PROSPERA ENERGY INC.
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE YEARS AND QUARTERS ENDED
JUNE 30, 2018 AND 2017

GENERAL

The following Management Discussion and Analysis ("**MD&A**") prepared as of June 30, 2018, and dated August 28, 2018, is provided for the purpose of reviewing the results for the quarter ended June 30, 2018 and is intended to assist in the full understanding of the trends and significant changes in the global financial condition and results of operations as at June 30, 2018 and year ended December 31, 2017. This discussion and analysis of the performance, financial condition and future prospects of Prospera Energy Inc. (the "**Corporation**" or "**Prospera**") should be read in conjunction with the Corporation's audited financial statements for the year ended December 31, 2017 together with the notes thereto.

Petroleum and natural gas reserves and volumes are converted to a common unit of measure on a basis of six thousand cubic feet (Mcf) of gas to one barrel (bbl) of oil. BOEs may be misleading, particularly if used in isolation. The forgoing conversion ratio is based on an energy equivalency conversion method primarily applicable at the burner tip and does not represent a value equivalency at the wellhead. This conversion conforms to the Canadian Securities Regulators' National Instrument 51-101 – Standards of Disclosure for Oil and Gas Activities. For the purpose of this MD&A, oil is defined to include the following commodities: light and medium oil and primary heavy oil.

Amounts are shown in Canadian dollars unless otherwise stated. All production volumes disclosed herein are sales volumes.

BASIS OF PRESENTATION

Georox prepares its financial statements in accordance with International Financial Reporting Standards ("**IFRS**").

Forward Looking Statements

This discussion includes certain statements that may be deemed "forward-looking statements". All statements in this discussion, other than statements of historical facts that address activities, events or developments that Georox expects are forward looking statements. The Corporation believes the expectations expressed in such forward-looking statements are based on reasonable assumptions which the Corporation is required to make regarding future events and may constitute forward-looking statements within the meaning of applicable securities laws. Management's assessment of future plans and operations, capital expenditure requirements, methods of financing and the ability to fund financial liabilities, changes in royalty rates and the timing and impact of accounting policies may constitute forward-looking statements under applicable laws and necessarily involve risks including and without limitation, risks associated with oil and gas exploration, development and exploitation, production, marketing and transportation, loss of markets, volatility of commodity prices, currency fluctuations imprecision of reserve estimates, environmental risks, competition from, other producers, the inability to fully realize the benefits of acquisitions, delays resulting from, or inability to obtain, required regulatory approvals and ability to access sufficient capital from internal and external sources. Readers and investors are cautioned that such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. Factors that could cause actual results to differ materially from those in the forward-looking statements include market prices, exploration and exploitation successes, continued availability of capital and financing and general economic, market or business conditions.

Although the Corporation believes the expectations reflected in such forward-looking statements are reasonable, it can give no assurance that such expectations will be realised. The use of any of the words "anticipate", "believe", "continue", "estimate", "expect", "may", "will", "forecast", "project", "plan", "should" and similar expressions are intended to identify forward-looking information. These statements are subject to certain risks and uncertainties *and may be based on assumptions that could cause actual results to differ materially from those anticipated or implied in the forward-looking statements. The risks associated with these forward-looking statements include, but are not limited to, the following:*

- *Fluctuations in oil production levels;*
- *Volatility in market prices for gas, liquids and oil*
- *Uncertainties associated with estimating reserves;*
- *Well production and decline rates;*
- *Changes in the general economic conditions in Canada and Worldwide;*
- *The effects of weather conditions;*
- *The ability of Georox to obtain financing including equity and debt, and*
- *Actions taken and policies by governmental or regulatory authorities including changes to tax laws, incentive programs, royalty calculations and environmental regulations.*

Additional information related to the Corporation is available on SEDAR at www.sedar.com, and on the Corporation's website at www.georoxresources.com.

General Risk Factors

The continuation of the Corporation as a going concern is dependent upon the ability of the Corporation to obtain necessary equity or other financing to continue exploring its oil and gas properties and to attain sufficient profitable operations.

DESCRIPTION OF BUSINESS

Prospera is a Canadian natural resources corporation presently engaged in the acquisition, exploration and development of oil and gas properties in Western Canada.

The Corporation was incorporated on April 14, 2003, under the *Canada Business Corporations Act* ("**CBCA**").The Corporation's shares initially began trading on the TSX Venture Exchange under the trading symbol "ORR" on March 29, 2005 and on the Frankfurt Exchange under the trading symbol "OF6" on June 21, 2006. On August 25, 2008, the Corporation's name was changed to "Georox Resources Inc." and the TSX Venture Exchange trading symbol changed to "GXR". On June 28, 2018 the Corporation changed its name to "Prospera Energy Inc. and the TSX Venture Exchange symbol changed to "PEI".

OVERALL PERFORMANCE

Revenues from operations were $642,095 for Q2, 2018 with royalty expenses of $46,406. The Corporation recorded net income of $904,787 for Q2, 2018 as compared to a loss of ($418,228) for Q2, 2017. The profit arose as a result of a gain on acquisition of interest on properties the Corporation purchased on June 11, 2018 from an arms length party. The properties are in Southwest Saskatchewan (Luseland, Hearts Hill and Cuthbert) and Eastern Alberta and the total purchase price of $5.4 million (net to the Corporation is $1.1 million – 20% interest in the transaction). There are 64 sections, 252 oil and gas producing wells. For the month of June 19 days of revenues have been included for Q2 from these properties with its interest of 20%. For Q1 production average was 82 barrels per day as compared to Q2 of 100 boes per day. The Corporation's average selling price for the Q2 in 2018 was $60.63 Cdn per boe.

