NG ENERGY INTERNATIONAL CORP.

INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

SEPTEMBER 30, 2023

NG ENERGY INTERNATIONAL CORP.

INTERIM CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(Unaudited, expressed in U.S. Dollars)	**September 30, 2023**	December 31, 2022
Assets		
Current Assets		
Cash and cash equivalents	**11,998,276**	6,962,228
Deposit in escrow (Note 8)	**2,660,985**	2,788,368
Accounts receivable	**1,241,751**	426,670
Prepaids	**2,246,280**	494,277
	18,147,292	10,671,543
Non-current Assets		
Restricted cash (Note 5)	**2,464,680**	1,968,873
VAT receivable	**3,284,477**	2,354,633
Exploration and evaluation assets (Note 6)	**32,179,170**	26,721,884
Property, plant and equipment (Note 7)	**46,537,403**	41,429,727
Total Assets	**102,613,022**	83,146,660
Liabilities		
Current Liabilities		
Accounts payable and accrued liabilities	**8,143,593**	9,685,106
Current portion of lease obligations (Note 9)	**3,141,160**	2,776,384
	11,284,753	12,461,490
Non-current Liabilities		
Liability component of convertible debentures (Note 8)	**55,651,595**	31,172,380
Lease obligations (Note 9)	**19,072,932**	21,480,395
Decommissioning obligations	**2,404,507**	2,525,858
Total Liabilities	**88,413,787**	67,640,123
Shareholders' Equity		
Share capital (Note 11a)	**114,380,581**	104,881,440
Contributed surplus	**22,351,015**	22,407,580
Warrants (Note 11c)	**7,360,958**	7,783,794
Equity component of convertible debentures (Note 8)	**3,016,750**	1,885,600
Deficit	**(132,623,456)**	(120,986,462)
Accumulated other comprehensive loss	**(286,613)**	(465,415)
Total Shareholders' Equity	**14,199,235**	15,506,537
Total Liabilities and Shareholders' Equity	**102,613,022**	83,146,660

Going concern (Note 2)
Related parties (Note 14)
Commitments (Note 16)

See accompanying notes to the interim condensed consolidated financial statements.

NG ENERGY INTERNATIONAL CORP.

INTERIM CONDENSED CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS

For the three and nine months ended September 30

	For the three months ended		For the nine months ended	
(Unaudited, expressed in U.S. Dollars)	**2023**	2022	**2023**	2022
Revenue:				
Revenue (Note 12)	**2,486,991**	-	**7,399,173**	-
Royalty expense	**(428,766)**	-	**(1,187,533)**	-
Revenues, net of royalties	**2,058,225**	**-**	**6,211,640**	-
Finance income (Note 13)	**220,351**	-	**502,479**	-
Total revenue and other income	**2,278,576**	**-**	**6,714,119**	**-**
Expenses:				
Operating expenses	**1,086,477**	-	**2,170,681**	-
General and administrative	**1,608,803**	806,611	**4,464,500**	2,722,357
Business development	**374,587**	-	**374,587**	-
Share-based compensation	**21,640**	1,860,743	**21,640**	1,860,743
Exploration and evaluation expense (Note 6)	**45,273**	52,671	**140,711**	210,797
Depletion and depreciation (Note 7)	**1,467,066**	67,159	**4,111,579**	75,226
Finance expense (Note 13)	**3,035,857**	462,954	**7,762,558**	820,139
Gain on disposition	**-**	(280,863)	**-**	(280,863)
Foreign exchange (gain) loss	**(24,669)**	875,142	**(277,926)**	1,470,060
	7,615,034	3,844,417	**18,768,330**	6,878,459
Loss before income taxes	**(5,336,458)**	(3,844,417)	**(12,054,211)**	(6,878,459)
Deferred income tax recovery	**417,217**	-	**417,217**	379,121
Net loss	**(4,919,241)**	(3,844,417)	**(11,636,994)**	(6,499,338)
Other comprehensive income				
Foreign currency translation adjustment	**922,312**	482,388	**178,802**	580,107
Comprehensive Loss	**(3,996,929)**	(3,362,029)	**(11,458,192)**	(5,919,231)
Loss per share – basic and diluted (Note 11d)	**(0.04)**	(0.03)	**(0.09)**	(0.05)
Weighted average number of common shares outstanding	**130,506,440**	125,109,229	**126,936,624**	123,565,061

See accompanying notes to the interim condensed consolidated financial statements.

NG ENERGY INTERNATIONAL CORP.

INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

For the three and nine months ended September 30

(Unaudited, expressed in U.S. Dollars)	For the three months ended **2023**	2022	For the nine months ended **2023**	2022
Operating Activities				
Net loss	**(4,919,241)**	(3,844,417)	**(11,636,994)**	(6,499,338)
Items not affecting cash:				
Depletion and depreciation (Note 7)	**1,467,066**	67,159	**4,111,579**	75,226
Share-based compensation	**21,640**	1,860,743	**21,640**	1,860,743
Unrealized foreign exchange (gain) loss	**(725,814)**	196,289	**(1,455,759)**	537,193
Finance income (Note 13)	**(220,351)**	(84,183)	**(502,479)**	(168,657)
Finance expense (Note 13)	**3,035,857**	547,137	**7,762,558**	988,796
Gain on disposition	**-**	(280,863)	**-**	(280,863)
Deferred income tax recovery	**(417,217)**	-	**(417,217)**	(379,121)
Change in non-cash working capital (Note 17)	**656,555**	164,744	**(214,792)**	(65,984)
Cash used in operating activities	**(1,101,505)**	(1,373,391)	**(2,331,464)**	(3,932,005)
Investing Activities				
Exploration and evaluation asset additions (Note 6)	**(629,579)**	(6,906,370)	**(1,878,526)**	(13,430,845)
Property, plant and equipment additions (Note 7)	**(6,099,061)**	(14,226)	**(8,989,204)**	(33,221)
Change in restricted cash (Note 5)	**48,042**	(12,779)	**(161,483)**	(25,013)
Change in non-cash working capital (Note 17)	**(3,055,923)**	404,712	**(4,823,649)**	1,695,149
Cash used in investing activities	**(9,736,521)**	(6,528,663)	**(15,852,862)**	(11,793,930)
Financing Activities				
Advances received toward future financing (Note 18)	**-**	-	**8,308,157**	-
Proceeds on convertible debentures, net of costs (Note 8)	**17,845,772**	-	**17,845,772**	12,069,444
Proceeds on warrant exercises	**4,003,648**	-	**4,003,648**	1,002,644
Proceeds on option exercises	**111,370**	-	**111,370**	6,519
Proceeds released from (put into) escrow	**(1,543,599)**	251,202	**132,961**	(696,018)
Proceeds on disposition	**-**	280,863	**-**	280,863
Purchase of shares cancelled under normal course issuer bid	**-**	(106,279)	**-**	(106,279)
Interest income	**220,351**	84,183	**502,479**	168,657
Interest expense paid	**(1,516,752)**	(297,166)	**(3,481,593)**	(473,485)
Lease payments, principal and interest	**(1,649,697)**	(216,312)	**(4,920,290)**	(216,312)
Cash provided by financing activities	**17,471,093**	(3,509)	**22,502,504**	12,036,033
Net increase (decrease) in cash	**6,633,067**	(7,905,563)	**4,318,178**	(3,689,902)
Foreign exchange gain (loss) on cash	**342,965**	(5,094)	**717,870**	(205,907)
Increase (decrease) in cash	**6,976,032**	(7,910,657)	**5,036,048**	(3,895,809)
Cash, beginning of period	**5,022,244**	9,863,805	**6,962,228**	5,848,957
Cash, end of period	**11,998,276**	1,953,148	**11,998,276**	1,953,148

