



Q2 2021 HIGHLIGHTS

- Generated record revenue of \$10.1 million, a 311% improvement over the second quarter of 2020.
- Recorded production of 1,786 boe/d (98% heavy crude oil and 2% conventional natural gas), an 8% increase over the previous quarter and 9% increase over the second quarter of last year.
- Achieved operating and transportation costs of \$12.11/boe, including a turn-around at one of its batteries.
- Increased operating netback by 107% to \$5.6 million (\$34.32/boe, or \$0.06/basic share), including hedging losses of \$4.90/boe, when compared to the second quarter of 2020.
- Increased AFF by 213% to \$4.2 million (\$26.03/boe, or \$0.05/basic share), when compared to the second quarter of 2020.
- Lowered net debt to \$18.5 million, a 40% reduction as compared to the second quarter of 2020.
- Lowered leverage ratio of net debt to Q2 annualized AFF to 1.1, an 81% reduction as compared to the second quarter of 2020.

CORPORATE UPDATE

During the second quarter, Hemisphre achieved record revenue of \$10.1 million, generated adjusted funds flow from operations (AFF) of \$4.2 million (\$26.03/boe), and increased average production by 8% when compared to the previous quarter. Hemisphre's capital expenditures during the quarter were \$1.9 million, including the construction, installation, and start-up of the Atlee Buffalo G pool polymer skid.

Subsequent to quarter-end, Hemisphre announced that it had established a new \$35 million extendible two-year committed term facility with ATB Financial and completed early payout of its 5-year US Dollar term loan with Cibolo Energy Partners. The new Credit Facility is anticipated to result in a significant reduction in corporate interest costs, provide additional flexibility to the Company, and reduce foreign exchange risk.

Outlook

Hemisphre is currently in the process of upgrading the size of its treating facilities at the Atlee G pool battery in anticipation of increased oil production with ongoing polymer flood optimization work. The Company is also planning to start a three-well drilling program by mid-September, into what is believed to be a highly productive area of the pool.

2021 FINANCIAL AND OPERATING HIGHLIGHTS

	Three Months Ended June 30		Six Months Ended June 30	
	2021	2020	2021	2020
FINANCIAL				
Petroleum and natural gas revenue	\$ 10,087,225	\$ 2,452,793	\$ 17,976,241	\$ 7,415,993
Operating field netback ⁽¹⁾	6,374,868	1,259,856	11,772,819	3,950,664
Operating netback ⁽²⁾	5,578,767	2,656,703	10,876,621	6,181,341
Cash flow provided by operating activities	4,741,720	816,755	7,944,220	4,174,118
Adjusted funds flow from operations (AFF) ⁽³⁾	4,230,423	1,353,680	8,271,986	3,508,274
Per share, basic and diluted ⁽³⁾	0.05	0.02	0.09	0.04
Net loss	(3,593,747)	(2,953,424)	(1,826,412)	(1,743,125)
Per share, basic and diluted	(0.04)	(0.03)	(0.02)	(0.02)
Capital expenditures	1,874,027	240,386	2,955,610	675,173
Net debt ⁽⁴⁾	18,528,815	30,891,234	18,528,815	30,891,234
Net debt to annualized AFF ⁽³⁾⁽⁴⁾	1.1	5.7	1.1	4.4
Gross term loan ⁽⁵⁾	\$ 21,999,350	\$ 33,940,000	\$ 21,999,350	\$ 33,940,000
Average daily production				
Heavy oil (bbl/d)	1,758	1,645	1,698	1,793
Natural gas (Mcf/d)	169	-	131	96
Combined (boe/d)	1,786	1,645	1,720	1,809
Oil weighting	98%	100%	99%	99%
Average sales prices				
Heavy oil (\$/bbl)	\$ 62.78	\$ 16.38	\$ 58.25	\$ 22.62
Natural gas (\$/Mcf)	2.93	-	2.90	1.97
Combined (\$/boe)	\$ 62.06	\$ 16.38	\$ 57.73	\$ 22.52
Operating netback (\$/boe)				
Petroleum and natural gas revenue	\$ 62.06	\$ 16.38	\$ 57.73	\$ 22.52
Royalties	(10.73)	(0.33)	(8.58)	(1.59)
Operating costs	(9.46)	(5.25)	(8.85)	(6.40)
Transportation costs	(2.65)	(2.39)	(2.49)	(2.53)
Operating field netback ⁽¹⁾	39.22	8.41	37.81	12.00
Realized commodity hedging gain (loss)	(4.90)	9.33	(2.88)	6.77
Operating netback ⁽²⁾	\$ 34.32	\$ 17.74	\$ 34.93	\$ 18.77
Adjusted funds flow from operations⁽³⁾				
(\$/boe)	\$ 26.03	\$ 9.04	\$ 26.57	\$ 10.65

Notes:

- (1) Operating field netback is a non-IFRS measure calculated as the Company's oil and gas sales, less royalties, operating expenses and transportation costs on an absolute and per barrel of oil equivalent basis.
- (2) Operating netback is a non-IFRS measure calculated as the operating field netback plus the Company's realized commodity hedging gain (loss) on an absolute and per barrel of oil equivalent basis.
- (3) Adjusted funds flow from operations, is a non-IFRS measure that represents cash generated by operating activities, before changes in non-cash working capital and adjusted for any decommissioning expenditures, and may not be comparable to measures used by other companies.
- (4) Net debt is a non-IFRS measure calculated as current assets minus current liabilities, excluding fair value of financial instruments, lease and warrant liabilities, plus gross term loan.
- (5) Gross term loan is calculated as the total USD draws, less any payments, on the term loan translated to Canadian Dollars at the period end exchange rate.

Six months ended June 30

	2021	2020
SHARE CAPITAL		
Common shares outstanding	87,914,802	88,582,302
Stock options outstanding	6,759,000	8,584,000
Warrants outstanding	13,750,000	13,750,000
Fully Diluted	108,423,802	110,916,302
Weighted-average shares outstanding – basic and diluted	87,728,752	88,609,511

MANAGEMENT'S DISCUSSION AND ANALYSIS

Dated as at August 17, 2021

The following Management's Discussion and Analysis ("MD&A") is a review of the operations and current financial position for the three and six months ended June 30, 2021 for Hemisphere Energy Corporation ("Hemisphere" or the "Company") and should be read in conjunction with the unaudited interim condensed financial statements and related notes for the three and six months ended June 30, 2021, and the audited annual financial statements and related notes for the year ended December 31, 2020. These documents and additional information relating to the Company, including the Company's Annual Information Form, are available on SEDAR at www.sedar.com or the Company's website at www.hemisphereenergy.ca.

The information in this MD&A is based on the unaudited interim condensed financial statements which were prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to the preparation of unaudited interim condensed financial statements including IAS 34 "Interim Financial Reporting", as issued by the International Accounting Standards Board ("IASB").

This MD&A contains non-IFRS measures, additional IFRS measures and forward-looking statements. Readers are cautioned that this document should be read in conjunction with Hemisphere's disclosure under "Non-IFRS and additional IFRS Measures" and "Forward-Looking Statements" included at the end of this MD&A. All figures are in Canadian dollars unless otherwise noted.

Business Overview

Hemisphere produces oil and natural gas from its Atlee Buffalo and Jenner properties in southeast Alberta. The Company is headquartered in Vancouver, British Columbia and is traded on the TSX Venture Exchange under the symbol "HME" and on the OTCQX Best Market under the symbol "HMENF".

Atlee Buffalo, Alberta

The Company owns and operates all of its wells in the Atlee Buffalo area. The property is accessible year-round and is located north of Medicine Hat in southeastern Alberta. Hemisphere has a 100% working interest in 8,800 net acres.

Jenner, Alberta

Hemisphere owns and operates all of its wells and has a land position of 8,024 net acres in the Jenner area. The property is accessible year-round and is located 25 kilometers west of the Company's Atlee Buffalo property in southeastern Alberta.

Operating Results

The Company generated adjusted funds flow from operations¹ (AFF) of \$4,230,425 (\$0.05/share) during the second quarter of 2021, as compared to \$1,353,681 (\$0.02/share) during the second quarter of 2020.

¹ Adjusted funds flow from operations, is a non-IFRS measure that represents cash generated by operating activities, before changes in non-cash working capital and adjusted for any decommissioning expenditures, and may not be comparable to measures used by other companies.

AFF for the six months ended June 30, 2021 increased to \$8,271,986 (\$0.09/share) from \$3,508,274 (\$0.04/share) for the same period in 2020.

The increase in AFF from operations for three months and six months ended June 30, 2021 is due primarily to a respective 279% and 156% increase in the combined average realized sales price over the respective comparable periods in 2020.

For the three and six months ended June 30, 2021, the Company reported net losses of \$3,593,749 (\$0.04/share) and \$1,826,413 (\$0.02/share), respectively, compared to net losses of \$2,953,424 (\$0.03/share) and \$1,743,125 (\$0.02/share) for the three and six months ended June 30, 2020, respectively. This decrease of \$640,325 in the first half of 2021 is generally the result of the increased warrant liability of \$3,927,977 (which is a non-cash market valuation), and the foreign exchange loss of \$769,364, which are offset by increased net revenue of \$4,775,754.

Production

By product:	Three Months Ended June 30		Six Months Ended June 30	
	2021	2020	2021	2020
Oil (bbl/d)	1,758	1,645	1,698	1,793
Natural gas (Mcf/d)	169	-	131	96
Total (boe/d)	1,786	1,645	1,720	1,809
Oil weighting	98%	100%	99%	99%

In the second quarter of 2021, the Company's average daily production was 1,786 boe/d (98% oil) representing a 9% increase from 1,645 boe/d (100% oil) over the comparable quarter in 2020, due to the reactivation of a number of Jenner wells that had been previously shut in. For the six months ended June 30, 2021, the Company's average daily production was 1,720 boe/d (99% oil), representing a 5% decrease from 1,809 boe/d (99% oil) for the same period in 2020. This decrease can be attributed to the conversion of three wells in the Atlee G Pool from oil producing wells to water injectors in late 2020 and natural decline due to no new wells drilled since September 2019.

Average Benchmark and Realized Prices

	Three Months Ended June 30		Six Months Ended June 30	
	2021	2020	2021	2020
Benchmark prices				
WTI (\$US/bbl) ⁽¹⁾	\$ 66.03	\$ 27.84	\$ 61.94	\$ 46.17
Exchange rate (1 \$US/\$C)	1.2276	1.3855	1.2466	1.3425
WTI (\$C/bbl)	81.06	38.57	77.21	61.98
WCS Diff (\$C/bbl)	14.08	16.15	15.01	27.88
WCS (\$C/bbl) ⁽²⁾	66.98	22.42	62.20	34.10
AECO natural gas (\$US/Mcf) ⁽³⁾	66.95	2.00	19.08	2.03
Average realized prices				
Crude oil (\$C/bbl)	62.78	16.38	58.25	22.62
Natural gas (\$C/Mcf)	2.93	-	2.90	1.97
Combined (\$C/boe)	\$ 62.06	\$ 16.38	\$ 57.73	\$ 22.52

Notes:

(1) Represents posting prices of West Texas Intermediate Oil.

(2) Represents posting prices of Western Canadian Select.

(3) Represents the Alberta 30 day spot AECO posting prices.

