Condensed Interim Consolidated Financial Statements (unaudited)

Q2 2023



FOCUSED | EXECUTING | DELIVERING

CONSOLIDATED BALANCE SHEETS

(unaudited)

	June 30,	D	ecember 31,
As at (\$ Thousands)	2023		2022
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	\$ 132,491	\$	197,525
Accounts receivable	100,167		89,485
Prepaid expenses and deposits (Note 3)	13,715		11,899
Inventory (Note 4)	45,054		56,900
Risk management contracts (Note 6)	261		799
	291,688		356,608
Prepaid expenses and deposits (Note 3)	36,714		50,406
Property, plant and equipment (Note 5)	1,421,050		1,408,891
Exploration and evaluation assets	1,641		1,161
Deferred income tax (Note 17)	410,998		413,288
	\$ 2,162,091	\$	2,230,354
LIABILITIES AND SHAREHOLDERS' EQUITY			
CURRENT LIABILITIES			
Accounts payable and accrued liabilities	\$ 114,971	\$	126,087
Risk management contracts (Note 6)	8,676		8,432
Warrant liability (Note 8)	47,826		53,813
Current portion of term debt (Note 7)	_		58,302
Current portion of provisions and other liabilities (Note 9)	24,314		27,835
	195,787		274,469
Term debt (Note 7)	181,577		147,831
Provisions and other liabilities (Note 9)	101,821		97,557
	479,185		519,857
SHAREHOLDERS' EQUITY			
Common shares (Note 10)	2,328,428		2,352,894
Contributed surplus	124,451		128,062
Accumulated deficit	(769,973)		(770,459)
	1,682,906		1,710,497
	\$ 2,162,091	\$	2,230,354

Commitments and contingencies (Note 19).

CONSOLIDATED STATEMENTS OF INCOME (LOSS) AND COMPREHENSIVE INCOME (LOSS)

(unaudited)

	Three months ended			Six months ended				
	June 30,				June	30,		
(\$ Thousands, except per share amounts)	2023		2022		2023		2022	
REVENUE								
Petroleum, natural gas and midstream sales (Note 14)	\$ 282,614	\$	435,678	\$	573,355	\$	825,102	
Interest income	1,605		402		4,875		538	
Royalties	(12,281)		(61,521)		(24,450)		(99,886)	
	271,938		374,559		553,780		725,754	
Unrealized gain (loss) on commodity risk mgmt contracts (Note 6)	4,183		31,669		(782)		(52,199)	
Realized gain (loss) on commodity risk mgmt contracts (Note 6)	(4,596)		(65,706)		(26,651)		(113,352)	
	271,525		340,522		526,347		560,203	
EXPENSES								
Cost of diluent	107,734		123,745		248,417		247,691	
Operating expenses	46,700		59,185		101,398		111,660	
Transportation and marketing	21,339		22,530		48,552		47,085	
General and administrative	4,670		4,941		10,417		9,362	
Stock-based compensation (Note 11)	184		8,396		35,231		21,761	
Financing and interest (Note 15)	10,516		21,601		16,798		56,328	
Depletion and depreciation (Note 5)	28,466		29,255		57,691		58,242	
Exploration expenses	81		282		393		484	
Total expenses	219,690		269,935		518,897		552,613	
Revenue less expenses	51,835		70,587		7,450		7,590	
OTHER INCOME (EXPENSES)								
Foreign exchange gain (loss), net (Note 18)	1,202		(3,254)		2,664		(1,384)	
Gain (loss) on revaluation of provisions and other (Note 16)	16,476		(20,198)		(7,338)		(79,075)	
Gain (loss) on sale of assets	_		(14)		_		389	
Net income (loss) and comprehensive income (loss) before tax	69,513		47,121		2,776		(72,480)	
INCOME TAX EXPENSE (RECOVERY)								
Deferred (Note 17)	12,392		_		2,290		_	
Net income (loss) and comprehensive income (loss)	\$ 57,121	\$	47,121	\$	486	\$	(72,480)	
BASIC NET INCOME (LOSS) PER SHARE (Note 12)	\$ 0.10	\$	0.08	\$	0.00	\$	(0.13)	
DILUTED NET INCOME (LOSS) PER SHARE (Note 12)	\$ 0.07	\$	0.08	\$	0.00	\$	(0.13)	

CONSOLIDATED STATEMENTS OF CASH FLOWS

(unaudited)

	1	Three months ended June 30,			Six month June	ded
(\$ Thousands)		2023	2022		2023	2022
OPERATING ACTIVITIES						
Net income (loss)	\$	57,121	\$ 47,121	\$	486	\$ (72,480)
Items not affecting cash:						
Non-cash transportation and marketing		558	558		1,115	1,115
Net non-cash stock-based compensation (Note 11)		1,425	1,607		1,709	2,726
Net non-cash financing and interest (Note 15)		4,127	11,816		3,450	35,352
Depletion and depreciation (Note 5)		28,466	29,255		57,691	58,242
Unrealized non-cash foreign exchange (gain) loss (Note 18)		(1,766)	1,422		(4,422)	(1,733)
Realized foreign exchange (gain) loss on redemption of US dollar debt		_	4,477		1,829	5,453
Unrealized (gain) loss on risk management contracts (Note 6)		(4,183)	(31,669))	782	52,199
Non-cash (gain) loss on revaluation of provisions & other (Note 16)		(16,476)	20,198		7,338	79,075
(Gain) loss on sale of assets		_	14		_	(389)
Deferred income tax (recovery) expense (Note 17)		12,392	_		2,290	_
Settlement of provisions (Note 9)		(120)	89		(794)	(457)
Decrease in long-term deposit (Note 17)		_	_		12,577	_
Changes in non-cash working capital and other liabilities (Note 20)		(34,630)	(16,353))	(16,600)	(30,706)
		46,914	68,535		67,451	128,397
FINANCING ACTIVITIES						
Repurchased shares for cancellation (Note 10)		(46,922)	_		(46,922)	_
Redemption of term debt		_	(116,295))	(18,292)	(158,049)
Term debt redemption premium		_	(7,513))	(728)	(9,529)
Payments of lease liabilities (Note 9)		(870)	(782))	(1,711)	(1,543)
Proceeds from exercised warrants (Note 8)		_	36,432		_	36,432
Proceeds from exercised equity incentives (Note 11)		1,986	1,345		2,201	3,354
Changes in non-cash working capital and other liabilities (Note 20)		_	(1,153))	_	_
		(45,806)	(87,966))	(65,452)	(129,335)
INVESTING ACTIVITIES						
Capital expenditures (Note 5)		(41,432)	(51,191))	(67,794)	(82,120)
Proceeds from sale of assets		_	(14))	_	389
Changes in non-cash working capital and other liabilities (Note 20)		3,177	6,983		4,562	12,493
		(38,255)	(44,222)		(63,232)	(69,238)
Effect of exchange rate changes on cash and cash equivalents held			,		, . ,	
in foreign currency		(3,642)	4,291		(3,801)	1,292
CHANGE IN CASH AND CASH EQUIVALENTS		(40,789)	(59,362))	(65,034)	(68,884)
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD		173,280	213,534		197,525	223,056
CASH AND CASH EQUIVALENTS, END OF PERIOD	\$	132,491	\$ 154,172	\$		\$ 154,172

