Interim Condensed Consolidated Financial Statements (Unaudited)

MCF Energy Ltd.

For the three and nine months ended September 30, 2024 and 2023
(In thousands of Canadian Dollars)

MCF Energy Ltd.

Interim Condensed Consolidated Statements of Financial Position

(Unaudited, expressed in thousands of Canadian Dollars)

	Note	September 30, 2024	December 31, 2023
		$	$
Current Assets			
Cash and cash equivalents		3,652	8,095
Other current assets		135	209
		3,787	8,304
Non-Current Assets			
Deposit	3	1,734	1,682
Investment in associate	5	4,493	4,371
Cash call receivable	6	-	1,499
Exploration and evaluation assets	6	38,366	19,316
		48,380	35,172
Current Liabilities			
Amounts payable and accrued liabilities		1,226	1,752
Deferred consideration	4	1,852	5,351
		3,078	7,103
Non-Current Liabilities			
Decommissioning liability	7	556	51
Royalty	4	4,343	-
Deferred tax liability		6,546	3,570
		14,523	10,724
Shareholders' Equity			
Share capital	8	49,278	37,711
Equity reserve	8	4,879	4,345
Accumulated other comprehensive income		953	(3)
Deficit		(21,253)	(17,605)
		33,857	24,448
		48,380	35,172

NATURE OF OPERATIONS AND GOING CONCERN (Note 1)

COMMITMENTS (Note 13)

Approved on behalf of the Board of Directors:

/s/ J. Jay Park

Director

/s/ D. Jeffrey Harder

Director

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

MCF Energy Ltd.

Interim Condensed Consolidated Statements of Loss

(Unaudited, expressed in thousands of Canadian Dollars, except for per share amounts)

	Note	Three months ended September 30, 2024	Three months ended September 30, 2023	Nine months ended September 30 2024	Nine months ended September 30 2023
		$	$	$	$
Expenses					
General and administration	10	1,018	1,056	3,316	5,703
Share-based compensation		-	1,530	-	3,198
		(1,018)	(2,586)	(3,316)	(8,901)
Other items					
Foreign exchange gain (loss)		(6)	111	(28)	95
Interest income		31	146	105	347
Finance expense	7	(29)	-	(42)	-
Share of gain (loss) from equity accounted associate	5	(7)	(4)	(13)	(4)
Loss on remeasurement of deferred consideration	4	(206)	(819)	(285)	(819)
		(217)	(566)	(263)	(381)
Loss before tax		(1,235)	(3,152)	(3,579)	(9,282)
Income Tax					
Deferred income tax recovery (expense)		(119)	177	(69)	177
Loss for the period		(1,354)	(2,975)	(3,648)	(9,105)
Other comprehensive income (loss)					
Foreign exchange translation		799	(20)	956	(20)
Comprehensive loss for the period		(555)	(2,995)	(2,692)	(9,125)
Basic and diluted loss per share		(0.00)	(0.01)	(0.01)	(0.04)
Weighted average number of common shares outstanding - basic and diluted		270,324,498	221,690,238	247,867,741	208,068,585

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

MCF Energy Ltd.

Interim Condensed Consolidated Statements of Changes in Shareholders' Equity (Deficit)
(Unaudited, expressed in thousands of Canadian Dollars, except for per share amounts)

	Note	Number of Shares	Amount	Subscription Receipts	Equity Reserve	Accumulated Other Comprehensive Income	Deficit	Total Shareholders' Equity (Deficit)
			$	$	$	$	$	$
Balance, December 31, 2022		115,472,114	5,562	8,369	712	-	(6,797)	7,846
Issuance of shares - private placement at $0.20	8(b)	42,500,000	8,419	(8,369)	-	-	-	50
Issuance of shares - private placement at $0.50	8(b)	24,799,000	12,400	-	-	-	-	12,400
Share issuance costs		-	(1,109)	-	142	-	-	(967)
Shares issued pursuant to assignment agreement	4, 8(b)	26,250,000	5,250	-	-	-	-	5,250
Shares issued pursuant to share purchase agreement	4, 8(b)	13,527,250	7,104	-	-	-	-	7,104
Exercise of options	8(c)	250,000	85	-	(35)	-	-	50
Share-based compensation	8(c)	-	-	-	3,198	-	-	3,198
Loss for the period		-	-	-	-	(20)	(9,105)	(9,125)
Balance, September 30, 2023		222,798,364	37,711	-	4,017	(20)	(15,902)	25,806
Balance, December 31, 2023		222,798,364	37,711	-	4,345	(3)	(17,605)	24,448
Shares issued pursuant to share purchase agreement	4, 8(b)	20,309,500	6,147	-	-	-	-	6,147
Issuance of shares - private placement at $0.15	8(b)	29,848,686	4,029	-	-	-	-	4,029
Issuance of warrants - private placement at $0.15	8(d)	-	-	-	448	-	-	448
Shares issued to settle outstanding debt	8(b)	10,445,254	1,410	-	-	-	-	1,410
Warrants issued to settle outstanding debt	8(d)	-	-	-	157	-	-	157
Share issuance costs	8(b)	-	(201)	-	34	-	-	(167)
Warrant issuance costs	8(b)	-	-	-	(23)	-	-	(23)
Exercise of options	8(c)	500,000	182	-	(82)	-	-	100
Income (loss) for the period		-	-	-	-	956	(3,648)	(2,692)
Balance, September 30, 2024		283,901,804	49,278	-	4,879	953	(21,253)	33,857

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

MCF Energy Ltd.

