



Yangarra Resources Ltd.
Management's Discussion and Analysis
For three and six months ended June 30, 2017

YANGARRA RESOURCES LTD.
MANAGEMENT'S DISCUSSION AND ANALYSIS

For the three and six months ended June 30, 2017

Management's discussion and analysis ("MD&A") of the financial condition and the results of operations should be read in conjunction with the December 31, 2016 audited consolidated financial statements and the June 30, 2017 unaudited consolidated financial statements, together with the accompanying notes.

Additional information about Yangarra filed with Canadian securities commissions is available on-line at www.sedar.com.

The MD&A has been prepared using information that is current to August 3, 2017.

The financial information presented herein has been prepared on the basis of International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. Throughout this discussion, percentage changes are calculated using numbers rounded to the decimal to which they appear. All references to dollar amounts are in Canadian dollars.

BOE Presentation – *Production information is commonly reported in units of barrel of oil equivalent ("boe"). For purposes of computing such units, natural gas is converted to equivalent barrels of oil using a conversion factor of six thousand cubic feet to one barrel of oil. This conversion ratio of 6:1 is based on an energy equivalent wellhead value for the individual products. Such disclosure of boe may be misleading, particularly if used in isolation. Readers should be aware that historical results are not necessarily indicative of future performance.*

Non-IFRS and Additional IFRS Measures

This document contains "funds flow from (used in) operations", which is an additional IFRS measure. The Company uses funds flow generated from (used in) operations as a key measure to demonstrate the Company's ability to generate funds to repay debt and fund future capital investment. This document also contains the terms "net debt or adjusted working capital (deficit)" and "netbacks", which are non-IFRS financial measures. The Company uses these measures to help evaluate its performance. These non-IFRS financial measures do not have any standardized meaning prescribed by IFRS and therefore may not be comparable to similar measures presented by other issuers.

Funds flow from operations

Yangarra's determination of funds flow from operations and funds flow from operations per share may not be comparable to that reported by other companies. Management uses funds flow from operations to analyze operating performance and leverage, and considers funds flow from operations to be a key measure as it demonstrates the Company's ability to generate cash necessary to fund future capital investments and to repay debt, if applicable. Funds flow from operations is calculated using cash from operating activities before changes in non-cash working capital and decommissioning costs incurred. Yangarra presents funds flow from operations per share whereby per share amounts are calculated using weighted average shares outstanding consistent with the calculation of income per share.

The following table reconciles funds flow from operations to cash from operating activities, which is the most directly comparable measure calculated in accordance with IFRS:

	2017	2016	Six months ended	
	Q2	Q2	2017	2016
Cash from operating activities	\$ 9,241,194	\$ 2,325,650	\$ 17,851,606	\$ 4,416,449
Changes in non-cash working capital	2,806,476	465,681	4,539,267	1,734,011
Funds flow from operations	\$ 12,047,670	\$ 2,791,331	\$ 22,390,873	\$ 6,150,460

YANGARRA RESOURCES LTD.
MANAGEMENT'S DISCUSSION AND ANALYSIS

For the three and six months ended June 30, 2017

Netbacks

The Company considers corporate netbacks to be a key measure as they demonstrate Yangarra's profitability relative to current commodity prices. Corporate netbacks are comprised of operating, funds flow and net income / (loss) netbacks. Operating netback is calculated as the average sales price of its commodities (including realized gains on financial instruments) and then subtracts royalties, operating costs and transportation expenses. Funds flow netback starts with the operating netback and further deducts general and administrative costs, finance expense and adds finance income. To calculate the net income (loss) netback, Yangarra takes the funds flow netback and deducts share-based compensation expense as well as depletion and depreciation charges, accretion expense, unrealized gains on financial instruments, any impairment or exploration and evaluation expense and deferred income taxes. There is no IFRS measure that is reasonably comparable to netbacks.

Net debt or adjusted working capital (deficit)

Net debt or adjusted working capital (deficit), which represent current assets less current liabilities, excluding current derivative financial instruments, are used to assess efficiency, liquidity and the general financial strength of the Company. There is no IFRS measure that is reasonably comparable to net debt or adjusted working capital (deficit).

Adjusted earnings before interest, taxes, depletion & depreciation, amortization

Adjusted earnings before interest, taxes, depletion & depreciation, amortization ("Adjusted EBITDA") which represents EBITDA, excluding changes in derivative financial instruments are used to assess efficiency, liquidity and the general financial strength of the Company.

Forward-looking Statements – *Certain information regarding the Company set forth in this report, including management's assessment of the Company's future plans and operations, contain forward-looking statements that involve substantial known and unknown risks and uncertainties. These risks and uncertainties, many of which are beyond the Company's control, include the impact of general economic conditions and specific industry conditions, volatility of commodity prices, currency fluctuations, imprecision of reserve estimates, environmental risks, competition from other producers, the lack of available qualified personnel or management, stock market volatility and ability to access sufficient capital from internal and external sources. The Company's actual results, performance or achievements could differ materially from those expressed in, or implied by, these forward-looking statements, and accordingly, no assurance can be given that any events anticipated by the forward-looking statements will transpire or occur, or if any of them do, what benefits the Company can derive from such events.*

YANGARRA RESOURCES LTD.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the three and six months ended June 30, 2017

Overview

Yangarra is a junior oil and gas company engaged in the exploration, development and production of natural gas and oil with operations in Western Canada, with a main focus on the Cardium in Central Alberta, where the Company has extensive infrastructure and land holdings. Yangarra is dedicated to creating value for its shareholders through its commitment to a clear business strategy and performance objectives. The Company's strategy is to increase the value of its corporate assets through the drill bit and by assembling a large focused land base in Central Alberta that features high-quality, long-life light oil and liquids-rich gas reserves. The Company has assembled a significant future drilling inventory and will strive to grow this inventory through drilling, geology and strategic acquisitions.

Second Quarter 2017 Highlights

- Production averaged 5,705 boe/d (54% liquids), doubling output from the second quarter of 2016.
- Production per share growth of 97% from the second quarter of 2016 and 27% from the first quarter of 2017.
- Funds flow from operations of \$12.0 million (\$0.15 per share - basic) an increase of 332% compared to the second quarter of 2016.
- Adjusted EBITDA (which excludes changes in derivative financial instruments) was \$13.0 million (\$0.16 per share - basic).
- Oil and gas sales were \$19.5 million
- Net income of \$5.6 million (\$0.07 per share - basic) or \$7.9 million net income before tax.
- Operating costs were \$8.98/boe (including \$0.73/boe of transportation costs).
- Operating netbacks, including the impact of commodity contracts, were \$26.68 per boe.
- Funds flow netbacks were \$23.81 per boe.
- Operating and funds flow margins were 71% and 63%, respectively.
- G&A costs of \$0.92/boe.
- Royalties were 8% of oil and gas revenue.
- Total capital expenditures were \$7.9 million.
- Net debt (excluding current derivative financial instruments) was \$72.7 million.
- Net Debt to annualized second quarter funds flow from operations was 1.5: 1.
- Increased the credit facility to \$100 million.
- Corporate LMR is 6.7, with decommissioning liabilities of \$8.7 million.