Cash is defined as cash and cash equivalents.

See accompanying notes to the interim condensed consolidated financial statements.

NG ENERGY INTERNATIONAL CORP.

INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

(Unaudited, expressed in U.S. Dollars)	**Number of Common Shares**	**Share Capital**	**Contributed Surplus**	**Warrants**	**ECCD[1]**	**Deficit**	**AOCL[2]**	**Total**
Balance at December 31, 2022	125,122,132	104,881,440	22,407,580	7,783,794	1,885,600	(120,986,462)	(465,415)	15,506,537
Net loss	-	-	-	-	-	(11,636,994)	-	(11,636,994)
Shares issued through acquisition (Note 4)	6,592,000	4,002,135	-	-	-	-	-	4,002,135
Shares issued through warrant exercise	4,610,500	5,160,346	-	(1,156,698)	-	-	-	4,003,648
Shares issued through option exercise	450,000	189,575	(78,205)	-	-	-	-	111,370
Issuance of convertible debentures (Note 8)	-	-	-	733,862	1,139,457	-	-	1,873,319
Debenture conversion	233,333	147,085	-	-	(8,307)	-	-	138,778
Foreign currency translation adjustment	-	-	-	-	-	-	178,802	178,802
Share-based compensation	-	-	21,640	-	-	-	-	21,640
Balance at September 30, 2023	**137,007,965**	**114,380,581**	**22,351,015**	**7,360,958**	**3,016,750**	**(132,623,456)**	**(286,613)**	**14,199,235**
Balance at December 31, 2021	119,930,155	103,572,805	10,349,516	14,669,362	-	(111,018,304)	(840,382)	16,732,997
Net loss	-	-	-	-	-	(6,499,338)	-	(6,499,338)
Shares issued through warrant exercise	5,011,111	1,205,561	-	(202,917)	-	-	-	1,002,644
Shares issued through option exercise	30,000	11,108	(4,589)	-	-	-	-	6,519
Issuance of convertible debentures	-	-	-	2,354,764	225,564	-	-	2,580,328
Debenture conversions	291,666	192,445	-	-	(4,604)	-	-	187,841
Warrants expired	-	-	10,201,910	(10,201,910)	-	-	-	-
Shares cancelled through share buyback	(140,800)	(106,279)	-	-	-	-	-	(106,279)
Foreign currency translation adjustment	-	-	-	-	-	-	580,107	580,107
Share-based compensation	-	-	1,860,743	-	-	-	-	1,860,743
Balance at September 30, 2022	**125,122,132**	**104,875,640**	**22,407,580**	**6,619,299**	**220,960**	**(117,517,642)**	**(260,275)**	**16,345,562**

(1) Equity component of convertible debentures

(2) Accumulated other comprehensive loss

See accompanying notes to the interim condensed consolidated financial statements.

1. REPORTING ENTITY

NG Energy International Corp. ("NG" or the "Company") is an oil and gas company incorporated in Canada and is engaged in exploration and development activities in Colombia. The Company's registered address is 25th Floor, 700 West Georgia Street, Vancouver, British Columbia, Canada V7Y 1B3. NG's common shares are listed on the TSX Venture Exchange ("TSX-V") under the symbol "GASX".

2. GOING CONCERN

These interim condensed consolidated financial statements ("Financial Statements") have been prepared on a going concern basis, which assumes that the Company will be able to discharge its obligations and realize its assets in the normal course of operations for the foreseeable future.

During the nine months ended September 30, 2023, the Company recognized a net loss of $11.6 million and cash used in operating activities of $2.3 million. As of September 30, 2023, the Company had a working capital surplus of $6.9 million, including cash and cash equivalents of $12.0 million. For 2023, the Company has contractually committed exploration and development amounts of $3.0 million as outlined in Note 16 and $6.6 million for lease obligations as outlined in Note 9. Although in 2022, the Company commenced early-stage gas production on the Maria Conchita Block, current production volumes are still below expectations such that the Company is anticipating that cash will continue to be used in operations. As such, the Company will need to obtain capital to fund the Company's ongoing operations, and commitments, and the continued development of the Company's exploration and evaluation assets. In August 2023, the Company completed a private placement of C$35 million (see Note 8), these proceeds will be used for the ongoing development of the assets but will not be sufficient to complete the full development of the exploration assets.

As such, there remains a material uncertainty surrounding the Company's ability to obtain sufficient capital to meet its operational requirements and commitments. These conditions noted above indicate a material uncertainty exists that may cast significant doubt with respect to the Company's ability to continue as a going concern.

