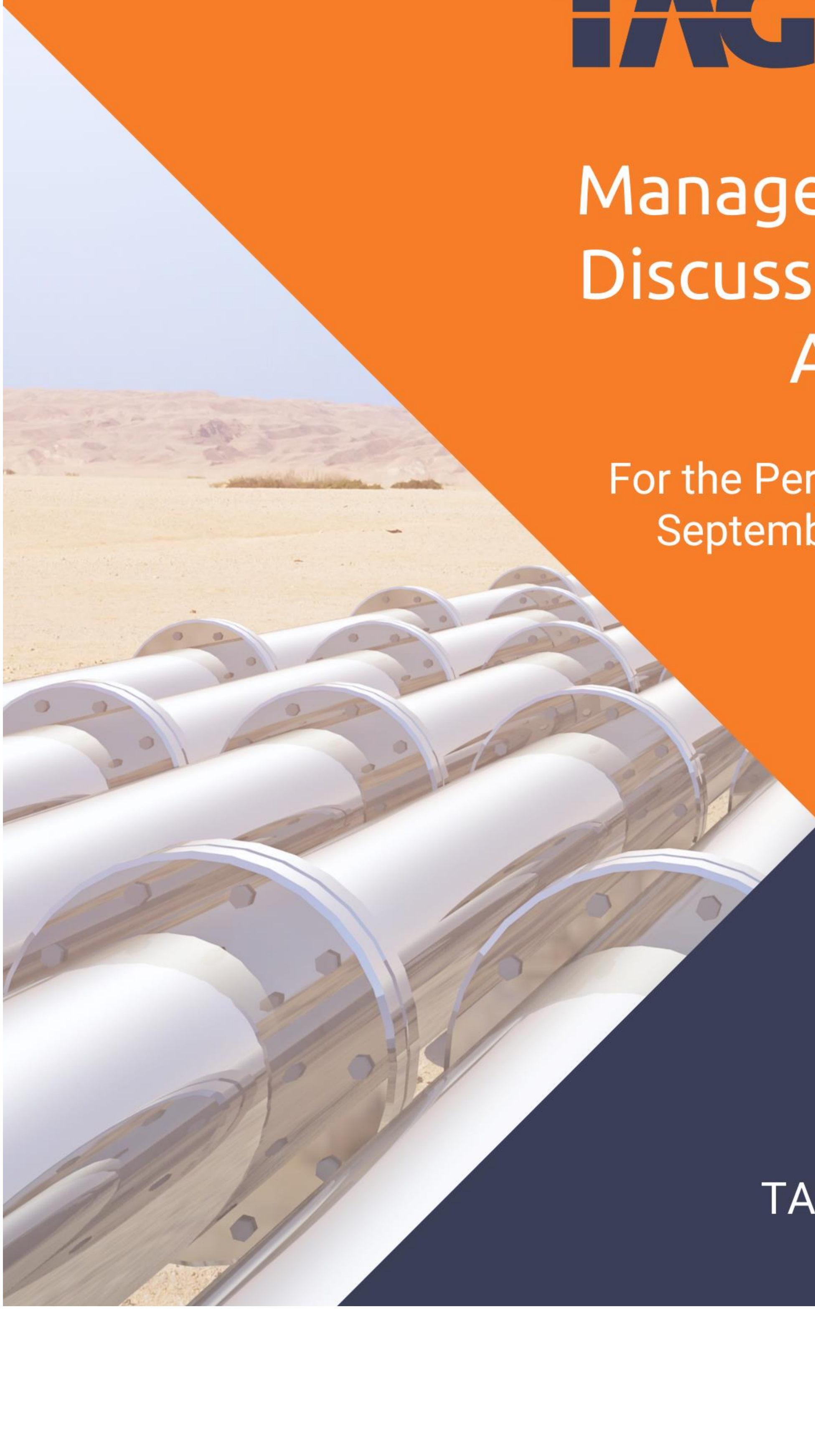

Management's Discussion and Analysis

For the Period Ending
September 30, 2022

TAGOIL.COM

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following Management's Discussion and Analysis ("MD&A") is dated November 29, 2022, for the six months ended September 30, 2022 and should be read in conjunction with the condensed consolidated interim financial statements for the same period and the audited conslidated financial statements for the year ended March 31, 2022.

The condensed consolidated interim financial statements for the six months ended September 30, 2022, have been prepared in accordance with International Financial Reporting Standards ("IFRS") specifically IAS 34, Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB"), and its interpretations. Results for the six month period ended September 30, 2022, are not necessarily indicative of future results. All figures are expressed in thousands of Canadian dollars unless otherwise stated.

ABOUT TAG OIL LTD.

TAG Oil Ltd. ("TAG" or the "Company") is an international oil and gas exploration, development and production company.

