



Q1
2018

Hemisphere
energy corporation

TSX-V: HME
www.hemisphereenergy.ca

Q1 2018 HIGHLIGHTS

- Achieved quarterly production average of 858 boe/d (95% oil), a 47% increase over the first quarter of 2017.
- Increased revenue by 48% to \$3.4 million compared to the first quarter of 2017.
- Drilled three additional development wells for total capital expenditures of \$2.9 million.
- Corporate Liability Management Ratio (LMR) with the Alberta Energy Regulator was 5.6 at the end of the first quarter 2018.

CORPORATE UPDATE

During the first quarter of 2018, Hemisphere experienced significant downtime and higher than average operating costs associated with severe winter conditions. Widened differentials between WTI and WCS oil prices also impacted oil revenues substantially which carved into gains from overall oil market improvements.

The WTI/WCS differential market appears to have stabilized during the second quarter with differentials narrowing dramatically for May and June 2018. Corporate production has continued to grow through the second quarter reaching rates in excess of over 1000 boe/d (~97% oil).

In the first quarter, the Company drilled three wells into its Atlee Buffalo G pool. Two of these wells will be converted to injectors to help re-energize new areas of the reservoir in advance of a significant summer drilling program. Hemisphere now produces over 300 bbl/d of oil from this pool, up from 30 bbl/d of oil a year ago. The Company is also planning further development in its Atlee Buffalo F pool, where oil production has grown to almost 500 bbl/d from 300 bbl/d a year ago.

Hemisphere's management anticipates significant growth and considerable upside as additional producer and injector wells are drilled through 2018 while pressure continues to build in both Atlee Buffalo pools. Hemisphere's corporate strategy is to substantially increase cash flow through organic production and reserve growth of its existing assets that are still in very early stages of development.

ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

June 22, 2018 at 9:30 a.m. Pacific Daylight Time
Oceanic Plaza, Pender Room, 1035 West Pender Street, Vancouver, BC

Q1 2018 FINANCIAL AND OPERATING HIGHLIGHTS

	Three Months Ended March 31	
	2018	2017
OPERATING		
Average daily production		
Oil (bbl/d)	809	530
Natural gas (Mcf/d)	281	309
NGL (bbl/d)	2	2
Combined (boe/d)	<u>858</u>	<u>583</u>
Oil and NGL weighting	95%	91%
Average sales prices		
Oil (\$/bbl)	\$ 45.76	\$ 46.29
Natural gas (\$/Mcf)	2.09	2.80
NGL (\$/bbl)	54.06	46.97
Combined (\$/boe)	<u>\$ 43.96</u>	<u>\$ 43.68</u>
Operating netback (\$/boe)		
Petroleum and natural gas revenue	\$ 43.96	\$ 43.68
Royalties	6.67	5.70
Operating costs	15.04	17.41
Transportation costs	2.59	3.07
Operating field netback ⁽¹⁾	\$ 19.66	\$ 17.51
Realized commodity hedging (gain) loss	7.24	(0.75)
Operating netback ⁽²⁾	<u>\$ 12.42</u>	<u>\$ 18.26</u>
FINANCIAL		
Petroleum and natural gas revenue	\$ 3,393,921	\$ 2,292,746
Operating netback ⁽²⁾	959,096	958,276
Funds flow from operations ⁽³⁾	99,720	505,331
Per share, basic and diluted	\$0.00	0.01
Net income (loss)	(2,389,393)	(138,678)
Per share, basic and diluted	\$(0.03)	(0.00)
Capital expenditures, including property acquisitions	2,870,066	256,513
Net debt ⁽⁴⁾	22,024,394	11,578,352
Bank indebtedness	\$ -	\$ 11,622,930
Term Loan ⁽⁵⁾	23,209,200	-

Notes:

- (1) 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.
- (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) Funds flow from operations is a non-IFRS measure that represents cash generated by operating activities, before changes in non-cash working capital 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 including term loan or bank indebtedness and excluding fair value of financial instruments and any flow-through share premium.
- (5) Gross term loan amount including foreign exchange

	As at March 31	
	2018	2017
SHARE CAPITAL		
Common shares outstanding	89,793,302	85,745,102
Stock options outstanding	8,419,000	2,985,000
Warrants outstanding	13,750,000	-
Fully Diluted	<u>111,962,302</u>	<u>88,730,102</u>
Weighted-average shares outstanding – basic and diluted	<u>89,793,302</u>	<u>85,745,102</u>

MANAGEMENT'S DISCUSSION AND ANALYSIS

Dated as at May 23, 2018

The following Management's Discussion and Analysis ("MD&A") is a review of the operations and current financial position for the period ended March 31, 2018 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 period ended March 31, 2018. 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"), as issued by the International Accounting Standards Board ("IASB").

This MD&A contains non-IFRS measures and forward-looking statements. Readers are cautioned that this document should be read in conjunction with Hemisphere's disclosure under "Non-IFRS 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 Jenner and Atlee Buffalo properties in southeast Alberta. The Company is headquartered in Vancouver, British Columbia and is traded on the TSX Venture Exchange under the symbol "HME".

Jenner, Alberta

Hemisphere has a 100% working interest in 23,810 net acres and has continued to build a land position in the Jenner area through Crown land sales and strategic acquisitions. The property is accessible year-round and is located east of Brooks in southeastern Alberta.

Atlee Buffalo, Alberta

The Company operates 100% of its wells in the Atlee Buffalo area. The property is accessible year-round and is located 30 kilometres east of the Company's Jenner property in southeastern Alberta. Hemisphere has a 100% working interest in 14,560 net acres and has been building a land position in Atlee Buffalo through Crown land sales and strategic acquisitions since 2013.

Operating Results

The Company generated funds flow from operations of \$99,720 (\$0.00/share) during the first quarter of 2018, as compared to \$505,331 (\$0.01/share) for the comparable quarter of 2017. The decrease in funds flow from operations is due to the wider WCS/WTI differential impacting the Company's realized oil price and the \$558,882 loss from hedging contracts, which are mostly a requirement of the five year term loan secured by the Company for the development of its future assets.

For the three months ended March 31, 2018, the Company reported a net loss of \$2,389,393 (\$0.03/share) compared to a net loss of \$138,678 (\$0.00/share) for the three months ended March 31, 2017, for an increased net loss of \$2,250,715. The main reasons for the increased net loss for the quarter include: realized and unrealized losses on financial instruments of \$558,882 and \$757,169 respectively (March 31, 2017 – gains of \$39,452 and \$79,049); foreign exchange loss of \$597,618 (March 31, 2017 - \$nil); finance expense of \$652,223 relating primarily to the new term loan (March 31, 2017 – on bank loan \$173,950).

Production

By product:	Three Months Ended March 31	
	2018	2017
Oil (bbl/d)	809	530
Natural gas (Mcf/d)	281	309
NGL (bbl/d)	2	2
Total (boe/d)	858	583
Oil and NGL weighting	95%	91%

In the first quarter of 2018, the Company's average daily production increased to 858 boe/d (95% oil and NGL) which represents an increase of 47% over the comparable quarter of 2017. This increase in production is attributed to bringing on new wells from the fall drilling program and the continued success of the waterflood in the Upper Mannville F and G pools.

Average Benchmark and Realized Prices

	Three Months Ended March 31	
	2018	2017
Benchmark prices		
WTI (\$US/bbl) ⁽¹⁾	\$ 62.87	\$ 51.90
Exchange rate (1 \$US/\$C)	1.2646	1.3233
WTI (\$C/bbl)	79.50	68.68
WCS (\$C/bbl) ⁽²⁾	48.76	49.40
AECO natural gas (\$/Mcf) ⁽³⁾	2.06	2.69
Average realized prices		
Crude oil (\$/bbl)	45.76	46.29
Natural gas (\$/Mcf)	2.09	2.80
NGL (\$/bbl)	54.06	46.97
Combined (\$/boe)	\$ 43.96	\$ 43.68

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 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 \$0.28 from \$43.68/boe during the first quarter of 2017 to \$43.96/boe during the first quarter of 2018. This minor increase, despite a \$10.97/boe increase in WTI price, is due to the significant widening of the WTI/WCS differential during the first quarter of 2018.

At March 31, 2018, the Company held derivative commodity contracts as follows:

Product	Type	Volume	Price	Index	Term
Crude oil	Swap ⁽¹⁾	150 bbl/d	US\$54.65	WTI-NYMEX	November 1, 2017 – June 30, 2018
Crude oil	Swap	300 bbl/d	US\$50.67	WTI-NYMEX	January 1, 2018 – December 31, 2018
Crude oil	Swap	100 bbl/d	US\$21.90	WCS	April 1, 2018 – September 30, 2018
Crude oil	Swap	400 bbl/d	US\$18.45	WCS	May 1, 2018 – September 30, 2018
Crude oil	Option ⁽¹⁾	150 bbl/d	US\$54.65	WTI-NYMEX	July 1, 2018 – February 28, 2019
Crude oil	Swap	250 bbl/d	US\$50.67	WTI-NYMEX	January 1, 2019 – December 31, 2019
Crude oil	Collar	130 bbl/d	US\$40.00-US\$74.50	WTI-NYMEX	March 1, 2019 – December 31, 2019
Crude oil	Swap	200 bbl/d	US\$50.67	WTI-NYMEX	January 1, 2020 – August 1, 2020
Crude oil	Collar	120 bbl/d	US\$40.00-US\$68.25	WTI-NYMEX	January 1, 2020 – December 31, 2020
Crude oil	Collar	200 bbl/d	US\$40.00-US\$67.05	WTI-NYMEX	September 1, 2020 – December 31, 2020
Crude oil	Collar	275 bbl/d	US\$40.00-US\$65.50	WTI-NYMEX	January 1, 2021 – March 31, 2021

Note:

(1) The counter-party to this contract holds a one-time option no later than June 30, 2018 to extend a swap on 150 bbl/d of crude oil at US\$54.65 for the term indicated.

