# Emerald Bay Energy Inc.

Consolidated financial statements

**For the Nine Months Ended September 30, 2019**

(expressed in Canadian dollars)

**NOTICE OF NO AUDITOR REVIEW**

In accordance with National Instrument 51-102 Section 4.3(3)(a) released by the Canadian Securities Administrators, the Company discloses that its auditors have not reviewed the unaudited Interim Consolidated Financial Statements for the three-month period ended September 30, 2019 and 2018.

# Emerald Bay Energy Inc.

Consolidated Statements of Financial Position

**September 30, 2019 and December 31, 2018**

| | September 30, 2019 | December 31, 2018 |
|---|---|---|
| | $ | $ |
| **Assets** | | |
| **Current assets** | | |
| Cash and cash equivalents | **206,898** | 623,380 |
| Short-term investments | **331,075** | 341,250 |
| Trade and other receivables (note 17(b)) | **466,578** | 142,178 |
| Prepaid expenses and deposits | **66,986** | 37,402 |
| **Total current assets** | **1,071,537** | 1,144,210 |
| **Non-current assets** | | |
| Investment in Partnership | - | |
| Exploration and evaluation assets and other intangible assets (note 6) | **2,787,129** | 2,881,857 |
| Property and equipment (note 5) | **6,056,627** | 6,317,644 |
| Goodwill | | |
| **Total assets** | **9,915,293** | 10,343,711 |
| **Liabilities** | | |
| **Current liabilities** | | |
| Accounts payable and accrued liabilities (note 17(c)) | **8,048,511** | 7,361,784 |
| Shareholder indemnity (note 15(b)) | **300,080** | 290,567 |
| Short-term loan (note 12) | **529,720** | 546,000 |
| Convertible debt (note 8) | - | 379,750 |
| Demand loan (note 9) | **75,000** | 105,500 |
| Short-term loan (note 10) | - | 200,000 |
| Note Payable (note 11a) | **5,785,406** | 5,785,406 |
| Credit Facility (note 11b) | **4,201,724** | 4,330,856 |
| Other liabilities | **6,622** | 131,997 |
| **Total current liabilities** | **18,947,063** | 19,131,860 |
| **Non-current liabilities** | | |
| Decommissioning obligations (note 7) | **1,071,498** | 1,063,942 |
| Other liabilities | - | - |
| **Total liabilities** | **20,018,561** | 20,195,802 |
| **Shareholders' deficit** | | |
| Share capital (note 13(b)) | **15,078,949** | 13,350,142 |
| Warrants (note 13(c)) | **871,070** | 607,708 |
| Contributed surplus | **1,886,474** | 1,886,474 |
| Share purchase loan (note 14(a)) | **(247,970)** | (247,970) |
| Deficit | **(27,631,507)** | (25,805,078) |
| Non-controlling interest in PRI | **(164,183)** | 8,055 |
| Accumulated other comprehensive income | **103,899** | 348,579 |
| **Total shareholders' deficit** | **(10,103,268)** | (9,852,091) |
| **Total liabilities and shareholders' deficit** | **9,915,293** | 10,343,711 |

**Reporting entity and going concern (note 1)**
**Commitments (note 15)**

Approved on behalf of the Board of Directors

*Signed* "Shelby D. Beattie" — Director

*Signed* "Gibson C Scott" — Director



The notes are an integral part of these consolidated financial statements.

# Emerald Bay Energy Inc.

Consolidated Statements of Comprehensive Loss

**For the three month and nine-month periods ended September 30, 2019 and 2018**

| | For the three months ended | | For the nine months ended | |
|---|---|---|---|---|
| | **September 30, 2019** | September 30, 2018 | **September 30, 2019** | September 30, 2018 |
| | **$** | $ | **$** | $ |
| **Revenue** | | | | |
| Petroleum and natural gas revenue | **200,257** | 308,734 | **730,030** | 890,833 |
| Other revenue | **18,924** | 51 | **77,072** | 2,618 |
| Royalties | **1,228** | (3,540) | **20,335** | 7,586 |
| | **220,409** | 305,245 | **827,437** | 901,037 |
| **Operating expenses** | | | | |
| Production and operating expenses | **120,387** | 197,892 | **465,176** | 542,681 |
| Depletion and depreciation (note 5) | **107,856** | 46,751 | **320,058** | 115,644 |
| General and administrative | **228,208** | 283,808 | **789,014** | 767,509 |
| Foreign exchange (gain) | **(86,372)** | (47,508) | **451,877** | 15,502 |
| | **370,079** | 480,943 | **2,026,125** | 1,441,336 |
| **Results from operating activities** | **(149,670)** | (175,698) | **(1,198,688)** | (540,299) |
| **Finance expense** | | | | |
| Interest expense | **(274,538)** | (200,767) | **(614,957)** | (602,623) |
| Accretion of decommissioning obligations (note 7) | **(5,457)** | (7,935) | **(12,784)** | (17,002) |
| Debt Forgiveness | - | 39,153 | - | 39,153 |
| **Net finance expense** | **(279,995)** | (169,549) | **(627,741)** | (580,472) |
| **Net Income (loss)for the period** | **(429,665)** | (345,247) | **(1,826,429)** | (1,120,771) |
| **Other comprehensive loss** | | | | |
| Net (loss) gain on available for sale assets | - | | - | |
| Noncontrolling interest in PRI | **(61,267)** | (34,453) | **(172,238)** | (65,503) |
| Foreign currency translation adjustment | - | | - | |
| **Total comprehensive Income (loss) for the period** | **(490,932)** | (379,700) | **(1,998,667)** | (1,186.274) |
| **Basic and fully diluted loss per share(note 13(e))** | **(0.00)** | (0.00) | **(0.00)** | (0.00) |
| **Weighted average number of common shares outstanding during the period** | **337,440,701** | 295,770,034 | **311,917,697** | 275,674,127 |



The notes are an integral part of these consolidated financial statements.

