## **CROWN POINT ENERGY INC.** MANAGEMENT'S DISCUSSION AND ANALYSIS

The following Management's Discussion and Analysis ("**MD&A**") of the consolidated financial results of Crown Point Energy Inc. ("**Crown Point**" or the "**Company**") is at and for the three and nine months ended September 30, 2015.

This MD&A is dated as of November 25, 2015 and should be read in conjunction with the Company's unaudited September 30, 2015 condensed interim consolidated financial statements and the audited December 31, 2014 consolidated financial statements. The consolidated financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("**IFRS**").

The functional currency of the Company's two subsidiaries is the United States dollar ("**USD**"); the functional currency of the Company is the Canadian dollar ("**CAD**"). The Company's presentation currency is the USD. In this MD&A, unless otherwise noted, all dollar amounts are expressed in USD. References to "**ARS**" are to Argentina Pesos.

This MD&A contains non-IFRS measures, abbreviations and forward-looking information relating to future events and the Company's future performance. Please refer to "Non-IFRS Measures", "Abbreviations and BOE Presentation" and "Advisories" sections at the end of this MD&A for further information.

Additional information relating to Crown Point, including Crown Point's unaudited September 30, 2015 condensed interim consolidated financial statements and audited December 31, 2014 consolidated financial statements and other filings are available on SEDAR at <u>www.sedar.com</u>.

## CORPORATE OVERVIEW AND STRATEGY

Crown Point (TSX-V:CWV) is a Calgary-based junior international oil and gas company with producing assets and an opportunity base in two of the largest producing basins in Argentina, the Austral basin in the province of Tierra del Fuego ("**TDF**") and the Neuquén basin, in the province of Mendoza.

The Company's production is entirely from its 25.78% interest in three Exploitation Concessions in TDF where an active development and exploration program is in place to expand the Company's production. Crown Point also has a 100% interest in the prospective Cerro de Los Leones Exploration Concession in Mendoza province, an area surrounded by several large conventional oil pools.

The Company's strategy is designed to deliver low-risk growth and capitalize on large potential exploration upside. Specifically, Crown Point is focused on increasing its production base in TDF through exploration and development drilling supplemented by recompletion and fracture stimulation of selected older producing wells. Starting in the fourth quarter of 2014 this program began to add to the production from existing TDF wells. The Company is also pursuing high impact exploration programs in the Neuquén basin.

Crown Point's production is weighted to natural gas and is levered to benefit from expected increasing natural gas prices in Argentina.

In the following discussion, the three and nine months ended September 30, 2015 may be referred to as "Q3 2015" and "September 2015 period", respectively, the comparative three and nine months ended September 30, 2014 referred to as "Q3 2014" and "September 2014 period", respectively, and the previous three months ended June 30, 2015 referred to as "Q2 2015".

## **OPERATIONAL UPDATE**

#### Tierra del Fuego Concession

During and subsequent to the September 2015 period, the Company continued to progress on its 14-well development, recompletion and exploration program in TDF that commenced in 2014 and is expected to be completed in 2016. The recompletion portion of the program was completed in 2014; progress on the

development and exploration wells is described below. The Company also commenced a three well follow-up drilling program, a 3-D seismic program and a six-well fracture stimulation program.

			Production Start /	
			Anticipated Test	
#	Well Name	Spud Date	Finish Date	Status
1	LF-1024	July 2014	Oct 2014	On-stream October 6, 2014
2	LF-1027	June 2014	Nov 2014	On-stream November 15, 2014
3	LFE-1002	Sept 2014	Dec 2014	On-stream December 11, 2014
4	LF-1008	May 2014	Dec 2014	On-stream March 5, 2015
5	LF-1028	Aug 2014	2016	Suspended, remedial cementation planned in 2016
6	LFE-1003	Dec 2014	May 2015	Suspended pending further study
7	LF-1029	Jan 2015	Dec 2015	Post-frack clean out and on-going production testing
8	LFE-1004	Feb 2015	2016	Awaiting production testing

TDF Development Drilling Program (8 wells)

#### TDF Exploration Drilling Program (2 wells)

The following wells are part of the 14-well development, recompletion and exploration program:

			Production Start /	
			Anticipated	
 #	Well Name	Spud Date	Test Finish Date	Status
1	SL.x-1003	Oct 2014	Dec 2014	On-stream December 30, 2014
2	PQ.x-1001	Nov 2014	Dec 2015	On long-term production test

PQx-1001 was fracture stimulated in May 2015 followed by a swab production test which produced oil, formation water and fracture stimulation fluid. For details of the production test results, see our press release issued on July 27, 2015. Pumping equipment and production tanks were installed and a long-term production test commenced during August 2015. Testing was suspended in September 2015 due to heavy rains which made the well site inaccessible. Attempts to restart pumping operations in October 2015 were unsuccessful due to downhole pump problems caused by sand produced in the fracking process. The well is slated for a workover in December 2015 to pull and replace the downhole pump and resume testing.

#### TDF Follow-up Program (3 wells)

In the first quarter of 2015, the Company commenced a program to drill three additional development wells on its Las Violetas Concession prior to the onset of the Argentine winter.

The current status of the program is noted in the following table:

#	Well Name	Spud Date	Production Start/Anticipated Test Finish Date	Status
1	LFE-1001	March 2015	Jul 2015	Suspended pending further study
2	LV-112	April 2015	Jun 2015	On-stream June 27, 2015
3	SLx-1004	May 2015	Aug 2015	Suspended pending further study

#### TDF Fracture Stimulation Program (6 wells)

Equipment contracted by the Company arrived at TDF during May to undertake a fracture stimulation program on up to six of the wells drilled and cased during the 2014-15 capital program. Five fracture stimulations (PQ x1001, LFE-1003, LF-1029, LFE-1001 and SLx-1004) have been completed to date and one fracture stimulation (LFE-1004) has been deferred until 2016. PQ x1001 and LF-1029 are undergoing production testing following the successful fracture stimulations. The fracture stimulations performed on LFE-1001, LFE-1003 and SLx-1004 were unsuccessful and the wells are suspended pending further study.

#### TDF 3-D Seismic Program

During the first half of 2015, the Company completed the acquisition of 210 km2 of 3-D seismic in TDF

comprised of:

- 58 km<sup>2</sup> on the Rio Cullen concession in northern TDF;
- 49 km<sup>2</sup> on the La Angostura Concession located between the Rio Cullen and Las Violetas Concessions to the south; and
- 103 km<sup>2</sup> on the eastern extension of the Los Flamencos gas pool in the Las Violetas Concession.

Processing and interpretation of the Rio Cullen and La Angostura surveys have been completed. The final processed data for the Los Flamencos survey was delivered in mid-October and is being interpreted.

The Company had contingent plans to drill one exploration well on each of the Rio Cullen and La Angostura Concessions in the first half of 2016 based on the interpretation of 3-D seismic acquired during the first half of 2015. However a detailed interpretation of both surveys failed to identify any drillable locations on acreage covered by the acquired seismic. The Company is in conversations with the government of the Province of Tierra del Fuego to request that the commitment dates for the drilling of the two exploration wells be deferred or that the commitments be transferred to the Las Violetas concession.

The seismic survey at Los Flamencos is intended to identify additional step-out locations on the eastern extension of this pool for drilling in 2016. The final processed data was delivered in mid-October and is being interpreted.

The Company is conducting a review of older producing wells on the Las Violetas concession to identify possible candidates for fracture stimulation during 2016.

#### Cerro de Los Leones Exploration

The Company has a 100% working interest in the 100,907 acre area covered by the Cerro de Los Leones ("**CLL**") Concession Permit (the "**Permit**"), which is located in the northern portion of the Neuquén Basin in the Province of Mendoza, Argentina.

Earlier this year, the Company reprocessed and reinterpreted its previously shot 3-D seismic over the La Hoyada and Vega del Sol structures. The re-processed seismic was integrated into a reinterpretation of the potential of the Vega del Sol structure located 4 kilometres west of the LH x-1 well drilled by Crown Point in 2014. The Company has developed plans to re-enter and recomplete the oil bearing Chachao formation encountered in Vega del Sol x-1, and to perforate and test up to three intervals within the Neuquén Group penetrated by Vega del Sol x-3 for which well logs and sample descriptions indicate the potential for bypassed oil and gas pay.

The Vega del Sol x-1 well was drilled by YPF in 1995 and during an extended production test flowed clean oil from a fractured intrusive in the Chachao formation. The Vega del Sol x-3 well was also drilled by YPF in 2002 and Crown Point intends to pursue the oil targets in a 3-D seismically defined structural trap in the Neuquén group. This well was successfully production tested for gas in the Neuquén formation and swab testing indicated oil. The fractured intrusive and the Neuquén group are important oil reservoirs in CLL and in the Mendoza portion of the Neuquén basin.

