Consolidated Financial Statements of

ThreeD Capital Inc.

(Formerly Brownstone Energy Inc.)

Years ended June 30, 2016 and 2015
(Prepared in Canadian dollars)

Contents

INDEPENDENT AUDITORS' REPORT

To the Shareholders of **ThreeD Capital Inc. (formerly known as Brownstone Energy Inc.)**

We have audited the accompanying consolidated financial statements of ThreeD Capital Inc., which comprise the consolidated statement of financial position as at June 30, 2016 and 2015 and the consolidated statements of loss and comprehensive loss, changes in equity and cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the consolidated financial statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinions.

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of ThreeD Capital Inc. as at June 30, 2016 and 2015 and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the consolidated financial statements which indicates that the Company has a history of operating losses, the Company has incurred a loss for the year ended June 30, 2016 of $7,529,961 and as at June 30, 2016 the Company has an accumulated deficit of $120,822,634. Note 1 in the consolidated financial statements also indicates that cash on hand as of June 30, 2016 is not adequate to cover expected expenditures for the 12 month period ended June 30, 2017. These conditions, along with other matters as set forth in Note 1, indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern.

Ernst + Young LLP

Chartered Professional Accountants
Licensed Public Accountants

Toronto, Canada
October 26, 2016

THREED CAPITAL INC.
(Formerly Brownstone Energy Inc.)
Consolidated Statement of Financial Position
As at June 30,
(Prepared in Canadian dollars)

	Notes		2016		2015
Assets					
Current					
Cash	7	$	**22,018**	$	2,579,139
Due from brokers	7		**-**		588,573
Prepaids and receivables	7		**68,526**		89,343
Investments, at fair value	6		**1,957,007**		5,451,327
			2,047,551		8,708,382
Property, plant and equipment	9		**17,593**		18,145
Exploration and evaluation assets	5		**3**		3
		$	**2,065,147**	$	8,726,530
Liabilities and Equity					
Current					
Accounts payable and accrued liabilities	7	$	**334,443**	$	246,742
Due to brokers	7		**561,653**		-
			896,096		246,742
Equity					
Share capital	10(a)		**96,597,845**		96,597,845
Contributed surplus	10(c)		**24,554,508**		24,554,508
Foreign currency translation reserve			**839,332**		620,108
Deficit			**(120,822,634)**		(113,292,673)
			1,169,051		8,479,788
		$	**2,065,147**	$	8,726,530

Going concern uncertainty	1
Commitments	13
Contingent liability	18

See accompanying notes to the consolidated financial statements.

On behalf of the Board:

"Sheldon Inwentash" Director

"Warren Goldberg" Director

THREED CAPITAL INC.

(Formerly Brownstone Energy Inc.)

Consolidated Statement of Loss and Comprehensive Loss

Years Ended June 30,

(Prepared in Canadian dollars)

	Notes	2016	2015
Net investment losses			
Net realized losses on disposal of investments		$ (6,683,090)	$ (745,265)
Net change in unrealized gains (losses) on investments		417,960	(861,785)
		(6,265,130)	(1,607,050)
Interest and other income		41,010	6,490
		(6,224,120)	(1,600,560)
Expenses			
Operating, general and administrative	8, 10(b), 14	1,275,412	1,348,736
Impairment of exploration and evaluation assets, net	5	-	2,974,341
Finance expenses		30,429	-
		1,305,841	4,323,077
Loss before income taxes		(7,529,961)	(5,923,637)
Income tax expense	11	-	30,643
Net loss for the year		(7,529,961)	(5,954,280)
Other comprehensive income			
Exchange differences on translation of foreign operations		219,224	332,288
Total comprehensive loss for the year		$ (7,310,737)	$ (5,621,992)
Loss per common share based on net loss for the year	10(d)		
Basic and diluted		$ (0.58)	$ (0.46)
Weighted average number of common shares outstanding	10(d)		
Basic and diluted		12,979,404	12,979,404

See accompanying notes to the consolidated financial statements.

THREED CAPITAL INC.
(Formerly Brownstone Energy Inc.)
Consolidated Statement of Changes in Equity
Years Ended June 30, 2016 and 2015
(Prepared in Canadian dollars)

	Notes	Number of shares	Share capital	Contributed surplus	Foreign currency translation reserve	Deficit	Total equity
Balance as at June 30, 2014		12,979,404	$ 96,597,845	$ 24,537,211	$ 287,820	$ (107,338,393)	$ 14,084,483
Net loss for the year		-	-	-	-	(5,954,280)	(5,954,280)
Exchange differences on translation of foreign operations		-	-	-	332,288	-	332,288
Total comprehensive loss for the year		-	-	-	332,288	(5,954,280)	(5,621,992)
Stock-based compensation expense	10(b)	-	-	17,297	-	-	17,297
Balance as at June 30, 2015		12,979,404	$ 96,597,845	$ 24,554,508	$ 620,108	$ (113,292,673)	$ 8,479,788
Net loss for the year		**-**	**-**	**-**	**-**	**(7,529,961)**	**(7,529,961)**
Exchange differences on translation of foreign operations		**-**	**-**	**-**	**219,224**	**-**	**219,224**
Total comprehensive loss for the year		**-**	**-**	**-**	**219,224**	**(7,529,961)**	**(7,310,737)**
Balance as at June 30, 2016		**12,979,404**	**$ 96,597,845**	**$ 24,554,508**	**$ 839,332**	**$ (120,822,634)**	**$ 1,169,051**

See accompanying notes to the consolidated financial statements.