# Emerald Bay Energy Inc.

Statements of Changes in Deficit

**For the period ended September 30, 2019 and 2018**

| | Share capital $ | Warrants $ | Contributed surplus $ | Share purchase loan $ | Deficit $ | Non-Controlling Interest | Accumulated other comprehensive loss $ | Total deficit $ |
|---|---|---|---|---|---|---|---|---|
| **Balance, December 31, 2017** | 12,767,569 | 556,389 | 1,886,474 | (247,970) | (22,785,516) | (36,879) | 5,809 | (7,854,124) |
| Reallocation expiry of warrant | 561,395 | (561,395) | - | - | - | - | - | - |
| Issue costs for expired warrant | (5,006) | 5,006 | - | - | - | - | - | - |
| Loss for the year | - | - | - | - | (3,019,562) | (69,323) | - | (3,088,885) |
| Private placement, net of issue costs | 26,184 | 607,708 | - | - | - | - | - | 633,892 |
| Movement in available for sale assets | - | - | - | - | - | - | | |
| Acquisition of subsidiary | - | - | - | - | - | | - | |
| Foreign exchange translation to presentation currency | - | - | - | - | - | 114,257 | 342,770 | 457,026 |
| **Balance, December 31, 2018** | 13,350,142 | 607,708 | 1,886,474 | (247,970) | (25,805,078) | 8,055 | 348,579 | (9,852,090) |
| Shares issued | 2,006,352 | - | - | - | - | - | - | 2,006,352 |
| Warrants issued | (875,000) | 875,000 | - | - | - | - | - | - |
| Share issue costs | (14,183) | - | - | - | - | - | - | (14,183) |
| Loss for the period | - | - | - | - | (1,826,429) | - | - | (1,826,429) |
| Reallocation expiry of warrant | 615,766 | (615,766) | - | - | - | - | - | - |
| Issue costs for expired warrant | (4,128) | 4,128 | - | - | - | - | - | - |
| Non-controlling interest in PRI | - | - | - | - | - | (172,238) | - | (172,238) |
| Accumulated Foreign Translation and other comprehensive items | - | - | - | - | - | - | (244,680) | (244,680) |
| **Balance, September 30, 2019** | **15,078,949** | **871,070** | **1,886,474** | **(247,970)** | **(27,631,507)** | **(164,183)** | **103,899** | **(10,103,268)** |



The notes are an integral part of these consolidated financial statements.

# Emerald Bay Energy Inc.

Consolidated Statements of Cash Flows

**For the nine months ended September 30, 2019 and 2018**

| | **September 30, 2019** | September 30, 2018 |
|---|---|---|
| | **$** | $ |
| **Cash provided by (used in):** | | |
| **Operating activities** | | |
| Net Income (loss) for the period | **(1,826,429)** | (1,120,771) |
| Adjustments for: | | |
| Depletion and depreciation (note 5) | **320,058** | 115,644 |
| Accretion of decommissioning obligation (note 7) | **12,784** | 17,002 |
| Unrealized foreign exchange gain | **-** | - |
| | **(1,493,587)** | (988,125) |
| Change in trade and other receivables | **(324,400)** | 144,626 |
| Change in prepaid expenses and deposits | **(29,584)** | 19,117 |
| Change in accounts payable and accrued liabilities | **(319,685)** | 218,780 |
| Change in shareholder indemnity (note 15(b)) | **9,513)** | (22,543) |
| | **(2,157,743)** | (628,145) |
| **Investing activities** | | |
| Property and equipment expenditures (note 5) | **(481,186)** | (115,644) |
| Investment in Partnership | **-** | 407,677 |
| Exploration and evaluation expenditures (note 6) | **94,728)** | (675,428) |
| Change in short-term investments | **10,175** | 10,000 |
| | **(376,283)** | (373,395) |
| **Financing activities** | | |
| Proceeds from issuance of common shares | **2,006,352** | 1,075,124 |
| Share issue costs (note 13(b)) | **(14,183)** | |
| Increase in other liabilities | **125,375** | 84,865 |
| | **2,117,544** | 1,159,989 |
| Foreign exchange on cash and cash equivalents | **-** | |
| **Change in cash and cash equivalents** | **(416,482)** | 158,449 |
| **Cash and cash equivalents, beginning of period** | **623,380** | 124,949 |
| **Cash and cash equivalents, end of period** | **206,898** | 283,398 |



The notes are an integral part of these consolidated financial statements.