On November 4, 2022, the Company announced the closing of public offering of 63,250,000 common shares of the Company, at a price of $0.40 per Common Share for aggregate gross proceeds of $25.3 million. The aggregate underwriters' fee paid to the underwriters in connection with the offering was $1,431,300.

On September 22, 2022, the Company was awarded a petroleum services agreement (the "PSA") for the development of the unconventional Abu Roash "F" ("ARF") reservoir in the Badr Oil Field ("BED-1"), Western Desert, Egypt by Badr Petroleum Company ("BPCO"), subject to various conditions. The two financial conditions being a signature bonus of US$3 million ($4.0 million) payable to BPCO and a performance letter of guarantee (the "Letter of Guarantee") of US$6.0 million ($8.3 million) in favor of BPCO for work commitments to be completed. The PSA was formally signed on October 13, 2022. During the quarter ended September 30, 2022, the signature bonus that the Company paid prior to signing the PSA is classified as deposits on the balance sheet. The Letter of Guarantee was put in place subsequent to September 30, 2022 and has met that commitment.

During the year ended March 31, 2022, the Company granted 100,000 shares for stock options exercisable at $0.25 per share and granted 700,000 stock options to various consultants. These stock options are exercisable until June 28, 2026, at a price of $0.45 per share and are subject to deferred vesting over two years.

The Company has been pursuing consolidation opportunities through the potential acquisition of assets and/or companies in the initial focus area of the Middle East and North Africa.

SECOND QUARTER FINANCIAL AND OPERATING HIGHLIGHTS

- At September 30, 2022, the Company had $9.2 million in cash and cash equivalents and $11.4 million in working capital.
- No production for the quarter ended September 30, 2022.
- Capital expenditures totaled $0.015 million for the quarter ended September 30, 2022.

BUSINESS ENVIRONMENT, THE IMPACT OF COVID-19 AND THE RUSSIAN CONFLICT

As reported by the OPEC monthly Oil Market Report **crude oil futures prices** bounced back in October after three consecutive months of sharp declines, from low levels recorded a month earlier. This took place amid easing selling pressure in futures and financial markets, and a drop in US dollar value against a basket of major currencies to its lowest point since mid-September. Between 27 September and 26 October, the US dollar index fell by about 4%. Oil futures were also supported by an improving supply/demand outlook in the short term and a tight diesel/gasoil market, particularly in Europe and the US East Coast, which was exacerbated by refinery outages in several regions and a workers' strike in French refineries for several weeks that reduced the supply of petroleum products. Investors turned their focus to the supply outlook in anticipation of an EU ban on seaborne crude oil imports from Russia for cargoes loading as of 5 December 2022. Supportive 3Q22 economic data from the US and China added support to oil futures

In March 2020, the COVID-19 outbreak was declared a pandemic by the World Health Organization.

The global growth has clearly entered into a period of significant uncertainty and mounting challenges. This includes high inflation levels and the consequences of monetary tightening by major central banks, high sovereign debt levels in many regions and ongoing supply chain issues. Moreover, geopolitical risks persist, and developments related to the COVID-19 pandemic, mainly in the Northern Hemisphere and China, remain a key uncertainty.

The Russian invasion of Ukraine has created a lot of uncertainty in the economic environment for oil producers in the first half of 2022 and increased the volatility in price and supply. Both price and supply have been impacted by sanctions on Russian companies and individuals, including oil and gas producers which is expected to continue over the short term. Over the long term it is expected that markets will return to a less volatile state subject to the outcome of the conflict.

As of October 2022, OPEC's OMOR report World oil demand growth forecast for 2022 is revised down by 0.1 mb/d to now stand at 2.5 mb/d. Oil demand in the OECD is estimated to increase by around 1.3 mb/d, while the non-OECD is seen growing by about 1.3 mb/d. The second quarter of this year was revised slightly higher amid better-than-anticipated oil demand in the main OECD consuming countries. However, oil demand in 3Q22 and 4Q22 is revised lower due to the zero-COVID-19 policy in China, ongoing geopolitical uncertainties and weaker economic activities. For 2023, the global oil demand growth forecast is revised down by 0.1 mb/d from the previous assessment to stand at 2.2 mb/d. The OECD is expected to grow by 0.3 mb/d and the non-OECD by 1.9 mb/d. Oil demand growth is anticipated to be challenged by uncertainties related to economic activities, COVID-19 containment measures and geopolitical developments.