The Company's oil and natural gas sales and financial results are significantly influenced by changes in commodity prices. The West Texas Intermediate pricing ("WTI") at Cushing, Oklahoma is the benchmark

reference price for North American crude oil prices. Canadian oil prices, including Western Canada Select ("WCS") and Hemisphere's crude oil, are based on price postings, which is WTI-adjusted for transportation, quality, and the currency conversion rates from United States dollar ("USD") to Canadian dollar.

The Company's combined average realized price increased by 279% to \$62.06 from \$16.38/boe during the comparable three months ended June 30, 2020. The Company's combined average realized price increased by 156% from \$22.52/boe to \$57.73/boe during the six months ended June 30, 2021. This increase is the result of a higher realized WTI price, combined with decreases of \$2.07/bbl and \$2.22/bbl respectively in the differential between the WCS and WTI pricing for the three and six month ended June 30, 2021 over the comparable periods in 2020.

As at the date of this MD&A, the Company held derivative commodity contracts as follows:

Product	Type	Volume	Price	Index	Term
Crude oil	Phys. Swap	200 bbl/d	US\$46.05	WCS	Jul. 1, 2021 – Sep. 30, 2021
Crude oil	Phys. Swap	200 bbl/d	US\$9.45	WCS Differential	Jul. 1, 2021 – Sep. 30, 2021
Crude oil	Swap	100 bbl/d	US\$56.75	WTI-NYMEX	Jul. 1, 2021 – Sep. 30, 2021
Crude oil	Swap	500 bbl/d	US\$60.07	WTI-NYMEX	Jul. 1, 2021 – Sep. 30, 2021
Crude oil	Swap	200 bbl/d	US\$11.50	WCS Differential	Jul. 1, 2021 – Sep. 30, 2021
Crude oil	Swap	100 bbl/d	US\$11.20	WCS Differential	Jul. 1, 2021 – Sep. 30, 2021
Crude oil	Swap	100 bbl/d	US\$11.15	WCS Differential	Jul. 1, 2021 – Sep. 30, 2021
Crude oil	Swap	800 bbl/d	US\$58.45	WTI-NYMEX	Oct. 31, 2021 – Dec. 31, 2021
Crude oil	Swap	100 bbl/d	US\$12.50	WCS Differential	Oct. 31, 2021 – Dec. 31, 2021
Crude oil	Swap	100 bbl/d	US\$12.00	WCS Differential	Oct. 31, 2021 – Dec. 31, 2021
Crude oil	Swap	100 bbl/d	US\$14.10	WCS Differential	Oct. 31, 2021 – Dec. 31, 2021
Crude oil	Swap	800 bbl/d	US\$57.03	WTI-NYMEX	Jan. 1, 2022 – Mar. 31, 2022
Crude oil	3-Way	100 bbl/d	US\$40.00(put)/US\$50.00(put)/US\$79(call)	WTI-NYMEX	Apr. 1, 2022 – Jun. 30, 2022
Crude oil	Put Spread	725 bbl/d	US\$30.00(put sell)/US\$40.00(put buy), net cost US\$1.65/bbl	WTI-NYMEX	Apr. 1, 2022 – Aug. 31, 2022
Crude oil	Sold Call	200 bbl/d	US\$30.00(call sell), net cost US\$1.65/bbl	WTI-NYMEX	Apr. 1, 2022 – Aug. 31, 2022

At June 30, 2021 the commodity contracts were fair valued as a liability of \$3,072,724 recorded on the balance sheet, and an unrealized loss of \$3,245,986 for the three month period and \$3,266,412 for the six month period respectively (June 30, 2020 – loss of \$4,276,943 and gain of \$3,837,075 respectively).

Revenue

	Three Months Ended June 30		Six Months Ended June 30	
	2021	2020	2021	2020
Oil	\$ 10,042,133	\$ 2,452,793	\$ 17,907,545	\$ 7,381,585
Natural gas	45,092	-	68,696	34,408
Total	\$ 10,087,225	\$ 2,452,793	\$ 17,976,241	\$ 7,415,993

The Company achieved record revenue for the three months ended June 30, 2021 of \$10,087,225, which is an increase of 311% from the comparable period in 2020. For the six months, revenue increased by 142% over the comparable period in 2020. These increases are due primarily to the \$45.68 and \$35.21 increases in the Company's combined average realized price, which were somewhat offset by decreases in the foreign exchange rate of 11% and 7% respectively over the comparable three and six month periods in 2020.

Operating Netback

	Three Months Ended June 30		Six Months Ended June 30	
	2021	2020	2021	2020
Operating netback				
Revenue	\$ 10,087,225	\$ 2,452,793	\$ 17,976,241	\$ 7,415,993
Royalties	(1,744,610)	(47,923)	(2,672,393)	(523,740)
Operating costs	(1,537,161)	(786,434)	(2,757,021)	(2,108,691)
Transportation costs	(430,587)	(358,580)	(774,008)	(832,898)
Operating field netback ⁽¹⁾	\$ 6,374,867	\$ 1,259,856	\$ 11,772,819	\$ 3,950,664
Realized commodity hedging gain (loss)	(796,101)	1,396,847	(896,199)	2,230,677
Operating netback ⁽²⁾	\$ 5,578,766	\$ 2,656,703	\$ 10,876,621	\$ 6,181,341
Operating netback (\$/boe)				
Revenue	\$ 62.06	\$ 16.38	\$ 57.73	\$ 22.52
Royalties	(10.73)	(0.33)	(8.58)	(1.59)
Operating costs	(9.46)	(5.25)	(8.85)	(6.40)
Transportation costs	(2.65)	(2.39)	(2.49)	(2.53)
Operating field netback ⁽¹⁾	\$ 39.22	\$ 8.41	\$ 37.81	\$ 12.00
Realized commodity hedging gain (loss)	(4.90)	9.33	(2.88)	6.77
Operating Netback ⁽²⁾	\$ 34.32	\$ 17.74	\$ 34.93	\$ 18.77

Notes:

(1) Operating field netback is a non-IFRS measure calculated as the Company's oil and gas sales, less royalties, operating expenses and transportation costs on an absolute and per barrel of oil equivalent.

(2) Operating netback is a non-IFRS measure calculated as the operating field netback plus the Company's realized commodity hedging gain (loss) on an absolute and per barrel of oil equivalent.

Royalties for the three months ended June 30, 2021 were \$10.73/boe for the three months ended June 30, 2020. Royalties for the six months ended June 30, 2021 were \$8.58/boe. Higher royalties are due primarily to the result of significantly higher realized commodity prices year over year.

Operating costs include all costs for gathering, processing, dehydration, compression, water processing and marketing of the oil and natural gas, as well as additional costs incurred periodically for maintenance and repairs. Operating costs for the three and six months ended June 30, 2021 increased on a per boe basis by \$4.21 and \$2.45, or 80% and 38%, respectively over the comparable periods in 2020. During the period of exceptionally low commodity pricing in the second quarter of 2020 the Company shut-in its higher cost Jenner production and deferred all workovers, turnarounds, and unnecessary overtime hours in order to cut operating costs to unsustainably low levels.

Transportation costs include all costs incurred to transport emulsion, oil and gas sales to processing and distribution facilities. Transportation costs were \$2.65/boe during the second quarter of 2021, which is a \$0.25/boe or 11% increase over the comparable quarter in 2020. This slight increase in trucking costs for the three months ended June 30, 2021 over the comparable periods in 2020 is due to the end of reduced oil trucking rate received from trucking contractors during the low commodity pricing through 2020. Transportation costs were \$2.49/boe for the six months ended June 30, 2021, which represents a \$0.04/boe or 2% decrease from the same period in 2020. This slight decrease in trucking costs for the six months ended June 30, 2020 over the comparable periods in 2020 is due to reduced wait times at the various sales points to which oil is trucked.

Operating netback for the three and six months ended June 30, 2021 were \$34.32/boe and \$34.93/boe respectively, 93% and 86% higher than the comparable quarters in 2020. This is mainly due to the 279% and 156% increase in the Company's combined average realized prices over the comparable periods, offset by the higher royalties and operating costs discussed above, and the \$4.90/boe and \$2.88/boe

hedging losses respectively in the comparable three and six month periods of 2021 (June 30, 2020 – gain of \$9.33/boe for the three month period and gain of \$6.77/boe for the six month period).

Exploration and Evaluation

Exploration and evaluation expense generally consists of certain geological and geophysical costs, expiry of undeveloped lands, and costs of uneconomic exploratory wells. Exploration and evaluation expenses for the three months ended June 30, 2021 and 2020 were \$12,686 and \$12,408 respectively. For the six months ended June 30, 2021 and 2020, exploration and evaluation expenses were \$29,771 and \$24,683 respectively.

Depletion and Depreciation

	Three Months Ended June 30		Six Months Ended June 30	
	2021	2020	2021	2020
Depletion expense	\$ 1,050,157	\$ 1,019,040	\$ 1,970,755	\$ 2,369,058
Depreciation expense	26,566	29,294	53,031	56,797
Total	\$ 1,076,722	\$ 1,048,334	\$ 2,023,785	\$ 2,425,855
\$ per boe	\$ 6.62	\$ 7.00	\$ 6.50	\$ 7.37

The depletion rate is calculated using the unit-of-production method on Proved and Probable oil and natural gas reserves, taking into account the future development costs ("FDC") to develop and produce undeveloped and non-producing reserves.

Depletion and depreciation expenses for the three months ended June 30, 2021 decreased to \$6.62/boe from \$7.00/boe for the same period in 2020. For the six months ended June 30, 2021, depletion and depreciation expenses decreased to \$6.50/boe from \$7.37/boe for the same period in 2020. The decrease in depletion expense for the three and six months ended June 30, 2021 over the comparable periods in 2020 is primarily due to amortization of production over a larger reserve base from the Company's December 31, 2020 independent engineer's evaluation report as prepared by McDaniel and Associates Consultants Ltd.

Impairment

At June 30, 2021 the Company performed an assessment of potential impairment indicators on each of its Cash Generating Units (CGUs), and management determined that no impairment was required on its petroleum and natural gas assets (June 30, 2020 - \$3,859,110 impairment).

The recoverable amounts were determined with fair value less costs to sell using a discounted cash flow method and categorized in Level 3 of the fair value hierarchy. Key assumptions in the determination of cash flows from reserves include crude oil and natural gas prices, royalties, operating costs, future development costs and discount rates specific to the underlying composition of assets residing in each CGU.

Capital Expenditures

	Three Months Ended June 30		Six Months Ended June 30	
	2021	2020	2021	2020
Land and lease	\$ 3,246	\$ -	\$ 7,178	\$ 48,475
Geological and geophysical	157,988	240,386	321,816	432,133
Drilling and completions	201,140	-	320,675	214,090
Facilities and infrastructure	1,511,652	-	2,305,940	20,475
Total capital expenditures ⁽¹⁾	\$ 1,874,026	\$ 240,386	\$ 2,955,610	\$ 675,174

Note:

(1) Total capital expenditures exclude decommissioning obligations and non-cash items.

The development capital spent during the six months ended June 30, 2021 included spending for the polymer skid installation at the Company's Atlee G Pool, as well as projects that intend to provide long-term operating costs savings and increase oil recovery.

General and Administrative

	Three Months Ended June 30		Six Months Ended June 30	
	2021	2020	2021	2020
Gross general and administrative	\$ 933,179	\$ 649,985	\$ 1,747,684	\$ 1,279,452
Capitalized general and administrative	(144,411)	(218,604)	(282,065)	(347,388)
Total	\$ 788,768	\$ 431,381	\$ 1,465,619	\$ 932,064
\$ per boe	\$ 4.85	\$ 2.88	\$ 4.71	\$ 2.83

General and administrative ("G&A") expenses increased on an absolute basis by 83% and 57% for the three and six months ended June 30, 2021, and on a per boe basis \$1.97/boe and \$1.88/boe respectively over the comparable period in 2020. The G&A costs increased due to higher costs for legal, computer systems, OTC listing, investor relations, consulting fees, and staffing costs in the first half of 2021.