Working capital for the quarter ended June 30, 2018 was ($7,784,495) as compared to the quarter ended June 30, 2017 of ($6,707,921). The Corporation's loan has matured on July 31, 2018. The Corporation is in discussion with its lender to for an extension of one year and expects to finalize an agreement within two to four weeks.

NON – IFRS MEASURES

The financial data presented herein has been prepared in accordance with IFRS. The Corporation has also used certain measures of financial reporting that are commonly used as benchmarks within the oil and natural gas production industry in the following MD&A discussion. The measures are widely accepted measures of performance and value within the industry, and are used by investors and analysts to compare and evaluate oil and natural gas exploration and producing entities. Most notably, these measures include "operating netback", "funds flow from (used in) operations".

Operating netback is a benchmark used in the crude oil and natural gas industry to measure the contribution of oil and natural gas sales and is calculated by deducting royalties and operating expenses from revenues. Management utilizes this measure to analyze operating performance.

Funds from operations is cash flow from operating activities before changes in non-cash working capital and certain other items, and is used to analyze operations, performance and liquidity. The Corporation considers funds flow from operations a key measure as it demonstrates the Corporation's ability to generate the cash flow necessary to fund future growth through capital investment and to repay debt. The Corporation's calculation of funds flow from operations may not be comparable to that reported by other companies.

These measures are not defined under IFRS and should not be considered in isolation or as an alternative to conventional IFRS measures. These measures and their underlying calculations are not necessarily comparable or calculated in an identical manner to a similarly titled measure of another entity. When these measures are used, they are defined as "Non IFRS" and should be given careful consideration by the reader as non-IFRS financial measures do not have a standardized meaning prescribed by IFRS and are therefore unlikely to be comparable to similar measures presented by other issuers.

NOTE REGARDING BOES AND MCFS

In this MD&A, barrels of oil equivalent ("boe") are derived by converting gas to oil in the ratio of six thousand cubic feet ("Mcf") of gas to one barrel ("bbl") of oil (6 Mcf: 1 bbl) and one thousand cubic feet of gas equivalent ("Mcfes") are derived by converting oil to gas in the ratio of one bbl of oil to six Mcf (1 bbl: 6 Mcf). Boes and Mcfes may be misleading, particularly if used in isolation. A boe conversion of 6 Mcf of natural gas to 1 bbl of oil, or a Mcfe conversion ratio of 1 bbl of oil to 6 Mcf of natural gas is based on an energy equivalency conversion method primarily applicable at the burner tip and does not represent a value equivalency at the well head. Given that the value ratio based on the current price of oil as compared to natural gas is significantly different from the energy equivalency of 6:1 utilizing a conversion on a 6:1 basis may be misleading as an indication of value.

SELECTED FINANCIAL INFORMATION

Quarter Ended	**June 30, 2018 $**	**June 30 2017 $**	**June 30 2016 $**
Petroleum Revenues (Gross)	642,095	$ 526,353	474,244
Funds From Operations	124,135	(233,266)	(128,666)
Net Income/(Loss) from Operations	904,787	(418,228)	(368,072)
er share – Basic and diluted	0.02	(0 .06)	(0.02)
Total Assets	20,689,696	7,370,627	8,164,612
Total Current liabilities	8,894,696	(7,025,225)	(16,29,981)
Weighted average common shares	28,075,771	22,415,384	45,642,503

	June 30, 2018 $	**Mar 31, 2018 $**	**Dec 31 2017 $**	**Sept 30, 2017 $**	**June 30, 2017 $**	**March 31, 2017 $**	**Dec 31, 2016 $**	**Sept 30, 2016 $**
Revenue	642,095	388,194	391,064	344,932	526,353	517,707	590,226	485,219
Net Profit/(Loss)	904,787	(176,901)	(1,043,807)	(261,052)	(418,228)	(244,834)	(676,442)	(309,426)
Net Profit (Loss) per Share	0.02	(0.01)	(0.08)	(0.01)	(0.06)	(0.01)	(0.03)	(0.01)

Over the past eight quarters, the Corporations's oil and gas revenues have fluctuated due to changes in production, movement in CDN $ and the WTI benchmark price, the oil differentials and partially offset by a stronger Canadian dollar. The fluctuation was also caused by an increase in production due to the acquisition of properties and incorporation of 19 days production from these properties with an interest of 20% in the acquisition. Net Income was mainly due to the gain on acquisition. Average selling price was $60.63 per boe in Q2.

Netback

Total production and sales for the Q2 ended June 30, 2018 and 2017 was 10,591 and 9,559 boes, with a production increase of 1,032 boes in Q2 of 2018. Average netback for the three months in Q2 of 2018 and 2017 were $37.87 and $12. Increase in netback for Q2 occurred because the Corporation operated its own wells and did not use third party facilities for water disposal and oil processing. In addition volume production from the newly acquired properties significantly helped and with the price differential decreasing, resulting in the increased netback which is reflected in Q2. The average production for the quarter is 100 boes per day.

Royalties

Total royalties are the combination of royalties paid on crown lands, royalties paid on freehold lands, and gross overriding royalties. However, the overall corporate royalty rates under the Alberta Royalty Framework ("ARF") are sensitive to both commodity prices and production levels. Therefore royalty rates and royalties under ARF will fluctuate with commodity prices, well production rates, production decline of existing wells and performance and locations of new wells drilled. Royalty expense for Q2, 2018 was $4.38 per boe as compared Q2 $6.93 per boe in 2017.

