

# **Cautionary Statements**

#### **Cautionary Statement Regarding Forward-Looking Statements**

This presentation contains "forward-looking statements" for purposes of the federal securities laws. All statements, other than statements of historical fact included in this presentation, regarding our strategy, future operations, financial position, estimated capital expenditures, production, revenues and losses, projected costs, prospects, plans and objectives of management are forward-looking statements. When used in this presentation, the words "could," "believe," "anticipate," "intend," "estimate," "expect," "project" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain such identifying words. These forward-looking statements are based on our current expectations and assumptions about future events and are based on currently available information as to the outcome and timing of future events.

We caution you that these forward-looking statements are subject to numerous risks and uncertainties, most of which are difficult to predict and many of which are beyond our control. These risks include, but are not limited to, commodity price volatility, inflation, lack of availability of drilling and production equipment and services, environmental risks, failure to find, acquire or gain access to other discoveries and prospects or to successfully develop and produce from our current discoveries and prospects, geologic risk, drilling and other operating risks, well control risk, regulatory changes, the uncertainty inherent in estimating reserves and in projecting future rates of production, cash flow and access to capital, the timing of development expenditures, risks related to our acquisition and integration of the assets to be acquired in our recently announced acquisitions (the "Acquired Assets"), including the possibility that the proposed acquisitions do not close when expected or at all because any conditions to the closing are not satisfied on a timely basis or at all, uncertainties as to the timing of the acquisitions and the possibility that the anticipated benefits of the acquisitions are not realized when expected or at all, as well as other factors discussed under the heading "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2018 and other fillings with the Securities and Exchange Commission ("SEC").

Should one or more of these risks or uncertainties occur, or should underlying assumptions prove incorrect, our actual results and plans could differ materially from those expressed in any forward-looking statements. All forward-looking statements, expressed or implied, are expressly qualified in their entirety by this cautionary statement. This cautionary statement should also be considered in connection with any subsequent written or oral forward-looking statements that we or persons acting on our behalf may issue. All forward-looking statements speak only as of the date hereof. Except as otherwise required by applicable law, we disclaim any duty to update any forward-looking statements, to reflect events or circumstances after the date of this presentation.

#### Reserve Information

Reserve engineering is a process of estimating underground accumulations of oil, natural gas and NGLs that cannot be measured in an exact way. The accuracy of any reserve estimate depends on the quality of available data, the interpretation of such data and price and cost assumptions made by reserve engineers. In addition, the results of drilling, testing and production activities may justify revisions upward or downward of estimates that were made previously. If significant, such revisions would change the schedule of any further production and development drilling. Accordingly, reserve estimates may differ significantly from the quantities of oil, natural gas and NGLs that are ultimately recovered.

#### **Use of Non-GAAP Financial Measures**

This presentation includes the use of certain measures that have not been calculated in accordance with generally acceptable accounting principles (GAAP), including EBITDA, Operating Cash Flow and Free Cash Flow. Please refer to the appendix for a reconciliation of the non-GAAP financial measures to their most directly comparable GAAP measures. Non-GAAP financial measures have limitations as analytical tools and should not be considered in isolation or as a substitute for analysis of our results as reported under GAAP.

With respect to Operating Cash Flow and Free Cash Flow of the Acquired Assets, the figures shown in this presentation were calculated as total revenues less direct operating expenditures and total revenues less direct operating and capital expenditures, respectively. Although we expect incremental general and administrative ("G&A") expenses associated with the Acquired Assets to be relatively low, Operating Cash Flow and Free Cash Flow for the Acquired Assets do not account for any such G&A expenses related to the Acquired Assets or other operating expenses that we include, and that other companies generally include, in our and their respective calculations of EBITDA and Free Cash Flow and comparable financial measures. We anticipate that our ownership and operation of the Acquired Assets will necessitate the incurrence of incremental G&A expense that is not reflected in the Operating Cash Flow and Free Cash Flow metrics presented herein with respect to the Acquired Assets. Accordingly, the Operating Cash Flow and Free Cash Flow metrics and those of other companies within our industry, and should not be considered as alternatives to, or more meaningful than, financial measures determined in accordance with GAAP or as indicators of operating performance.