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(unaudited)

		Six months ended June 30,				
(\$ Thousands)		2023	2022			
COMMON SHARES (Note 10)						
Balance, beginning of period	Ç	\$ 2,352,894	\$ 2,242,047			
Exercise of warrants (Note 8)		13,774	96,933			
Exercise of stock options, RSUs and PSUs (Note 11)		8,682	10,272			
Repurchased shares for cancellation (Note 10)		(46,922)	_			
Balance, end of period		2,328,428	2,349,252			
CONTRIBUTED SURPLUS						
Balance, beginning of period		128,062	126,642			
Stock-based compensation (Note 11)		2,870	3,589			
Exercise of stock options, RSUs and PSUs (Note 11)		(6,481)	(6,918)			
Balance, end of period		124,451	123,313			
ACCUMULATED DEFICIT						
Balance, beginning of period		(770,459)	(1,342,730)			
Net income (loss)		486	(72,480)			
Balance, end of period		(769,973)	(1,415,210)			
TOTAL SHAREHOLDERS' EQUITY	Ç	\$ 1,682,906	\$ 1,057,355			

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(unaudited)

As at and for the three and six months ended June 30, 2023.

(Tabular amounts expressed in thousands of Canadian dollars, except where otherwise noted)

1. NATURE OF BUSINESS

Athabasca Oil Corporation ("Athabasca" or the "Company") is an exploration and production company developing Thermal Oil and Light Oil resource plays in the Western Canadian Sedimentary Basin in Alberta, Canada. Athabasca was incorporated on August 23, 2006, under the laws governing the Province of Alberta. The domicile of the Company is 1200, 215 - 9th Avenue SW, Calgary, Alberta. The Company is publicly traded on the Toronto Stock Exchange ("TSX") under the symbol "ATH". These unaudited condensed interim Consolidated Financial Statements ("Consolidated Financial Statements") were authorized for issue by the Board of Directors on July 26, 2023.

2. BASIS OF PRESENTATION

These Consolidated Financial Statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") using International Accounting Standard ("IAS") 34: Interim Financial Reporting. These Consolidated Financial Statements have been prepared on a historical cost basis, except for financial instruments which are measured at their estimated fair value. They do not contain all disclosures required by IFRS for annual financial statements and, accordingly, should be read in conjunction with the audited consolidated financial statements and notes thereto for the year ended December 31, 2022. The Consolidated Financial Statements have been prepared using the same accounting policies and methods as the audited consolidated financial statements for the year ended December 31, 2022, except as disclosed in Note 11. There were no changes to the Company's operating segments during the period.

3. PREPAID EXPENSES AND DEPOSITS

	June 30,	December 31,
As at	2023	2022
Hangingstone transportation prepayment	\$ 39,022	\$ 40,137
Prepaid expenses and deposits	11,407	9,591
Canada Revenue Agency deposit (Note 17)	_	12,577
TOTAL PREPAID EXPENSES AND DEPOSITS	\$ 50,429	\$ 62,305
Presented as:		
Current portion of prepaid expenses and deposits	\$ 13,715	\$ 11,899
Long term portion of prepaid expenses and deposits	\$ 36,714	\$ 50,406

4. INVENTORY

	June 30,	D	ecember 31,
As at	2023		2022
Product inventory	\$ 33,279	\$	44,085
Warehouse inventory	11,775		12,815
TOTAL	\$ 45,054	\$	56,900

5. PROPERTY, PLANT AND EQUIPMENT ("PP&E")

BALANCE, DECEMBER 31, 2021	\$ 1,318,825
PP&E capital expenditures	146,992
Non-cash capitalized costs and other ⁽¹⁾	(17,347)
Depletion and depreciation ⁽²⁾	(119,579)
Impairment reversal	80,000
BALANCE, DECEMBER 31, 2022	\$ 1,408,891
PP&E capital expenditures	67,458
Non-cash capitalized costs and other ⁽¹⁾	2,392
Depletion and depreciation ⁽²⁾	(57,691)
BALANCE, JUNE 30, 2023	\$ 1,421,050

⁽¹⁾ Non-cash capitalized costs relate to capitalized stock-based compensation, decommissioning obligation assets and leased asset modifications.

PP&E consists of the following:

	June 30,	D	ecember 31,
Net book value (As at)	2023		2022
PP&E at cost ⁽¹⁾	\$ 3,357,783	\$	3,287,933
Accumulated depletion and depreciation ⁽¹⁾	(979,220)		(921,529)
Accumulated impairment losses	(957,513)		(957,513)
TOTAL PP&E	\$ 1,421,050	\$	1,408,891

⁽¹⁾ As at June 30, 2023, the PP&E cost includes \$13.3 million of Leased Asset cost and accumulated depletion and depreciation includes \$8.9 million of accumulated depreciation relating to the Leased Asset (as at December 31, 2022 – Leased Asset cost of \$12.6 million and accumulated depreciation relating to the Leased Asset of \$8.3 million).

As at June 30, 2023, \$121.3 million (December 31, 2022 - \$131.5 million) of PP&E was not subject to depletion or depreciation as the underlying oil and gas assets were not ready for use in the manner intended by management.

