

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following Management's Discussion and Analysis ("MD&A") of the financial results for Caza Oil & Gas, Inc. ("Caza", "Corporation" or the "Company") should be read in conjunction with the unaudited condensed consolidated financial statements as at and for the three and six months ended June 30, 2015 and the audited consolidated financial statements for the year ended December 31, 2014. Additional information relating to the Company can be found on SEDAR at www.sedar.com. All figures herein have been prepared in accordance with International Financial Reporting Standards ("IFRS") unless otherwise stated. This MD&A is dated August 11, 2015.

FORWARD LOOKING INFORMATION

In addition to historical information, the MD&A contains forward-looking statements that are generally identifiable as any statements that express, or involve discussions as to, expectations, beliefs, plans, objectives, assumptions or future events of performance (often, but not always, through the use of words or phrases such as "will", "may", "will likely result," "expected," "is anticipated," "believes," "estimated," "intends," "plans," "projection" and "outlook"), are not historical facts and may be forward-looking and may involve estimates, assumptions and uncertainties which could cause actual results or outcomes to differ materially from those expressed in such forward-looking statements.

These statements are based on certain factors and assumptions regarding the results of operations, the performance of projected activities and business opportunities. Specifically, we have used historical knowledge and current industry trends to project budgeted expenditures for 2015. While we consider these assumptions to be reasonable based on information currently available to us, they may prove to be incorrect.

Actual results achieved will vary from the information provided herein as a result of numerous known and unknown risks and uncertainties and other factors. Such factors include, but are not limited to: risks associated with the volatility of crude oil and natural gas prices and markets; the Company's ability to continue as a going concern; Company's stage of development; competitive conditions; share price volatility; risks associated with crude oil and natural gas exploration and development; risks related to the inherent uncertainty of reserves and resources estimates; possible imperfections in title to properties; environmental regulation and associated risks; loss of key personnel; operating and insurance risks; the inability to add reserves; risks associated with industry conditions; the ability to obtain additional financing on acceptable terms if at all; non operator activities; the inability of investors in certain jurisdictions to bring actions to enforce judgments; equipment unavailability; potential conflicts of interest; risks related to operations through subsidiaries; risks related to foreign operations; currency exchange rate risks and other factors, many of which are beyond the control of the Company. Accordingly, there is no representation by Caza that actual results achieved will be the same as those set forth herein. Actual results may vary, perhaps materially. Further, Caza undertakes no obligation to update or revise any forward-looking statement or statements to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events, except as required by applicable securities laws.

Financial outlook information contained in this MD&A, if any, about prospective results of operations, financial position or cash flows is based on assumptions about future events, including economic conditions and proposed courses of action, based on management's assessment of the relevant information currently available. Readers are cautioned that such financial outlook information contained in this MD&A should not be used for purposes other than for which it is disclosed herein.

NON-IFRS MEASURES

The financial data presented herein has been prepared in accordance with IFRS. The Company 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” and “Adjusted EBITDA”.

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 (production, severance and transportation expenses) from revenues. Management utilizes this measure to analyze operating performance.

Funds flow from (used in) 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 Company considers funds flow from (used in) operations a key measure as it demonstrates the Company’s ability to generate the cash flow necessary to fund future growth through capital investment and to repay debt. The Company’s calculation of funds flow from operations may not be comparable to that reported by other companies.

The term Adjusted EBITDA consists of net income (loss) plus interest, depreciation, depletion, amortization, accretion, impairment and stock based compensation. Adjusted EBITDA is also adjusted for any gains or losses from extraordinary, unusual or non-recurring items and any gains or losses on disposition of assets. The Company has included Adjusted EBITDA as a supplemental disclosure because its management believes that Adjusted EBITDA provides useful information regarding our ability to service debt and to fund capital expenditures and provides investors a helpful measure for comparing its operating performance with the performance of other companies that have different financing and capital structures or tax rates.

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 MCFES

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.

CURRENCY

References to “dollars” and “\$” are to U.S. dollars. References to “CDN\$” are to Canadian dollars. References to “£” are to British pounds.

STRATEGY AND ASSETS

Strategy

The Company’s strategy is to achieve significant growth in reserves and production through:

- progressing material, internally generated prospects, utilizing cash flows from existing production and exploiting Proven plus Probable reserves; and
- executing strategic acquisitions of assets at all stages of the development cycle to facilitate longer term organic growth.

In the implementation of this strategy, the Company has a clear set of criteria in high-grading projects:

- the Company seeks to retain control of project execution and timing through the operatorship of assets;
- assets should be close to existing established infrastructure, allowing for quick, efficient hook-up and lower operational execution risk;
- drilling targets in close proximity to known producing reservoirs; and
- internal models for core projects should demonstrate the ability to deliver at least a 25% rate-of-return on investment.

Assets

The Company is primarily focused in the Permian Basin of Southeast New Mexico and West Texas, the most prolific oil and gas basin in North America. Independent forecasts have predicted that the Permian Basin will have the greatest oil supply growth of any North American basin over the next five years. This provides the Company with low-risk, liquids-rich development opportunities from many geologic reservoirs and play types. The basin also has a vast operational infrastructure in place. The Company is utilizing recent advances in horizontal drilling and dynamic completion technologies to unlock the significant resources within its asset base and the region.

Management has focused efforts on building a core asset base in the prolific Bone Spring play and has concluded that these assets represent the most significant opportunity for the Company to deliver material production, revenue growth and demonstrable shareholder returns within an acceptable timeframe. The Company expects that expanding and diversifying the producing asset base within the Bone Spring play will not only grow the Company but will also make it more resilient to risks associated with any single project.

