

**HIGH ARCTIC OVERSEAS HOLDINGS CORP.**

**CONDENSED INTERIM  
CONSOLIDATED FINANCIAL STATEMENTS**

**FOR THE THREE MONTHS ENDED  
March 31, 2025, and 2024**

**(Unaudited)**

## **Notice of No Auditor Review of Condensed Interim Consolidated Financial Statements**

Pursuant to National Instrument 51-102 *Continuous Disclosure Obligations*, Part 4, subsection 4.3(3)(a) issued by the Canadian Securities Administrators, if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim consolidated financial statements of High Arctic Overseas Holdings Corp. (the "Corporation") for the interim reporting period ended March 31, 2025 have been prepared in accordance with International Accounting Standards 34, *Interim Financial Reporting*, as issued by the International Accounting Standards Board, and are the responsibility of the Corporation's management.

The Corporation's external auditors, KPMG LLP, have not performed a review of these unaudited condensed interim consolidated financial statements in accordance with the standards established by Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's external auditor. Additionally, the Corporation's unaudited condensed interim consolidated financial statements for the interim reporting period ended March 31, 2024 were not reviewed by the Corporation's external auditors, KPMG LLP.

**HIGH ARCTIC OVERSEAS HOLDINGS CORP.**  
**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**

(unaudited) (thousands of United States Dollars)	As at March 31, 2025	As at December 31, 2024
<b>Assets</b>		
Current assets		
Cash and cash equivalents	13,902	14,930
Accounts receivable (Note 3)	2,014	1,800
Inventory (Note 4 and 18)	7,634	7,459
Prepaid expenses and other assets	564	517
Due from related party (Note 17)	116	-
	24,230	24,706
Non-current assets		
Income tax receivable	490	490
Property and equipment (Note 5)	9,110	9,671
Right of use assets (Note 6(a))	303	420
<b>Total assets</b>	<b>34,133</b>	<b>35,287</b>
<b>Liabilities</b>		
Current liabilities		
Accounts payable and accrued liabilities (Note 7)	2,557	2,290
Due to related party (Note 17)	-	135
Deferred revenue (Note 8)	422	551
Lease liabilities (Note 6(b))	270	339
Income tax payable	769	789
	4,018	4,104
Non-current liabilities		
Lease liabilities (Note 6(b))	64	109
Deferred tax liabilities	285	121
<b>Total liabilities</b>	<b>4,367</b>	<b>4,334</b>
<b>Shareholders' Equity</b>		
Share capital (Note 10(a))	29,502	29,502
Contributed surplus	56	13
Accumulated and other comprehensive loss	(34)	(29)
Retained earnings	242	1,467
	29,766	30,953
<b>Total liabilities and shareholders' equity</b>	<b>34,133</b>	<b>35,287</b>

Commitments and contingencies (Note 18)

Subsequent event (Note 19)

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

**HIGH ARCTIC OVERSEAS HOLDINGS CORP.**  
**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF INCOME (LOSS) AND**  
**COMPREHENSIVE INCOME (LOSS)**

(unaudited) (thousands of United States Dollars)	Three months ended March 31,	
	2025	2024
Revenue (Note 12)	2,510	11,134
Operating expenses (Note 13(a))	(1,796)	(6,819)
General and administrative expenses (Note 13(b))	(916)	(785)
Depreciation and amortization expenses (Notes 5 and 6(a))	(753)	(810)
Share-based compensation expense (Note 11)	(43)	-
Operating income (loss)	(998)	2,720
Interest income	17	37
Management fee income (Note 17)	-	117
Finance expenses (Note 13(c))	(7)	(22)
Foreign exchange loss	(41)	(59)
Income (loss) before income tax expense	(1,029)	2,793
Current income tax expense	(32)	(292)
Deferred income tax expense	(164)	-
Income tax expense	(196)	(292)
Net income (loss)	(1,225)	2,501
Other comprehensive income (loss):		
Items that may be reclassified subsequently to net income (loss):		
Foreign currency translation loss for foreign operations	(5)	(14)
Comprehensive income (loss) for the period	(1,230)	2,487
	Three months ended March 31,	
	2025	2024
Net income (loss) per share: (Note 10(b))		
Basic	(\$0.10)	\$0.20
Diluted	(\$0.10)	\$0.20