Operations Update

The Company's second half 2017 drilling program is underway, two 2-mile wells have been drilled and the rig is moving to the third well. The first well was completed with 128 stages and 2,300 tons of sand; initial flow test results indicate the well is better than type curve. The second well is programed for 136 stages and 3,000 tons of sand, with the completion scheduled to begin on August 9th.

The Company continues to reduce stage interval distance as well as increase sand volumes per stage to determine the optimal stage count and sand tonnage to maximize rates of return in the bioturbated section of the Cardium.

YANGARRA RESOURCES LTD.
MANAGEMENT'S DISCUSSION AND ANALYSIS

For the three and six months ended June 30, 2017

Operating costs increased during the second quarter due to a significant number of bottom-hole pump changes during the quarter.

To-date 2017, the Company has added 110 Cardium locations and continues to successfully consolidate working interests on existing acreage.

The Company had 1,200 bbl/d hedged in July and has 1,000 bbl/d hedged for the balance of the year at an average price of C\$73.30/bbl.

Financial Information

	2017	2016	Six months ended	
	Q2	Q2	2017	2016
Statements of Comprehensive Income				
Petroleum & natural gas sales	\$ 19,527,395	\$ 5,729,668	\$ 35,076,783	\$ 12,075,871
Net income (before tax)	\$ 7,893,731	\$ (2,667,159)	\$ 15,235,464	\$ 8,963,944
Net income	\$ 5,611,218	\$ (899,623)	\$ 10,827,763	\$ 10,978,731
Net income per share - basic	\$ 0.07	\$ (0.01)	\$ 0.13	\$ 0.16
Net income per share - diluted	\$ 0.07	\$ (0.01)	\$ 0.13	\$ 0.16
Statements of Cash Flow				
Funds flow from operations	\$ 12,047,670	\$ 2,791,331	\$ 22,390,874	\$ 6,150,460
Funds flow from operations per share - basic	\$ 0.15	\$ 0.04	\$ 0.28	\$ 0.09
Funds flow from operations per share - diluted	\$ 0.14	\$ 0.04	\$ 0.27	\$ 0.09
Cash from operating activities	\$ 9,241,194	\$ 2,325,650	\$ 17,851,606	\$ 4,416,449
Statements of Financial Position				
Property and equipment	\$ 299,963,241	\$ 262,739,509	\$ 299,963,241	\$ 262,739,509
Total assets	\$ 326,865,302	\$ 282,054,890	\$ 326,865,302	\$ 282,054,890
Working capital deficit	\$ 69,864,913	\$ 51,378,760	\$ 69,864,913	\$ 51,378,760
Adjusted working capital deficit (which excludes current derivative financial instruments)	\$ 72,674,034	\$ 51,273,024	\$ 72,674,034	\$ 51,273,024
Non-Current Liabilities	\$ 39,580,252	\$ 34,277,081	\$ 39,580,252	\$ 34,277,081
Shareholders equity	\$ 197,280,541	\$ 183,846,133	\$ 197,280,541	\$ 183,846,133
Weighted average number of shares - basic	80,555,880	72,231,255	80,264,589	69,956,529
Weighted average number of shares - diluted	84,065,109	72,231,255	83,388,671	70,181,049

Net income for the six months ended June 30, 2016 includes \$13,082,687 for a gain on settlement of lawsuit.

YANGARRA RESOURCES LTD.
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the three and six months ended June 30, 2017

Business Environment

	2017	2016	Six months ended	
	Q2	Q2	2017	2016
Realized Pricing (Including realized commodity contracts)				
Oil (\$/bbl)	\$ 63.69	\$ 65.43	\$ 63.97	\$ 53.21
NGL (\$/bbl)	\$ 29.14	\$ 26.54	\$ 29.51	\$ 24.81
Gas (\$/mcf)	\$ 3.00	\$ 1.20	\$ 3.08	\$ 1.86
Realized Pricing (Excluding commodity contracts)				
Oil (\$/bbl)	\$ 62.63	\$ 60.01	\$ 63.39	\$ 45.97
NGL (\$/bbl)	\$ 27.85	\$ 24.37	\$ 28.89	\$ 20.89
Gas (\$/mcf)	\$ 2.89	\$ 1.20	\$ 2.97	\$ 1.86
Oil Price Benchmarks				
West Texas Intermediate ("WTI") (US\$/bbl)	\$ 48.29	\$ 45.60	\$ 50.10	\$ 39.55
Edmonton Par (C\$/bbl)	\$ 61.92	\$ 55.80	\$ 62.95	\$ 45.15
Edmonton Par to WTI differential (US\$/bbl)	\$ (2.20)	\$ (2.08)	\$ (2.89)	\$ (5.69)
Natural Gas Price Benchmarks				
AECO gas (Cdn\$/mcf)	\$ 2.78	\$ 1.25	\$ 2.79	\$ 1.68
Foreign Exchange				
U.S./Canadian Dollar Exchange	\$ 0.74	\$ 0.78	\$ 0.75	\$ 0.75

Crude oil prices increased by 6% for the three months ended June 30, 2017, with the West Texas Intermediate ("WTI") reference price averaging US\$48.29/bbl compared with US\$45.60/bbl in the same period in 2016. For the six months ended June 30, 2017 WTI prices were up 27% averaging US\$50.10/bbl. Demand for crude oil is generally tied to global economic growth, but is also influenced by factors such as infrastructure, political instability, market uncertainty, weather conditions and government regulations.

Edmonton par differentials to WTI widened in the three months ended June 30, 2017 when compared to the same period in 2016, moving from a US\$2.08/bbl differential in 2016 to US\$2.20/bbl in 2017. In the six months ended June 30, 2017 Edmonton par differentials narrowed from US\$5.69/bbl to US\$2.89/bbl.

In the three months ended June 30, 2017 the US/CDN foreign exchange rate was \$0.74 compared to \$0.78 for the same period in 2016 and was \$0.75 for the six months ended June 30, 2017 and 2016. The Edmonton par reference price is denominated in Canadian dollars so the change in the foreign exchange rate has increased the Edmonton par price relative to WTI. Edmonton par is the closest reference price point for Yangarra's oil are therefore is the closest proxy to realized pricing.

When compared to the three and six months ended June 30, 2016, realized pricing on oil increased by 4% and 38%, respectively, excluding commodity contracts, and decreased by 3% and increased by 20%, respectively when the effects of commodity contracts are included. The increase in oil pricing is a direct result of the increased WTI pricing.

When compared to the three and six months ended June 30, 2016, liquids pricing increased by 14%, and 38%, respectively, excluding commodity contracts, and increased by 10% and 19%, respectively, when the effects of commodity contracts are included.