THREED CAPITAL INC.
(Formerly Brownstone Energy Inc.)
Consolidated Statement of Cash Flows
Years Ended June 30,
(Prepared in Canadian dollars)

	Notes	2016	2015
Cash flows used in operating activities			
Net loss for the year		**$ (7,529,961)**	$ (5,954,280)
Items not affecting cash			
Net realized losses on disposal of investments		**6,683,090**	745,265
Net change in unrealized losses (gains) on investments		**(417,960)**	861,785
Loss (gain) on sale of exploration and evaluation assets		**(16,876)**	67,070
Impairment of exploration and evaluation assets, net		**-**	2,974,341
Stock-based compensation expense		**-**	17,297
Depreciation		**3,934**	320
		(1,277,773)	(1,288,202)
Changes in non-cash working capital balances			
Proceeds on disposal of investments		**8,844,547**	-
Purchases of investments		**(11,615,357)**	-
Decrease in prepaids and receivables		**20,817**	786,892
Decrease in due from brokers		**588,573**	-
Decrease in income taxes receivable		**-**	242,537
Decrease in accounts payable and accrued liabilities		**98,577**	57,599
Increase in due to brokers		**561,653**	-
		(2,778,963)	(201,174)
Cash flows used in financing activities			
Increase in due from brokers		**-**	(588,573)
		-	(588,573)
Cash flows from investing activities			
Expenditures on exploration and evaluation assets, net		**(11,000)**	(861,375)
Proceeds on sale of exploration and evaluation assets		**17,000**	2,388,260
Purchase of property, plant and equipment		**(3,382)**	(18,465)
Proceeds on disposal of investments		**-**	1,114,302
Purchases of investments		**-**	(4,464,862)
		2,618	(1,842,140)
Net decrease in cash during the year		**(2,776,345)**	(2,631,887)
Exchange rate changes on foreign currency cash balances		**219,224**	(166,257)
Cash, beginning of year		**2,579,139**	5,377,283
Cash, end of year		**$ 22,018**	$ 2,579,139
Supplemental cash flow information			
Income taxes paid		**$ -**	$ 35,251
Income taxes refunded		**-**	221,334
Finance expense paid		**30,429**	-

See accompanying notes to the consolidated financial statements.

1. Nature of business and going concern uncertainty:

On June 27, 2016, Brownstone Energy Inc. changed its name to ThreeD Capital Inc. ("ThreeD" or the "Company") and consolidated its issued and outstanding common shares on the basis of one new common share for every 10 existing common shares. All figures and comparative figures reflect the stock consolidation, retroactively. The Company was continued under the Canada Business Corporations Act on December 1, 2011 and its common shares are publicly-traded on the Canadian Securities Exchange under the symbol "IDK". The Company is domiciled in the Province of Ontario and its head office is located at 69 Yonge St., Suite 1010, Toronto, Ontario, Canada. ThreeD is a publicly-traded Canadian-based venture capital firm focused on opportunistic investments in companies in the junior resources, technology and biotechnology markets.

These consolidated financial statements were approved for issuance by the Company's board of directors on October 26, 2016.

These consolidated financial statements have been prepared using accounting policies applicable to a going concern, which contemplates the realization of assets and settlement of liabilities in the normal course of business as they become due. The Company has a history of operating losses, has incurred a loss for the year ended June 30, 2016 of $7,529,961 (2015 - $5,954,280) and has an accumulated deficit of $120,822,634 (2015 - $113,292,673). The Company is a junior venture capital firm and is subject to risks and challenges similar to other companies in a comparable stage. These risks include, but are not limited to, dependence on key individuals, investment risks, market risks, illiquid securities and the ability to maintain adequate cash flows, exchange rate fluctuations and continuing as a going concern. Cash on hand is currently not adequate to cover expected expenditures for the 12 month period ended June 30, 2017 and therefore the Company will be required to secure additional funding and/or sell some investments, some of which are not readily convertible to cash.

These challenges and the continued cumulative operating losses cast significant doubt on the Company's ability to continue as a going concern. These consolidated statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts nor to the amounts or classification of liabilities that might be necessary should the Company not be able to continue as a going concern. Such adjustments can be material.

2. Basis of preparation:

(a) Statement of compliance:

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). Significant accounting estimates, judgments and assumptions used or exercised by management in the preparation of these consolidated financial statements are presented below.