OPEC's October 2022 report on Non-OPEC liquids supply is forecast to grow by 1.9 mb/d in 2022, following a slight downward revision of 30 tb/d compared with the previous assessment. An upward revision to Latin America and Russia liquids production was more than offset by downward revisions to Other Eurasia, OECD Europe and Other Asia. The main drivers of liquids supply growth for 2022 are expected to be the US, Canada, Guyana, China and Brazil, while Norway and Thailand are set to contribute the largest declines. For 2023, the forecast for non-OPEC liquids supply growth remains broadly unchanged at 1.5 mb/d. The main drivers are expected to be the US, Norway, Brazil, Canada, Kazakhstan and Guyana, whereas oil production is forecast to decline primarily in Russia and Mexico. Nevertheless, considerable uncertainties persist regarding the potential for US shale production and the geopolitical situation in Eastern Europe, including the looming EU sanctions on imports of Russian oil. OPEC NGLs and non-conventional liquids are forecast to grow by 0.1 mb/d in 2022 to average 5.39 mb/d and in 2023 by 50 tb/d to average 5.44 mb/d. OPEC-13 crude oil production in October decreased by 210 tb/d m-o-m to average 29.49 mb/d, according to available secondary sources.

OUTLOOK AND RESPONSE TO COVID-19

The British Columbia and Alberta Health Guidelines in Canada have been relaxed and the work environment is returning to pre-pandemic conditions. The Company does not currently have any personnel in New Zealand and Australia and is establishing a Branch office in Egypt. TAG has transitioned its office staff in Vancouver and Calgary back to the office on a rotating basis. Travel restriction and increased precautions are mostly removed and progress and timing of most activities are returning to normal. TAG is continuing to move forward with its plans to pivot to new opportunities in the Middle East and North Africa.

The Company has sufficient liquidity to operate beyond the next twelve months. The Company completed an offering for aggregate gross proceeds of $25.3 million on November 4, 2022 and continues to receive royalty payments, and is entitled to event specific payments on the achievement of certain milestones, stemming from the sale of substantially all of TAG's Taranaki Basin assets and operations in New Zealand (the "NZ Transaction").

RESULTS FROM OPERATIONS

During the year ended March 31, 2022, and during the first half of the current fiscal year the Company continued to receive it's 2.5% overriding royalties on its interest in the New Zealand production assets from the NZ Transaction and evaluated a number of opportunities in the Middle East and North Africa region. The Company continues to review, evaluate, build on its knowledge, and pursue other options and opportunities in North Africa and the Middle East.

On September 22, 2022, the Company was awarded the PSA for the development of the unconventional ARF reservoir in BED-1, Western, Desert Egypt. The PSA was formally signed on October 13, 2022.

On November 4, 2022, the Company announced the closing of a public offering of 63,250,000 common shares of the Company, at a price of $0.40 per common share for aggregate gross proceeds of $25.3 million. The aggregate underwriters' fee paid to the underwriters in connection with the offering was $1,431,300.

SUMMARY OF QUARTERLY INFORMATION

Canadian, except per share or boe	**Sept 30, 2022**	Jun 30, 2022	Mar 31, 2022	Dec 31, 2021	Sept 30, 2021	June 30, 2021	Mar 31, 2021	Dec 31, 2020
Net production volumes (boe/d)	**0**	0	0	0	0	0	0	0
Total revenue	**-**	-	-	-	-	-	-	-
Operating costs	**-**	-	-	-	-	-	-	(11)
Depletion, depreciation and accretion	**(40)**	(40)	(32)	(28)	(30)	(32)	(35)	(33)
Finance Costs	**-**	-	-	-	-	-	-	-
Foreign exchange gain (loss)	**569**	166	(153)	(87)	323	(332)	502	(671)
Interest and other income	**62**	24	4	4	37	61	(65)	26
Stock-based compensation	**(33)**	(53)	(46)	(78)	(84)	(72)	(62)	(65)
General and administative	**(788)**	(664)	(842)	(662)	(832)	(608)	(848)	(894)
Exploration expense and other income	**(110)**	(139)	31	(437)	(380)	(87)	(139)	(19)
Gain on lease modification	**-**	-	6	-	-	-	-	-
Loss on sale of PP&E	**-**	-	-	-	-	-	-	(2)
Loss on sale of disposal group	**-**	-	-	-	-	-	-	(3,886)
Gain (loss) on royalty valuation and other interests	**791**	603	1,173	75	54	(23)	(2,769)	(64)
Interest and penalties recovered	**-**	-	-	-	-	-	89	-
Net income (loss) before tax	**451**	(103)	141	(1,213)	(912)	(1,093)	(3,327)	(5,619)
Income tax	**-**	-	-	-	-	-	-	-
Net income (loss)	**451**	(103)	141	(1,213)	(912)	(1,093)	(3,327)	(5,619)
Income (loss) per share – basic	**0.00**	(0.00)	0.00	(0.01)	(0.01)	(0.01)	(0.04)	(0.06)
Income (loss) per share – diluted	**0.00**	(0.00)	0.00	(0.01)	(0.01)	(0.01)	(0.04)	(0.06)
Adjusted net loss*(1)*	**(340)**	(706)	(1,038)	(1,288)	(966)	(1,070)	(550)	(1,667)
Capital expenditures	**15**	4	243	12	347	1	-	(78)
Cash flow used in o*perating activities*	**(803)**	(837)	(885)	(1,109)	(1,142)	(950)	(940)	(550)

(1) Adjusted net (loss) income is a non-GAAP measure. It represents earnings before impairment expense and write-offs. See non-GAAP measures for further explanation.