The Company capitalizes some general and administrative expenses which can be attributed to costs incurred during the period relating to its development and exploration activities. For the three and six months ended June 30, 2021, capitalized general and administrative expenses decreased by 34% and 19% respectively over the comparable periods in 2020.

Finance Expense

	Three Months Ended June 30		Six Months Ended June 30	
	2021	2020	2021	2020
Loan interest	\$ 515,165	\$ 775,852	\$ 1,062,206	\$ 1,639,696
Lease interest	8,205	10,233	16,905	20,130
Loss/(gain) in fair value of warrant liability	3,694,195	(233,782)	5,180,961	708,914
Accretion of debt issuance costs	54,891	151,074	109,782	268,154
Amortization of deferred charges	48,790	83,481	97,582	159,373
Accretion of decommissioning liabilities	25,592	32,256	51,184	64,512
Total	\$ 4,346,838	\$ 819,114	\$ 6,518,620	\$ 2,860,779
\$ per boe	\$ 26.74	\$ 5.47	\$ 20.94	\$ 8.69

Cash interest for the three and six months ended June 30, 2021 decreased by \$260,686 and \$577,490 over the respective periods in 2020 which is the result of a reduction in the principle of the Term Loan via repayments of US\$8.25 million, combined with a decrease in the 3-month LIBOR rate for the quarter upon which the term loan interest is calculated. The Company also recorded \$8,202 and \$16,904 for lease interest on right-of-use assets liability under IFRS 16. The finance expense per boe has increased by 389% and 141% over the comparable three and six month periods in 2020 due primarily to an increase in the warrant liability valuation.

Accretion expense represents the adjusted present value of the Company's decommissioning obligations which include the abandonment and reclamation costs associated with wells and facilities. During the three and six months ended June 30, 2021 accretion expense decreased by 64% and 59% over the comparable periods in 2020.

Remeasurement Loss/(Gain) on Warrant Liability

For the three and six months ended June 30, 2021, the Company recognized a remeasurement loss of \$3,694,195 and \$5,180,961, respectively (\$233,782 gain and \$708,914 loss for comparable periods in 2020²). The Company issued 13,750,000 warrants to a third-party lender on September 15, 2017 in conjunction with its term loan. Each warrant entitles the holder to purchase one common share of Hemisphere at an exercise price of \$0.28 per share prior to September 15, 2022. The exercise price of the warrants represented a 40% premium to the 30-day volume weighted average price ("VWAP") of Hemisphere's common shares at market close on September 14, 2017. The warrants are subject to a forced exercise clause which applies upon a 30-day VWAP equaling or exceeding \$1.40 per share. The warrants are non-transferable.

The warrants are classified as a financial liability as a result of a cashless exercise provision. In no event will the Company be required to settle the warrants through a cash payment. The fair value of the warrants is revalued every quarter using the Black and Scholes pricing model. Valuations for the current and previous quarter were calculated with the following inputs:

		June 30, 2021		December 31, 2020
Share Price	\$	0.89	\$	0.20
Risk-free interest rate		0.97%		0.39%
Expected life (years)		1.21		1.70
Expected volatility		92%		112%

Tax Pools

The Company has approximately \$60.2 million of tax pools available to be applied against future income for tax purposes. Based on available pools and current commodity prices, the Company does not expect to pay current income tax in 2021 and any taxes payable beyond 2021 will primarily be a function of commodity prices, capital expenditures and production volumes.

	Deduction Rate		December 31, 2020
Canadian exploration expense (CEE)	100%	\$	3,336,823
Canadian development expense (CDE)	30%		19,655,797
Canadian oil and gas property expense (COGPE)	10%		4,438,962
Non-capital losses carry forwards (NCL)	100%		31,174,540
Undepreciated capital cost (UCC)	20-55%		811,977
Share issuance costs and other	Various		748,801
Total		\$	60,166,900

² Prior period comparisons have been restated as outlined in note 3 in the March 31, 2021 quarterly financial statements.

Summary of Quarterly Results

	2021			2020			2019	
	Jun. 30 Q2 ⁽¹⁾	Mar. 31 Q1 ⁽²⁾	Dec. 31 Q4 ⁽³⁾	Sep. 30 Q3 ⁽⁴⁾	Jun. 30 Q2 ⁽⁵⁾	Mar. 31 Q1 ⁽⁶⁾	Dec. 31 Q4 ⁽⁷⁾	Sep. 30 Q3 ⁽⁸⁾
Average daily production (boe/d)	1,786	1,654	1,522	1,686	1,645	1,973	2,166	1,738
Heavy oil and natural gas revenue	10,087,225	7,889,016	5,354,596	5,889,668	2,452,793	4,963,201	9,472,078	8,207,658
Operating field netback ⁽⁹⁾	6,374,867	5,397,952	2,931,465	3,862,969	1,259,856	2,690,808	6,284,329	5,206,705
Cash provided by operating activities	4,741,719	3,202,500	2,127,640	3,087,950	816,755	3,357,353	3,519,506	3,792,868
Adjusted funds flow from operations ⁽¹⁰⁾	4,230,423	4,041,562	2,380,051	3,406,612	1,353,680	2,154,594	4,324,443	3,547,634
Per share, basic and diluted	0.05	0.05	0.03	0.04	0.02	0.02	0.05	0.04
Net income (loss) ⁽¹²⁾	(3,593,747)	1,767,336	(1,501,079)	1,410,470	(3,420,988)	3,095,690	(2,888,075)	2,744,160
Per share, basic and diluted	(0.04)	0.02	(0.02)	0.02	(0.04)	0.02	(0.03)	0.03
Combined average realized price (\$/boe)	62.06	53.00	38.24	37.96	16.38	27.64	47.53	51.34
Operating netback (\$/boe) ⁽¹¹⁾	34.32	35.59	25.43	30.41	17.74	19.63	30.70	30.64

Notes:

- (1) The increases in revenue, netbacks and adjusted funds flow from (used in) operations are due primarily to an increase in realized commodity prices.
- (2) The increases in revenue, netbacks and adjusted funds flow from (used in) operations are due primarily to an increase in realized commodity prices.
- (3) The decreases in revenue, netbacks and adjusted funds flow from (used in) operations are due primarily to a decrease in realized commodity prices and average production rates.
- (4) The increases in revenue, netbacks and adjusted funds flow from (used in) operations are due primarily to an increase in realized commodity prices.
- (5) The decreases in revenue, netbacks and adjusted funds flow from (used in) operations are due primarily to a decrease in realized commodity prices and average production rates.
- (6) The decreases in revenue, netbacks and adjusted funds flow from (used in) operations are due primarily to a decrease in realized commodity prices.
- (7) The increases in revenue, netbacks and adjusted funds flow from operations are due to increases in production rates and realized commodity prices.
- (8) The increases in revenue, netbacks and adjusted funds flow from operations are due to increases in production rates.
- (9) Operating field netback per boe is a non-IFRS measure calculated as the Company's oil and gas sales, less royalties, operating expenses and transportation costs on an absolute and per barrel of oil equivalent basis.
- (10) Adjusted funds flow from operations is a non-IFRS measure that represents cash generated by operating activities, before changes in non-cash working capital and adjusted for any decommissioning expenditures, and may not be comparable to measures used by other companies.
- (11) Operating netback is a non-IFRS measure calculated as the operating field netback plus the Company's realized commodity hedging gain (loss) on an absolute and per barrel of oil equivalent basis.
- (12) The net income (loss) has changed from prior presentation due to the recast of warrants from equity to debt, see note 3 of the quarterly financial statements

Outstanding Share Capital

	August 17, 2021	June 30, 2021	December 31, 2020
Fully diluted share capital			
Common shares issued and outstanding	88,229,802	87,914,802	88,582,302
Stock options	6,444,000	6,759,000	7,084,000
Warrants	13,750,000	13,750,000	13,750,000
Total fully diluted shares outstanding	108,423,802	108,423,802	109,416,302

On June 29, 2020, the Company announced the renewal of the normal course issuer bid (NCIB) to purchase and cancel, from time to time, up to 7,869,931 common shares of the Company until July 1, 2021. During the six months ended December 31, 2020, the Company purchased and cancelled 1,800,000 shares under the NCIB for \$209,880 at an average cost of \$0.12 per share. For the six months ended June 30, 2021, the Company purchased and cancelled 537,500 shares under the NCIB for \$164,070 at an average cost of \$0.31 per share.

During the six months ended June 30, 2021, the Company issued 1,670,000 shares for stock options exercised through the Employee Stock Option Plan, at an average exercise price of \$0.08 per share.

Further, on July 14, 2021, the Company announced the renewal of the normal course issuer bid (NCIB) to purchase and cancel, from time to time, up to 7,687,730 common shares of the Company until July 13, 2022.

The Company has the following stock options that are outstanding and exercisable as at August 17, 2021:

Exercise Price	Grant Date	Expiry Date	Balance Outstanding August 17, 2021	Balance Exercisable August 17, 2021
\$0.25	September 21, 2017	September 21, 2022	4,614,000	4,614,000
\$0.28	October 2, 2017	October 2, 2022	150,000	150,000
\$0.25	January 1, 2018	January 1, 2023	250,000	250,000
\$0.12	March 1, 2019	March 1, 2024	50,000	50,000
\$0.12	June 17, 2020	June 17, 2025	1,380,000	1,380,000
			6,444,000	6,444,000
Weighted-average exercise price			\$0.22	\$0.22

Liquidity and Capital Management

The Company's approach to managing liquidity risk is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they become due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company.

The Company prepares annual capital expenditure budgets, which are regularly monitored and updated as considered necessary. Further, the Company utilizes authorizations for expenditures on both operated and non-operated projects to further manage capital expenditures. The Company also attempts to match its payment cycle with collection of crude oil and natural gas revenues on the 25th of each month.

Management plans over the next two years to significantly lower debt while growing production and funds flow, which should allow the Company to accelerate internal projects, make strategic acquisitions, and increase return of capital to shareholders. For 2021, Hemisphere has set a capital program of approximately \$6 million on polymer flood implementation, facilities upgrades, and a drilling program.

Management's forecasts may change materially based upon actual prices received, changes in future strip pricing, production volumes, operating costs, activity levels, cash flows, and the timing thereof and other factors which may or may not be within the control of the Company. The economic climate may lead to adverse changes in cash flow, working capital levels or debt balances, which may also have a direct impact on the Company's liquidity and ability to generate profits in the future.

a) Financing

The Company's net cash used in financing activities during the three and six months ended June 30, 2021 was \$1,963,073 and \$3,475,656 (\$708,850 and \$2,108,204 cash used in financing activities for the three and six months ended June 30, 2020). These funds are primarily a repayment of US\$2,750,000 (CAD\$3,404,825) towards the Company's term loan in the first half of 2021, plus shares purchased under the NCIB, and lease liability payments in the period.

b) Term Loan

On September 15, 2017, the Company entered into a first lien senior secured credit agreement (the "Credit Agreement") with a third-party lender (the "Lender") providing for a multi-draw, non-revolving term loan facility of a maximum aggregate principal amount of up to US\$35.0 million. Security granted by the Company under the Credit Agreement included a demand debenture for

US\$75.0 million which provides for a first ranking security interest and floating and fixed charges over all of the real and personal property present and after acquired of the Company.