YANGARRA RESOURCES LTD.
MANAGEMENT'S DISCUSSION AND ANALYSIS

For the three and six months ended June 30, 2017

During the six months ended June 30, 2017, Yangarra had contracted 200 bbl/day in a costless collar with a floor of C\$65.00 WTI/bbl and a ceiling of C\$75.00 WTI/bbl, 100 bbl/day of oil production utilizing WTI fixed price contracts at an average price of C\$70.00/bbl, 200 bbl/day of oil production utilizing WTI fixed price contracts at an average price of C\$71.00/bbl (February – June), 200 bbl/day of oil production utilizing WTI fixed price contracts at an average price of C\$69.25/bbl (March – July) and 300 bbl/day of oil production utilizing WTI fixed price contracts at an average price of C\$67.00/bbl (April – June). Since the benchmark price was lower than our contracted value the realized prices were positively impacted. As the product is intended to provide protection to both the oil and NGL revenue streams the commodity contracts impact is split between the two products based on their relative production.

AECO natural gas prices increased for the three and six months ended June 30, 2017 by 123% to \$2.78/mcf and by 66% to \$2.79/mcf.

When compared to the three and six months ended June 30, 2016, realized pricing on natural gas increased by 141% and 60%, respectively excluding commodity contracts and by 150% and 65%, respectively when the effects of commodity contracts are included.

Results of Operations

Net petroleum and natural gas production, pricing and revenue

	2017	2016	Six months ended	
	Q2	Q2	2017	2016
Daily production volumes				
Natural gas (mcf/d)	15,586	10,127	13,315	10,295
Oil (bbl/d)	2,281	633	2,060	803
NGL's (bbl/d)	826	528	818	492
Combined (boe/d 6:1)	5,705	2,849	5,097	3,011
Revenue				
Petroleum & natural gas sales - Gross	\$ 19,527,395	\$ 5,729,668	\$ 35,076,783	\$ 12,075,871
Realized gain on commodity contract settlement	477,734	416,573	563,652	1,408,993
Total sales	20,005,129	6,146,241	35,640,435	13,484,864
Royalty expense	(1,487,371)	(116,747)	(2,718,546)	(350,138)
Total Revenue - Net of royalties	\$ 18,517,758	\$ 6,029,494	\$ 32,921,889	\$ 13,134,726

Total sales in Q2 2017 increased by 241% in 2017 to \$19.5 million from \$5.7 million in the same period 2016. The increase is attributable to:

- a 70% increase in average product prices
- a 100% increase in production (on a boe basis)

The increased production in 2017 can be attributed to the 2016/2017 drilling program.

YANGARRA RESOURCES LTD.
MANAGEMENT'S DISCUSSION AND ANALYSIS

For the three and six months ended June 30, 2017

Total sales in the six months ended June 30, 2017 increased by 190% to \$35.0 million from \$12.0 million in the same period 2016. The increase is attributable to:

- a 73% increase in average product prices; and
- a 69% increase in production (on a boe basis)
- \$0.6 million from commodity contract settlement in 2017 compared to \$1.4 million in 2016.

The increased production in 2017 can be attributed to wells that were completed at the end on 2016 and experienced their first full quarter of production in 2017, 5 additional wells were drilled in the first quarter of 2017 and were brought online during the first and second quarter.

Company Netbacks (\$/boe)

	2017	2016	Six months ended	
	Q2	Q2	2017	2016
Sales price	\$ 37.61	\$ 22.10	\$ 38.02	\$ 22.04
Royalty expense	(2.86)	(0.45)	(2.95)	(0.64)
Production costs	(8.26)	(7.01)	(7.70)	(7.15)
Transportation costs	(0.73)	(1.41)	(0.82)	(1.52)
Field operating netback	25.76	13.23	26.55	12.73
Realized gain on commodity contract settlement	0.92	1.61	0.61	2.57
Operating netback	26.68	14.84	27.16	15.30
G&A	(0.92)	(1.48)	(0.74)	(1.76)
Finance expenses	(1.95)	(2.31)	(1.79)	(2.08)
Funds flow netback	23.81	11.05	24.63	11.46
Depletion and depreciation	(10.68)	(12.87)	(10.75)	(13.10)
E&E Impairment	-	-	-	(1.38)
Accretion	(0.09)	(0.19)	(0.10)	(0.18)
Stock-based compensation	(0.71)	(1.07)	(0.76)	(1.10)
Unrealized gain (loss) on financial instruments	2.88	(7.22)	3.50	(3.22)
Gain on Settlement of Lawsuit	-	-	-	23.87
Deferred income tax	(4.40)	6.82	(4.78)	3.68
Net Income netback	\$ 10.81	\$ (3.47)	\$ 11.74	\$ 20.03

The overall average price earned by the Company was higher when compared to the three months ended June 30, 2017 as natural gas prices increased by 141%, oil prices increased by 4% and liquid prices increased by 14%. The average sales price increased by 70% for the three months ended June 30, 2017 when compared to 2016.

Operating netbacks increased by 80% for the three months ended June 30, 2017 and increased by 78% for the six months ended June 30, 2017 when compared to the same period in 2016 with higher realized pricing.

YANGARRA RESOURCES LTD.
MANAGEMENT'S DISCUSSION AND ANALYSIS

For the three and six months ended June 30, 2017

Royalty Expense

	2017 Q2	2016 Q2	Six months ended	
			2017	2016
Royalty expense	\$ 1,487,371	\$ 116,747	\$ 2,718,546	\$ 350,138
Per boe	\$ 2.86	\$ 0.45	\$ 2.95	\$ 0.64
As a % of sales (including commodity contracts)	7%	2%	8%	3%
As a % of sales (excluding commodity contracts)	8%	2%	8%	3%

Royalties increased to \$1,487,371 for the three months ended June 30, 2017 or 8% as a percentage of sales, respectively (excluding commodity contact settlements). For the six months ended June 30, 2017 royalties increased to \$2,718,546 or 8% as a percentage of sales. The increase is a result of pricing increases during 2017 and additional royalties being paid to partners on a variety of new farm-in deals.

Generally, royalty rates in Western Canada are sensitive to prevailing commodity prices, individual well depth and production rates.

Alberta implemented a Modernized Royalty Framework effective January 1, 2017, however Yangarra was granted early opt-in for the 2016 wells. The new framework uses a revenue minus cost royalty structure across all hydrocarbons. A Company will pay a flat royalty rate of 5% on a wells early production until the wells revenue exceeds the Drilling and Completion Cost Allowance ("C*"). C* is based on average industry drilling and completion costs.

Production and Transportation Costs

	2017 Q2	2016 Q2	Six months ended	
			2017	2016
Production costs	\$ 4,287,197	\$ 1,816,602	\$ 7,107,936	\$ 3,917,925
Per boe	\$ 8.26	\$ 7.01	\$ 7.70	\$ 7.15
Transportation costs	\$ 377,071	\$ 364,946	\$ 755,166	\$ 831,860
Per boe	\$ 0.73	\$ 1.41	\$ 0.82	\$ 1.52
Combined (\$/boe)	\$ 8.98	\$ 8.42	\$ 8.52	\$ 8.67

Production and transportation costs increased by 7% on a per boe basis when compared to the three months ended June 30, 2016 and decreased by 2% on a per boe basis when compared to the six months ended June 30, 2017, the increase in the quarter is due to a large number of bottom-hole pump replacements during the quarter.