The Company has not incurred any operating costs for the quarter ended September 30, 2022, for the quarter ended March 31, 2022 and the quarter ended September 30, 2021. The Company is currently incurring exploration costs while carrying out preliminary evaluation work on properties in North Africa and the Middle East.

Net income before tax for the quarter ended September 30, 2022, was $451 compared to net loss before tax of $103 for the quarter ended June 30, 2022. The adjusted net loss is $340 for the quarter ended September 30, 2022, compared with $706 for the quarter ended June 30, 2022. The adjusted net loss compared to the prior quarter is primarily due to a increase in foreign exchange of $569 up from $166. Net income before tax for the quarter ended September 30, 2022 was $451 compared to net loss $912 for the quarter ended September 30, 2021. The adjusted net loss is $340 for the quarter ended September 30, 2022, compared to $966 for the quarter ended September 30, 2021. The decrease is due to foreign exchange gain of $569 compared to foreign exchange gain of $323 and decrease in exploration expense and other income of $110 compared to $380 for the quarter ended September 30, 2021.

General and Administrative Expenses ("G&A")

	Three months ended		Six months ended	
	Sept 30, 2022	Sept 30, 2021	**Sept 30, 2022**	Sept 30, 2021
Consulting and director fees	**92**	88	**166**	146
Filing, listing and transfer agent	**37**	21	**46**	31
Insurance	**18**	13	**36**	30
Office and administration	**53**	52	**82**	80
Professional fees	**65**	141	**88**	179
Rent	**9**	19	**18**	34
Shareholder relations and communications	**136**	105	**225**	172
Travel	**43**	60	**114**	95
Wages and salaries	**335**	333	**677**	675
Oil and Gas G&A expenses	**788**	832	**1,452**	1,440

General and administrative costs slightly decreased to $788 for the quarter ended September 30, 2022 from $832 for the quarter ended September 30, 2021. The decrease is due to a decrease in professional fees of $76, decrease of travel of $17 and offset by a increase of shareholder relations and communications of $31.

Stock-based Compensation

	Three months ended		Six months ended	
	Sept 30, 2022	Sept 30, 2021	**Sept 30, 2022**	Sept 30, 2021
Stock-based compensation	**33**	84	**86**	156

Stock-based compensation costs are non-cash charges, which reflect the theoretical estimated value of stock options granted. The Company applies the Black-Scholes option pricing model using the closing market prices on the grant dates and to date the Company has calculated option benefits using a volatility ratio and a risk-free interest rate. The theoretical fair value of the option benefit is amortized on a diminishing basis over the vesting period of the options, generally being a minimum of two years.

In the quarters ended September 30, 2022 and 2021, the Company did not grant any stock options and no options were exercised.

Stock-based compensation decreased to $33 in the quarter ended September 30, 2022, compared $84 for the quarter ended September 30, 2021. The decrease in total stock-based compensation costs is due to options granted and vested in the prior year.

Depletion, Depreciation and Accretion ("DD&A")

	Three months ended		Six months ended	
	Sept 30, 2022	Sept 30, 2021	**Sept 30, 2022**	Sept 30, 2021
Depletion, depreciation and accretion	**40**	30	**80**	62

DD&A expenses increased for the quarter ended September 30, 2022 to $40 compared with $30 for the quarter ended September 30, 2021. The slight increase is due to the Company's depreciation on capital leases.

Foreign Exchange Gain (Loss)

	Three months ended		Six months ended	
	Sept 30, 2022	Sept 30, 2021	**Sept 30, 2022**	Sept 30, 2021
Foreign exchange gain (loss)	**569**	323	**735**	(9)

The foreign exchange gain for the quarter ended September 30, 2022 was a result of movement of the USD against the NZD and CDN.