Management believes that the going concern assumption is appropriate for these Financial Statements and that the Company will be able to meet its operational requirements and commitments during the upcoming year and beyond. There is no guarantee that the Company will be successful in its endeavors and no certainty as to the timing of the Company's impending exploration commitments. Should the going concern assumption not be appropriate and the Company is not able to realize its assets and settle its liabilities, these Financial Statements would require adjustments to the amounts and classifications of assets and liabilities, and these adjustments could be material.

3. BASIS OF PRESENTATION

Statement of compliance

These Financial Statements have been prepared in accordance with International Accounting Standard 34 "Interim Financial Reporting" under International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board.

These Financial Statements follow the same accounting policies and method of computation as the Company's annual consolidated financial statements for the year ended December 31, 2022, with the exception of certain disclosures that are normally required to be included in annual consolidated financial statements which have been condensed or omitted. These Financial Statements should be read in conjunction with the Company's annual consolidated financial statements for the year ended December 31, 2022. These Financial Statements have been approved and authorized for issuance by the Company's Board of Directors on November 21, 2023.

Basis of measurement

These Financial Statements have been prepared on the historical cost basis except for certain financial and non-financial assets and liabilities, restricted share units ("RSUs"), performance share units ("PSUs") and deferred share units ("DSUs"), which have been measured at fair value. The methods used to measure fair value are consistent with the Company's December 31, 2022 annual consolidated financial statements.

Functional and presentation currency

These Financial Statements are presented in United States (US) dollars, except for Canadian dollars ("C$") where indicated. The Company's functional currency is the Canadian dollar while each of its subsidiaries with significant activity has US dollar functional currency, which is the primary economic environment in which each subsidiary operates.

Significant accounting policies

The Company's significant accounting policies can be read in Note 4 to the Company's annual consolidated financial statements as at and for the year ended December 31, 2022. With the exception below, there were no material changes in the Company's significant accounting policies from those disclosed in the 2022 annual audited financial statements.

Long-term Incentive Compensation

The grant date fair value of equity-settled restricted share units ("RSUs"), performance share units ("PSUs") and deferred share units ("DSUs") granted to officers, employees and directors is recognized as an expense with a corresponding increase in contributed surplus on a graded vesting basis over the vesting period. The PSUs are subject to certain non-market performance conditions, of which, the impact is estimated at the grant date. The units are expected to be settled through the issuance of common shares of the Company.

Income Taxes

The Company has adopted the amendment to IAS 12 International Tax Reform – Pillar Two Model Rules in the interim period ending September 30, 2023. As a result, the Company has applied the exception to not recognize and disclose information about deferred tax assets and liabilities related to Pillar Two incomes taxes. This exception has been applied retrospectively but no adjustments to previously reported figures were reported.

4. VMM39 BLOCK OPTION ACQUISITION

The Company has signed a joint operating agreement with an option to acquire a 25% working interest in the VMM39 Block. The option is exercisable by the Company, in its sole discretion and for no additional consideration, upon participating in the drilling and completion of the San Diego-1X exploration well. Acquisition of the option in the VMM39 Block was purchased through an issuance of 6,592,000 common shares in the Company for a determined value at issuance of $4,002,135.

5. RESTRICTED CASH

	2023	2022
SN-9 ANH Guarantee Deposit	2,036,943	1,704,618
Tiburon ANH Guarantee Deposit	427,737	264,255
Restricted cash	**2,464,680**	**1,968,873**

Term deposits of $2.4 million and $0.3 million were originally established to secure performance guarantees required by the Colombian National Hydrocarbon Agency ("ANH") under the Exploration and Production ("E&P") Contracts for the SN-9 and Tiburon Block. The SN-9 and Tiburon deposit amounts were defined in US dollars by the ANH but are held in Colombian pesos with Colombian banks and are subject to foreign currency fluctuation risks in relation to the US dollar, which may result in additional funding towards these term deposits from time to time at the discretion of the ANH. These deposits are to be released to the Company once current phase commitments under each E&P Contract are completed. As at September 30, 2023, the balances of the SN-9 term deposit and Tiburon term deposit were $2,036,943 and $427,737, respectively.

6. EXPLORATION AND EVALUATION ASSETS

Exploration and Evaluation ("E&E") assets consist of the following amounts as at September 30, 2023, and December 31, 2022:

	2023	2022
Balance as at January 1	26,721,884	11,980,739
Additions	5,880,661	31,018,076
E&E reduction from loan conversion to royalty	-	(3,232,880)
Asset retirement cost addition	-	703,634
Revision of asset retirement estimate	(423,375)	568,066
Transfer of E&E assets to D&P assets (Note 7)	-	(14,315,751)
Balance as at end of period	**32,179,170**	**26,721,884**

As at September 30, 2023, it was determined that no impairment indicators exist for the Tiburon and SN-9 cash generating units ("CGUs"). The Company incurs ongoing maintenance costs for the Tiburon CGU from the third-party operator, which are expensed as E&E expenses. No further capital activity has occurred in the Tiburon Block in the period.

7. PROPERTY, PLANT, AND EQUIPMENT

The Company's property, plant, and equipment ("PP&E") consist of development and production ("D&P") assets, corporate fixed assets and right-of-use leased ("ROU") assets. D&P assets include the Company's interests in any developed natural gas properties. The components of the Company's PP&E assets are as follows:

Cost	D&P	Corporate	ROU	Total
As at December 31, 2021	-	235,197	-	235,197
Transfer of E&E assets to D&P (Note 6)	14,315,751	-	-	14,315,751
Capital additions	2,794,228	33,551	24,886,551	27,714,330
Revision of asset retirement estimate	412,086	-	-	412,086
As at December 31, 2022	17,522,065	268,748	24,886,551	42,677,364
Capital additions	8,983,203	6,001	-	8,989,204
Asset retirement cost addition	648,117	-	-	648,117
Revision of asset retirement estimate	(418,066)	-	-	(418,066)
As at September 30, 2023	**26,735,319**	**274,749**	**24,886,551**	**51,896,619**
Accumulated depletion, depreciation and impairment				
As at December 31, 2021	-	227,068	-	227,068
Depletion and depreciation	405,337	20,866	594,366	1,020,569
As at December 31, 2022	405,337	247,934	594,366	1,247,637
Depletion and depreciation	1,971,075	9,323	2,131,181	4,111,579
As at September 30, 2023	**2,376,412**	**257,257**	**2,725,547**	**5,359,216**
Net book value				
As at December 31, 2022	17,116,728	20,814	24,292,185	41,429,727
As at September 30, 2023	**24,358,907**	**17,492**	**22,161,004**	**46,537,403**