As at June 30, 2015, the Company had 306 drilling locations and 32 gross (10.20 net) producing wells on its leasehold position in the Bone Spring play. The majority of the Company’s leases in the play are held-by-production with no drilling obligations. Management believes that the Company is well-positioned with excellent assets and approximately 5,400 net acres (13,260 gross acres), which is approximately 24,300 net effective acres (59,670 gross effective acres) in the Bone Spring play, and plans to continue actively monitoring opportunities to build on Caza's current production levels and acreage position.

The Company’s Bone Spring inventory includes the following 20 properties: Gramma Ridge, Gateway, Marathon Road, East Marathon Road, Lennox, Forehand Ranch, Forehand Ranch South, Jazzmaster, Mad

River, Azotea Mesa, Bradley 29, Two Mesas, Quail Ridge, Rover, West Rover, Copperline, West Copperline, Chaparral 33, China Draw, Madera and Roja.

The Company's Bone Spring leases are mostly State and Federal leases with primary terms between 5-10 years. In terms of obligations and commitments, one producing well at any depth will hold each lease in its entirety.

Financing

Management's near term objective is to seek out additional financing or a complete refinancing structure that will enable the Company to ideally retire the Apollo and Yorkville debts and continue developing its Bone Spring assets. As drilling and service costs continue to adjust downward with falling commodity prices, the Company's Bone Spring drilling program demonstrates the ability to deliver acceptable economic returns that are inline with the Company's criteria for return on investment.

In this regard, the Company and its advisers have been actively considering all available financing options and may consider other strategic alternatives, including a review of possible asset sales, joint-venture and strategic financing partner options, other debt instruments and equity fundraisings that could provide the Company with sufficient leverage and capital to adequately exploit current and future Bone Spring opportunities.

Outlook

In an effort to maintain shareholder value in the near term, the Company continues to scale back G&A costs and capital expenditures associated with non-obligatory wells and to direct capital towards lease maintenance wells in its Bone Spring drilling program. However, subject to the availability of appropriate financing and dependent upon drilling costs and prevailing commodity prices, the Company's objective is to eventually accelerate and expand its drilling program in the Bone Spring play over the next two years. Management continues to believe that such a program has the potential to increase shareholder value significantly over the period. A program of this type will require additional financing and would utilize excess operational cash flow to fund further development drilling and lease purchases beyond the initial two year period.

Management believes that, subject to a sufficient downward correction to drilling costs and positive recovery to oil prices, such a program can be accomplished by exploiting the Company's existing asset/lease inventory. However, management will also seek to identify appropriate corporate and asset acquisitions that may result from the current price environment, which will enable the Company to increase its position in the horizontal Bone Spring and Wolfcamp plays in the Permian Basin. Accordingly, in line with the Company's stated strategy, management's goal is to achieve significant growth in the Company's reserves and production, thereby raising the Company's profile in the basin and allowing shareholder value to be maximized and, if appropriate, fully matured over the short-to-medium term.

SELECT QUARTERLY INFORMATION

For the three month period ending June 30,	2015	2014	2013
Financial			
Revenue oil & gas	2,941,812	6,286,049	1,067,991
Funds flow from (used in) operations ⁽¹⁾	2,225,718	2,281,413	(1,719,896)
Per share – basic and diluted	0.02	0.01	(0.01)
Net loss	(3,309,806)	(763,150)	(3,039,336)
Per share – basic and diluted	(0.01)	(0.00)	(0.02)
Capital expenditures	563,328	13,681,171	5,275,110
Total assets	83,236,245	92,629,316	59,525,930
Total non-current liabilities	(4,900,576)	(44,106,878)	(12,057,129)
Cash and working capital	(43,548,998)	(2,603,923)	11,168,013
Common shares outstanding, end of period ⁽²⁾	243,159,283	236,355,88	177,701,939
Operations			
Operating netback (\$/boe) ⁽³⁾			
Revenue oil & gas	43.46	74.55	52.53
Severance tax and transportation expense	(3.65)	(6.51)	(7.22)
Production expenses	(10.30)	(10.20)	(23.07)
Operating netback ⁽³⁾	29.51	57.84	22.24
Average daily oil production (boe/day)	744	937	223

(1) Calculated based on cash flow from operating activities before changes in non-cash working capital and certain other items. See “Non IFRS Measures”.

(2) Outstanding share amounts are calculated based on the number of outstanding common shares before the addition of 26,502,000 of common shares issuable pursuant to a share exchange and shareholders agreement among Caza and members of Caza’s senior management.

(3) Calculated by deducting royalties and operating expenses (production, severance and transportation expenses) from revenues. See “Non-IFRS Measures”.