Interim Condensed Consolidated Statements of Cash Flows

(Unaudited, expressed in thousands of Canadian Dollars)

	Note	Nine months ended September 30, 2024	2023
Operating activities		$	$
Loss for the period		(3,648)	(9,105)
Items not involving cash:			
Share-based compensation		-	3,198
Shares issued for consulting services	4	281	-
Unrealized foreign exchange		1	(95)
Share of loss in associate	5	13	4
Deferred income tax expense (recovery)		69	(177)
Remeasurement of deferred consideration	4	285	819
Loss on debt settlement	8(b)	-	-
Finance expense	7	42	-
Changes in non-cash working capital items:			
Other current asset		82	(120)
Amounts payable and accrued liabilities		218	(146)
		(2,657)	(5,622)
Investing activities			
Deferred consideration payments	4	(1,351)	(1,104)
Net cash consumed upon acquisition of Genexco GmbH		-	(1,139)
Acquisition of 146092 B.C. Ltd. net of cash acquired	4	(1,730)	-
Funds received for farmout option	6	754	-
Exploration and evaluation assets	6	(3,846)	(669)
		(6,173)	(2,912)
Financing activities			
Proceeds of shares and warrants issued, net of share issue costs	8(b)	4,287	11,483
Proceeds from exercise of options	8(c)	100	50
Repayment of loan and promissory notes		-	(2,654)
		4,387	8,879
Change in cash		(4,443)	352
Cash and cash equivalents, beginning		8,095	9,960
Cash and cash equivalents, ending		3,652	10,312

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

1. NATURE OF OPERATIONS AND GOING CONCERN

MCF Energy Ltd. (formerly Pinedale Energy Limited) (the "Company" or "MCF" or "MCF Energy") was incorporated under the British Columbia Business Corporations Act on December 17, 2007. The Company is a junior resource company engaged in the identification, and the exploration and development, of both proven and unproven reserves via drilling and/or acquisition with a focus on the European oil and gas sector. On December 23, 2022, the Company changed its name from "Pinedale Energy Limited" to "MCF Energy Ltd."

The address of the Company's registered office is 25th floor, 700 West Georgia Street, Vancouver, BC, V7Y 1B3, and head office is 3123 - 595 Burrard Street, Vancouver, BC, V7X 1J1.

The Company is trading on the TSX Venture Exchange under the trading symbol "MCF", on the Frankfurt Stock Exchange under the trading symbol "DC6" and on the OTCQX under the trading symbol "MCFNF."

These unaudited interim condensed consolidated financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. As at September 30, 2024, the Company had working capital of $709 (December 31, 2023: working capital of $1,201), including cash and cash equivalents of $3,652 (December 31, 2023: $8,095), the Company incurred a loss during the nine months ended September 30, 2024 of $3,648 (September 30, 2023: $9,105), and cash used in operating activities of $2,657 (September 30, 2023: $5,622) with an accumulated deficit of $21,253 (December 31, 2023: $17,605). In addition, the Company has commitments (Note 13) and has yet to establish any revenue generating operations.

The continued operations of the Company and its ability to fund contractually agreed to exploration and/or development activities, are dependent on its currently available cash and cash equivalent resources and ability to generate future cash flows from operations, through successful exploration and / or development activities, or obtain additional financing. Additional financing to meet the Company's liabilities and commitments as they become due in the Company's pursuit of revenue generating operations will be required. There is a risk that capital spending on exploration activities may not be successful, and that additional financing will not be available on a timely basis or on terms acceptable to the Company. These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern.

Should the Company be unable to realize on its assets and discharge its liabilities in the normal course of business, the net realizable value of its assets may be materially less than the amounts recorded on the statement of financial position. The financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations. These adjustments could be material.

2. BASIS OF PRESENTATION

(a) Statement of compliance

These unaudited interim condensed consolidated financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. Accordingly, certain information and footnote disclosure normally included in annual financial statements prepared in accordance with IFRS Accounting Standards, as issued by the International Accounting Standards Board, have been omitted or condensed. These unaudited interim condensed consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements for the year ended December 31, 2023. The same accounting policies and methods of computation were followed in the preparation of these unaudited interim condensed consolidated financial statements as were followed in the preparation of and as described in Note 3 of the Company's audited consolidated financial statements for the year ended December 31, 2023, except for the new accounting policies as outlined in Note 2(e).

The consolidated financial statements were authorized for issue by the Board of Directors on November 21, 2024.

2. BASIS OF PRESENTATION (Continued)

(b) Basis of measurement

These unaudited interim condensed consolidated financial statements have been prepared on a historical cost basis except for certain financial instruments measured at fair value. In addition, these unaudited interim condensed consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

(c) Basis of consolidation

These comparative financial statements include the accounts of the Company and its wholly owned subsidiaries 1408978 B.C. Ltd., MCF Energy Czechia Ltd (formerly 1460292 B.C. Ltd.), Genexco GmbH, MCF Energy GmbH, Lomenska Tezebni s.r.o., and Orionos Energy s.r.o.

Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that are currently exercisable are considered. The financial statements of subsidiaries, including entities which the Company controls, are included in the consolidated financial statements from the date that control commences until the date that control ceases. All intercompany transactions and balances have been eliminated.

(d) Functional and presentation currency

Items included in the unaudited interim condensed consolidated financial statements are measured using the currency of the primary economic environment in which the entity operates (the "Functional Currency"). The unaudited interim condensed consolidated financial statements for the six months ended June 30, 2024, are presented in Canadian dollars. The Functional Currency of 1408978 B.C., and MCF Energy Czechia Ltd (formerly 1460292 B.C. Ltd.) is the Canadian dollar, the Functional Currency of Genexco GmbH and MCF Energy GmbH is the Euro, and the Functional Currency of Lomenska Tezebni s.r.o., and Orionos Energy s.r.o is the Czech Koruna.