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

**HIGH ARCTIC OVERSEAS HOLDINGS CORP.**  
**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS'**  
**EQUITY**

(unaudited) (thousands of United States Dollars)	Share capital	Contributed surplus	Accumulated other comprehensive income loss	Net investment in Cyprus	Retained earnings	Total shareholders' equity
Balance, December 31, 2023 (Note 9)	-	-	-	33,112	-	33,112
Net income prior to Arrangement transaction	-	-	-	2,501	-	2,501
Other comprehensive loss – foreign currency translation loss	-	-	-	(14)	-	(14)
Balance, March 31, 2024	-	-	-	35,599	-	35,599
Balance, December 31, 2024	29,502	13	(29)	-	1,467	30,953
Net loss	-	-	-	-	(1,225)	(1,225)
Share-based compensation expense	-	43	-	-	-	43
Other comprehensive loss – foreign currency translation loss	-	-	(5)	-	-	(5)
Balance, March 31, 2025	29,502	56	(34)	-	242	29,766

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

**HIGH ARCTIC OVERSEAS HOLDINGS CORP.**  
**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS**

(unaudited) (thousands of United States Dollars)	Three months ended March 31,	
	2025	2024
<b>Cash flows from operating activities:</b>		
Net income (loss)	(1,225)	2,501
Adjustments for:		
Depreciation and amortization expenses	753	810
Deferred income tax expense	164	-
Unrealized foreign exchange loss (gain)	2	(14)
Non-cash finance expense (Note 13(c))	7	17
Share-based compensation expense	43	-
Funds from operating activities	(256)	3,314
Change in non-cash working capital (Note 14)	(569)	2,034
Net cash from (used in) operating activities	(825)	5,348
<b>Cash flows from investing activities:</b>		
Property and equipment expenditures	(74)	(550)
Net cash used in investing activities	(74)	(550)
<b>Cash flows from financing activities:</b>		
Lease obligation payments	(117)	(124)
Net cash used in financing activities	(117)	(124)
Effect of foreign exchange rate changes on opening cash balances	(12)	-
Change in cash and cash equivalents	(1,028)	4,674
Total cash and cash equivalents, beginning of period	14,930	10,958
Total cash and cash equivalents, end of period	13,902	15,632

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

# HIGH ARCTIC OVERSEAS HOLDINGS CORP.

## NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(unaudited)

(Stated in Thousands of United States Dollars)

### 1. Nature of business

High Arctic Overseas Holdings Corp. ("High Arctic" or the "Corporation") was incorporated under the laws of Alberta, Canada on April 1, 2024, and is a publicly traded corporation listed on the TSX Venture Exchange. The Corporation is engaged in contract drilling, equipment rentals and other oilfield services to the oil and natural gas industry in Papua New Guinea ("PNG") through a subsidiary in Singapore, two subsidiaries in PNG and a subsidiary in Australia. The Corporation's registered corporate office address is Suite 2350, 330 – 5th Ave SW Calgary, Canada T2P 0L4.

The Corporation was founded to enable a Plan of Arrangement (the "Arrangement") that separated the North American and PNG businesses of High Arctic Energy Services Inc. ("HWO"), resulting in the North American business continuing to be operated by HWO and the PNG business being operated by the Corporation. The Arrangement was approved by a vote of shareholders of HWO on June 17, 2024, and was completed on August 12, 2024. The common shares of the Corporation began trading on the TSX Venture Exchange ("TSXV") on August 16, 2024.

On August 12, 2024, in accordance with the Arrangement:

- HWO transferred all of the outstanding ordinary shares of High Arctic Energy Services Cyprus Limited ("Cyprus"), the subsidiary that owned and operated HWO's Papua New Guinea energy services business, to the Corporation;
- Each shareholder of HWO received, as consideration, one quarter of one post-Arrangement common share of the Corporation and one quarter of one post-Arrangement common share of HWO, for every pre-Arrangement share of HWO held prior to August 12, 2024;
- The Corporation became a reporting issuer in Alberta, British Columbia, Manitoba, Ontario, and Saskatchewan and was listed on the TSXV; and
- HWO retained its interest in the existing North American energy services business and remained listed on the Toronto Stock exchange and continued trading under the trading symbol HWO.