Highlights

- Natural gas, natural gas liquids and crude oil production decreased by 20% for the quarter ended June 30, 2015 in comparison to the same period in 2014 averaging 744 boe per day in the second quarter of 2015 due to the change in activity as a result of the change in commodity pricing (includes associated condensate production). The Company is continuing to focus on oil the rich prospects in the Permian Basin for exploration activities.
- In the second quarter of 2015, revenues decreased by 53% to \$2,941,812 compared to \$6,286,049 in 2014 reflecting reduced production and the recent 42% decrease in commodity pricing to \$43.46 per boe for the period ended June 30, 2015 as compared to \$74.55 per boe for the comparable period

Operating Netback Summary (Non-IFRS)

The following table presents the Company's operating netback which is a non-IFRS measure:

(\$/boe)	Three Months ended June 30,		Six Months ended June 30,	
	2015	2014	2015	2014
Oil and natural gas revenue	43.46	\$74.55	42.01	\$74.50
Production expense	(10.30)	(10.20)	(10.40)	(10.09)
Severance expense	(3.30)	(6.32)	(3.33)	(6.40)
Transportation expense	(0.35)	(0.19)	(0.18)	(0.22)
Operating netback (non-IFRS)	29.51	57.84	28.10	57.79

(1) Calculated by deducting royalties and operating expenses (production, severance and transportation expenses) from revenues. See "Non IFRS Measures"

FINANCIAL AND OPERATING RESULTS

Petroleum and Production Revenue

	Three Months ended June 30,		Six Months ended June 30,	
	2015	2014	2015	2014
Natural gas				
Production (Mcf)	53,060	111,016	106,225	212,725
Revenue (\$)	158,854	495,733	322,332	972,711
Price (\$/Mcf)	2.99	4.47	3.03	4.57
Light/medium crude oil				
Production (bbls)	53,964	60,592	120,930	104,034
Revenue (\$/bbl)	2,717,656	5,628,494	5,838,342	9,680,684
Price (\$/bbl)	50.36	92.89	48.28	93.05
Natural gas liquids				
Production (bbls)	4,882	5,231	11,560	6,511
Revenue (\$/bbl)	65,302	161,822	148,352	224,161
Price (\$/bbl)	13.37	30.94	12.83	34.43
Combined				
Production (boe)	67,690	84,325	150,195	145,999
Revenue (\$)	2,941,812	6,286,049	6,309,026	10,877,556
Price (\$/boe)	43.46	74.55	42.01	74.50
Boe/d	744	937	830	807
Mcf/d	4,463	5,560	4,979	4,840

Revenues from oil and gas sales decreased by 53% to \$2,941,812 for the three month period ended June 30, 2015 from \$6,286,049 in the three-month period ended June 30, 2014 and during the six month period ended June 30, 2015 decreased 42% from the six-month period ended June 30, 2014. The decrease in revenues for the six month period ended June 30, 2015 resulted from a 44% decrease in the commodity price to an average of \$42.01 per boe offset by a small increase in production volumes of 3% during the first half of 2015.

Average daily production decreased by 20% to 744 boe/d for the three months ended June 30, 2015 from 937 boe/d in the comparative period in 2014. Natural gas liquids and crude oil production made up 87% of Caza's production during the three-month period ended June 30, 2015 with natural gas comprising the remaining 13%. This is compared to a total production profile comprised of 22% natural gas production in the comparative period in 2014, reflecting a shift toward exploration and production of oil based reserves.

Our future revenue and production volumes will be directly affected by North American natural gas prices, West Texas Intermediate crude oil prices and natural gas liquid prices, the performance of existing wells, drilling success and the timing of the tie-in of wells into gathering systems.

Production Expenses

	Three Months ended June 30,		Six Months ended June 30,	
	2015	2014	2015	2014
Severance tax (\$)	223,248	533,190	499,518	933,988
Transportation (\$)	23,792	15,693	27,595	31,731
Production (\$)	696,882	860,094	1,561,308	1,472,628
Severance, transportation and production (\$)	943,922	1,408,977	2,088,421	2,438,347
Severance, transportation and production (\$/boe)	13.94	16.71	13.90	16.70

Severance tax is a tax imposed by states on natural resources such as crude oil, natural gas and condensate extracted from the ground. The tax is calculated by applying a rate to the dollar amount of production from the property or a set dollar amount applied to the volumes produced from the property.

During the three-month period ended June 30, 2015, Caza incurred aggregate production, transportation and severance expenses of \$943,922 or an average per boe of \$13.94. Such expenses on a per boe basis have decreased during the three-month period ended June 30, 2015 by 17% as compared to the same period in 2014 as a result of the costs incurred each period in relation to the volumes produced during that period.

Severance taxes and transportation expenses totaled \$247,040 (\$3.65/boe) for the three-month period ended June 30, 2015, as compared to \$548,883 (\$6.51/boe) in the comparative period in 2014. Severance taxes and the transportation expense decreased 55% as a result of the lower commodity prices in the three-month period ended June, 2015 as well as the decrease in production volumes as compared to the comparative period.

Production expenses for the three-month period ended June 30, 2015 were \$696,882 as compared to \$860,094 for the comparative period in 2014. Caza's average lifting cost for the three-month period ended June 30, 2015 was \$10.30 per boe versus \$10.20 per boe for the comparative period. These higher lifting costs on a per boe basis during the second quarter of 2015 occurred as a result of the lower production volumes as compared to the comparative period offset by lower production costs incurred during the period.

Depletion, Depreciation and Accretion

Depletion, depreciation and accretion expense for the three-month period ended June 30, 2015 decreased to \$1,620,478 (\$23.94/boe) from \$1,868,141 (\$22.15/boe) in the comparative period in 2014.

	Three Months ended June 30,		Six Months ended June 30,	
	2015	2014	2015	2014
Depletion and depreciation (\$)	1,611,622	1,859,742	3,555,145	3,408,097
Accretion (\$)	8,856	8,399	18,514	16,798
Depletion, depreciation and accretion (\$)	1,620,478	1,868,141	3,573,659	3,424,895
Depletion, depreciation and accretion (\$/boe)	23.94	22.15	23.79	23.46

The decreased depletion expense on a per boe basis for the three months ended June 30, 2015 occurred as a result of the relationship of the costs incurred in drilling activities carried out in the New Mexico Cash Generating Unit in relation to the associated reserves recorded. This brought about an aggregate 13% decrease in depletion expense as compared to the comparative period in 2014.