At March 31, 2018 the commodity contracts were fair valued as a liability of \$3,180,451 recorded on the balance sheet, and an unrealized loss of \$757,169 (March 31, 2017 – gain \$79,049).

Revenue

	Three Months Ended March 31	
	2018	2017
Oil	\$ 3,333,282	\$ 2,207,694
Natural gas	52,678	77,751
NGL	7,960	7,300
Total	\$ 3,393,921	\$ 2,292,746

Revenue for the first quarter of 2018 increased by 48% from the comparable quarter in 2017. This increase is primarily attributed to the 53% increase in production for the first quarter of 2018.

Operating Netback

	Three Months Ended March 31	
	2018	2017
Operating netback		
Revenue	\$ 3,393,921	\$ 2,292,746
Royalties	514,771	299,117
Operating costs	1,161,134	913,541
Transportation costs	200,038	161,263
Operating field netback ⁽¹⁾	\$ 1,517,978	\$ 918,824
Realized commodity hedging (gain) loss	558,882	(39,452)
Operating netback ⁽²⁾	\$ 959,096	\$ 958,276
Revenue	\$ 43.96	\$ 43.68
Royalties	6.67	5.70
Operating costs	\$ 15.04	\$ 17.41
Transportation costs	2.59	3.07
Operating field netback ⁽¹⁾	\$ 19.66	\$ 17.51
Realized commodity hedging (gain) loss	7.24	(0.75)
Operating Netback ⁽²⁾	\$ 12.42	\$ 18.26

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 first quarter of 2018 were \$6.67/boe, representing a 17% increase from the first quarter of 2017. This was a result of higher oil prices which directly impact the Crown royalty par price, higher average oil rates per well as waterflood continues to improve performance, and the end of royalty holiday period for many wells.

Operating costs include all costs for gathering, processing, dehydration, compression, water processing and marketing of the oil, natural gas and NGLs, as well as additional costs incurred periodically for maintenance and repairs. Operating costs for the first quarter of 2018 decreased on a per BOE basis by \$2.37/boe over the same period in 2017, to \$15.04/boe.

The increase to absolute operating costs is the result of more production and associated operating wellbores, in combination with severe winter weather conditions, while the decrease per boe is due to efficiencies from the higher production.

Transportation costs include all costs incurred to transport emulsion and oil and gas sales to processing and distribution facilities. Transportation costs were \$2.59/boe during the first quarter of 2018, which represents a decrease of \$0.48/boe over the comparable quarter in 2017. This decrease is attributable to a reduction of infield trucking during the quarter.

Operating netback for the first quarter of 2018 was significantly lower than the comparable quarter in 2017 from \$18.26/boe to \$12.42/boe. This decrease is mainly due to the \$7.99 increase in the hedging losses quarter over quarter, which represented \$7.24/boe from the Company's derivative commodity contracts in the first quarter of 2018.

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 March 31, 2018 and 2017 were \$9,920 and \$9,295, respectively.

Depletion and Depreciation

	Three Months Ended March 31	
	2018	2017
Depletion expense	\$ 862,476	\$ 683,894
Depreciation expense	1,370	1,845
Total	\$ 863,846	\$ 685,738
\$ per boe	\$ 11.19	\$ 13.07

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 expense for the first quarter of 2018 decreased slightly by \$1.88/boe over the first quarter of 2017. The decrease in depletion expense for the first quarter of 2018 as compared to the comparative quarter of 2017, is due to amortization of production over a larger reserve base from the December 31, 2017 external engineers evaluation report.

Capital Expenditures

	Three Months Ended March 31	
	2018	2017
Land and lease	\$ 3,014	\$ 10,688
Geological and geophysical	114,438	72,228
Drilling and completions	2,177,414	77,749
Facilities and infrastructure	575,198	95,849
Total capital expenditures ⁽¹⁾	\$ 2,870,066	\$ 256,513

Note:

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

The development capital spent during the first quarter of 2018 included capital associated with drilling and completing three new wells.

General and Administrative

	Three Months Ended March 31	
	2018	2017
Gross general and administrative	\$ 498,537	\$ 378,838
Capitalized general and administrative	(92,067)	(72,911)
Total	\$ 406,470	\$ 305,927
\$ per boe	\$ 5.27	\$ 5.83

Gross general and administrative expenses for the first quarter of 2018 increased by \$119,699 over the first quarter of 2017 due to increased activities resulting in higher consulting fees and salaries.

The Company capitalizes some general and administrative expenses which can be attributed to any costs incurred during the period relating to its development and exploration activities. For the three months ended March 31, 2018, capitalized general and administrative expenses increased by \$19,156 from the comparable period in 2017.

For the three months ended March 31, 2018, the Company realized a decrease of \$0.56/boe in total general and administrative costs from the same period in 2017 which correlates with the increase in production in the current quarter.

Share-based Payments

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 quarters ended March 31, 2018 and 2017, the Company recorded total share-based payments of \$99,991 and \$1,093 respectively.

In January 2018, the Company granted 250,000 stock options to a consultant at an exercise price of \$0.25 each, of which 83,333 vested immediately. The Company uses a Black-Scholes option pricing model to calculate the fair value of stock option grants where the corresponding expense is recognized over the option vesting period. The total valuation of the vested options from the grants was \$11,704 which was capitalized.

	Three Months Ended March 31	
	2018	2017
Share-based payments	\$ 61,243	\$ 1,093
Capitalized costs	38,748	-
Total share-based payments	\$ 99,991	\$ 1,093

Finance Expense

	Three Months Ended March 31	
	2018	2017
Interest expense	\$ 496,493	\$ 147,018
Accretion expense	73,693	26,932
Amortization of debt	47,451	-
Accretion of decommissioning liabilities	34,586	-
Total	\$ 652,223	\$ 173,950
\$ per boe	\$ 8.45	\$ 3.31

Finance expense for the first quarter of 2018 increased by \$478,273 over the first quarter of 2017. This increase is a result higher interest incurred on the new term loan secured in September 2017, which carries a higher interest rate and balance than the retired bank credit facility from the comparable period in 2017, as well as amortization of debt issuance costs.

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. In the first quarter of 2018, accretion expense increased by 28% over the comparable quarter in 2017 due to the additional abandonment and reclamation costs associated with the new wells.

Tax Pools

The Company has approximately \$56.3 million (2016 - \$48.3 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 2018 and any taxes payable beyond 2018 will primarily be a function of commodity prices, capital expenditures and production volumes.

	Deduction Rate	December 31, 2017	December 31, 2016
Canadian exploration expense (CEE)	100%	\$ 3,336,823	\$ 3,336,823
Canadian development expense (CDE)	30%	15,671,786	14,879,326
Canadian oil and gas property expense (COGPE)	10%	6,089,111	6,765,679
Non-capital losses carry forwards (NCL)	100%	29,648,931	21,122,443
Undepreciated capital cost (UCC)	20-55%	1,182,138	1,571,468
Share issuance costs and other	Various	340,199	581,463
Total		\$ 56,268,988	\$ 48,257,202

Summary of Quarterly Results

	2018	2017				2016		
	Mar. 31 Q1 ⁽¹⁾	Dec. 31 Q4 ⁽²⁾	Sep. 30 Q3 ⁽³⁾	Jun. 30 Q2 ⁽⁴⁾	Mar. 31 Q1 ⁽⁵⁾	Dec. 31 Q4 ⁽⁶⁾	Sep. 30 Q3 ⁽⁷⁾	Jun. 30 Q2 ⁽⁸⁾
Average daily production (boe/d)	858	770	681	600	583	590	518	492
Petroleum and natural gas revenue	3,393,921	3,528,565	2,733,656	2,419,666	2,292,746	2,206,835	1,630,105	1,448,722
Petroleum and natural gas Netback (excluding hedging)	1,517,979	1,847,185	1,176,204	989,681	958,276	860,849	779,966	580,876
Funds flow from/used in operations	99,720	714,801	657,840	598,078	505,331	273,181	345,007	159,894
Per share, basic and diluted	0	0.01	0.01	0.01	0.01	0.00	0.00	0.00
Net income (loss)	(2,389,393)	(3,308,520)	(142,254)	(206,724)	(138,678)	(620,027)	(413,340)	(580,725)
Basic and diluted income (loss) per share	(0.03)	(0.04)	(0.00)	(0.00)	(0.00)	(0.01)	0.00	(0.01)
Combined average realized price (\$/boe)	43.96	49.80	43.62	44.34	43.68	40.63	34.19	32.34
Operating netback (\$/boe) ⁽⁹⁾	12.42	23.29	19.28	20.09	18.26	15.85	16.36	12.97

Notes:

- (1) The decreases in netbacks and funds flow from operations are primarily due to the wider WCS/WTI differential and losses incurred from hedging contracts.
- (2) The increases in revenue, netbacks and funds flow from operations are due to increases in production rates and commodity prices.
- (3) The increases in revenue, netbacks and funds flow from operations are due to increases in production rates and commodity prices, as well as the realized commodity hedging gains.
- (4) The increases in revenue and netbacks are due to an 8% increase in the Company's combined average realized price and 31% lower general and administrative costs from the previous quarter.
- (5) Revenues in this quarter increased as a result of a 14% increase in the Company's production and a 19% increase in the combined average realized price from the third quarter of 2016.
- (6) The increases in revenue and netbacks, and the resulting reduced loss in this quarter over the previous quarter is due primarily to a reduction in operating costs as well as an increase in production and a slight improvement in commodity prices.
- (7) The increases in revenue and netbacks, and the resulting reduced loss in this quarter over the previous quarter is due primarily to an improvement in commodity prices.
- (8) The decreases in net income, funds flow from operations and petroleum and natural gas netbacks for this quarter can be attributed to the decrease in the Company's combined average realized price resulting from the decline in commodity prices, and lower production volumes.
- (9) 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.