2. Basis of preparation (continued):

(b) Basis of presentation:

These consolidated financial statements have been prepared using the historical cost convention except for certain financial instruments which have been measured at fair value.

All monetary references expressed in these notes are references to Canadian dollar amounts ("$").

(c) Basis of consolidation:

These consolidated financial statements include the financial statements of ThreeD and its wholly-owned subsidiaries: Brownstone Ventures (Barbados) Inc., Brownstone Comercializadora de Petroleo Ltda. and 2121197 Ontario Ltd. Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Company obtains control, and continue to be consolidated until the date that such control ceases.

The Company controls an investee if the Company has:

(i) power over the investee;

(ii) exposure, or rights, to variable returns from its involvement with the investee; and

(iii) the ability to use its power over the investee to affect its returns.

When the Company has less than a majority of the voting or similar rights of an investee, the Company considers all relevant facts and circumstances in assessing whether it has power over an investee, including but not limited to:

(i) the contractual arrangement with the other vote holders of the investee;

(ii) rights arising from other contractual arrangements; and

(iii) the Company's potential voting rights.

The Company re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in comprehensive loss from the date that the Company gains control until the date that the Company ceases to control the subsidiary.

2. Basis of preparation (continued):

The financial statements of the subsidiaries are prepared for the same reporting period as the Company's reporting period using consistent accounting policies. All inter-company account balances and transactions have been eliminated upon consolidation.

(d) Critical accounting judgments, estimates and assumptions:

The preparation of the consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Uncertainty about these judgments, estimates and assumptions could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in future periods.

The information about significant areas of estimation uncertainty considered by management in preparing the consolidated financial statements is as follows:

(i) Impairment:

At the end of each financial reporting period, the carrying amounts of the Company's non-financial assets are reviewed to determine whether there is any indication that those assets have suffered an impairment loss or reversal of previous impairment. Where such an indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any.

Where an indicator of impairment exists, a formal estimate of the recoverable amount is made, which is considered to be the higher of the fair value less costs of disposal and value in use.

The assessments require the use of estimates and assumptions such as long-term oil prices (considering current and historical prices, price trends and related factors), discount rates, operating costs, future capital requirements, decommissioning costs, exploration potential, reserves and operating performance (which includes production and sales volumes). These estimates and assumptions are subject to risk and uncertainty. Therefore, there is a possibility that changes in circumstances will impact these projections, which may impact the recoverable amount of assets. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Refer to Note 5 for further details.

2. Basis of preparation (continued):

(ii) Fair value of investments in securities not quoted in an active market:

Where the fair values of financial assets and financial liabilities recorded on the consolidated statements of financial position cannot be derived from active markets, they are determined using a variety of valuation techniques. The inputs to these models are derived from observable market data where possible, but where observable market data are not available, judgment is required to establish fair values. Changes in estimates and assumptions about these inputs could affect the reported fair value. Refer to Note 3(c)(iv) for further details.

(iii) Fair value of financial derivatives:

The Company measures financial instruments, such as derivatives, at fair value at each consolidated statement of financial position date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. Investments in warrants that are not traded on a recognized securities exchange do not have a readily available market value. When there are sufficient and reliable observable market inputs, a valuation technique is used. Changes in estimates and assumptions about these inputs could affect the reported fair value. If no such market inputs are available, the warrants and options are valued at intrinsic value that approximates fair value. Refer to Note 3(c)(iv) for further details.

(iv) Stock-based compensation expense:

The Company uses the Black-Scholes option pricing model to determine the fair value of options in order to calculate stock-based compensation expense. The Black-Scholes model involves six key inputs to determine the fair value of an option: risk-free interest rate, exercise price, market price at the date of issue, expected dividend yield, expected life, and expected volatility. Certain of the inputs are estimates that involve considerable judgment and are or could be affected by significant factors that are out of the Company's control. The Company is also required to estimate the future forfeiture rate of options based on historical information in its calculation of stock-based compensation expense. Refer to Note 10(b) for further details.

The information about significant areas of judgment considered by management in preparing the consolidated financial statements are as follows:

2. Basis of preparation (continued):

(i) Going concern:

The Company's management has made an assessment of the Company's ability to continue as a going concern and the consolidated financial statements continue to be prepared on a going concern basis. However, management does not believe the Company has sufficient cash on hand to meet the Company's operating expenditures beyond June 30, 2017 which may cast significant doubt upon the Company's ability to continue as a going concern. These consolidated financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. Refer to Note 1.

(ii) Exploration and evaluation expenditures:

The application of the Company's accounting policy for exploration and evaluation expenditure requires judgment to determine whether future economic benefits are likely, from future either exploitation or sale, or whether activities have not reached a stage which permits a reasonable assessment of the existence of reserves. The determination of reserves and resources is itself an estimation process that requires varying degrees of uncertainty depending on how the resources are classified.