6. RISK MANAGEMENT CONTRACTS

Under the Company's commodity risk management program, Athabasca may utilize financial and/or physical delivery contracts to fix the commodity price associated with a portion of its future production in order to manage its exposure to fluctuations in commodity prices.

Financial commodity risk management contracts are valued on the consolidated balance sheet by multiplying the contractual volumes by the differential between the anticipated market price (i.e. forecasted strip price) and the contractual fixed price at each future settlement date. The corresponding change in the asset or liability is recognized as an unrealized gain or loss in net income (loss). As the commodity derivatives are unwound (i.e. settled in cash), Athabasca recognizes a corresponding realized gain or loss in net income (loss). Physical delivery contracts are not considered financial instruments and therefore, no asset or liability is recognized on the consolidated balance sheet.

Financial commodity risk management contracts

As at June 30, 2023, the following financial commodity risk management contracts were in place:

Instrument	Period	Volume	C\$ Average Price ⁽¹⁾	US\$ Average Price ⁽¹⁾
<u>Sales contracts</u>			<u>C\$/bbl</u>	<u>US\$/bbl</u>
WTI collar	July - September 2023	10,000 bbl/d	\$ 66.20 - 141.04	\$ 50.00 - 106.53
WTI collar	October - December 2023	2,330 bbl/d	\$ 66.20 - 138.58	\$ 50.00 - 104.67
<u>Purchase contracts</u>			<u>C\$/GJ/bbl</u>	US\$/GJ/bbl
AECO fixed price swaps	July - December 2023	20,000 GJ/d	\$ 4.90	\$ 3.70
WTI/C5+ differential swap	October - December 2023	1,000 bbl/d	\$ (4.04)	\$ (3.05)

⁽¹⁾ The implied C\$ or US\$ Average Price per bbl or GJ, as applicable, was calculated using the June 30, 2023 exchange rate of US\$1.00 = C\$1.3240.

⁽²⁾ Depletion and depreciation for the six months ended June 30, 2023 includes \$0.6 million of depreciation relating to the Leased Asset (year ended December 31, 2022 - \$2.1 million).

Athabasca's commodity risk management contracts are held with three counterparties, all of which are large reputable financial institutions. The Company concluded that credit risk associated with commodity risk management contracts is low. Commodity risk management contracts have been classified as Level 2 on the fair value hierarchy.

In 2021, Athabasca entered into a seven-year marketing agreement for 15,000 bbl/d with an industry counterparty that will diversify the Company's sales to the US Gulf Coast through the Keystone pipeline system. The marketing agreement has a pricing derivative that provides exposure to WCS Gulf Coast pricing. As at June 30, 2023, the pricing derivative had an asset value of \$0.3 million (December 31, 2022 - \$0.8 million).

At June 30, 2023, a US\$5 increase/decrease in the price of WTI has a nil impact on the WTI collar contracts. The following table summarizes the sensitivity to price changes for Athabasca's other commodity risk management contracts:

	Change in AECO			
	Increase of		Decrease of	
As at June 30, 2023	C\$1.00/GJ		C\$1.00/GJ	
Increase (decrease) to fair value of commodity risk management contracts	\$ 4,739	\$	(4,739)	

Additional financial commodity risk management has taken place subsequent to June 30, 2023 as noted in the table below:

			C\$ Average	US\$ Average
Instrument	Period	Volume	Price ⁽¹⁾	Price ⁽¹⁾
Sales contracts			<u>C\$/bbl</u>	US\$/bbl
WTI collar	July - September 2023	13,000 bbl/d	\$ 66.20 - 120.62	\$ 50.00 - 91.11
WTI collar	October - December 2023	8,855 bbl/d	\$ 66.20 - 130.27	\$ 50.00 - 98.39

⁽¹⁾ The implied C\$ or US\$ Average Price per bbl or GJ, as applicable, was calculated using the June 30, 2023 exchange rate of US\$1.00 = C\$1.3240.

7. INDEBTEDNESS

Senior Secured Second Lien Notes

On October 22, 2021, Athabasca issued US\$350.0 million of Senior Secured Second Lien Notes (the "2026 Notes"). The 2026 Notes, which were issued along with warrants (see Note 8), bear interest at 9.75% per annum, payable semi-annually, and have a term of 5 years maturing on November 1, 2026. As at June 30, 2023, the principal balance on the 2026 Notes was \$214.3 million (US\$161.8 million).

As at	June 30, 2023	D	ecember 31, 2022
Senior Secured Second Lien Notes ("2026 Notes")(1)	\$ 214,267	\$	237,231
Discount on debt	(62,798)		(62,798)
Accretion of discount on debt	30,108		31,700
TOTAL TERM DEBT	\$ 181,577	\$	206,133
Presented as:			
Current term debt	\$ _	\$	58,302
Long term debt	\$ 181,577	\$	147,831

⁽¹⁾ As at June 30, 2023, the Notes were translated into Canadian dollars at the period end exchange rate of US\$1.00 = C\$1.3240 (As at December 31, 2022 - US\$1.00 = C\$1.3544).

The 2026 Notes are not subject to any maintenance or financial covenants and are secured by a second priority lien on substantially all of the assets of the Company. Subject to certain exceptions and qualifications, the 2026 Notes contain certain covenants that limit the Company's ability to, among other things, incur additional indebtedness, create or permit liens to exist, and make certain restricted payments, dispositions and transfers of assets. In addition, the Company is subject to certain minimum hedging requirements that are consistent with the Company's risk management policy. As at June 30, 2023, the Company is in compliance with all covenants.

Athabasca may redeem all or part of the 2026 Notes at any time prior to November 1, 2024 at 100% of the principal amount plus an applicable premium, as set out in the 2026 Note indenture. On or after November 1, 2024, Athabasca may redeem all or part of the 2026 Notes at 104.875% from November 1, 2024 to November 1, 2025 and at 100% from November 1, 2025 to November 1, 2026. During the first quarter of 2023 the Excess Cash Flow ("ECF") feature was terminated within the indenture as the principal balance was below US\$175 million.