#### **Use of Projections**

This presentation contains projections for us and the Acquired Assets, including with respect to Free Cash Flow and production volumes. Our independent auditors have not audited, reviewed, compiled, or performed any procedures with respect to the projections for the purpose of their inclusion in this presentation, and accordingly, have not expressed an opinion or provided any other form of assurance with respect thereto for the purpose of this presentation. These projections are for illustrative purposes only and should not be relied upon as being indicative of future results. The assumptions and estimates underlying the projected information are inherently uncertain and are subject to a wide variety of significant business, economic and competitive risks and uncertainties that could cause actual results to differ materially from those contained in the projected information. Even if our assumptions and estimates are correct, projections are inherently uncertain due to a number of factors outside our control. Accordingly, there can be no assurance that the projected results are indicative of our future performance after completion of the transaction or that actual results will not differ materially from those presented in the projected information. Inclusion of the projected information will be achieved.

#### **Industry and Market Data; Trademarks and Trade Names**

This presentation has been prepared by us and includes market data and other statistical information from sources we believe to be reliable, including independent industry publications, governmental publications or other published independent sources. Some data is also based on our good faith estimates, which are derived from our review of internal sources as well as the independent sources described above. Although we believe these sources are reliable, we have not independently verified the information and cannot guarantee its accuracy and completeness. We own or have rights to various trademarks, service marks and trade names that we use in connection with the operation of our businesses. This presentation also contains trademarks, service marks and trade names of third parties, which are the property of their respective owners. The use or display of third parties' trademarks, service marks, trade names or products in this presentation is not intended to, and does not imply, a relationship with us or an endorsement or sponsorship by us. Solely for convenience, the trademarks, service marks and trade names referred to in this presentation may appear without the ®, TM or SM symbols, but such references are not intended to indicate, in any way, that we will not assert, to the fullest extent under applicable law, their rights or the right of the applicable licensor to these trademarks, service marks and trade names.



# Overview of Talos Energy – Standalone Key Statistics

## Talos is a technically driven independent energy company with a track record of shareholder value creation

#### **TALOS CORE AREAS**



PRODUCTION
AND RESERVES
(PRE-ACQUISITION)

MBoe/d
ES
3Q 2019 Production

149<sub>MMBoe</sub>
Proved Reserves<sup>1</sup>

197
MMBoe

2P Reserves<sup>1</sup>

VALUATION (PRE-ACQUISITION)

\$1,674<sub>MN</sub>
Enterprise Value<sup>3</sup>

\$3,077<sub>MM</sub>

\$4,140<sub>MM</sub>

FINANCIAL STATISTICS

(PRE-ACQUISITION)

\$631
MM
3Q 2019 Annualized
Adj. EBITDA<sup>4</sup>

\$463 <sub>MM</sub>

Capex (Including P&A)

Net Debt / 3Q 2019 Annualized Adj. EBITDA<sup>4,5</sup>

1.1x

#### Source: Talos

- 1 12/31/2018 reserves and PV-10 presented using pricing of \$55.00/BO & \$2.75/MMBTU before differentials. Excludes Gunflint.
- 2 PV-10 is a non-GAAP measure.
- 3 As of February 21, 2020.
- 4 Annualized Adjusted EBITDA is a non-GAAP measure. Reconciliation from non-GAAP to closest GAAP measure included in Appendix.
- 5 Net Debt as of September 30, 2019.



# Recent Acquisition – Transaction Details

## Quality portfolio of oil-weighted assets with significant production, increased diversity and material upside

## Transaction Overview

- \$640MM
- ~19 MBoe/d, ~68 MMBoe (2P)
- July 1, 2019 effective date
- ILX, Castex closing expected 2/28/20
- Diverse assets with optionality, no asset more than 20% of production

#### **Consideration**

- \$250MM in new TALO shares issued to sellers at close
- Cash from existing liquidity
- RBL upsized and fully committed to \$1,150MM