These estimates directly impact when the Company defers exploration and evaluation expenditures. The deferral policy requires management to make certain estimates and assumptions about future events and circumstances, in particular, whether an economically viable extraction operation can be established. Any such estimates and assumptions may change as new information becomes available. If, after the expenditure is capitalized, information becomes available suggesting that the recovery of the expenditure is unlikely, the relevant capitalized amount is written off in the consolidated statement of comprehensive loss in the period when the new information becomes available.

(iii) Determination of functional currency:

The effects of Changes in Foreign Exchange Rates' (IAS 21) defines the functional currency as the currency of the primary economic environment in which an entity operates. The determination of functional currency, which is performed on an entity by entity basis, is based on various judgmental factors outlined in IAS 21.

Based on assessment of the factors in IAS 21, primarily those that influence labour, material and other costs of goods or services received by its subsidiaries, management determined that the functional currency for the parent company is Canadian dollars, the US dollar for the Company's subsidiaries located in Barbados and the United States and the Brazilian real for the Company's subsidiary located in Brazil.

2. Basis of preparation (continued):

(iv) Deferred tax assets:

Deferred tax assets are recognized in respect of tax losses and other temporary differences to the extent it is probable that taxable income will be available against which the losses can be utilized. Judgment is required to determine the amount of deferred tax assets that can be recognized based upon the likely timing and level of future taxable income together with future tax planning strategies. Refer to Note 11 for further details.

(v) Significant influence:

Management determines its ability to exercise significant influence over an investee by looking at its percentage interest and other qualitative factors including but not limited to its voting rights, representation on the board of directors, participation in policy-making processes, material transactions between the Company and the investee, interchange of managerial personnel, provision of essential technical information and operating involvement. During the year, the Company's percentage holding in one of its investees, Palisade Resources Corp. ("Palisade"), a private Ontario resource holding and exploration company, was approximately 26%.

As at June 30, 2016, the Company did not have the following: representation on the board of Palisade, participate in the policy-making process, material transactions between the Company and Palisade, interchange of managerial personnel, provision of essential technical information and operating involvement. Accordingly, the Company determined that it does not have significant influence in Palisade.

3. Significant accounting policies:

The significant accounting policies used in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented.

(a) Exploration and evaluation assets and oil and gas properties:

(i) Exploration and evaluation assets:

Amounts included under exploration and evaluation assets relate to properties that are in preproduction and are undergoing exploration and evaluation. All costs incurred in connection with the Company's exploration and evaluation assets (acquisition and exploration for oil and gas reserves) including overhead and dry-holes are capitalized less accumulated impairment losses. Such amounts include land acquisition costs, geological and geophysical expenditures, cost of drilling both productive and non-productive wells,

3. Significant accounting policies (continued):

gathering production facilities and equipment, and overhead expenses directly related to exploration and development activities.

The Company capitalizes carrying costs directly attributable to its acquisition, exploration and development activities, such as interest costs. Capitalized exploration and evaluation assets are assessed to determine whether it is likely such net costs may be recovered in the future. Assets that are unlikely to be recovered are written down to their recoverable amount. Impairment reviews take place where there is an indication of impairment or when an exploration and evaluation asset has been transferred into oil and gas properties.

The Company considers both qualitative and quantitative factors when determining whether an exploration and evaluation asset may be impaired. Impairment reviews are based on each specific license or block. Each specific license or block has an operator (which may be similar) with different joint partners. Management may consider the following when reviewing an exploration and evaluation asset for impairment:

1. failure to receive approvals of or extensions of environmental/ drilling permits, aboriginal or similar approvals that allow the Company and its partners to proceed with a project;

2. valuations based on reserve or resource reports prepared by an independent engineering firm;

3. political changes in a country in which the Company owns the exploration or evaluation asset;

4. seismic testing or drilling results;

5. the Company’s intention of participating in a project;

6. management’s estimate of the recoverable amount (fair value less costs to sell);

7. long-term oil and gas prices (considering current and historical prices, price trends and related factors);

8. operating costs;

9. future capital requirements; and

10. the financial capability of a partner.

3. Significant accounting policies (continued):

A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount nor exceeds the carrying amount that would have been determined net of depreciation had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the consolidated statement of loss and comprehensive loss.

(ii) Joint oil and gas activities:

All of the Company's oil and gas activities are conducted jointly with others. The Company's accounts reflect only the Company's share of assets, liabilities, revenue and expenses in the joint operations.

For interests in joint operations, the Company's share of the jointly controlled assets are classified according to the nature of the assets, the Company's share of any liabilities incurred jointly with the other parties, and the Company's share of any income and expenses incurred jointly with the partners are recognized in the consolidated financial statements.

(b) Foreign currency:

(i) Functional currency:

These consolidated financial statements are presented in Canadian dollars, which is the parent's functional currency. Each entity in the group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency.