Since the Corporation and Cyprus were both wholly-owned by HWO, the transfer of all of the outstanding ordinary shares of Cyprus to the Corporation was deemed a common control transaction. These unaudited condensed interim consolidated financial statements ("Financial Statements") are presented under the continuity of interests basis. Financial results contained within these consolidated financial statements present the historic financial position, results of operations and cash flows of Cyprus for all prior periods up to August 12, 2024, under HWO's control. The financial position, results of operations and cash flows from April 1, 2024, the date of incorporation of the Corporation, to August 12, 2024, include both Cyprus and the Corporation on a combined basis, and from August 12, 2024, forward include the results of the Corporation on a consolidated basis upon completion of the Arrangement.

The following table lists the Corporation's principal subsidiaries, the jurisdiction of formation or incorporation of such subsidiaries and the percentage of share owned, directly or indirectly, by the Corporation as at March 31, 2025:

Name of subsidiary	Jurisdiction of formation or incorporation	Percentage ownership of shares beneficially owned or controlled (in) directly by the Corporation
High Arctic Energy Services Cyprus Limited	Cyprus	100%
High Arctic Energy Services PNG Limited	PNG	100%
PNG Industry Manpower Solutions Limited	PNG	100%
High Arctic Energy Services (Singapore) PTE Ltd.	Singapore	100%
High Arctic Energy Services Australia PTY Ltd.	Australia	100%

## 2. Basis of Presentation

### (a) Statement of compliance and approval

These Financial Statements have been prepared in accordance with International Accounting Standards 34 – Interim Financial Reporting.

These Financial Statements were authorized for issuance by the Board of Directors on May 29, 2025.

### (b) Basis of preparation

Unless otherwise noted, these Financial Statements follow the same accounting policies and methods of computation as described in the annual audited consolidated financial statements for the year ended December 31, 2024. Accordingly, these Financial Statements should be read in conjunction with the annual audited consolidated financial statements.

### (c) Common control transaction

Since the Corporation and Cyprus were both wholly owned by HWO, the transfer of all of the outstanding ordinary shares of Cyprus to the Corporation was deemed a common control transaction. As such, the assets and liabilities assumed by the Corporation, including cash and cash equivalents, accounts receivable, inventory, prepaid expense and other assets, due from related party, income tax receivable, property and equipment, right of use assets, accounts payable and accrued liabilities, lease liabilities and income tax payable were originally recognized on the date of acquisition at their respective carrying amounts according to historical cost financial records of HWO.

### (d) Functional and presentation currency

The financial statements are presented in United States Dollars ("USD").

The Canadian dollar ("CAD") is the functional currency of the Corporation. The US dollar is the functional currency of four of the Corporation's subsidiaries, with the exception of one subsidiary utilizing the Australian dollar as its functional currency.

All values are rounded to the nearest thousand USD (\$000), except where otherwise indicated.

### (e) Judgments, estimates and assumptions

The Financial Statements were prepared using the same judgments, estimates and assumptions as described in the annual audited financial statements for the year ended December 31, 2024.

## 3. Accounts receivable

The aging and expected credit loss associated with accounts receivable was as follows:

(thousands of USD)	As at March 31, 2025	As at December 31, 2024
Less than 31 days	1,683	1,500
31 days to 60 days	333	301
61 days to 90 days	-	-
Greater than 90 days	-	-
	2,016	1,801
Expected credit losses	(2)	(1)
	2,014	1,800

The Corporation's accounts receivable, net of provisions for expected credit losses, is denominated in the following currencies:

(thousands of USD)	As at March 31, 2025	As at December 31, 2024
PNG Kina ("PGK")	992	897
US dollars ("USD")	1,022	903
	2,014	1,800



#### 4. Inventory

As at March 31, 2025, the Corporation had inventory of \$7,634 (December 31, 2024 - \$7,459), which is primarily comprised of parts and materials related to maintenance, recertification and refurbishment of drilling and workover rigs and related equipment and rentable mobile equipment. As at March 31, 2025, a cumulative provision for inventory obsolescence of \$162 (December 31, 2024 - \$162) has been recognized.

For the three months ended March 31, 2025, consumed parts and materials for equipment, which are included in drilling services expense, totaled \$71 (\$93 for the three months ended March 31, 2024).