Transactions in currencies other than the Functional Currency are recorded at the rates of exchange prevailing on the transaction dates. All assets and liabilities are translated into the presentation currency using the exchange rate in effect on the reporting date, shareholders' equity accounts are translated using the historical rates of exchange and expenses are translated at the average rate for the period.

Exchange gains and losses on translation to the presentation currency, if any, are included as a separate component of accumulated other comprehensive income.

(e) New Accounting policies

i. *Share capital*

Common shares are classified as equity. Incremental costs directly attributable to the issue of common shares and exercising stock options are recognized as a deduction from equity. Proceeds received on the issuance of units, consisting of common shares and equity classified warrants, are allocated to common shares and warrants using the residual value method. Under this method, the total proceeds from the issuance of units are first allocated to the common shares based on their fair value at the time of issuance. The remaining proceeds, after deducting the fair value of the common shares, are then allocated to the warrants.

2. BASIS OF PRESENTATION (Continued)

ii. *Farm-in proceeds*

The Company records farm-in proceeds received as a JV payable, included within amounts payable and accrued liabilities on the statement of financial position. As proceeds are utilized for exploration and evaluation expenditures, the Company reduces the JV payable by applying amounts against the exploration and evaluation assets.

iii. *Exploration and evaluation assets*

Gains and losses are not recognized on the disposition of exploration and evaluation assets. Proceeds on disposition are charged against the net book value.

(f) Significant accounting judgments and estimates

Because a precise determination of many assets and liabilities is dependent upon future events, the preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting periods.

Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

Significant judgments and estimates made by management affecting the Company's financial statements include:

Deferred tax assets and liabilities

The estimation of income taxes includes evaluating the recoverability of deferred tax assets based on an assessment of the Company's ability to utilize the underlying future tax deductions against future taxable income prior to expiry of those deductions. Management assesses whether it is probable that some or all of the deferred income tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income, which in turn is dependent upon the successful discovery, extraction, development, and commercialization of mineral reserves. To the extent that management's assessment of the Company's ability to utilize future tax deductions changes, the Company would be required to recognize more or fewer deferred tax assets, and future income tax provisions or recoveries could be affected. The measurement of deferred income tax provision is subject to uncertainty associated with the timing of future events and changes in legislation, tax rates and interpretations by tax authorities.

Share-based compensation

Compensation costs accrued for under the Company's Stock Option Plan are subject to the estimation of what the ultimate payout will be using the Black-Scholes pricing model which is based on significant assumptions such as the future volatility of the market price of MCF's shares and fair value assumption at date of grant.

Technical feasibility and commercial viability of exploration and evaluation assets

The determination of technical feasibility and commercial viability is generally based on the presence of proved and probable reserves and other factors, results in the transfer of assets from exploration and evaluation assets to petroleum and natural gas assets. The estimate of proved and probable reserves is inherently complex and requires significant judgment. Thus, any material change to reserve estimates could affect the technical feasibility and commercial viability of the underlying assets.

2. BASIS OF PRESENTATION (Continued)

Business combinations

Business combinations are accounted for using the acquisition method of accounting. The determination of fair value often requires management to make assumptions and estimates about future events. The assumptions and estimates with respect to determining the fair value of exploration and evaluation assets acquired generally require the most judgment and include estimates of deferred contingent consideration based on the probability and expected timing of each of the payments happening, with estimated future payments being discounted to their net present value at acquisition date. Changes in any of these assumptions or estimates used in determining the fair value of acquired assets and liabilities could impact the amounts assigned to assets and liabilities in the purchase price allocation. Future net income can be affected as a result of asset impairment. Judgment is required to determine whether an acquisition constitutes a business for purposes of IFRS Accounting Standards and in determining the acquisition date.

Impairment indicators

At the end of each reporting period, the Company reviews the exploration prospects for external or internal circumstances that indicate the exploration prospects may be impaired. This assessment includes many changing factors, including reserves, project economics, expected capital expenditures and production costs, access to infrastructure, obtaining and the timing of receiving required regulatory approvals, and potential infrastructure construction and expansions. Furthermore, the transfer of exploration and evaluation ("E&E") assets to property, plant and equipment ("PP&E") is based on Management's judgment of technical feasibility and commercial viability.

3. DEPOSIT

The Company has previously made a security deposit of $1,734 (EUR €1,150) (December 31, 2023 - $1,682 (EUR €1,150)) as collateral with the state mining authority in Brandenburg, Germany, to ensure the Company's fulfillment of environmental obligations pursuant to the Reudnitz permit.

4. ACQUISITIONS

a) KPFG

On November 29, 2022, and as amended on January 2, 2023, the Company entered into an assignment agreement with Kepis & Pobe Financial Group Inc. ("KPFG"). On January 3, 2023, KPFG assigned to the Company its rights under two agreements covering projects in Austria and Germany.

In consideration for the assignment, the Company issued on January 3, 2023 an aggregate of 25,000,000 common shares at a deemed price of $0.20 per common share to certain current KPFG stakeholders. KPFG retained a 1.5% royalty on future production from the assigned projects. In addition, the Company issued 1,250,000 common shares at a deemed price of $0.20 per common share as finder's shares in relation to the transaction. Additionally, upon execution of the assignment agreement, the Company included $1,043 of deferred transactions costs in the costs of the acquisition as the acquired rights were not considered to meet the definition of a business in accordance with IFRS 3 Business Combinations. The total cost of the acquisition of the joint operations was $6,375, which was recognized in E&E Assets (Note 6).

b) Genexco

On April 3, 2023, the Company acquired all of the outstanding shares of Genexco GmbH ("Genexco"), a private German oil and gas company. The Company obtained control of the operations of Genexco at that date, and hence the results of Genexco, from the date of acquisition, are included in the consolidated statements of net loss. The acquisition was accounted for as a business combination, with the Company being considered the acquirer for accounting purposes, and the assets acquired, and the liabilities assumed being recorded at fair value at the acquisition date.