Costs of unproved properties of \$7,178,131 (2014 - \$14,189,749) were excluded from depreciable costs in the exploration and evaluation assets. A proportionate amount of the carrying value will be transferred to the depletable pool as reserves are proven through the execution of Caza's exploration program.

Accretion expense is the increase in the present value of the asset retirement obligation for the current period and the amount of this expense will increase commensurate with the asset retirement obligation as new wells are drilled or acquired through acquisitions.

General and Administrative Expenses

	Three Months ended June 30,		Six Months ended June 30,	
	2015	2014	2015	2014
General and administrative (\$)	1,328,370	1,598,417	2,406,848	3,010,226
Joint venture partner reimbursements (\$)	-	-	-	-
General and administrative recovery (\$)	(25,487)	(63,047)	(50,035)	(106,486)
Net general and administrative (\$)	1,302,883	1,535,370	2,356,813	2,903,740
General and administrative (\$/boe)	19.62	18.96	16.02	20.62
Net general and administrative (\$/boe)	19.25	18.21	15.69	19.89

Net general and administrative expenses for three-month period ended June 30, 2015 decreased 15% to \$1,302,883 from \$1,535,370 for the comparative period in 2014. On a per boe basis the net general and administrative expenses increased by 6% for the respective three-month period ended June 30, 2015 due to the decrease in production volumes offset by the decrease in general and administrative expenses from the comparative period in 2014. The Company is continuing to strive to find cost savings measures in overhead expenditures that are reflected in the lower general and administrative costs as compared to the same periods in 2014. Share-based compensation expense in the amount of \$37,453 (2014 - \$87,470) is included in general and administrative expenses for the three-month period ended June 30, 2015. During 2015, Caza did not capitalize general and administrative expenses relating to exploration and development activities. Caza recorded forfeitures of 979,998 stock options for the three-month period ended June 30, 2015 (2014 - 100,000).

Gain (Loss) on Risk Management Contracts

The Company has entered into commodity price derivative contracts to limit exposure to declining crude oil prices in accordance with its covenants under the Note Purchase Agreement (as defined herein). All derivative contracts are approved by management before the Company enters into them. The Company's risk management strategy is dictated in part by covenants in the Note Purchase Agreement which require the Company to hedge approximately 75% of its production. The contracts limit exposure to declining commodity prices, thereby protecting project economics and providing increased stability of cash flows and for capital expenditure programs.

Under these contracts, the Company receives or pays monthly a cash settlement on the covered production of the difference between the swap price specified in the applicable contract and the month average of the daily closing quoted spot price per barrel of West Texas Intermediate NYMEX crude oil.

The following information presents all outstanding positions by year for commodity financial instruments contracts.

Term	Product	Type	Total	
			Volume	\$ Price
2015				
January – December	Oil	Swap	28,411 bbls	87.05
January – December	Oil	Swap	15,069 bbls	83.70
January – December	Oil	Swap	26,639 bbls	89.34
January – December	Oil	Swap	82,062 bbls	80.85
March-October	Oil	Swap	13,277 bbls	52.50
January – December	Gas	Swap	271,322 Mcfs	3.72
January – December	Differential	Swap	143,912 bbls	-4.05
2016				
January – May	Oil	Swap	8,428 bbls	61.25
January – December	Oil	Swap	86,613 bbls	61.25
January – December	Gas	Swap	183,349 Mcfs	3.95
January-December	Differential	Swap	55,906 bbls	-4.25
2017				
January – December	Gas	Swap	146,564 Mcfs	4.05
January-December	Differential	Swap	43,896 bbls	-4.25

The fair value of the Company's commodity price derivative contracts represents the estimated amount that would be received for settling the outstanding contracts on June 30, 2015, and will be different than what will eventually be realized. The fair value of these assets at a particular point in time is affected by underlying commodity prices, expected commodity price volatility and the duration of the contract and is determined by the expected future settlements of the underlying commodity. The gain or loss on such contracts is made up of two components; the realized component, which reflects actual settlements that occurred during the period, and the unrealized component, which represents the change in the fair value of the contracts during the period.

For the three month period ended June 30, 2015 the Company recognized a gain of \$2,966,523 (2014 - \$278,795 loss) on its settled commodity price derivative contracts and an unrealized loss of \$4,222,248 (2014 - \$776,648 loss) on unsettled commodity price derivative contracts due to higher commodity prices.

Net loss

Net loss in the three-month period to June 30, 2015 increased by 136% to \$3,309,806 (\$0.01 per share, basic and diluted) compared to \$763,150 ((\$0.00) per share, basic and diluted) in the comparative period in 2014. The increase in net loss during such periods was attributable to the lower commodity prices and production as a result of the slowing in drilling activity in the Bone Spring play in New Mexico and the unrealized loss on the hedging contracts.

Investments

Interest income for the three-month period ended June 30, 2015 was \$258, an increase from \$56 in 2014. Interest was earned on the proceeds received from advances made pursuant the Company's credit facilities and cash on hand. Caza invested these funds in short-term money market funds. The Company does not hold any asset backed commercial paper.