Net Income (Loss) Before Tax, Income Tax and Net Income (Loss) After Tax

	Three months ended		Six months ended	
	Sept 30, 2022	Sept 30, 2021	**Sept 30, 2022**	Sept 30, 2021
Net income (loss) before tax	**451**	(912)	**348**	(2,005)
Income tax	**-**	-	**-**	-
Net income (loss) after tax	**451**	(912)	**348**	(2,005)
Earnings (loss) per share – basic ($)	**0.00**	(0.01)	**0.00**	(0.02)
Earnings (loss) per share – diluted ($)	**0.00**	(0.01)	**0.00**	(0.02)

Cash Flow

	Three months ended		Six months ended	
	Sept 30, 2022	Sept 30, 2021	**Sept 30, 2022**	Sept 30, 2021
Operating cash flow *(1)*	**(803)**	(1,141)	**(1,640)**	(2,092)
Cash used in operating activities	**(880)**	(917)	**(1,659)**	(1,889)
Operating cash flow per share – basic and diluted ($)	**(0.01)**	(0.01)	**(0.02)**	(0.02)

(1) Operating cash flow is a non-GAAP measure. It represents cash flow from operating activities before changes in working capital. See non-GAAP measures for further explanation.

Operating cash outflow decreased to $803 for the quarter ended September 30, 2022 compared to $1,141 for the quarter ended September 30, 2021. The decrease is primarily due to signature bonus payment of US$3,000 ($3,970) paid in advance as part of the conditions of the PSA negotiated in Egypt in the current quarter.

CAPITAL EXPENDITURES

Capital expenditures consisted of capital leases, computer and office equipment and leasehold improvements of $15 for the quarter ended September 30, 2022 and $4 for the quarter ended June 30, 2022. During the quarter ended September 30, 2021, capital expenditures consisted of computer equipment of $7 and capital lease in the amount of $341.

FUTURE CAPITAL EXPENDITURES

The Company had the following commitments for capital expenditure at September 30, 2022:

Contractual Obligations	Total	Less than One Year	Two to Five Years	More than Five Years
Operating leases *(1)*	669	233	436	-
Other long-term obligations	-	-	-	-
Total contractual obligations	669	233	436	-

(1) The Company has commitments related to corporate office lease signed in Vancouver and Calgary, Canada.

The Company expects to manage its working capital on hand to meet its commitments in the recently signed PSA and any future selective development and exploration opportunities. Commitments and work programs are subject to change as dictated by cashflow.

LIQUIDITY AND CAPITAL RESOURCES

	Sept 30, 2022	Sept 30, 2021
Cash and cash equivalents	**9,205**	15,206
Working capital	**11,448**	15,563
Contractual obligations, next twelve months	**233**	131
Revenue	**-**	-
Cashflow used in operating activities for the three months ended	**(803)**	(917)

As of the date of this report, the Company is monitoring its funding requirements and may adjust its current operations to ensure anticipated cash flow from the recent financing, NZ Transaction royalty and event specific payments allows the Company to meet its commitments for the next twelve months. The Company has cash available, and it continues to monitor cash on hand and cash flow. TAG will focus on the recently signed PSA and continue to pursue opportunities with the goal of acquiring concessions leading to exploration, productions, and reserves.

The Company may require a source of financing in the event of adding any additional material commitments or any additional agreements or acquisitions.

NON-GAAP MEASURES

The Company uses certain terms for measurement within this MD&A that do not have standardized meanings prescribed by generally accepted accounting principles ("GAAP"), including IFRS, and these measurements may differ from other companies and accordingly may not be comparable to measures used by other companies.

The term "adjusted net income (loss)" is not a recognized measure under the applicable IFRS. Management of the Company believes that this term is useful to provide shareholders and potential investors with additional information, in addition to net income activities as defined by IFRS, for evaluating the Company's recurring operating performance, excluding the impact of non-cash impairment charges.

Operating Margin

	Three months ended		Six months ended	
	Sept 30, 2022	Sept 30, 2021	**Sept 30, 2022**	Sept 30, 2021
Depletion, depreciation and accretion	**(40)**	(30)	**(80)**	(62)
Foreign exchange gain (loss)	**569**	323	**735**	(9)
Interest and other income	**62**	37	**86**	98
Stock-based compensation	**(33)**	(84)	**(86)**	(156)
General and administative	**(788)**	(832)	**(1,452)**	(1,440)
Exploration expense	**(110)**	(380)	**(249)**	(467)
Gain on royalty valuation and other interests	**791**	54	**1,394**	31
Net income (loss) before tax	**451**	(912)	**348**	(2,005)

Adjusted net income (loss)

	Three months ended		Six months ended	
	Sept 30, 2022	Sept 30, 2021	**Sept 30, 2022**	Sept 30, 2021
Adjusted net loss	**(340)**	(966)	**(1,046)**	(2,036)
Gain on royalty valuation	**791**	54	**1,394**	31
Net income (loss) before tax	**451**	(912)	**348**	(2,005)

Reconcilation of Operating Cash Flow

The term "cash flow from operating activities" as determined in accordance with IFRS. Cash flow from operations is a measure that represents cash generated from operating activities before changes in non-cash working capital. Management considers this a key measure as it demonstrates the Company's ability to generate the cash flows necessary to fund future growth through capital investment. Funds flow from operations does not have any standardized meaning under IFRS and therefore may not be comparable to similar measures used by other companies.