4. ACQUISITIONS (Continued)

The total consideration for the acquisition was $15,396, including $3,646 (EUR €2,492) in cash, 11,067,750 common shares issued to the shareholders of Genexco valued at $5,867 based on the closing price of the Company's shares of $0.53 on April 3, 2023, and deferred consideration of $5,886 in cash and shares.

Settlement of $4,423 of the deferred consideration is contingent on certain events occurring, including the Company obtaining two exploration licences in certain specific geographic areas before October 1, 2024 (occurred). Deferred consideration that is not contingent on certain events occurring is $1,463 (EUR €1,000) in cash. At the time of acquisition, the Company determined the fair value of the deferred contingent consideration based on the probability and expected timing of each of the payments happening, with estimated future payments being discounted to their net present value at acquisition date. The Company used a discount rate of 15%, reflecting market participant risk assumptions.

At year-end 2023, the Company had obtained the two exploration licences, resulting in the issuance of 2,459,500 shares and payment of $1,958 (EUR €1,339) in relation to the deferred contingent consideration before December 31, 2023. As at December 31, 2023, the Company was obligated to pay an additional $2,418 (EUR €1,654) and issue an additional 2,459,500 shares in relation to the relation to the exploration licences obtained.

As the milestones have been met, the Company has revalued the deferred contingent consideration in the statement of financial position, resulting in an increase in the amount of $852 during the year ended December 31, 2023.

An additional $1,733 (EUR €1,150) is an earn out provision with a set milestone that is based on the award of a production licence.

During the nine months ended September 30, 2024, the Company paid $1,351 (EUR €904) for cash payments relating to the deferred consideration to the former shareholders of Genexco.

On April 1, 2024, the Company issued an aggregate of 2,459,500 shares, with a value of $1,238, to settle the share issuance portion of amounts owed to the former shareholders of Genexco.

On July 31, 2024, as part of a debt settlement agreement outlined within Note 8(b), the Company issued an aggregate of 9,215,840 Debt Units (as defined below) to the former shareholder of Genexco to settle $1,382 (EUR €928) worth of payments owed as deferred consideration.

Based on the contingent payments remaining, the deferred consideration relating to the acquisition at September 30, 2024 is $1,664 (EUR €1,104) (December 31, 2023: $5,351 (EUR €3,658)) comprised of guaranteed future cash payments, achieved milestone cash payments, and estimated earn-out payments.

In accordance with IFRS 3, Business Combinations, the acquisition meets the definition of a business combination. The Company has control of overall operations of Genexco, and hence the results of Genexco, from the date of acquisition, are included in the consolidated statements of net loss.

(Unaudited, expressed in thousands of Canadian Dollars, except for per share amounts)

4. ACQUISITIONS (Continued)

The following table summarizes the allocation of the purchase price to the fair value of the identifiable assets acquired and liabilities assumed at the date of acquisition.

Consideration	Amount
	$
Cash	7,054
Shares	8,342
	15,396
Net assets of Genexco GmbH as at April 3, 2023:	
Cash	700
Deposits	1,682
Other assets	39
Exploration and evaluation assets	12,431
Investment in Genexco Gas GmbH	4,389
Amounts payable	(80)
Deferred tax liability	(3,714)
Decommissioning liability	(51)
Net assets acquired	15,396

A success fee of $322 (EUR €220) was paid in connection with the acquisition, which is recorded as part of general and administrative expenses in the prior year Statements of Loss.

c) Czech licences

On February 27, 2024, the Company acquired all of the outstanding shares of MCF Energy Czechia Ltd. (formerly 1460292 B.C. Ltd.) The Company obtained control of the operations of MCF Energy Czechia Ltd. (formerly 1460292 B.C. Ltd.), at that date, and hence the results, from the date of acquisition, are included in the consolidated statements of net loss. The acquisition was accounted for as a business combination, with the Company being considered the acquirer for accounting purposes, and the assets acquired, and the liabilities assumed being recorded at fair value at the acquisition date. Located in the Vienna Basin of Czechia within the Carpathian Mountains, the acquisition consists of three production licences and three exploration licences.

The Company issued 17.5 million common shares at $0.275 to the vendor and made a cash payment of $1,781 (US$1,325).

Additionally, the Company issued 350,000 common shares as an advisory success fee. The value of this fee of $96 is recorded as part of general and administrative expenses in the Statements of Loss during the nine months ended September 30, 2024.

A Czech company (the "Manager"), familiar with local operations, will manage the Czech assets from its office in Prague. The Manager's compensation includes a set fee of $65 per month in cash, and cash bonuses, based on performance, up to a maximum of $800. In addition, the Manager will be granted a net profit royalty from successful wells varying between 2.5% and 10% for seven years, and a flat 2.5% thereafter. If, by the later of 24 months from closing, or fiscal year end 2025, less than $5,000 has been deployed in connection with the Company's assets or operations in the Czech Republic, the royalty gets extended one year before reverting to a flat 2.5%. If after 36 months from closing, less than $5,000 has been deployed, the Manager shall have the option to purchase 50% of the working interest in certain lands for $500. Based on the terms of the net profit royalty, the royalty payments are considered deferred consideration for the acquisition of the licences.