YANGARRA RESOURCES LTD.
MANAGEMENT'S DISCUSSION AND ANALYSIS

For the three and six months ended June 30, 2017

Depletion and depreciation

	2017 Q2	2016 Q2	Six months ended	
			2017	2016
Depletion and depreciation	\$ 5,545,571	\$ 3,336,119	\$ 9,922,313	\$ 7,178,528
Per boe	\$ 10.68	\$ 12.87	\$ 10.75	\$ 13.10
Asset impairment	\$ -	\$ -	\$ -	\$ 756,845

Depletion and depreciation increased in the three and six months ended June 30, 2017 due to increases in production. On a per boe basis, the depletion decreased when compared 2016 due to lower finding and development costs in 2017.

General and administrative expenses (“G&A”)

	2017 Q2	2016 Q2	Six months ended	
			2017	2016
Gross G&A expenses	\$ 606,425	\$ 487,617	\$ 1,234,122	\$ 1,141,351
G&A recoveries	(127,959)	(103,793)	(550,987)	(175,030)
Net G&A expenses	\$ 478,466	\$ 383,824	\$ 683,135	\$ 966,321
Per boe	\$ 0.92	\$ 1.48	\$ 0.74	\$ 1.76

G&A increased by 25% on a net basis and increased by 24% on a gross basis when compared to three months ended June 30, 2016 due to increased costs as the company grows. When compared to the six months ended June 30, 2016 G&A decreased by 29% on a net basis and increased by 8% on a gross basis due to higher recoveries from an increased drilling program.

On a boe basis, for the three and six months ended June 30, 2017 G&A decreased by 38% and 58% due to increased production in 2017 and the higher recoveries.

Other expenses

	2017 Q2	2016 Q2	Six months ended	
			2017	2016
Finance				
Interest and Finance Expense	\$ 1,258,866	\$ 604,515	\$ 1,848,446	\$ 1,130,209
Realized loss on interest rate contract settlement	68,488	68,276	136,333	137,951
Change in fair value of interest rate contracts	(316,561)	(74,099)	(331,309)	(128,251)
Accretion	47,801	48,787	93,375	98,005
	\$ 1,058,594	\$ 647,479	\$ 1,746,845	\$ 1,237,914
Stock-based compensation	\$ 369,869	\$ 277,339	\$ 701,012	\$ 600,179

Interest and financing fees for the three and six months ended June 30, 2017 include interest on the revolving operating demand loan (the average amount drawn in 2017 was \$72 million), servicing charges on the demand loan and the change in fair value of the interest rate contracts. Included in the financing expense in the three months ended June 30, 2017 were the setup fees and legal costs related to the new \$100 million syndicated credit facility.

YANGARRA RESOURCES LTD.
MANAGEMENT'S DISCUSSION AND ANALYSIS

For the three and six months ended June 30, 2017

The Company had the following interest rate contracts in place at June 30, 2017:

- Pay a floating rate to receive a 2.35% (plus a 2.50% credit spread) fixed rate on \$10 million (April 2017-June 2018)
- Pay a floating rate to receive a 2.15% (plus a 2.50% credit spread) fixed rate on \$10 million (April 2017-May 2018)
- Pay a floating rate to receive a 1.945% (plus a 2.50% credit spread) fixed rate on \$10 million (June 2018-November 2023)
- Pay a floating rate to receive a 1.935% (plus a 2.50% credit spread) fixed rate on \$10 million (May 2018-November 2023)

The fair value on the interest rate contracts was in a loss position of \$277,269 as at June 30, 2017 (December 31, 2016 – \$608,578).

During the six months ended June 30, 2017, the Company granted options to purchase 824,837 common shares, the options will vest equally over three years with the first tranche vesting one year after the grant date. The fair value of the options was estimated at \$1,289,300 (\$1.54 per option) using the Black-Scholes pricing model.

Deferred Taxes

	2017 Q2	2016 Q2	Six months ended	
			2017	2016
Deferred income tax expense	\$ 2,282,513	\$ (1,767,536)	\$ 4,407,701	\$ (2,014,787)

Yangarra did not pay income taxes in 2016 and does not expect to pay income taxes in 2017 as it has sufficient tax pools to cover taxable income.

Commodity price risk contracts

	2017 Q2	2016 Q2	Six months ended	
			2017	2016
Realized gain on commodity contract settlement	\$ 477,734	\$ 416,573	\$ 563,652	\$ 1,408,993
Change in fair value of commodity contracts	1,492,741	(1,870,344)	3,229,981	(1,763,897)
	\$ 1,970,475	\$ (1,453,771)	\$ 3,793,633	\$ (354,904)

YANGARRA RESOURCES LTD.
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the three and six months ended June 30, 2017

As at June 30, 2017 the Company was committed to the following commodity price risk contracts in place:

Oil

200 bbl/d July to December 2017 in a collar with a \$65.00 CDN/bbl floor and a \$75.00 CDN/bbl ceiling
100 bbl/d July 2017 to December 2017 at C\$70.00 WTI/bbl
200 bbl/d July 2017 at C\$69.25 WTI/bbl
500 bbl/d July 2017 to December 2017 at C\$75.20 WTI/bbl
200 bbl/d July 2017 to December 2017 at C\$76.50 WTI/bbl
Sold Call on 200 bbl/d January to December 2018 at US\$70.00 WTI/bbl
Sold Call on 500 bbl/d January to December 2019 at US\$60.00 WTI/bbl
Sold Call on 200 bbl/d January to December 2019 at US\$65.00 WTI/bbl

Gas

2,000 GJ/d from July to December 2017 at a fixed price of \$3.12/GJ
2,000 GJ/d from July to December 2017 at a fixed price of \$3.01/GJ

The fair value of the commodity contracts was in a gain position of \$2,095,749 as at June 30, 2017 (December 31 2016 – loss of \$1,134,232).

The following table summarizes the sensitivity of the fair value of the Company's derivative positions as at June 30, 2017 to fluctuations in commodity prices, with all other variables held constant. When assessing the potential impact of these commodity price changes, the Company believes 10 percent volatility in commodity prices is a reasonable measure (\$5.00/bbl for oil, \$0.25/mcf for natural gas). Fluctuations in commodity prices potentially could have resulted in unrealized gains (losses) impacting income before tax as follows:

	Impact on Income Before Tax	
	Increase 10%	Decrease 10%
Crude oil	\$ (1,050,750)	\$ 1,050,750
Natural gas	\$ (184,000)	\$ 184,000

Liquidity and Capital Resources

The following table summarizes the change in working capital during the six months ended June 30, 2017 and the year ended December 31, 2016:

	2017	2016
Adjusted Working capital (deficit) - beginning of period	\$ (65,005,805)	\$ (60,886,556)
Funds flow from operations	22,390,873	16,263,727
Additions to property and equipment	(31,397,294)	(27,672,766)
Property Acquisition	-	(3,707,693)
Decommissioning costs incurred	-	(180,862)
Issuance of shares	1,359,111	11,218,610
Other Debt	(20,919)	(40,265)
Adjusted Working capital (deficit) - end of period	\$ (72,674,034)	\$ (65,005,805)
Credit facility limit	\$ 100,000,000	\$ 80,000,000

YANGARRA RESOURCES LTD.
MANAGEMENT'S DISCUSSION AND ANALYSIS

For the three and six months ended June 30, 2017

On May 12, 2017 Yangarra entered into a \$100 million syndicated credit facility. The banking syndicate is led by Alberta Treasury Branches and includes Canadian Imperial Bank of Commerce. The facility is comprised of a \$90 million extendible revolving term credit facility and a \$10 million operating facility. The initial maturity date of the facility is May 31, 2019 (the "Initial Maturity Date") and the next borrowing base review is scheduled for November 30, 2017. The Initial Maturity Date may be extended for 364 day periods pursuant to delivery of a request for extension by the Company within certain time periods specified in the syndicated credit facility agreement.