	Three months ended		Six months ended	
	Sept 30, 2022	Sept 30, 2021	**Sept 30, 2022**	Sept 30, 2021
Cash used in operating activities	**(803)**	(917)	**(1,659)**	(1,889)
Changes in non-cash working capital	**77**	(225)	**19**	(203)
Operating cash flow	**(726)**	(1,142)	**(1,640)**	(2,092)

OFF-BALANCE SHEET ARRANGEMENTS AND PROPOSED TRANSACTIONS

The Company has no off-balance sheet arrangements or proposed transactions other than the transactions disclosed in this MD&A.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The financial instruments on the Company's balance sheet include cash, accounts receivable and accounts payable. The carrying value of these instruments approximates their fair value due to the short term nature of the instruments. The Company manages its risk through its policies and procedures, but other than as described above has not generally used derivative financial instruments to manage risks.

RELATED PARTY TRANSACTIONS

As required under IAS 24, related party transactions include compensation paid to the Company's CEO, COO, Chairman and CFO as well as to the remaining board members as part of the ordinary course of the Company's business. The Company reports that no related party transactions have occurred during the reporting period other than ongoing compensation as disclosed in the table below.

The Company is of the view that the amounts incurred for services provided by related parties approximates what the Company would incur to arms-length parties for the same services. Compensation paid to key management is as follows:

	Three months ended		**Six months ended**	
	Sept 30, 2022	Sept 30, 2021	**Sept 30, 2022**	Sept 30, 2021
Stock-based compensation	**20**	49	**46**	107
Management wages and director fees	**237**	237	**474**	474
Total management compensation	**257**	286	**520**	581

The breakdown for the related party transactions during the six months ended September 30, 2022:

Related Party	**Role**	**Salaries**	**Stock-based compensation**	**Total**
Abdel Badwi	Executive Chairman and Director	120	17	137
Toby Pierce	CEO and Director	120	-	120
Suneel Gupta	VP and COO	90	13	103
Barry MacNeil	CFO	90	-	90
Gavin Wilson	Independent Director	18	-	18
Keith Hill	Independent Director	18	-	18
Tom Hickey	Independent Director	18	2	20
Shawn Reynolds	Independent Director	-	14	14
		474	46	520

SHARE CAPITAL

a. At September 30, 2022, there were 91,766,252 common shares, 7,500,000 stock options outstanding and 6,250,000 warrants outstanding.

b. At November 29, 2022, there were 155,016,252 common shares, 7,500,000 stock options outstanding and 6,250,000 warrants outstanding.

The Company has one class of common shares. No class A or class B preference shares have been issued.

SUBSEQUENT EVENTS

On September 22, 2022, the Company was awarded the PSA for the development of the unconventional ARF reservoir in BED-1 by BPCO, subject to various conditions. The two financial conditions being a signature bonus of US$3.0 million ($4.0 million) payable to BPCO and the Letter of Guarantee of US$6.0 million ($8.3 million) in favor of BPCO for work commitments to be completed. The PSA was formally signed on October 13, 2022. During the quarter ended September 30, 2022, the signature bonus that the Company paid prior to signing the PSA is classified as deposits on the balance sheet. The Letter of Guarantee was put in place subsequent to September 30, 2022 and has met that commitment.

On November 4, 2022, the Company announced the closing of a public offering of 63,250,000 common shares of the Company, at a price of $0.40 per common share for aggregate gross proceeds of $25.3 million. The aggregate underwriters' fee paid to the underwriters in connection with the offering was $1.4 million.

On November 14, 2022, the Company filed a revised annual information form on SEDAR for the year ended March 31, 2022, amending and restating the previously filed annual information form as of July 25, 2022. Furthermore, the Company has amended and restated its annual filings under National Instrument 51-101 – *Standards of Disclosure for Oil and Gas Activities*.

On November 22, 2022, the Company announced the results of its independent resources evaluation of the ARF reservoir in BED-1 dated November 21, 2022, which was prepared by RPS Energy Canada Ltd., a qualified independent reserves evaluator appointed by the Company.

SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of the condensed consolidated interim financial statements requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues, expenses and the disclosure of contingencies. Such estimates primarily relate to unsettled transactions and events as of the date of the condensed consolidated interim financial statements. These estimates are subject to measurement uncertainty. Actual results could differ from and affect the results reported in these condensed consolidated interim financial statements.