As at September 30, 2023, the balance of D&P consisted of those oil and gas properties of the Maria Conchita CGU that were reclassified from E&E in 2022 along with capital additions of $8,983,203 in the Maria Conchita CGU. Future development costs in the amount of $35.4 million were included in depletion calculated for the nine months ended September 30, 2023 ($nil for the nine months ended September 2022). As at September 30, 2023, the Company completed an impairment review of its PP&E assets. It was determined that no impairment indicators existed.

8. CONVERTIBLE DEBENTURES

July 2023 Offering

In July 2023, the Company completed a private placement offering of convertible debentures for aggregate proceeds of $26.7 million (C$35 million). Each convertible debenture unit is denominated in Canadian dollars and consisted of: (i) one 10% convertible unsecured debenture in the principal amount of $1,000 maturing on July 31, 2026; and (ii) 1,000 common share purchase warrants of the Company, with each warrant entitling the holder thereof to purchase one common share of the Company at an exercise price of C$0.90 per share for a period of three years ending July 31, 2026. Under the terms of the debentures, the lenders may at any time prior to the maturity date convert any or all the principal amount of the debentures into shares of the Company at a conversion price of C$0.70 per share.

The components of the Company's convertible debentures as of September 30, 2023 are as follows:

	Liability Component	Equity Component	Warrants	Total
On date of issuances, net of transaction costs	23,863,392	1,556,675	733,862	26,153,929
Deferred income tax recovery	-	(417,218)	-	(417,218)
Accretion	118,934	-	-	118,934
Impact of foreign exchange	(605,637)	-	-	(605,637)
Balance, September 30, 2023	**23,376,689**	**1,139,457**	**733,862**	**25,250,008**

Interest on the debentures is payable monthly in arrears on the last day of each month, commencing August 31, 2023. An amount equal to the interest payable under the debentures from the closing date of the offering until the first anniversary of the offering was placed in escrow upon closing of the offering and shall be paid out to holders of debentures monthly. Interest thereafter shall be paid out of the Company's cash flow. As of September 30, 2023, the total balance of deposit in escrow was $2,175,686.

November 2022 Offering

In November 2022, the Company completed a private placement offering of convertible debentures for aggregate proceeds of $25.9 million (C$35 million). Each convertible debenture unit is denominated in Canadian dollars and consisted of: (i) one 10% convertible unsecured debenture in the principal amount of $1,000 maturing on November 30, 2025; and (ii) 1,000 common share purchase warrants of the Company, with each warrant entitling the holder thereof to purchase one common share of the Company at an exercise price of C$1.08 per share for a period of three years ending November 30, 2025. Under the terms of the debentures, the lenders may at any time prior to the maturity date convert any or all the principal amount of the debentures into shares of the Company at a conversion price of C$0.90 per share.

The components of the Company's convertible debentures as of September 30, 2023 are as follows:

	Liability Component	Equity Component	Warrants	Total
On date of issuances, net of transaction costs	22,362,818	1,890,668	1,164,495	25,417,981
Deferred income tax recovery	-	(504,388)	-	(504,388)
Accretion	76,523	-	-	76,523
Impact of foreign exchange	(38,790)	-	-	(38,790)
Balance, December 31, 2022	22,400,551	1,386,280	1,164,495	24,951,326
Accretion	768,933	-	-	768,933
Exercise of Debentures	(138,778)	(8,307)	-	(147,085)
Impact of foreign exchange	15,423	-	-	15,423
Balance, September 30, 2023	**23,046,129**	**1,377,973**	**1,164,495**	**25,588,597**

Interest on the debentures is payable monthly in arrears on the last day of each month, commencing December 31, 2022. An amount equal to the interest payable under the debentures from the closing date of the offering until the first anniversary of the offering was placed in escrow upon closing of the offering and shall be paid out to holders of debentures monthly. Interest thereafter shall be paid out of the Company's cash flow. As of September 30, 2023, the total balance of deposit in escrow was $485,299.

Subsequent to September 30, 2023, certain debenture holders elected to convert C$250,000 face value of debentures units to common shares of the Company at the conversion price of C$0.90 per share, resulting in the issuance of 277,777 common shares.

May 2022 Offering

In May 2022, the Company completed a prospectus offering of convertible debenture units for aggregate proceeds of $13.4 million (C$17.1 million). Each convertible debenture unit is denominated in Canadian dollars and consisted of: (i) one 8% convertible unsecured debenture in the principal amount of $1,000 maturing on May 20, 2027; and (ii) 400 common share purchase warrants of the Company, with each warrant entitling the holder thereof to purchase one common share of the Company at an exercise price of C$1.40 per share for a period of five years ending May 20, 2027. Under the terms of the debentures, the lenders may at any time prior to the maturity date convert any or all the principal amount of the debentures into shares of the Company at a conversion price of C$1.20 per share.

The Company is entitled to force the exercise, at any time after May 20, 2024, of all but not less than all of the then outstanding warrants on not more than 60 days' and not less than 30 days' notice, if the volume weighted average trading price of the common shares on the TSX-V is greater than C$2.00 for the ten consecutive trading days preceding the notice.