## 1 Reporting entity and going concern

Emerald Bay Energy Inc. (the "Company") was incorporated under the Business Corporations Act of Alberta on May 9, 1997 and is listed on the TSX Venture exchange. The Company is engaged in the exploration for and development of petroleum and natural gas properties, principally in Alberta, Canada and Texas, USA. The Company is listed on the TSX Venture exchange under the symbol "EBY.V". The Company's registered head office is located at #3A, 4015 – 1 Street South East, Calgary, Alberta, Canada T2G 4X7.

At September 30, 2019, the Company had not yet achieved profitable operations, had an accumulated deficit of $27,631,507 since its inception (December 31, 2018 - $25,805,078), had negative cash flows from operations of $1,493,587 (December 31, 2018 $421,375) and had a working capital deficiency of $17,875,526 (December 31, 2018 - $17,987,650) (defined as current assets less current liabilities), and expects to incur further losses in the development of its business. The ability to continue as a going concern is dependent on obtaining continued financial support, completing public equity financing or generating profitable operations in the future. Management is committed to raising additional capital to meet its exploration and operating obligation, however, additional equity financing is subject to the global financial markets and economic conditions, which have recently been disrupted and are volatile, and the debt and equity markets, which are distressed, particularly for junior petroleum and natural gas companies. All of these factors, together with weak natural gas prices and the current unstable economic conditions, indicate the existence of material uncertainties related to events or conditions that may cast significant doubt as to whether the Company can 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. These consolidated financial statements do not reflect the adjustments to the carrying value of assets and liabilities, the reported revenues and expenses, and the balance sheet classifications that would be necessary if the going concern assumption was not appropriate. Any adjustments necessary to the consolidated financial statements if the Company ceases to be a going concern could be material.

## 2 Basis of presentation

a) Statement of compliance:

The interim condensed consolidated financial statement have been prepared in accordance with International Accounting Standards ("IAS") 34 – *"Interim Financial Reporting"* as issued by the International Accounting Standards Board ("IASB") using the accounting policies and methods of computation disclosed in the Company's audited consolidated financial statements for the year ended December 31, 2018. These interim condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2018 and exclude certain disclosures required to be included in annual consolidated financial statements.

The Board of Directors approved the consolidated financial statements on November 29, 2019.

b) Basis of measurement:

The consolidated financial statements have been prepared on the historical cost basis except for derivative financial instruments and available for sale financial investments which are measured at fair value, as explained in note 3 – Significant accounting policies in the Company's audited consolidated financial statements for the year ended December 31, 2018.

c) Basis of consolidation:

These consolidated financial statements include the accounts of the Company and its United States branch, Emerald Bay Texas Inc., its wholly owned and controlled subsidiary and Production Resources, Inc. (PRI) where the Company owns 75% of the outstanding shares. Control exists when the Company has the power over the investee, exposure or rights to variable returns from its involvement and has the ability to affect those returns through its power over the investee. The financial statements of subsidiaries, including entities which the Company controls, are included in the consolidated financial statements from the date that control commences until the date that control ceases. The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. All intercompany transactions and balances have been eliminated.

d) Nature and purpose of equity and reserves:

The reserves recorded in equity on the Company's consolidated statement of financial position include 'contributed surplus', 'Accumulated other comprehensive loss', and 'Deficit'.

'Contributed surplus' is used to recognize the value of stock options and broker warrants prior to exercise.

'Accumulated other comprehensive loss' is the foreign exchange gain or loss resulting from the translation of the Corporation's foreign subsidiary

'Deficit' is used to record the Corporation's change in deficit from profit or loss from year to year.

e) Use of estimates and judgments:

In preparing these interim condensed consolidated financial statements, management makes judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

The significant judgments made by management in applying the accounting policies and the key sources of estimation uncertainty were the same as those that applied to the audited annual consolidated financial statements as at and for the year ended December 31, 2018.

## 3 Recent accounting pronouncements

Certain pronouncements were issued by "IASB" or International Financial Reporting Interpretation Committee ("IFRIC") that are mandatory for accounting periods beginning after January 1, 2018 or later periods.

The following new accounting standards, amendments to accounting standards and interpretations, have not been early adopted in these consolidated financial statements. The Company is currently assessing the impact, if any, of this new guidance on the Company's future results and financial position:

IFRS 16, "Leases": In January 2017, the IASB issued the standard to replace IAS 17 "Leases". For lessees applying IFRS 16, a single recognition and measurement model for leases would apply, with required recognition of assets and liabilities for most leases. The standard will come into effect for annual periods beginning on or after January 1, 2019, with earlier adoption permitted. The Company does not currently believe IFRS 16 will have a material effect on its consolidated financial statements.

## 4 Equity investment in PRI

The Company's interest in the share capital of PRI was 10% at December 31, 2016. Effective July 1, 2017, the Company acquired 65% of the stock in PRI from to a party with a previous shareholding in PRI. The investment is accounted for using the acquisition method recognizing and measuring the identifiable assets acquired, the liabilities assumed and any noncontrolling interest in the acquiree; and recognizing and measuring goodwill or a gain from a bargain purchase. The Company's interest in the share capital of PRI is increased to 75%.