(Unaudited, expressed in thousands of Canadian Dollars, except for per share amounts)

4. ACQUISITIONS (Continued)

Based on the contingent payments remaining, the deferred consideration relating to the acquisition at September 30, 2024 is $188, comprised of performance bonus cash payments.

If new information is obtained within one year from the date of acquisition about facts and circumstances that existed at the date of acquisition, the accounting for the acquisition may be revised. The following table summarizes the allocation of the preliminary purchase price to the fair value of the assets acquired and liabilities assumed at the date of acquisition.

Consideration	Amount
	$
Cash	1,782
Performance milestones	188
Royalty	4,343
Shares	4,813
	11,126
Net assets of 1460292 B.C. Ltd at February 27, 2024:	
Cash	52
Other current assets	8
Exploration and evaluation assets	14,382
Accounts payable and accrued liabilities	(1)
Decomissioning liability	(447)
Deferred tax liability	(2,868)
Net assets acquired	11,126

5. INVESTMENT IN ASSOCIATE

As a result of the acquisition of Genexco (Note 4(b)) in April 2023, the Company acquired a 20% equity interest in Genexco Gas GmbH (“Genexco Gas”), a private German oil and gas company. During the nine months ended September 30, 2024, the Company recorded its proportionate share of losses of Genexco Gas in the amount of $13 (September 30, 2023 – $4).

(Unaudited, expressed in thousands of Canadian Dollars, except for per share amounts)

6. EXPLORATION AND EVALUATION ASSETS

The following tables summarizes the capitalized costs associated with the Company's E&E assets:

	Amount
	$
Acquisition Costs	
Balance December 31, 2022	-
Additions (Note 4)	18,852
Balance December 31, 2022	18,852
Additions (Note 4)	14,382
Foreign exchange translation	822
Balance September 30, 2024	34,056
Exploration Costs	
Balance December 31, 2022	-
Additions	464
Balance December 31, 2023	464
Additions	3,846
Balance September 30, 2024	4,310
Carrying Value	
Balance December 31, 2022	-
Balance December 31, 2023	19,316
Balance September 30, 2024	38,366

Reudnitz Production Licence, Germany

The Company obtained a 50% interest in a production licence in Reudnitz, Germany as part of the assignment of projects by KPFG (Note 4(a)). The remaining ownership in the licence was obtained by the Company as part of the acquisition of Genexco (Note 4(b)).

During the year ended December 31, 2023, the Company paid $340 (US$250) as a non-refundable payment upon entering into the agreement.

During the nine months ended September 30, 2024, the Company entered into a Heads of Agreement with Lime Petroleum Holdings AS ("Lime") for an option (the "Option") to farm in on Genexco's 100% interest in Reudnitz gas exploration licence in Germany. Lime has the Option to assume an working interest share in Reudnitz and the production licence of up to 80% of the total working interest in Reudnitz and the production licence.

In consideration for the Option:

- Lime paid Genexco $754 (EUR €500), which is the estimated cost of a work-over on well RZ2 in Reudnitz
- If Lime exercises its Option after the work-over and the production licence is granted, Lime will carry all costs and expenses related to the pilot development of the reservoir in the Production Licence up to $8,292 (EUR €5,500).

If Lime exercises its Option, Lime will become operator of Reudnitz Production Licence, unless it declines to assume operatorship, at which point Genexco will continue as operator.

6. EXPLORATION AND EVALUATION ASSETS (Continued)

During the nine months ended September 30, 2024, the Company received $754 (EUR €500) from Lime for the Option, which is included in the Company's cash and cash equivalents and is intended to be used to fund the work-over. As at September 30, 2024, the Company has incurred $84 (EUR €56) in work-over costs on RZ2 in Reudnitz. The funds received have been recorded as a joint venture ("JV") payable included within amounts payable and accrued liabilities. As the expenditures related to the work-over are incurred, and recognized within E&E assets, the JV payable has been reduced by the respective amount. As at September 30, 2024, the total amount included and remaining within amounts payable and accrued liabilities, relating to the JV payable is $670 (EUR €444) (December 31, 2023 - $nil).

Lech East Exploration Licence, Germany

On August 1, 2023, Genexco, the Company's wholly owned subsidiary, was awarded a natural gas exploration concession, Lech East. Lech East is approximately 100 km² in size located in Southwest Bavaria, Germany, granted by the Bavarian State Ministry of Economic Affairs, Regional Development and Energy for an initial term of three years.

Welchau Area, Molasse Basin, Austria

As part of the assignment of projects by KPFG, the Company obtained the right to earn an interest in a licence in the Welchau Area in Austria. Under the terms of the agreement, the Company will fund up to 50% of exploration drilling costs for the initial Welchau well. Upon paying 50% share of the cost, the Company will earn a 50% share of cost hydrocarbons and a 25% share of profit hydrocarbons. ADX VIE GmbH ("ADX") is designated as the initial operator and holds the licence.

On January 5, 2024, the Company and ADX amended the agreement to outline the Company's commitment to finance 50% of the Welchau-1 well expenses, up to $7,300 (EUR €5,100), in exchange for increasing the Company's economic interest in the Welchau investment area to 25% from 20%. During the nine months ended September 30, 2024, the Company reached the revised well cost cap and as a result, the Company and ADX will cover their respective shares of 25% and 75% for the expenses related to the Welchau investment area.

During the year ended December 31, 2023, the Company paid $428 (EUR €297) as a funding contribution in relation to the agreement.

During the nine months ended September 30, 2024, the Company paid $3,794 (EUR €2,587) related to cash calls for drilling expenses for the Welchau-1 well, including $1,497 (EUR €1,025) as a funding contribution towards the Welchau-1 well paid on signing the amended agreement.