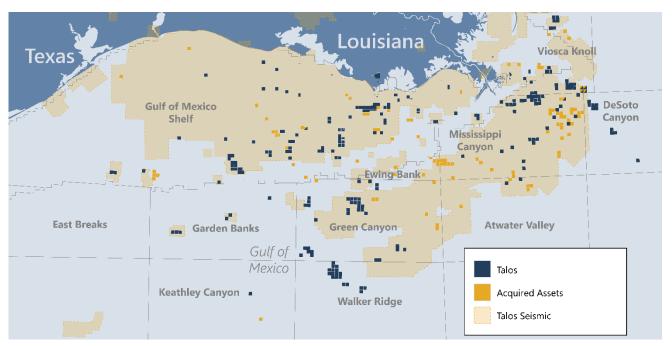
## Pro Forma Capitalization

- ~\$600MM pro forma liquidity
- Conservative pro forma leverage position of ~1.2x
- 11.0MM incremental shares outstanding

#### **Valuation**

- Immediately accretive on all key metrics:
- ✓ NAV per Share

- ✓ Adj. EBITDA
- ✓ Cash Flow per Share
- ✓ Production
- ✓ Free Cash Flow Yield
- ✓ 2P Reserves



## **Recent Deepwater Gulf of Mexico Transactions**





# Recent Acquisition – Strategic Rationale

## Increases production and cash flow while diversifying across asset lifecycle and adding growth optionality



Scale
Increased Size and
Greater Efficiency



Free Cash Flow Material, Sustainable Generation



Growth
Capital Plan Optionality
and Exploration Upside



Diversity
Enhanced Opportunity
and Reduced Risk

- >30% increase in daily production volumes and Proved Developed reserves
- Top tier pro forma margins and netbacks
- More high-impact growth opportunities in greater frequency
- Adds highly-profitable assets with minimal G&A and capital costs
- Improves future optionality for investing in value-accretive projects and optimizing balance sheet
- Exploration upside from large inventory of 40+ identified, material prospects providing several years of drillable inventory
- Overlapping footprint leverages Talos seismic database and geological experience
- Reduces asset concentration risks and mitigates downtime exposure
- No Acquired Asset >20% of production; adds 11 new fields to proforma top 25
- Majority of assets in partnerships with existing Talos relationships

**53 → 72**MBoe/D

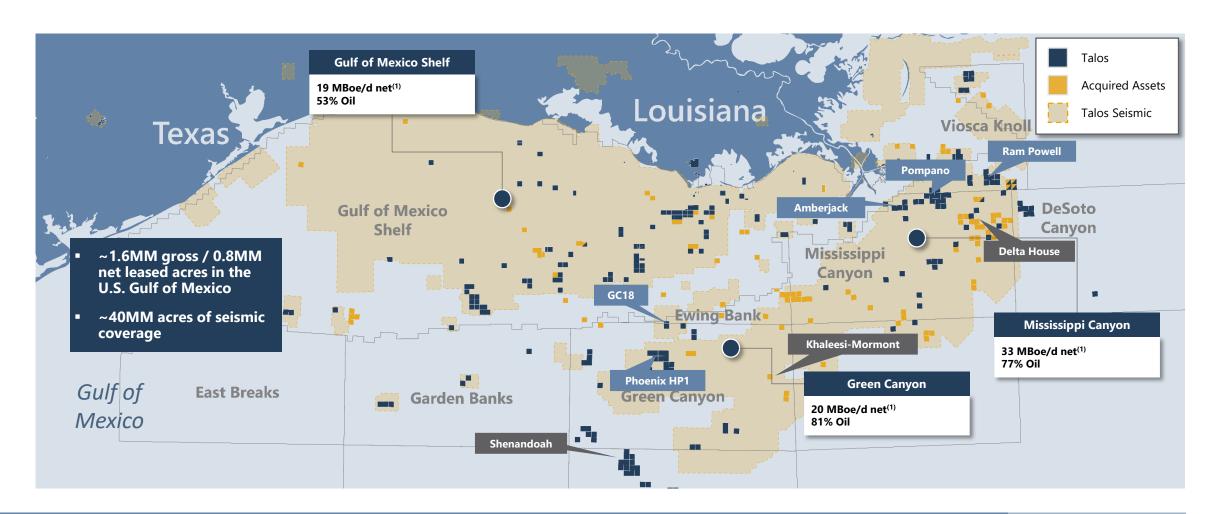
**\$150 MM** 2019E Target FCF

**40+**Identified Prospects

11 of 25
Top Producing Fields

## U.S. Gulf of Mexico Asset Base

Broad portfolio of producing assets and prospects spanning key geological trends and operating environments