As at June 30, 2023, the fair value of the 2026 Notes was \$223.0 million (US\$168.4 million) based on observable market quoted prices (Level 1).

Senior Extendible Revolving Term Credit Facility

In the first quarter of 2023, Athabasca renewed its \$110.0 million reserve-based credit facility (the "Credit Facility"). The Credit Facility is a committed facility available on a revolving basis until May 31, 2024, at which point in time it may be extended at the lender's option. If the revolving period is not extended, the undrawn portion of the facility will be cancelled and any amounts outstanding would be repayable at the end of the non-revolving term, being May 31, 2025. The Credit Facility is subject to a semi-annual borrowing base review, occurring in May and November of each year. The borrowing base is determined based on the lender's evaluation of the Company's petroleum and natural gas reserves and their commodity price outlook at the time of each renewal.

The Credit Facility is secured by a first priority security interest on all present and after acquired property of the Company and is senior in priority to the 2026 Notes. The Credit Facility contains certain covenants that limit the Company's ability to, among other things, incur additional indebtedness, create or permit liens to exist, make certain restricted payments, and dispose of or transfer assets. As at June 30, 2023, the Company is in compliance with all covenants.

As at June 30, 2023, amounts borrowed under the Credit Facility bear interest at a floating rate based on the applicable Canadian prime rate, US base rate, secured overnight financing rate or bankers' acceptance rate, plus a margin of 2.00% to 3.00%. The Company incurs an issuance and fronting fee for letters of credit of 3.25% and a standby fee on the undrawn portion of the Credit Facility of 0.75%.

As at June, 2023, the Company had no amounts drawn and \$27.1 million of letters of credit outstanding under the Credit Facility. As at December 31, 2022, the company had no amounts drawn and \$34.4 million of letters of credit outstanding under the Credit Facility.

Unsecured Letter of Credit Facility

Athabasca maintains a \$60.0 million unsecured letter of credit facility (the "Unsecured Letter of Credit Facility") with a Canadian bank that is supported by a performance security guarantee from Export Development Canada (December 31, 2022 - \$60 million). The facility is available on a demand basis and letters of credit issued under this facility incur an issuance and performance guarantee fee of 3.0%. As at June 30, 2023, the Company had \$55.1 million of letters of credit outstanding under the Unsecured Letter of Credit Facility (December 31, 2022 - \$47.8 million).

8. WARRANT LIABILITY

In conjunction with the issuance of the 2026 Notes, Athabasca issued 350,000 warrants at an exercise price of \$0.9441 per share that expire on November 1, 2026. Each warrant is exercisable into 227 common shares.

The warrants are classified as a financial liability due to a cashless exercise provision. They are measured at fair value upon issuance and at each subsequent reporting period, and presented net of a deferred loss, with the changes in fair value and amortization of the deferred loss recorded in the consolidated statement of income (loss). The fair value of the warrants is determined using the Black-Scholes option valuation model. The warrants can be exercised at any time and are therefore presented as a current liability on the consolidated balance sheet. The following table reconciles the warrant liability:

	Six montl June 30			Year ended December 31, 202					
	Number of		Number of						
As at	Warrants	Amount	Warrants		Amount				
Balance, beginning of period	139,217	\$ 53,813	350,000	\$	46,406				
Change in fair value	_	7,338	_		68,930				
Amortization of deferred loss	_	449	_		2,605				
Exercise of warrants	(39,218)	(13,774)	(210,783)		(64,128)				
BALANCE, END OF PERIOD	99,999	\$ 47,826	139,217	\$	53,813				

The fair value as at June 30, 2023 of each common share issuable under the warrant agreement was estimated at \$2.14 using a risk-free interest rate of 4.1%, an expected life of 3.3 years, expected volatility of 60.1% and a stock price of \$2.87 per share. The fair value as at December 31, 2022 of each common share issuable under the warrant agreement was estimated at \$1.74 using a risk-

free interest rate of 3.6%, an expected life of 3.8 years, expected volatility of 61.9% and a stock price of \$2.41 per share. The change in fair value as at June 30, 2023 of \$7.3 million (December 31, 2022 - \$68.9 million) was expensed within gain (loss) on revaluation of provisions and other in the Consolidated Statements of Income (Loss). In the second quarter of 2023, 39,218 cashless warrants were exercised, resulting in 6,236,653 common shares being issued. In 2022, 170,001 cash warrants were exercised for \$36.4 million in cash proceeds, resulting in 38,590,227 common shares being issued and 40,782 cashless warrants were exercised, resulting in 5,612,075 common shares being issued. The total value of common shares issued in 2023 from warrant exercises was \$13.8 million (December 31, 2022 - \$100.6 million).

9. PROVISIONS AND OTHER LIABILITIES

As at	June 30, 2023	D	ecember 31, 2022
Decommissioning obligations	\$ 96,819	\$	93,132
TOTAL PROVISIONS	96,819		93,132
Lease liability	6,741		7,693
Cash settled stock-based compensation liability (Note 11)	22,575		24,567
TOTAL PROVISIONS AND OTHER LIABILITIES	\$ 126,135	\$	125,392
Presented as:			
Current portion of provisions and other liabilities	\$ 24,314	\$	27,835
Provisions and other liabilities	\$ 101,821	\$	97,557

Decommissioning obligations

The total future costs to reclaim the Company's oil and gas assets are estimated by management based on Athabasca's ownership interest in wells and facilities, estimated costs to abandon and reclaim the wells and facilities and the estimated timing of the costs to be incurred in future periods.

The following table reconciles the change in decommissioning obligations:

As at	June 30, 2023	D	ecember 31, 2022
DECOMMISSIONING OBLIGATIONS, BEGINNING OF PERIOD	\$ 93,132	\$	111,419
Liabilities incurred	616		976
Liabilities settled	(794)		(1,356)
Liabilities settled - funded by Site Rehabilitation Program	_		(1,742)
Change in discount rate	_		15,755
Change in estimates	_		(42,439)
Accretion expense	3,865		10,519
DECOMMISSIONING OBLIGATIONS, END OF PERIOD	\$ 96,819	\$	93,132

At June 30, 2023, the Company has calculated the net present value of its decommissioning obligations using an inflation rate of 2.0% (December 31, 2022 - 2.0%) and a credit-adjusted discount rate of 8.5% per annum (December 31, 2022 - 8.5%). The payments to settle these obligations are expected to occur during a period of up to 50 years due to the long-term nature of the Company's oil and gas assets. The undiscounted amount of estimated inflated future cash flows required to settle the obligations is \$414.7 million (December 31, 2022 - \$409.7 million). A 1.0% change in the credit-adjusted discount rate would impact the discounted value of the decommissioning obligations by approximately \$12 million with a corresponding adjustment to PP&E, E&E or net income (loss) if the adjustment is related to fully impaired assets. As at June 30, 2023, \$1.7 million was included within the current portion of provisions (December 31, 2022 - \$1.7 million).