## 5 Property and equipment

| | Oil and natural gas interests<br>$ | Corporate and other<br>$ | Total<br>$ |
|---|---|---|---|
| **Cost, December 31, 2018** | **11,106,429** | **486,351** | **11,592,780** |
| Additions (Dispositions) | 57,804 | 1,237 | 59,041 |
| **Cost, September 30, 2019** | **11,164,233** | **487,588** | **11,651,821** |
| Accumulated depletion, depreciation and impairment, beginning of year | (5,012,111) | (263,025) | (5,275,136) |
| Depreciation and depletion for the period | (269,850) | (50,208) | (320,058) |
| Foreign currency translation | - | - | - |
| **Carrying value, September 30, 2019** | **5,882,272** | **174,355** | **6,056,627** |

| | Oil and natural gas interests<br>$ | Corporate and other<br>$ | Total<br>$ |
|---|---|---|---|
| **Cost, December 31, 2017** | **10,311,907** | **406,811** | **10,718,718** |
| Additions (Dispositions) | - | - | - |
| **Cost, September 30, 2018** | **10,311,907** | **406,811** | **10,718,718** |
| Accumulated depletion, depreciation and impairment, beginning of year | (4,398,438) | (202,293) | (4,600,731) |
| Depreciation and depletion for the period | (83,178) | (32,466) | (115,644) |
| Foreign currency translation | - | - | - |
| **Carrying value, September 30, 2018** | **5,830,291** | **172,052** | **6,002,343** |

## 6 Exploration and evaluation assets

| | E&E assets<br>$ |
|---|---|
| **Balance, December 31, 2017** | **2,939,539** |
| Additions | 506,956 |
| Impairment | (612,889) |
| Proceeds from farm-out agreement | (108,518) |
| Revisions in decommissioning liability | (29,346) |
| Transfer to Property & Equipment (note 5) | (84,525) |
| Foreign currency translation | 270,640 |
| **Balance, December 31, 2018** | **2,881,857** |
| Additions | 146,675 |
| Revisions in decommissioning liability | (7,327) |
| Foreign currency translation | (234,076) |
| **Balance, September 30, 2019** | **2,787,129** |

E&E assets consist of the Company's exploration projects which are pending the determination of technical feasibility and commercial viability. As at September 30, 2019, the Company incurred an amount of $2,787,129 on E&E expenditures (December 31, 2018 - $2,881,857). The additions represent the acquisition of undeveloped land and drilling activity within Texas. These E&E assets will be transferred to property and equipment when technical feasibility and commercial viability have been established. The E&E asset impairment was $1,686,831 for the year ended December 31, 2017. The impairment was recognized upon a review of each exploration license or field, carried out, at least annually, to confirm whether the Company intends further appraisal activity or to otherwise extract value from the property. There were no indicators of additional impairment at September 30, 2019.

## 7 Decommissioning obligations

The Company's decommissioning obligations result from its ownership interest in oil and natural gas assets including well sites and gathering systems. The total decommissioning obligation is estimated based on the Company's net ownership interest in all wells and facilities, estimated costs to reclaim and abandon these wells and facilities and the estimated timing of the costs to be incurred in future years. The Company has estimated the net present value of the decommissioning obligations to be $869,510 as at September 30, 2019 (December 31, 2018 - $1,063,942) based on an undiscounted total future liability of $1,182,119 (December 31, 2018 - $1,129,016). These payments are expected to be made over the next 2 to 24 years. The obligations have been calculated using an inflation rate of 2% and a discount factor, being the risk-free rate related to the liability, of 2.40% - 2.63% (December 31, 2018 – 1.86% - 2.18%, respectively).

| | **September 30, 2019** | December 31, 2018 |
|---|---|---|
| | **$** | $ |
| **Balance, beginning of period** | **1,063,942** | 968,985 |
| Additions | 30,345 | 7,789 |
| Additions through acquisitions | - | |
| Liabilities incurred | - | - |
| Abandonments | - | |
| Revisions / changes in estimates | - | (67,341) |
| Accretion | 12,784 | 18,076 |
| Foreign currency translation | (35,573) | 136,433 |
| **Balance, end of period** | **1,071,498** | 1,063,942 |

## 8 Convertible debt

On January 1, 2012, the Company entered into a loan agreement (the "Loan Agreement") with a corporation owned and controlled by a party who is also a significant shareholder of the Company (the "Lender") whereby the Company received a $150,000 USD ($204,000 CAD) loan with a maturity date of one year (the "Original Loan"). Pursuant to the Loan Agreement, if it is mutually agreed upon by both parties, the maturity date can be extended by an additional year. During the nine months ended March 31, 2017, and the years ended December 31, 2015 and 2014, the Lender advanced an additional loan amount of $50,000, $75,000and $100,000 (the "Advances"), respectively, to the Company under the same terms as the Original Loan. At each maturity date, the Company and the Lender mutually agreed to extend the Original Loan and the Loan advances by an additional year. As at September 30, 2019, the Company has not received demand from the Lender for repayment, and the Company is currently negotiating an extension of the short-term loan with the Lenders. Interest on the loan is 12% per annum, payable monthly, on the outstanding principal amount. Security for the loan consists of a $150,000 promissory note and monthly production from certain Texas assets equivalent to the principal portion of the loan and any unpaid interest.