## OUTLOOK

#### Capital Spending

Crown Point estimates a total of \$10.8 million of capital expenditures for 2015 comprised of \$7.9 million on the TDF concessions and \$2.9 million on the CLL concession, of which the Company has spent \$7.6 million on the TDF Las Violetas concession, \$0.6 million on seismic in the Rio Cullen and La Angostura concessions and \$0.2 million on the CLL concession during the September 2015 period.

The Company plans to re-enter, re-complete and re-test the Vega del Sol x-1 and Vega del Sol x-3 wells in CLL at an estimated cost of \$2.3 million (the "**Vega del Sol Re-entry Program**") at the end of November 2015.

Capital spending for the first half of 2016 is estimated at \$3.4 million. The Company intends to spend approximately \$1 million to continue the completion and evaluation of the currently non-productive wells from the 2014/2015 TDF drilling program. Testing of the PQx-1001 exploration well is expected to resume once operations to remove and replace the bottomhole pump are completed. Drilling plans for TDF

currently call for two wells (net cost of \$2.4 million) to be drilled in the first half of 2016. The TDF capital plan may be expanded in response to on-going interpretation of 3-D seismic shot earlier in 2015. The CLL 2016 capital program will be determined after a full evaluation of the Vega del Sol Re-entry Program has been completed.

Crown Point expects to meet the remainder of its 2015 and 2016 capital expenditures, along with its other anticipated expenses, using funds flow from continuing operations, working capital which totaled approximately \$1.8 million at the end of Q3 2015, ARS 31 million (\$3.3 million) of available undrawn debt facilities and \$1.9 million of expected Petroleo Plus bond proceeds as disclosed in the Liquidity and Capital Resources – Petroleo Plus Bonds section of this MD&A.

#### Argentine Election

On November 22, 2015, Mauricio Macri, the former mayor of Buenos Aires, won the presidential runoff and will be sworn in as President of Argentina on December 10, 2015. Although Mr. Macri ran on a platform that included revitalizing Argentina's economy by implementing free market reforms and improving foreign relations to, among other things, attract foreign investment and gain access to international credit markets, the Company is unable to predict with certainty what, if any, reforms the new government will be able to implement.

As President, Mr. Macri announced that he will be creating a six member economic cabinet (as yet un-named) which will include a newly created Minister of Energy to replace the subordinate position of Secretary of Energy. This appointment underlines the strategic importance of the energy industry to the Macri government and its intent to strive for energy self-sufficiency.

#### **Commodity Prices**

It is anticipated that the Macri government will work to improve the current business climate in order to encourage investment and increase transparency. Management also expects that the Macri government will implement a plan to gradually deregulate domestic energy pricing. Over the next two to three years, oil prices are expected to trend smoothly towards international prices and natural gas prices are expected to move upwards and match the cost of imported gas. These expected measures plus others yet to be announced will be evaluated jointly within the context of the government's new economic program to assess the impact on the energy industry and Crown Point.

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### **FINANCIAL INFORMATION**

#### SUMMARY OF FINANCIAL INFORMATION

(expressed in \$, except shares outstanding)	September 30 2015	December 31 2014	December 31 2013
Working capital	1,798,499	2,575,201	15,049,226
Exploration and evaluation assets	15,616,753	14,828,994	10,350,417
Property and equipment	32,211,619	29,063,224	32,029,851
Total assets	56,831,790	57,569,312	64,868,464
Non-current financial liabilities (1)	1,165,842	1,451,658	3,942,392
Share capital	116,003,355	107,575,856	101,334,798
Total common shares outstanding	164,515,222	130,480,926	104,515,222

(expressed in \$, except shares outstanding)		nths ended mber 30	Nine months ended September 30	
	2015	2014	2015	2014
Oil and gas revenue	3,447,010	3,982,151	11,376,759	10,693,832
Net loss from continuing operations Net loss per share – continuing operations <sup>(2)</sup>	(1,623,146) (0.01)	(946,711) (0.01)	(4,340,537) (0.03)	(3,670,453) (0.04)
Net loss from discontinued operations Net loss per share from discontinued operations <sup>(2)</sup>	-	16,649 0.00	-	(8,446,258) (0.08)
Net loss Net loss per share <sup>(2)</sup>	(1,623,146) (0.01)	(930,062) (0.01)	(4,340,537) (0.03)	(12,116,711) (0.12)
Funds flow from continuing operations Funds flow per share – continuing operations <sup>(2)</sup>	109,818 0.00	682,713 0.01	524,403 0.00	1,866,022 0.02
Weighted average number of shares	164,515,222	104,515,222	152,855,201	104,515,222

<sup>(1)</sup> Non-current financial liabilities are comprised of bank debt. The total amount outstanding at September 30, 2015 is \$2,677,975 of which \$1,512,133 is classified as current and \$1,165,842 is long-term (December 31, 2014 – \$4,748,908; \$3,297,250 current and \$1,451,658 long-term).

(2) All per share figures are based on the basic weighted average number of shares outstanding in the period. The effect of options is anti-dilutive in loss periods. Per share amounts may not add due to rounding.

## **RESULTS OF CONTINUING OPERATIONS**

#### **Results of Operations – TDF**

#### **Operating Netback**

	Three mon Septem	Nine months ended September 30		
Per BOE	2015	2014	2015	2014
Oil and gas revenue (\$)	25.80	32.41	28.46	28.81
Royalties (\$)	(4.46)	(5.34)	(4.96)	(4.65)
Operating costs (\$)	(11.28)	(11.11)	(11.05)	(10.24)
Operating netback (\$)	10.06	15.96	12.45	13.92

Variances in the TDF operating netback for the 2015 periods as compared to the 2014 periods is explained by changes in sales volumes and revenues, royalties and operating costs as detailed below.

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#### Sales Volumes and Revenues

		Three months ended September 30		nths ended mber 30
	2015	2014	2015	2014
Light oil (bbls)	11,450	23,358	55,400	62,281
NGL (bbls)	3,876	2,161	6,078	5,971
Natural gas (Mcf)	709,560	584,197	2,029,633	1,817,400
Total BOE	133,586	122,885	399,751	371,152
Light oil bbls per day	124	254	203	228
NGL bbls per day	42	23	22	22
Natural gas Mcf per day	7,713	6,350	7,435	6,657
BOE per day	1,452	1,336	1,464	1,360
Light oil revenue (\$)	808,353	1,791,524	3,892,735	4,638,619
NGL revenue (\$)	70,215	42,731	90,801	90,696
Natural gas revenue (\$)	2,568,442	2,147,896	7,393,223	5,964,517
Total revenue	3,447,010	3,982,151	11,376,759	10,693,832
Light oil revenue per bbl (\$)	70.60	76.70	70.27	74.48
NGL revenue per bbl (\$)	18.11	19.78	14.94	15.19
Natural gas revenue per Mcf (\$)	3.62	3.68	3.64	3.28
Revenue per BOE (\$)	25.80	32.41	28.46	28.81

#### TDF Sales and Production Volumes

During Q3 2015, the Company's average daily sales volumes were 1,452 BOE per day, up 1% from 1,442 BOE per day in Q2 2015 and up 9% from 1,336 BOE per day in Q3 2014 due to new wells brought on production in December 2014 and the first half of 2015.

TDF average daily production volumes for Q3 2015 averaged 1,555 BOE per day, up 9% from 1,430 BOE per day in Q2 2015 and up 21% from 1,281 BOE per day in Q3 2014. Q3 2015 daily production volume gains from new wells were offset by natural declines, and restricted production from some existing wells due to gathering system constraints.

TDF sales volumes were weighted as follows:

		Three months ended September 30		nths ended mber 30
	2015	2014	2015	2014
Light oil	9%	19%	14%	17%
NGL	3%	2%	1%	2%
Natural gas	88%	79%	85%	81%
Total	100%	100%	100%	100%

All of the Company's natural gas production is sold in the period produced, therefore natural gas sales volumes equal production volumes.

Oil (and related NGL) production from TDF is stored and periodically transported by ship to a refinery on the mainland. The sale of crude oil from TDF can be impacted by intermittent shipments due to storage levels and weather conditions. Oil and NGL sales volumes may include both previously inventoried volumes as well as current period production.

During the September 2015 period, oil production was 58,575 bbls (215 bbls per day) and sales were

55,400 bbls (203 bbls per day) as compared to the September 2014 period for which oil production was 61,232 bbls (224 bbls per day) and sales were 62,281 bbls (228 bbls per day). Oil inventory at December 31, 2014 was 12,241 bbls, which was sold in Q1 2015. Oil inventory at December 31, 2013 was 4,202 bbls, which was sold in Q1 2014. As at September 30, 2015, oil inventory was 15,416 bbls.