Czech licences

Through the acquisition of MCF Energy Czechia Ltd. (formerly 1460292 B.C. Ltd.), the Company has three production licences and three exploration licences covering in the Vienna Basin of Czechia within the Carpathian Mountains. Refer to Note 4(c) for details surrounding this acquisition.

Impairment

E&E assets are tested for impairment when internal or external indicators of impairment exist as well as upon reclassification to oil and gas interests in PP&E. At September 30, 2024, there were no triggers identified and therefore, an impairment test was not performed.

(Unaudited, expressed in thousands of Canadian Dollars, except for per share amounts)

7. DECOMMISSIONING LIABILITY

The Company has obligations to abandon and remediate the impact from historic drilling and production activities on certain of its licences. The Company calculated the present value of these decommissioning liability using a credit-adjusted risk-free rate of 15%, including a credit spread of 12.7% as at September 30, 2024 (December 31, 2023 – 12.7%). The Company's credit spread is determined using the Company's implied cost of borrowing at the end of the reporting period.

The Company has estimated the decommissioning expenditures based on current cost estimates, net of salvage value of $1,575 (EUR €1,045) (December 31, 2023 – $1,494 (EUR €1,045)) for Germany and $1,512 (December 31, 2023 – N/A) for its Czech assets. Current cost estimates are inflated to the amounts expected to be incurred at the estimated time of abandonment between 10 and 30 years using an estimated inflation rate of 3%. (December 31, 2023 – 3%).

A summary of the changes in decommissioning liability is shown below:

	Amount
	$
Balance, December 31, 2022	-
Liabilities acquired (Note 4)	51
Balance, December 31, 2023	51
Liabilities acquired (Note 4)	447
Accretion expense	42
Foreign exchange translation	16
Balance, September 30, 2024	556

8. EQUITY

(a) Authorized

Unlimited number of voting Class A common shares with no par value.
Unlimited number of voting Class B common shares with no par value.

(b) Issued and fully paid common shares

As at September 30, 2024, there were 283,901,804 (December 31, 2023: 222,798,364) Class A shares outstanding and no Class B shares outstanding.

<u>Shares issued during the nine months ended September 30, 2024</u>

On July 31, 2024, the Company closed a non-brokered private placement (the "Private Placement") and issued 29,848,686 units at a price of $0.15 per unit for aggregate gross proceeds of $4,477. Each unit (a "Unit") consists of one Class A common share and one common share purchase warrant, with each warrant entitling the holder thereof to acquire an additional common share at an exercise price of $0.16 until July 31, 2026. Of the total gross proceeds raised, $4,029 has been allocated to the value of the shares issued, with the residual $448 allocated to the value of the warrants (Note 8(d)). In connection with the Private Placement, the Company paid finders' fees of $100 and issued 666,906 non-transferable finders' warrants valued at $34. Each finders' warrant carries the same terms as those issued in accordance with the Private Placement. The Company incurred total issuance costs of $224 in relation to the Private Placement, which includes the value of finders' fees and finders' warrants issued, of which $201 has been attributed to the value of the shares issued and $23 has been attributed to the value of the warrants (Note 8(d)).

8. EQUITY (Continued)

On July 31, 2024, the Company settled outstanding debt owed to various creditors in the aggregate amount of $1,567 through the issuance of an aggregate of 10,445,254 units ("Debt Units"), at a deemed price of $0.15 per Debt Unit (the "Debt Settlement"). Each Debt Unit consists of one Class A common share and one common share purchase warrant entitling the holder thereof to acquire an additional Class A common share at an exercise price of $0.16 until July 31, 2026. $1,382 of the amount settled relates to amounts owed from deferred consideration (Note 4), while the remaining amount of $185 relates to the settlement of accounts payable balances. Of the total debt settled, $1,410 has been allocated to the value of shares issued from the Deb Units and $157 has been allocated to the value of the warrants issued (Note 8(d)).

On April 3, 2024, 500,000 stock options for Class A common shares were exercised for gross proceeds of $100.

On April 1, 2024, the Company issued an aggregate of 2,459,500 Class A common shares at a deemed price of $0.60 per common share to the former Genexco shareholders as a result of meeting a predetermined contingent consideration milestone for the Genexco acquisition discussed in Note 4(b).

On February 26, 2024, the Company issued 17.5 million Class A common shares at $0.275 as part of the acquisition of MCF Energy Czechia Ltd. (formerly 1460292 B.C. Ltd) (Note 4(c)). Additionally, the Company issued 350,000 common shares as an advisory success fee. The value of this fee of $96 is recorded as part of general and administrative expenses in the Statements of Loss in the period.

Shares issued during the year ended December 31, 2023

On August 11, 2023, and in concurrence with the award of the Lech East exploration concession, the Company issued 2,459,500 Class A common shares at a value of $0.53 to the former Genexco shareholders as a result of meeting a predetermined contingent consideration milestone for the Genexco acquisition discussed in Note 4(b).

On April 4, 2023, 250,000 stock options for Class A common shares were exercised for gross proceeds of $50.

On April 3, 2023, the Company completed the acquisition of Genexco (Note 4(b)). The Company purchased a 100% interest in Genexco for $1,838 (EUR €1,250) in cash and issued a total of 11,067,750 Class A common shares at a value of $5,867 to the shareholders of Genexco in connection with the acquisition.

On April 3, 2023, concurrently with closing of the acquisition of Genexco, the Company issued 24,799,000 Class A common shares on conversion of the subscription receipts that were issued pursuant to the concurrent financing on March 17, 2023 described below.

On March 17, 2023, the Company closed its non-brokered financing. The Company issued 24,799,000 subscription receipts for Class A common shares at $0.50 for gross proceeds of $12,400. The Company incurred share issue costs of $807 in connection with closing the placement. The Company issued 982,940 broker warrants for Class A common shares exercisable at $0.62 per Class A common share on closing of the placement.