Funds flow from (used in) operations (Non-IFRS)

The following table reconciles the non-IFRS measure "funds flow from (used in) operations" to "cash flows from (used in) operating activities", the most comparable measure calculated in accordance with IFRS. Cash flow from operations before changes in non-cash working capital provides better information as it ignores timing differences resulting primarily from fluctuations in payables and receivables. As such it is a common measure used by management in the oil and gas industry.

	Three Months ended June 30,		Six Months ended June 30,	
	2015	2014	2015	2014
<i>Cash flows from (used in) operating activities</i>	2,947,280	165,473	6,142,809	(4,391,473)
<i>Changes in non-cash working capital</i>	721,562	(2,115,940)	2,535,768	(7,611,855)
<i>Funds flow (used in) provided by operations</i>	2,225,718	2,281,413	3,607,041	3,220,382
<i>Funds loss per share – basic and diluted</i>	0.01	0.01	0.02	0.02

The increase in funds flow from (used in) operations as compared to the previous period is associated with the realized gains in hedging contracts and a decrease in general and administrative expense offset by the decreased revenues due to lower commodity prices during 2015.

Net Loss Compared to Adjusted EBITDA (Non-IFRS)

	Three Months ended June 30,		Six Months ended June 30,	
	2015	2014	2015	2014
Net loss	(3,309,806)	(763,150)	(4,584,561)	(2,217,364)
Add Back:				
Financing costs	1,768,309	1,554,461	3,449,947	3,143,901
Depletion and depreciation	1,611,622	1,859,742	3,555,145	3,408,097
Accretion	8,855	8,399	18,513	16,798
Share-based compensation	37,453	87,470	88,056	235,404
Exploration and evaluation impairments	-	322,752	-	322,752
Changes in derivative liabilities	(107,510)	(695,889)	(85,486)	(688,748)
Long term investment plan	-	119,062	-	119,062
Disposal of assets	(509,445)	-	(509,445)	-
Change in restricted cash exchange valuation	-	-	-	-
Unrealized loss on hedging contacts	4,222,248	776,648	4,526,115	1,128,332
Adjusted EBITDA	3,721,726	3,269,495	6,458,284	5,468,234
Adjusted EBITDA per share – basic and diluted	0.02	0.02	0.03	0.03

(1) Adjusted EBITDA consists of net income (loss) plus interest, depreciation, depletion, amortization, accretion, impairment and stock based compensation. Adjusted EBITDA is also adjusted for any gains or losses from extraordinary, unusual or non-recurring items and any gains or losses on disposition of assets. See “Non IFRS Measures”.

The table above sets forth a reconciliation of Adjusted EBITDA to net loss, which is the most directly comparable measure of financial performance, calculated under IFRS. The increase in Adjusted EBITDA for the six month period ended June 30, 2015 as compared to the comparative period resulted from the success of the drilling program and increased production in the Bone Spring play in New Mexico.

Capital Expenditures

By Type (\$)	Three Months ended June 30,		Six Months ended June 30,	
	2015	2014	2015	2014
Drilling and completions	550,718	13,050,583	2,344,782	22,684,537
Seismic	-	-	-	-
Facilities and lease equipment	-	-	-	-
Office furnishings and equipment	-	-	-	1,586
Leasehold, geological and geophysical	12,609	33,963	23,946	15,879
Other costs (recovery)	-	596,625	-	595,815
Total	563,327	13,681,171	2,368,728	23,297,817

During the six months ended June 30, 2015, Caza drilled 1 gross well (0.147 net) with activities concentrated in the Bone Spring play in New Mexico reflecting the environment brought about by a 44% drop in commodity prices as compared to this period in 2014.

Outstanding Share Data

Caza is authorized to issue an unlimited number of common shares without par value. Holders of common shares are entitled to one vote per share on all matters voted on a poll by shareholders, and are entitled to receive dividends when and if declared by the board of directors out of funds legally available for the payment of dividends. Upon Caza’s liquidation or winding up or other distribution of its assets among its shareholders for the purpose of winding up its affairs, holders of common shares are entitled to share pro rata in any assets available for distribution to shareholders after payment of all obligations of the

Company. Holders of common shares do not have any cumulative voting rights or pre-emptive rights to subscribe for any additional common shares.

At August 11, 2015, 243,159,283 common shares were issued and outstanding. Common shares are issuable pursuant to outstanding incentive compensation arrangements, common share purchase warrants and the 2015 Convertible Loan (as defined below). In addition, the management team has the right at any time to exchange the Caza Petroleum, Inc. (“Caza Petroleum”) shares currently held by them for an aggregate of 26,502,000 common shares.

The following table sets forth the classes and number of outstanding equity securities of the Company and the number of issued and issuable common shares on a fully diluted basis.

	Issued and Issuable Securities
Common Shares	
Issued and outstanding	243,159,283
Issuable from exchangeable rights	26,502,000
Issuable from exercise of warrants	3,584,557
Issuable from exercise of stock options	15,215,000
Issuable from exercise of performance awards	2,238,300 ¹
Issuable pursuant to 2015 Convertible Loan	-
Total Common Shares issued and issuable	<u>290,699,140</u>
Warrants Issued and Outstanding	
Warrants to purchase common shares outstanding	3,584,557
Stock Options Issued	
Stock options outstanding	15,215,000