NGL production for the September 2015 period was 5,695 bbls (21 bbls per day) and sales were 6,078 bbls (22 bbls per day) as compared to the September 2014 period for which NGL production was 7,407 bbls (27 bbls per day) and sales were 5,971 bbls (22 bbls per day). NGL inventory at December 31, 2014 was 1,772 bbls, the majority of which was sold in Q1 2015. NGL inventory at December 31, 2013 was 763 bbls, which was sold in Q1 2014. As at September 30, 2015, NGL inventory was 1,389 bbls.

#### **TDF Revenues and Pricing**

TDF revenue per BOE for Q3 2015 was approximately \$25.80 per BOE, lower than TDF revenue per BOE of \$29.61 achieved in Q2 2015 due to a decrease in oil sales volumes combined with a decrease in gas prices. TDF revenue per BOE for Q3 2015 was also lower than the \$32.41 per BOE earned in Q3 2014 due to a decrease in oil and gas prices combined with a decrease in oil sales volumes. The impact of the decrease in oil sales volumes was partially offset by a higher volume of gas sales.

Of the commodities produced from the TDF concessions, only natural gas is subject to seasonal demand. Residential demand for natural gas in Argentina is higher during the colder months of April through October, generally resulting in lower average natural gas prices during this period as sales to the residential market earn a lower price than the industrial market. Seasonal reductions in average natural gas prices during winter are typically offset by increases in gas sales during warmer months to the much higher-priced industrial market.

The price earned by the Company on TDF natural gas sales in Q3 2015 and the September 2015 period averaged \$3.62 and \$3.64 per Mcf, respectively, as compared to \$3.68 and \$3.28 per Mcf, respectively, in Q3 2014 and the September 2014 period. The natural gas price received in Q3 2015 is lower than the Q3 2014 price as a result of a higher percentage of gas volumes being sold to the lower-priced residential market. The natural gas price earned in the September 2015 period increased due to a higher proportion of gas sales to the higher-priced industrial market in the September 2015 period than in the September 2014 period. In addition, the average natural gas price for the industrial market was \$5.13 per Mcf from May 2015 to September 2015 compared to \$4.86 per Mcf for the same months in 2014, showing an upward trend in pricing.

As for Argentina's government-regulated oil prices, the price for local benchmark Medanito crude oil was posted at \$77 per bbl for Q2 2015 and Q3 2015. Oil from Crown Point's TDF concessions, which sells at a discount to Medanito crude, was sold at \$70.60 per bbl in Q3 2015, up approximately 1.3% from \$69.68 per bbl in Q2 2015. The continued price slump in global crude oil markets is not expected to have a material impact on the Company's cash flows, particularly because crude oil comprises less than 15% of the Company's production volumes.

The Company's Q3 2015 average oil price was \$70.60 per bbl, approximately 38% higher than the Q3 2015 average price for global benchmark Brent crude of approximately \$51.17 per bbl.

The price earned by the Company on TDF NGL sales was lower in Q3 2015 than the price earned in Q3 2014 as sales in Q3 2014 were to the higher-priced industrial market. The NGL price earned by the Company in the September 2015 period was lower than in the September 2014 period as a greater percentage of total sales volumes for the September 2015 period were to the lower-priced residential market, primarily in Q1 2015.

#### Royalties

	Three month Septemb		Nine months ended September 30	
	2015	2014	2015	2014
Provincial royalties (\$)	595,293	655,650	1,982,298	1,724,605
Royalties as a % of Revenue	17%	17%	17%	16%

Royalties per BOE (\$)	4.46	5.34	4.96	4.65
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The base royalty rate for revenue from the TDF concessions is 15% plus other royalties at an average rate of 1%. Variances in TDF royalties are also impacted by commodity prices over certain thresholds which may increase the base rate by 0.5% increments and by the level of export sales volumes which bear an additional royalty of 2% compared to mainland Argentina sales which carry a 1% royalty.

The royalty rate is higher in the September 2015 period due to a correction of royalties attributed to inventory volumes which resulted in higher royalties expensed and attributed to sales volumes in the period.

#### **Operating Costs**

	Three months ended September 30		Nine months ende September 30	
	2015	2014	2015	2014
Production and processing (\$)	1,431,893	1,246,928	4,048,165	3,458,587
Transportation and hauling (\$)	75,185	118,561	365,979	341,955
Total operating costs (\$)	1,507,078	1,365,489	4,414,144	3,800,542
Production and processing per BOE (\$)	10.72	10.15	10.13	9.32
Transportation and hauling per BOE (\$)	0.56	0.96	0.92	0.92
Operating costs per BOE (\$)	11.28	11.11	11.05	10.24

Production and processing costs per BOE are higher in the 2015 periods due mainly to increased contract operator costs in the 2015 periods due to increased operating activity related to new wells brought on production in Q4 2014 and Q1 2015, as well as additional costs incurred for unplanned compressor repair and maintenance. Additionally, in August 2015, the Secretary of Energy issued a new decree which increased the cost of access rights by approximately 80% retroactive to November 2014, the effect of which is included in Q3 2015 production and processing costs.

Transportation and hauling costs per BOE noted in the above table are calculated using total sales volumes, however, these costs consist of contracted services hired to perform vacuum truck and transportation activities for crude oil only. Due to lower oil sales volumes in Q3 2015, the cost of transportation and hauling is lower in Q3 2015 as compared to Q3 2014. Over higher total sales volumes in Q3 2015, the cost per BOE is lower than in Q3 2014. Transportation and hauling costs per BOE in the September 2015 and 2014 periods are comparable due to a fee increase by the trucking company in the September 2015 period. Related to oil sales volumes, transportation and hauling costs per bbl of oil for the three and nine months ended September 30, 2015 are \$6.57/bbl and \$6.61/bbl, respectively, as compared to \$5.08/bbl and \$5.49/bbl, respectively, for the three and nine months ended September 30, 2014.

#### **G&A Expenses**

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	Three months ended September 30		Nine months ended September 30	
	2015	2014	2015	2014
Salaries and benefits (\$)	734,638	812,469	2,267,714	2,353,027
Professional fees (\$)	163,402	221,748	633,008	695,561
Office and general (\$)	239,926	295,520	835,899	890,494
Travel and promotion (\$)	71,743	83,430	170,084	272,717
Capitalized G&A expenses (\$)	(77,575)	(200,095)	(235,591)	(550,572)
	1,132,134	1,213,072	3,671,114	3,661,227

Salaries and benefits are lower in the 2015 periods due to an overall reduction in staffing levels.

Professional fees include reserve reports fees, consulting fees for financial reporting and investor relations services and legal and consulting fees related to assistance with the preparation of various documents for

regulatory compliance. Professional fees are lower in the 2015 periods due to a reduction in financial reporting and investor relations services and legal fees.

Office and general expenses are lower in the 2015 periods due to efficiencies and cost-savings achieved in the Argentina office.

Travel and promotion expenses include the cost of management's investor relations activities and travel to Argentina. Travel and promotion expenses are lower in the 2015 periods as there were fewer but more extended trips by management to Argentina which reduced airfare costs. In addition, travel and promotion expenses in the September 2014 period include the cost of investor presentations in Europe and the United States.

Capitalized G&A relates to direct costs associated with the Company's capital programs. Capitalized G&A was higher in the 2014 periods in connection with drilling operations on the Cerro de Los Leones concession. The Company did not conduct any drilling operations on the Cerro de Los Leones concession in the 2015 periods.

#### **Depletion and Depreciation**

	Three mont Septem		Nine months ended September 30		
	2015 2014				
TDF depletion (\$)	1,424,739	1,066,195	4,207,889	3,174,239	
Depreciation (\$)	48,630	44,853	128,981	120,259	
	1,473,369	1,111,048	4,336,870	3,294,498	
TDF depletion rate per BOE (\$)	10.67	8.68	10.53	8.55	

Depletion rates reflect the all-in combined charge of drilling operations, various asset acquisitions and investments in facilities and gathering systems. Office furniture, equipment and other assets are recorded at cost less accumulated depreciation. Depreciation is provided over the estimated useful lives of the assets using a 20% declining balance basis for Canadian office furniture and equipment on a straight line basis over 3 to 10 years for Argentina office furniture and equipment and a straight line basis over the term of the lease for all leasehold improvements.

The TDF depletion rate increased in the 2015 periods as compared to the 2014 periods due mainly to an increase in the estimated future development costs of the Company's proved plus probable reserves which was not fully offset by an increase in reserves. The calculation of TDF depletion for Q3 2015 includes estimated future development costs of proved plus probable reserves of \$31.1 million as compared to \$21.9 million for the Q3 2014 calculation.

#### Remediation Expense

During the comparative 2014 periods, the Company recognized \$325,762 of remediation expenses for its working interest share of the estimated cost to clean up pre-existing soil contamination identified during an environmental assessment performed by Argentine provincial authorities.