Operating Cost

All activities associated with operating the wells and facilities are included in the operating expenses. They include such items as gathering, processing and treating, compression, hauling, lifting and production storage. The average operating cost per boe for Q2 of 2018 was $37.87 as compared to Q2 of 2017 of $36.70 per boe. In 2018, the average operating cost increased due to an increase in general well servicing, water disposal and processing fees. In Q2, the Corporation operated all of its wells in the Red Earth area thereby only incurring minor costs for processing and water disposal fees. Increase also occurred due to increase in production on the properties acquired. However operating costs tended to fluctuate from month to month depending on the amount of well servicing required to maintain production levels. Management continues to monitor operating costs to minimize expenses where possible.

Transportation Costs

Transportation costs represent 5% of total revenue in Q2 of 2018. On a per boe basis, the cost was $3.05 in Q2, 2018 as compared to $3.44 per boe in Q1 of 2018. The decrease in this cost in Q2, 2018 is largely due to higher volume of fluids being transported to move marketable crude oil to selling points. Transportation costs included clean oil trucking and hauling, treating and processing fees, gathering and transmission and compression fees. There has been a small reduction in trucking costs due to system modifications and upgrades in the facilities. The transportation costs are dependent on a variety of factors such as the method of transportation, the distances covered, the rates charged by the carriers, quantities shipped, cost of fuel, the type of service offered, as well as ownership of the transportation facilities.

General and Administrative

The general and administrative costs for Q2, 2018 and Q2, 2017 are $140,974 and $240,830. In Q2, 2018 the cost was lower due to decrease in marketing, consulting, office expenses including salaries and computer software. The cost reflects the cost of managing the Corporation's properties and associated activities and includes, legal, transfer agent fees, reserve evaluation fees, audit and accounting and other professional fees. Propsera continually directs significant efforts to maintaining or reducing its controllable costs. Administrative costs represent 21% of sales in Q2, 2018 as compared to 36% of sales in Q2, 2017. In Q2, 2018, administrative costs were lower and sales were higher. Increased legal costs occurred for the renewal of the loan that the Corporation has with its lenders.

Stock Based Compensation costs are non-cash charges which reflect the estimated value of stock options granted to officers, employees and consultants. The fair value of all stock options granted is recorded as a charge to operations over the period from the grant date to the vesting date of the option. In 2017, 350,000 options were granted to directors of the Corporation. For the options issued in 2017, 150,000 expire in 2 years, and 200,000 expire in 3 years. The 350,000 options granted in 2017 vest 1/3 immediately, 1/3 on June 30, 2018, and 1/3 on December 31, 2018. The 1,000,000 options granted in 2016 vest 1/4 immediately, 1/4 on April 7, 2017, 1/4 on October 7, 2017 and 1/4 on April 7, 2018 and all of these options expire in 5 years from the grant date. During the quarter ended June 30, 2018 no options were granted to directors of the Corporation.

In Q2 of 2018, stock-based compensation of $6,668 (June, 2017 – $11,355), was recorded relating to stock options which vested during Q2.

Depletion, Depreciation and Impairment

Impairment is estimated based on the higher of fair value less costs to sell and value in use. The value in use is derived using the forecasted cash flows related to both proved and probable reserves, with escalating prices and future development costs as estimated in Sproule's report. The recoverable amounts are estimated based on the discount rates of 15%.

On a per boe basis, the rate of depletion, depreciation and impairment ("DDA") was at an average of $17 per boe in Q2 of 2018 as compared to $17 per boe in Q2, 2017 with no significant change. The Corporation used proved and probable reserves under IFRS for the calculation of DDA.

Decommissioning Liabilities

The Corporation estimates the total inflation-adjusted undiscounted amount of cash flow required to settle its asset retirement obligations, before salvage proceeds, at June 30, 2018 to be $10,047,081 and June 30, 2017 - $1,606,223 which will be incurred at various times over the next twenty years. The fair value of the decommissioning liability was calculated using the risk free rates ranging from 1.84% to 2.19% and an inflation factor of 2.0% (June 30, 2017 - 1.1% to 2.07% and 2.0% respectively). Settlement of the obligations will be funded from general corporate funds at the time of retirement. As at June 30, 2018 no funds have been set aside to settle these obligations.

LIQUIDITY AND CAPITAL RESOURCES

The financial statements have been prepared on a going concern basis which assumes that the Corporation will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. As at June 30, 2018 the Corporation's market capitalization value was $3,002,498. The Corporation expects to finance its working capital deficiency and its ongoing working capital requirements through cash and adjusted funds flow from operations. The continuing operations of the Corporation are dependent upon its ability to continue to raise adequate financing in the future.

Liquidity risk

The Corporation's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet its liabilities when due. As at June 30, 2018, the Corporation does not have sufficient cash equivalent to settle its trade and other payables of ($3,360,025) and (December 31, 2017 (2,276,006). The Corporation's working capital deficiency at June 30, 2018 was $7,784,495) June 30, 2017 – ($6,707,921). All of the Corporation's financial liabilities have contractual maturities of 30 days or less and are subject to normal trade terms and are scheduled for payment within one year. Currently, the Corporation is not in compliance with its covenants.