(ii) Transactions and balances:

Transactions in foreign currencies are initially recorded in the functional currency at the rate in effect at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency spot rate of exchange in effect at the reporting date.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate as at the date of the initial transaction.

3. Significant accounting policies (continued):

(iii) Translation of foreign operations:

The results and financial position of ThreeD's subsidiaries that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

1. Assets and liabilities for each consolidated statement of financial position presented are translated at the closing rate at the date of that statement of financial position;

2. Share capital is translated using the exchange rate at the date of the transaction;

3. Revenue and expenses for each consolidated statement of loss and comprehensive loss are translated at average exchange rates; and

4. All resulting exchange differences are recognized as a separate component of equity and as an exchange difference on translation of foreign operations in other comprehensive loss in the consolidated statement of loss and comprehensive loss.

The Company treats specific inter-company loan balances that are not intended to be repaid in the foreseeable future as part of its net investment in a foreign operation, which is recorded as an exchange difference on translation of foreign operations in other comprehensive loss in the consolidated statement of loss and comprehensive loss.

When a foreign entity is sold, such exchange differences are reclassified to income or loss in the consolidated statement of loss and comprehensive loss as part of the gain or loss on sale. Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

(c) Financial investments:

(i) Classification:

All investments are classified upon initial recognition at fair value through profit or loss, with changes in fair value reported in income (loss).

(ii) Recognition, de-recognition and measurement:

Purchases and sales of investments are recognized on the settlement date.

3. Significant accounting policies (continued):

Investments at fair value through profit or loss are initially recognized at fair value where reliable basis for determination exists. Transaction costs are expensed as incurred in the consolidated statement of loss and comprehensive loss. Investments are derecognized when the rights to receive cash flows from the investments have expired or the Company has transferred the financial asset and the transfer qualifies for derecognition in accordance with IFRS 9, *Financial Instruments* ("IFRS 9") (2013).

Subsequent to initial recognition, all investments are measured at fair value. Gains and losses arising from changes in the fair value of the investments at fair value through profit or loss category are presented in the consolidated statement of loss and comprehensive loss within net change in unrealized gains or losses on investments in the period in which they arise.

(iii) Reclassification of investments:

The Company would only reclassify a financial asset when the Company changes its business model for managing the financial asset. Reclassifications are recorded at fair value at the date of reclassification, which becomes the new carrying value.

(iv) Determination of fair value:

The determination of fair value requires judgment and is based on market information, where available and appropriate. At the end of each financial reporting period, the Company's management estimates the fair value of investments based on the criteria below and reflects such valuations in the consolidated financial statements.

The Company is also required to disclose details of its investments (and other financial assets and liabilities reported at fair value) within three hierarchy levels (Level 1, 2, or 3) based on the transparency of inputs used in measuring the fair value, and to provide additional disclosure in connection therewith (see Note 6(b)).

1. Publicly-traded investments:

   a. Securities, including shares, options, and warrants that are traded in an active market (such as on a recognized securities exchange) and for which no sales restrictions apply are presented at fair value based on quoted closing trade prices at the consolidated statements of financial position date or the closing trade price on the last day the security traded if there were no trades at the consolidated statements of financial position date. These investments are included in Level 1 in Note 6(b).

3. Significant accounting policies (continued):

b. Securities that are traded on a recognized securities exchange but which are escrowed or otherwise restricted as to sale or transfer are recorded at amounts discounted from market value to a maximum of 10%. In determining the discount for such investments, the Company considers the nature and length of the restriction. These investments are included in Level 2 in Note 6(b).

c. For options and warrants that are not traded on a recognized securities exchange, no market value is readily available. When there are sufficient and reliable observable market inputs, a valuation technique is used; if no such market inputs are available or reliable, the warrants and options are valued at intrinsic value, which is equal to the higher of the closing trade price at the consolidated statement of financial position date of the underlying security less the exercise price of the warrant or option, and zero. These investments are included in Level 2 in Note 6(b).

2. Private company investments:

All privately-held investments (other than options and warrants) are initially recorded at the transaction price, being the fair value at the time of acquisition. Thereafter, at each reporting period, the fair value of an investment may, depending upon the circumstances, be adjusted using one or more of the valuation indicators described below. These investments are included in Level 3 in Note 6(b).

The determinations of fair value of the Company's privately-held investments at other than initial cost are subject to certain limitations. Financial information for private companies in which the Company has investments may not be available and, even if available, that information may be limited and/or unreliable.

Use of the valuation approach described below may involve uncertainties and determinations based on the Company's judgment and any value estimated from these techniques may not be realized or realizable.

Company-specific information is considered when determining whether the fair value of a privately-held investment should be adjusted upward or downward at the end of each reporting period. In addition to company-specific information, the Company will take into account trends in general market conditions and the share performance of comparable publicly-traded companies when valuing privately-held investments.