- (1) The amount payable pursuant to the Company’s performance awards shall vary depending on the satisfaction of certain performance thresholds. Subject to the discretion of the board of directors, the performance awards provide that one-half of any award shall be satisfied by a cash payment and the other half shall be satisfied through an issuance of common shares. The board has authorized the issuance of up to 4,289,608 common shares in connection with the satisfaction of outstanding performance awards. Such number assumes that outstanding awards will be paid at the 100% level (200% being the maximum) and that half of each such award shall be satisfied through the issuance of shares. On March 19, 2015 the Board of Directors authorized the issuance of 2,051,308 shares under this performance awards program that were issued during May 2015 leaving a balance of 2,238,300 shares issuable.
- (2) The Company’s obligations under the 2015 Convertible Loan shall be satisfied through the issuance of common shares. The number of common shares issuable pursuant to the 2015 Convertible Loan is not ascertainable at this time and shall vary depending on the trading price on the Alternative Investment Market of the London Stock Exchange of the common shares from time-to-time. Accordingly, the shares issuable pursuant to the 2015 Convertible Loan are not reflected in the total number of common shares issued and issuable as disclosed in the above table

Commitments

The following is a summary of the estimated amounts required to fulfill Caza's remaining contractual commitments as at June 30, 2015:

Type of Obligation (\$)	Total	<1 Year	1-3 Years	4-5 Years	Thereafter
Operating leases	456,773	234,137	222,636	-	-
Asset retirement obligations	1,251,698	-	-	-	1,251,698
Total contractual commitments	1,708,471	234,137	222,636	-	1,251,698

Liquidity and Capital Resources

Caza's 2015 operating plan calls for participation to be funded from operating cash flows, existing cash resources the SEDA (as defined below) or other appropriate sources of funding if available. In the event additional sources of financing become available the Company would consider increases to its drilling program. The Company is focused on securing appropriate levels of capitalization to support its business strategy. As commodity prices or production fluctuates, the Company intends to alter its capital program or reduce costs in order to maintain an acceptable level of capitalization.

At June 30, 2015, Caza had a working capital deficit of \$43,548,998 as compared to a working capital deficit of \$44,306,975 as at December 31, 2014. At June 30, 2015 and December 31, 2014 the Company was not in compliance with its financial covenants (see further discussion below). As a result the Company has reclassified the outstanding balance owing as a current liability at June 30, 2015 and December 31, 2014 resulting in the working capital deficit. Additional changes in working capital resulted from drawdowns from the 2015 Convertible Loan in the amount of \$4,000,000 less issuance costs of \$404,466, \$3,607,041 in funds flow used in operations and stock issuances of \$378,154, gain from the sales of assets of 478,274, miscellaneous items of 99,586, derivative valuation changes of \$85,486 offset by capital expenditures of \$2,368,728 in connection with drilling and lease acquisition activities, other non-cash financing costs of \$591,255, unrealized loss on hedging valuations of \$4,526,115. Caza had a cash balance of \$2,438,024 as of June 30, 2015 (December 31, 2014 - \$5,160,943).

The Company prepares annual budgets, which are updated as necessary depending on varying factors, including current and forecast commodity prices, changes in capital structure, execution of the Company's business plan and general industry conditions.

Due to current economic conditions and prices, compliance with financial covenants is highly dependent on realized oil pricing. The Company is currently not in compliance with all financial covenants. The Company is proactive in managing debt levels and is seeking financial alternatives to be able to be compliant with its financial covenants. Although the Company has received a waiver of such non-compliance until September 30, 2015, sustained low WTI prices could cause the Company to not be in compliance with all financial covenants through all of 2015 and there can be no assurance that further waivers will be available. The Company's ability to continue as a going concern is dependent upon its ability to raise capital, restructure its debt, maintain positive cash flow and / or the continued support of its lenders. There is no certainty that such events will occur and that sources of financing will be obtained on terms acceptable to management. These material uncertainties cast significant doubt about the Company's ability to continue as a going concern

See “Risk Factors” below

The Company has arranged for funding under the following agreements:

Convertible Loan

On February 18, 2015, the Company obtained a \$5,000,000 facility under a convertible unsecured note agreement (the “2015 Convertible Loan”) with YA Global Master SPV Ltd., an investment fund managed by Yorkville Advisors LLC and Global Market Neutral Strategies SICAV P.L.C. An aggregate of \$4,000,000 has been advanced to Caza under such agreement. Additional tranches may be available with the consent of the lenders. Loan proceeds will be used to cover ongoing operational costs. The injection of the entire initial tranche into the Company resulted in an agreement with its existing debt provider under the Note Purchase Agreement, Apollo Investment Corporation (“Apollo”), which deferred determination of finance and performance covenants under the existing Note Purchase Agreement (see description below) from March 31, 2015 to September 30, 2015.

Note Purchase Agreement

On May 23, 2013, the Company entered into a Note Purchase Agreement (the “Note Agreement”) with Apollo, an investment fund managed by Apollo Investment Management, pursuant to which Apollo agreed to purchase up to \$50,000,000 of senior secured notes (“Notes”) from the Company. Under the Note Purchase Agreement, the Company is required to comply with financial covenants, which are tested quarterly, providing for specified interest coverage ratios beginning in the quarter ending September 30, 2013, and asset coverage ratios and minimum production, beginning in the quarter ending March 31, 2014. The Company is also required to maintain a limit on general and administrative costs. Due to drilling delays and decreasing commodity prices the Company did not satisfy its financial covenants at June 30, 2015 and December 31, 2014. These have been waived by Apollo. The Company and Apollo have executed a Third Amendment to the Note Purchase Agreement that provides a waiver of the financial covenants until September 30, 2015. As a result, the Company has reclassified the outstanding balance owing as a current liability at June 30, 2015 and December 31, 2014. Any outstanding balances of the Notes may be prepaid at the option of the Company at any time subject to premiums that expire in May of 2016. The Note Purchase Agreement is also subject to a mandatory prepayment from the proceeds of the sale of assets and from funds received from transactions outside of the ordinary course of business. Certain mandatory payments are also required if in any period the Company fails to comply with any financial or performance covenants. The Note Agreement provides for customary events of default. Additionally, an event of default would occur upon a change of control of the Company, which consists of (i) a shareholder acquiring more than 35% of the Company’s outstanding common shares, (ii) a change in the composition of the board of directors by more than $\frac{1}{3}$ during a 12-month period or (iii) a termination of service by any three of the five executive officers of the Company. Outstanding balances under the Notes are secured by first-priority security interests in all of the Company’s assets.