## Gulf of Mexico Investment Thesis

- Gulf of Mexico production benefits from ample infrastructure and proximity to refining capacity, driving premium pricing relative to WTI
- The basin also benefits from a low royalty burden and no ad valorem or severance taxes
- Despite certain higher operating costs, offshore margins are superior based in part on these factors



Post 2Q/19 earnings: "TALO knocked out cash margins of \$38.86/boe in Q2. If you throw that in the numerator and DD&A costs of \$17.84/boe in the denominator, it yields a stellar recycle ratio of 2.18. For context, FANG - our perpetually top ranked oily E&P on the recycle ratio - came in at 2.2 for the quarter. Great showing for TALO, especially for a name that essentially trades at its PDP value."

— Mike Kelly, Seaport Global Securities

#### Base Royalty and Tax Rates – US Basin Comparison **Top Talos Fields** 18.8% 16.7% 12.5% 12.5% 12.5% Phoenix Ram Powell Pompano Phoenix Ewing Bank (Tornado) 305/306 (Other Fields) **Other Basins** 36.4% 32.4% 31.3% 29.5% 7.6% 4.0% 7.0% 4.0% 5.0% 4.6% 4.6% 6.0%

Bakken

22.7%

Eagle Ford

■ Royalty ■ Severance Tax ■ Ad Valorem Tax

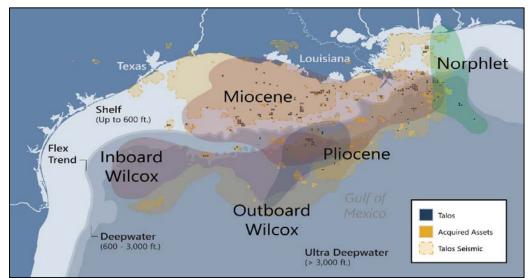
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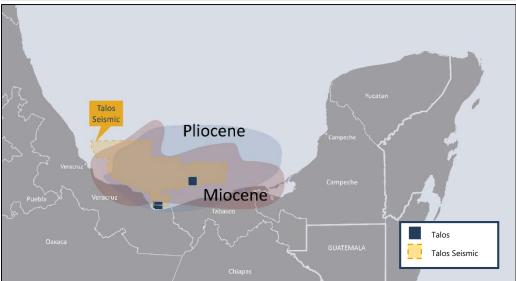


23.8%

DJ

# **Core Competencies**





#### **Geology & Geophysics**

- Targeting prolific Pliocene --> Miocene window
- Excellent rock properties and advances in seismic lead to direct hydrocarbon indicators (DHI's)
- Reduce risk and increase exploration success

#### **Offshore Operations**

- Top-tier offshore operational performance
- Infrastructure-led exploration leads to low-cost developments and short cycle time to first production
- Focus on health, safety, and environment
- Efficient execution in drilling, completions and well-work at low cost

#### **Low Entry Cost Focus**

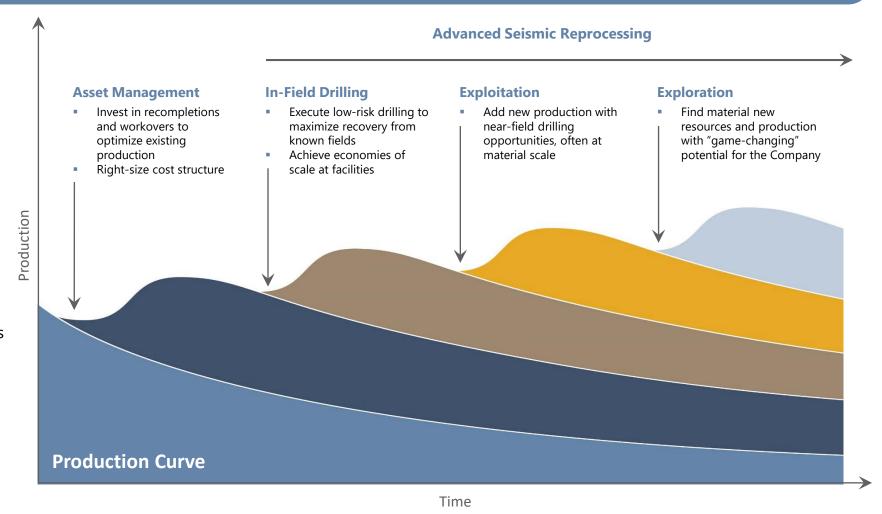
- Industry focus on onshore unconventional assets gives way to low entry cost opportunities in the offshore space
- 228,000 gross acres leased in Mexico with zero up-front acreage cost
- GOM transactions typically come with large acreage positions allowing for access to inexpensive upside