At the option of the Lender, and subject to regulatory approval, the entire principal amount of the Original Loan, or any portion outstanding, may have been converted to shares in the Company with a discount of 25% to the market trading price at the time of conversion, at any time during the term. The conversion feature was to be treated consistently with the conversion feature included on the Loan (note 9). The conversion feature on the Original Loan expired unexercised on December 31, 2014 and the conversion features on the Advances did not receive regulatory approval before the conversion features expired.

The modifications did not result in an extinguishment of the old convertible debt instrument and recognition of a new convertible debt instrument. The proceeds of the loan were used to continue the Company's exploration program in Texas. During the nine months ended September 30, 2019, the Company incurred interest of $34,178 (December 31, 2018 - $31,601) on the aggregate amount owing under the convertible debt.

## 9 Demand loan

On May 12, 2015, the Company entered into a loan agreement (the "Demand Loan") with a corporation owned and controlled by a party who is also a significant shareholder of the Company (the "Lender") for up to an amount of $150,000. The proceeds of the Demand Loan were used for the continued operation of the Company. The Demand Loan is due on the demand of the Lender and bears interest of 8.00% per annum, compounded monthly. At September 30, 2019, the Company paid this loan down by $40,500 (December 31, 2018 - $Nil) and paid accrued interest through August 31, 2019. At September 30, 2019 accrued interest outstanding was $1,255 (December 31, 2018 - $49,344). The Company may repay the Demand Loan in full at any time prior to demand without notice or penalty.

## 10 Short-term loan

During the year ended December 31, 2016, the Company received a short-term loan (the "Short-term Loan") from the Lenders associated with the Loan (note 9) and the Convertible debt (note 10), collectively, the Lenders (the "Lenders") in the maximum available amount of $350,000. A set-up fee of $6,000 was charged by the Lenders and was included in general and administrative expenses. Interest on the Short-term Loan is 10% per annum, compounded monthly. The Short-term Loan matured December 1, 2017. The proceeds of the Short-term Loan were to provide capital for on-going operational and administrative costs of the Company. The Company may re-pay some or all of the outstanding balance of Short-term Loan without notice or penalty.

As security for the total Short-term Loan, if the Short-term Loan is not repaid by the maturity date, at the option of the Lenders (the "Option"), the Lenders may acquire the 10% equity investment in PRI (note 4). If the option is exercised by the Lenders, the Lenders have granted the Company the ability to re-acquire the 10% equity investment in PRI for a period of 9 months from Option exercise date insofar as the Short-term Loan is fully repaid. During the quarter the short-term debt was repaid with shares.

At September 30, 2019, the total amount outstanding under the Short-term Loan is $Nil (December 31, 2018 - $200,000), and at September 30, 2019 accrued interest owing is $Nil (December 31, 2018 - $43,193).

The following table summarizes the accounting of the Loan:

| | $ |
|---|---|
| **Balance, December 31, 2018** | **200,000** |
| Payment | **(200,000)** |
| **Balance, September 30, 2019** | **-** |

## 11 Note Payable and Credit Facility

The Company closed a loan agreement (the "Loan Agreement") with a private company (the "Lender"), whereby the Lender issued to the Company a credit facility with the ability to borrow up to $6,225,000 (the "Credit Facility"). The Lender is a significant shareholder of the Company. The Note Payable will have an interest free period until October 1, 2018, at which point the Note Payable will bear interest at a rate equal to Prime Rate plus 1.5% per annum. The Credit Facility is payable upon demand by the Lender and is secured over all of the assets of the Company. The Note Payable was used to repay the Loan (note 9) and the part

a) of the convertible debt, with the balance being used for future acquisitions of oil and gas interests in South Texas and Alberta, including in the acquisitions noted below. At September 30, 2019, the total amount outstanding on the Loan is $5,785,406, (December

31, 2018 - $5,785,406) and during the six months ended September 30, 2019 accrued interest was $742,600 (December 31, 2018 – $291,207).

b) As part of the PRI acquisition, the Company acquired a credit facility. The credit facility is due to a significant shareholder of the Company. The credit facility may be drawn up to $4,600,000. At September 30, 2019 the principal balance was $4,152,228 and unpaid interest $1,003,529.

## 12 Short-term Loan

As part of the PRI acquisition, the Company acquired short term loans. The loans are due to a significant shareholder in the Company. Under the terms of the loan agreement the maturity date was September 15, 2015. These loans are unsecured and non-interest bearing. At September 30, 2019 $529,720 was outstanding.