An initial commitment amount of US\$15.0 million (the "Term Loan") was granted at inception and on January 23, 2018 and June 1, 2018 the Company amended its credit agreement with its Lender to increase the commitment amount by US\$5.0 million and US\$10.0 million, respectively. This brings the Company's aggregate amount committed by the Lender under the Term Loan to US\$30.0 million.

As at June 30, 2021, the Company had a term loan balance of US\$17.75 million (CAD\$21,999,350 at period close exchange rate) resulting from total draws of US\$26.5 million less total repayments of US\$8.75 million.

Subsequent to the quarter end, the Company announced on July 28, 2021 that it had paid in full and terminated this term loan and established a new \$35MM committed two year renewable term facility with ATB Financial.

c) Capital Management

The Company manages its capital with the following objectives:

- Ensure sufficient flexibility to achieve the Company's ongoing business objectives including the replacement of production, funding of future growth opportunities, and pursuit of accretive acquisitions; and
- Maximize shareholder return through enhancing the Company's share value.

As part of its capital management process, the Company prepares budgets and forecasts, which are used by management and the Board of Directors to direct and monitor the strategy and ongoing operations and liquidity of the Company. Budgets and forecasts are subject to significant judgment and estimates relating to activity levels, future cash flows and the timing thereof and other factors which may or may not be within the control of the Company.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The capital structure of the Company is composed of shareholders' equity and the Term Loan. The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, incurring additional indebtedness under the Term Loan, issuing new debt instruments, other financial or equity-based instruments, adjusting capital spending, or disposing of assets. The capital structure is reviewed on an ongoing basis.

Commitments

As at June 30, 2021, the gross balance of the Term Loan was \$21,999,350 (US\$17,750,000), exclusive of the debt issuance costs. The Term Loan matures on September 15, 2022.

	2021	2022	2023	2024	2025	2026	2027	2028	Total
Lease Costs	\$ 229,341	467,991	393,158	363,623	363,623	363,623	363,623	190,294	2,735,275
Term loan	-	21,999,350	-	-	-	-	-	-	21,999,350
Term loan interest	934,972	1,402,459	-	-	-	-	-	-	2,337,431
	\$ 1,164,313	23,869,800	393,158	363,623	363,623	363,623	363,623	363,623	27,072,056

Off-Balance Sheet Arrangements

The Company has not entered into any off-balance sheet transactions.

Related Party Transactions

Compensation to key executive personnel, consisting of the Company's officers, directors and Chairman, was paid as follows:

	Three Months Ended June 30		Six Months Ended June 30	
	2021	2020	2021	2020
Salaries and wages	\$ 291,500	\$ 280,000	\$ 576,500	\$ 565,000
Share-based payments	-	80,462	-	80,462

Proposed Transactions

As of the effective date, there are no outstanding proposed transactions.

Changes in Accounting Policies

As of the effective date, there are no changes in accounting policies.

Risks

The Company's activities expose it to a variety of risks that arise as a result of its exploration, development, production and financing activities. These risks and uncertainties include, among other things, volatility in market prices for oil and natural gas, general economic conditions in Canada, the US and globally and other factors described under Risk Factors in Hemisphere's most recently filed Annual Information Form which is available on the Company's website at www.hemisphereenergy.ca or on SEDAR at www.sedar.com. Readers are cautioned that this list of risk factors should not be construed as exhaustive.

The following provides information about the Company's exposure to some risks associated with the oil and gas industry, as well as the Company's objectives, policies and processes for measuring and managing risk.

Business Risk

Oil and gas exploration and development involves a high degree of risk whereby many properties are ultimately not developed to a producing stage. There can be no assurance that the Company's future exploration and development activities will result in discoveries of commercial bodies of oil and gas. Whether an oil and gas property will be commercially viable depends on a number of factors including the particular attributes of the reserve and its proximity to infrastructure, as well as commodity prices and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use,

and environmental protection. The exact effect of these factors cannot be accurately predicted, and the combination of these factors may result in an oil and gas property not being profitable.

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 payment obligations. This risk arises principally from the Company's receivables from joint operators and oil and natural gas marketers, and reclamation deposits. The credit risk associated with reclamation deposits is minimized substantially by ensuring this financial asset is placed with major financial institutions with strong investment-grade ratings by a primary ratings agency. The credit risk associated with accounts receivable is mitigated as the Company monitors monthly balances to limit the risk associated with collections. The Company does not anticipate any default. There are no balances over 90 days past due or impaired.

The maximum exposure to credit risk is as follows:

	June 30, 2021	December 31, 2020
Accounts receivable		
Marketing receivables	\$ 2,808,176	\$ 1,767,578
Trade receivables	116,262	159,776
Receivables from joint ventures	7,817	5,309
Reclamation deposits	115,535	115,535
	\$ 3,047,791	\$ 2,048,198

The Company sells the majority of its oil production to two major oil marketers and, therefore, is subject to concentration risk which is mitigated by management's policies and practices related to credit risk, as discussed above. Historically, the Company has never experienced any collection issues with its oil marketer.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's approach to managing liquidity risk is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they become due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company.

The Company also prepares annual capital expenditure budgets, which are regularly monitored and updated as considered necessary. Further, the Company utilizes authorizations for expenditures on both operated and non-operated projects to further manage capital expenditures. The Company will also attempt to match its payment cycle with collection of crude oil and natural gas revenues on the 25th of each month.

In light of the current volatility in oil and gas prices and uncertainty regarding the timing for recovery in such prices as well as pipeline and transportation capacity constraints, management's ability to prepare financial forecasts is challenging. The economic climate may lead to adverse changes in cash flow, working capital levels or debt balances, which may also have a direct impact on the Company's liquidity and ability to generate profits in the future.

At June 30, 2021, the Company had net debt (a non-IFRS measure calculated as current assets less current liabilities excluding fair value of financial instruments and lease liabilities, and including the gross term loan) of \$18,528,816 (December 31, 2020 - \$24,429,190). The Company funds its operations through

operating cash flows and the term loan. At June 30, 2021, the Company has an additional US\$3.5 million of borrowing base committed with its lender, which it can draw from for future capital programs, subject to the lender's approval.

Subsequent to the quarter end, the Company announced on July 28, 2021 that it had paid in full and terminated its term loan with Cibolo Energy Partners and established a new \$35MM committed two year renewable term facility with ATB Financial.

Market risk

Market risk is the risk that changes in market prices, such as, foreign exchange rates, commodity prices, and interest rates will affect the value of the financial instruments. Market risk is comprised of interest rate risk, foreign currency risk, commodity price risk, and other price risk.

Interest rate risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. Borrowings under the Company's Term Loan are subject to variable interest rates. A one percent change in interest rates would have a \$220,000 annual effect on net income.

Foreign currency risk

The Company's functional and reporting currency is Canadian dollars. The Company does not sell or transact in any foreign currency; except i) the Company's commodity prices are largely denominated in USD, and as a result the prices that the Company receives are affected by fluctuations in the exchange rates between the USD and the Canadian dollar. The exchange rate effect cannot be quantified, but generally an increase in the value of the Canadian dollar compared to the USD will reduce the prices received by the Company for its crude oil and natural gas sales, and ii) the Company's Term Loan is denominated in USD and, as a result, the amount that the Company will be obligated to repay at the term of the loan will be affected by fluctuations in the exchange rate between the USD and the Canadian dollar at that time. A one percent change in the foreign exchange rate would have a \$301,000 effect on the annual net income.

Commodity price risk

Commodity prices for petroleum and natural gas are impacted by global economic events that dictate the levels of supply and demand, as well as the relationship between the Canadian dollar and the USD. Significant changes in commodity prices may materially impact the Company's adjusted funds flow from operations, and ability to raise capital. The Company has derivative commodity contracts in place as further disclosed within this MD&A.

Other price risk

Other price risk is the risk that the fair or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk, foreign currency risk or commodity price risk. The Company is not exposed to significant other price risk.

COVID-19 Risk

In March 2020, the World Health Organization declared a global pandemic following the emergence and rapid spread of a novel strain of the coronavirus ("COVID-19"). The outbreak and subsequent measures enforced to limit the spread of the pandemic contributed to volatility in financial markets. The pandemic has adversely impacted global commercial activity, including significantly reducing worldwide demand for crude oil and natural gas. Global oil demand has since improved steadily in the latter half of 2020 and first half of 2021 as economies began to reopen and governments approved the rollout of COVID-19 vaccines. The West Texas Intermediate ("WTI") benchmark price increased in the second quarter of 2021, averaging 14 percent higher than the first quarter of 2021, and 137 percent higher than the second quarter of 2020. Although government authorities have eased COVID-19 restrictions and global economies are improving, there is no certainty when demand levels will return to pre-COVID levels and therefore the situation remains dynamic. The ultimate duration and magnitude of the impact on the economy and financial effect on the Company is not known at this time; however, Hemisphere is optimistic that the worst is behind us and economic conditions will continue to improve.

Non-IFRS Measures

This document contains the terms adjusted funds flow from operations, operating netback, operating field netback and net debt which are not recognized measures under IFRS and may not be comparable to similar measures presented by other companies.

- a) The Company considers adjusted funds flow from operations to be a key measure that indicates the Company's ability to generate the funds necessary to support future growth through capital investment and to repay any debt. Adjusted funds flow from operations is a measure that represents cash generated by operating activities, before changes in non-cash working capital and adjusted for decommissioning expenditures, and may not be comparable to measures used by other companies. Adjusted funds flow from operations per share is calculated using the same weighted-average number of shares outstanding as in the case of the earnings per share calculation for the period.

A reconciliation of adjusted funds flow from operations to cash provided by operating activities is presented as follows:

	Three Months Ended June 30		Six Months Ended June 30	
	2021	2020	2021	2020
Cash provided by operating activities	\$ 4,741,723	\$ 816,756	\$ 7,944,221	\$ 4,174,118
Change in non-cash working capital	(512,203)	521,889	290,266	(777,409)
Adjust: Decommissioning obligation expenditures	906	15,036	37,499	111,566
Adjusted funds flow from operations	\$ 4,230,425	\$ 1,353,680	\$ 8,271,986	\$ 3,508,273
Per share, basic and diluted	\$ 0.05	\$ 0.02	\$ 0.09	\$ 0.04

- b) Operating field netback is a benchmark used in the oil and natural gas industry and a key indicator of profitability relative to current commodity prices. Operating field netback is calculated as oil and gas sales, less royalties, operating expenses and transportation costs on an absolute and per barrel of oil equivalent basis. These terms should not be considered an alternative to, or more meaningful than, cash flow from operating activities or net income or loss as determined in accordance with IFRS as an indicator of the Company's performance.

- c) Operating netback is a non-IFRS measure calculated as the operating field netback plus the Company's realized commodity hedging gain (loss) on an absolute and per barrel of oil equivalent basis.
- d) Net debt is closely monitored by the Company to ensure that its capital structure is maintained by a strong balance sheet to fund the future growth of the Company. Net debt is used in this document in the context of liquidity and is calculated as the total of the Company's current assets less current liabilities, excluding the fair value of financial instruments, lease and warrant liabilities, and including the gross term loan. There is no IFRS measure that is reasonably comparable to net debt.