#### Impairment

In Q3 2015, the Company re-evaluated the collectability of a \$365,211 USD denominated receivable from an Argentine operator and determined it to be uncollectible. As a result, the Company recognized \$118,211 of impairment on trade and other receivables in the 2015 periods as compared to \$24,000 of impairment in the 2014 periods (and \$223,000 of impairment in other periods).

#### **Share-based Payments**

Share-based payments ("SBP") are non-cash amounts, calculated using the Black-Scholes model, of the estimated cost associated with options granted to purchase common shares. This expense does not

represent actual cash compensation realized by the recipients of the options upon the eventual exercise of the options and disposition of the underlying shares.

	Three month	Three months ended		hs ended	
	Septemb	oer 30	September 30		
	2015	2014	2015	2014	
Expensed (\$)	27,585	124,011	128,107	498,822	
Capitalized (\$)	(673)	5,606	4,124	18,323	
	26,912	129,617	132,231	517,145	

During the three and nine months ended September 30, 2015 and 2014, the Company recognized the following share-based compensation:

Capitalized share-based compensation is in a recovery position in Q3 2015 due to minor corrections to amounts capitalized earlier in the year.

As at September 30, 2015, the remaining unvested balance of share-based payments was \$48,013.

#### Foreign Exchange Gain (Loss)

During the three and nine months ended September 30, 2015, the Company recognized foreign exchange gains of \$271,869 and \$723,282, respectively, compared to a foreign exchange gain of \$99,175 and a foreign exchange loss of \$768,545, respectively, during the three and nine months ended September 30, 2014.

The functional currency of Crown Point is the CAD. The functional currency of each of Crown Point's wholly owned subsidiaries, CanAmericas (Argentina) Energy Ltd. and Antrim Argentina, is the USD. The presentation currency of Crown Point is the USD.

Foreign exchange gains (losses) reported in the consolidated statement of loss and comprehensive loss occur as a result of translation of foreign denominated monetary assets and liabilities to the functional currency of the respective entity and the related currency fluctuations between the CAD and the USD and the USD and the USD and the ARS.

	September 30	December 31
Exchange rates <sup>(1)</sup> as at:	2015	2014
CAD to USD	0.7493	0.8620
ARS to USD	0.1062	0.1182
USD to ARS	9.4191	8.4617
1) Course Depty of Concele		

<sup>(1)</sup> Source Bank of Canada

In Crown Point, the translation of USD denominated foreign currency to CAD during the September 2015 period resulted in a foreign exchange gain of approximately \$580,000 (September 2014 period – \$93,000 foreign exchange gain).

Although commodity prices and many components of capital, operating and general and administrative costs in Argentina are negotiated and denominated in USD, the Argentine government requires receipts and payments to be made in ARS at the official Argentine exchange rate. As a result, even though the functional currency of the Argentine subsidiaries is USD, a portion of monetary assets and liabilities such as accounts receivable and accounts payable are denominated in ARS and re-measured into the functional currency at each reporting date, making net monetary assets and liabilities sensitive to currency fluctuations.

In the Argentine subsidiary, the translation of ARS denominated net monetary liabilities during the September 2015 period resulted in a foreign exchange gain of approximately \$144,000 (September 2014 period – \$1,094,000 foreign exchange loss)

The devaluation of ARS against the USD is linked to Argentina's rate of inflation, which has been a persistent problem for several years, causing significant increases in the Company's USD cost of operations and capital expenditures. During the September 2015 period, the value of the ARS declined by

10% against the USD as compared to a 23% decline in the September 2014 period.

Currency devaluation in Argentina affects the cost of ARS denominated items which are translated to the USD functional currency of the Argentine subsidiaries. A portion of TDF operating costs and general and administrative expenses incurred in Argentina are denominated in ARS. During the September 2015 period, the devaluation of ARS resulted in lower TDF operating costs and general and administrative expenses incurred in Argentina by approximately 5% (September 2014 period – 12%).

During the September 2015 period, the devaluation of ARS resulted in a reduction in the USD equivalent of ARS denominated foreign currency denominated financial instruments, excluding bank debt, by approximately \$28,000 (September 2014 – \$437,000).

The HSBC Argentina bank debt, as described under Liquidity and Capital Resources, is denominated in ARS and translated to USD at each reporting date.

The effects of currency devaluation on the HSBC Argentina bank debt during the September 2015 period are shown in the following table:

	S	September 30 2015
November 2013 Development loan facility (ARS 25,683,333)	\$	3,035,283
Repayment of November 2013 development loan facility (ARS 10,050,003)		(1,125,318)
		1,909,965
November 2014 Loan facility (ARS 14,500,000)		1,713,625
Repayment of November 2014 loan facility (ARS 14,500,000)		(1,636,453)
June 2015 Loan facility (ARS 9,500,000)		1,038,512
Effect of change in exchange rates		(347,674)
	\$	2,677,975

#### Net Finance Expense

During the three and nine months ended September 30, 2015, the Company earned \$11,132 and \$66,029, respectively, of interest income on short-term deposits compared to \$53,014 and \$170,049, respectively, in the comparative 2014 periods. The decrease in interest income is consistent with the decrease in the balance of short-term deposits.

During the three and nine months ended September 30, 2015, the Company incurred \$164,289 and \$476,852, respectively, of financing fees and bank charges compared to \$123,401 and \$379,501, respectively, in the comparative 2014 periods. Financing fees and bank charges result primarily from bank taxes charged in Argentina on cash transfers.

During the three and nine months ended September 30, 2015, the Company incurred \$110,836 and \$455,632, respectively, of interest expense on bank debt with HSBC Bank Argentina S.A. compared to \$123,541 and \$377,763, respectively, in the comparative 2014 periods. Interest expense is lower in the nine months ended September 30, 2014 as the Company only had one loan available and drawn during the period compared to an average of two loans drawn during the nine months ended September 30, 2015 as described under the Liquidity and Capital Resources – HSBC Argentina Loans section of this MD&A.

#### Other Income and Expenses

#### Export Tax Recovery

In November 2006, the TDF UTE filed a lawsuit against the Ministry of Economy and Production claiming certain export taxes were unconstitutional and for such export taxes to be reimbursed. In September 2014, after numerous appeals at various levels of court by both sides, the Supreme Court of Justice of the Nation ruled in favor of the UTE for the reimbursement of export duties plus accrued interest. The Company recognizes revenue for its share of the export tax recovery when proceeds are received. During the September 2015 period, the Company received \$64,313 of proceeds.

#### Petroleo Plus Proceeds

The Government of Argentina implemented the Petroleo Plus Program in 2008 to reward producers who materially increased oil reserves and production through drilling and development by issuing export tax credits ("Petroleo Plus Credits") that could be used to offset taxes on oil sold off shore at market price. Petroleo Plus Credits were transferrable and could be sold to other domestic oil exporters. The Company recognized income from the sale of Petroleo Plus Credits when proceeds were received. During Q2 2014, the Company received \$363,539 of proceeds. The Petroleo Plus Program was cancelled in late 2014.

On July 13, 2015, the Government of Argentina issued a new decree under which the Government offered publically-traded government bonds to qualifying companies with outstanding certificates under the cancelled Petroleo Plus Program. The bonds are comprised of:

- Bonad 2018 2.4% coupon rate bonds ("BONAD 2018"), denominated in USD, settled in ARS and maturing in March 2018; and
- Bonar 2024 8.75% coupon rate bonds ("BONAR 2024"), denominated and settled in USD and maturing in May 2024.

In September 2015, the Company received par value \$287,263 of bonds for \$287,263 of its outstanding Petroleo Plus certificates. 20% of the par value was received in the form of BONAD 2018 bonds and 80% of the par value was received in BONAR 2024 bonds. As of September 30, 2015 the fair market value of the bonds received was \$293,929 based on the September 30, 2015 quoted market price of each bond.

See also the Liquidity and Capital Resources – Petroleo Plus Bonds section of this MD&A.

#### **Oil Incentive Bonus Payments**

On February 3, 2015, the Government of Argentina announced a new oil incentive program (the "**Oil Incentive Program**") under the Resolution 14/2015 which replaces the Petroleo Plus Program. Under the Oil Incentive Program, companies that increase or maintain production at 95% of Q4 2014 volumes are eligible for a \$3.00 per bbl bonus payment on a formula-derived quantity of production. The Oil Incentive Program is in effect from January 1, 2015 to December 31, 2015 and may be extended by the Government for one year.

During Q3 2015, the Company collected \$70,451 of Oil Incentive Program bonus payments in respect of Q1 and Q2 2015 production volumes.