As at June 30, 2017, the \$78,889,452 (December 31, 2016 – \$65,140,999) reported amount of bank debt was comprised of \$3,889,452 (December 31, 2016 – \$15,153,835) drawn on the operating facility and \$75,000,000 (December 31, 2016 – 49,987,164) drawn on the extendible revolving term credit facility.

The Company is subject to a financial covenant requiring an adjusted working capital ratio above 1:1 (current assets plus the undrawn availability under the revolving facility, divided by the current liabilities less the drawn portion of the revolving facility, excluding unrealized commodity contracts and flow-through share premium obligation). The Company was in compliance with this covenant as at June 30, 2017 and December 31, 2016. The facility is secured by a general security agreement over all assets of the Company.

As at June 30, 2017, the maximum amount available under the syndicated credit facility was \$100,000,000 at an interest rate of bank prime plus 1.75% per annum on the operating demand loan, payable monthly, or a credit spread of 2.75% on banker's acceptance. A decrease in the borrowing base (based on company reserves values) could result in a reduction to the credit facility, which may require repayment to the lenders. During the three months ended June 30, 2017, the weighted average effective interest rate for the bank debt was approximately 3.86% (2016 – 3.30%).

Capital Spending

Capital spending is summarized as follows:

	2017	2016	Six months ended	
	Q2	Q2	2017	2016
Cash additions				
Land, acquisitions and lease rentals	\$ 1,726,569	\$ 136,909	\$ 2,497,484	\$ 288,022
Cash property acquisitions	-	-	-	3,707,693
Drilling and completion	4,299,243	890,365	23,963,628	1,400,603
Geological and geophysical	284,010	234,987	427,802	593,134
Equipment	1,382,772	1,095,424	4,293,044	1,208,812
Other asset additions	208,438	590	215,336	73,127
	<u>\$ 7,901,032</u>	<u>\$ 2,358,275</u>	<u>\$ 31,397,294</u>	<u>\$ 7,271,391</u>
Exploration & evaluation assets additions	\$ -	\$ -	\$ -	\$ -

During the three months ended June 30, 2017, Yangarra finished completions and tie-ins on the spring drilling program and drilling operations commenced on the second half drilling program.

Outlook

The hedging program has provided excellent coverage in this low commodity environment which together with many other cost cutting initiatives will assist with keeping the balance sheet strong. Yangarra continues to make all capital allocation decisions based on maximizing full cycle economics.

The Company's Board of Directors has approved an increased 2017 capital budget of \$70 million. The revised capital budget projects drilling an additional 12 extended reach horizontal Cardium wells, annual 2017 production of 5,500 – 6,000 boe/d and cash flow from operations of \$47.5 to \$52.5 million.

YANGARRA RESOURCES LTD.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the three and six months ended June 30, 2017

The Company expects year-end 2017 net debt of \$77.5 – \$82.5 million resulting in a debt to annual cash flow ratio of 1.5x – 1.7x and fourth quarter annualized debt to cash flow approaching 1.1x. The budget assumes an average price of US\$47.50/bbl for WTI crude oil (down from US\$55.00/bbl in the previous budget), C\$61.65/bbl Edmonton par and an average price of \$2.75/GJ for AECO natural gas (down from \$3.00/GJ in the previous budget).

Decommissioning Liabilities

As at June 30, 2017, the undiscounted decommissioning obligation associated with the Company's existing properties was estimated to be \$10,578,827 for which \$8,705,867 has been recorded using a discount rate of 1.56% - 2.13%, an inflation rate of 2% and an estimated weighted average timing of cash flows of 10 years.

Off Balance Sheet Arrangements

There were no off balance sheet arrangements, other than the office lease commitment and truck lease commitment which is accounted for as an operating lease.

Related Party Transactions

During the three months ended June 30, 2017 and 2016, the Company was charged or invoiced the following amounts by certain of its officers and directors and by companies controlled by certain of the Company's officers and directors:

	2017	2016	Six months ended	
	Q2	Q2	2017	2016
Administration and consulting fees	\$ 60,000	\$ 55,002	\$ 120,000	\$ 169,947
Production and capital expenditures	66,703	116,983	163,439	134,180
	\$ 126,703	\$ 171,985	\$ 283,439	\$ 304,127

Included in accounts payable and accrued liabilities at June 30, 2017 is \$6,791 (December 31, 2016 - \$6,986) relating to the above transactions. These transactions were in the normal course of operations and were measured at fair value.

Other long-term liabilities include a mortgage for \$191,042 (December 31, 2016 - \$211,962) held in the name of an officer of the Company for a property that is used as a field office. The Company is the beneficial owner through a trust agreement of the property against which the mortgage is secured. All mortgage payments are made by the Company.

YANGARRA RESOURCES LTD.
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the three and six months ended June 30, 2017

Share Capital

Details of changes in the number of outstanding equity instruments are detailed in the following table:

	Common Shares	Stock Options
Balance - December 31, 2016	79,815,811	7,888,198
Grant of options	-	824,837
Exercise of options	866,673	(866,673)
Balance - June 30, 2017	80,682,484	7,846,362

Contingency

In the normal conduct of operations, there are other pending claims by and against the Company. Litigation is subject to many uncertainties, and the outcome of individual matters is not predictable with assurance. In the opinion of management, based on the advice and information provided by its legal counsel, the final determination of these other litigations will not materially affect the Company's financial position or results of operations.

Contractual Obligations and Commitments

As at June 30, 2017 the contractual maturities of the Company's obligations are as follows

	Carrying Amount	Contractual Cash Flows	Less than 1 year	1-2 Years	2-5 Years	More than 5 years
Accounts payable and accrued liabilities	10,896,394	10,896,394	10,896,394	-	-	-
Bank debt	78,889,452	78,889,452	78,889,452	-	-	-
Other long-term liabilities	191,042	191,042	43,155	44,970	102,917	-
Commodity contracts	932,035	932,035	18,590	466,017	447,428	-
Interest rate contract	277,269	277,269	200,073	14,474	62,722	-
	91,186,192	91,186,192	90,047,664	525,461	613,067	-

The Company has entered into lease agreements for office premises and Company vehicles with estimated payments as follows:

2017	\$	236,814
2018	\$	482,340
2019	\$	418,815
2020	\$	407,090
Thereafter	\$	182,191

Financial Instruments and Financial Risk Management

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. The Company has exposure to credit risk, liquidity risk and market risk as a result of its use of financial instruments. 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. Further quantitative disclosures are included throughout these financial statements. The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board has implemented and monitors compliance with the risk management policies as set out herein:

a. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. A substantial portion of the Company's accounts receivable are with natural gas and liquids marketers and partners on joint operations in the oil and gas industry and are subject to normal industry credit risks.