The components of the Company's convertible debentures as of September 30, 2023 are as follows:

	Liability Component	Equity Component	Warrants	Total
On date of issuances, net of transaction costs	9,109,995	604,685	2,354,764	12,069,444
Deferred income tax recovery	-	(94,961)	-	(94,961)
Accretion	334,315	-	-	334,315
Conversion of debentures	(187,841)	(10,404)	-	(198,245)
Impact of foreign exchange	(484,640)	-	-	(484,640)
Balance, December 31, 2022	8,771,829	499,320	2,354,764	11,625,913
Accretion	443,523	-	-	443,523
Impact of foreign exchange	13,425	-	-	13,425
Balance, September 30, 2023	**9,228,777**	**499,320**	**2,354,764**	**12,082,861**

Interest on the debentures is payable monthly in arrears on the last day of each month, commencing June 30, 2022. An amount equal to the interest payable under the debentures from the closing date of the offering until the first anniversary of the offering was placed in escrow upon closing of the offering and shall be paid out to holders of debentures monthly. Interest thereafter shall be paid out of the Company's cash flow. As of September 30, 2023, the total balance of deposit in escrow was $nil.

9. LEASE OBLIGATIONS

As at September 30, 2023, the Company had service contracts and agreements in Colombia. The Company recognized right-of-use assets and corresponding lease obligations relating to the construction, ownership, maintenance, and transfer agreement ("BOOMT Agreement") with GTX International Corp. ("GTX") and the take-or-pay service contract with Surenergy SAS ESP ("Surenergy") (see Note 16 for "Contractual Commitments"). The presented lease obligations have a discount rate of 16.33%. A continuity of lease obligations is presented below.

Lease obligations	**GTX**	**Surenergy**	**Total**
Balance, December 31, 2021	-	-	-
Additions	20,036,889	4,849,662	24,886,551
Interest expense	808,799	44,829	853,628
Lease payments	(1,411,201)	(72,199)	(1,483,400)
Balance, December 31, 2022	19,434,487	4,822,292	24,256,779
Interest expense	2,306,882	570,721	2,877,603
Lease payments	(3,945,600)	(974,690)	(4,920,290)
Balance, September 30, 2023	**17,795,769**	**4,418,323**	**22,214,092**

Current portion	2,524,532	616,628	3,141,160
Non-current portion	15,271,237	3,801,695	19,072,932
Total	**17,795,769**	**4,418,323**	**22,214,092**

Future lease payments as at September 30, 2023 are as follows:

Future lease payments	**Less than 1 year**	**1-3 years**	**Thereafter**	**Total**
GTX International Corp.	5,270,400	10,512,000	10,526,400	26,308,800
Surenergy SAS ESP	1,299,586	2,599,173	2,656,933	6,555,692
Total	6,569,986	13,111,173	13,183,333	32,864,492

10. LONG TERM INCENTIVE COMPENSATION

The long-term incentive compensation includes RSUs, PSUs and DSUs. Each of these compensation units are expected to be settled by way of the issuance of NG common shares when settled. As such, the are recognized as contributed surplus on a graded vesting basis over the vesting term of each grant. Stock-based compensation relating to RSUs, PSUs and DSUs of $18,924 (2022 - $nil) was expensed during the three and nine months ended September 30, 2023 respectively.

The number of outstanding RSUs, PSUs and DSUs as at September 30, 2023 were as follows:

	RSUs	**PSUs**	**DSUs**	**Total**
Balance at December 31, 2022	-	-	-	-
Granted	2,525,000	2,635,000	4,540,000	9,700,000
Balance at September 30, 2023	2,525,000	2,635,000	4,540,000	9,700,000

Deferred Share Units

On September 29, 2023, the Company granted a total of 4,540,000 DSUs to directors of the Company. The DSUs vest in two equal tranches over two years from the grant date and are expected to be settled in common shares of the Company. For the nine months ended September 30, 2023, no DSUs were settled by the Company.

Restricted Share Units

On September 29, 2023, the Company granted a total of 2,525,000 RSUs to officers, employees, and consultants of the Company. The RSUs vest in two equal tranches over two years from the grant date and are expected to be settled in common shares of the Company. For the nine months ended September 30, 2023, no RSUs were settled by the Company.

Performance Share Units

On September 29, 2023, the Company granted a total of 2,635,000 PSUs to officers and employees of the Company. The PSUs vest in three equal tranches with the vesting conditions of each tranche related to the successful realization of specific operational milestones that the Company expects to be achieved over the foreseeable future. At a minimum, each tranche can only vest after a minimum of one year has transpired since the date of grant. For the nine months ended September 30, 2023, no PSUs were settled by the Company.

11. SHARE CAPITAL

a) Common Shares

As at September 30, 2023, the Company was authorized to issue an unlimited number of common shares, with no par value, with holders of common shares entitled to one vote per share and to dividends, if declared. Outstanding common shares as at September 30, 2023, are as follows:

	Common shares	**Amount ($)**
Balance, December 31, 2021	119,930,155	103,572,805
Shares issued through warrant exercise	5,011,111	1,205,561
Shares issued through option exercise	30,000	11,108
Conversion of debentures	291,666	198,245
Shares cancelled through share buyback	(140,800)	(106,279)
Balance, December 31, 2022	**125,122,132**	**104,881,440**
Shares issued through warrant exercise	4,610,500	5,160,346
Shares issued through option exercise	450,000	189,575
Shares issued on acquisition of new blocks	6,592,000	4,002,135
Conversion of debentures	233,333	147,085
Balance, September 30, 2023	**137,007,965**	**114,380,581**

b) Stock Options

The Company's stock option plan provides for the issue of stock options to directors, officers, employees, charities, and consultants. The plan provides that stock options may be granted up to a number equal to 10% of the Company's outstanding shares. Vesting terms are determined by the Board of Directors as they are granted and currently include periods ranging from immediately to one-third on each anniversary date over three years. The options' maximum term is ten years.

As at September 30, 2023, a total of 12,976,893 (December 31, 2022 – 12,526,293) options were issued and outstanding under this plan. Options which are forfeited/expired are available for reissue.