#### Special Meeting Expenses

During the September 2015 period, the Company incurred \$739,988 of expenses responding to actions taken by a dissident shareholder, which among other things resulted in the preparation of various documents in advance of a special meeting of shareholders held on February 24, 2015.

#### **Retiring allowances**

Two officers and a senior manager of the Company retired effective August 31, 2015. In connection with their retirement, each of the retirees received a retiring allowance pursuant to the terms of the related employment agreements in the aggregate amount of \$576,960.

## CAPITAL EXPENDITURES

The Company recognized the following additions in exploration and evaluation ("**E&E**") assets during the September 2015 period, primarily related to seismic reprocessing and reinterpretation:

Cerro de Los Leones (\$)	\$ 252,491
TDF seismic program (\$)	574,091
VAT (\$)	(21,145)
Cash expenditures (\$)	805,437
Decommissioning additions and revisions (\$)	(17,678)
	\$ 787,759

The Company also recognized the following additions to property and equipment assets during the September 2015 period:

Drilling and completion (\$)	<b>\$</b> 7,177,1	143
VAT (\$)	197,2	260
Capitalized G&A (\$)	235,5	591
Corporate assets (\$)	72,5	598
Cash expenditures (\$)	7,682,5	592
Capitalized SBP (\$)	4,1	124
Decommissioning additions and revisions (\$)	(128,9	34)
	\$ 7,557,7	782
Allocation of cash expenditures:	¢ 7.000 0	04
TDF (\$)	\$ 7,609,9	
Corporate (\$)	72,5	598
	\$ 7,682,5	592

During the September 2015 period, the Company incurred \$ 7,609,994 of expenditures in the TDF area related to the Company's 14-well development, recompletion and exploration program and 3-well follow-up program as described under the Operational Update section of this MD&A.

#### VAT

	September 30 2015	December 31 2014
Included in prepaid expenses	\$ 67,502	\$ 2,262
Included in E&E assets	1,385,433	1,406,578
Included in property and equipment	3,179,292	2,982,033
	\$ 4,632,227	\$ 4,390,873

VAT on purchases is applied against VAT on sales to reduce the amount paid to the Argentine government. VAT is included in prepaid expenses when amounts are expected to be offset with VAT on current sales. VAT is included in E&E assets and property and equipment when related sales have not yet commenced (E&E assets) or sales are lower than capital expenditures (property and equipment) and VAT amounts are not expected to be offset with VAT on sales within the next 12 months. VAT does not expire and may be carried forward indefinitely.

## **DISCONTINUED OPERATIONS**

On June 30, 2014, the Company completed the disposition of its 50% interest in the El Valle Exploitation Concession ("El Valle") for consideration of \$525,000, plus certain disposition adjustments, to its former joint interest partners in El Valle. As the cash flows of El Valle are clearly distinguished, both operationally and for financial reporting purposes, from the rest of the entity, the financial performance of El Valle for both the current and comparative periods have been presented separately as discontinued operations in the consolidated statements of loss and comprehensive loss and statement of cash flows.

The reported net loss from the discontinued operations of El Valle is comprised of the following:

	For the three months ended September 30				nonths ended Iber 30		
	2015		2014		2015		2014
Oil and natural gas revenue	\$ _	\$	_	\$	_	\$	1,661,944
Royalties	-		_		_		(445,085)
Operating expenses	-		_		_		(671,392)
Depletion and depreciation	-		_		_		(425,664)
Foreign exchange loss	-		_		_		(232,480)
Accretion of decommissioning provision	-		_		_		(2,840)
Adjustment (loss) on disposition	-		16,649		-		(8,330,741)
Net loss from discontinued operations, net of							
tax	\$ _	\$	16,649	\$	-	\$	(8,446,258)

#### **Operating Netbacks**

	Three mo Septer	Nine months ended September 30		
Per bbl	2015	2014	2015	2014
Argentina light oil (bbls)	_	_	_	24,827
bbl per day	_	-	-	91
Oil and gas revenue (\$)	_	-	-	66.94
Royalties (\$)	_	-	-	(17.93)
Operating costs (\$)	_	_	_	(27.04)
Operating netback (\$)	_	-	_	21.97

## LIQUIDITY AND CAPITAL RESOURCES

Liquidity risk is the risk that the Company will not meet its financial obligations as they become due. The Company manages its liquidity risk through management of its capital structure and annual budgeting of its revenues, expenditures and cash flows.

During the nine months ended September 30, 2015, the Company incurred a net loss of 4,340,537. As at September 30, 2015, the Company has significant future capital commitments to develop its properties and working capital of 1,798,499 (December 31, 2014 – 2,575,201) including 1,638,563 of cash and cash equivalents comprised of 713,374 of cash held in bank accounts and 815,265 of short-term GICs with a major Canadian financial institution and 109,924 of short-term GICs in an Argentine financial institution. Management has received confirmation from the financial institutions that these funds are available on demand. The remaining cash is in bank deposit/chequing accounts available as required for operations and vendor payments.

In October 2015, the Company drew down \$1 million of the remaining ARS 40,500,000 (\$4.3 million) loan facility with HSBC Argentina obtained on June 30, 2015 as described below.

The Company's September 30, 2015 unaudited condensed interim consolidated financial statements have been prepared on a going concern basis which contemplates the realization of assets and the payment of liabilities in the ordinary course of business. The ability of the Company to continue as a going concern and the recoverability of its assets is dependent upon the existence of economically recoverable reserves and upon the Company's ability to obtain additional financing to continue the development of the Company's properties and generate funds therefrom and to meet current and future obligations. The need to obtain capital to fund the existing and ongoing operations creates a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. The Company's unaudited September 30, 2015 condensed interim consolidated financial statements do not reflect adjustments in the carrying values of the assets and liabilities, expenses and the statements of financial position classifications that would be necessary if the going concern assumption were not appropriate. Such adjustments could be material.

The Company anticipates using existing working capital, cash flow and loan facility proceeds (as described below under the HSBC Argentina Loans section of this MD&A) to fund the Company's capital expenditure program through to the end of 2015. For details of the Company's 2015 capital expenditure program, see the Outlook section of this MD&A. However, as new opportunities arise or planned expenditures are revised, the Company is committed to raising the necessary funds required for operations and capital expenditures through equity financing, joint venture agreements, and debt. If more of the Company's properties become economic and productive, the additional cash flow generated will assist in funding the Company's future activities.

#### Monetary and Currency Exchange Controls

The Argentina government has a number of monetary and currency exchange control measures in place that include restrictions on the free disposition of funds deposited with banks and tight restrictions on transferring funds abroad, with certain exceptions for transfers related to foreign trade and other authorized transactions approved by the Argentina Central Bank. The Central Bank may require prior authorization and may or may not grant such authorization for the Company's Argentina subsidiaries to make dividend or loan payments to us and there may be a tax imposed with respect to the expatriation of such proceeds.

#### HSBC Argentina Loans

In November 2013, the Company obtained a development loan facility with HSBC Argentina in the amount of ARS 26,800,000, of which ARS 15,633,330 (\$1,665,743) was outstanding as at September 30, 2015 and secured by a USD denominated \$1,055,000 GIC on deposit with a major Canadian financial institution. The development loan facility bears interest at a fixed rate of 15.25% per annum and is repayable in monthly installments of ARS 1,116,667 until December 8, 2016. On October 14, 2015, the \$1,055,000 GIC was decreased by \$255,000 to \$800,000.

In November 2014, the Company obtained and drew down a second loan facility with HSBC Argentina in the amount of ARS 14,500,000 (\$1,636,453 as at April 16, 2015). The loan was secured by a USD denominated GIC in the amount of \$1,700,000 on deposit with a major Canadian financial institution. The Company repaid the full amount of the second loan facility with HSBC Argentina in April 2015 and the related \$1,700,000 GIC was released to the Company in May 2015.

On June 30, 2015, the Company obtained an ARS 50,000,000 (\$5.3 million) loan facility with HSBC Argentina. Amounts advanced under the facility bear interest at 19%, calculated and paid monthly commencing on the date of each drawn. On July 17, 2015, the Company drew ARS 9,500,000 (\$1 million) of proceeds under this loan facility, at which time the Company provided the lender security in the form of a USD denominated \$530,000 letter of credit held as a GIC with a major Canadian financial institution. The loan principal is repayable in 24 monthly installments commencing July 17, 2016. On October 22, 2015, the Company amended the facility such that the remaining ARS 40,500,000 (\$4.3 million) of the facility could be drawn in two tranches on or before December 15, 2015. On October 23, 2015, the Company drew ARS 9,500,000 (\$1 million) of proceeds, at which time the Company provided the lender security in the form of a

USD denominated \$500,000 letter of credit held as a GIC with a major Canadian financial institution. The loan principal is repayable in 24 monthly installments commencing October 23, 2016.