10. SHAREHOLDERS' EQUITY

The Company's authorized share capital consists of an unlimited number of common shares and an unlimited number of first and second preferred shares. There are no first or second preferred shares outstanding at the reporting date and none of the Company's share capital has a par value. The following table summarizes changes to the Company's common share capital:

	Six months e June 30, 20		Year e Decembe	
	Number of		Number of	
As at	Shares	Amount	Shares	Amount
Balance, beginning of period	586,489,001 \$	2,352,894	530,844,591	\$ 2,242,047
Exercise of warrants (Note 8)	6,236,653	13,774	44,202,302	100,561
Exercise of stock options, RSUs and PSUs (Note 11)	8,611,020	8,682	11,442,108	10,286
Repurchased shares for cancellation	(15,613,300)	(46,922)	_	_
BALANCE, END OF PERIOD	585,723,374 \$	2,328,428	586,489,001	\$ 2,352,894

Subsequent to June 30, 2023, the Company repurchased for cancellation 4.3 million common shares under its Normal Course Issuer Bid ("NCIB") program, for total consideration of \$14.0 million.

11. STOCK-BASED COMPENSATION

In May 2021, Athabasca adopted an omnibus incentive plan (the "Omnibus Incentive Plan"). The Omnibus Incentive Plan is a long-term incentive plan that permits the grant of options, RSUs and PSUs and other security based rewards to eligible individuals. In respect of future rewards, the Omnibus Incentive Plan replaces the Performance Plan, the 2015 RSU Plan and the Option Plan (collectively the "Prior Plans"). The Company also has PUPs and DSUs stock-based compensation plans. The following table summarizes the Company's outstanding stock-based compensation units:

	June 30,	December 31,
As at	2023	2022
Stock options	5,635,000	7,159,800
RSUs	9,066,568	14,181,514
PSUs	_	6,483,300
Equity based	14,701,568	27,824,614
PSUs	2,575,700	_
PUPs	1,496,325	5,522,391
DSUs	6,201,264	5,911,434
Cash based	10,273,289	11,433,825
TOTAL OUTSTANDING STOCK-BASED COMPENSATION UNITS	24,974,857	39,258,439

The stock options, RSUs and PSUs are rolling plans and the number of common shares that may be issued on exercise under the plans is limited to an aggregate of 10% of the common shares outstanding. The stock options and RSUs plans have been accounted for as equity-settled stock-based compensation plans. In the first quarter of 2023, the Company elected for the 2020 PSUs vesting April 1, 2023 to be settled in cash to reduce share dilution in advance of its proposed share buyback program which commenced in the second quarter of 2023. The PSUs plan was historically accounted for as an equity-settled stock-based compensation plan and has now been accounted for with the PUPs and DSUs as cash-settled stock-based compensation plans and are recognized as liabilities on the Consolidated Balance Sheet. The March 31, 2023 PSUs election resulted in the recognition of a \$26.3 million liability on the Consolidated Balance Sheet and a \$24.2 million cash based stock-based compensation expense on the Consolidated Statements of Income (Loss).

The following table summarizes the Company's stock-based compensation expense (recovery):

	Three months ended June 30,					Six months ended June 30,			
		2023 2022				2023	2022		
Stock-based compensation expense (recovery) - equity based	\$	1,903	\$	2,104	\$	2,870	\$	3,589	
Capitalized to PP&E and E&E assets		(478)		(497)		(1,161)		(863)	
Net stock-based compensation expense (recovery) - equity based		1,425		1,607		1,709		2,726	
Stock-based compensation expense (recovery) - cash based		(1,241)		7,543		34,550		21,543	
Capitalized to PP&E and E&E assets		_		(754)		(1,028)		(2,508)	
Net stock-based compensation expense (recovery) - cash based		(1,241)		6,789		33,522		19,035	
NET STOCK-BASED COMPENSATION EXPENSE (RECOVERY)	\$	184	\$	8,396	\$	35,231	\$	21,761	

The following table reconciles the Company's cash settled stock-based compensation liability:

	June 30,	D	ecember 31,
As at	2023		2022
CASH SETTLED STOCK-BASED COMPENSATION LIABILITY, BEGINNING OF PERIOD	\$ 24,567	\$	16,327
Stock-based compensation expense (recovery) - cash based	34,550		23,960
Liabilities settled	(36,542)		(15,720)
CASH SETTLED STOCK-BASED COMPENSATION LIABILITY, END OF PERIOD	\$ 22,575	\$	24,567

12. PER SHARE AMOUNTS

Dilutive securities will have a dilutive effect on the weighted average shares outstanding when the average market price of the common shares during the period exceeds the sum of the exercise price of the securities and the unamortized stock-based compensation expense. The following table calculates the basic and diluted net income (loss) per share:

	Three mont June	ended		nded		
	2023	2022		2023		2022
Net income (loss) and comprehensive income (loss)	\$ 57,121	\$ 47,121	\$	486	\$	(72,480)
Dilutive effect of warrants and PSUs	(16,366)	_		_		_
DILUTED NET INCOME (LOSS) AND COMPREHENSIVE INCOME (LOSS)	\$ 40,755	\$ 47,121	\$	486	\$	(72,480)
WEIGHTED AVERAGE SHARES OUTSTANDING - BASIC	592,223,832	568,728,441		589,442,937		550,013,742
Dilutive effect of stock options, RSUs, PSUs and warrants	24,565,269	17,205,586		11,027,280		_
WEIGHTED AVERAGE SHARES OUTSTANDING - DILUTED	616,789,101	585,934,027		600,470,217		550,013,742
	-					
BASIC NET INCOME (LOSS) PER SHARE	\$ 0.10	\$ 0.08	\$	0.00	\$	(0.13)
DILUTED NET INCOME (LOSS) PER SHARE	\$ 0.07	\$ 0.08	\$	0.00	\$	(0.13)

For the three and six months ended June 30, 2023, securities of 905,500 and 27,404,173, respectively, were excluded from the diluted net income (loss) per share calculation as their effect is anti-dilutive (three and six months ended June 30, 2022 – 38,979,800 and 68,830,247).