The following table outlines the Company calculation of net debt:

	As at	
	June 30, 2021	December 31, 2020
Current assets ⁽¹⁾	\$ 5,490,347	\$ 3,001,610
Current liabilities ⁽¹⁾	(2,019,811)	(1,334,300)
Gross term loan ⁽²⁾	(21,999,350)	(26,096,500)
Net debt	\$ (18,528,814)	\$ (24,429,190)

Note:

(1) Excluding fair value of financial instruments and lease and warrant liabilities.

(2) Gross term loan is calculated as the total USD draws on the term loan translated to Canadian Dollars at the period end exchange rate.

Boe Conversion

Within this document, petroleum and natural gas volumes and reserves are converted to a common unit of measure, referred to as a barrel of oil equivalent (boe), using a ratio of 6,000 cubic feet of natural gas to one barrel of oil. Use of the term boe may be misleading, particularly if used in isolation. The conversion ratio is based on an energy equivalent method and does not necessarily represent a value equivalency at the wellhead.

Forward-Looking Statements

In the interest of providing Hemisphere's shareholders and potential investors with information regarding the Company, including management's assessment of the future plans and operations of Hemisphere, certain statements contained in this MD&A (particularly the Message to Shareholders) constitute forward-looking statements or information (collectively forward-looking statements) within the meaning of applicable securities legislation. Forward-looking statements are typically identified by words such as anticipate, continue, estimate, expect, forecast, may, will, project, could, plan, intend, should, believe, outlook, potential, target and similar words suggesting future events or future performance. In particular, but without limiting the foregoing, this document (particularly the Message to Shareholders) contains forward-looking statements pertaining to the following: management's plans over the next two years to significantly lower debt while growing production and funds flow, which should allow the Company to accelerate internal projects, make strategic acquisitions, and increase return of capital to shareholders, Hemisphere's capital program and the manner it intends to spend such funds; future oil and natural gas prices; future operational activities; and plans for continued growth in the Company's production, reserves and cash flow; the compliance of the Company under its credit agreements, and the expectation for the increasing of the Company's asset base with continued successful waterflood operations. In addition, statements relating to "reserves" are deemed to be forward-looking statements as they involve the implied assessment, based on certain estimates and assumptions, that the reserves described exist in the quantities predicted or estimated and can be profitably produced in the future.

With respect to forward-looking statements contained in this MD&A, the Company has made assumptions regarding, among other things: future capital expenditure levels; future oil and natural gas prices and differentials between light, medium and heavy oil prices; results from operations including future oil and natural gas production levels; future exchange rates and interest rates; Hemisphere's ability to obtain equipment in a timely manner to carry out development activities; Hemisphere's ability to market its oil and natural gas successfully to current and new customers; the impact of increasing competition; Hemisphere's ability to obtain financing on acceptable terms; the continued availability of Hemisphere's credit facility; the effects of COVID-19 on Hemisphere's operations (including those affecting its partners and service providers); and Hemisphere's ability to add production and reserves through our development and exploitation activities.

Although Hemisphere believes that the expectations reflected in the forward-looking statements contained in this MD&A, and the assumptions on which such forward-looking statements are made, are reasonable, there can be no assurance that such expectations will prove to be correct. Readers are cautioned not to place undue reliance on forward-looking statements included in this MD&A, as there can be no assurance that the plans, intentions or expectations upon which the forward-looking statements are based will occur. By their nature, forward-looking statements involve numerous assumptions, known and unknown risks and uncertainties that contribute to the possibility that the predictions, forecasts, projections and other forward-looking statements will not occur, which may cause Hemisphere's actual performance and financial results in future periods to differ materially from any estimates or projections of future performance or results expressed or implied by such forward-looking statements. These risks and uncertainties include, among other things, the following: volatility in market prices for oil and natural gas; the effects of COVID-19, risks associated with Hemisphere's enhanced oil recovery operations, including effects on its reserves, reservoirs and production; general economic conditions in Canada, the U.S. and globally; and the other factors described under "Risk Factors" in Hemisphere's most recently filed Annual Information Form available on the Company's website at www.hemisphereenergy.ca or on SEDAR at www.sedar.com. Readers are cautioned that this list of risk factors should not be construed as exhaustive.

The forward-looking statements contained in this MD&A speak only as of the date of this document. Except as expressly required by applicable securities laws, Hemisphere does not undertake any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. The forward-looking statements contained in this MD&A are expressly qualified by this cautionary statement.

MANAGEMENT'S REPORT

To the Shareholders of Hemisphere Energy Corporation:

Management is responsible for the preparation of the financial statements and the consistent presentation of all other financial information that is publicly disclosed. The financial statements have been prepared in accordance with the accounting policies detailed in the notes to the financial statements and in accordance with IFRS and include estimates and assumptions based on management's best judgment. Management maintains a system of internal controls to provide reasonable assurance that assets are safeguarded and that relevant and reliable financial information is produced in a timely manner.

The accompanying unaudited condensed interim financial statements have not been reviewed by the Company's auditors.

The Audit Committee, consisting of independent members of the Board of Directors, has reviewed financial statements with management. The Board of Directors has approved the financial statements on the recommendation of the Audit Committee.

Vancouver, British Columbia
August 17, 2021

(signed) "Don Simmons"
Don Simmons, President & CEO

(signed) "Dorlyn Evancic"
Dorlyn Evancic, Chief Financial Officer

CONDENSED STATEMENTS OF FINANCIAL POSITION*(Expressed in Canadian dollars)**(Unaudited)*

	Note	June 30, 2021	December 31, 2020
Assets			
Current assets			
Cash and cash equivalents		\$ 2,052,707	\$ 435,350
Accounts receivable	4(a)	2,932,256	1,932,663
Prepaid expenses		505,384	633,598
Fair value of financial instruments	4(c)	-	193,688
		5,490,347	3,195,299
Non-current assets			
Reclamation deposits	9	115,535	115,535
Exploration and evaluation assets	7	572,402	458,199
Property and equipment	8	49,232,987	48,445,138
Deferred charges	11	167,295	264,878
Total assets		\$ 55,578,566	\$ 52,479,049
Liabilities			
Current liabilities			
Accounts payable and accrued liabilities		\$ 2,019,811	\$ 1,334,300
Current portion of lease liabilities	13	109,043	82,773
Warrant liability	3, 12	6,174,778	993,817
Fair value of financial instruments	4(c)	3,021,377	-
		11,325,009	2,410,890
Non-current liabilities			
Term loan	11	21,023,443	24,979,567
Lease liabilities	13	183,133	249,761
Fair value of financial instruments	4(c)	51,347	-
Decommissioning obligations	9	8,544,372	8,530,687
		41,127,304	36,170,905
Shareholders' Equity			
Share capital	14	54,312,018	54,342,488
Contributed surplus		1,208,600	1,208,600
Deficit		(41,069,356)	(39,242,944)
Total shareholders' equity		14,451,262	16,308,144
Total liabilities and shareholders' equity		\$ 55,578,566	\$ 52,479,049

Commitments Note 15

Subsequent events Note 17

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

Approved by the Board of Directors

(signed) "Bruce McIntyre"

Bruce McIntyre, Director

(signed) "Don Simmons"

Don Simmons, Director

CONDENSED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME*(Expressed in Canadian dollars)**(Unaudited)*

	Note	Three Months Ended June 30		Six Months Ended June 30	
		Recasted (Note 3)		Recasted (Note 3)	
		2021	2020	2021	2020
Revenue					
Oil and natural gas revenue	6	\$ 10,087,225	\$ 2,452,793	\$ 17,976,241	\$ 7,415,993
Royalties		(1,744,610)	(47,923)	(2,672,393)	(523,740)
		8,342,615	2,404,870	15,303,848	6,892,253
Realized gain (loss) on financial instruments		(796,101)	1,396,847	(896,199)	2,230,677
Unrealized gain (loss) on financial instruments	4(c)	(3,245,986)	(4,276,943)	(3,266,412)	3,837,075
Net revenue		4,300,528	(475,226)	11,141,237	12,960,005
Expenses					
Production and operating		1,967,747	1,145,014	3,531,028	2,941,589
Exploration and evaluation	7	12,686	12,407	29,771	24,683
Depletion and depreciation	8	1,076,722	1,048,334	2,023,785	2,425,855
General and administrative		788,768	431,381	1,465,619	932,064
Share-based payments	14(b)	-	115,664	-	115,664
Impairment of property and equipment	8	-	-	-	3,859,110
		3,845,923	2,752,800	7,050,203	10,298,965
Results from operating activities		454,605	(3,228,026)	4,091,034	2,661,039
Finance expense	10	(4,346,838)	(819,114)	(6,518,621)	(2,860,779)
Foreign exchange gain (loss)		298,486	1,067,850	601,175	(1,569,253)
Gain on disposition		-	25,868	-	25,868
Net loss and comprehensive loss for the period		\$ (3,593,747)	\$ (2,953,422)	\$ (1,826,412)	\$ (1,743,125)
Net loss per share, basic and diluted	14(d)	\$ (0.04)	\$ (0.03)	\$ (0.02)	\$ (0.02)

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

CONDENSED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

(Expressed in Canadian dollars)

(Unaudited)

	Note	Number common shares	Share Capital	Contributed Surplus	Deficit	Total Equity
Balance, December 31, 2019		88,902,302	\$ 54,607,961	\$ 1,057,734	\$ (38,827,036)	\$ 16,838,659
Share-based payments	14(b)	-	-	150,866	-	150,866
Shares repurchased under NCIB	14(a)	(2,120,000)	(265,473)	-	-	(265,473)
Net loss for the period		-	-	-	(415,908)	(415,908)
Balance, December 31, 2020		86,782,302	\$ 54,342,488	\$ 1,208,600	\$ (39,242,944)	\$ 16,308,144
Balance, December 31, 2020		86,782,302	\$ 54,342,488	\$ 1,208,600	\$ (39,242,944)	\$ 16,308,144
Stock option exercise	14(b)	1,670,000	133,600	-	-	133,600
Shares repurchased under NCIB	14(a)	(537,500)	(164,070)	-	-	(164,000)
Net loss for the year		-	-	-	(1,826,412)	(1,826,412)
Balance, June 30, 2021		87,914,802	\$ 54,312,018	\$ 1,208,600	\$ (41,069,356)	\$ 14,451,262

Comparison with six months ended June 30, 2020:

	Note	Number common shares	Share Capital	Contributed Surplus	Recasted (Note 3) Deficit	Recasted (Note 3) Total Equity
Balance, December 31, 2019		88,902,302	\$ 54,607,961	\$ 1,057,734	\$ (38,827,036)	\$ 16,838,659
Share-based payments		-	-	150,866	-	150,866
Expiry of stock options		-	-	(187,086)	187,086	-
Shares repurchased under NCIB		(320,000)	(55,593)	-	-	(55,593)
Net loss for the period		-	-	-	(1,743,125)	(1,743,125)
Balance, June 30, 2020		88,582,302	\$ 54,552,368	\$ 1,021,514	\$ (40,383,075)	\$ 15,190,807