Purchasers of the Company's natural gas and liquids are subject to credit review to minimize the risk of non-payment. As at June 30, 2017, the maximum credit exposure is the carrying amount of the accounts receivable of \$14,065,953 (December 31, 2016 – \$11,225,201). The maximum exposure to credit risk for accounts receivable as at June 30, 2017 and December 31, 2016 by type of customer was:

		June 30, 2017		December 31, 2016
Natural gas and liquids marketers	\$	6,673,572	\$	3,479,225
Partners on joint operations		6,824,482		6,781,799
Realized commodity contracts		272,670		16,033
Other		295,229		948,144
	\$	14,065,953	\$	11,225,201

Receivables from natural gas and liquids marketers are typically collected on the 25th day of the month following production. The Company has mitigated the credit risk associated with the natural gas and liquids marketer through a security arrangement with Computershare. The Company historically has not experienced any significant collection issues with its natural gas and liquids marketers. All the revenue accruals and receivables from natural gas and liquids marketers were received in July 2017.

Receivables from partners on joint operations are typically collected within one to three months of the bill being issued to the partner. The Company mitigates the risk from receivables from partners on joint operations by obtaining partner approval of capital expenditures prior to starting a project. However, the receivables are from participants in the petroleum and natural gas sector, and collection is dependent on typical industry factors such as commodity price fluctuations, escalating costs and the risk of unsuccessful drilling. Further risk exists with partners on joint operations as disagreements occasionally arise which increases the potential for non-collection. For properties that are operated by the Company, production can be withheld from partners on joint operations who are in default of amounts owing. In addition, the Company often has offsetting amounts payable to partners on joint operations from which it can net receivable balances.

YANGARRA RESOURCES LTD.
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the three and six months ended June 30, 2017

As at June 30, 2017 and December 31, 2016, the Company considers its receivables to be aged as follows:

	June 30, 2017	December 31, 2016
Under 30 days	\$ 7,378,794	\$ 4,979,900
30 to 60 days	73,699	116,009
60 to 90 days	160,407	85,308
Over 90 days	6,453,053	6,043,984
	<u>\$ 14,065,953</u>	<u>\$ 11,225,201</u>

80% of the over 90-day receivables are made up of two industry partners. The Company has performed an analysis of each partner's financial situation and have determined they have the ability to pay. Included in the over 90 day receivables are balances that are currently in dispute with two of the industry partners. The Company did not provide for any doubtful accounts nor write-off any accounts receivable during the six months ended June 30, 2017.

b. Liquidity risk

Liquidity risk is the risk that the Company will incur difficulties meeting its financial obligations as they are due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions without incurring unacceptable losses or risking harm to the Company's reputation. The Company prepares annual capital expenditure budgets, which are regularly monitored and updated as considered necessary. The Company uses authorizations for expenditures on both operated and non-operated projects to further manage capital expenditures.

To facilitate the capital expenditure program, the Company has a credit facility agreement which is regularly reviewed by the lender. The Company monitors its total debt position monthly. The Company also attempts to match its payment cycle with collection of petroleum and natural gas revenues on the 25th of each month. The Company anticipates it will have adequate liquidity to fund its financial liabilities through its future cash flows and availability on bank facilities. The Company's financial liabilities are comprised of accounts payable and accrued liabilities, interest rate contracts, commodity contracts, other long-term liabilities and bank debt, which are classified as current or non-current on the condensed consolidated interim statement of financial position based on their maturity dates. The Company intends to fund the 2017 budget with cash flow from operations and the availability on the credit facility.

c. Market risk

Market risk consists of interest rate risk, currency risk and commodity price risk. The objective of market risk management is to manage and control market risk exposures within acceptable limits, while maximizing returns. The Company may use both financial derivatives and physical delivery sales contracts to manage market risks. All such transactions are conducted in accordance with a risk management policy as set out herein:

i. Interest rate risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company is exposed to interest rate fluctuations on its bank debt which bears interest at a floating rate and to mitigate this risk, the Company has entered into interest rate contracts. For the six months ended June 30, 2017, if interest rates (including the effect of the interest rate contract) had been 1% lower with all other variables held constant, income for the period would have been \$345,694 (2016 - \$264,035) higher, due to lower interest expense. An equal and opposite impact would have occurred had interest rates been higher by the same amount.

YANGARRA RESOURCES LTD.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the three and six months ended June 30, 2017

ii. Currency risk

Foreign currency exchange rate risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in foreign exchange rates. All of the Company's petroleum and natural gas sales are denominated in Canadian dollars, however, the underlying market prices in Canada for petroleum and natural gas are impacted by changes in the exchange rate between the Canadian and United States dollar. The Company had no outstanding forward exchange rate contracts in place at June 30, 2017.

iii. Commodity price risk

Commodity price risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in commodity prices. Commodity prices for petroleum and natural gas are impacted by world economic events that dictate the levels of supply and demand as well as the relationship between the Canadian and United States dollar, as outlined above.

Capital Resources

The Company's objective when managing capital is to maintain a flexible capital structure which will allow it to execute its capital expenditure program, which includes expenditures in oil and gas activities which may or may not be successful. Therefore, the Company monitors the level of risk incurred in its capital expenditures to balance the proportion of debt and equity in its capital structure.

The Company considers its capital structure to include shareholders equity and debt:

	<i>June 30, 2017</i>	<i>December 31, 2016</i>
Shareholders' equity	\$ 197,280,541	\$ 184,113,958
Bank debt	\$ 78,889,452	\$ 65,140,999

The Company monitors capital based on annual cash from operations before changes in non-cash working capital and capital expenditure budgets, which are updated as necessary and are reviewed and periodically approved by the Board of Directors.

The Company manages its capital structure and makes adjustments by continually monitoring its business conditions including the current economic conditions, the risk characteristics of the Company's petroleum and natural gas assets, the depth of its investment opportunities, current and forecasted net debt levels, current and forecasted commodity prices and other facts that influence commodity prices and funds from operations such as quality and basis differentials, royalties, operating costs and transportation costs.

In order to maintain or adjust the capital structure, the Company considers its forecasted cash from operations before changes in non-cash working capital while attempting to finance an acceptable capital expenditure program including acquisition opportunities, the current level of bank debt available from the Company's lender, the level of bank debt that may be attainable from its lender as a result of petroleum and natural gas reserve growth, the availability of other sources of debt with different characteristics than existing debt, the sale of assets, limiting the size of the capital expenditure program and the issue of new equity if available on favorable terms. At June 30, 2017, the Company's capital structure was subject to the banking covenants disclosed in note 4 of the financial statements. No changes were made to the capital policy in 2017.