# Differentiated Strategic Approach

## Success driven by ability to invest across the asset lifecycle and consistently improve opportunity set

- Active business development allows for consistent expansion and high-grading of the Company's opportunity set
- Talos invests across the lifecycle of assets to:
  - Optimize existing production and operations
  - Unlock low-risk reserves and production additions
  - Explore for new resources with step-change growth potential
- Advanced reprocessing techniques and a significant seismic library allow for greater success rate in new drilling projects
- Application of core competencies and adherence to conservative financial framework allow for successful implementation





## Core Areas



MISSISSIPPI CANYON





3Q19 Production
(Pro Forma)

20 mboe/d net, ~81% oil

33 mboe/d net, ~77% oil

19 mboe/d net, ~53% oil

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**Key Assets** 

Phoenix Tornado Boris GC 18 Pompano Ram Powell Amberjack Gunflint ILX Assets

Ewing Bank 305/306 Main Pass 72 Castex Assets Zama Block 31 Other Prospects

**Notes** 

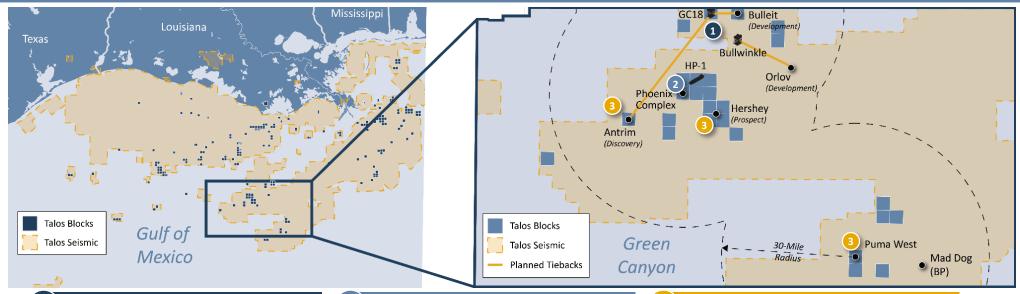
The U.S. Gulf of Mexico business generated significant free cash flow while funding approximately \$85 million of Mexico exploration and appraisal in 2019

Zama: 670 – 1,010 MMBOE; Block 31: Recently announced discovery



# Talos Strategy – Green Canyon Core Area Example

## Technical expertise unlocks resource opportunities; leveraging infrastructure provides strong full-cycle value creation



- 1 Green Canyon 18
  - Acquired GC-18 for <\$15mm in 2018</li>
  - Existing asset has produced over 100 MMBoe historically
  - Unlocked drilling and business development opportunities
    - Drilled Bulleit discovery
    - Acquired Antrim discovery from ExxonMobil
    - New blocks in federal lease sale

- Phoenix Complex
- Since acquiring asset in 2013 increased production from ~10 MBoe/d to up to ~43 MBoe/d in 2Q 2019
- Discovered Tornado field
- Only independent to operate a Floating Production Unit in the U.S. GOM (Shell and Petrobras operate one FPSO)

- 3 Geophysics & Business Development
  - Expertise in reprocessing typically leads to another round of drilling on acquired assets, enhancing transaction economics
  - Reprocessing projects around acquired assets led to business development activities with BP/Chevron on Puma West and the Antrim discovery and Hershey prospect with Exxon



## Mexico Core Area

### **Core Area Background**

- Talos was one of the first international companies to enter basin following energy reforms
- World-class Zama discovery in 2017 one of the largest shallow-water discoveries globally in last 20 years; awarded Global Discovery of the Year
- Highly successful exploration track record across basin, with numerous prospects remaining in portfolio across Block 7 and Block 31
- Material Xaxamani discovery on Block 31