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

CONDENSED STATEMENTS OF CASH FLOWS*(Expressed in Canadian dollars)**(Unaudited)*

	Three Months Ended June 30		Six Months Ended June 30	
	Recasted (Note 3)		Recasted (Note 3)	
	2021	2020	2021	2020
Operating activities				
Net loss for the period	\$ (3,593,747)	\$ (2,953,422)	\$ (1,826,412)	\$ (1,743,125)
Items not affecting cash:				
Accretion of debt issuance costs	54,891	151,074	109,782	268,154
Accretion of decommissioning costs	25,592	32,256	51,184	64,512
Amortization of deferred charges	48,790	83,481	97,582	159,373
Depletion and depreciation	1,076,722	1,048,334	2,023,785	2,425,855
Exploration and evaluation expense	12,686	12,407	29,771	24,683
Gain on disposition	-	(25,868)	-	(25,868)
Share-based payments	-	115,664	-	115,664
Unrealized loss (gain) on financial instruments	3,245,986	4,276,943	3,266,412	(3,837,075)
Unrealized loss (gain) on foreign exchange	(334,692)	(1,153,406)	(661,080)	1,488,077
Change in fair value of warrant liability	3,694,195	(233,782)	5,180,961	708,914
Impairment of property and equipment	-	-	-	3,859,110
Funds flow from operations	4,230,423	1,353,681	8,271,986	3,508,274
Decommissioning obligation expenditures	(906)	(15,036)	(37,499)	(111,566)
Changes in non-cash working capital	512,203	(521,889)	(290,266)	777,409
Cash provided by operating activities	4,741,720	816,756	7,944,220	4,174,118
Investing activities				
Property and equipment expenditures	(1,810,594)	-	(2,811,635)	(231,644)
Exploration and evaluation expenditures	(63,432)	(240,386)	(143,975)	(443,530)
Changes in non-cash working capital	52,785	(40,569)	104,398	(465,276)
Cash used in investing activities	(1,821,241)	(280,955)	(2,851,213)	(1,140,450)
Financing activities				
Shares issued for stock options and warrants	-	-	133,598	-
Shares repurchased under NCIB	(117,069)	-	(164,070)	(55,593)
Repayment of term loan	(1,825,575)	(687,650)	(3,404,825)	(2,011,250)
Payment of lease liabilities	(20,423)	(21,200)	(40,353)	(41,361)
Cash used in financing activities	(1,963,067)	(708,850)	(3,475,650)	(2,108,204)
Net change in cash	957,412	(173,050)	1,617,357	925,463
Cash, beginning of period	1,095,295	2,278,031	43,350	1,179,516
Cash, end of period	\$ 2,052,707	\$ 2,104,979	\$ 2,052,707	\$ 2,104,979

Supplemental cash flow information (Note 14)

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

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

For the three months ended March 31, 2021 and 2020

(Expressed in Canadian Dollars)

(Unaudited)

1. Nature and Continuance of Operations

Hemisphere Energy Corporation (the "Company") was incorporated under the laws of British Columbia on March 6, 1978. The Company's principal business is the acquisition, exploration, development and production of petroleum and natural gas interests in Canada. It is a publicly traded company listed on the TSX Venture Exchange under the symbol "HME" and on the OTCQX Best Market under the symbol "HMENF." The Company's head office is located at Suite 501, 905 Pender Street West, Vancouver, British Columbia, Canada V6C 1L6. The Company has no subsidiaries.

2. Basis of Presentation

(a) Statement of compliance

The condensed interim financial statements ("Financial Statements") have been prepared in accordance with International Accounting Standard 34, "Interim Financial Reporting" of International Financial Reporting Standards ("IFRS").

These condensed interim Financial Statements have been prepared following the same accounting policies and methods of computation as the audited annual financial statements of the Company for the year ended December 31, 2020. These condensed interim Financial Statements should be read in conjunction with the financial statements and notes thereto in the Company's annual filings for the year ended December 31, 2020.

These Financial Statements were authorized for issuance by the Board of Directors on August 17, 2021.

(b) Basis of valuation

These Financial Statements have been prepared on a historical cost basis, except for financial instruments and share-based payments, which are stated at their fair values.

(c) Functional and presentation currency

These Financial Statements are presented in Canadian dollars, which is the Company's functional currency.

(d) Use of estimates and judgments

The preparation of these Financial Statements in conformity with IFRS requires management to make judgments, estimates and assumptions that may affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may materially differ from these estimates.

Estimates and their underlying assumptions are reviewed on an ongoing basis and are based on management's experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances. Revisions to accounting estimates are recognized in the year in which the estimates are revised and in any future years affected.

3. Recast of Comparative Amounts

During the year ended December 31, 2020, the Company identified a prior period error relating to the recognition of the warrants underlying the term loan (Note 11).

The value of the warrants was previously recorded as a warrant reserve in shareholder's equity upon issuance. The warrants contain a cashless exercise provision at the option of the holder and are now classified as a liability that is revalued every reporting period with the change in fair value recognized in earnings.

The following table outlines the impact of the adjustments on the comparative periods as at June 30, 2020:

	As Previously Reported	Adjustment	As Recast
Statement of loss and comprehensive loss for the six months ended June 30, 2020			
Finance expense	\$ (2,151,865)	\$ (708,914)	\$ (2,860,779)
Net loss and comprehensive loss	(1,034,211)	(708,914)	(1,743,125)
Net loss per share, basic and diluted	\$ (0.01)	\$ (0.01)	\$ (0.02)
Statement of cash flows as at June 30, 2020			
Net loss and comprehensive loss	\$ (1,034,211)	\$ (708,914)	\$ (1,743,125)
Change in fair value of warrant liability	-	708,914	708,914

4. Financial Risk Management

The Company's activities expose it to a variety of financial risks that arise as a result of its exploration, development, production and financing activities such as credit risk, liquidity risk and market risk. This note presents information about the Company's exposure to each of these risks. Management sets controls to manage such risks and monitors them on an ongoing basis pertaining to market conditions and the Company's activities.

(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 payment obligations. This risk arises principally from the Company's receivables from joint operators and oil and natural gas marketers, and reclamation deposits. The credit risk associated with reclamation deposits is minimized substantially by ensuring this financial asset is placed with major financial institutions with strong investment-grade ratings by a primary ratings agency. The credit risk associated with accounts receivable is mitigated as the Company monitors monthly balances to limit the risk associated with collections. The Company does not anticipate any default. There are no balances over 90 days past due or impaired.

The maximum exposure to credit risk is as follows:

	June 30, 2021	December 31, 2020
Accounts receivable		
Marketing receivables	\$ 2,808,176	\$ 1,767,578
Trade receivables	116,263	159,776
Receivables from joint ventures	7,817	5,309
Reclamation deposits	115,535	115,535
	\$ 3,047,791	\$ 2,048,198

The Company sells the majority of its heavy crude oil production through two marketers and, therefore, is subject to concentration risk which is mitigated by management's policies and practices related to credit risk, as discussed above. The Company's key marketers are global companies with solid reputations, which the Company considers low risk of a collection concern.

(b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's approach to managing liquidity risk is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they become due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company.

The Company also prepares annual capital expenditure budgets, which are regularly monitored and updated as considered necessary. Further, the Company utilizes authorizations for expenditures on both operated and non-operated projects to further manage capital expenditures. The Company will also attempt to match its payment cycle with collection of crude oil and natural gas revenues on the 25th of each month.

In light of the current volatility in oil and gas prices and uncertainty regarding the timing for recovery in such prices as well as pipeline and transportation capacity constraints, management's ability to prepare financial forecasts is challenging. The economic climate may lead to adverse changes in cash flow, working capital levels or debt balances, which may also have a direct impact on the Company's liquidity and ability to generate profits in the future.

At June 30, 2021, the Company had net debt (a non-IFRS measure calculated as current assets less current liabilities excluding fair value of financial instruments, lease and warrant liabilities, and including the gross term loan) of \$18,528,815 (December 31, 2020 - \$24,429,191). The Company funds its operations through operating cash flows and the term loan. At June 30, 2021, the Company has an additional US\$3.5 million of borrowing base committed with its lender, which it can draw for future capital programs, subject to the lender's approval (see also note 17).

(c) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, other prices and interest rates will affect the value of the financial instruments. Market risk is comprised of interest rate risk, foreign currency risk, commodity price risk and other price risk.

(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. Borrowings under the Company's Term Loan are subject to variable interest rates. A one percent change in interest rates would have a \$220,000 effect on net loss.

(ii) Foreign currency risk

The Company's functional and reporting currency is the Canadian dollar. The Company does not sell or transact in any foreign currency; except; i) the Company's commodity prices are largely denominated in United States dollars ("USD"), and as a result, the prices that the Company receives are affected by fluctuations in the exchange rates between the USD and the Canadian dollar. The exchange rate effect cannot be quantified, but generally an increase in the value of the Canadian dollar compared to the USD will reduce the prices received by the Company for its crude oil and natural gas sales; ii) the Company's Term Loan is denominated in USD, and as result, the amount that the Company will be obligated to repay at the term of the loan will be affected by fluctuations in the exchange rate between the USD and the Canadian dollar at that time. A 100 basis points change in the foreign exchange rate would have a \$301,000 effect on the annual net loss.

(iii) Commodity price risk

Commodity prices for petroleum and natural gas are impacted by global economic events that dictate the levels of supply and demand, as well as the relationship between the Canadian dollar and the USD. Significant changes in commodity prices may materially impact the Company's adjusted funds flow from operations and ability to raise capital.

At June 30, 2021, the Company held derivative commodity price contracts as follows:

Product	Type	Volume	Price	Index	Term	Jun. 30, 2021 Fair Value
Crude oil	Swap	100 bbl/d	US\$56.75	WTI-NYMEX	Jul. 1, 2021 – Sep. 30, 2021	195,068
Crude oil	Swap	500 bbl/d	US\$60.07	WTI-NYMEX	Jul. 1, 2021 – Sep. 30, 2021	786,060
Crude oil	Swap	200 bbl/d	US\$11.50	WCS Differential	Jul. 1, 2021 – Sep. 30, 2021	(57,633)
Crude oil	Swap	200 bbl/d	US\$12.00	WCS Differential	Jul. 1, 2021 – Sep. 30, 2021	(23,945)
Crude oil	Swap	800 bbl/d	US\$58.45	WTI-NYMEX	Oct. 31, 2021 – Dec. 31, 2021	1,046,291
Crude oil	Swap	100 bbl/d	US\$12.50	WCS Differential	Oct. 31, 2021 – Dec. 31, 2021	(18,244)
Crude oil	Swap	100 bbl/d	US\$11.50	WCS Differential	Oct. 31, 2021 – Dec. 31, 2021	(32,807)
Crude oil	Swap	100 bbl/d	US\$11.20	WCS Differential	Oct. 31, 2021 – Dec. 31, 2021	(32,237)
Crude oil	Swap	800 bbl/d	US\$57.03	WTI-NYMEX	Jan. 1, 2022 – Mar. 31, 2022	1,068,568
Crude oil	Put Spread	725 bbl/d	US\$30.00(put sell)/US\$40.00(put buy), net cost US\$1.65/bbl	WTI-NYMEX	Apr. 1, 2022 – Aug. 31, 2022	141,603
Total						\$3,072,724

At June 30, 2021, the Company also held physical commodity price contracts as follows:

Product	Type	Volume	Price	Index	Term
Crude oil	Phys. Swap	200 bbl/d	US\$46.05	WCS	Jul. 1, 2021 – Sep. 30, 2021
Crude oil	Phys. Swap	200 bbl/d	US\$9.45	WCS Differential	Jul. 1, 2021 – Sep. 30, 2021

At June 30, 2021 the commodity contracts were fair valued as a liability of \$3,072,724 recorded on the balance sheet, and an unrealized loss of \$3,245,986 for the three month period and \$3,266,412 for the six month period respectively (June 30, 2020 – loss of \$4,276,943 and gain of \$3,837,075 respectively).