YANGARRA RESOURCES LTD.
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the three and six months ended June 30, 2017

Selected Quarterly Financial Information

	2017 Q2(\$)	2017 Q1(\$)	2016 Q4(\$)	2016 Q3(\$)
Petroleum & natural gas sales	19,527,395	15,549,388	11,149,691	5,988,310
Net income (loss)	5,611,218	5,216,545	(339,197)	(470,783)
Net income (loss) per share – basic	0.07	0.07	(0.00)	(0.01)
Net income (loss) per share – diluted	0.07	0.06	(0.00)	(0.01)
Funds flow from operations	12,047,670	10,343,203	6,781,301	3,331,966
Funds flow from operations per share – basic	0.15	0.13	0.09	0.04
Funds flow from operations per share –diluted	0.14	0.12	0.09	0.04
Net capital expenditures	7,901,032	23,496,262	13,672,922	10,436,072

	2016 Q2(\$)	2016 Q1(\$)	2015 Q4(\$)	2015 Q3(\$)
Petroleum & natural gas sales	5,729,668	6,346,203	6,692,143	5,430,443
Net income (loss)	(899,623)	11,878,454	(170,059)	(2,353,636)
Net income (loss) per share – basic	(0.01)	0.18	(0.00)	(0.03)
Net income (loss) per share – diluted	(0.01)	0.18	(0.00)	(0.03)
Funds flow from operations	2,791,331	3,359,129	4,227,532	4,166,530
Funds flow from operations per share – basic	0.04	0.05	0.06	0.06
Funds flow from operations per share –diluted	0.04	0.05	0.06	0.06
Net capital expenditures	2,358,275	4,913,122	11,449,684	11,706,995

Fluctuations in quarterly revenues, net income and funds flow from operations over the last eight quarters are due primarily to the volatility in commodity prices and changes in sales volumes due to production growth and declines tied to the timing of drilling activity. The Company has focused capital expenditures on drilling and completions. Production has grown steadily, with significant increases starting with the fourth quarter of 2016 due to a positive change in the productivity of the new wells.

Business Risks and Uncertainties

The Company is exposed to several operational risks inherent in exploring, developing, producing and marketing crude oil and natural gas. These inherent risks include: economic risk of finding and producing reserves at a reasonable cost; financial risk of marketing reserves at an acceptable price given current market conditions; cost of capital risk associated with securing the needed capital to carry out the Company's operations; risk of environment impact; and credit risk of non-payment for sales contracts and joint venture partners.

The Company attempts to control operating risks by maintaining a disciplined approach to implementation of its exploration and development programs. Exploration risks are managed by hiring experienced technical professionals and by concentrating the exploration activity on specific core regions that have multi-zone potential where the Company has experience and expertise. The Company also generates internal prospects and participates in projects where ownership interest is considered sufficient to minimize risk. Operational control allows the Company to manage costs, timing and sales of production and to ensure new production is brought on-stream in a timely manner. The Company maintains a comprehensive insurance program to reduce risk to an acceptable level and to protect it against significant losses.

Environmental Risks

All phases of the oil and natural gas business present environmental risks and hazards and are subject to environmental regulation pursuant to a variety of federal, provincial and local laws and regulations. Compliance with such legislation can require significant expenditures and a breach could result in the imposition of fines and penalties, some of which could be material. Senior management continually assesses new and existing regulatory requirements and environmental risks and determines the impact these risks might have on the Company, as well as the appropriate actions necessary to manage those risks. These assessments and the resulting policy decisions are discussed quarterly with the Board of Directors which evaluates the performance and effectiveness of the Company's environmental policies and programs.

The Company's environmental responsibilities includes removing property, plant and equipment as well as reclaiming land and property to its original state, subsequent to the completion of oil and natural gas extraction activities. This requirement results in an asset retirement obligation that provides current recognition of estimated expenditures that will be incurred in the future. The Company's decommissioning liabilities are discussed in further detail under "Critical Accounting Estimates" below, as well as in note 5 to the Company's Consolidated Financial Statements.

Disclosure Controls and Procedures and Internal Controls over Financial Reporting

As at June 30, 2017, an evaluation of the effectiveness of the Company's disclosure controls and procedures, as defined under the rules adopted by the Canadian securities regulatory authorities, was carried out under the supervision and with the participation of Management, including the President and Chief Executive Officer ("CEO"), and the Chief Financial Officer ("CFO"). Based on this evaluation, the CEO and CFO concluded that, as at June 30, 2017, the design and operation of the Company's disclosure controls and procedures were effective to provide reasonable assurance in meeting all regulatory filing requirements.

Internal control over financial reporting means a process designed by, or under the supervision of, an issuer's certifying officers, and effected by the issuer's board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's Generally Accepted Accounting Procedures ("GAAP") and includes those policies and procedures that:

- (a) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the issuer;
- (b) are designed to provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with the issuer's GAAP, and that receipts and expenditures of the issuer are being made only in accordance with authorizations of management and directors of the issuer; and
- (c) are designed to provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the issuer's assets that could have a material effect on the annual financial statements or interim financial reports;

Management is responsible for establishing and maintaining adequate internal controls over financial reporting.

Management has conducted an evaluation of its internal controls over financial reporting, and determined that at June 30, 2017 the controls were effective to provide reasonable assurance regarding the reliability of financial reporting, and the preparation of financial statements for external reporting purposes. In May 2013, the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") issued an updated Internal Control-Integrated Framework ("2013 Framework") replacing the Internal Control - Integrated Framework (1992). The control framework Yangarra's officers used to design the Company's

YANGARRA RESOURCES LTD.
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the three and six months ended June 30, 2017

ICFR is the 2013 Framework.

During the period beginning on April 1, 2017 and ended on June 30, 2017, there were no material changes to the Company's internal controls over financial reporting, and the CEO and CFO have filed certifications with the Canadian securities regulators regarding the Company's 2017 public filing documents.

New Accounting Standards

There were no new accounting standards adopted by the Company for the three months ended June 30, 2017. A description of accounting standards that will be effective in the future is included in the notes to the Company's Consolidated Financial Statements as at and for the three and six months ended June 30, 2017.

Accounting standards issued but not yet applied

IFRS 16 Leases issued on January 13, 2016 by the IASB replaces IAS 17 Leases. The new standard introduces a single recognition and measurement model for leases, which would require the recognition of assets and liabilities for most leases with a term of more than twelve months. The new standard is effective for annual periods beginning on or after January 1, 2019. Early adoption is permitted for entities that apply IFRS 15 "Revenue from Contracts with Customers" at or before the initial adoption date of January 1, 2018. Management is currently assessing any potential impact of the adoption of IFRS 16.

On January 19, 2016, the IASB issued amendments to IAS 12, Income Taxes, relating to the recognition of deferred tax assets for unrealized losses. The amendments are effective for annual periods beginning on or after January 1, 2017, with early adoption permitted. The Company does not expect there to be a significant impact on the Company's consolidated financial statements.

On January 29, 2016, the IASB issued amendments to IAS 7, Statement of Cash Flows, as part of its disclosure initiative. The amendments require an entity to disclose changes in liabilities arising from financing activities. The amendments are effective for annual periods beginning on or after January 1, 2017, with early adoption permitted. The Company does not expect there to be a significant impact on the Company's consolidated financial statements.