#### Financing

In November 2014, the Company entered into an Investment Agreement amended and restated as of December 19, 2014 pursuant to which Liminar Energia S.A. and GORC S.A. (the "**Strategic Investors**") would subscribe for and purchase an aggregate of 60,000,000 common shares of the Company at an issue price of \$0.25 per share for aggregate gross proceeds of \$15 million (the "**Strategic Financing**"). Pursuant to the terms of the Investment Agreement, the Strategic Investors and the Company agreed to complete the Strategic Financing in two tranches.

In April 2015, the Company completed the balance of the second tranche of the Strategic Financing through the issuance of 23,323,656 common shares to the Strategic Investors at an issue price of 0.25 (CAD 0.32) per share for gross proceeds of 5,830,914. The proceeds were ARS 51.6 million based on the USD to ARS exchange rate of Banco de la Nación Argentina at the close of business on April 9, 2015, being 1.00 = ARS 8.845.

Following the closing of the balance of the second tranche, the Company has 164,515,222 common shares issued and outstanding of which the Strategic Investors hold approximately 36.5% of Crown Point's issued and outstanding shares.

#### Petroleo Plus Bonds

On July 13, 2015, the Government of Argentina issued a new decree under which the Government has offered publically-traded government bonds to qualifying companies with outstanding certificates under the cancelled Petroleo Plus Program.

The Company made a submission to receive approximately \$2.2 million of bonds with respect to its outstanding Petroleo Plus certificates, of which bonds were received in relation to approximately \$0.3 million of outstanding certificates in September 2015. There is no certainty that the Company will receive bonds in relation to the remaining \$1.9 million of outstanding certificates.

The Company currently intends to liquidate all bonds received and use the proceeds to fund its ongoing exploration and development program.

For further information, see Other Income and Expenses – Petroleo Plus Proceeds above.

## SUBSEQUENT EVENTS

Subsequent to September 30, 2015:

- On October 14, 2015, the \$1,055,000 GIC provided to HSBC Argentina as security for the development loan facility was decreased by \$255,000 to \$800,000.
- On October 22, 2015, the Company signed an amendment to the ARS 50,000,000 loan facility with HSBC Argentina pursuant to which the remaining ARS 40,500,000 (\$4.3 million) of the facility may be drawn in two tranches on or before December 15, 2015. On October 23, 2015, the Company drew ARS 9,500,000 (\$1 million) of proceeds under this loan facility, at which time the Company provided the lender security in the form of a USD denominated \$500,000 letter of credit held as a GIC with a major Canadian financial institution. The ARS 9,500,000 loan principal is repayable in 24 monthly installments commencing October 23, 2016.

## **COMMITMENTS AND CONTINGENCIES**

The Company's commitments are disclosed in Note 23 to the Company's December 31, 2014 audited consolidated financial statements as well as in the December 31, 2014 MD&A. There have been no significant changes to the Company's commitments during the September 2015 period except as described

below:

#### Cerro de Los Leones Concession

The CLL Permit confers upon its holders the exclusive right to explore for hydrocarbons during three successive exploration periods lasting three, two and one year(s), respectively. Fifty percent of the acreage of the Permit shall be relinquished at the end of each of the first two exploration periods or converted into an exploitation concession or evaluation block.

Effective April 27, 2015, the Company entered into an agreement (the "**Agreement**") with the Province of Mendoza government to transfer unused work units from the first exploration period ("**Period 1**") to the second period ("**Period 2**") and thus extend the concession to May 2017 with an option to extend Period 2, at the Company's request, for one additional year to May 2018.

Pursuant to the Agreement, the Company relinquished certain acreage which had been either sterilized because of environmental considerations or had restricted/prohibited access due to the presence of the European Space Agency's Deep Space 3 antenna on the Permit, or deemed non-prospective by the Company. The relinquishments reduced the acreage of the Permit to the current figure of approximately 100,907 acres and reduced the remaining outstanding Period 1 work units to approximately 780, thereby reducing the remaining Period 1 expenditure commitment to approximately \$3.9 million, which was transferred to Period 2. As a result, Period 2 commitments increased from \$750,000 to \$4.6 million plus one exploration well which must be incurred by May 2017 or, at the Company's request, May 2018. Should the Company fail to complete its work commitments within the specified time period, it must surrender the concession exploration lands.

The following provides details of the work commitments required to be completed during each of the exploration periods as recently amended:

Period	Term of Exploration Period	Required Work Commitment (1)				
Period 1	3 years commencing May 21, 2012	Approximately \$3.9 million transferred to Period 2				
Period 2	2 years commencing May 21, 2015	A minimum of approximately \$4.6 million <sup>(2)</sup> in expenditures plus a minimum of 1 exploration well at an estimated cost of \$2.5 million				
Period 3	1 year commencing upon expiry of Period 2	1 exploration well at an estimated cost of \$2.5 million				

<sup>(1)</sup> The required work commitments are expressed as work units in the Permit. Each work unit has an approximate dollar value of \$5,000, however, other factors may be considered when determining whether work units have been satisfied.

<sup>(2)</sup> \$750,000 plus \$3.9 million transferred from Period 1.

## **RELATED PARTY TRANSACTIONS**

As a result of the completion of the first tranche of the Strategic Financing in 2014, the completion of the second tranche may be considered to be with related parties as the Strategic Investors became significant shareholders of the Company in 2014 and a representative of each of the Strategic Investors (being Messrs. Pablo Peralta and Gabriel Obrador) was appointed to the Company's Board of Directors in 2014.

Energia Soluciones SA., a company controlled by Gabriel Obrador, who is a director of the Company and the majority shareholder of GORC S.A. (one of the Strategic Investors) owns a 1.46% overriding royalty on revenue earned from the CLL Permit. As of September 30, 2015 and the date of this MD&A, no revenue has been earned from the CLL Permit.

There were no other transactions between the Company and related parties of the Company during the September 2015 period or the September 2014 period.

## SHARE CAPITAL

Issued and outstanding	Common Shares	Stock Options
	Ghares	options
December 31, 2014	130,480,926	8,160,000
Issued	34,034,296	_
Expired	_	(1,210,000)
September 30, 2015 and November 25, 2015	164,515,222	6,950,000

## DIVIDENDS

The Company has not declared or paid any dividends. Any decision to pay dividends on any of its shares will be made by the Board of Directors of the Company on the basis of earnings, financial requirements and other conditions existing at the time.

## **OFF BALANCE SHEET ARRANGEMENTS**

The Company has no off balance sheet arrangements.

## FINANCIAL INSTRUMENTS

The fair values of the Company's cash and cash equivalents, short-term bonds, trade and other receivables and trade and other payables approximate their carrying amounts due to the short-term nature of these financial instruments. Financial instruments also include interest-bearing bonds included in other non-current assets, deposits and bank debt for which fair values are not materially different than the carrying amounts.

The Company's accounts receivable are primarily with industry partners and are subject to normal industry credit risks. The Company extends unsecured credit to these entities, and therefore, the collection of any receivables may be affected by changes in the economic environment or other conditions. Management believes the risk is mitigated by the financial position of the entities. To date, the Company has not participated in any risk management contracts or commodity price contracts.

## **BUSINESS RISKS AND UNCERTAINTIES**

Crown Point's production and exploration activities are concentrated in Argentina, where activity is highly competitive and includes a variety of different sized companies ranging from smaller junior producers to the much larger integrated petroleum companies. Crown Point is subject to various types of business risks and uncertainties, which may materially affect the Company's future financial and operating performance, including without limitation the following:

- risks associated with foreign operations, including changes in energy policies or personnel administering them, nationalization of the Company's assets, the development of hyper-inflationary conditions, currency fluctuations between the USD, the CDN and the ARS and/or devaluations of the ARS, monetary and currency exchange controls, export controls and changes in royalty and tax rates;
- the risks of the oil and gas industry both domestically and internationally, such as operational risks in exploring for, developing and producing crude oil and natural gas and market demand;
- general economic conditions in Canada, Argentina and globally;
- the ability of management to execute its business plan;
- reliance on third party operators and joint venture partners to satisfy their commitments under existing agreements and arrangements and to carry out operations in a safe, efficient and effective manner;