#### 5. Property and equipment

(thousands of USD)	Vehicles	Drilling services equipment	Office and computer equipment	Work-in progress	Total
<b>Cost</b>					
Balance, December 31, 2024	100	112,743	190	504	113,537
Additions	-	-	-	74	74
Balance, March 31, 2025	100	112,743	190	578	113,611
<b>Accumulated depreciation</b>					
Balance, December 31, 2024	75	103,619	172	-	103,866
Depreciation	2	631	2	-	635
Balance, March 31, 2025	77	104,250	174	-	104,501
Net book value, December 31, 2024	25	9,124	18	504	9,671
Net book value, March 31, 2025	23	8,493	16	578	9,110

#### 6. Right of use assets and lease liabilities

(a) Right of use assets:

(thousands of USD)	As at March 31, 2025	As at December 31, 2024
<b>Cost:</b>		
Opening balance	1,348	1,449
Dispositions	-	(94)
Effect of foreign exchange	2	(7)
Closing balance	1,350	1,348
<b>Accumulated amortization:</b>		
Opening balance	928	536
Depreciation	118	470
Dispositions	-	(94)
Effect of foreign exchange	1	16
Closing balance	1,047	928
Net closing balance	303	420

The right of use assets relates to various types of real estate assets.

(b) Lease liabilities:

(thousands of USD)	As at March 31, 2025	As at December 31, 2024
Opening balance	448	973
Lease dispositions	-	(57)
Lease payments	(117)	(487)
Lease finance expense (Note 13(c))	7	53
Effect of foreign exchange rate changes	(4)	(34)
Closing balance	334	448
Current	270	339
Non-current	64	109

The lease liabilities relate to various types of real estate assets which are recorded as right of use assets.

The undiscounted cash flows relating to the lease liabilities are as follows:

(thousands of USD)	As at March 31, 2025	As at December 31, 2024
Less than one year	280	364
One year to five years	65	105
More than five years	-	-
Total undiscounted liabilities	345	469

## 7. Accounts payable and accrued liabilities

The nature of the Corporation's accounts payable and accrued liabilities are as follows:

(thousands of USD)	As at March 31, 2025	As at December 31, 2024
Trade accounts payable	539	336
Accrued liabilities	1,295	1,240
Wages and payroll taxes payable	700	703
Other accounts payable	23	11
Total accounts payable and accrued liabilities	2,557	2,290

## 8. Deferred revenue

(thousands of USD)	As at March 31, 2025	As at December 31, 2024
Deferred revenue	422	551
Total deferred revenue	422	551

As at March 31, 2025, the Corporation had deferred revenue of \$422 (December 31, 2024- \$551). Deferred revenue relates to advanced billing for services that the Corporation has not performed in accordance with customer requests.

## 9. Net investment in Cyprus

The Corporation's investment in Cyprus has been presented as a net investment in Cyprus in these Financial Statements because a direct ownership by shareholders of HWO prior to the Arrangement transaction did not exist. The net investment in Cyprus was comprised of accumulated net earnings (loss) of the operation of Cyprus and any distributions from Cyprus to HWO up to August 12, 2024, the date of the Arrangement transaction as described in Note 1.

The following table reconciles the Corporation's net investment in Cyprus:

(thousands of USD)	
Balance, December 31, 2023	33,112
Net income prior to Arrangement transaction	2,501
Other comprehensive loss prior to the Arrangement transaction	(14)
Balance, March 31, 2024	35,599
Net loss prior to the Arrangement transaction	(1,111)
Dividend to HWO prior to the Arrangement transaction	(5,000)
Other comprehensive income prior to the Arrangement transaction	14
Common shares issued on completion of the Arrangement transaction	(29,502)
Balance, December 31, 2024	-

## 10. Shareholders' equity

### (a) Share capital <sup>(1)</sup>

The Corporation is authorized to issue an unlimited number of common shares and an unlimited number of preferred shares. No preferred shares have been issued by the Corporation. The common shares do not have a par value, and all issued shares are fully paid.

(thousand of USD except number of common shares)	Shares	March 31, 2025	December 31, 2024	
		Amount	Shares	Amount
Effect of the completion of the Arrangement transaction	-	-	12,448,166	29,502
Common shares issued and outstanding, end of period	12,448,166	29,502	12,448,166	29,502

As described in Note 1, 12,448,166 common shares of the Corporation were issued to the shareholders of HWO upon completion of the Arrangement.