A summary of the changes in stock options is presented below:

	Stock options	Weighted average exercise price (C$)
Balance, December 31, 2021	9,915,400	0.85
Options issued	2,640,893	1.14
Options exercised	(30,000)	0.275
Balance, December 31, 2022	12,526,293	0.91
Options issued	2,850,000	1.18
Options exercised	(450,000)	0.33
Options forfeited	(1,949,400)	1.43
Balance, September 30, 2023	**12,976,893**	**0.92**

The following summarizes information about stock options outstanding as at September 30, 2023:

Exercise prices (C$)	Number of options outstanding	Weighted average term to expiry (years)	Number of options exercisable
0.275	836,000	6.73	836,000
0.275	185,000	0.83	185,000
0.45	1,675,000	5.75	1,675,000
0.45	285,000	0.83	285,000
0.91	1,325,000	7.79	1,325,000
0.91	350,000	1.08	350,000
0.91	325,000	0.83	325,000
1.00	2,350,000	7.15	2,350,000
1.00	500,000	0.83	500,000
1.00	220,000	1.08	220,000
1.00	25,000	0.17	25,000
1.14	1,745,893	8.86	1,745,893
1.14	295,000	0.83	295,000
1.18	2,850,000	5.00	-
8.00	10,000	3.86	10,000
	12,976,893	**5.71**	**10,126,893**

Subsequent to September 30, 2023, option holders exercised 150,000 options resulting in the issuance of 150,000 common shares. Based on the exercise price of options exercised, gross proceeds of C$58,750 were received by the Company.

c) Warrants

As at September 30, 2023, a total of 87,101,562 (December 31, 2022 – 56,712,062) warrants were issued and outstanding. A summary of the change in total warrants is presented below:

	Warrants	Weighted average exercise price (C$)
Balance, December 31, 2021	25,489,373	3.18
Warrants issued with convertible debentures	41,858,800	1.13
Warrants expired	(5,625,000)	10.50
Warrants exercised	(5,011,111)	0.26
Balance, December 31, 2022	**56,712,062**	**1.20**
Warrants issued with convertible debentures	35,000,000	0.90
Warrants exercised	(4,610,500)	1.18
Balance, September 30, 2023	**87,101,562**	**1.08**

The following summarizes information about total purchase warrants outstanding as at September 30, 2023:

Exercise prices (C$)	Number of warrants outstanding	Weighted average term to expiry (years)	Number of warrants exercisable
0.90	35,000,000	2.83	35,000,000
1.08	34,100,000	2.17	34,100,000
1.15	475,600	0.36	475,600
1.20	4,431,100	0.06	4,431,100
1.40	6,858,800	3.64	6,858,800
1.50	2,036,412	0.25	2,036,412
1.75	4,199,650	0.36	4,199,650
	87,101,562	**2.30**	**87,101,562**

d) Loss per share

For the purposes of the loss per share calculations for the periods ended September 30, 2023 and 2022, there is no difference between the basic loss per share and the diluted loss per share amounts. For the period ended September 30, 2023, 12,976,893 stock options and 87,101,562 purchase warrants were excluded as either i) their impact was anti-dilutive for the periods when the Company had a net loss; or ii) the average market price of the common shares of the Company was less than the exercise price of existing stock options and purchase warrants.

12. REVENUE

The following table presents the Company's natural gas revenue disaggregated by product type for the three and nine months ended September 30, 2023 and 2022:

	Three months ended		Nine months ended	
	2023	**2022**	**2023**	**2022**
Natural gas sales	2,430,805	-	7,325,479	-
Natural gas liquid sales	56,186	-	73,694	-
Total	**2,486,991**	**-**	**7,399,173**	**-**

As at September 30, 2023, receivables from contracts with customers, which are included in accounts receivable, were $664,984 (December 31, 2022 - $nil).

13. FINANCE INCOME AND EXPENSE

The components of net finance expense/income for the three and nine months ended September 30, 2023 and 2022, are as follows:

	Three months ended		Nine months ended	
	2023	**2022**	**2023**	**2022**
Interest income	(220,351)	(84,183)	(502,479)	(168,657)
Interest expenses and bank charges	1,516,757	332,582	3,481,592	695,359
Accretion on decommissioning obligations	24,057	6,498	71,973	13,358
Accretion on liability component of convertible debentures	558,084	141,961	1,331,390	197,140
Accretion on lease obligations	936,959	62,734	2,877,603	62,734
Amortization of transaction costs on loans	-	3,362	-	20,205
Total net finance expense	**2,815,506**	**462,954**	**7,260,079**	**820,139**

14. RELATED PARTIES

During the three and nine months ended September 30, 2023 and 2022, there were separate related party transactions as follows:

I. The Company paid a monthly advisory fee to a firm affiliated with a former director of NG. The relationship between the firm and NG ended in August 2023 with the director's departure. For the three and nine months ended September 30, 2023, as per the consulting agreement, NG paid the firm $16,350 and $65,398 respectively, (for the three and nine months ended September 30, 2022 - $25,276 and $77,175, respectively). As at September 30, 2023, a payables balance of $nil was owed to the firm.

II. For the three and nine months ended September 30, 2023, the Company incurred expenditures of $92,300 and $274,723, respectively (three and nine months ended September 30, 2022 - $nil and $nil) in royalty payments paid to directors and firms that are affiliated with directors of NG.

III. For the three and nine months ended September 30, 2023, the Company incurred expenditures of $8,496 and $23,620, respectively (three and nine months ended September 30, 2022 - $18,058 and $58,990, respectively), in office rental costs in Colombia. The related office space was rented from an entity affiliated with a certain director of the Company. As at September 30, 2023, a payables balance of $4,281 was owed to the lessor entity.

IV. In July 2023, the Company completed a non-brokered private placement of convertible debentures of 35,000 debenture units at C$1,000 per unit, with 1,000 common share purchase warrants issued per unit. Of the units issued, 6,100 units were issued for subscriptions by directors and key personnel of the Company.

V. In November 2022, the Company completed a non-brokered private placement of convertible debentures of 35,000 debenture units at C$1,000 per unit, with 1,000 common share purchase warrants issued per unit. Of the units issued, 3,250 units were issued for subscriptions by directors of the Company or investors related to directors of the Company.

VI. In May 2022, the Company completed a prospectus offering of convertible debentures of 17,147 debenture units at C$1,000 per unit, with 400 common share purchase warrants issued per unit. Of the units issued, 7,135 units were issued for subscriptions by directors of the Company or investors related to directors of the Company.

15. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company has exposure to the following risks from its use of financial instruments:

- Credit risk
- Liquidity risk
- Market risk

This note presents information about the Company’s exposure to each of the above risks and the Company’s objectives, policies, and processes for measuring and managing these risks, and the Company’s management of capital. The Board of Directors has overall responsibility for the establishment and oversight of the Company’s risk management framework. The Company’s risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to market conditions and the Company’s activities.