3. Significant accounting policies (continued):

The absence of the occurrence of any of these events, any significant change in trends in general market conditions, or any significant change in share performance of comparable publicly-traded companies indicates generally that the fair value of the investment has not materially changed.

The fair value of a privately-held investment may be adjusted if:

a. there has been a significant subsequent equity financing provided by outside investors at a valuation different than the current value of the investee company, in which case the fair value of the investment is set to the value at which that financing took place;

b. there have been significant corporate, political or operating events affecting the investee company that, in management's opinion, have a material impact on the investee company's prospects and therefore its fair value. In these circumstances, the adjustment to the fair value of the investment will be based on management's judgment and any value estimated may not be realized or realizable;

c. the investee company is placed into receivership or bankruptcy;

d. based on financial information received from the investee company, it is apparent to the Company that the investee company is unlikely to be able to continue as a going concern;

e. receipt/denial by the investee company of environmental, mining, aboriginal or similar approvals, which allow the investee company to proceed/prohibit with its project(s);

f. filing by the investee company of a National Instrument 43-101 technical report in respect of a previously non-compliant resource;

g. release by the investee company of positive/negative exploration results; and

h. important positive/negative management changes by the investee company that the Company's management believes will have a very positive/negative impact on the investee company's ability to achieve its objectives and build value for shareholders.

3. Significant accounting policies (continued):

Adjustments to the fair value of a privately-held investment will be based upon management's judgment and any value estimated may not be realized or realizable. The resulting values for non-publicly traded investments may differ from values that would be realized if a ready market existed. In addition, the amounts at which the Company's privately-held investments could be disposed of currently may differ from the carrying value assigned.

(d) Financial assets other than investments at fair value:

Financial assets that are managed to collect contractual cash flows made up of principal and interest on specified dates are classified subsequently measured at amortized cost. All other financial assets are designated as at fair value through profit or loss. All financial assets are recognized initially at fair value plus, in the case of financial assets classified as subsequently measured at amortized cost, directly attributable transaction costs.

Financial assets at amortized cost are measured at initial cost plus interest calculated using the effective interest rate method less cumulative repayments and cumulative impairment losses.

A financial asset is derecognized when the rights to receive cash flows from the asset have expired or the Company has transferred substantially all the risks and rewards of the asset. The Company assesses at each reporting date whether there is any objective evidence that a financial asset is impaired. For amounts deemed to be impaired, the impairment provision is based upon the expected loss.

(e) Revenue recognition:

Purchases and sales of investments are recognized on the settlement date. Realized gains and losses on disposal of investments and unrealized gains and losses in the value of investments are reflected in the consolidated statement of loss and comprehensive loss. Upon disposal of an investment, previously recognized unrealized gains or losses are reversed so as to recognize the full realized gain or loss in the period of disposition. All transaction costs associated with the acquisition and disposition of investments are expensed to the consolidated statement of loss and comprehensive loss as incurred. Dividend income is recorded on the ex-dividend date and when the right to receive the dividend has been established. Interest income, other income, and income from securities lending are recorded on an accrual basis.

3. Significant accounting policies (continued):

Oil revenue:

The Company recognizes revenue from petroleum, natural gas and natural gas liquids production at the fair value of the consideration received or receivable when the significant risks and rewards of ownership are transferred to the buyer and it can be reliably measured and only at such time as a project becomes commercially viable and development approval is received. Prior to this stage, any production is considered test production and the related revenue is capitalized, net of applicable costs.

(f) Offsetting of financial instruments:

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statements of financial position if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.

(g) Non-monetary transactions:

Transactions in which shares or other non-cash consideration are exchanged for assets or services are valued at the fair value of the assets or services involved.

(h) Leases:

The determination of whether an arrangement is or contains a lease is based on the substance of the arrangement at the inception date. It requires consideration of whether the fulfillment of the arrangement is dependent on the use of a specific tangible asset or the arrangement conveys a right to use the tangible asset.

A lease is classified as an operating lease if it does not transfer substantially all the risks and rewards incidental to ownership. Operating lease payments are recognized as an expense in the consolidated statement of loss and comprehensive loss on a straight-line basis over the lease term.

(i) Income taxes:

(i) Current income tax:

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the end of the reporting period.

3. Significant accounting policies (continued):

Current tax assets and current tax liabilities are only offset if a legally enforceable right exists to set off the amounts, and the intention is to settle on a net basis, or to realize the asset and settle the liability simultaneously. Current income tax relating to items recognized directly in equity is recognized in equity and not through profit or loss.

(ii) Deferred tax:

Deferred tax is provided using the liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax liabilities are recognized for all taxable temporary differences and deferred tax assets are recognized for all deductible temporary differences, carry-forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable income will be available against which the deductible temporary difference and the carry-forward of unused tax credits and unused tax losses can be utilized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the consolidated statement of financial position date. Deferred tax relating to items recognized directly in equity is also recognized in equity and not in the consolidated statement of loss and comprehensive loss. Deferred tax assets and deferred tax liabilities are not offset unless a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

The carrying amount of deferred tax assets is reviewed at each consolidated statement of financial position date and reduced to the extent that it is no longer probable that sufficient taxable income will be available to allow all or part of the deferred tax asset to be utilized.