On January 3, 2023, the Company closed its non-brokered private placement issuing 42,500,000 Class A common shares at $0.20 for gross proceeds of $8,500. The Company incurred share issue costs of $381 in connection with the closing of the placement. Proceeds for the private placement had been received in December 2022 and were transferred from Subscription receipts to Share capital on issuance of the shares.

On January 3, 2023, the Company issued an aggregate of 25,000,000 common shares at a deemed price of $0.20 per common share to certain current KPFG stakeholders. In connection with the transaction, the Company also issued 1,250,000 common shares at a deemed price of $0.20 per common share to certain finders.

(Unaudited, expressed in thousands of Canadian Dollars, except for per share amounts)

8. EQUITY (Continued)

(c) Stock Options

The Company has adopted a share option plan for which options to acquire up to a total of 10% of the issued share capital, at the award date, may be granted to eligible optionees from time to time. Generally, share options granted have a maximum term of ten years, and a vesting period and exercise price determined by the directors.

On September 26, 2023, the Company granted 5,750,000 options to certain consultants of the Company and a charitable organization. The options vest immediately and are exercisable at a price of $0.29 per common share until September 26, 2033. Using the Black-Scholes valuation model, the grant date fair value was $1,349. The following weighted average assumptions were used for the valuation of the options: risk-free interest rate of 4.09%, option life of 10 years, annualized volatility of 75%, and dividend rate of 0.00%. On November 28, 2023, the Company cancelled 3,750,000 of these options.

On January 3, 2023, the Company granted 13,600,000 Class A common share options to certain directors, officers and consultants of the Company and charitable organizations. The options vest over one year and are exercisable at a price of $0.20 per common share until January 3, 2033. Using the Black-Scholes valuation model, the grant date fair value was $1,668. The following weighted average assumptions were used for the valuation of the options: risk-free interest rate of 3.21%, option life of 10 years, annualized volatility of 75%, forfeiture rate of 7.54% and dividend rate of 0.00%.

On April 3, 2024, 500,000 stock options were exercised for proceeds of $100.

On April 4, 2023, 250,000 stock options were exercised for proceeds of $50.

A summary of the changes in options is presented below:

	Options Outstanding	Weighted Average Exercise Price
		$
Balance December 31, 2022	-	-
Granted	19,350,000	0.23
Exercised	(250,000)	0.20
Cancelled	(3,750,000)	0.29
Balance December 31, 2023	15,350,000	0.21
Exercised	(500,000)	0.20
Balance September 30, 2024	14,850,000	0.21

The following tables summarize information about the Company's stock options outstanding at September 30, 2024:

Options Outstanding	Options Exercisable	Exercise Price	Expiry Date
		$	
12,850,000	12,850,000	0.20	January 3, 2033
2,000,000	2,000,000	0.29	September 26, 2033
14,850,000	14,850,000		

(Unaudited, expressed in thousands of Canadian Dollars, except for per share amounts)

8. EQUITY (Continued)

(d) Warrants

On July 31, 2024, the Company issued 29,848,686 common share purchase warrants as part of the Private Placement. Each warrant is exercisable for one Class A common share at a price of $0.16 per share until July 31, 2026. The warrants were allocated a value of $448 as outlined within Note 8(b). Issuance costs of $23 were attributed to the warrants, resulting in a net value of $425 recorded on the statement of financial position as at September 30, 2024. As part of the Private Placement, the Company issued 666,906 finders' warrants valued at $34 using the Black-Scholes valuation model. Each finders' warrant entitles the holder thereof to acquire one Class A common share at a price of $0.16 per share until July 31, 2026 (Note 8(b)).

The following weighted average assumptions were used in the Black-Scholes valuation model for the valuation of the finders' warrants: risk-free interest rate of 3.46%, warrant life of 2 years, annualized volatility of 75% and a dividend rate of 0.00%.

On July 31, 2024, the Company issued 10,445,254 common share purchase warrants as part of the Debt Settlement (Note 8(b)). Each warrant is exercisable for one Class A common share at a price of $0.16 per share until July 31, 2026. The warrants were allocated a value of $157 as outlined within Note 8(b).

On March 17, 2023, the Company issued 982,940 broker warrants as part of a private placement agreement with an exercise price of $0.62. Using the Black-Scholes valuation model, the grant date fair value was $142, which was recorded as share issuance costs. The following weighted average assumptions were used for the valuation of the options: risk-free interest rate of 3.55%, warrant life of 1-year, annualized volatility of 75% and dividend rate of 0.00%.

A summary of the changes in warrants is presented below.

	Warrants Outstanding	Weighted Average Exercise Price
		$
Balance, December 31, 2022	-	-
Granted	982,940	0.62
Balance, December 31, 2023	982,940	0.62
Expired	(982,940)	0.62
Issued with the Private Placement (Note 8(a))	29,848,686	0.16
Finders' warrants issued with the Private Placement (Note 8(a))	666,906	0.16
Issued with the Debt Settlement (Note 8(a))	10,445,254	0.16
Balance, September 30, 2024	40,960,846	0.16

On March 17, 2024, 982,940 broker warrants exercisable at $0.62 expired unexercised.

(Unaudited, expressed in thousands of Canadian Dollars, except for per share amounts)

9. RELATED PARTY TRANSACTIONS

(a) Key management consists of personnel having the authority and responsibility for planning, directing, and controlling the activities of the Company, which are the directors and executive officers of the Company. The table below outlines the compensation to key management for the nine months ended September 30, 2024 and 2023:

	Nine months ended September 30, 2024	Nine months ended September 30, 2023
	$	$
Consulting fees	493	613
Director fees	69	-
Share-based compensation	-	936
	562	1,549

(b) As at September 30, 2024, there is $109 (December 31, 2023: $60) included in accounts payable and accrued liabilities owing to key management.