(iv) Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk or foreign currency risk. The Company is not exposed to significant other price risk.

5. Capital Management

The Company manages its capital with the following objectives:

- (a) To ensure sufficient financial flexibility to achieve the Company's ongoing business objectives including the replacement of production, funding of future growth opportunities and pursuit of accretive acquisitions; and
- (b) To maximize shareholder return through enhancing the Company's share value.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The capital structure of the Company is comprised of shareholders' equity and the Term Loan. The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, obtaining additional financing from the Company's term loan, issuing new debt instruments (see note 17), or other financial or equity-based instruments, adjusting capital spending, or disposing of assets. The capital structure is reviewed on an ongoing basis. There were no changes to capital management during the period.

6. Revenue

The Company sells its production pursuant to variable-price contracts. The transaction price for variable-price contracts is based on a benchmark commodity price, adjusted for quality, location or other factors whereby each component of the pricing formula can be either fixed or variable, depending on the contract terms. Under the contracts, the Company is required to deliver variable volumes of heavy oil, natural gas or natural gas liquids to the contract counterparty.

Production revenue is recognized when the Company gives up control of the unit of production at the delivery point agreed to under the terms of the contract. The amount of production revenue recognized is based on the agreed transaction price and the volumes delivered. Any variability in the transaction price relates specifically to the Company's efforts to transfer production and therefore the resulting revenue is allocated to the production delivered in the period to which the variability relates. The Company does not have any factors considered to be constraining in the recognition of revenue with variable pricing factors. Production revenues are normally collected on the business day nearest the 25th day of the month following production.

The Company's production revenues were primarily generated in its core areas of the Manville oil play in the Atlee Buffalo and Jenner areas of southeastern Alberta. The Company's customers are oil and natural

gas marketers and joint operations partners in the oil and natural gas business and are subject to normal credit risks. Concentration of credit risk is mitigated by management's policies and practices related to credit risk as discussed in Note 4(a). As at June 30, 2021, production revenue sold to customers was comprised of three marketers which account for \$2,808,176 of the accounts receivable balance.

The following table presents the Company's total revenues disaggregated by revenue source:

	Three Months Ended June 30		Six Months Ended June 30	
	2021	2020	2021	2020
Oil	\$ 10,042,123	\$ 2,452,793	\$ 17,907,545	\$ 7,381,585
Natural gas	45,092	-	68,696	34,408
Total	\$ 10,087,225	\$ 2,452,793	\$ 17,976,241	\$ 7,145,993

7. Exploration and Evaluation Assets

Exploration and evaluation assets consist of the Company's exploration projects, which are pending the determination of Proved and Probable reserves. A transfer from exploration and evaluation assets to property and equipment is made when reserves are assigned or the exploration project has been completed. For the six months ended June 30, 2021, the Company had \$nil transfers (June 30, 2020 - \$nil) to property and equipment, capitalized general and administrative expenses of \$nil (June 30, 2020 - \$334,976) to exploration and evaluation assets, and recognized exploration and evaluation expense of \$29,771 (June 30, 2020 - \$24,683).

Cost	
Balance, December 31, 2019	\$ 2,800,569
Additions	885,568
Exploration and evaluation expense	(258,269)
Transfer to property and equipment	(2,969,669)
Balance, December 31, 2020	\$ 458,199
Additions	143,974
Exploration and evaluation expense	(29,771)
Balance, June 30, 2021	\$ 572,402

8. Property and Equipment

Cost	Petroleum and Natural Gas	Right of Use and Other Assets	Total
Balance, December 31, 2019	\$ 103,094,306	\$ 591,099	\$ 103,685,405
Right-of-use assets	-	60,830	60,830
Additions	776,150	23,704	799,854
Increase in decommissioning obligations	1,189,358	-	1,189,358
Capitalized share-based payments	35,202	-	35,202
Transfer from exploration and evaluation assets	2,969,669	-	2,969,669
Balance, December 31, 2020	\$ 108,064,685	\$ 675,633	\$ 108,740,318
Additions	2,806,204	5,430	2,811,634
Balance, June 30, 2021	\$ 110,870,889	\$ 681,063	\$ 111,551,952
Accumulated Depletion, Depreciation, Amortization and Impairment Losses			
Balance, December 31, 2019	\$ 49,576,738	\$ 208,044	\$ 49,784,782
Depletion and depreciation for the year	4,378,402	111,409	4,489,811
Impairment Loss	6,020,587	-	6,020,587
Balance, December 31, 2020	\$ 59,975,727	\$ 319,453	\$ 60,295,180
Depletion and depreciation for the period	1,970,755	53,031	2,023,786
Balance, June 30, 2021	\$ 61,946,482	\$ 372,484	\$ 62,318,966
Net Book Value			
December 31, 2020	\$ 48,088,958	\$ 356,180	\$ 48,445,138
June 30, 2021	\$ 48,924,407	\$ 308,579	\$ 49,232,987

The Company's additions for property and equipment included capitalized general and administrative expenses of \$282,065 for the six months ended June 30, 2021 (June 30, 2020 - \$12,411).

The calculation of depletion at June 30, 2021 includes estimated future development costs of \$42,421,400 (December 31, 2020 - \$42,421,400) associated with the development of the Company's Proved plus Probable reserves.

At June 30, 2021, the Company performed an assessment of potential impairment indicators on each of its Cash Generating Units (CGUs), and management determined that no impairment test on its petroleum and natural gas assets was required.

At December 31, 2020, the Company determined that an impairment test on its petroleum and natural gas assets was required due to a significant reduction in one CGU's reserve value. It was determined that the carrying amount of its Jenner CGU exceeded its recoverable value of \$1,211,160 as at December 31, 2020. Accordingly, the Company recognized an impairment charge of \$2,161,477 as at December 31, 2020. Previously, on March 31, 2020 the Company determined that the carrying amount of Jenner exceeded its recoverable amount of \$3,615,333 as at March 31, 2020 due to volatile and low commodity prices. Accordingly, the Company recognized an impairment charge of \$3,859,110 as at March 31, 2020. No impairment was recognized for Atlee Buffalo as its recoverable value exceeded the carrying amount.

9. Decommissioning Obligations

The Company's decommissioning obligation is estimated based on its net ownership interest in all wells and facilities, estimated costs to reclaim and abandon these wells and facilities, and the estimated timing of the costs to be incurred in future years. The Company uses Alberta Energy Regulator guidelines for determining abandonment and reclamation estimates.

The Company estimates the total undiscounted and uninflated amount of cash flows required to settle its decommissioning obligations as at June 30, 2021 at \$8.0 million and \$11.2 million with inflation. These payments are expected to be made over the next 37 years with the majority of costs to be incurred between 2030 and 2057.

The discount factor, being the risk-free rate related to the liability, is 1.20% (June 30, 2020 – 1.76%). Inflation of 1.50% (June 30, 2020 – 1.35%) has also been factored into the calculation of amounts in the table below. The Company also has \$115,535 in various reclamation bonds for its properties held by the Alberta Energy Regulator and British Columbia Ministry of Energy, Mines and Petroleum Resources.

	Six Months Ended June 30, 2021	Year Ended December 31, 2020
Decommissioning obligations, beginning of period	\$ 8,530,687	\$ 7,330,876
Change in estimate	-	1,189,358
Payment towards decommissioning obligations	(37,499)	(118,570)
Accretion expense	51,184	129,023
Decommissioning obligations, end of period	\$ 8,544,372	\$ 8,530,687

10. Finance Expenses

	Three Months Ended June 30		Six Months Ended June 30	
	2021	2020	2021	2020
Finance expense:				
Loan interest	\$ 515,165	\$ 775,852	\$ 1,062,206	\$ 1,639,697
Lease interest	8,203	10,233	16,905	20,130
Change in value of warrant liability	3,694,195	(233,782)	5,180,961	708,914
Accretion of debt issuance costs	54,891	151,074	109,782	268,154
Amortization of deferred charges	48,790	83,481	97,582	159,373
Accretion of decommissioning liabilities	25,592	32,256	51,184	64,512
Total	\$ 4,346,838	\$ 819,114	\$ 6,518,621	\$ 2,860,779

11. Term Loan

On September 15, 2017, the Company entered into a first lien senior secured credit agreement (the "Credit Agreement") with a third-party lender (the "Lender") providing for a multi-draw, non-revolving term loan facility of a maximum aggregate principal amount of up to US\$35.0 million. Security granted by the Company under the Credit Agreement included a demand debenture for US\$75.0 million which provides for a first ranking security interest and floating and fixed charges over all of the real and personal property present and after acquired of the Company.

An initial commitment amount of US\$15.0 million (the "Term Loan") was granted at inception and on January 23, 2018 and June 1, 2018 the Company amended its credit agreement with its Lender to increase the commitment amount by US\$5.0 million and US\$10.0 million, respectively. This brings the Company's aggregate amount committed by the Lender under the Term Loan to US\$30.0 million.

As at June 30, 2021, the Company had a gross term loan balance of US\$17.75 million (CAD\$21,999,350 at period close exchange rate) resulting from total draws of US\$26.5 million (CAD \$33,391,210) less total repayments of US\$8.75 million (CAD\$9,493,425). The Company's ability to access additional commitments in excess of US\$30.0 million is subject to approval of the Lender based on review and approval of the Company's future development plans.

The interest rate for the Term Loan is the three-month United States dollar London Interbank Offered Rate ("LIBOR") with a LIBOR floor of 1%, plus 7.50% payable quarterly, for a five-year term with a maturity date of September 15, 2022. The Company issued 13,750,000 warrants in September 2017 in conjunction with the credit agreement, entitling the Lender to purchase one common share of Hemisphere at an exercise price of \$0.28/share prior to September 15, 2022 (see Note 12). The effective interest rate is 10.92%.

The below table summarizes the sum of issuance costs included in both the term loan and deferred costs as at June 30, 2021:

	Six Months Ended	
Term Loan	June 30, 2021	Year Ended December 31, 2020
Term Loan, beginning of period	\$ 24,979,567	\$ 32,755,677
Principal amount of Term Loan issued (repaid)	(3,404,825)	(7,914,175)
Foreign exchange adjustment	(661,080)	(353,079)
Accretion of debt issuance costs	109,782	491,144
Balance, end of period	\$ 21,023,443	\$ 24,979,567
Deferred Costs	June 30, 2021	December 31, 2020
Deferred costs, beginning of period	\$ (264,878)	\$ (401,655)
Amortization of deferred costs	97,582	136,777
Balance, end of period	\$ (167,296)	\$ (264,878)

The Company has recognized a portion of the debt issuance costs and value allocated to the warrants (Note 12) against the Term Loan based on the proportion of the facility drawn, with the balance included in deferred charges. The portion recognized against the Term Loan will be accreted using the effective interest method (refer to effective interest rate above) through finance expense while the deferred charge balance is being straight-line amortized over the five-year term. As future draws are made under the term loan, the unamortized proportion of the deferred charges will be transferred against the debt obligation and accreted also using the effective interest method.

The Term Loan is subject to certain quarterly financial and performance covenants from the quarter ended June 30, 2021 to the maturity date of the loan on September 15, 2022:

1. Interest coverage ratio shall not be less than 3.00 to 1.00.
2. Total leverage ratio shall not be more than 3.25 to 1.00.
3. Minimum average production shall not be less than 1,500 boe/d.
4. Proved developed producing coverage ratio, based on reserve reports internally prepared by Hemisphere, shall not be less than 1.00 to 1.00.
5. Total proved reserves coverage, based on reserve reports internally prepared by Hemisphere, shall not be less than 1.50 to 1.00.