In addition to a 2% overriding royalty interest conveyed at the closing of the Note Purchase Agreement in its properties in Eddy and Lea Counties, New Mexico, the Company is also required to convey a proportionately reducible 2% overriding royalty interest in each lease acquired with proceeds from the Note Agreement. Upon full repayment of the Notes, the overriding royalty interests will convert to a 25% net profits interest in each property, proportionately reduced to reflect the Company’s working interest as provided in the Note Purchase Agreement, which will reduce to a 12½% net profits interest at such time as the Note Holder achieves specified investment criteria pursuant to the Note Purchase Agreement.

The Company received \$20,000,000 at the closing of the Note Agreement with additional drawdowns of \$5,000,000, \$10,000,000 and \$10,000,000 on September 11, 2013, December 19, 2013 and May 19, 2014,

respectively. In addition to these funds, the Company will have the ability to reinvest cash flow from program wells back into the drilling program.

The outstanding balance of the Notes as at June 30, 2015 was \$45,000,000 (exclusive of unamortized transaction costs \$2,065,822 (December 31, 2014 - \$45,000,000 (exclusive of unamortized transaction costs \$2,633,629)). The Notes bear interest at a floating rate of one-month LIBOR (with a floor of 2%) plus 10% per annum, payable monthly and mature on May 23, 2017. In an event of default under the Note Purchase Agreement, additional interest will be payable at a default rate of 5% per annum, but only during the period of default.

In connection with the sale of the Notes, the Company incurred a total of \$1,667,500 in transaction costs (consisting of \$1,540,000 in issuance costs and \$127,500 relating to the fair value of the 2% overriding royalty conveyed at the closing of the Note Purchase Agreement). In addition, the Company also incurred structuring fees of \$2,399,912 in connection with the Note Purchase Agreement. The Notes are classified as other financial liabilities and are measured at amortized cost.

Standby Equity Distribution Agreement

The Company and Yorkville are party to a £6 million Standby Equity Distribution Agreement (“SEDA”) dated November 23, 2012. The SEDA allows Caza to issue equity at a 5% discount to market to fund loan repayments or well costs in certain circumstances. As at June 30, 2015, the company has drawn down £nil (December 31, 2014 - £nil) under the SEDA. During 2015, the Company issued nil (2014 – nil) common shares under the SEDA at an average price of £nil (2014 - £nil) per share for gross proceeds of \$nil (2014 - \$nil). The Company did not draw down on the SEDA facility during the first six months of 2015 and 2014. The SEDA expires on April 30, 2016.

Equity Adjustment Agreement

The Company entered into an Equity Adjustment Agreement (the “Adjustment Agreement”) on March 5, 2013 with Yorkville. Pursuant to the Adjustment Agreement, during the three months ended March 31, 2013, the Company issued 3,846,154 common shares to Yorkville at a price of £0.13 per share for aggregate proceeds of £500,000.

Transactions with Related Parties

All related party transactions are in the normal course of operations and have been measured at the agreed to exchange amounts, which is the amount of consideration established and agreed to by the related parties and which is comparable to those negotiated with third parties.

Caza and its subsidiary Caza Petroleum Inc. may be considered to be “related parties” for the purposes of Multilateral Instrument 61-101 of the Canadian Securities Administrators. As a result, Caza may be required to obtain a formal valuation or disinterested shareholder approval before completing certain transactions with Caza Petroleum.

Summary of Quarterly Results

	Three months ended June 30, 2015	Three months ended March 31, 2015	Three months ended December 31, 2014	Three months ended September 30, 2014
Petroleum and natural gas sales	2,941,812	3,367,214	4,823,460	7,244,752
Net income (loss)	(3,309,806)	(1,274,754)	2,896,659	(7,743,772)
Per share – basic and diluted	(0.01)	(0.01)	0.01	(0.04)
Funds flow from operations (See note) (1)	2,225,718	1,381,323	386,715	2,634,496
Per share – basic and diluted	0.01	0.01	0.00	0.01
Net capital expenditures	563,327	1,805,400	11,798,613	5,865,917
Average daily production (boe/d)	744	917	901	1,210
Weighted average shares outstanding	237,960,016	237,306,302	236,355,884	214,210,273

	Three months ended June 30, 2014	Three months ended March 31, 2014	Three months ended December 31, 2013	Three months ended September 30, 2013
Petroleum and natural gas sales	6,286,049	4,591,507	3,381,486	2,583,753
Net income (loss)	(763,150)	(1,454,212)	(2,851,860)	(1,370,132)
Per share – basic and diluted	(0.01)	(0.01)	(0.01)	(0.01)
Funds flow from(used in) operations (See note) (1)	2,381,414	893,286	276,913	(128,852)
Per share – basic and diluted	0.01	0.00	0.00	(0.00)
Net capital expenditures	13,681,171	9,616,646	10,031,758	19,190,280
Average daily production (boe/d)	937	685	503	397
Weighted average shares outstanding	199,323,039	187,917,370	182,965,097	177,701,939

(1) Calculated based on cash flow from operations before changes in non-cash working capital.