On May 28, 2018 the Corporation completed a non-brokered private placement (the "**Private Placement**") of 18,000,000 common shares on an oversubscribed basis for subscriptions of 19,700,000 common shares. The offering was $0.05 per share for aggregate gross proceeds of $985,000. All securities in the Private Placement are subject to a four month hold period from closing. The Private Placement proceeds were used for the payment of the balance of its share of purchase price relating to the acquisition of oil and gas assets announced on March 26, 2018 and for general working capital. Finder's fees of $74,406 were paid in cash and by 120,000 common share issued at a deemed price of $0.05.

In July 2017, the Corporation completed a Private Placement of 3,044,570 Units of the Corporation's at a price of $0.07 per Unit for aggregate gross proceeds of $213,120. Each Unit consisted of one Common Share of the Corporation and one half of a Common Share Purchase Warrant. Each Warrant shall be exercisable for one Common Share at a price of $0.14 per Common Share for a period to and including May 22, 2019. All securities in the Private Placement were subject to a four month hold period from closing.

In July 2017, Georox issued Common Shares in connection with arrangements with a consultant. Georox issued 200,000 Common Shares at a price of $0.05 per share and 153,846 Common Shares at a price of $0.065 per share for services rendered to the Corporation by a Consultant.
Subsequent to the end of Q1, the Corporation issued Common Shares of 19,700,000 for gross proceeds of $985,000.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Corporation's cash and cash equivalents are exposed to minimal interest rate risk.

The Corporation continues to assess its petroleum and natural gas projects and plans to raise additional equity amounts as needed to fund development opportunities, accounts payable and acquisitions and to maintain sufficient working capital to meet administrative expenditures.

The Corporation considers its capital structure to be working capital. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Corporation, is reasonable. There were no changes in the Corporation's approach to capital management during the quarter ended June 30, 2018.

Credit Facilities

During the year ended December 31, 2015, the Corporation had an agreement with a financial institution for a revolving line of credit of $975,000 and a $200,258 non-revolving demand loan facility (the “Senior Lender Facilities”).

On May 9, 2014, subsequently amended on June 9, 2015, June 12, 2015 and September 24, 2015, the Corporation entered into an agreement with a mezzanine financer for a credit facility subordinated to the Senior Lender Facilities, repayable on November 30, 2015 bearing interest at 12% (the “Mezzanine Financing”).

On February 16, 2016, the Corporation restructured and consolidated its credit facilities. The Corporation’s mezzanine financier (the “Lender”), consolidated the Corporation’s Senior Lender Facilities with the Mezzanine Financing (the “Credit Facility”). The amendments to the Mezzanine Financing were deemed to be a substantial modification of terms. As such, the existing Mezzanine Financing was extinguished at its carrying value and the Credit Facility was recognized as a new liability at fair value. The difference between the carrying value of the original debt and the fair value of the modified debt was recorded as a gain on extinguishment of the Credit Facility in the amount of $14,137 in the statements of loss and comprehensive loss for year ended December 31, 2016.

On September 6, 2017, the Corporation amended the Credit Facility and obtained additional financing from the Lender. The amended Credit Facility (“Credit Facility A”) has a maturity date of July 31, 2018 (changed from April 30, 2018) and an interest rate of 10% per annum. In the event of default, the interest rate increases to 19% per annum. Additional financing of up to $600,000 (“Credit Facility B”) was extended by the Lender for the purpose of funding a waterflood project at the Corporation’s Red Earth property. Credit Facility B has a maturity date of July 31, 2018 and has an interest rate of 12% per annum, increasing to 19% per annum in the event of default.

On March 27, 2018, the Corporation amended Credit Facility B to add additional security of a promissory note for $125,000 and to increase the sum of the first supplemental debenture to $7,500,000 from $4,000,000. The amount available under Credit Facility B has increased to $725,000 (from $600,000) and is to be used for the purpose of funding a waterflood project and paying outstanding property taxes at the Corporation’s Red Earth property.

As at March 31, 2018, $4,627,525 (March 31, 2017 - $4,671,063) was outstanding on Credit Facility A and $537,600 (March 31, 2017 – nil) was outstanding on Credit Facility B.

Principal repayments on Credit Facility B are $30,000 per month commencing November 30, 2017, increasing to $50,000 commencing January 31, 2018. Principal repayments on Credit Facility A of $50,000 per month shall begin on the last day of the month following the repayment of Credit Facility B.

The Credit Facilities A and B (collectively, the “Amended Credit Facilities”) are secured by promissory notes for $4,622,945 and $600,000, a $25,000,000 fixed and floating charge debenture, a general security agreement on the assets of the Corporation and a $4,000,000 debenture from the Corporation providing a security interest in all present and after-acquired personal property, a fixed charge on all the oil and gas assets and a floating charge over all other present and after-acquired real property.

Participation fee

Per the terms of the Amended Credit Facilities, the Lender is entitled to a participation fee on the 2018 net revenues (defined as total revenues less royalties) up to a cumulative amount of $500,000. The participation fee is due on April 30, 2018.

Covenants

The Corporation is subject to the following covenants under the Amended Credit Facilities:

- A 1.0:1.0 current ratio;
- A Secured Debt to Trailing Cash Flow at or below:
    - 8.0:1.0 during the quarter ended June 30, 2016;
    - 6.0:1.0 during the quarter ended September 30, 2016
    - 4.0:1.0 during the quarter ended December 31, 2016; and,
      3.0:1.0 during the quarter ended March 31, 2017 and thereafter.

- A corporate Licensee Liability Rating ("LLR") of 1.5 or greater; and,
- Maintain monthly sales production of 140 boe/day commencing April 30, 2016.