Covenants table for the period ended June 30, 2021:

Ratio	Covenant ⁽¹⁾	Required	Actual June 30, 2021
1.	Interest Coverage Ratio	Greater than 3.00	9.08
2.	Total Leverage Ratio	Less than 3.25	1.18
3.	Minimum Average Production Boe/d	Greater than 1,500	1,786
4.	Proved Developed Producing Coverage Ratio	Greater than 1.00	3.27
5.	Total Proved Reserves Coverage Ratio	Greater than 1.50	6.70

1) Details on the calculations of the covenants can be found in the Credit Agreement and the amendment thereto filed on SEDAR at www.sedar.com on September 22, 2017 and February 1, 2018 respectively, under the Company's profile.

At June 30, 2021, the Company is in compliance with the financial and performance covenants as noted in the table above. In the event of a covenant violation, this would represent a default under the Term Loan and, if not remedied or waived by the lender, would result in the right of the lender to demand repayment of all amounts owed.

12. Warrant Liability

On September 15, 2017, the Company issued 13,750,000 warrants to the Lender in conjunction with its Term Loan (Note 11). Each warrant entitles the holder to purchase one common share of Hemisphere at an exercise price of \$0.28 per share prior to September 15, 2022. The warrants are non-transferrable and are subject to a forced exercise clause which applies upon a 30-day VWAP equaling or exceeding \$1.40 per share. The warrants were fully vested upon issuance, and have been classified as a current liability. The warrants issued are classified as a financial liability as a result of a cashless exercise provision.

The fair value of the warrants on June 30, 2021 increased by \$3,694,195 to \$6,174,778 as determined using the Black- Scholes pricing model with the following inputs:

		June 30, 2021		December 31, 2020
Share Price	\$	0.89	\$	0.20
Risk-free interest rate		0.97%		0.39%
Expected life (years)		1.21		1.70
Expected volatility		92%		112%

13. Lease Liabilities

The Company has lease liabilities for contracts related to financing facilities, surface leases, vehicles and office equipment. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. Discount rate used during the six months ended June 30, 2021 was 10.92%.

The following table summarizes lease liabilities at June 30, 2021:

Balance, December 31, 2019		\$	376,992
Lease additions			60,830
Lease adjustments			(25,868)
Interest expense			39,331
Lease payments			(118,751)
Balance, December 31, 2020		\$	332,534
Interest expense			16,905
Lease payments			(57,263)
Balance, June 30, 2021		\$	292,176
Current Portion		\$	109,043
Long-term portion			183,133

14. Share Capital

(a) Authorized

Unlimited number of common shares without par value.

Issued and outstanding

As at June 30, 2021 and December 31, 2020, the Company had the following common shares issued and outstanding:

Common Shares	Shares	Value
Balance, December 31, 2019	\$ 88,902,302	\$ 54,607,961
Shares repurchased and cancelled (NCIB)	(2,120,000)	(265,473)
Balance, December 31, 2020	86,782,302	54,342,488
Shares issued for stock option exercises	1,670,000	133,600
Shares repurchased and cancelled (NCIB)	(537,500)	(164,070)
Balance, June 30, 2021	\$ 87,914,802	\$ 54,312,018

On June 27, 2019 the Company announced notice of a normal course issuer bid (NCIB) to purchase and cancel, from time to time, up to 8,016,731 common shares of the Company until July 1, 2020. The Company subsequently purchased and cancelled 1,301,000 shares under this NCIB for \$179,273 as at June 30, 2020, for an average cost of \$0.14 per share. This included 320,000 shares purchased and cancelled in the first half of fiscal 2020 for \$55,597 at an average cost of \$0.17 per share.

Further, on June 29, 2020 the Company announced the renewal of the normal course issuer bid (NCIB) to purchase and cancel, from time to time, up to 7,869,931 common shares of the Company until July 1, 2021. During the six months ended December 31, 2020, the Company purchased and cancelled 1,800,000 shares under the NCIB for \$209,876 at an average cost of \$0.12 per share. For the six months ended June 30, 2021, the Company purchased and cancelled 537,500 shares under the NCIB for \$164,070 at an average cost of \$0.31 per share.

(b) Stock options

The Company has a stock option plan in place and is authorized to grant stock options to officers, directors, employees and consultants whereby the aggregate number of shares reserved for issuance may not exceed 10% of the issued shares at the time of grant and 5% of the issued shares to each optionee. Stock options are non-transferable and have a maximum term of five years. Stock options terminate no later than 90 days (30 days for investor-related services) upon termination of employment or employment contract and one year in the case of retirement, death or disability. The grant price is determined using the closing price of the Company's shares from the day prior to the grant.

Details of the Company's stock options as at June 30, 2021 and 2020 are as follows:

Exercise Price	Grant Date	Expiry Date	Balance	Changes in the Period			Balance	Balance
			Outstanding December 31, 2020	Granted	Exercised	Expired/Cancelled	Outstanding June 30, 2021	Exercisable June 30, 2021
\$0.08	11-Feb-16	11-Feb-21	1,595,000	-	(1,595,000)	-	-	-
\$0.08	12-Feb-16	12-Feb-21	75,000	-	(75,000)	-	-	-
\$0.25	21-Sep-17	21-Sep-22	4,809,000	-	-	-	4,809,000	4,809,000
\$0.28	2-Oct-17	2-Oct-22	150,000	-	-	-	150,000	150,000
\$0.25	01-Jan-18	1-Jan-23	250,000	-	-	-	250,000	250,000
\$0.12	01-Mar-19	1-Mar-24	50,000	-	-	-	50,000	50,000
\$0.12	17-Jun-20	17-Jun-25	1,500,000	-	-	-	1,500,000	1,500,000
			8,429,000	-	(1,670,000)	-	6,759,000	6,759,000
	Weighted-average exercise price		\$0.19	-	\$0.08	-	\$0.22	\$0.22

Exercise Price	Grant Date	Expiry Date	Balance	Changes in the Period			Balance	Balance
			Outstanding December 31, 2019	Granted	Exercised	Expired/Cancelled	Outstanding June 30, 2020	Exercisable June 30, 2020
\$0.24	29-Jan-15	29-Jan-20	1,000,000	-	-	(1,000,000)	-	-
\$0.39	1-Mar-15	1-Mar-20	100,000	-	-	(100,000)	-	-
\$0.08	11-Feb-16	11-Feb-21	1,595,000	-	-	-	1,595,000	1,595,000
\$0.08	12-Feb-16	12-Feb-21	125,000	-	-	(50,000)	75,000	125,000
\$0.25	21-Sep-17	21-Sep-22	4,914,000	-	-	(105,000)	4,809,000	4,809,000
\$0.28	2-Oct-17	2-Oct-22	150,000	-	-	-	150,000	150,000
\$0.25	01-Jan-18	1-Jan-23	250,000	-	-	-	250,000	250,000
\$0.12	01-Mar-19	1-Mar-24	50,000	-	-	-	50,000	50,000
\$0.12	17-Jun-20	17-Jun-25	-	1,500,000	-	-	1,500,000	1,500,000
			8,184,000	1,500,000	-	(1,255,000)	8,429,000	8,429,000
	Weighted-average exercise price		\$0.21	-	-	\$0.25	\$0.21	\$0.19

Share-based payments are non-cash expenses which reflect the estimated value of stock options issued to directors, employees and consultants of the Company. For the six months ended June 30, 2021, the Company recorded total share-based payments of \$nil, compared to \$115,664 in the comparable period of 2020.

In the quarter ended June 30, 2021 the Company did not grant any stock options and all granted options had fully vested prior to 2020.

(c) Loss per share

	Three Months Ended June 30		Six Months Ended June 30	
	2021	2020	2021	2020
Loss for the period	\$ (3,593,749)	\$ (2,953,422)	\$ (1,826,412)	\$ (1,743,125)
Weighted average number of common shares outstanding, basic	87,998,264	88,609,511	87,728,752	88,609,511
Dilutive stock options	-	-	-	-
Weighted average number of common shares outstanding, diluted	88,998,264	88,609,511	87,728,752	88,609,511
Loss per share, basic and diluted	\$ (0.04)	\$ (0.03)	\$ (0.02)	\$ (0.02)

For the three and six months ended June 30, 2021, the Company had dilutive stock options of nil and nil, respectively, due to the net losses. For the comparable periods in 2020 the Company had dilutive stock options of nil and nil, respectively.

15. Commitments

	2021	2022	2023	2024	2025	2026	2027	2028	Total
Lease Costs	\$ 229,341	467,991	393,158	363,623	363,623	363,623	363,623	190,293	2,735,275
Term loan	-	21,999,350	-	-	-	-	-	-	21,999,350
Term loan interest	934,972	1,402,459	-	-	-	-	-	-	2,337,431
	\$ 1,164,313	23,869,800	393,158	363,623	363,623	363,623	363,623	363,623	27,072,056

16. Supplemental Cash Flow Information

	Three Months Ended June 30		Six Months Ended June 30	
	2021	2020	2021	2020
Provided by (used in):				
Accounts receivable	\$ 202,677	\$ (499,861)	\$ (999,593)	\$ 874,755
Prepaid expenses	69,765	14,703	128,214	88,548
Accounts payable and accrued liabilities	292,547	(77,301)	685,510	(651,170)
Total changes in non-cash working capital	\$ 564,987	\$ (562,459)	\$ (185,868)	\$ 312,133
Provided by (used in):				
Operating activities	\$ 512,203	\$ (521,889)	\$ (290,266)	\$ 777,409
Investing activities	52,785	(40,569)	104,398	(465,276)
Total changes in non-cash working capital	\$ 564,987	\$ (562,459)	\$ (185,868)	\$ 312,133

Cash interest paid on the Company's debts during the three and six months ended June 30, 2021 were \$515,165 and \$1,062,206 respectively. For the three and six months ended June 30, 2020, cash interest paid on the Company's debts were \$775,852 and \$1,639,697 respectively.

17. Subsequent Events

- On July 14, 2021, the Company announced the renewal of the normal course issuer bid (NCIB) to purchase and cancel, from time to time, up to 7,687,730 common shares of the Company until July 13, 2022.
- On July 28, 2021 the Company announced that it had paid in full and terminated the Term Loan held with Cibolo Energy Partners, and established a new \$35MM committed two-year renewable term facility with ATB Financial.
- Subsequent to the period end, the Company entered into the following commodity price contracts:

Product	Type	Volume	Price	Index	Term
Crude oil	Swap	100 bbl/d	US\$14.10	WCS Differential	Oct. 31, 2021 – Dec. 31, 2021
Crude oil	3-Way	100 bbl/d	US\$40.00(put)/US\$50.00(put)/US\$79(call)	WTI-NYMEX	Apr. 1, 2022 – Jun. 30, 2022
Crude oil	Sold Call	200 bbl/d	US\$30.00(call sell), net cost US\$1.65/bbl	WTI-NYMEX	Apr. 1, 2022 – Aug. 31, 2022



Hemisphere ENERGY

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President & Chief Executive Officer

Dorlyn Evancic, CPA, CGA
Chief Financial Officer

Ian Duncan, P.Eng.
Chief Operating Officer

Andrew Arthur, P.Geol.
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Ashley Ramsden-Wood, P.Eng.
Vice President, Engineering

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Calgary, Alberta

AUDITOR

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Calgary, Alberta

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Audit Committee

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*(2) Compensation & Corporate Governance
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(3) Reserves Committee

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