Factors that have caused variations over the quarters:

- During 2014 and 2015 Caza commenced drilling of 15 (5.87 net) wells. 13 (4.75 net) of the 15 wells were completed during that period. As at June 30, 2015, 1 (0.5 net) well is undergoing completion activities and 1 (0.63 net) well was commissioned as a disposal well.
- Capital expenditures and revenues from oil, natural gas and NGL sales decreased during the three-month period ended June 30, 2015, as a result of the effects of falling commodity prices.

Financial Instruments

The Company holds various forms of financial instruments. The nature of these instruments and the Company's operations expose the Company to commodity price, credit, share price and foreign exchange risks. The Company manages its exposure to these risks by operating in a manner that minimizes its exposure to the extent practical. See note 9 of the Company's financial statements for the three-month period ended June 30, 2015 and the disclosure under the heading "Gain (Loss) on Risk Management Contracts" herein for further details of the Company's financial instruments.

Critical Accounting Estimates

The policies discussed below are considered particularly important as they require management to make informed judgments, some of which may relate to matters that are inherently uncertain. The financial statements have been prepared in accordance with Canadian IFRS. In preparing financial statements, management makes certain assumptions, judgments and estimates that affect the reported amounts of assets, liabilities, revenues and expenses. The basis for these estimates is historical experience and various other assumptions that management believes to be reasonable. Actual results could differ from the estimates under different assumptions or conditions.

Reserves – The Company engages independent qualified reserve evaluators to evaluate its reserves each year. Reserve determinations involve forecasts based on property performance, future prices, future production and the timing of expenditures; all these are subject to uncertainty. Reserve estimates have a significant impact on reported financial results as they are the basis for the calculation of depreciation and depletion. Revisions can change reported depletion and depreciation and earnings; downward revisions could result in a ceiling test write down.

Decommissioning Liabilities – The Company provides for the estimated abandonment costs using a fair value method based on cost estimates determined under current legislative requirements and industry practice. The amount of the liability is affected by the estimated cost per well, the timing of the expenditures and the discount factor used. These estimates will change and the revisions will impact future accretion, depletion and depreciation rates.

Income taxes - The utilization of future tax assets subject to an expiry date are based on estimates of future cash flows and profitability. By their nature, these estimates are subject to measurement uncertainty and the effect on the financial statements of changes of estimates in future periods could be significant.

Share-based Compensation – The Black-Scholes option pricing model was developed for use in estimating the fair value of traded options which have no vesting restrictions and are fully transferable. This model is used to value the stock options granted. In addition, option pricing models require the input of highly subjective assumptions including the expected stock price volatility. Changes in the subjective input assumptions can materially affect the fair value estimates as reflected in the consolidated financial statements

Certain of our accounting policies require that we make appropriate decisions with respect to the formulation of estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. For a discussion about those accounting policies, please refer to our annual management's discussion and analysis and Note 2 of the corresponding audited consolidated financial statements for the year ended December 31, 2014 available at www.sedar.com.

Future Accounting Pronouncements

The Company will continue to monitor standards development as issued by the IASB and the AcSB as well as regulatory developments as issued by the CSA, which may affect the timing, nature or disclosure of its adoption of IFRS.

Risk Factors

For a discussion about risk and uncertainties, please refer to our Management's Discussion and Analysis and Annual Information Form for the year ended December 31, 2014 available at www.sedar.com.

INTERNAL CONTROL OVER FINANCIAL REPORTING

The Chief Executive Officer and the Chief Financial Officer are responsible for establishing and maintaining internal control over financial reporting (ICFR), as such term is defined in National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings*, for Caza. They have, as at the three months ended June 30, 2015, designed ICFR, or caused it to be designed under their supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. The control framework our officers used to design Caza's ICFR is the *Internal Control -- Integrated Framework* (COSO Framework) published by The Committee of Sponsoring Organizations of the Treadway Commission (COSO).

Under the supervision of the Chief Executive Officer and the Chief Financial Officer, Caza conducted an evaluation of the effectiveness of our ICFR as at June 30, 2015 based on the COSO Framework. Based on this evaluation, the officers concluded that Caza's ICFR was effective as of June 30, 2015.

There were no changes in our ICFR during the three months ended June 30, 2015 that materially affected, or are reasonably likely to materially affect, Caza's internal control over financial reporting.

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

Caza's Chief Executive Officer and Chief Financial Officer have designed, or caused to be designed under their supervision, disclosure controls and procedures to provide reasonable assurance that: (i) material information relating to the Company is made known to Caza's Chief Executive Officer and Chief Financial Officer by others, particularly during the period in which the annual filings are being prepared; and (ii) information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time period specified in securities legislation. Such officers have evaluated, or caused to be evaluated under their supervision, the effectiveness of Caza's disclosure controls and procedures at the financial year end of the Company and have concluded that the Company's disclosure controls and procedures are effective at the financial year end of the Company.

ADDITIONAL INFORMATION

Further information regarding the Company, including its Annual Information Form, can be accessed under the Company's public filings found at <http://www.sedar.com> and on the Company's website at www.cazapetro.com.