(c) Certain key management personnel hold a 1.0% royalty on some of the Company's projects – Note 4(a).

(d) As outlined in Note 8(b), the Company completed the Private Placement during the nine months ended September 30, 2024. Certain directors of the Company participated in the Private Placement by providing $300 in proceeds to the Company and were thus issued 2,002,000 common shares and 2,002,000 common share purchase warrants.

10. GENERAL AND ADMINISTRATION EXPENSES

Included in general and administration expenses for the nine months ended September 30 are the following types of expenses:

	Nine months ended September 30, 2024	Nine months ended September 30, 2023
	$	$
Administrative success fee	96	322
Business development	86	260
Consulting fees	1,845	1,355
Director fees	69	-
Marketing and investor relations	331	2,440
Office and administration	181	194
Professional fees	578	703
Regulatory and filing fees	96	151
Travel	34	278
	3,316	5,703

11. CAPITAL MANAGEMENT

The Company's policy is to maintain a strong capital base to continue investor, creditor, and market confidence and to sustain the future development of the business. The Company's objectives when managing capital are to:

i) Deploy risked capital to maximize the potential return on investment to its shareholders;
ii) Maintain financial flexibility in order to preserve the Company's ability to meet financial obligations; and
iii) Maintain a capital structure that provides financial flexibility to execute potential strategic acquisitions.

The Company's strategy is designed to maintain a flexible capital structure consistent with the objectives as stated above and to respond to changes in economic conditions and the risk characteristics of the underlying petroleum and natural gas prospects. MCF considers its capital structure to include shareholders' equity, stock options, and working capital. In order to maintain or adjust its capital structure, the Company may from time-to-time issue new Common Shares, acquire or dispose of assets, farm-out a portion of its working interest in one or more asset, seek debt-based financing, and adjust its capital spending to manage working capital.

In order to facilitate the management of its capital expenditures and working capital, the Company prepares annual budgets which are updated quarterly depending upon varying factors including current and forecast crude oil and natural gas prices, capital expenditures and general industry conditions. The annual and updated budgets are approved by the Board of Directors.

12. FINANCIAL INSTRUMENTS

Financial Risk Management

Cash and restricted cash, sales tax recoverable, cash call receivable, and accounts payable and accrued liabilities are held at amortized cost which approximates fair value due to the short-term nature of these instruments. Deferred consideration is held at fair value.

The Company classifies its fair value measurements in accordance with the three-level fair value hierarchy as follows:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities,

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 – Inputs that are not based on observable market data.

Financial Instrument Risk Exposure

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board approves and monitors the risk management processes.

Credit Risk

Credit risk arises from the potential for non-performance by counterparties of contractual financial obligations. The Company is exposed to credit risk on cash. The Company reduces its credit risk on cash by maintaining its bank account with a large international financial institution and temporarily holds cash in the Company lawyer's trust account. The maximum exposure to credit risk is equal to the carrying value of its cash and sales tax recoverable.

12. FINANCIAL INSTRUMENTS (Continued)

Liquidity Risk

At September 30, 2024, the Company had cash of $3,652 to settle current liabilities of $3,078 and had working capital of $709. The Company manages liquidity risk through the management of its capital structure. The Company monitors and reviews current and future cash requirements and matches the maturity profile of financial assets and liabilities.

Refer to Note 1 – Nature of Operations and Going Concern.

Currency Risk

Currency risk is the risk that financial instruments that are denominated in a currency other than the Canadian dollar, which is the Company's reporting currency, will fluctuate due to changes in exchange rates. The Company has future funding commitments in Euro currency. Management monitors foreign exchange exposure, and if appropriate, will look at entering into derivative contracts.

Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, commodity prices, and equity prices.

I. Interest Rate Risk

Interest rate risk consists of two components:

(a) To the extent that payments made or received on the Company's monetary assets and liabilities are affected by changes in the prevailing market interest rates, the Company is exposed to interest rate cash flow risk.
(b) To the extent that changes in prevailing market rates differ from the interest rate in the Company's monetary assets and liabilities, the Company is exposed to interest rate price risk.

Due to the short-term nature of the Company's financial instruments, fluctuations in market rates do not have a significant impact on estimated fair values as of September 30, 2024. Future cash flows from interest income on cash will be affected by interest rate fluctuations. The Company manages interest rate risk by maintaining an investment policy that focuses primarily on the preservation of capital, and liquidity Interest rate risk is assessed as low.

13. COMMITMENTS

(a) The Company is committed to future expenditures of $1,595 (EUR €1,058) on the Welchau prospect.

(b) The Company is obligated to fund its decommissioning liabilities associated with the Reudnitz prospect.. Genexco, its wholly owned subsidiary, has a total of $1,734 (EUR €1,150) on account with the local mining authority.

(c) In addition to joint interest costs, the Company is obligated to fund up to 50% of cost overruns, relating to its joint interest operation, under the terms of its joint development agreement.

(d) As part of the consideration for the acquisition of MCF Energy Czechia Ltd. (formerly 1460292 B.C. Ltd.), the Company granted, to a Czech company, a net profit royalty generated from future drilling for a specified period of time, not to exceed seven (7) years. Refer to Note 4(c) for further details regarding the net profit royalty.

14. SEGMENTED INFORMATION

As at September 30, 2024, the Company primarily operates in one reportable operating segment, being oil and gas exploration in Europe.