13. SEGMENTED INFORMATION

Segmented operating results

		Therma	l Oil	Light O	il	Eliminatio	ns ⁽¹⁾	Consolida	ted
Three months ended June 30,		2023	2022	2023	2022	2023	2022	2023	2022
SEGMENT REVENUES									
Petroleum, natural gas &									
midstream sales	\$	265,304	\$ 399,793 \$	24,006 \$	53,825 \$	(6,696) \$	(17,940) \$	282,614 \$	435,678
Royalties		(10,944)	(55,911)	(1,337)	(5,610)	_	_	(12,281)	(61,521)
		254,360	343,882	22,669	48,215	(6,696)	(17,940)	270,333	374,157
SEGMENT EXPENSES & OTHER									
Cost of diluent		114,430	141,685	_	_	(6,696)	(17,940)	107,734	123,745
Operating expenses		39,605	51,442	7,095	7,743	_	_	46,700	59,185
Transportation and marketing		19,262	20,246	2,077	2,284	_	_	21,339	22,530
Depletion and depreciation		18,929	18,102	9,170	10,420	_	_	28,099	28,522
Exploration expenses		81	282	_	_	_	_	81	282
(Gain) loss on sale of assets		_	14	_	_	_	_	_	14
		192,307	231,771	18,342	20,447	(6,696)	(17,940)	203,953	234,278
Gain (loss) on commodity risk m	nana	agement cor	ntracts, net					(413)	(34,037)
Segment income (loss)	\$	62,053	\$ 112,111 \$	4,327 \$	27,768 \$	– \$	_	65,967	105,842
CORPORATE									
Interest income								1,605	402
Financing and interest								(10,516)	(21,601)
General and administrative								(4,670)	(4,941)
Stock-based compensation								(184)	(8,396)
Depreciation								(367)	(733)
Foreign exchange gain (loss), ne	et							1,202	(3,254)
Gain (loss) on revaluation of provisions and other								16,476	(20,198)
Deferred income tax recovery (ехре	ense)						(12,392)	_
NET INCOME (LOSS) AND COMPR	REHE	ENSIVE INCO	ME (LOSS)				\$	57,121 \$	47,121

⁽¹⁾ Eliminations include adjustments for NGL's (i.e. condensate) produced by the Light Oil segment used for internal consumption (i.e. diluent) by the Thermal Oil segment. Sales between segments are made at prices that approximate market prices.

	Therma	al Oil	Light O	il	Eliminatio	ns ⁽¹⁾	Consolid	ated
Six months ended June 30,	2023	2022	2023	2022	2023	2022	2023	2022
SEGMENT REVENUES								
Petroleum, natural gas &								
midstream sales	\$ 534,406	\$ 760,074 \$	53,895 \$	98,933 \$	(14,946) \$	(33,905) \$	573,355 \$	825,102
Royalties	(17,557)	(88,407)	(6,893)	(11,479)	_	_	(24,450)	(99,886)
	516,849	671,667	47,002	87,454	(14,946)	(33,905)	548,905	725,216
SEGMENT EXPENSES & OTHER								
Cost of diluent	263,363	281,596	_	_	(14,946)	(33,905)	248,417	247,691
Operating expenses	87,374	96,938	14,024	14,722	_	_	101,398	111,660
Transportation and marketing	44,109	42,344	4,443	4,741	_	_	48,552	47,085
Depletion and depreciation	37,387	35,601	19,206	21,175	_	_	56,593	56,776
Exploration expenses	393	484	_	_	_	_	393	484
(Gain) loss on sale of assets	_	(389)	_	_	_	_	_	(389)
	432,626	456,574	37,673	40,638	(14,946)	(33,905)	455,353	463,307
Gain (loss) on commodity risk m	anagement co	ntracts, net					(27,433)	(165,551)
Segment income (loss)	\$ 84,223	\$ 215,093 \$	9,329 \$	46,816 \$	- \$	_	66,119	96,358
CORPORATE								
Interest income							4,875	538
Financing and interest							(16,798)	(56,328)
General and administrative							(10,417)	(9,362)
Stock-based compensation							(35,231)	(21,761)
Depreciation							(1,098)	(1,466)
Foreign exchange gain (loss), ne	t						2,664	(1,384)
Gain (loss) on revaluation of pro	visions and oth	ner					(7,338)	(79,075)
Deferred income tax recovery (e	xpense)						(2,290)	_
NET INCOME (LOSS) AND COMPR	EHENSIVE INCO	OME (LOSS)				\$	486 \$	(72,480)

⁽¹⁾ Eliminations include adjustments for NGL's (i.e. condensate) produced by the Light Oil segment used for internal consumption (i.e. diluent) by the Thermal Oil segment. Sales between segments are made at prices that approximate market prices.

Seasonality can have an impact on Operating Income (Loss) generated by the Thermal Oil business. In the first and fourth quarters of a given year, dilution costs will generally increase as more diluent is required to meet pipeline specifications.

Segmented capital expenditures

	,	Three months ended June 30,			Six months ended June 30,			
		2023		2022	2023		2022	
THERMAL OIL								
Property, plant and equipment	\$	29,773	\$	43,053	\$ 52,412	\$	64,139	
Exploration and evaluation		139		40	336		136	
		29,912		43,093	52,748		64,275	
LIGHT OIL								
Property, plant and equipment		10,753		1,221	12,629		9,208	
CORPORATE								
Corporate assets ⁽¹⁾		767		6,877	2,417		8,637	
TOTAL CAPITAL EXPENDITURES(1)(2)(3)	\$	41,432	\$	51,191	\$ 67,794	\$	82,120	

⁽¹⁾ For the three and six months ended June 30, 2023, expenditures include cash capitalized stock-based compensation costs of \$\\$\\$nil and \$1.0 million (three and six months ended June 30, 2022 - \$0.8 million and \$2.5 million).