Outstanding Share Capital

	May 23, 2018	March 31, 2018	December 31, 2017
Fully diluted share capital			
Common shares issued and outstanding	89,793,302	89,793,302	89,793,302
Stock options	8,419,000	8,419,000	8,169,000
Warrants	13,750,000	13,750,000	13,750,000
Total fully diluted shares outstanding	111,962,302	111,962,302	111,712,302

The Company has the following stock options that are outstanding and exercisable as at May 23, 2018:

Exercise Price	Grant Date	Expiry Date	Balance Outstanding	Balance Exercisable
			May 23, 2018	May 23, 2018
\$0.24	January 29, 2015	January 29, 2020	1,075,000	1,075,000
\$0.39	March 1, 2015	March 1, 2020	100,000	100,000
\$0.08	February 11, 2016	February 11, 2021	1,685,000	1,685,000
\$0.08	February 12, 2016	February 12, 2021	125,000	125,000
\$0.25	September 21, 2017	September 21, 2022	5,034,000	1,678,000
\$0.28	October 2, 2017	October 2, 2022	150,000	50,000
\$0.25	January 1, 2018	January 1, 2023	250,000	83,333
			8,419,000	4,796,333
Weighted-average exercise price			\$0.21	\$0.19

Liquidity and Capital Management

The Company's net debt as at March 31, 2018 and December 31, 2017 were \$22,024,394 and \$18,558,361 respectively, representing an increase in net debt of \$3,466,033.

a) Financing

The Company's net cash provided by financing activities during the quarter ended March 31, 2018 was \$3,645,010. These funds are from the proceeds, net of debt issuance costs, which the Company received from the additional draws on the term loan in February 2018 (as further disclosed in Note 12 of the Company's audited annual financial statements for the quarter ended March 31, 2018). These funds were used for expenditures in the Company's fall drill program.

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, the Company amended its credit agreement with its Lender with an increase to the commitment by US\$5.0 million, bringing the aggregate amount committed by the Lender under the Term Loan to US\$20.0 million.

As at March 31, 2018 the Company has drawn US\$18.0 million (CAD\$23,209,200). The Company's ability to access additional commitments in excess of US\$20.0 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. In conjunction, the Company issued 13,750,000 warrants entitling the Lender to purchase one common share of Hemisphere at an exercise price of \$0.28/share prior to September 15, 2022.

The Term Loan is subject to certain financial and performance covenants commencing in the second quarter ended June 30, 2018:

1. Interest coverage ratio for the quarter ended June 30, 2018 shall not be less than 2.00 to 1.00; quarter ended September 30, 2018 shall not be less than 2.25 to 1.00; quarter ended December 31, 2018 shall not be less than 2.50 to 1.00; quarter ended March 31, 2019 and each quarter thereafter shall not be less than 3.00 to 1.00.

Interest coverage ratio, as defined in the Credit Agreement, means the ratio as of the last day of any fiscal quarter of (a) Consolidated Adjusted EBITDAX as defined below for the applicable fiscal quarter to (b) Consolidated Interest Expense for such fiscal quarter.

2. Total leverage ratio for the quarter ended June 30, 2018 shall not be more than 5.25 to 1.00; quarter ended September 30, 2018 shall not be more than 4.75 to 1.00; quarter ended December 31, 2018 shall not be more than 4.25 to 1.00; quarters ended March 31, 2019 and June 30, 2019 shall not be more than 3.50 to 1.00; quarter ended September 30, 2019 and each quarter thereafter shall not be more than 3.25 to 1.00.

Total leverage ratio, as defined in the Credit Agreement, means the ratio as of the last day of any fiscal quarter of (a) Consolidated Total Debt as of such date to (b) Consolidated Adjusted EBITDAX for the fiscal quarter ending on such date calculated on an annualized basis.

3. Minimum average production for the quarter ended June 30, 2018 will not be less than 750 boe/d; quarters ended September 30, 2018 and December 31, 2018 will not be less than 1,100 boe/d; quarters ended March 31, 2019 and June 30, 2019 will not be less than 1,300 boe/d; quarter ended September 30, 2019 and each quarter thereafter will not be less than 1,500 boe/d.
4. Proved developed producing coverage ratio for the quarter ended June 30, 2018 and each quarter thereafter shall not be less than 1.00 to 1.00.

Proved developed producing coverage ratio, as defined in the Credit Agreement, means as of any date of determination, the ratio of (a) proved developed producing reserves on a pre-tax basis at 10% to (b) the sum of (i) Consolidated Total Debt and (ii) without duplication of clause (a) above, all obligations (after giving effect to any netting requirements) under any swap agreement that such person would be required to pay if the swap agreement was terminated at such time, in each case, as of such date. Notwithstanding anything to the contrary contained herein, after giving effect to the netting contemplated by clause (ii) above, in no event shall amounts owing to any credit party under any swap agreement result in a reduction of the obligations referred to in clause (b).

5. Total proved reserves coverage ratio for the quarter ended June 30, 2018 and each quarter thereafter shall not be less than 1.50 to 1.00.

Total proved reserves coverage ratio, as defined in the Credit Agreement, means as of any date of determination, the ratio of (a) the Total Proved reserves on a pre-tax basis discounted at 10% to (b) the sum of (i) Consolidated Total Debt and (ii) without duplication of clause (a) above, all obligations (after giving effect to any netting requirements) under any swap agreement that such person would be required to pay if the swap agreement were terminated at such time, in each case, as of such date. Notwithstanding anything to the contrary contained herein, after giving effect to the netting contemplated by clause (ii) above, in no event shall amounts owing to any credit party under any swap agreement result in a reduction of the obligations referred to in clause (b).

Definition of certain terms as defined in the Credit Agreement:

Consolidated Interest Expense means, for any period, total cash interest expense (excluding accretion of asset retirement obligation and debt issuance costs and including that portion attributable to capital leases in accordance with GAAP and capitalized interest) of the credit parties and their subsidiaries on a consolidated basis with respect to all outstanding Consolidated Total Debt.

Consolidated Total Debt means, as at any date of determination: (a) the aggregate amount of all Indebtedness of the credit parties and their Subsidiaries determined on a consolidated basis in accordance with GAAP plus (b) the aggregate outstanding amount, without duplication, of attributable debt of the credit parties and their subsidiaries determined on a consolidated basis.

Consolidated Adjusted EBITDAX means, for any period, an amount determined for the Company on a consolidated basis equal to:

the amounts for such period of consolidated net income,

plus

the sum, without duplication, of the amounts for such period of the following expenses (or charges) to the extent deducted from consolidated net income during such period:

- (i) Consolidated Interest Expense, plus
- (ii) Provisions for taxes based on income (including margin or gross receipts taxes), plus
- (iii) Total depreciation and amortization expense, plus
- (iv) Impairment or asset write-down expense, plus
- (v) Accretion of asset retirement obligation and debt issuance costs, plus
- (vi) Share-based compensation expense, plus
- (vii) Non-cash losses resulting from the mark-to-market exposure of outstanding swaps and unrealized foreign exchange exposure, plus
- (viii) Other non-Cash items reducing consolidated net income (excluding any such non-cash item to the extent that it represents an accrual or reserve for potential Cash items in any future period or amortization of a prepaid Cash item that was paid in a prior period),

minus

the sum, without duplication of the amounts for such period of the following items to the extent increasing consolidated net income during such period:

- i) Other non-Cash items increasing consolidated net income for such period (excluding any such non-Cash item to the extent it represents the reversal of an accrual or reserve for potential Cash item in any prior period), plus
- ii) Interest income, plus
- iii) Non-cash gains resulting from the mark-to-market exposure of outstanding swaps and unrealized foreign exchange exposure.

The Company also has a financial covenant for its cash General and Administrative costs ("G&A costs") that it shall not exceed 105% of the cash G&A costs cap of \$2.5 million per annum as at December 31, 2018.

Further 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.