## 13 Share Capital

a) Authorized

Unlimited number of common shares with voting rights
Unlimited number of preferred shares, issuable in series

b) Issued

| | Number of Common Shares | Amount $ |
|---|---|---|
| **Balance, December 31, 2017** | **247,276,856** | **12,767,569** |
| Private placement (i) | 10,000,000 | 150,000 |
| Value of warrants issued pursuant to private placement (i) | - | (145,237) |
| Share issue costs (i) | - | (1,900) |
| Private placement (ii) | 20,000,000 | 500,000 |
| Value of Warrants issued pursuant to private placement (ii) | - | (470,529) |
| Share issue costs (ii) | - | (6,154) |
| Expiry of warrants (note 13(c)) | - | 561,395 |
| Share issuance costs for expired warrants | - | (5,006) |
| **Balance, December 31, 2018** | **277,276,856** | **13,350,142** |
| Shares for Debt (v) | 18,497,198 | 1,006,356 |
| Private Placement (iv) | 25,000,000 | 500,000 |
| Value of Warrants issued pursuant to private placement (iv) | | (475,000) |
| Expiry of warrants (v) | | 615,766 |
| Share issue costs for expired warrants(v) | | (4,128) |
| Private Placement (vi) | 33,333,333 | 500,000 |
| Value of Warrants issued pursuant to private placement (vi) | | (400,000) |
| Share issue costs | | (14,183) |
| **Balance, September 30, 2019** | **354,107,387** | **15,078,949** |

(i) On January 3, 2018, the Company completed a private placement (the "Private Placement"), issuing 10,000,000 units (the "Unit). Each Unit was issued at $0.015 for total proceeds of $150,000 and consists of one common share of the Company and one share purchase warrant (the "Warrant"). Each Warrant entitled the holder to purchase one additional common share of the Company at $0.05 per share, exercisable for 1 year from the original issue date. The Company allocated $145,237 of the unit value to warrants (note 13(c)). Pursuant to the Private Placement, the Company incurred 1,900 in cash share issue costs which allocated to the warrants.

(ii) On August 27, 2018, the Company completed a private placement (the "Private Placement"), issuing 20,000,000 units (the "Unit"). Each Unit was issued at $0.025 for total proceeds of $500,000 and consists of one common share of the Company and one share purchase warrant (the "Warrant"). Each Warrant entitles the holder to purchase one additional common share of the Company at $0.05 per share, exercisable for 1 year from the original issue date. The Company allocated $470,529 of the unit value to warrants (note 13(c). Pursuant to the Private Placement, the Company incurred $6,154 in cash share issue costs, which was allocated to the warrants.

(iii) During the nine-month period warrants expired unexercised. $615,766 was the value assigned to the warrants with associated issue costs of $4,128. These amounts were reclassified to share capital.

(iv) On January 23, 2019, the Company completed a private placement (the "Private Placement"), issuing 25,000,000 units (the "Unit"). 10,500,000 of these Units were acquired by an officer and director of the Company. Each Unit was issued at $0.02 for total proceeds of $500,000 and consists of one common share of the Company and one share purchase warrant (the "Warrant"). Each Warrant entitled the holder to purchase one additional common share of the company at $0.05 per share, exercisable for 1 year from the original issue date. The Company allocated $475,000 of the unit value to warrants (note 13(c). Pursuant to the Private Placement, the Company incurred $5,479 in cash share issue costs.

(v) On February 2, 2019, the Company settled certain debt obligations by issuing 18,497,178 shares to a company controlled by a significant shareholder.

(vi) On August 15, 2019, the Company completed a private placement (the "Private Placement"), issuing 33,333,333 units (the "Unit"). 14,034,333 of these Units were acquired by officers and directors of the Company and 10,273,333 were acquired by insiders of the Company. Each Unit was issued at $0.015 for total proceeds of $500,000 and consists of one common share of the Company and one share purchase warrant (the "Warrant"). Each Warrant entitled the holder to purchase one additional common share of the company at $0.05 per share, exercisable for 1 year from the original issue date. The Company allocated $400,000 of the unit value to warrants (note 13(c). Pursuant to the Private Placement, the Company incurred $8,704 in cash share issue costs.

c) Warrants

Warrants to acquire common shares outstanding at September 30, 2019 are as follows:

| | Number of warrants issued and exercisable | Amount $ | Weighted average exercise price $ | Weighted average Remaining life (years) |
|---|---|---|---|---|
| **Balance, December 31, 2017** | **48,666,667** | **556,389** | **0.05** | **0.14** |
| Expiry of share purchase warrants | (48,666,667) | (561,395) | - | - |
| Share issuance costs for expired warrants | - | 5,006 | - | - |
| Share issue costs | - | (8,058) | - | - |
| Share purchase warrants issued (note 13(b)(ii)) | 10,000,000 | 145,237 | 0.05 | 1.0 |
| Share purchase warrants issued (note 13(b)(iii)) | 20,000,000 | 470,529 | 0.05 | 1.0 |
| **Balance, December 31, 2018** | **30,000,000** | **607,708** | **0.05** | **1.0** |
| Warrants Issued (note 13(b)(v)) | 25,000,000 | 475,000 | - | - |
| Warrants Issued (note 13(b)(vii)) | 33,333,333 | 400,000 | - | - |
| Expiry of warrants (note 13(b)(v)) | (30,000,000) | (615,766) | - | - |
| Share issue costs for expired warrants | | 4,128 | - | - |
| **Balance, September 30, 2019** | **58,333,333** | **871,070** | **0.05** | **1.0** |

The fair value of the share purchase warrants granted during the year are estimated at the grant date using the Black-Scholes option pricing model and have been credited to warrants within shareholders' deficit. A weighted average of the assumptions used in the calculation is noted below:

| | 2019 |
|---|---|
| Risk-free rate | **1.36%** |
| Expected life | **1 year** |
| Expected volatility | **428%** |
| Fair value per warrant | **$0.04** |

Volatility was determined based on the Company's historical share prices.

d) Stock options

The Company established a share option plan (the "Plan") for the benefit of officers, directors, employees and consultants of the Company. Under the Plan, the number of common shares to be reserved and authorized for issuance pursuant to options granted under the Plan cannot exceed 10% of the total number of issued and outstanding shares of the Company. The term, the vesting period and the exercise price are determined at the discretion of the Board of Directors. However, the maximum option term shall not exceed five years.