⁽²⁾ For the three and six months ended June 30, 2023, expenditures include cash capitalized staff costs of \$1.9 million and \$3.8 million (three and six months ended June 30, 2022 - \$2.2 million and \$3.7 million).

⁽³⁾ Excludes non-cash capitalized costs related to stock-based compensation, decommissioning obligation assets and leased asset modifications.

Segmented assets

	June 30,	December 31,
Net book value (As at)	2023	2022
THERMAL OIL		
Prepaid expense (Note 3)	\$ 39,022	\$ 40,137
Inventory (Note 4)	45,054	56,900
Property, plant and equipment	845,147	827,934
Exploration and evaluation	1,641	1,161
	930,864	926,132
LIGHT OIL		
Property, plant and equipment	547,230	553,336
CORPORATE		
Current assets ⁽¹⁾	244,326	297,400
Long-term deposit (Note 17)	_	12,577
Deferred income tax (Note 17)	410,998	413,288
Property, plant and equipment	28,673	27,621
	683,997	750,886
TOTAL ASSETS	\$ 2,162,091	\$ 2,230,354

⁽¹⁾ Current assets under Corporate exclude inventory and the current portion of the Hangingstone transportation prepayment which have been included under the Thermal Oil segment.

14. REVENUE

The following table summarizes Athabasca's revenue by product:

	Three months ended					Six months ended			
	June 30,								
		2023 2022				2023		2022	
Heavy oil (blended bitumen)	\$	262,629	\$	397,201	\$	528,223	\$	755,135	
Oil and condensate		18,105		36,763		39,501		68,820	
Natural gas		3,347		11,775		8,154		20,026	
Other natural gas liquids		2,554		5,287		6,240		10,087	
Eliminations - inter-segment sales		(6,696)		(17,940)		(14,946)		(33,905)	
Petroleum and natural gas sales		279,939		433,086		567,172		820,163	
Midstream sales		2,675		2,592		6,183		4,939	
TOTAL REVENUE	\$	282,614	\$	435,678	\$	573,355	\$	825,102	

15. FINANCING AND INTEREST

	Three months ended					Six months ended				
	June 30,					June 30,				
	2023 2022					2023	2022			
Financing and interest expense on indebtedness (Note 7)	\$	6,241	\$	17,063	\$	13,751	\$	30,013		
Accretion of 2026 Notes (Note 7)		1,810		(330)		(1,592)		18,307		
Accretion of warrants (Note 8)		371		2,047		449		2,245		
Accretion of provisions (Note 9)		1,946		2,584		3,865		5,269		
Interest expense on lease liability (Note 9)		148		237		325		494		
TOTAL FINANCING AND INTEREST	\$	10,516	\$	21,601	\$	16,798	\$	56,328		

16. GAIN (LOSS) ON REVALUATION OF PROVISIONS AND OTHER

	Three months ended				Six months ended				
	June 30,				June 30,				
		2023		2022	2023		2022		
Change in fair value of warrant liability (Note 8)	\$	16,476	\$	(17,424)	\$ (7,338)	\$	(76,369)		
Change in estimated decommissioning obligations related to fully									
impaired E&E assets		_		(3,073)	_		(3,073)		
Other		_		299	_		367		
TOTAL GAIN (LOSS) ON REVALUATION OF PROVISIONS AND OTHER	\$	16,476	\$	(20,198)	\$ (7,338)	\$	(79,075)		

17. INCOME TAXES

The following table reconciles the expected income tax (recovery) expense calculated at the Canadian statutory rate of 23.0% (2022 – 23.0%) to the actual income tax (recovery) expense:

	Three months ended June 30,					Six months ended June 30,			
		2023		2022		2023		2022	
INCOME (LOSS) BEFORE INCOME TAXES	\$	69,513	\$	47,121	\$	2,776	\$	(72,480)	
Effective Canadian statutory income tax rate		23%		23%		23%		23%	
Expected income tax (recovery) expense		15,988		10,838		638		(16,670)	
ADJUSTMENTS RELATED TO THE FOLLOWING:									
Non-taxable portion on foreign exchange (gains) losses, net		(544)		1,386		(536)		713	
Stock-based compensation		235		3,537		(76)		2,984	
Warrants		(3,704)		4,478		1,791		18,081	
Other		417		3		473		(18)	
Unrecognized deferred income tax asset		_		(20,242)		_		(5,090)	
DEFERRED INCOME TAX (RECOVERY) EXPENSE	\$	12,392	\$	_	\$	2,290	\$	_	

From time to time, Athabasca undergoes income tax audits in the normal course of business. In 2018, the Company received a notice of reassessment from the Canada Revenue Agency ("CRA") and Alberta Finance with regards to its 2012 taxation year resulting in a \$12.6 million deposit posted with the CRA. In the second quarter of 2023, Athabasca successfully appealed the reassessment and the \$12.6 million was fully refunded.

As at June 30, 2023, the Company has approximately \$3.1 billion in tax pools, including approximately \$2.4 billion in non-capital losses and exploration tax pools available for immediate deduction against future income.

18. FINANCIAL INSTRUMENTS RISK

As at June 30, 2023, the Company's consolidated financial assets and liabilities are comprised of cash and cash equivalents, accounts receivable, deposits, risk management contracts, accounts payable, warrant liability and term debt. The risk management contracts have been classified as Level 2 on the fair value hierarchy and the warrant liability has been classified as Level 3 on the fair value hierarchy.

Credit risk

Credit risk is the risk of financial loss to Athabasca if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from Athabasca's cash balances and accounts receivables from petroleum and natural gas marketers, joint interest partners and risk management contract counterparties.

Athabasca's cash and cash equivalents are held with two counterparties, which are large reputable financial institutions, and management concluded that credit risk associated with the investments is low. Management concluded that collection risk of the outstanding accounts receivables is low given the high credit quality of the Company's material counterparties. No material receivables were past due as at June 30, 2023. Athabasca's risk management contracts are held with three counterparties, all of which are large reputable financial institutions, and management concluded that credit risk associated with these risk management contracts is low.