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.

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.

Commitment

The Company has a commitment to make monthly rental payments pursuant to the office rental agreement at its current location until May 30, 2018. The Company has a commitment to make monthly rental payments pursuant to the office rental agreement at its new location commencing June 1, 2018 until May 30, 2023.

As at December 31, 2017, the gross balance of the Term Loan was \$23,209,200 (US\$18,000,000), exclusive of the debt issuance costs. The Term Loan matures on September 15, 2022.

	2018	2019	2020	2021	2022	2023	Total
Office Rental	\$ 101,581	138,676	138,676	138,676	138,676	57,782	714,065
Term Loan	-	-	-	-	23,209,200	-	23,209,200
Term Loan Interest	1,279,407	1,705,876	1,705,876	1,705,876	1,209,874	-	7,606,910
	\$ 1,380,988	1,844,552	1,844,552	1,844,552	24,557,750	57,782	31,530,175

Off-Balance Sheet Arrangements

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

Proposed Transactions

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

Critical Accounting Estimates and Judgements

The Company's significant accounting estimates, judgments and policies are set out in Notes 2 and 3 of the audited annual financial statements for the year ended December 31, 2017 and have been consistently followed in the preparation of these unaudited interim condensed financial statements.

The preparation of these unaudited interim condensed 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 differ from these estimates. A discussion of specific estimates and judgments employed in the preparation of the Company's unaudited interim condensed financial statements is included in the Company's audited annual financial statements for the year ended December 31, 2017.

An additional significant area of estimation, uncertainty and critical judgment in applying accounting policies that has a significant effect on the amount recognized in the financial statements is foreign exchange. Estimates of foreign exchange conversion to value US dollar dominated amounts into Canadian currency include the Term Loan, cash balances and hedging contracts.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimates are revised and in any future years affected.

Future Accounting Pronouncements

The Company has reviewed new and revised accounting pronouncements listed below that have been issued but are not yet effective. There are no other standards or interpretations issued, but not yet adopted, that are anticipated to have a material effect on the reported earnings or net assets of the Company.

Leases - In January 2016, the IASB issued IFRS 16 *Leases*, which replaces the current IFRS guidance on leases. Under the current guidance, lessees are required to determine if the lease is a finance or operating lease, based on specified criteria. Finance leases are recognized on the balance sheet, while operating leases are recognized in profit or loss when the expense is incurred. Under IFRS 16, lessees must recognize a lease liability and a right-of-use asset for virtually all lease contracts. The recognition of the present value of minimum lease payments for certain contracts currently classified as operating leases will result in increases to assets, liabilities, depletion, depreciation and amortization, and finance expense, and a decrease to production and transportation expenses upon implementation. An optional exemption to not recognize certain short-term leases and leases of low value can be applied by lessees. For lessors, the accounting remains essentially unchanged. The standard will be effective for annual periods beginning on or after January 1, 2019. Early adoption is permitted, provided IFRS 15 *Revenue from Contracts with Customers*, has been applied, or is applied at the same date as IFRS 16. The Company is currently evaluating the impact of adopting IFRS 16 on the Company's consolidated financial statements and is in the process of gathering and analyzing contracts that will fall into the scope of this standard.

Changes in Accounting Policies

Adoption of IFRS 15, "Revenues from Contracts with Customers"

IFRS 15, "Revenue from Contracts with Customers" ("IFRS 15") was issued by the IASB in May of 2014 and replaces IAS 18 "Revenue", IAS 11 "Construction Contracts", and related interpretations effective for reporting periods beginning on or after January 1, 2018. The new standard provides a single, principles based five-step analysis of transactions to determine the nature of an entity's obligation to perform and whether, how much and when revenue is recognized. New estimates and judgmental thresholds have been introduced, which may affect the amount and/or timing of revenue recognized.

The Company has adopted IFRS 15 effective January 1, 2018. The Company applied IFRS 15 to all of its contracts with customers using the modified retrospective method. Under this method, prior period financial

statements have not been restated. Management reviewed the Company's revenue streams and major contracts with customers using the IFRS 15 principles-based five-step model and concluded there were no material changes to earnings or in the timing of when production revenue is recognized.

Adoption of IFRS 9, "Financial Instruments"

On January 1, 2018, the Company adopted all of the requirements of IFRS 9, "Financial Instruments" ("IFRS 9") which replaces IAS 39, "Financial Instruments: Recognition and Measurement" ("IAS 39"). The retrospective adoption of IFRS 9 had no material impact to the Company's financial statements.

IFRS 9 contains three principal classification categories for financial assets: measured at amortized cost; fair value through other comprehensive income ("FVOCI"); or fair value through profit or loss ("FVTPL"). The classification of financial assets under IFRS 9 is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. IFRS 9 eliminates the previous IAS 39 categories of held to maturity, loans and receivables and available for sale. IFRS 9 largely retains the existing requirements in IAS 39 for the classification of financial liabilities.

IFRS 9 replaces the "incurred loss" model in IAS 39 with an "expected credit loss" model. The application of the new expected credit loss model did not have an impact on the Company's financial assets. Cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities and term loan continue to be measured at amortized cost and are now classified as "amortized cost". There were no changes to the Company's classification of its financial instrument derivative assets and liabilities as FVTPL. The Company currently has no intentions of designating any of its financial instruments as hedges, nor does the Company currently apply hedge accounting.

Financial Instruments

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, changes in assumptions can significantly affect estimated fair values. At December 31, 2017, the Company's financial instruments include accounts receivable, reclamation deposits, bank indebtedness, and accounts payable and accrued liabilities.

The fair values of accounts receivable, reclamation deposits, accounts payable and accrued liabilities, and bank indebtedness approximate their carrying values due to the short-term maturity of these financial instruments.

(a) Fair value hierarchy

Fair value measurements of financial instruments are required to be classified using a fair value hierarchy that reflects the significance of inputs in making the measurements. The levels of the fair value hierarchy are defined as follows:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 - Inputs for the asset or liability that are not based on observable market data.

(b) Non-derivative financial instruments

Financial assets

At initial recognition, financial assets are classified into four main categories: loans and receivables; held-to-maturity investments; available for sale financial assets; or financial assets at fair value through profit or loss. All financial assets are recognized initially at fair value, normally being the transaction price, plus any directly attributable transaction costs. Transaction costs for instruments at fair value through profit or loss are recognized immediately in earnings.

The subsequent measurement of financial assets depends on their classification.

Loans, receivables and held-to-maturity investments are subsequently measured at amortized cost using the effective interest method, less any impairment losses. Gains and losses are recognized in earnings when the asset is derecognized or impaired, as well as through the amortization process.

Available-for-sale financial assets are subsequently measured at fair value, with changes in fair value recognized directly in other comprehensive income until the asset is derecognized or determined to be impaired, at which time the cumulative change in fair value previously reported in other comprehensive income is recognized in earnings.

Financial assets at fair value through profit or loss are subsequently measured at fair value, with changes in those fair values recognized in earnings.

Financial assets are derecognized when the contractual rights to the cash flows expire, or when substantially all the risks and rewards of ownership of the financial asset are transferred to a third party.

Financial assets and liabilities are shown separately in the statement of financial position unless the Company has a legal right to offset the amounts and intends to either settle on a

net basis or to realize the asset and settle the liability simultaneously, in which case they are presented on a net basis.

Impairment of financial assets

A financial asset that is not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is any objective evidence that it is impaired. A financial asset is considered to be impaired if objective evidence indicates that a loss event has occurred after initial recognition and has had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate.

The Company considers evidence of impairment for receivables at both a specific asset and collective level. All individually significant financial assets are tested for impairment on an individual basis. All individually significant receivables found not to be specifically impaired are then collectively assessed for any impairment that has been incurred but not yet identified. The remaining financial assets are assessed collectively for impairment in groups that share similar credit risk characteristics.

In assessing collective impairment the Company uses historical trends of the probability of default, timing of recoveries and the amount of loss incurred, adjusted for management's judgment as to whether current economic and credit conditions are such that the actual losses are likely to be greater or less than suggested by historical trends.

All impairment losses are recognized in earnings.

An impairment loss is reversed if the reversal can be related objectively to an event occurring after the impairment loss was recognized. For financial assets measured at amortized cost the reversal is recognized in earnings.

Financial liabilities

At initial recognition, financial liabilities are classified as either financial liabilities at fair value through profit or loss, or other financial liabilities. All financial liabilities are recognized initially at fair value, normally being the transaction price less any directly attributable transaction costs. Transaction costs for instruments at fair value through profit or loss are recognized immediately in earnings.

The subsequent measurement of financial liabilities depends on their classification.

Financial liabilities at fair value through profit or loss are subsequently measured at fair value, with changes in those fair values recognized in earnings.

Other financial liabilities are subsequently measured at amortized cost using the effective interest method.

Financial liabilities are derecognized when the contractual obligation expires, is discharged, or cancelled. Gains and losses arising on the repurchase, settlement or cancellation of liabilities are recognized in earnings.

(c) Financial derivative instruments

The Company may use financial derivative contracts in order to manage the exposure to market risks from fluctuations in commodity prices and foreign exchange. These instruments are not used for trading or speculative purposes.