Areas of judgment that have the most significant effect on the amounts recognized in these condensed consolidated interim financial statements are recoverability, deferred tax assets and liabilities and functional currency.

Key sources of estimation uncertainty that have the most significant effect on the amounts recognized in these condensed consolidated interim financial statements are recoverability, deferred tax assets and liabilities, determination of the fair values of stock-based compensation and assessment of contingencies.

Income taxes

The calculation of income taxes requires judgment in applying tax laws and regulations, estimating the timing of the reversals of temporary differences, and estimating the reliability of deferred tax assets. These estimates impact current and deferred income tax assets and liabilities, and current and deferred income tax expense (recovery).

Stock-based compensation

The calculation of stock-based compensation requires estimates of volatility, forfeiture rates and market prices surrounding the issuance of stock options. These estimates impact stock-based compensation expense and stock-based payment reserve.

Functional currency

The determination of a subsidiary's functional currency often requires significant judgment where the primary economic environment in which they operate may not be clear. This can have a significant impact on the consolidated results of the Company based on the foreign currency translation methods used.

Contingencies

Contingencies are resolved only when one or more events transpire. As a result, the assessment of contingencies inherently involves estimating the outcome of future events.

FUTURE CHANGES IN ACCOUNTING POLICIES

None noted.

CHANGES IN ACCOUNTING POLICIES

None noted.

BUSINESS RISKS AND UNCERTAINTIES

The Company, like all companies in the international oil and gas sector, is exposed to a variety of risks which include title to oil and gas interests, the uncertainty of finding and acquiring reserves, funding and developing those reserves and finding storage and markets for them. In addition there are commodity price fluctuations, interest and exchange rate changes and changes in government regulations. The oil and gas industry is intensely competitive and the Company must compete against companies that have larger technical and financial resources. The Company works to mitigate these risks by evaluating opportunities for acceptable funding, considering farm-out opportunities that are available to the Company, operating in politically stable countries, aligning itself with joint venture partners with significant international experience and by employing highly skilled personnel. The Company also maintains a corporate insurance program consistent with industry practice to protect against losses due to accidental destruction of assets, well blowouts and other operating accidents and disruptions. The oil and gas industry is subject to extensive and varying environmental regulations imposed by governments relating to the protection of the environment and the Company is committed to operate safely and in an environmentally sensitive manner in all operations.

There have been no significant changes in these risks and uncertainties during the period ended September 30, 2022.

Please also refer to "Forward Looking Statements".

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting. Any system of internal control over financial reporting, no matter how well designed, has inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

There have been no changes in the Company's internal control over financial reporting during the period ended September 30, 2022, that have materially affected, or are reasonably likely to materially affect, its internal control over financial reporting.

The following pertains to the Company's MD&A for the period ended September 30, 2022, confirming that the Company is in compliance with disclosure controls and procedures and internal controls over the financial reporting period.

The Company's management, with the participation of its CEO and CFO, have evaluated the effectiveness of the Company's disclosure controls and procedures. Based on that evaluation, the Company's CEO and CFO have concluded that, as of the end of the year covered by this report, the Company's disclosure controls and procedures were effective to provide reasonable assurance that the information required to be disclosed by the Company in reports it files is recorded, processed, summarized and reported, within the appropriate time periods. Required information is accumulated and communicated to management, including the CEO and CFO, as appropriate to allow timely decisions regarding required disclosure.

The Company's management, including the CEO and the CFO, are responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is a process designed by, or under the supervision of, the Company's CEO and CFO and effected by the board, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of condensed consolidated interim financial statements for external purposes in accordance with IFRS. The Company's internal control over financial reporting includes those policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets and liabilities of the Company;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with IFRS, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the company; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the condensed consolidated interim financial statements.

The Company's management assessed the effectiveness of the Company's internal control over financial reporting as of September 30, 2022. In making the assessment, it used the criteria set forth in the Internal Controls Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on their assessment, management has concluded that, as of September 30, 2022, the Company's internal control over financial reporting was effective based on those criteria.

Additional information relating to the Company is available on Sedar at www.sedar.com.

FORWARD LOOKING STATEMENTS

The MD&A contains forward-looking statements within the meaning of securities laws, including the "safe harbour" provisions of Canadian securities legislation. Forward-looking statements and information concerning anticipated financial performance are based on management's assumptions using information currently available. Material factors or assumptions used to develop forward-looking information include drilling programs and results, facility and pipeline construction operations and enhancements, potential business prospects, growth strategies, the ability to add production and reserves through development and exploration activities, the ability to reduce costs and extend commitments, projected capital costs, government legislation, well performance, the ability to market production, the commodity price environment and quality differentials and exchange rates. Management also assumes that the Company will continue to be able to maintain permit tenures in good standing, that the Company will be able to access equity capital when required and that the Company will maintain access to necessary oil and gas industry services and equipment to conduct its operations. Although management considers its assumptions to be reasonable based on these factors, they may prove to be incorrect.