Credit risk

Credit risk reflects the risk of loss if counterparties do not fulfill their contractual obligations. The carrying amount of cash and cash equivalents, deposits in escrow, accounts receivable, VAT receivable and restricted cash represent the maximum credit exposure. As at September 30, 2023, the Company had

$2,464,680 (December 31, 2022 - $1,968,873) in restricted cash towards development activity and joint operations in Colombia (see Note 5).

As at September 30, 2023, the Company had $3,488,032 (December 31, 2022 - $920,947) in accounts receivable and prepaids. The Company does not consider any of its receivables past due.

The Company maintained a VAT receivable balance of $3,284,477 as of September 30, 2023 (December 31, 2022 - $2,354,633), which is classified as a non-current asset. The Company considers these VAT balances to be collectible in the future as such VAT amounts will be utilized to offset future VAT charged on sales realized by the Company on future oil and gas production that would otherwise be required to be paid to the Colombian tax authorities.

As at September 30, 2023, the Company held cash and cash equivalents of $11,998,276 (December 31, 2022 - $6,962,228) and deposits in escrow of $2,660,985 (December 31, 2022 - $2,788,368). The Company manages the credit exposure related to cash and cash equivalents and deposits in escrow by ensuring counterparties (e.g., banks) maintain satisfactory credit ratings and monitors all investments to ensure a stable return.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due and describes the Company's ability to access cash. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient cash resources to finance operations, fund capital expenditures, and to repay debt and other liabilities of the Company as they come due, without incurring unacceptable losses or risking harm to the Company's reputation. The Company's processes for managing liquidity risk include preparing and monitoring capital and operating budgets, coordinating, and authorizing project expenditures, and authorization of contractual agreements. The Company seeks additional financing based on the results of these processes (See also Note 2). The budgets are updated when required as conditions change.

The following table outlines the contractual maturities of the Company's financial liabilities at September 30, 2023:

	Less than 1 year	1-3 years	Thereafter	Total
Trade accounts payable	4,273,712	-	-	4,273,712
Royalties payable	779,357	-	-	779,357
Capital payables	3,090,524	-	-	3,090,524
Lease obligation payments	6,569,986	13,111,173	13,183,333	32,864,492
Convertible debentures - interest	6,155,888	9,735,962	634,995	16,526,845
Convertible debentures - principal	-	-	64,043,640	64,043,640
	20,869,467	**22,847,135**	**77,861,968**	**121,578,570**

Market risk

Market risk is the risk or uncertainty that changes in price, such as commodity prices, foreign exchange rates, and interest rates will affect the Company's net earnings and the value of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable limits, while maximizing returns. From time to time, the Company may utilize financial derivative contracts to manage market risks in accordance with the risk management policy that has been approved by the Board of Directors. There were no financial derivative contracts or embedded derivatives outstanding at September 30, 2023, nor were there any in the previous year ended December 31, 2022.

Commodity price risk

Commodity price risk is the risk that the fair value of the future cash flows will fluctuate because of changes in commodity prices. Commodity prices for natural gas are affected not only by the United States dollar, but also by world economic events that dictate the levels of supply and demand.

The Company's natural gas revenue is derived from natural gas production on the Maria Conchita Block.

Foreign currency risk

Foreign currency risk is the risk that the fair value of future cash flows will fluctuate because of changes in foreign currency exchange rates. Some of the Company's business transactions and commitments occur in currencies other than US dollars. A portion of the Company's oil and natural gas activities in Colombia transact in Colombian Peso (COP$). In addition, most of the Company's financing and a portion of the administrative costs will be based and paid in Canadian dollars and COP$. Therefore, the Company is exposed to the risk of fluctuations in foreign exchange rates between US dollars, COP$ and Canadian dollars.

As at September 30, 2023, the Company had not entered any foreign currency derivatives to manage its exposure to currency fluctuations, nor were there any foreign currency derivatives as at the previous year ended December 31, 2022.

Interest rate risk

Interest rate risk is the risk that future cash flows will fluctuate because of changes in prevailing market interest rates. Fluctuations of interest rates for the nine months ended September 30, 2023 and 2022, would not have had a significant impact on cash and cash equivalents and short-term investments. Furthermore, the Company is not currently exposed to interest rate risk on its interest-bearing loans given these debt instruments are all subject to fixed interest rates.

Capital management

The Company's objectives when managing capital are to ensure the Company will have sufficient financial capacity, liquidity, and flexibility to fund the Company's operations, growth, and ongoing exploration and development commitment activities of its oil and gas assets. The Company is dependent upon funding these activities through a combination of available cash, debt, and equity, which it considers to be the components of its capital structure as outlined below. To maintain or adjust the capital structure, from time to time the Company may issue or repurchase common shares or other securities, sell assets or adjust its capital spending to manage current and projected debt levels.

The Company monitors leverage and adjusts its capital structure based on its net debt level. Net debt is defined as the principal amount of its outstanding debt less working capital. To facilitate the management of its net debt, the Company prepares annual budgets, which are updated as necessary depending on varying factors including current and forecast commodity prices, changes in capital structure, execution of the Company's business plan and general industry conditions. The annual budget is approved by the Board of Directors and updates are prepared and reviewed as required.

	September 30, 2023	**December 31, 2022**
Convertible debentures (8% May 2022)	12,423,817	12,401,802
Convertible debentures (10% Nov 2022)	25,732,249	25,841,701
Convertible debentures (10% Aug 2023)	25,887,574	-
Lease obligations	32,864,492	37,784,781
Total debt	96,908,132	76,028,284
Working capital(1)	10,003,699	986,437
Net debt	**86,904,433**	**75,041,847**

1) Calculation of working capital excludes current portion of lease obligations and advances on future financing as presented on the consolidated statement of financial position.

The Company regularly monitors its capital structure and, as necessary, adjusts to changing economic circumstances and the underlying risk characteristics of its assets to meet current and upcoming obligations and investments by the Company. The Company frequently reviews alternate financing options and arrangements to meet its current and upcoming commitments and obligations.