The Company has not designated its financial derivative contracts as effective accounting hedges, and thus has not applied hedge accounting, even though the Company considers all derivative contracts to be economic hedges. As a result, all financial derivative contracts are classified as fair value through profit or loss and are recognized at fair value. Transaction costs are recognized in earnings when incurred.

Physical delivery contracts are entered into for the purpose of delivery of oil in accordance with the Company's expected sale requirements, and therefore are not recorded in the statement of financial position. These contracts are recorded in revenue on their settlement dates.

Embedded derivatives are separated from the host contract and accounted for separately if the economic characteristics and risks of the host contract and the embedded derivative are not closely related, a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative, and the combined instrument is not measured at fair value through profit or loss. Changes in the fair value of separable embedded derivatives are recognized in earnings, if material.

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 past due past 90 days or impaired.

The maximum exposure to credit risk is as follows:

	As at	
	March 31, 2018	December 31, 2017
Accounts receivable		
Marketing receivables	\$ 1,084,004	\$ 1,284,474
Trade receivables	49,156	76,437
Receivables from joint venture	54	7,297
Reclamation deposits	115,535	115,535
Total	\$ 1,248,749	\$ 1,483,743

The Company sells the majority of its oil production to a single oil marketer 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 historically 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.

At March 31, 2018, the Company had net debt (current assets less current liabilities excluding fair value of financial instruments, and outstanding Term Loan) of \$22,094,394 (December 31, 2017 - \$18,558,361), which includes Term Loan of \$23,209,200 (December 31, 2017 - \$18,868,500). The Company funds its operations through production revenue and the Term Loan.

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 \$230,000 annual effect on net income (loss) and comprehensive income (loss).

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. The Company does have foreign exchange rate swaps in place as further disclosed within this MD&A and the audited annual financial statements for the year ended December 31, 2017; 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 100 basis points change in the foreign exchange rate would have a \$40,000 effect on the annual net loss and comprehensive loss.

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 funds flow from operations, and ability to raise capital. The Company has derivative commodity contracts in place as further disclosed within this MD&A and the audited annual financial statements for the year ended December 31, 2017.

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.

Non-IFRS Measures

This document contains the terms "funds flow from (used in) operations," "operating 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 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. Funds flow from operations is a measure that represents cash generated by operating activities, before changes in non-cash working capital and may not be comparable to measures used by other companies. 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 funds flow from (used in) operations to cash provided by (used in) operating activities is presented as follows:

	Three Months Ended March 31	
	2018	2017
Cash provided by (used in) operating activities	\$ (607,823)	\$ 180,842
Change in non-cash working capital	(707,543)	(324,489)
Funds flow from (used in) operations	\$ 99,720	\$ 505,331
Per share, basic and diluted	\$ 0.00	\$ 0.01

- 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 boe 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.

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.

- c) Net debt (working capital) 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 bank debt and current liabilities, less current assets. There is no IFRS measure that is reasonably comparable to net debt.

The following table outlines the Company calculation of net debt:

	As at	
	March 31, 2018	December 31, 2017
Current assets	\$ 4,580,885	\$ 2,955,446
Current liabilities ⁽¹⁾	(3,396,079)	(2,645,307)
Term Loan ⁽²⁾	(23,209,200)	(18,868,500)
Net debt	\$ (22,024,394)	\$ (18,558,361)

Note:

(1) excluding fair value of financial instruments

(2) gross loan amount including foreign exchange

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. This conversion conforms with the Canadian Securities Regulators National Instrument 51-101 Standards of Disclosure for Oil and Gas Activities ("NI 51-101").

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 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 may contain forward-looking statements pertaining to the following: volumes and estimated value of Hemisphere's oil and natural gas reserves; the life of Hemisphere's reserves; the volume and product mix of Hemisphere's oil and natural gas production; future oil and natural gas prices; future operational activities; and future results from operations and operating metrics, including any future production growth and net debt. 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; 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; 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 interim condensed 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
May 23, 2018

(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	March 31, 2018	December 31, 2017
Assets			
Current assets			
Cash and cash equivalents		\$ 3,277,821	\$ 1,372,991
Accounts receivable		1,133,214	1,368,208
Prepaid expenses		169,849	214,247
		4,580,884	2,955,446
Non-current assets			
Reclamation deposits	8	115,535	115,535
Exploration and evaluation assets	6	4,983,922	4,894,108
Property and equipment	7	42,021,253	39,894,023
Deferred charges	10	1,011,309	1,210,691
Total assets		\$ 52,736,703	\$ 49,069,803
Liabilities			
Current liabilities			
Accounts payable and accrued liabilities		\$ 3,396,079	\$ 2,645,307
Fair value of financial instruments	3(c)	2,174,309	1,579,726
		5,570,388	4,225,033
Non-current liabilities			
Term loan	10	21,673,495	17,465,518
Fair value of financial instruments	3(c)	1,006,142	843,556
Decommissioning obligations	8	6,392,697	6,176,112
		34,642,722	28,710,219
Shareholders' Equity			
Share capital	11	54,724,441	54,724,441
Contributed surplus		749,766	649,775
Warrant reserve	11(c)	1,043,136	1,043,136
Deficit		(38,447,162)	(36,057,768)
Total shareholders' equity		18,070,181	20,359,584
Total liabilities and shareholders' equity		\$ 52,736,703	\$ 49,069,803

Commitments (Note 12)

Subsequent events (Note 14)

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

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

	Note	Three Months Ended March 31	
		2018	2017
Revenue			
Oil and natural gas revenue		\$ 3,393,921	\$ 2,292,746
Royalties		(514,771)	(299,117)
		2,879,150	1,993,629
Realized Gain on financial instruments		(558,882)	39,452
Unrealized (loss) gain on financial instruments	3(c)	(757,169)	79,049
Net revenue		1,563,099	2,112,130
Expenses			
Operating and transportation		1,361,172	1,074,805
Exploration and evaluation	6	9,920	9,295
Depletion and depreciation	7	863,846	685,738
General and administrative		406,470	305,927
Share-based payments	11(b)	61,243	1,093
		2,702,651	2,076,858
Results from operating activities		(1,139,552)	35,272
Finance expense	9	(652,223)	(173,950)
Foreign exchange gain (loss)		(597,618)	-
Net loss and comprehensive loss for the period		\$ (2,389,393)	\$ (138,678)
Loss per share			
Basic and diluted	11(d)	\$ (0.03)	\$ (0.00)

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

CONDENSED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

*(Expressed in Canadian dollars)**(Unaudited)*

	Note	Number common shares	Share Capital	Contributed Surplus	Warrant Reserve	Deficit	Total Equity
Balance, December 31, 2016		85,745,102	\$ 53,838,621	\$ 1,192,106	\$ -	\$ (33,136,591)	\$ 21,894,136
Flow-through share issuance		4,048,200	1,133,496	-	-	-	1,133,496
Share issuance costs		-	(85,748)	-	-	-	(85,748)
Flow-through share premium		-	(161,928)	-	-	-	(161,928)
Share-based payments	11(b)	-	-	332,669	-	-	332,669
Expiry of stock options		-	-	(875,000)	-	875,000	-
Warrant Issue – net deferred tax	11(c)	-	-	-	1,043,136	-	1,043,136
Net loss for the year		-	-	-	-	(3,796,175)	(3,796,175)
Balance, December 31, 2017		89,793,302	\$ 54,724,441	\$ 649,775	\$ 1,043,136	\$ (36,057,768)	\$ 20,359,584
Balance, December 31, 2017		89,793,302	\$ 54,724,441	\$ 649,775	\$ 1,043,136	\$ (36,057,768)	\$ 20,359,584
Share-based payments		-	-	99,991	-	-	99,991
Net loss for the year		-	-	-	-	(2,389,393)	(2,389,393)
Balance, March 31, 2018		89,793,302	\$ 54,724,441	\$ 749,766	\$ 1,043,136	\$ (38,447,162)	\$ 18,070,181

Comparison with nine months ended March 31, 2017:

	Note	Number common shares	Share Capital	Contributed Surplus	Warrant Reserve	Deficit	Total Equity
Balance, December 31, 2016		85,745,102	\$ 53,838,621	\$ 1,192,106	\$ -	\$ (33,136,591)	\$ 21,894,136
Share-based payments	11(b)	-	-	1,093	-	-	1,093
Expiry of stock options		-	-	(875,000)	-	875,000	-
Net loss for the year		-	-	-	-	(138,678)	(138,678)
Balance, March 31, 2017		85,745,102	\$ 53,838,621	\$ 318,199	\$ -	\$ (32,400,268)	\$ 21,756,551

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

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

	Note	Three Months Ended March 31	
		2018	2017
Operating activities			
Net income for the period		\$ (2,389,393)	\$ (138,678)
Items not affecting cash:			
Accretion of debt issuance costs		47,451	-
Accretion of decommissioning costs		34,586	26,932
Amortization of deferred charges		73,693	-
Depletion and depreciation		863,846	685,738
Exploration and evaluation expense		9,920	9,295
Share-based payments		61,243	1,093
Unrealized loss (gain) on financial instruments		757,169	(79,049)
Unrealized loss on foreign exchange		641,206	-
Funds flow from (used in) operations		99,720	505,331
Changes in non-cash working capital		(707,543)	(324,489)
Cash provided by (used in) operating activities		(607,823)	180,842
Investing activities			
Property and equipment expenditures		(2,532,661)	(183,291)
Exploration and evaluation expenditures		(337,405)	(73,223)
Changes in non-cash working capital		1,737,707	(299,722)
Cash used in investing activities		(1,132,359)	(556,236)
Financing activities			
Change in bank indebtedness		-	375,393
Proceeds from term loan		3,645,010	-
Cash provided by financing activities		3,645,010	375,393
Net change in cash		1,904,827	-
Cash, beginning of period		1,372,991	-
Cash, end of period		\$ 3,277,821	\$ -

Supplemental cash flow information (Note 12)

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

NOTES TO THE INTERIM CONDENSED FINANCIAL STATEMENTS

For the three months ended March 31, 2018 and 2017

(Expressed in Canadian Dollars)

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". The Company's head office is located at Suite 2000, 1055 West Hastings Street, Vancouver, British Columbia, Canada V6E 2E9.