At December 31, 2017 and December 31, 2016, the Corporation was in breach of all the covenants except for maintaining an LLR of 1.5 or greater. As a result of the breach of covenants, the Corporation accrued interest at 19% from January 1, 2017 to December 31, 2017 amounting to $423,153 (December 31, 2016 - $278,588).

As a result of defaults relating to financial covenants and failure to make required principal repayments as required by the February 16, 2016 amendment to the Credit Facility, on September 8, 2017, the Corporation entered into a Forbearance Agreement and a Quitclaim with the Lender.

The Quitclaim provides for the transfer of title in the petroleum and natural gas assets and interests owned by the Corporation as satisfaction for all indebtedness and obligations to the Lender. In conjunction with the Quitclaim, the Corporation has also entered into a Forbearance Agreement that states that the Lender will refrain from enforcing the Quitclaim or any of the following rights until July 31, 2018:

- Terminate the Amended Credit Facilities;
- Cease to make available or extend any such Amended Credit Facilities;
- Accelerate payment of the Amended Credit Facilities; and,
- Appoint a receiver to manage the Corporation's assets.

At present the Corporation is in default at maturity and is in discussion with its lender to renew the loan. The loan renewal is expected to be renewed within two to six weeks as of date August 28, 2018.

Credit facilities *(continued)*

The following table summarized the accounting for the Credit Facilities:

		Debt		Derivative liability		Total
Balance, December 31, 2015	$	3,332,023	$	3,521	$	3,335,544
Revaluation of derivative at February 16, 2016		-		10,593		10,593
Extinguishment of original credit facility		(3,332,023)		(14,114)		(3,346,137)
New Credit Facility		4,465,394		48,027		4,513,421
Additions to Credit Facility		17,027		-		17,027
Principal repayment		(25,000)		-		(25,000)
Unpaid interest added to Credit Facility		77,006		-		77,006
Accretion		136,636		-		136,636
Revaluation of derivative at December 31, 2016		-		(18,246)		(18,246)
Balance, December 31, 2016	$	4,671,063	$	29,781	$	4,700,844
Additions to Credit Facility A		6,217		-		6,217
Amounts advanced under Credit Facility B		417,180		-		417,180
Principal repayment		(30,000)		-		(30,000)
Accretion		131,066		-		131,066
Unpaid deferred fee added to Credit Facility A		74,250		-		74,250
Revaluation of derivative at December 31, 2017		-		(14,390)		(14,390)
Balance, December 31, 2017	$	5,269,776	$	15,391	$	5,285,167
Amounts advanced under Credit Facility B		**300,000**		**-**		**300,000**
Principal repayment		**(60,000)**				**(60,000)**
Balance, June 30, 2018	**$**	**5,509,776**		**15,391**	**$**	**5,525,167**

The accretion, interest and revaluation of derivative are charged to finance expense in the statements of loss and comprehensive loss.

The derivative financial liability was measured at fair value using the Black-Scholes valuation model, with the change to the fair value being recorded in finance expense as a gain on the derivative revaluation. The fair value of the derivative financial liability was determined using the following level 2 assumptions:

	December 31, 2017	December 31, 2016
Risk-free interest rate (%)	1.66	0.73
Expected life (years)	0.13	1.13
Expected volatility (%)	287	156
Expected dividends	-	-
Exercise price ($)	0.15	0.05
Share price ($)	0.13	0.05

Going concern

The Financial Statements and this MD&A have been prepared on a going concern basis, which implies the Corporation will continue to realize its assets and discharge its liabilities in the normal course of business. The Corporation generated net income of $904,787 for Q2, 2018 due to the gain on acquisition as compared to ($418,228) in Q2, 2017. As of June 30, 2018, the Corporation had a working capital deficiency of ($7,784,495), (June 30, 2017 – $7,204,444), and an accumulated deficit of $14,765,071. (June 30, 2017 – $13,769,869). As such, there is material uncertainty related to these conditions that may cast significant doubt on the Corporation's ability to continue as a going concern and therefore, it may be unable to realize its assets and discharge its liabilities in the normal course of business. The continuation of the Corporation as a going concern is dependent upon the ability of the Corporation to obtain necessary equity or other financing to continue exploring its oil and gas properties, and/or to attain sufficient profitable operations. The ability of the Corporation to be successful in obtaining financing cannot be predicted at the present time. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Corporation be unable to continue as a going concern.

OUTSTANDING SHARES

Share capital

(a) Authorized
Unlimited number of Common Shares

(b) Issued

	2018		*2017*	
	Number of Shares	***Amount***	*Number of Shares*	*Amount*
Balance, beginning of year	**26,372,311**	**$ 10,243,391**	22,973,895	$10,106,434
Balance December 31, 2018	**46,372,311**	**11,175,891**	22,973,895	$10,106,434

During the quarter ended June 30, 2018, the Corporation completed a non-brokered private placement (the "**Private Placement**") of 19,700,000 Common Shares at a price of $0.05 per share for aggregate gross proceeds of $985,000. All securities in the Private Placement are subject to a four month hold period from closing. The Private Placement proceeds was used for the payment of the balance of its share of purchase price relating to the acquisition of oil and gas assets in South West Saskatchewan and for general working capital. Finder's fees of $74,406 were paid in cash and by issuance of 120,000 common shares issuance at a deemed price of $0.05.