### (b) Per share amounts <sup>(1)</sup>

(thousands of USD except number of common shares)	Three months ended March 31,	
	2025	2024
Net income (loss)	(1,225)	2,501
Basic – weighted average number of common shares	12,448,166	12,448,166
Diluted – weighted average number of common shares <sup>(2)</sup>	13,123,166	12,448,166
Basic net income (loss) per share	(\$0.10)	\$0.20
Basic and diluted net income (loss) per share <sup>(2)</sup>	(\$0.10)	\$0.20

<sup>(1)</sup> For the purposes of computing per share amounts, the number of common shares outstanding for the periods prior to the Arrangement is deemed to be the number of shares issued by the Corporation to the shareholders of HWO upon completion of the Arrangement.

<sup>(2)</sup> For periods when the Corporation incurred a net loss the shares outstanding under the Corporation's equity incentive plans for the periods presented are excluded from the calculation of diluted weighted average number of common shares as the outstanding options were anti-dilutive.

## 11. Share-based compensation expense

The Corporation has an equity incentive plan which provides for the issuance of stock options, restricted share units, performance share units and deferred share units. Under the Plan, the Corporation can issue up to 1,244,817 common shares (being 10% of all outstanding shares) as at March 31, 2025.

	Number of stock options	Weighted average exercise price (\$CAD)
Balance, December 31, 2023	-	-
Granted	675,000	1.60
Balance, December 31, 2024	675,000	1.60
Granted	-	-
Balance, March 31, 2025	675,000	1.60

For the three months ended March 31, 2025, the Corporation recognized \$43 (three months ended March 31, 2024 – nil) of share-based compensation expense related to stock options. As at March 31, 2025, there was \$233 remaining as unrecognized share-based compensation expense related to stock options.

As at March 31, 2025, there were no amounts issued or outstanding related to restricted share units, performance share units or deferred share units.

## 12. Revenue

The following tables include a reconciliation of disaggregated revenue by type of service provided within the Corporation.

	Three months ended March 31,	
(thousands of USD)	2025	2024
Service revenue	1,848	9,186
Equipment rental revenue	662	1,948
Total revenue	2,510	11,134

The Corporation's revenue originates geographically in PNG.

## 13. Supplementary expense disclosures

(a) Expenses by nature:

	Three months ended March 31,	
(thousands of USD)	2025	2024
Personnel	1,225	3,221
Equipment operating and maintenance	107	114
Material and supplies	258	1,316
Drilling rig rental	56	1,964
Other	150	204
Total operating expenses	1,796	6,819

(b) General and administrative expenses by nature:

	Three months ended March 31,	
(thousands of USD)	2025	2024
Personnel	592	578
Professional, legal and advisory fees	120	65
Information technology services	72	72
Corporate	106	58
Office and warehouse	11	11
Expense (recovery) of expected credit losses	1	(4)
Vehicle, supplies and other	14	5
Total general and administrative expenses	916	785

(c) Finance expenses:

(thousands of USD)	Three months ended March 31,	
	2025	2024
Bank fees	4	6
Finance expense – lease liabilities	7	17
Other	(4)	(1)
Total finance expenses	7	22

**14. Supplementary cash flow information**

Changes in non-cash working capital balances:

(thousands of USD)	Three months ended March 31,	
	2025	2024
<u>Source (use) of cash:</u>		
Accounts receivable	(214)	425
Inventory, prepaid expense and other assets	(222)	643
Income taxes receivable	-	9
Accounts payable and accrued liabilities	267	964
Income taxes payable	(20)	72
Deferred revenue	(129)	-
Due from related party	(251)	(79)
	(569)	2,034
<u>Attributable to:</u>		
Operating activities	(569)	2,034
Investing activities	-	-
Financing activities	-	-
	(569)	2,034

**15. Financial Instruments and risk management**

Financial instrument measurement and classification:

The Corporation's financial assets and liabilities consist of cash and cash equivalents, due from related party, accounts receivable, due to related party, accounts payable and accrued liabilities, income tax receivable/payable and lease liabilities. The carrying values of these assets and liabilities approximate fair value due to the short-term nature of these instruments. The carrying value of lease liabilities where interest is charged at a fixed rate is not significantly different than fair value.