2. Basis of Presentation

(a) Statement of compliance

These unaudited interim condensed financial statements ("Financial Statements") have been prepared in accordance with International Accounting Standard ("IAS") 34 – Interim Financial Reporting using accounting policies consistent with the International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"). These Financial Statements do not include all of the information required for full annual financial statements and should be read in conjunction with the Company's audited annual financial statements for the year ended December 31, 2017.

These financial statements were authorized for issuance by the Board of Directors on May 23, 2018.

(b) Basis of presentation

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.

(e) Summary of significant accounting policies

These financial statements have been prepared in accordance with IFRS and follow the same accounting policies as described in Note 3 of the Company's audited annual financial statements for the year ended December 31, 2017. There have been no changes to the Company's accounting policies since the Company's audited annual financial statements for the year ended December 31, 2017 were issued.

(f) Future Accounting Pronouncements

At the date of these financial statements the standards and interpretations listed below were issued but not yet effective. The adoption of these standards may result in future changes to existing accounting policies and disclosures.

- (i) IFRS 15 - In May 2014, the IASB issued IFRS 15 "Revenue from Contracts with Customers," which replaces IAS 18 "Revenue," IAS 11 "Construction Contracts," and related interpretations. The standard is required to be adopted either retrospectively or using a modified transition approach for fiscal years beginning on or after January 1, 2018. The new standard provides a single, principles-based five-step analysis of transactions to determine the nature of an entity's obligation to perform and whether, how much and when revenue is recognized. New estimates and judgmental thresholds have been introduced, which may affect the amount and/or timing of revenue recognized.

The Company has adopted IFRS 15 effective January 1, 2018 and applied IFRS 15 to all of its contracts with customers using the modified respective method. Under this method, prior period financial statements have not been restated. Management reviewed the Company's revenue streams and major contracts with customers using the IFRS 15 principles-based five-step model and concluded there were no material changes to earnings or in the timing of when production revenue is recognized. As a result, no adjustments were required in the January 1, 2018 opening balance sheet.

The adoption of IFRS 15 does result in new disclosure requirements contained in note 5 of these condensed consolidated interim financial statements. The Company primarily earns revenue from sales of the production of light oil, heavy oil, natural gas and natural gas liquids. The Company may earn revenue from fees charged to third parties for processing and other services (i.e., gas and other product processing, etc.) provided at locations where the Company has processing facilities, however, the Company does not currently conduct any third party processing.

Revenues from the sale of crude oil, natural gas liquids and natural gas is recognized based on the consideration specified in contracts with customers. The Company recognizes revenue when it transfers control of the product to the customer, which is generally when legal title passes to the customer which is when it is physically transferred to the pipeline or other transportation method agreed upon and

collection is reasonably assured. Any revenues from processing activities are recognized over time as processing occurs, and are generally billed monthly.

The Company evaluates its arrangements with third parties and partners to determine if the Company is acting as the principal or as an agent. The Company is considered the principal in a transaction when it has primary responsibility for the transaction. If the Company acts in the capacity of an agent rather than as a principal in a transaction, then the revenue is recognized on a net basis, only reflecting the fee, if any, realized by the Company from the transaction

- (ii) IFRS 9 - In July 2014, the IASB finalized the remaining elements of IFRS 9 – Financial Instruments, which includes new requirements for the classification and measurement of financial assets, amends the impairment model and outlines a new general hedge accounting standard.

On January 1, 2018, the Company adopted all of the requirements of IFRS 9, “Financial Instruments” (“IFRS 9”) which replaces IAS 39, “Financial Instruments: Recognition and Measurement” (“IAS 39”). The adoption of IFRS 9 had no material impact to the Company’s condensed consolidated interim financial statements.

IFRS 9 contains three principal classification categories for financial assets: measured at amortized cost; fair value through other comprehensive income (“FVOCI”); or fair value through profit or loss (“FVTPL”). The classification of financial assets under IFRS 9 is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. IFRS 9 eliminates the previous IAS 39 categories of held to maturity, loans and receivables and available for sale. IFRS 9 largely retains the existing requirements in IAS 39 for the classification of financial liabilities.

The following table shows the original measurement categories under IAS 39 and the new measurement categories under IFRS 9 as at January 1, 2018 for each class of the Company’s financial assets and financial liabilities:

	Measurement category	
Financial instrument	IAS 39	IFRS 9
Cash and cash equivalents	Loans and receivables	Amortized cost
Accounts receivable	Loans and receivables	Amortized cost
Financial derivative contracts	Fair value via profit or loss	Fair value via profit or loss
Accounts payable		
and accrued liabilities	Financial liabilities at amortized cost	Amortized cost
Term loan	Financial liabilities at amortized cost	Amortized cost

There were no adjustments to the carrying amounts of the Company’s financial instruments as a result of the change in classification from IAS 39 to IFRS 9. The Company does not apply hedge accounting.

IFRS 9 replaces the “incurred loss” model in IAS 39 with an “expected credit loss” (“ECL”) model. The Company measures loss allowances at an amount equal to expected lifetime ECLs. Lifetime ECLs are the anticipated ECLs that result from all

possible default events over the expected life of a financial asset. ECLs are a probability-weighted estimate of credit loss and are discounted at the effective interest rate of the related financial asset. The application of the new expected credit loss model did not have a significant impact on the Company's financial assets.

- (iii) In January 2017, the IASB issued IFRS 16 Leases, which replaces IAS 17 Leases. For lessees applying IFRS 16, a single recognition and measurement model for leases would apply, with required recognition of assets and liabilities for most leases. The standard will come into effect for annual periods beginning on or after January 1, 2019, with earlier adoption permitted if the entity is also applying IFRS 15 Revenue from Contracts with Customers. The Company is currently identifying contracts that will be identified as leases and evaluating the impact of the standard on the consolidated financial statements.

There are no other standards and interpretations in issue but not yet adopted that are expected to have a material effect on the reported earnings or net assets of the Company.

3. 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 past due past 90 days or impaired.

The maximum exposure to credit risk is as follows:

	March 31, 2018	December 31, 2017
Accounts receivable		
Marketing receivables	\$ 1,084,004	\$ 1,284,474
Trade receivables	\$ 49,156	\$ 76,437
Receivables from joint ventures	54	7,297
Reclamation deposits	115,535	115,535
	\$ 1,248,749	\$ 1,483,743

The Company sells the majority of its oil production to a single oil marketer 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 historically has never experienced any collection issues with its oil marketer.

(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.

At March 31, 2018 the Company had net debt (current assets less current liabilities excluding fair value of financial instruments, and outstanding Term Loan) of \$22,024,394 (December 31, 2017 - \$18,558,361), which includes Term Loan (Note 12) of \$23,209,200 (December 31, 2017 - \$18,868,500). The Company funds its operations through production revenue and the Term Loan (Note 10).

(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 \$230,000 effect on net loss and comprehensive 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 \$40,000 effect on the annual net loss and comprehensive 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 funds flow from operations and ability to raise capital. The Company does have hedging swap agreements in place as further disclosed within this document and the financial statements.

At March 31, 2018, the Company held derivative commodity contracts as follows:

Product	Type	Volume	Price	Index	Term	Mar.31, 2018
						Fair Value
Crude oil	Swap ⁽¹⁾	150 bbl/d	US\$54.65	WTI-NYMEX	Nov. 1, 2017 – Jun. 30, 2018	176,742
Crude oil	Swap	100 bbl/d	US\$21.90	WCS	Apr. 1, 2018 – Sep. 30, 2018	116
Crude oil	Swap	300 bbl/d	US\$50.67	WTI-NYMEX	Jan. 1, 2018 – Dec. 31, 2018	1,337,352
Crude oil	Option ⁽¹⁾	150 bbl/d	US\$54.65	WTI-NYMEX	Jul. 1, 2018 – Feb. 28, 2019	379,125
Crude oil	Swap	250 bbl/d	US\$50.67	WTI-NYMEX	Jan. 1, 2019 – Dec. 31, 2019	947,641
Crude oil	Swap	200 bbl/d	US\$50.67	WTI-NYMEX	Jan. 1, 2020 – Aug. 1, 2020	319,413
Crude oil	Collar	200 bbl/d	US\$40.00 – US\$67.05	WTI-NYMEX	Sep. 1, 2020 – Dec. 31, 2020	20,063
Total						\$3,180,451

At March 31, 2018 the commodity contracts were fair valued as a liability of \$3,180,451 recorded on the balance sheet (current portion \$2,174,309), and an unrealized loss of \$757,169 recorded for the three months ended March 31, 2018.