Stock Options

During the year ended December 31, 2017, 350,000 (December 31, 2016 – 1,000,000) options were granted to directors of the Corporation. For the options issued in 2017, 150,000 expire in 2 years, and 200,000 expire in 3 years. The 350,000 options granted in 2017 vest 1/3 immediately, 1/3 on June 30, 2018, and 1/3 on December 31, 2018. The 1,000,000 options granted in 2016 vest 1/4 immediately, 1/4 on April 7, 2017, 1/4 on October 7, 2017 and 1/4 on April 7, 2018. The fair value of the options granted was determined using the Black-Scholes option pricing model based on the following weighted average assumptions:

	2017	2016
Risk-free interest rate (%)	**1.54%**	0.72%
Weighted average expected life (years)	**2.6**	5
Expected volatility (%)	**187%**	154%
Expected dividend yield (%)	**-**	-
Weighted average fair value ($)	**0.06**	0.09
Forfeiture rate	**3%**	3%

A summary of the Corporation's option plan as of June 30, 2018 and June 30, 2017 and changes during the years are presented as follows:

	2018		*2017*	
	Number of options	***Weighted average exercise price ($/share)***	*Number of options*	*Weighted average exercise price*
Balance, beginning of year	**1,350,000**	**1,350,000**	1,200,000	0.14
Granted	**-**	**-**	-	0.10
Balance, end of year	**1,350,000**	**0.09**		

During the quarter ended June 30, 2018, stock-based compensation of $6,668 (June 30, 2017 - $11,355) was recorded .

As at June 30, 2018, the following options are outstanding:

	Options outstanding			**Options exercisable**	
Range of exercise price ($/share)	***Outstanding***	***Weighted average remaining contractual life***	***Weighted average exercise price ($/share)***	***Number exercisable***	***Weighted average exercise price ($/share)***
0.07-0.10	1,350,000	2.31 years	0.09	916,667	0.09

As at June 30, 2017, the following options are outstanding:

	Options outstanding			Options exercisable	
Range of exercise price ($/share)	*Outstanding*	*Weighted average remaining contractual life*	*Weighted average exercise price ($/share)*	*Number exercisable*	*Weighted average exercise price ($/share)*
0.10	1,200,000	3.35years	0.14	450,000	0.13

Warrants

During the year ended December 31, 2016, the Corporation issued 7,698,333 Share Purchase Warrants in connection with the May 20, 2016 and July 4, 2016 Private Placements. The Warrants are each exercisable for one Common Share at a price of $0.12 per common share until April 30, 2018.

During the quarter ended September 30, 2017, the Corporation issued 1,522,285 Share Purchase Warrants in connection with the July 27, 2017 Private Placement. The Warrants are each exercisable for one common share at a price of $0.14 per common share until May 22, 2019.

A summary of changes in warrants during the quarter ended June 30, 2018 and 2017 is as follows:

	June 30, 2018			June 30, 2017		
	Number		**Amount**	Number		Amount
Balance, beginning of year	**9,220,618**	**$**	**311,126**	7,698,333	$	214,963
Expired	**(7,698,333)**		**(214,693)**	-		-
Granted	**-**		**-**	-		-
Balance, end of period	**1,522,255**	**$**	**96,433**	7,698,333	$	214,963

OFF-BALANCE SHEET ARRANGEMENTS

The Corporation has no off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

During the quarter ended June 30, 2018, $15,000 (June 30, 2017 - $30,000) was expensed for legal services provided by a law firm of which a director of the Corporation is a partner. Included in trade and other payables at June 30, 2018 is $81,066 (June 30, 2017 - $88,934) owing to this law firm.

During the quarter ended June 30, 2018, management, consulting and engineering fees of $21,000 (June 30, 2017 - $57,000) included in general and administrative expenses were charged by two officers of the Corporation and by a company controlled by an officer. Included in trade and other payables at June 30, 2018 is $21,000 (June 30, 2017 - $21,000) owing to these officers.

The above transactions with related parties are in the normal course of business.

DIRECTORS COMPENSATION

Effective January 1, 2014, the Corporation implemented a cash-settled deferred share unit ("DSU") plan as a form of compensation for the non-employee Directors.

Key management personnel include executive officers and non-executive directors. Executive officers are paid a salary and participate in the Corporation's stock option program. The executive officers include the Chief Executive Officer and Chief Financial Officer. Non-executive directors also participate in the Corporation's stock option program. Key management personnel compensation is comprised of the following:

	2018	*2017*
Salaries and short term benefits	**$ 39,000**	$ 18,000
Stock-based compensation	**9,851**	22,418
Total key management remuneration	**$ 48,851**	$ 40,418

For the quarter ended June 30, 2018, 103,846 DSU's were granted (June 30, 2017 – 112,500), with a fair value of $6,750 (June 30, 2017 - $12,250) which is included in general and administration expense. As at June 30, 2018, 937,404 DSU's (June 30, 2017 – 661,763), were outstanding and the fair value of the DSU's of $70,000 (March 31, 2017 - $49,500) is included in trade and other payables.