- the risks of disputes with third party operators and joint venture partners and the effect that such disputes can have on the Company's operations and results;
- uncertainties inherent in estimating quantities of oil and natural gas reserves and cash flows to be derived therefrom and the risk that the value of such reserves may be impaired in future periods;
- fluctuations in the price of oil and natural gas, interest rates and exchange rates;
- governmental regulation of the oil and gas industry, including environmental regulation;
- lack of diversification of the Company's interests;
- collection of and value of bonds issuable to the Company in consideration of amounts owing from the cancelled Petroleo Plus Program;
- the impact of work disruption and labour unrest on the Company's operations;
- actions taken by governmental authorities, including increases in taxes and changes in government regulations and incentive programs;
- geological, technical, drilling and processing problems;
- risks and uncertainties involving geology of oil and gas deposits;
- risks inherent in marketing operations, including credit risk;
- the ability to enter into, renew and/or extend leases and/or concessions;
- constraints on foreign subsidiaries to make payments to the Company;
- the uncertainty of estimates and projections relating to production, costs and expenses;
- potential delays or changes in plans with respect to exploration or development projects or capital
  expenditures including delays arising as a result of the Company's inability to obtain the necessary
  oilfield services required, including drilling rigs;
- the insufficiency of cash flow to fund operations;
- uncertainty of finding reserves and developing and marketing those reserves;
- unanticipated operating events, which could reduce production or cause production to be shut in or delayed;
- the ability of management to identify and complete potential acquisitions;
- if completed, the failure to realize the anticipated benefits of acquisitions;
- incorrect assessments of the value of acquisitions;
- ability to locate satisfactory properties for acquisition or participation;
- shut-ins of connected wells resulting from extreme weather conditions;
- insufficient storage or transportation or processing capacity for the Company's production;
- hazards such as fire, explosion, blowouts, cratering and spills, each of which could result in substantial damage to wells, production facilities, other property and the environment or in personal injury;
- encountering unexpected formations or pressures, premature decline of reservoirs and the invasion of water into producing formations;
- the failure to satisfy work commitments and the potential to lose exploration and exploitation rights as a result;
- the enforcement of civil liability in Argentina;
- risks associated with conflicting interests with partners;
- income tax reassessments and other taxes payable by the Company;
- the ability to add production and reserves through development and exploration activities;
- the possibility that government policies or laws, including laws and regulations related to the environment, may change or governmental approvals may be delayed or withheld;
- uncertainty in amounts and timing of royalty payments;
- failure to obtain industry partner and other third party consents and approvals, as and when required;
- risks associated with having a control person owning approximately 36.5% of the Company's shares and two representatives on the board of directors, including the potential that the Strategic Investors may exert a significant amount of influence over the Company's affairs;
- stock market volatility and market valuations;
- competition for, among other things, capital, acquisition of reserves, undeveloped land and skilled personnel; and
- the availability of capital on acceptable terms.

For additional details of the risks relating to the Company's business, see the Company's most current

Annual Information Form, which is available on SEDAR at <u>www.sedar.com</u>.

## LEGAL, ENVIRONMENTAL, REMEDIATION AND OTHER CONTINGENT MATTERS

The Company reviews legal, environmental remediation and other contingent matters to both determine whether a loss is probable based on judgment and interpretation of laws and regulations, and determine that the loss can reasonably be estimated. When the loss is determined, it is charged to earnings. The Company's management monitors known and potential contingent matters and makes appropriate provisions by charges to earnings when warranted by circumstances.

## SELECTED CONSOLIDATED QUARTERLY INFORMATION

The following table sets forth selected consolidated financial information of the Company for the periods presented.

Unaudited <sup>(1)</sup>	September 30	June 30	March 31	December 31	September 30	June 30	March 31	December 31
Three months ended:	2015	2015	2015	2014	2014	2014	2014	2013
Working capital (\$)	1,798,499	2,393,937	796,126	2,575,201	2,603,388	7,070,257	11,062,943	15,049,226
Oil and gas revenue from continuing operations (\$)	3,447,010	3,887,066	4,042,683	3,099,203	3,982,151	3,267,888	3,443,793	4,260,729
Petroleo Plus Proceeds (\$)	287,623	-	-	-	-	363,539	-	3,247,173
Oil Incentive Bonus Payments (\$)	70,451	-	-	-	-	_	-	_
Cash flow from (used by) operating activities (\$)	241,054	64,303	(152,055)	(262,682)	1,201,581	690,625	874,387	2,523,814
Net loss from continuing operations (\$)	(1,623,146)	(1,070,071)	(1,647,320)	(3,318,889)	(946,711)	(996,788)	(1,726,954)	(2,839,827)
Basic and diluted net loss from continuing operations per share $^{(2)}$ (\$)	(0.01)	(0.01)	(0.01)	(0.03)	(0.01)	(0.01)	(0.02)	(0.03)
Net income (loss) (\$)	(1,623,146)	(1,070,071)	(1,647,320)	(3,318,889)	(930,062)	(9,349,944)	(1,836,705)	(3,642,950)
Basic and diluted net income (loss) per share <sup>(2)</sup> (\$)	(0.01)	(0.01)	(0.01)	(0.03)	(0.01)	(0.09)	(0.02)	(0.03)
Expenditures on property and equipment and E&E assets (\$)	975,889	4,321,607	3,190,533	4,700,214	4,042,559	4,346,107	2,114,845	3,351,388
Total assets (\$)	56,831,790	58,773,838	57,144,674	57,569,312	52,443,977	53,648,371	61,316,664	64,868,464
Bank debt (\$)	2,677,975	2,088,054	4,176,399	4,748,908	3,161,050	3,296,150	3,345,943	4,113,800

(1) The financial data for each quarter has been prepared in accordance with IFRS. The functional currency of Crown Point is the CAD. The functional currency of each of Crown Point's wholly owned subsidiaries, CanAmericas (Argentina) Energy Ltd. and Antrim Argentina, is the USD. The presentation currency of Crown Point is the USD.

<sup>(2)</sup> The sum of quarterly per share amounts may not add to annual figures due to rounding.

- Net loss in Q3 2015 is higher than the previous quarter due primarily to retirement allowances incurred in Q3 2015.
- Working capital decrease in Q3 2015 is due to a decrease in oil revenue combined with the repayment of bank debt and expenditures on property and equipment offset by the proceeds from the bank loan.
- Net loss in Q2 2015 is lower than the previous quarter due primarily to special meeting expenses incurred in Q1 2015.
- Working capital increased in Q2 2015 due to the proceeds from the Strategic Financing, which was
  offset by the repayment of bank debt and expenditures on property and equipment.
- Net loss in the quarter ended March 31, 2015 decreased due to an increase in oil and gas revenue combined with decreases in operating and G&A expenses offset by an increase in depletion and depreciation expense.

- Working capital decreased in the first quarter of 2015 due to expenditures on property and equipment and the repayment of bank debt.
- Net loss in the quarter ended December 31, 2014 increased primarily due to a decrease in oil and gas revenue combined with \$0.5 million of expenses associated with actions taken by a dissident shareholder, \$0.5 million of remediation and concession expenses, an increase in G&A expenses related to year-end audit and reserve report costs and \$0.5 million of E&E asset impairment.
- Working capital decreased in the third quarter of 2014 due to continued expenditures on property and equipment.
- Net loss in the quarter ended September 30, 2014 decreased compared to previous quarters (excluding the effect of the \$8.3 million loss on the sale of El Valle recognized in the second quarter of 2014) due to decreases in operating, G&A and depletion expenses.
- Working capital and cash flow from operating activities decreased in the first and second quarters
  of 2014 due to a reduction in oil and gas revenue. The decreases were offset by Petroleo Plus
  proceeds received in the second quarter of 2014.
- Net loss increased in the quarter ended June 30, 2014 due to the recognition of an \$8.3 million loss on the sale of the Company's 50% interest in the El Valle Exploitation Concession.
- Net loss improved in the quarter ended March 31, 2014 compared to the quarter ended December 31, 2013 as the Company did not recognize any impairment during the 2014 period which offset the impact of not receiving Petroleo Plus proceeds.
- Working capital and cash flow from operating activities improved in the quarter ended December 31, 2013 due to \$3.2 million of Petroleo Plus proceeds received in the period.
- The Company recognized \$3.9 million of impairment on property and equipment and \$0.8 million of impairment on exploration and evaluation assets in the quarter ended December 31, 2013 which reduced the positive effect of Petroleo Plus proceeds on earnings.

## **NON-IFRS MEASURES**

This MD&A contains the term "funds flow from (used by) continuing operations" which should not be considered an alternative to, or more meaningful than, operating cash flows from (used by) continuing operations as determined in accordance with IFRS as an indicator of the Company's performance. Funds flow from (used by) continuing operations and funds flow from (used by) continuing operations per share (basic and diluted) do not have any standardized meanings prescribed by IFRS and may not be comparable with the calculation of similar measures used by other entities. Management uses funds flow from (used by) continuing operations to analyze operating performance and considers funds flow from (used by) continuing operations to be a key measure as it demonstrates the Company's ability to generate cash necessary to fund future capital investment. Funds flow from (used by) continuing operations per share is calculated using the basic and diluted weighted average number of shares for the period consistent with the calculations of earnings per share.