(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.

4. 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 Company and industry in general. The capital structure of the Company is composed of shareholders' equity and net debt. The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, obtaining additional financing from the Company's credit facilities, issuing new debt instruments or other financial

or equity-based instruments, adjusting capital spending or disposing of assets. The capital structure is reviewed on an ongoing basis.

5. 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 Mannville 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 marketing production to numerous oil and natural gas marketers under customary industry sale and payment terms. As at March 31, 2018, production revenue was sold to customers, of which three customers account for \$1,084,004 of the accounts receivable at March 31, 2018.

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

	Three Months Ended March 31	
	2018	2017
Oil	\$ 3,333,282	\$ 2,207,694
Natural gas	52,678	77,751
NGL	7,960	7,300
Total	\$ 3,393,921	\$ 2,292,746

6. 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 period ended March 31, 2018, the Company had \$237,670 transfers (December 31, 2017 - \$99,012) to property and equipment, capitalized general and administrative expenses of \$38,638 (December 31, 2017 - \$157,564) to exploration and evaluation assets, and recognized exploration and evaluation expense of \$9,920 (December 31, 2017 - \$576,586).

Cost	
Balance, December 31, 2016	\$ 3,260,407
Additions	4,108,542
Exploration and evaluation expense	(576,586)
Transfer to property, plant and equipment	(1,898,255)
Balance, December 31, 2017	\$ 4,894,108
Additions	337,403
Exploration and evaluation expense	(9,920)
Transfer to property and equipment	(237,670)
Balance, March 31, 2018	\$ 4,983,922

7. Property and Equipment

Cost	Petroleum and		Total
	Natural Gas	Other Equipment	
Balance, December 31, 2016	\$ 67,142,548	\$ 114,492	\$ 67,257,040
Additions	4,580,698	-	4,580,698
Increase in decommissioning obligations	1,171,704	-	1,171,704
Capitalized share-based payments	99,161	-	99,161
Transfer from exploration and evaluation assets	1,898,255	-	1,898,255
Balance, December 31, 2017	\$ 74,892,367	\$ 114,492	\$ 75,006,860
Additions	2,532,661	-	2,532,661
Increase in decommissioning obligations	181,997	-	181,997
Capitalized share-based compensation	38,748	-	38,748
Transfer from exploration and evaluation assets	237,670	-	237,670
Balance, March 31, 2018	\$ 77,883,444	114,492	\$ 77,997,935
Accumulated Depletion, Depreciation, Amortization and Impairment Losses			
Balance, December 31, 2016	\$ 31,929,680	\$ 85,316	\$ 32,014,996
Depletion and depreciation for the year	3,090,462	7,377	3,097,839
Balance, December 31, 2017	\$ 35,020,142	\$ 92,693	\$ 35,112,835
Depletion and depreciation for the period	862,476	1,370	863,846
Balance, March 31, 2018	\$ 35,882,620	\$ 94,064	\$ 35,976,683
Net Book Value			
December 31, 2017	\$ 39,872,225	\$ 21,799	\$ 39,894,023
March 31, 2018	\$ 42,000,825	\$ 20,428	\$ 42,021,253

The Company's additions for property and equipment included capitalized general and administrative expenses of \$53,430 for the period ended March 31, 2018.

The calculation of depletion at March 31, 2018 includes estimated future development costs of \$31,944,000 (December 31, 2017 - \$34,424,000) associated with the development of the Company's Proved plus Probable reserves.

8. 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 inflated amount of cash flows required to settle its decommissioning obligations as at March 31, 2018 is \$6,941,336 (December 31, 2017 - \$6,746,366).

These payments are expected to be made over the next 37 years with the majority of costs to be incurred between 2025 and 2054. The discount factor, being the risk-free rate related to the liability, is 2.24% (December 31, 2017 - 2.24%). Inflation of 1.80% (December 31, 2017 – 1.80%) has also been factored into the calculation. The Company also has \$115,535 (December 31, 2017 - \$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.

	March 31, 2018	December 31, 2017
Decommissioning obligations, beginning of period	\$ 6,176,112	\$ 4,896,681
Increase in estimated future obligations	181,999	847,114
Change in estimate	-	324,591
Accretion expense	34,586	107,727
Decommissioning obligations, end of period	\$ 6,392,697	\$ 6,176,112

9. Finance Income and Expense

	Three Months Ended March 31	
	2018	2017
Finance expense:		
Cash Interest expense	\$ 496,493	\$ 147,018
Amortization of deferred charges	73,693	26,932
Accretion of debt issuance costs	47,451	-
Accretion of decommissioning liabilities	34,586	-
Total	\$ 652,223	\$ 173,950

10. 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, the Company amended its credit agreement with its Lender with an increase to the commitment by US\$5.0 million, bringing the aggregate amount committed by the Lender under the Term Loan to US\$20.0 million.

As at March 31, 2018 the Company has drawn US\$18.0 million (CAD\$23,209,200). The Company's ability to access additional commitments in excess of US\$20.0 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. In conjunction, the Company issued 13,750,000 warrants entitling the Lender to purchase one common share of Hemisphere at an exercise price of \$0.28/share prior to September 15, 2022. The effective interest rate is 10.66%.

	Term Loan	Deferred Charges	Total
Principal amount of Term Loan issued	\$ 22,301,510	\$ -	\$ 22,301,510
Foreign exchange adjustment	885,659	-	885,659
Debt issuance costs	(771,319)	(582,428)	(1,353,747)
Value allocated to warrants	(712,853)	(716,101)	(1,428,954)
Amortization of deferred charges	-	161,529	161,529
Accretion of debt issuance costs	96,189	-	96,189
Balance, end of period – liability (asset)	\$ 21,673,495	\$ (1,011,309)	\$ 20,662,186

The Company has recognized a portion of the debt issuance costs and value allocated to the warrants (Note 13(c)) 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 financial and performance covenants commencing in the second quarter ended June 30, 2018:

1. Interest coverage ratio for the quarter ended June 30, 2018 shall not be less than 2.00 to 1.00; quarter ended September 30, 2018 shall not be less than 2.25 to 1.00; quarter ended December 31, 2018 shall not be less than 2.50 to 1.00; quarter ended March 31, 2019 and each quarter thereafter shall not be less than 3.00 to 1.00. This ratio is calculated using amounts from the reporting quarter only.

Interest coverage ratio, as defined in the Credit Agreement, means the ratio as of the last day of any fiscal quarter of (a) Consolidated Adjusted EBITDAX as defined below for the applicable fiscal quarter to (b) Consolidated Interest Expense for such fiscal quarter.

2. Total leverage ratio for the quarter ended June 30, 2018 shall not be more than 5.25 to 1.00; quarter ended September 30, 2018 shall not be more than 4.75 to 1.00; quarter ended December 31, 2018 shall not be more than 4.25 to 1.00; quarters ended March 31, 2019 and June 30, 2019 shall not be more than 3.50 to 1.00; quarter ended September 30, 2019 and each quarter thereafter shall not be more than 3.25 to 1.00.

Total leverage ratio, as defined in the Credit Agreement, means the ratio as of the last day of any fiscal quarter of (a) Consolidated Total Debt as of such date to (b) Consolidated Adjusted EBITDAX for the fiscal quarter ending on such date calculated on an annualized basis, whereas EBITDAX from the reporting quarter is factored by four.

3. Minimum average production for the quarter ended June 30, 2018 will not be less than 750 boe/d; quarters ended September 30, 2018 and December 31, 2018 will not be less than 1,100 boe/d; quarters ended March 31, 2019 and June 30, 2019 will not be less than 1,300 boe/d; quarter ended September 30, 2019 and each quarter thereafter will not be less than 1,500 boe/d.
4. Proved developed producing coverage ratio for the quarter ended June 30, 2018 and each quarter thereafter shall not be less than 1.00 to 1.00.

Proved developed producing coverage ratio, as defined in the Credit Agreement, means as of any date of determination, the ratio of (a) proved developed producing reserves on a pre-tax basis at 10% to (b) the sum of (i) Consolidated Total Debt and (ii) without duplication of clause (a) above, all obligations (after giving effect to any netting requirements) under any swap agreement that such person would be required to pay if the swap agreement was terminated at such time, in each case, as of such date. Notwithstanding anything to the contrary contained herein, after giving effect to the netting contemplated by clause (ii) above, in no event shall amounts owing to any credit party under any swap agreement result in a reduction of the obligations referred to in clause (b).

5. Total proved reserves coverage ratio for the quarter ended June 30, 2018 and each quarter thereafter shall not be less than 1.50 to 1.00.

Total proved reserves coverage ratio, as defined in the Credit Agreement, means as of any date of determination, the ratio of (a) the Total Proved reserves on a pre-tax basis discounted at 10% to (b) the sum of (i) Consolidated Total Debt and (ii) without duplication of clause (a) above, all obligations (after giving effect to any netting requirements) under any swap agreement that such person would be required to pay if the swap agreement were terminated at such time, in each case, as of such date. Notwithstanding anything to the contrary contained herein, after giving effect to the netting contemplated by clause (ii) above, in no event shall amounts owing to any credit party under any swap agreement result in a reduction of the obligations referred to in clause (b).