	2018 Number of DSU's	*2017 Number of DSU's*
Opening balance	**933,241**	871,067
Forfeited	-	421.804
Granted	**137,179**	212,500
Ending Balance, Outstanding	**1,070,420**	661,763

RISKS

The risks in the oil and gas industry are varied and wide-ranging:

Going Concern

The Corporation's business is capital intensive and additional capital is required on a periodic basis. Specifically, continuing operations, as intended, are dependent on management's ability to raise required funding through future equity issuances, credit facilities, asset sales or a combination thereof, which is not assured, especially in the current uncertain financial and commodity price environment. The sharp decline in commodity prices during the latter half of 2014 through to the second quarter ended June 30, 2017, negatively affected the Corporation's ability to access additional capital on terms acceptable to the Corporation, which is required for liquidity purposes and to fund commitments on the Corporation's properties. The current world-wide economic environment relating to the oil and gas industry has made access to capital challenging for many companies, Prospera included. This has resulted in liquidity challenges and unless the Corporation is able to raise additional capital or renegotiate its commitments, it does not anticipate meeting all of its anticipated 2018 capital commitments. Furthermore, there is potential that future commodity prices and the world-wide economic environment relating to the oil and gas industry, in general, will remain relatively stagnate in its current position for an extended period of time and Prospera will need to negotiate with its creditors to improve payment terms and/or pursue some form of asset sale, equity financing or other capital raising effort in order to fund its operations during the next twelve months. To that end, the Corporation is currently, and will continue, on an ongoing basis, examining alternative sources of capital, including potential debt and equity financing and ways to monetize its assets, including, without limitation, asset sales or swaps, joint ventures, corporate mergers or acquisitions, farmouts or other transactions with industry partners, all with a view to enhance liquidity and meet commitments. The need to raise capital or defer expenditures to fund ongoing operations creates uncertainty that may cast doubt over the Corporation's ability to continue as a going concern. There is no certainty that these and other strategies will be sufficient to permit the Corporation to continue as a going concern.

Future oil and natural gas exploration may involve unprofitable efforts, not only from dry wells, but also from wells that are productive but do not produce sufficient petroleum substances to return a profit after drilling, operating and other costs. Completion of a well does not assure a profit on the investment or recovery of drilling, completion and operating costs. In addition, drilling hazards or environmental damage could greatly increase the cost of operations, and various field-operating conditions may adversely affect the production from successful wells. These conditions include delays in obtaining governmental approvals or consents, shut in of connected wells for various reasons including access issues resulting from extreme weather conditions, insufficient storage or transportation capacity or other geological and mechanical issues. While diligent well supervision and effective maintenance operations can contribute to maximizing production rates over time, production delays and declines from normal field operating conditions cannot be eliminated and can be expected to adversely affect revenue and cash flow levels to varying degrees.

A material change in prices of commodities may affect the Company’s borrowings, ultimately affecting the raising of equity capital by the Corporation.

Global Financial Crisis

Recent market events and conditions, including disruptions in the international credit markets and to the financial systems, and the deterioration of global economic conditions, have caused significant volatility to commodity prices. These conditions are continuing in 2017 causing a loss of confidence in the broader Canadian and global credit and financial markets and resulting in the collapse of, and government intervention in, major banks, financial institutions and insurers and creating a climate of greater volatility, less liquidity, widening of credit spreads, a lack of price transparency, increased credit losses and tighter credit conditions. Notwithstanding various actions by governments, concerns about the general condition of the capital markets, financial instruments, banks, investment banks, insurers and other financial institutions caused the broader credit markets to further deteriorate. These factors have negatively impacted corporate valuations and will impact the performance of the global economy going forward.

Commodity Price Risk

The nature of the Corporation's operations results in exposure to commodity fluctuations. The Corporation closely monitors commodity prices to determine the appropriate course of action to be taken by the Corporation. A material change in prices of commodities affected the Corporation's borrowings ultimately affecting the raising of equity financing. The Corporation does not hedge commodity price risk and has no physical forward price or financial derivative sales contracts as at or during the quarter ended June 30, 2018. Although improved, petroleum prices are expected to remain volatile for the near future as a result of the market uncertainties over the supply and demand of these commodities due to the current state of the world economies, OPEC actions, regional conflicts and the ongoing global credit and liquidity concerns.

Operational Dependence

Other companies operate various producing wells in which the Corporation holds interests except for the two wells that the Corporation operates in the Pouce Coupe property and nine wells in its most recent acquisition of the Red Earth/Otter property. The Corporation has limited ability to exercise influence over the non-operated assets or their associated costs, which could adversely affect the Corporation's financial performance. The Corporation's return on assets operated by others therefore depends upon a number of factors that may be outside of the Corporation's control, including the timing and amount of capital expenditures, the operator's expertise and financial resources, the approval of other participants, the selection of technology and risk management practices.

Regulatory Compliance

Oil and natural gas operations (exploration, production, pricing, marketing and transportation) are subject to extensive controls and regulations imposed by various levels of government, which may be amended from time to time. Governments may regulate or intervene with respect to price, taxes, royalties and the exportation of oil and natural gas. Such regulations may be changed from time to time in response to economic or political conditions. The implementation of new regulations or the modification of existing regulations affecting the oil and natural gas industry could reduce demand for natural gas and crude oil and increase the Corporation's costs, any of which may have a material adverse effect on the Corporation's business, financial condition, results of operations and prospects. In order to conduct oil and gas operations, the Corporation will require licenses from various government authorities. There can be no assurance that the Corporation will be able to obtain all of the licenses and permits that may be required to conduct operations that it may wish to undertake.

Environmental

All phases of the oil and natural gas business present environmental risks and hazards and are subject to environmental regulation pursuant to a variety of federal, provincial and local laws and regulations. Environmental legislation provides for, among other things, restrictions and prohibitions on spills, releases or emissions of various substances produced in association with oil and natural gas operations. The legislation also requires that wells and facility sites be operated, maintained, abandoned and reclaimed to the satisfaction of applicable regulatory authorities. Compliance with such legislation can require significant expenditures and a breach of applicable environmental legislation may result in the imposition of fines and penalties, some of which may be material. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, larger fines and liability and potentially increased capital expenditures and operating costs. The discharge of oil, natural gas or other pollutants into the air, soil or water may give rise to liabilities to governments and third parties and may require the Corporation to incur costs to remedy such discharge. Although the Corporation believes that it will be in material compliance with current applicable environmental regulations no assurance can be given that environmental laws will not result in a curtailment of production or a material adverse effect on the Corporation's business, financial condition, results of operations and prospects. Given the evolving nature of the debate related to climate change and the control of greenhouse gases and resulting requirements, it is not possible to predict the impact on the Corporation and its operations and financial condition.