Unrecognized deferred tax assets are reassessed at each consolidated statement of financial position date and are recognized to the extent that it has become probable that future taxable income will allow the deferred tax asset to be recovered.

The Company does not record deferred tax assets to the extent that it considers deductible temporary differences, the carry-forward of unused tax credits and unused tax losses cannot be utilized.

3. Significant accounting policies (continued):

(j) Stock-based compensation plan:

The Company has a stock option plan that is described in Note 10(b). Employees (including officers), directors, and consultants of the Company receive remuneration in the form of stock options granted under the plan for rendering services to the Company. Any consideration received by the Company on the exercise of stock options is credited to share capital.

The cost of options is recognized, together with a corresponding increase in contributed surplus, over the period in which the corresponding performance and/or service conditions are fulfilled, ending on the date on which the relevant optionee becomes fully entitled to the award ("the vesting date").

The cumulative expense recognized for option grants at each reporting date until the vesting date reflects the portion of the vesting period that passed and the Company's best estimate of the number of options that will ultimately vest on the vesting date. The Company records compensation expense and credits contributed surplus for all stock options granted, which represents the movement in cumulative expense recognized as at the beginning and end of that period.

Stock options granted during the period are accounted for in accordance with the fair value method of accounting for stock-based compensation. The fair value for these options is estimated at the date of grant using the Black-Scholes option pricing model. The Company is also required to estimate the expected future forfeiture rate of options in its calculation of stock-based compensation expense.

Where the terms of a stock option award are modified, the minimum expense recognized in compensation expense is the expense as if the terms had not been modified. An additional expense is recognized for any modification that increases the total fair value of the option, or is otherwise beneficial to the optionee as measured at the date of modification.

Where an option is cancelled, it is treated as if it had vested on the date of cancellation and any expense not yet recognized for the award is recognized immediately; however, if a new award is substituted for the cancelled award and designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described above.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

3. Significant accounting policies (continued):

(k) Earnings (loss) per common share:

Basic earnings (loss) per common share is determined by dividing net profit (loss) attributable to common shareholders by the weighted average number of common shares outstanding during the year. Diluted earnings (loss) per common share is calculated in accordance with the treasury stock method and based on the weighted average number of common shares and dilutive common share equivalents outstanding.

(l) Financial liabilities:

Financial liabilities are presented at amortized cost except for financial derivatives and certain financial liabilities that from inception were designated at fair value through profit or loss. All financial liabilities are recognized initially at fair value net of directly attributable transaction costs, except for those designated at fair value through profit or loss. Financial liabilities at fair value through profit or loss are carried in the consolidated statements of financial position at fair value with changes in fair value recognized in the consolidated statement of loss and comprehensive loss.

Other financial liabilities are subsequently recognized at amortized cost using the effective interest rate method, with interest expense recognized on an effective yield basis.

The effective interest method is a method of calculating the amortized cost of a financial asset or financial liability and of allocating the interest income or interest expense over the relevant period.

(m) Financial derivatives – options and warrants:

A financial derivative such as a warrant or option that will be settled with the issuing entity's own equity instruments will be classified as an equity instrument if the derivative is used to acquire a fixed number of the entity's own equity instruments for a fixed amount of Canadian dollars.

A financial derivative will be considered as a financial liability at fair value through profit or loss if it is used to acquire either a variable number of equity instruments or consideration in a foreign currency and the options and warrants were not offered pro rata to all existing owners of the same class of non-derivative equity instruments.

3. Significant accounting policies (continued):

(n) Segment reporting:

Reportable segments are defined as components of an enterprise about which separate financial information is available, that are evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance. In prior periods, all of the Company's operations related to direct and indirect investments in the oil and gas sector and the Company's significant segments consisted of six distinct geographic areas: Canada, United States, Argentina, Colombia, Israel and Brazil. During the year ended June 30, 2016, the Company's operations primarily relate to investing. The Company's management is responsible for the Company's entire investment portfolio and considers the business to have a single operating segment.

(o) Provisions:

(i) General:

Provisions are recognized when (a) the Company has a present obligation (legal or constructive) as a result of a past event that is independent of future action by the Company, and (b) it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

(ii) Asset retirement obligation:

Asset retirement obligation is the present value of estimated costs to restore operating locations in accordance with regulations and laws as defined by each oil and gas license.

(p) Property, plant and equipment:

Property, plant and equipment are recorded at cost less accumulated depreciation and accumulated impairment losses, if any. Depreciation is provided at rates designed to amortize the cost of the assets over their estimated useful lives as follows:

	Rate	Basis
Furniture and equipment	20%	Declining balance

The carrying values of property, plant and equipment are assessed for impairment when indicators of such impairment exist, or when annual impairment testing for an asset is required.