Liquidity risk

The Company's objective in managing liquidity risk is to maintain sufficient available reserves to meet its liquidity requirements at any point in time. The Company expects to achieve this objective through prudent capital spending, an active commodity risk management program (Note 6) and by maintaining sufficient liquidity to manage periods of volatility within its cash, cash equivalents and available credit facilities.

For the balance of 2023, it is anticipated that Athabasca's Light Oil and Thermal Oil capital and operating activities will be funded through cash flow from operating activities and existing cash and cash equivalents. Beyond 2023, depending on the Company's level of capital spend and the commodity price environment, the Company may require additional funding which could include debt, equity, joint ventures, asset sales or other external financing. The availability of any additional future funding will depend on, among other things, the current commodity price environment, operating performance, the Company's credit rating and its ability to access the equity and debt capital markets.

As at June 30, 2023 all material financial liabilities are current except for the 2026 Notes. In addition, the Company has provisions and other liabilities as disclosed in Note 9. The Company's future unrecognized commitments are disclosed in Note 19.

Foreign exchange risk

Athabasca is exposed to foreign currency risk on the principal and interest components of its US dollar denominated 2026 Notes (Note 7) and US dollar denominated cash, cash equivalents, receivables and payables. As at June 30, 2023, Athabasca's net foreign exchange risk exposure was a US\$41.3 million liability (December 31, 2022 - US\$19.1 million liability), and a 5.0% change in the foreign exchange rate (USD:CAD) would result in a \$2.7 million change in the foreign exchange gain/loss (December 31, 2022 - \$1.3 million).

The following table provides a breakdown of the foreign exchange gain (loss):

	Three months ended					Six months ended			
	June 30,					June			
		2023		2022		2023		2022	
Unrealized foreign exchange gain (loss)	\$	1,766	\$	(1,422)	\$	4,422	\$	1,733	
Realized foreign exchange gain (loss)		(564)		(1,832)		(1,758)		(3,117)	
FOREIGN EXCHANGE GAIN (LOSS), NET	\$	1,202	\$	(3,254)	\$	2,664	\$	(1,384)	

The unrealized foreign exchange gain (loss) primarily relates to the principal and interest components of the Company's US dollar denominated term debt.

The Company is also exposed to foreign currency risk on oil sales based on US dollar benchmark prices.

Commodity price risk

Athabasca is exposed to commodity price risk on its petroleum and natural gas sales due to fluctuations in market commodity prices. Athabasca manages this exposure through an active commodity risk management program as well as managing capital programs and production levels to maximize the value of recoverable resources. Refer to Note 6 for further details.

Interest rate risk

The Company's exposure to interest rate fluctuations on interest earned on its floating rate cash and cash equivalents balance at June 30, 2023 of \$132.5 million (December 31, 2022 - \$197.5 million), from a 1.0% change in interest rates, would have an annualized impact of approximately \$1.3 million (year ended December 31, 2022 - \$2.0 million). The 2026 Notes and letters of credit issued are subject to fixed interest rates and are not exposed to changes in interest rates.

19. COMMITMENTS AND CONTINGENCIES

The following table summarizes Athabasca's estimated future unrecognized minimum commitments as at June 30, 2023 for the following five years and thereafter:

	Re	emaining						
		2023	2024	2025	2026	2027	Thereafter	Total
Transportation and processing ⁽¹⁾	\$	58,282	\$ 112,940	\$ 109,053	\$ 108,486	\$ 104,975	\$ 1,051,466	\$ 1,545,202
Interest expense on term debt (Note 11) ⁽¹⁾		10,446	20,891	20,891	17,409	_	_	69,637
Purchase commitments and other ⁽¹⁾		9,447	3,679	_	-	_	_	13,126
TOTAL COMMITMENTS	\$	78,175	\$ 137,510	\$ 129,944	\$ 125,895	\$ 104,975	\$ 1,051,466	\$ 1,627,965

⁽¹⁾ Commitments which are denominated in US dollars were converted into Canadian dollars at the June 30, 2023 exchange rate of US\$1.00 = C\$1.3240.

The Company is, from time to time, involved in claims arising in the normal course of business. The Company is currently undergoing income tax and partner related audits in the normal course of business. The final outcome of such audits cannot be predicted with certainty, however, management concluded that it has appropriately assessed any impact to the consolidated financial statements.

20. SUPPLEMENTAL CASH FLOW INFORMATION

Net change in non-cash working capital and other liabilities

The following table reconciles the net changes in non-cash working capital and other liabilities from the consolidated balance sheet to the consolidated statement of cash flows:

	Three months ended June 30,					Six months ended June 30,			
		2023		2022		2023		2022	
Change in accounts receivable	\$	3,527	\$	(24,027)	\$	(10,682)	\$	(93,946)	
Change in prepaid expenses and deposits		8,769		(3,428)		(1,816)		(134)	
Change in inventory		(2,614)		(6,196)		11,846		(18,380)	
Change in accounts payable and accrued liabilities		(4,018)		26,809		(11,116)		84,603	
		5,664		(6,842)		(11,768)		(27,857)	
Other items impacting changes in non-cash working capital:									
Change in cash stock-based compensation liability (Note 11)		(37,783)		(5,543)		(1,992)		8,457	
Unrealized foreign exchange gain (loss) related to working capital		666		1,862		1,722		1,187	
	\$	(31,453)	\$	(10,523)	\$	(12,038)	\$	(18,213)	
RELATED TO:									
Operating activities	\$	(34,630)	\$	(16,353)	\$	(16,600)	\$	(30,706)	
Financing activities		_		(1,153)		_		_	
Investing activities		3,177		6,983		4,562		12,493	
NET CHANGE IN NON-CASH WORKING CAPITAL	\$	(31,453)	\$	(10,523)	\$	(12,038)	\$	(18,213)	
Cash interest paid	\$	601	\$	1,222	\$	14,772	\$	14,377	
Cash interest received	\$	2,804	\$	342	\$	4,865	\$	442	

CORPORATE INFORMATION

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(2) Reserves and Health, Safety & Environment Committee

(3) Compensation and Governance Committee