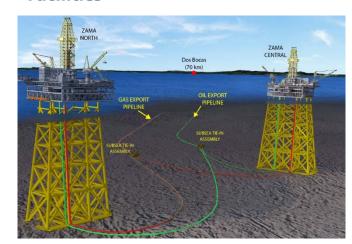
### **Key Asset Highlights**

- Recently completed Zama appraisal and independent resource evaluation by NSAI confirmed 670-1,010 MMBoe gross recoverable with >90% oil content
- NSAI "Best Estimate" case 60% of Zama resources lie within Block 7 boundaries
- Talos simultaneously advancing Block 7 unitization discussions and development planning ahead of FID milestone
- FID will convert significant resource volumes into proved and probable reserves

#### **Regional Map**



#### **Facilities**

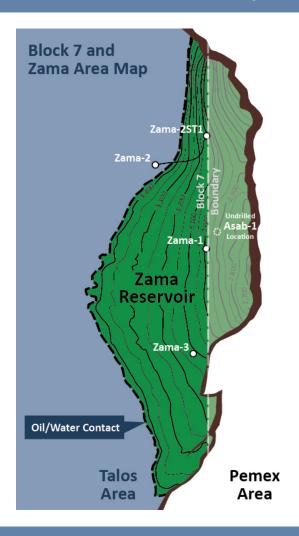


Floating Storage and Offloading vessel not shown in image



# Mexico Core Area – Block 7 Zama Appraisal

## Independent third-party evaluation finalized with positive findings



#### Zama #2

- 1,676 ft gross TVD sand
- 581 ft gross TVD pay
- 68-73% net to gross
- OWC ~100 ft deeper than plan
- Ahead of schedule, under budget

#### **Zama #2 ST1**

- 873 ft gross TVD pay
- 68-73% net to gross
- 714 ft whole core, 98% recovery
- DST: 7,900 boe/d unstimulated, 94% oil
- Ahead of schedule, under budget

#### **Zama #3**

- 1,000 ft gross TVD sand
- 748 ft gross TVD pay
- Similar section net to gross, 85-90% Zone 3
- 717 ft whole core, 99% recovery
- Ahead of schedule, under budget

## Netherland, Sewell & Associates estimates:

- 670 1,010 MMBOE gross recoverable resource
- 60% of asset located on Block 7
- ~94% high quality oil; 28 degree average API gravity

Zama Independent Evaluation Results



# Financial Principles

## Conservative balance sheet, combined with low-risk developments and active hedging program

### **Financial Discipline**

## Low risk approach across business

- Consistently hedge to fund base business and capital program
  - Proactively hedging 2021
- Minimize material long-term contracts beyond pricing visibility
- Prioritize capital spending to manage obligations and maintenance first
- Optimize drilling capital for diverse impactful project exposure
- Mitigate material financial risks to the firm

#### **Low Leverage**

#### **Avoid excessive burdens**

- Maintain low leverage a priority throughout the cycles
- Minimize borrowing costs and financial leakage
- Maintain attractive credit profile relative to industry peers
- Create value through thoughtful deployment of capital to the right projects, not financial engineering

## **High Liquidity**

#### **Preserve flexibility**

- Ample liquidity with no intentions to utilize
  - Target >50% availability on RBL
- Comfortably manage working capital cycles
- Prioritize debt paydown in uncertain market environments
- Minimize drags on liquidity from large letters of credit

### Minimize refinancing risk

### Long maturity profile

- Access market windows for refinancing opportunities in advance of maturities
- Improve ratings positioning to increase attractiveness of issuances
- Reduce or eliminate onerous call premiums where possible