In April 2016, the IASB issued its final amendments to IFRS 15 Revenue from Contracts with Customers, which replaces IAS 18 Revenue, IAS 11 Construction Contracts, and related interpretations. The standard is required to be adopted either retrospectively or using a modified retrospective approach for annual periods beginning on or after January 1, 2018, with earlier adoption permitted. IFRS 15 will be applied by Yangarra on January 1, 2018 and the Company is currently evaluating the impact of the standard on Yangarra's consolidated financial statements.

On June 20, 2016, the IASB issued amendments to IFRS 2, relating to classification and measurement of particular share-based payment transactions. The amendments are effective for periods beginning on or after January 1, 2018. The Company is currently assessing the impact of the adoption of these amendments on the Company's consolidated financial statements.

In July 2014, the IASB completed the final elements of IFRS 9 "Financial Instruments." The Standard supersedes earlier versions of IFRS 9 and completes the IASB's project to replace IAS 39 "Financial Instruments: Recognition and Measurement." IFRS 9, as amended, includes a principle-based approach for classification and measurement of financial assets, a single 'expected loss' impairment model and a substantially-reformed approach to hedge accounting. The Standard will come into effect for annual periods beginning on or after January 1, 2018, with earlier adoption permitted. IFRS 9 will be applied by the Company on January 1, 2018 and the Company is currently evaluating the impact of the standard on the Company's financial statements.

Critical Accounting Estimates

The preparation of the consolidated financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect reported amounts and presentation of assets, liabilities, revenues, expenses and disclosures of contingencies and commitments. Such estimates primarily relate to unsettled transactions and events at the statement of financial position date which are based on information available to management at each financial statement date. Actual results could differ from those estimated. Judgments, estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Critical judgments in applying accounting policies

Business combinations

Determination of the fair value of acquired assets and liabilities in a business combination requires management to make assumptions and estimates about future events. The fair value of crude oil and natural gas interests is estimated with reference to the discounted cash flows expected to be derived from crude oil and natural gas production. These assumptions and estimates generally require judgment and include estimates of reserves acquired, liabilities assumed, forecast commodity prices, expected production volumes, future development and operating costs, income taxes, and discount rates. Changes in any of the assumptions or estimates used in determining the fair value of acquired assets and liabilities could impact the amounts assigned to the net assets acquired, goodwill or gain on business combination.

CGU Determination

The Company's assets are aggregated into cash-generating-units (CGUs) based on their ability to generate largely independent cash flows and are used for impairment testing. CGUs are determined by similar geological structure, shared infrastructure and geographical proximity.

Impairment indicator assessment

The Company assesses its P&E and E&E assets for possible impairment if there are events or changes in circumstances that indicate the carrying values of the assets may not be recoverable. Such indicators include changes in the Company's business plans, changes in commodity prices, evidence of physical damage and significant downward revisions to estimated recoverable volumes or increases in estimated future development expenditures.

Contingencies

By their nature, contingencies will only be resolved when one or more of the future events occur or fail to occur. The assessment of contingencies inherently involves the estimates of the outcome of future events.

Key sources of estimation uncertainty

Reserves

Reserves are used in the unit of production calculation for depletion and depreciation as well as impairment analysis. The quantity of reserves is subject to a number of estimates and projections including assessment of engineering data, projected future rates of production, commodity prices, regulatory changes, operating costs and sustaining capital expenditures. These estimates and projections are uncertain as the Company does not have a long commercial production history to assist in the development of these forward-looking estimates. However, all reserve and associated financial information is evaluated and reported on by a firm of qualified independent reserve evaluators in accordance with the standards prescribed by applicable securities regulators. The calculation of future cash flows based on these reserves is dependent on a number of estimates including: production volumes, facility performance, commodity prices, and royalties, operating costs, sustaining capital and tax rates. The price used in the Company's assessment of future cash

YANGARRA RESOURCES LTD.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the three and six months ended June 30, 2017

flows is based on the Company's independent evaluator's estimate of future prices and evaluated for reasonability by the Company against other available information. The Company believes these prices are reasonable estimates for a long-term outlook.

Decommissioning liabilities

The Company measures decommissioning liabilities at each financial statement date. The estimate is based on the Company's share of costs to reclaim the assets and certain facilities. To determine the future value of the liability, estimates of the amount, timing and inflation of the associated abandonment costs are made. The present value of the cost is recorded as the decommissioning liability using a risk-free discount rate. Due to the long-term nature of current and future project developments, abandonment costs will be incurred many years in the future. As a result of these factors, different estimates could be used for such abandonment costs and the associated timing. Assumptions of higher future abandonment costs, regulatory changes, higher inflation, lower risk-free rates or an assumption of earlier or specified timing of abandonment would cause the decommissioning liability of the corresponding asset to increase. These changes would also cause future accretion expenses to increase and future income to decrease.

Impairment Estimate

The assessment for impairment for P&E and E&E assets involves comparing the carrying value of the CGU with the higher of value in use calculations and fair value less costs to sell. Determination as to whether and how much an asset is impaired involves management estimates on highly uncertain matters such as future commodity prices, the effects of inflation on operating expenses, discount rates, production profiles and the outlook for regional supply-and-demand conditions for crude oil, natural gas and liquids. Impairment is recognized in the statement of income (loss) and comprehensive income (loss) in the period in which carrying amount exceeded the recoverable amount.

Accounts Receivable

Significant estimates are included in accounts receivable in terms of collectability as a significant portion of the balance is in dispute, the outcome for which is uncertain and could result in a material adjustment to the financial statements.

Deferred taxes

Deferred income tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amount and the tax basis of assets and liabilities. An estimate is required for both the timing and corresponding tax rate for this reversal. Should these estimates change, it may impact the measurement of the Company's assets or liabilities as well as deferred tax recovery or expense recognized to earnings. Where unfavorable evidence exists, additional considerations and evidence for recognition of deferred tax assets is required. The Company has applied management's judgment and evaluated applicable factors necessary in making this determination and has concluded that the positive evidence in consideration of the estimated future cash flows based on reserve reports from the Company's independent engineers, does not sufficiently outweigh negative factors. The Company only recognizes deferred tax assets arising from unused tax losses to the extent that the Company has sufficient taxable temporary differences or it is probable that sufficient taxable profit will be available against which the unused tax losses can be utilized.

Contingencies

When recognized, management makes its best estimate with respect to future cash outflows.

YANGARRA RESOURCES LTD.
MANAGEMENT'S DISCUSSION AND ANALYSIS

For the three and six months ended June 30, 2017

Other areas of estimates

The recognition of amounts in relation to stock-based compensation requires estimates related to valuation of stock options at the time of issuance including share price, risk free rate, volatility, expected life and dividend yield. The fair value of commodity contracts is calculated using valuation models that require estimates as to future market prices expected interest rates and expected volatility in these variables. By their nature, these estimates are subject to measurement uncertainty and the effect of changes in such estimates on the financial statements for current and future periods could be significant.