Financial and other risks:

The Corporation is exposed to financial risks arising from its financial assets and liabilities. This includes pandemic and/or endemic risk or the risk that operations and/or administration are forced to run at less than full capacity due to an absence or reduction of members of the workforce, either through forced closures by government both within countries and across national borders, by internally imposed rotational schedules and/or quarantine or illness of the workforce. Further, geopolitical risks are the potential risks that a business may face due to changes in global events, policies, national security threats, or regulations. These risks may impact a company's workforce and/or operations by limiting market access and increasing costs and could have significant impact on the Corporation. The Corporation is also exposed to cybersecurity related risks, due in part to the increase and prevalence of utilizing cloud hosted servers. Cybersecurity related risks could significantly impact the ability for the Corporation to operate, and therefore impact financial results.

Market risks:

Market risk is the risk that the fair value or future cash flows of financial assets or liabilities will fluctuate due to movements in market rates:

(a) *Interest rate risk*

Interest rate risk is the risk that the value of a financial instrument will fluctuate as a result of changes in market interest rates. The Corporation had no financing or risk management contracts that would be affected by interest rates as at March 31, 2025, or December 31, 2024.

*(b) Commodity price risk*

Commodity price risk is the risk that the Corporation's future cash flows will fluctuate due to changes in demand for the Corporation's services, where the majority of the Corporation's customers are oil and gas producers. The Corporation's customers' activity and strategic decisions are impacted by the fluctuations of oil and gas pricing.

These prices are sensitive to local, regional and world economic and geopolitical events. This includes implications from changing oil demand and supply, policy direction by OPEC, the ongoing effect of the conflicts between Russia & Ukraine and Israel & Palestine, climate-change-driven transitions to lower emission energy sources, the impact of future pandemics upon economic activity, the implications of changes to government and government policy and investment decisions in PNG to expand its LNG export capacity.

The Corporation had no risk management contracts that would be affected by commodity prices as at March 31, 2025, and December 31, 2024.

*(c) Foreign currency risk*

The Corporation's revenue and expenses are effectively transacted in a mix of USD and the local PNG currency (Kina or "PGK"). The Corporation does not actively engage in foreign currency hedging.

*(d) PNG foreign currency restrictions*

The Corporation's ability to repatriate funds from PNG is controlled by the PNG government through their central bank. There are currently several monetary and currency exchange control measures in PNG that can impact the ability to repatriate funds, as well as established requirements to transact in PGK.

As at March 31, 2025, \$6,803 (December 31, 2024 - \$7,741) was on deposit with a large international bank in PNG. The Bank of PNG ("BPNG") has provided approval for the Corporation to maintain a USD bank account in accordance with the BPNG currency regulations. Historically, the Corporation has received approval from BPNG for drilling services contracts with its key customers in PNG to be denominated and settled in USD. The Corporation will continue to seek BPNG approval for our contracts to be settled in USD on a contract-by-contract basis, however, there is no assurance the BPNG will grant these approvals.

The BPNG currency regulations also limit the amount of foreign currency that companies can maintain in order to meet their forecasted three-month cash flow requirements, with excess funds required to be held in PGK. While no significant issues have been experienced to date, there is no guarantee such restrictions will not impact the Corporation's ability to transact or repatriate funds.

Credit risk, customers, and economic dependence:

Credit risk is the risk of a financial loss occurring as a result of a default by a counter party on its obligation to the Corporation. The Corporation's financial instruments that are exposed to credit risk consist primarily of accounts receivable and cash balances held in banks. The Corporation mitigates credit risk by regularly monitoring its accounts receivable position and depositing cash in properly capitalized banks. The Corporation also institutes credit reviews prior to commencement of contractual arrangements.

The Corporation's accounts receivable is predominantly with customers who explore for and develop petroleum reserves and are subject to industry credit risk consistent with the industry. The Corporation assesses the creditworthiness of its customers on an ongoing basis and monitors the amount and age of balances outstanding.

In providing for ECL, the Corporation uses the historical default rates within the industry between investment grade and non-investment grade customers as well as forward looking information to determine the appropriate loss allowance provision.

The net carrying amount of accounts receivable represents the estimated maximum credit exposure on the accounts receivable balance. The Corporation's customers are predominantly made up of large multinational customers in PNG.

For the three months ended March 31, 2025, the Corporation provided services to two large multinational customers who individually accounted for greater than 10% of its consolidated revenues, with total sales of \$2,068 (three months ended March 31, 2024 – one large multinational customer with total sales of \$10,016).

As at March 31, 2025, two customers represented a total of \$1,733 or 86% of the outstanding accounts receivable (December 31, 2024 – two customers representing \$1,667 or 93% of outstanding accounts receivable).