During the year 2018 all remaining stock options that expired unexercised.

During the nine months ended September 30,2019 and 2018, the Company did not recognize any share-based option payment expense.

e) Per share data

Basic loss per share is calculated using the weighted average number of common shares outstanding during the year. The treasury stock method is used for the calculation of diluted loss per share. Under this method, it is assumed that proceeds from the exercise of dilutive securities are used by the Company to repurchase Company shares at the average price during the year.

All stock options have been excluded from the calculation of diluted shares outstanding as they would be anti-dilutive due to the loss position of the Company.

## 14 Related party transactions

Related party transactions not disclosed elsewhere in these consolidated financial statements are as follows:

a) The following amounts are due from related parties:

During the year ended December 31, 1999, a promissory note was issued by an officer of the Company bearing interest at 3% per annum with no fixed maturity date, unless the officer's employment is terminated or he is petitioned into bankruptcy wherein the note and accrued interest becomes immediately payable. During the year ended December 31, 2014, the Company revised the terms of the loan (the "Revised Promissory Note"), including fixed repayment terms and removing the term securing the note with 393,000 common shares of the Company. Historically the aggregate decline in the fair value of these common shares since the inception of the promissory note would offset the amount payable (December 31, 2013 – fair value allowance $240,789). Under the Revised Promissory Note, a balance of $247,970, including the principal of $218,500 and accrued interest, is payable by the officer to the Company. The payments were to commence on December 31, 2015, and be paid annually in $50,000 tranches until December 31, 2018, with the final payment of $47,970 due on December 31, 2022. Interest is calculated at 1% per annum, and is payable annually commencing December 31, 2015, concurrently with each principal payment. The officer may repay the principal amount in whole or in part at any time. As at December 31, 2017, the officer had not yet paid the initial instalment, and the terms of the payments has been extended to begin on December 31, 2017. The terms of the loan agreement do not provide the Company with recourse to ensure repayment. Thus, the share purchase loan has been presented as a deduction from equity.

b) Additional related party transactions not disclosed elsewhere in these consolidated financial statements are as follows:

(i) Aggregate fees of $Nil (December 31, 2018 - $Nil) were charged by directors of the Company all of which was recorded in the consolidated statement of comprehensive loss.

Aggregate fees of $Nil (December 31, 2018 - $82,500) were charged by corporations, which are owned and controlled by other equity investors in PRI, and were all recorded as general and administrative costs

(ii) Included in accounts payable at September 30, 2019 was $391,245 owing to officers of the Company (December 31, 2018 - $437,042) net of advances.

*Key management compensation*

During the nine months ended September 30, 2019, $377,247 (December 31, 2018 - $508,888) in management compensation was incurred. $257,218 was recognized to the consolidated statement of comprehensive loss and $120,029 was capitalized to property and equipment in the consolidated statement of financial position.

**15 Commitments**

a) On March 5, 2014, the Company entered into a lease agreement with a related party for the lease of office space. Under a lease agreement, the Company committed to monthly payments of $2,771 for the lease of its office space until November 30, 2017. The current lease obligation is $2,000 per month. At September 30, 2019, the Company had paid $18,000 for the nine months.

b) The Company raised capital through the issuance of flow-through shares in 2009, 2010 and 2011 which provided indemnity to the subscriber for additional taxes payable if the Company was unable to, or failed to, renounce the qualifying expenditures as agreed. The Company was not able to spend $824,338 of the flow-through funds raised. The Company is exposed to costs for the indemnification of the subscribers. The Company has estimated a potential liability on the amount of $300,080 at September 30, 2019 (December 31, 2018 - $290,567). The Company has also estimated a potential liability for penalties and taxes in the amounts of $9,229 (December 31, 2018 - $16,399) and is included in accounts payable and accrued liabilities. The accrued amount is subject to measurement uncertainty due to the tax filing positions of the subscribers, their tax rates and the amount of personal taxes that may be payable and the interpretation of the indemnity agreement, which will not be known until potentially affected subscribers are reassessed for their tax positions by the Canada Revenue Agency and these amounts become known to the Company.

**16** During the year ended December 31, 2015, the Company settled a contingent liability totaling $145,512 with a third party who performed oil field services for the Company. The obligation is secured by a take in kind revenue arrangement from one of its gas wells to and in favor of the third party in case of default. The settlement was fair valued at $107,912 using Level II valuation techniques with a discount rate of 25%. The Company is required to make 35 monthly payments of $4,300 starting July 1, 2015 to May 1, 2018 and final installment of $3,800 to be paid on September 1, 2018. As of September 30, 2019, the Company has made payments of $53,720. Accordingly, the remaining balance of $34,053 (December 31, 2018 - $87,773) is now considered as due on demand.