Definition of certain terms as defined in the Credit Agreement:

Consolidated Interest Expense means, for any period, total cash interest expense (excluding accretion of asset retirement obligation and debt issuance costs and including that portion attributable to capital leases in accordance with GAAP and capitalized interest) of the credit parties and their subsidiaries on a consolidated basis with respect to all outstanding Consolidated Total Debt.

Consolidated Total Debt means, as at any date of determination: (a) the aggregate amount of all Indebtedness of the credit parties and their Subsidiaries determined on a consolidated basis in accordance with GAAP plus (b) the aggregate outstanding amount, without duplication, of attributable debt of the credit parties and their subsidiaries determined on a consolidated basis.

Consolidated Adjusted EBITDAX means, for any period, an amount determined for the Company on a consolidated basis equal to:

the amounts for such period of consolidated net income,

plus

the sum, without duplication, of the amounts for such period of the following expenses (or charges) to the extent deducted from consolidated net income during such period:

- (i) Consolidated Interest Expense, plus
- (ii) Provisions for taxes based on income (including margin or gross receipts taxes), plus
- (iii) Total depreciation and amortization expense, plus
- (iv) Impairment or asset write-down expense, plus

- (v) Accretion of asset retirement obligation and debt issuance costs, plus
- (vi) Share-based compensation expense, plus
- (vii) Non-cash losses resulting from the mark-to-market exposure of outstanding swaps and unrealized foreign exchange exposure, plus
- (viii) Other non-Cash items reducing consolidated net income (excluding any such non-cash item to the extent that it represents an accrual or reserve for potential Cash items in any future period or amortization of a prepaid Cash item that was paid in a prior period),

minus

the sum, without duplication of the amounts for such period of the following items to the extent increasing consolidated net income during such period:

- i) Other non-Cash items increasing consolidated net income for such period (excluding any such non-Cash item to the extent it represents the reversal of an accrual or reserve for potential Cash item in any prior period), plus
- ii) Interest income, plus
- iii) Non-cash gains resulting from the mark-to-market exposure of outstanding swaps and unrealized foreign exchange exposure.

The Company also has a financial covenant for its cash General and Administrative costs ("G&A costs") that it shall not exceed 105% of the cash G&A costs cap of \$2.5 million per annum as at December 31, 2018.

11. Share Capital

(a) Authorized

Unlimited number of common shares without par value.

Issued and outstanding

As at March 31, 2018, the Company had 89,793,302 common shares issued and outstanding.

No shares were issued during the period ended March 31, 2018.

During the year ended December 31, 2017, the following share transactions occurred:

- (i) On April 27, 2017, the Company closed a non-brokered private placement offering and issued 4,048,200 flow-through shares at a price of \$0.28 per share, which were issued on a Canadian Development Expense flow-through basis pursuant to the provisions of the Income Tax Act (Canada) for gross proceeds of Company of \$1,133,496.

(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 March 31, 2018 are as follows:

Exercise Price	Expiry Date	Balance Outstanding December 31, 2017	Changes in the Period			Balance Outstanding March 31, 2018	Balance Exercisable March 31, 2018
			Granted	Exercised	Expired/Cancelled		
\$0.24	29-Jan-20	1,075,000	-	-	-	1,075,000	1,075,000
\$0.39	1-Mar-20	100,000	-	-	-	100,000	100,000
\$0.08	11-Feb-21	1,685,000	-	-	-	1,685,000	1,685,000
\$0.08	12-Feb-21	125,000	-	-	-	125,000	125,000
\$0.25	21-Sep-22	5,034,000	-	-	-	5,034,000	1,678,000
\$0.28	2-Oct-22	150,000	-	-	-	150,000	50,000
\$0.25	1-Jan-23	-	250,000	-	-	125,000	125,000
		8,169,000	250,000	-	-	8,419,000	4,796,333
Weighted-average exercise price		\$0.21	\$0.21	-	-	\$0.21	\$0.19

During the period ended March 31, 2018, the Company recognized \$99,991 (March 31, 2017 - \$1,093) in share-based payments of which \$61,243 (March 31, 2017 - \$1,093) was expensed as stock-based compensation and \$38,748 (March 31, 2017 - \$nil) was capitalized to property, plant and equipment. These share-based payments were from the granting of 250,000 stock options in January 2018 to a consultants at an exercise price of \$0.25 each, of which 83,333 vested immediately, as well as the vesting apportionment of the stock options granted in 2017.

The fair value of the stock options granted in January 2018 was determined using the Black-Scholes option pricing model with the following weighted-average assumptions:

	Three Months Ended March 31	
	2018	2017
Expected life (years)	5.00	-
Interest rate	1.86%	-
Volatility	66.18%	-
Fair value at grant date	\$ 0.14	\$ -

The weighted-average exercise price for stock options granted during the period ended March 31, 2018 was \$0.25 (March 31, 2017 - \$nil). The forfeiture rate has been estimated at 5%.

Option pricing models require the input of highly subjective assumptions, including the expected price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate.

(c) Share purchase warrants

On September 15, 2017, the Company issued 13,750,000 warrants to a third-party lender in conjunction with its Term Loan (Note 10). 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 Company ascribed a value to the warrants of \$1,428,954 by comparing the fair value of the Term Loan both with and without the warrant feature determining the difference in value to be related to the warrants. The effective rates have been disclosed in Note 12. Further, a deferred tax liability of \$385,818 was incurred with regard to the warrants that is applied against the recorded warrant reserve and also recovered against the net loss.

As at March 31, 2018, the Company had 13,750,000 outstanding and exercisable share purchase warrants.

(d) Loss per share

	Three Months Ended March 31	
	2018	2017
Loss for the period	\$ (2,389,393)	\$ (138,678)
Weighted average number of common shares outstanding, basic	89,793,302	85,745,102
Dilutive stock options	-	-
Weighted average number of common shares outstanding, diluted	89,793,302	85,745,102
Loss per share, basic and diluted	\$ (0.03)	\$ (0.00)

For the three months ended March 31, 2018, the Company incurred a loss; therefore, dilutive stock options were nil (three months ended March 31, 2017 – nil).

12. Commitment

	2018	2019	2020	2021	2022	2023	Total
Office Rental	\$ 101,581	138,676	138,676	138,676	138,676	57,782	714,065
Term Loan	-	-	-	-	23,209,200	-	23,209,200
Term Loan Interest	1,279,407	1,705,876	1,705,876	1,705,876	1,209,874	-	7,606,910
	\$ 1,380,988	1,844,552	1,844,552	1,844,552	24,557,750	57,782	31,530,175

The Company has a commitment to make monthly rental payments pursuant to the office rental agreement at its current location until May 31, 2018. The Company has a commitment to make monthly rental payments pursuant to the office rental agreement at its new location commencing June 1, 2018 until May 30, 2023.

As at March 31, 2018, the gross balance of the Term Loan was \$23,209,200 (US\$18,000,000), exclusive of the debt issuance costs. The Term Loan matures on September 15, 2022.

13. Supplemental Cash Flow Information

	Three Months Ended March 31	
	2018	2017
Provided by (used in):		
Accounts receivable	\$ 234,994	\$ 87,724
Prepaid expenses	44,398	31,861
Accounts payable and accrued liabilities	750,772	(743,796)
Total changes in non-cash working capital	\$ 1,030,164	\$ (624,211)
Provided by (used in):		
Operating activities	\$ (707,543)	\$ (324,489)
Investing activities	1,737,707	(299,722)
Total changes in non-cash working capital	\$ 1,030,164	\$ (624,211)

Cash interest paid on the Company's debts during the three months ended March 31, 2018 was \$496,493 compared to \$147,018 for the three months ended March 31, 2017.

14. Subsequent Events

During the second quarter of 2018, the Company entered into the following commodity contracts:

Product	Type	Volume	Price	Index	Term
Crude oil	Swap	400 bbl/d	US\$18.45	WCS	May 1, 2018 – September 30, 2018
Crude oil	Collar	130 bbl/d	US\$40.00-US\$74.50	WTI-NYMEX	March 1, 2019 – December 31, 2019
Crude oil	Collar	120 bbl/d	US\$40.00-US\$68.25	WTI-NYMEX	January 1, 2020 – December 31, 2020
Crude oil	Collar	275 bbl/d	US\$40.00-US\$65.50	WTI-NYMEX	January 1, 2021 – March 31, 2021



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Dorlyn Evancic, CPA, CGA
Chief Financial Officer

Ian Duncan, P.Eng.
Chief Operating Officer

Andrew Arthur, P.Geol.
Vice President, Exploration

Ashley Ramsden-Wood, P.Eng.
Vice President, Engineering

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Gregg Vernon, P.Eng.⁽¹⁾⁽⁴⁾

Richard Wyman, B.Sc., MBA⁽¹⁾⁽⁴⁾

(1) Audit Committee

(2) Compensation/Nominating Committee

(3) Corporate Governance Committee

(4) Reserves Committee

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