Forward-looking information is often, but not always, identified by the use of words such as "anticipate", "assume", "believe", "estimate", "expect", "forecast", "guidance", "may", "plan", "predict", "project", "should", "will", or similar words suggesting future outcomes. Forward-looking statements in this MD&A include, but are not limited to, statements with respect to oil and natural gas operations and acquisitions; statements regarding boe/d production capabilities; and other statements set out herein. Also included in this MD&A are forward-looking statements regarding the achievement of any of the event specific payments and the benefits to TAG of the gross overriding royalties. In making the forward-looking statements in this release, TAG has applied certain factors and assumptions that are based on information currently available to TAG as well as TAG's current beliefs and assumptions made by TAG, including that the NZ Transaction will benefit TAG, that TAG's New Zealand business that it sold will continue to be operated in a way that is beneficial to TAG and results in the achievement of the event specific payments and payment pursuant to the gross overriding royalty. That TAG's Australian business that it sold will continue to be operated in a way that is beneficial to TAG and results in the payment pursuant to the gross overriding royalty.

Because forward-looking information addresses future events and conditions, it involves risks and uncertainties that could cause actual results to differ materially from those contemplated by the forward-looking information. These risks and uncertainties include, but are not limited to: access to capital, commodity price volatility; well performance and marketability of production; transportation and refining availability and costs; exploration and development costs; infrastructure costs; the recoverability of reserves; reserves estimates and valuations; the Company's ability to add reserves through development and exploration activities; accessibility of services and equipment; fluctuations in currency exchange rates; and changes in government legislation and regulations. Risks with respect to the NZ Transaction include the risk that TAG's New Zealand business that it sold will not be operated in a way that is beneficial to TAG or results in the achievement of the event specific payments pursuant to the gross overriding royalty. Risks with respect to TAG's Australian business that it sold include the risk that it will not be operated in a way that is beneficial to TAG or results in the achievement of the pursuant to the gross overriding royalty.

The forward-looking statements contained herein are as of September 30, 2022 and are subject to change after this date. Readers are cautioned that the foregoing list of factors that may affect future results is not exhaustive and as such undue reliance should not be placed on forward-looking statements. Except as required by applicable securities laws, with the exception of events or circumstances that occurred during the period to which the MD&A relates that are reasonably likely to cause actual results to differ materially from material forward-looking information for a period that is not yet complete that was previously disclosed to the public, the Company disclaims any intention or obligation to update or revise these forward-looking statements, whether as a result of new information, future events or otherwise.

Disclosure provided herein in respect of boe (barrels of oil equivalent) may be misleading, particularly if used in isolation. A boe conversion ratio of 6 Mcf:1bbl is based on an energy equivalency conversion method primarily applicable at the burner tip and does not represent a value equivalency at the wellhead.

CORPORATE INFORMATION

DIRECTORS AND OFFICERS

Abdel (Abby) Badwi,
Executive Chairman and Director
Alberta, Canada

Toby Pierce, CEO and Director
British Columbia, Canada

Keith Hill, Director
Florida, USA

Thomas Hickey, Director
Maisons-Laffitte, France

Shawn Reynolds, Director
New Jersey, USA

Gavin Wilson, Director
Zurich, Switzerland

Suneel Gupta, VP and COO
Alberta, Canada

Barry MacNeil, CFO
British Columbia, Canada

Giuseppe (Pino) Perone,
General Counsel and Corporate Secretary
British Columbia, Canada

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Deloitte
Chartered Professional Accountants
Calgary, Alberta

REGISTRAR AND TRANSFER AGENT

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100 University Avenue, 9th Floor
Toronto, Ontario
Canada M5J 2Y1

Telephone: 1-800-564-6253
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The Annual General Meeting was held on December 2, 2021 at 10:00 am in Vancouver, British Columbia, Canada.

SHARE LISTING

TSX Venture Exchange *(TSX-V)*
Trading Symbol: TAO
OTCQX Trading Symbol: TAOIF

SHAREHOLDER RELATIONS

Telephone: 604-682-6496
Email: ir@tagoil.com

SHARE CAPITAL

At November 29, 2022, there were 155,016,252 shares issued and outstanding.
Fully diluted: 168,766,252 shares.

WEBSITE

www.tagoil.com

SUBSIDIARIES (at September 30, 2022)

TAG Energy International Ltd.
TAG Petroleum Egypt Ltd.
TAG Oil (NZ) Limited
TAG Oil (Offshore) Limited
Trans-Orient Petroleum Ltd.
Orient Petroleum (NZ) Limited
CX Oil Limited