# 2020 Guidance – Summary Highlights

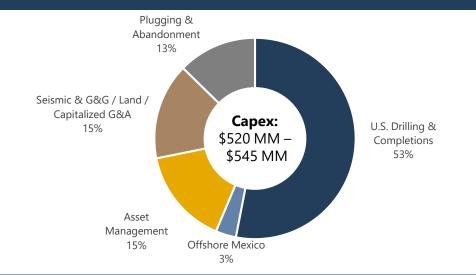
#### **2020 Guidance Highlights**

- Expect significant positive free cash flow at \$50 / \$2 price deck
- Includes impact from recent acquisition from March 1st forward
- Continued focus on cost control resulting in G&A below \$3.00/boe
- Expect to maintain low leverage metrics
- Capital Program:
  - Majority of low-risk and high-impact projects expected to begin production within 6 to 18 months of spud date
  - Significant flexibility to adjust spending depending on commodity price environment

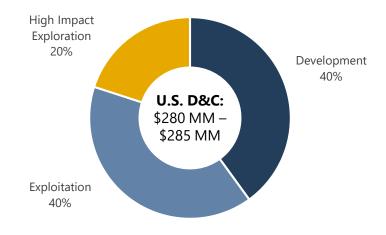
#### 2020 Financial Guidance

	Oil (mmbbl)	17.0 – 18.0
	Natural Gas (bcf)	35.0 – 36.0
Production	NGL (mmbbl)	1.6 – 1.7
	Total (mmboe)	24.4 – 25.7
	Average Daily Production (mboe/d)	66.8 – 70.2
	Cash Expenses <sup>1, 2, 3</sup>	\$300 - \$325
Expenses (\$MM)	G&A <sup>3, 4</sup>	\$70 - \$75
	Capital Expenditures <sup>1, 3, 5, 6</sup>	\$520 - \$545

### **Total Capital Expenditures by Type (%)**



## **U.S. Drilling & Completions Capital Expenditures by Type (%)**







# Social and Corporate Responsibility

Talos strives to operate safely, responsibly and in a manner that protects the public and the environment

## **Health Safety and Environment**

- Leadership is committed to creating a strong HSE culture
- Safety, health and welfare of employees, contractors, visitors and the public is a top priority for Talos and the foundation of its core values
- Talos promotes the protection of the environment through responsible work ethic, clear policies, measurable goals and effective waste management practices

## **Top Workplace**

 Based on employee surveys, Talos has been ranked a Top Workplace in the Houston Chronicle Top Workplaces lists from 2013-2019















## **Community Involvement**

- Employee-led Community Outreach team organizes support for a number of local, regional and national charitable organizations with numerous volunteer activities and financial contributions
- We regularly host and/or sponsor major events supporting non-profit organizations in our communities
- We provide every employee with an annual \$500 allowance that can be used towards a non-profit cause of their choice throughout the year

























## Non-GAAP Reconciliations

Reconciliation of net income (loss) to Adj. EBITDA and of Adj.	Three Months Ended			
EBITDA to Adj. EBITDA excluding hedges (\$ in millions)	December 31, 2018	March 31, 2019	June 30, 2019	September 30, 2019
Net Income (loss)	\$306	\$(110)	\$95	\$73
Interest Expense	24	25	25	23
Income Tax Expense (Benefit)	3	(6)	6	1
Depreciation, Depletion, Amortization	84	65	96	88
Accretion Expense	11	10	10	7
EBITDA	\$428	\$(16)	\$231	\$193
Write-down of oil and natural gas properties	-	-	12	1
Loss on Debt Extinguishment	-	-	-	-
Transaction Related Costs	5	2	1	0
Derivative Fair Value (gain)/ loss <sup>1</sup>	(257)	110	(30)	(44)
Net cash receipts (payments) on settled derivative instruments <sup>1</sup>	(16)	(3)	(10)	5
Non-cash (gain) loss on sale of assets	(2)	-	-	-
Non-cash write-down of other well equipment inventory	0	-	-	-
Non-cash equity-based compensation expense	1	1	2	2
Adj. EBITDA	159	94	207	158
Net cash receipts (payments) on settled derivative instruments <sup>1</sup>	16	3	10	(5)
Adj. EBITDA excluding hedges	\$175	\$97	\$216	\$152

Note: Figures may not sum due to rounding.

The adjustments for the derivative fair value (gain) loss and net cash receipts (payments) on settled derivative instruments have the effect of adjusting net income (loss) for changes in the fair value of derivative instruments, which are recognized at the end of each accounting period because we do not designate commodity derivative instruments as accounting hedges. This results in reflecting commodity derivative gains and losses within Adjusted EBITDA on a cash basis during the period the derivatives settled.



