and inflation rates.

During the period ended September 30, 2022, approximately \$2.5 million was granted to Surge through the Alberta Site Rehabilitation Program ("SRP") to pay service companies to complete abandonment and reclamation work.

9. SHARE CAPITAL

(a) Restricted and Performance Share Award Incentive Plan

The Corporation has a Stock Incentive Plan which authorizes the Board of Directors to grant restricted share awards ("RSAs") and performance share awards ("PSAs") to directors, officers, employees and certain consultants of Surge.

The number of restricted and performance share awards outstanding are as follows:

	Number of restricted share awards	Number of performance share awards
Balance at December 31, 2021	1,625,461	2,116,952
Granted	633,685	527,194
Reinvested	19,199	25,758
Exercised	(709,635)	(428,795)
Forfeited	(73,556)	(19,862)
Balance at September 30, 2022	1,495,154	2,221,247

The weighted average fair value of awards granted for the period ended September 30, 2022 is \$9.46 (2021 - \$5.07) per PSA granted and \$9.22 (2021 - \$5.05) per RSA. In the case of PSAs, the award value is adjusted for a payout multiplier which can range from 0.0 to 2.0 and is dependent on the performance of the Corporation relative to pre-defined corporate performance measures for a particular period. On the vesting dates, the Corporation has the option of settling the award value in cash or common shares of the Corporation. For purposes of stock-based compensation a payout multiple of 1.0 was assumed for the PSAs granted during the period.

During the period ended September 30, 2022 the Corporation settled the tax withholdings on certain exercised awards amounting to 205,834 PSAs and 312,434 RSAs (2021 - nil) for \$4.8 million in cash.

(b) Stock-based compensation

A reconciliation of the stock-based compensation expense is provided below:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Stock-based compensation on PSAs and RSAs	2,076	898	\$ 5,847	\$ 4,096
Capitalized stock-based compensation	(768)	(267)	(2,146)	(1,356)
Total stock-based compensation expense	\$ 1,308	\$ 631	\$ 3,701	\$ 2,740

(c) Per share amounts

The following table summarizes the shares used in calculating income per share:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Weighted average number of shares - basic	83,626,295	57,379,790	83,447,898	46,662,260
Effect of dilutive instruments	2,413,802	1,242,800	2,558,756	1,127,440
Weighted average number of shares - basic and diluted	86,040,097	58,622,590	86,006,654	47,789,700

In computing diluted per share amounts at September 30, 2022, 547,747 (2021 - 956,585) RSAs and 516,615 (2021 - 994,033) PSAs were excluded from the calculation as their effect was anti-dilutive. The common shares potentially issuable on the conversion of the convertible debentures were also excluded as they were determined to be anti-dilutive.

(d) Dividend

The Board of Directors declared a dividend of \$0.035 per share commencing in June for the months of June through September 2022 (January - September 2021 - nil per share). Dividends of \$0.035 per share were declared and outstanding at September 30, 2022 and were paid in October 2022. Dividends for the month of October 2022 have been declared at \$0.035 per share.

10. REVENUE

The following table presents the Corporation's petroleum and natural gas revenues disaggregated by revenue source:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Oil	166,487	\$ 97,272	\$ 520,397	\$ 243,639
Natural gas liquids	3,920	2,663	12,912	6,437
Natural gas	8,890	5,170	28,111	16,606
Total petroleum and natural gas revenue	\$ 179,297	\$ 105,104	\$ 561,420	\$ 266,682
Processing	1,941	978	5,316	3,239
Total petroleum, natural gas and processing revenue	\$ 181,238	\$ 106,082	\$ 566,736	\$ 269,921

Surge's revenue was generated entirely in the provinces of Alberta, Saskatchewan, and Manitoba. The majority of revenue resulted from sales whereby the transaction price was based on the index prices.

11. COMMITMENTS

During the second quarter, the Corporation signed a new office lease agreement. During the period, the Corporation signed an amended agreement for the same office lease. The ten year office lease, commences in the fourth quarter of 2022, for a total commitment of \$20.8 million.

12. SUBSEQUENT EVENT

During the period, the Corporation announced the issuance of a notice of redemption to holders of its outstanding \$44.5 million 5.75% Convertible Unsecured Subordinated Debentures due December 31, 2022. On October 28, 2022, the Corporation redeemed all of the aggregate principal amount of the Debentures for cash.