## 17 Financial risk management

The Board of Directors oversees management's establishment and execution of the Company's risk management framework. Management has implemented and monitors compliance with risk management policies. The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to market conditions and the Company's activities.

a) Fair values

The Company's financial instruments consist of cash and cash equivalents, short-term investments, available for sale investments, trade and other receivables, accounts payable and accrued liabilities, the shareholder indemnity, the loan, the convertible debt and the demand loan.

At September 30, 2019, the Company's cash and cash equivalents and short-term investments have been subject to Level I valuation. The investment in the Partnership is level II.

b) Credit risk:

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's receivables from joint interest partners and oil and natural gas marketers.

Virtually all of the Company's trade and other receivables are from companies in the oil and gas industry and are subject to normal industry credit risks. Credit risks arise principally from the amounts owing to the Company from oil and natural gas marketers and joint interest partners. Management does not believe that any significant concentration of trade and other receivables exists that will result in any loss to the Company based on past payment experience. Receivables from oil and natural gas marketers are normally collected on the 25th day of the month following production. The Company's policy to mitigate credit risk associated with these balances is to establish relationships with large marketers. However, the receivables are from participants in the petroleum and natural gas sector and collection of the outstanding balances is dependent on industry factors such as commodity price fluctuations and escalating costs. The Company does not typically obtain collateral from oil and natural gas marketers or others in the event of non-payment.

As at September 30, 2019, a provision for doubtful accounts of $182,081 has been recorded by the Company (December 31, 2018 - $187,341).

Cash and cash equivalents consist of cash bank balances held in both interest and non-interest bearing accounts. The Company manages credit exposure of cash by selecting financial institutions with high credit ratings.

c) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. At September 30, 2019, the Company's maximum exposure to liquidity risk is the total current liabilities of $18,207,324 (December 31, 2018 - $19,131,860).

## 18 Segmented information

The Company's primary operations are limited to a single industry being the acquisition, exploration for and development of petroleum and natural gas.

Product segmentation is as follows:

| **Revenue** | **Oil** | **Natural Gas** | **NGL's** | **Total** |
|---|---|---|---|---|
| Sept 30, 2019 ($) | 710,121 | 14,082 | 5,827 | 730,030 |
| Sept 30, 2018 ($) | 861,959 | 15,546 | 13,328 | 890,833 |

Geographical segmentation is as follows:

| | **Three months ended September 30, 2019 ($)** | | |
|---|---|---|---|
| | **Canada** | **United States** | **Total** |
| Petroleum and natural gas sales | 4,430 | 195,827 | 200,257 |
| Depletion, depreciation and impairment | 3,404 | 104,632 | 108,036 |
| Net loss | 328,180 | 101,485 | 429,665 |
| Property and equipment | 31,020 | 5,991,218 | 6,022,238 |
| Exploration and evaluation assets | 9,470 | 2,777,659 | 2,787,129 |
| Total liabilities | 9,903,120 | 9,043,943 | 18,947,063 |

| | **Three months ended September 30, 2018 ($)** | | |
|---|---|---|---|
| | **Canada** | **United States** | **Total** |
| Petroleum and natural gas sales | 17,234 | 291,500 | 308,734 |
| Depletion, depreciation and impairment | 3,318 | 43,433 | 46,751 |
| Net income (loss) | 243,249 | 136,451 | 379,700 |

| | | | |
|---|---|---|---|
| Property and equipment | 35,905 | 5,966.438 | 6,002,343 |
| Exploration and evaluation assets | - | 3,614,967 | 3,614,967 |
| Total liabilities | 9,908,836 | 8,763,109 | 18,671,945 |

| | Nine months ended September 30, 2019 ($) | | |
|---|---|---|---|
| | **Canada** | **United States** | **Total** |
| Petroleum and natural gas sales | 24,960 | 705,070 | 730,030 |
| Depletion, depreciation and impairment | 10,981 | 309,077 | 320,058 |
| Net loss | 893,242 | 933,187 | 1,826,429 |
| Property and equipment | 27,224 | 6,029,403 | 6,056,227 |
| Exploration and evaluation assets | 9,470 | 2,777,659 | 2,787,129 |
| Total liabilities | 9,903,120 | 9,043,943 | 18,947,063 |

| | Nine months ended September 30, 2018 ($) | | |
|---|---|---|---|
| | **Canada** | **United States** | **Total** |
| Petroleum and natural gas sales | 40,515 | 850,318 | 890,833 |
| Depletion, depreciation and impairment | 3,672 | 112,002 | 115,674 |
| Net income (loss) | 756,294 | 429,980 | 1,186,274 |
| Property and equipment | 35,905 | 5,966.438 | 6,002,343 |
| Exploration and evaluation assets | - | 3,614,967 | 3,614,967 |
| Total liabilities | 9,908,836 | 8,763,109 | 18,671,945 |

## 19 Subsequent Events

Subsequent events have been evaluated through November 29, 2019, the date the consolidated financial statements are available to be issued.