Substantial Capital Requirements

The Corporation anticipates making capital expenditures for the acquisition, exploration, development and production of oil and natural gas reserves in the future in order to replace reserves. If the Corporation's revenues or reserves decline, it may not have access to the capital necessary to undertake or complete future drilling programs. In addition, uncertain levels of near term industry activity coupled with the recent global credit crisis exposes the Corporation to additional access to capital risk. There can be no assurance that debt or equity financing, or cash generated by operations will be available or sufficient to meet these requirements or for other corporate purposes including repayment of loan facilities when due or, if debt or equity financing is available, that it will be on terms acceptable to the Corporation. The inability of the Corporation to access sufficient capital for its operations and capital requirements could have a material adverse effect on the Corporation's business, financial condition, results of operations and prospects.

Dilution

The Corporation may make future acquisitions or enter into financings or other transactions involving the issuance of securities of the Corporation which may be dilutive.

Conflicts of Interest

Certain directors of the Corporation are also directors of other oil and gas companies and as such may, in certain circumstances, have a conflict of interest requiring them to abstain from certain decisions. Conflicts, if any, will be subject to the procedures and remedies of the CBCA. See "Directors and Officers – Conflicts of Interest".

Recent accounting standards

(a) New standards and interpretations not yet adopted:

A number of new standards, amendments to standards and interpretations have been issued by the IASB which are not yet effective, and have not been applied in preparing these consolidated financial statements. The Corporation does not expect the amendments to have a material impact on the financial statements.

(b) IFRS 9 financial instruments

IFRS 9 addresses requirements for the classification and measurement of financial instruments, impairment methodology and hedge accounting. The IASB set a mandatory effective date for annual periods beginning on or after January 1, 2018. The Corporation continues to assess this new standard, but does not expect it to have a significant impact on the financial statements.

(c) IFRS 15 revenue from contracts with customers

IFRS 15 replaces the existing revenue recognition guidance with a new framework to determine the timing and measurement of revenue, providing users of the financial statements more information and relevant disclosures. IFRS 15 is effective for annual periods beginning on or after January 1, 2018, with early adoption permitted. The

Corporation continues to assess this new standard, but does not expect it to have a significant impact on the consolidated financial statements.

(d) IFRS 16 Leases

IFRS 16 Leases issued on January 13, 2016 by the IASB replaces IAS 17 Leases. The new standard introduces a single recognition and measurement model for leases, which would require the recognition of assets and liabilities for most leases with a term of more than twelve months. The new standard is effective for annual periods beginning on or after January 1, 2019. Early adoption is permitted for entities that apply IFRS 15 "Revenue from Contracts with Customers" at or before the initial adoption date of January 1, 2018. The Company continues to assess this new standard, but does not expect it to have a significant impact.

ACCOUNTING ESTIMATES

Estimates are based on historical experience and on various other assumptions that the Corporation believes to be reasonable. These estimates form the basis of judgements about the carrying value of assets and liabilities that are not readily apparent from other sources. The Corporation most significant areas of estimation are in relation to recoverability of mineral properties, stock-based compensation expenses, and future tax assets and liabilities. Actual results could differ from those estimates. The significant accounting policies used by Prospera are disclosed in note 4 to the financial statements for the year ended December 31, 2017 and year ended December 31, 2016.

SUBSEQUENT EVENTS

The Corporation loan has matured on July 31, 2018. The Corportion is in ongoing discussion with its lender for an extension of one year. The Corporation expects to formalize an agreement with its lender between two to four weeks as of date.

Prospera signed a judgement with respect to a long outstanding dispute with an operator of its Red Earth properties, (Obsidian Energy formerly Penn West), pursuant to which it has agreed to pay the sum of $542,654 on or before September 10, 2018, failing which Obsidian Energy will be permitted to enter a consent judgement in such amount against the Corporation. Prospera is currently negotiating the amount of payment with its lender and Obsidian.

MANAGEMENT’S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The information provided in this report, including the consolidated financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the accompanying financial statements.

Management maintains a system of internal controls to provide reasonable assurance that the Corporation’s assets are safeguarded and to facilitate the preparation of relevant and timely disclosure information.

DIRECTORS:
Burkhard Franz, Kelowna, BC, Canada
Daryl Fridhandler, Calgary, AB, Canada
Lorraine McVean, Calgary, AB, Canada

OFFICERS:
Daryl Fridhandler, Chairman
Burkhard Franz, President & CEO
Savi Franz, Chief Financial Officer

OTHER:

Corporate Office:	Ste 700, 1300-8 Street SW, Calgary, AB T2R 1B2
Auditors:	MNP LLP,800-700 6th Avenue, S.W., Calgary, Alberta T2P 0T8
Legal Counsel:	Burnet, Duckworth & Palmer LLP, Suite 2400, 525-8th Avenue S.W., Calgary, Alberta, Canada T2P 1G1
Transfer Agent:	Computershare Trust Company of Canada, 100 University Ave., 11th Fl., South Tower, Toronto, ON M5J 2Y1
Bank:	ATB Financial 102 – 8th AVE. S.W. Calgary, Alberta T2P 1B3