The Company reconciles funds flow from (used by) continuing operations to operating cash flows from (used by) continuing operations, which is the most directly comparable measure calculated in accordance with IFRS as follows:

	Three months ended September 30		Nine months ended September 30	
	2015	2014	2015	2014
Operating cash flows from (used by) continuing				
operations (\$)	241,054	1,177,581	153,302	2,453,606
Changes in non-cash working capital (\$)	(131,236)	(494,868)	371,101	(587,584)
Funds flow from (used by) continuing operations (\$)	109,818	682,713	524,403	1,866,022

Weighted average number of shares	164,515,222	104,515,222	152,855,201	104,515,222
Funds flow per share – continuing operations	0.0	0.01	0.00	0.02

This MD&A also contains other industry benchmarks and terms, including "operating netbacks" (calculated on a per unit basis as oil, natural gas and NGL revenues less royalties, transportation and operating costs), which is a non-IFRS measure. Management believes this measure is a useful supplemental measure of the Company's profitability relative to commodity prices. Readers are cautioned, however, that operating netbacks should not be construed as an alternative to other terms such as net income as determined in accordance with IFRS as measures of performance. Crown Point's method of calculating this measure may differ from other companies, and accordingly, may not be comparable to similar measures used by other companies.

## ABBREVIATIONS AND BOE PRESENTATION

The following abbreviations used in this MD&A have the meanings set forth below:

- **3-D** three dimensional
- bbls Barrels
- **BOE** barrels of oil equivalent
- Km kilometres
- **km**<sup>2</sup> square kilometres
- Mcf thousand cubic feet
- **NGL** natural gas liquids
- **YPF** Yacimientos Petrolíferos Fiscales S.E.

All BOE conversions in this MD&A are derived by converting natural gas to oil in the ratio of six Mcf of gas to one bbl of oil. BOE may be misleading, particularly if used in isolation. A BOE conversion ratio of six thousand Mcf to one bbl of oil (6 Mcf: 1 bbl) 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 based on the current price of crude oil as compared to natural gas in Argentina is significantly different from the energy equivalency conversion ratio of 6:1, utilizing a conversion on a 6:1 basis is misleading as an indication of value.

## ADVISORIES

#### Forward-Looking Information

This MD&A contains forward-looking information. This information relates to future events and the Company's future performance. All information and statements contained herein that are not clearly historical in nature constitute forward-looking information, and the words "may", "will", "should", "could", "expect", "plan", "intend", "anticipate", "believe", "estimate", "propose", "predict", "potential", "continue", "aim", or the negative of these terms or other comparable terminology are generally intended to identify forward-looking information. Such information represents the Company's internal projections, estimates, expectations, beliefs, plans, objectives, assumptions, intentions or statements about future events or performance. This information involves known or unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information. In addition, this MD&A may contain forward-looking information attributed to third party industry sources. Crown Point believes that the expectations reflected in this forward-looking information are reasonable; however, undue reliance should not be placed on this forward-looking information, as there can be no assurance that the plans, intentions or expectations upon which they are based will occur.

This MD&A contains forward-looking information concerning, among other things, the following: under "Corporate Overview and Strategy", the Company's business strategy; under "Operational Update – Tierra del Fuego Concession", the operations that the Company intends to conduct on its TDF assets and the timing thereof; under "Operational Update – Cerro de Los Leones Concession", the operations that the Company intends to conduct on its CLL assets and the timing thereof; under "Outlook – Capital Spending",

our estimated capital expenditures for 2015 and the first half of 2016 in aggregate and for each of TDF and CLL, the elements of our capital program for the balance of 2015 and the first half of 2016, our estimates of the costs to complete the elements of the program and the timing thereof, and our expectations for how we will fund our capital programs; under "Outlook - Argentine Election", our expectations regarding the new energy policies and reforms that the new government may implement and the potential impact thereof on the oil and gas industry in Argentina and the Company; under "Outlook - Commodity Prices", our expectations regarding the impact that the new government's new energy policies and reforms may have on commodity prices in Argentina; under "Results of Continuing Operations - Results of Operations - TDF - TDF Revenues and Pricing", our expectation that the continued price slump in global crude oil markets will not have a material impact on the Company's cash flows; under "Liquidity and Capital Resources", our strategies for managing our liquidity risks and our expectations for how we will fund our capital expenditure program through to the end of 2015; under "Liquidity and Capital Resources - Petroleo Plus Bonds", our intention to liquidate all bonds received and use the proceeds to fund our ongoing exploration and development program. The reader is cautioned that such information, although considered reasonable by the Company, may prove to be incorrect. Actual results achieved during the forecast period will vary from the information provided in this MD&A as a result of numerous known and unknown risks and uncertainties and other factors.

A number of risks and other factors could cause actual results to differ materially from those expressed in the forward-looking information contained in this MD&A including, but not limited to, the following: the risks and other factors described under "Business Risks and Uncertainties" in this MD&A and under "Risk Factors" in the Company's most recently filed Annual Information Form, which is available for viewing on SEDAR at www.sedar.com.

In addition, note that information relating to reserves and resources is deemed to be forward-looking information, as it involves the implied assessment, based on certain estimates and assumptions that the reserves and resources described can be economically produced in the future.

With respect to forward-looking information contained in this MD&A, the Company has made assumptions regarding, among other things: the impact that the election of a new federal government will have on the oil and gas industry in Argentina generally and the Company in particular; the impact of increasing competition; the general stability of the economic and political environment in which the Company operates; future oil, natural gas and NGL prices (including the effect of governmental incentive programs thereon); the timely receipt of any required regulatory approvals; the ability of the Company to continue as a going concern without the loss of any assets; the ability of the Company to obtain gualified staff, equipment and services in a timely and cost efficient manner; drilling results; the costs of obtaining equipment and personnel to complete the Company's capital expenditure program; the ability of the operator of the projects which the Company has an interest in to operate the field in a safe, efficient and effective manner; that the Company will be able to collect and realize the full value of bonds issuable to the Company in consideration of all amounts owing from the cancelled Petroleo Plus Program; the ability of the Company to obtain financing on acceptable terms when and if needed; field production rates and decline rates; the ability to replace and expand oil and natural gas reserves through acquisition, development and exploration activities; the timing and costs of pipeline, storage and facility construction and expansion and the ability of the Company to secure adequate product transportation; currency, exchange and interest rates; the regulatory framework regarding royalties, taxes and environmental matters in the jurisdictions in which the Company operates; and the ability of the Company to successfully market its oil and natural gas products. Management of Crown Point has included the above summary of assumptions and risks related to forward-looking information included in this MD&A in order to provide investors with a more complete perspective on the Company's future operations. Readers are cautioned that this information may not be appropriate for other purposes.

Readers are cautioned that the foregoing lists of factors are not exhaustive. The forward-looking information contained in this MD&A are expressly qualified by this cautionary statement.

The forward-looking information contained herein is made as of the date of this MD&A and the Company disclaims any intent or obligation to update publicly any such forward-looking information, whether as a result of new information, future events or results or otherwise, other than as required by applicable Canadian securities laws.

#### **Analogous Information**

Certain information contained herein is considered "analogous information" as defined in NI 51-101. In particular, this document notes that the Cerro de Los Leones Permit is surrounded by several large conventional oil pools in which the Company does not have any interest. Such analogous information has not been prepared in accordance with NI 51-101 and the Canadian Oil and Gas Evaluation Handbook and Crown Point is unable to confirm whether such information has been prepared by a qualified reserves evaluator. Such information is not intended to be a projection of future results. Such information is based on independent public data and public information. Such information has been presented to help demonstrate the basis for Crown Point's business plans and strategies. There is no certainty that such results will be achieved by Crown Point and such information should not be construed as an estimate of future reserves or resources or future production levels.

#### **Well-Flow Test Results and Initial Production Rates**

Any references in this document to well-flow test results and/or initial production rates are useful in confirming the presence of hydrocarbons, however, such test results and rates are not determinative of the rates at which such wells will continue production and decline thereafter. While encouraging, readers are cautioned not to place reliance on such test results and rates in calculating the aggregate production for the Company. Well-flow test results and initial production rates may be estimated based on other third party estimates or limited data available at the time. Well-flow test result data should be considered to be preliminary until a pressure transient analysis and/or well-test interpretation has been carried out. In all cases in this document, well-flow test results and initial production results are not necessarily indicative of long-term performance of the relevant well or fields or of ultimate recovery of hydrocarbons.

## ADDITIONAL INFORMATION

Additional information regarding the Company, including the Company's most recently filed Annual Information Form, and its business and operations is available on the Company's profile at <u>www.sedar.com</u>. Copies of the information can also be obtained by contacting the Company at Crown Point Energy Inc., 1600, 700 – 6th Avenue SW., Calgary, Alberta T2P 0T8, or by phone at 403 232-1150, by email at info@crownpointenergy.com or on the Company's website at www.crownpointenergy.com.

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