Liquidity risk:

Liquidity risk is the risk that the Corporation will not be able to meet its financial obligations as they fall due. The Corporation's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.

The Corporation's processes for managing liquidity risk include preparing and monitoring capital and operating budgets, working capital management, coordinating, and authorizing project expenditures, authorization of contractual agreements, and managing compliance to debt finance agreements (as applicable).

The Corporation's future financial results and longer-term success are dependent upon its working capital, its ability to secure additional capital from debt or equity financings or completing other arrangements to fund the Corporation's activities while the Corporation attempts to generate recurring positive cash flows from operations. The Corporation will continue to monitor its liquidity position in future periods.

The following table details the remaining contractual maturities of the Company's financial liabilities at as at March 31, 2025:

Payments due by period						
(thousands of USD)	Less than 3 months	3 months to 1 year	1-2 years	2-5 years	>5 years	Total
Accounts payable and accrued liabilities	2,557	-	-	-	-	2,557
Deferred revenue	422	-	-	-	-	422
Lease liabilities	116	164	65	-	-	345
Income tax payable	-	769	-	-	-	769
Total	3,095	933	65	-	-	4,093

## 16. Capital management

The Corporation's primary objective of capital management is to maintain a strong capital base, in conjunction with conservative long-term debt levels so as to maintain investor, creditor and market confidence, and to sustain future development of the business. The Corporation seeks to maintain a balance between higher returns on equity that might be possible with higher levels of borrowings and the advantages and security created by a well-capitalized equity position.

The Corporation has no borrowings or debt and therefore, its capital structure consists of shareholders' equity of \$29,766 as at March 31, 2025 (December 31, 2024 - \$30,953).

The Corporation prepares annual and quarterly operating and capital expenditure budgets and forecasts to assist with the management of its capital. The Corporation intends to maintain a flexible capital structure and it may raise new equity or issue new debt in response to a change in economic conditions.

## 17. Related party transactions

### *Management fee income (expense) and other general and administrative expenses*

Management fee income (expense) consists of recoveries or the reimbursement of certain general and administrative expenses from the Corporation's predecessor parent company, HWO, prior to the reorganization of the Corporation on August 12, 2024. Subsequent to the reorganization, the Corporation was billed for certain expenses originally incurred by HWO as part of a formal management and administrative transition agreement. The agreement is in place to facilitate the orderly transition of certain management and administrative functions from HWO to the Corporation.

The Corporation and HWO are deemed to be related parties given their common senior management in their CEO and CFO positions.

The table below summarizes related party income and expenses incurred by the Corporation which are included as a component of general and administrative expenses, in addition to management fee income of the Corporation:

(thousands of USD)	Three months ended March 31,	
	2025	2024
Related party expenses included as a component of general and administrative expenses	17	-
Management fee income	-	(117)
Net related party expense (income)	17	(117)

As at March 31, 2025, \$116 is due to the Corporation from HWO (December 31, 2024 - \$135 was due by the Corporation to HWO).

## **18. Commitments and contingencies**

As part of the Corporation's contractual rig management and operations, the Corporation has entered into a contractual relationship with a customer for the supply of equipment and spare parts inventory related to its operations in PNG. Ownership of the equipment and spare parts inventory remains with the counterparty. The equipment and spare parts inventory had a total contract value of \$2,151 as at March 31, 2025 (December 31, 2024 - \$2,151). As at March 31, 2025, the Corporation recorded \$1,437 of customer spare parts inventory with a corresponding offsetting provision of \$1,600 (December 31, 2024 - \$2,151 and \$2,151 respectively). As such, this spare parts inventory is not included in the Corporation's Financial Statements.

Written notice is required to terminate the contracts underlying this relationship. Upon notice to terminate the contracts, the Corporation is required to return any unused capital equipment and spare parts inventory and make a payment to the customer for items that have been previously consumed. Payment to the counterparty is based on prevailing market rates or historical contract values if no readily available market data exists. Otherwise, the Corporation may elect to return the unused capital equipment and spare parts inventory and make a payment to the counterparty based on historical contract values. In accordance with the terms of the contracts, and as a result of consuming certain capital equipment and spare parts inventory, the Corporation has recognized a current obligation of \$358 as at March 31, 2025, (December 31, 2024 - \$358).

## **19. Subsequent events**

There were no reportable subsequent events between the end of the reporting period and the date these statements were authorized for issuance.