Fair value of financial instruments

The Company's financial instruments as at September 30, 2023, include cash and cash equivalents, accounts receivable, VAT receivable, restricted cash, accounts payable and accrued liabilities, and debt. These financial instruments are initially recognized at fair value and subsequently measured at amortized cost. Other than debt, the fair values of the current financial instruments approximate their carrying amounts due to their short terms to maturity.

16. COMMITMENTS

Capital Commitments

A summary of the Company's estimated capital commitments (in millions of dollars) are as follows:

Block	**2023**	**2024**	**Total**
SN-9 Block (1)	22.3	-	**22.3**
Tiburon Block (2)	3.0	-	**3.0**
Total	**25.3**	**-**	**25.3**

1) NG's ANH commitment to carry out the minimum requirement to drill two exploration wells (for which the Company will pay 100% of the costs under the terms of the SN-9 Acquisition) according to Phase 1 of the contractual exploration program. The ANH commitment was approved by the ANH in May 2022 to replace the previous minimum requirement to process and interpret 204.4 km of 2D seismic and drill

one exploration well. The first exploration well (Magico-1) was completed in August 2022 and drilling of the second exploration well (Brujo-1) was completed in November 2022. With the completion of the Brujo-1 well, the Company has sought confirmation from the ANH that the Phase 1 exploration commitments have been fulfilled.

2) Relates to NG's share of the ANH commitment to carry out the minimum requirement to acquire, process, and interpret 69.75 km^2 of 3D seismic according to Phase 3 of the contractual exploration program. Currently, operations are delayed due to community disputes in the region, with 148 days to fulfil the commitment after the local disputes are resolved and the activities carried out in the previously proposed area. The Company assumes that activities related to the permits for the new seismic survey will commence in 2023 if the dispute is resolved by the Colombian Ministry of the Interior.

The expenditures provided in the above table only represent the Company's estimated cost to satisfy contract requirements. Actual expenditures to satisfy these commitments, initiate production or create proved plus probable natural gas reserves may differ from these estimates. The expenditures in the above table are based on the latest possible date required per contract and may be incurred at an earlier date.

Contractual Commitments

Natural Gas Transportation Services
In August 2022, the Company entered into a Build-Own-Operate-Maintain-Transfer agreement (the "BOOMT Agreement") with GTX International Corp. ("GTX") pursuant to which GTX has built and will operate production facilities and pipeline (the "Pipeline Facilities") with capacity of 20 million cubic feet per day ("MMcf/d") that will extend from the Company's Maria Conchita Block in Colombia to existing national infrastructure. The BOOMT Agreement outlines the take-or-pay arrangement ("ToP") pursuant to which NG has agreed to transport, or pay for, 16 MMcf/d through the Pipeline Facilities for a period of six years (the "Guaranteed Commitment") at a tariff of $0.90/Mcf of gas, which commenced on September 23, 2022. Following the end of the term of the Guaranteed Commitment, the Company will no longer be required to pay for the full capacity of 16 MMcf/d but rather will only pay for that capacity which is used. The BOOMT Agreement has a term of ten years, after which ownership of the Pipeline Facilities will transfer to the Company. The BOOMT Agreement was reviewed as per guidelines in IFRS 16 to determine if it was for financial reporting purposes considered a right-of-use asset and lease liability. It was determined that the agreement met the criteria to be accounted for as a right-of-use asset and lease liability and has been disclosed as such in Notes 7 and 9.

Natural Gas Compression Services
In November 2021, the Company entered a take-or-pay service contract with Surenergy SAS ESP ("Surenergy") for the compression of natural gas production derived from the Maria Conchita Block. Under the terms of the contract, Surenergy will install and maintain necessary infrastructure and equipment required to provide daily natural gas compression services for a natural gas production capacity of 20 MMcf/d, for a period of six years from the commencement of commercial natural gas production within the Maria Conchita Block. For these services, the Company will pay Surenergy a monthly service fee of $96,240 plus tax, annually adjusted to the Consumer Price Index, regardless of whether the Company fully utilizes the daily stipulated natural gas compression capacity. In December 2022, Surenergy completed the delivery of the third gas compressor, thereby satisfying the last outstanding condition required to turn the Surenergy Agreement into a binding obligation on the Company. The agreement with Surenergy was reviewed as per guidelines in IFRS 16 to determine if it was for financial reporting purposes considered a right-of-use asset and lease liability. It was determined that the agreement met the criteria to be accounted for as a right-of-use asset and lease liability and has been disclosed as such in Notes 7 and 9.

17. SUPPLEMENTAL CASH FLOW INFORMATION

Information regarding changes in non-cash working capital for the periods ended September 30, 2023 and 2022 is as follows:

	Three months ended		**Nine months ended**	
	2023	2022	**2023**	2022
Accounts receivable and prepaids	**(1,147,021)**	165,308	**(2,567,084)**	(375,750)
VAT receivable	**(257,372)**	16,732	**(929,844)**	(276,005)
Accounts payable and accrued liabilities	**(994,975)**	387,416	**(1,541,513)**	2,280,920
Change in non-cash working capital	**(2,399,368)**	569,456	**(5,038,441)**	1,629,165
Relating to:				
Operating activities	**656,555**	164,744	**(214,792)**	(65,984)
Investing activities	**(3,055,923)**	404,712	**(4,823,649)**	1,695,149
Change in non-cash working capital	**(2,399,368)**	569,456	**(5,038,441)**	1,629,165

18. ADVANCES ON FUTURE FINANCING

Between March and June 2023, the Company entered into simple agreements for future equity ("SAFE"), for total proceeds of C$11,000,000, of which C$1,000,000 was with a third-party fund to which a certain director and officer of the Company provides investment recommendations. In accordance with the terms of the SAFE agreements, the full value of the C$11,000,000 was to be converted into securities of the Company in accordance with the terms and upon the closing of a future finance offering of the Company. In the event that an offering was not finalized by August 31, 2023, proceeds received were to be constituted as a promissory note for future repayment, bearing annual interest of 10%. These proceeds became part of the private placement offering that closed in August 2023 (see Note 8).