# Non-GAAP Reconciliations

Reconciliation of Net Debt			
\$ in millions	As of September 30, 2019		
Debt Principal	\$712		
Capital Leases	83		
Gross Debt	795		
Cash (excl. restricted)	(91)		
Net Debt	\$705		

Reconciliation of 3Q 2019 LTM Adjusted EBITDA		
\$ in millions		
4Q 2018 Adj. EBITDA	159	
1Q 2019 Adj. EBITDA	94	
2Q 2019 Adj. EBITDA	207	
3Q 2019 Adj. EBITDA	158	
3Q 2019 LTM Adj. EBITDA	\$617	

Reconciliation of Net Debt / 3Q 2019 LTM Adj. EBITDA		
\$ in millions	As of September 30, 2019	
Net Debt	\$705	
3Q 2019 LTM Adjusted EBITDA	\$617	
Net Debt / 3Q 2019 LTM Adj. EBITDA	1.1x	

Reconciliation of 3Q 2019 Adjusted EBITDA Margin			
\$ in millions	Margin	Margin (ex. hedges)	
3Q19 Adj. EBITDA / ex. hedges	\$158	\$152	
Revenue - Operations	/ \$228	/ \$228	
Adj. EBITDA Margin / ex. hedges	69%	67%	

Reconciliation of 3Q 2019 Adjusted EBITDA Margin per Boe			
\$ in millions	Margin per Boe	Margin per Boe (ex. hedges)	
3Q19 Adj. EBITDA / ex. hedges	\$158	\$153	
Production (MMboe)	4.8	4.8	
Adj. EBITDA Margin/Boe / ex. hedges	\$32.57	\$31.47	

Reconciliation of 3Q 2019 Annualized Adjusted EBITDA		
\$ in millions		
3Q 2019 Adj. EBITDA	158	
Annualized	x4	
3Q 2019 Annualized Adj. EBITDA	\$631	

Reconciliation of Net Debt / 3Q 2019 Annualized Adj. EBITDA		
\$ in millions	As of September 30, 2019	
Net Debt	\$705	
3Q 2019 Annualized Adjusted EBITDA	\$631	
Net Debt / 3Q 2019 Annualized Adj. EBITDA	1.1x	



## Non-GAAP Reconciliations

TALOS ENERGY	Three Months Ended September 30, 2019	
Reconciliation of Net Income (loss) to Adj. EBITDA and Adj. EBITDA to Free Cash Flow		
Net Income (loss)	\$73	
Interest Expense	23	
Income Tax Expense (Benefit)	1	
Depreciation, Depletion, Amortization	88	
Accretion Expense	7	
EBITDA	\$193	
Write-down of oil and natural gas properties	1	
Loss on Debt Extinguishment	-	
Transaction Related Costs	0	
Derivative Fair Value (gain)/ loss <sup>(1)</sup>	(44)	
Net cash receipts (payments) on settled derivative instruments <sup>(1)</sup>	5	
Non-cash (gain) loss on sale of assets	-	
Non-cash write-down of other well equipment inventory	-	
Non-cash equity-based compensation expense	2	
Adj. EBITDA	\$158	
Capital Expenditures (including Plugging & Abandonment)	(116)	
Interest Expense	(23)	
Amortization of Deferred Financing Costs and OID	1	
Free Cash Flow	\$20	

ACQUIRED ASSETS	Three Months Ended	
Reconciliation of Operating Cash Flow and Free Cash Flow	September 30, 2019	
Revenue	\$74	
Cash Expenses	(24)	
Operating Cash Flow	\$50	
Capital Expenditures	(15)	
Free Cash Flow	\$35	

Note: Acquired Asset Operating Cash Flow and Free Cash Flow based on actual monthly Lease Operating Statements for 3Q 2019 provided by seller, excluding certain items that are not expected to be part of the go-forward cash flow and Free Cash Flow and Free Cash Flow are non-GAAP metrics based on actual monthly Lease Operating Statements for the first nine months of 2019 provided by seller, excluding certain items that are not expected to be part of the go-forward cash flows of the pro-forma company plus Talos internal projections for the last three months of 2019.