3. Significant accounting policies (continued):

If any indication of impairment exists, an estimate of the asset's recoverable amount is calculated. The recoverable amount is determined as the higher of the fair value less costs to sell for the asset and the asset's value in use.

If the carrying amount of the asset exceeds its recoverable amount, the asset is deemed impaired and an impairment loss is charged to the consolidated statement of loss and comprehensive loss. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceeds the carrying amount that would have been determined, net of amortization, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the consolidated statement of loss and comprehensive loss.

4. Changes in accounting polices:

Effective July 1, 2015, the Company has adopted the following new and revised standard, along with any consequential amendments. These changes were made in accordance with the applicable transitional provisions for which there was no significant impact on the Company's consolidated financial statements:

(i) IAS 1, *Presentation of Financial Statements* ("IAS 1") - On July 1, 2015, the Company implemented certain amendments to IAS 1, which clarify guidance on the concepts of materiality and aggregation of items in the financial statements, the use and presentation of subtotals in the statement of operations and the statement of comprehensive income or loss, and which provide additional flexibility in the structure and disclosures of the financial statements to enhance understandability. The implementation of amendments to IAS 1 had no impact to the Company's consolidated financial statements for the year ended June 30, 2016.

(ii) IFRS 10, *Consolidated Financial Statements* ("IFRS 10") and IAS 28, *Investments in Associates and Joint Ventures (2011)* ("IAS 28") - the Company implemented certain amendments to IFRS 10 and IAS 28 on July 1, 2015. These amendments relate to the sale or contribution of assets between an investor and its associate or joint venture and require the recognition of a full gain or loss when a transaction involves a business, whereas a partial gain or loss is recognized when a transaction involves assets that do not constitute a business. The implementation of amendments to IFRS 10 and IAS 28 had no impact to the Company's consolidated financial statements for the year ended June 30, 2016.

(Prepared in Canadian dollars)

4. Changes in accounting policies (continued):

(iii) IFRS 11, *Joint Arrangements* ("IFRS 11") - Amendments to IFRS 11 address how a joint operator should account for the acquisition of an interest in a joint operation in which the activity of the joint operation constitutes a business and requires that such transactions be accounted for using the principles related to business combinations accounting as outlined in IFRS 3, *Business Combinations*. The Company implemented the amendments to IFRS 11 effective July 1, 2015. The implementation of amendments to IFRS 11 had no impact the Company's consolidated financial statements for the year ended June 30, 2016.

5. Exploration and evaluation assets:

All of the Company's oil and gas activities are conducted jointly with others, except for its uranium permits which were acquired and sold during the year ended June 30, 2016. The Company enters into exploration agreements with other parties, pursuant to which the Company may earn and maintain interests in the underlying exploration and evaluation assets by issuing common shares and/or making cash payments and/or incurring expenditures in varying amounts by varying dates. Failure by the Company to issue such shares, make such cash payments or incur such expenditures can result in a reduction or loss of the Company's interests.

The following is a summary of the Company's exploration and evaluation assets:

	Canada (a)	USA (b)	Argentina (c)	Total
	$	$	$	$
Balance as at July 1, 2014	3	4,051,756	859,984	4,911,743
Net additions [1.]	-	49,924	-	49,924
Disposals	-	(2,485,868)	-	(2,485,868)
Impairment of exploration and evaluation assets	-	(2,039,846)	(934,495)	(2,974,341)
Foreign currency translation	-	424,034	74,511	498,545
Balance as at June 30, 2015	3	-	-	3
Net additions	**11,000**	**-**	**-**	**11,000**
Disposals	**(11,000)**	**-**	**-**	**(11,000)**
Balance as at June 30, 2016	**3**	**-**	**-**	**3**

[1.] Net additions reflects expenditures on exploration and evaluation assets less revenue received from sales of oil, natural gas, and natural gas liquids generated during long-term production testing (if any) and reversals of outstanding cash calls previously capitalized.

(a) Canada:

(i) As at June 30, 2016, the Company has a 50% interest in the exploration licenses of the Rimouski and Rimouski North properties in the St. Laurent Lowlands, Quebec. The Company is required to fund its share of the costs incurred on the properties.

5. Exploration and evaluation assets (continued):

During the year ended June 30, 2016, the Company spent $3,903 (2015 - $15,747) to maintain these properties in good standing which was expensed in the consolidated statement of loss and comprehensive loss. During the year ended June 30, 2016, the Company sold 9 exploration licenses for net proceeds of $5,000. Included in the consolidated statement of loss and comprehensive loss for the year ended June 30, 2016 is other income of $5,000 on the sale of the exploration licenses.

The Quebec properties continue to lack market activity and uncertainty regarding the drilling moratorium on shale gas exploration and production. Accordingly, the Company intends to keep the exploration licenses in good standing but does not believe the interest can be sold for any value at this time until the moratorium is lifted.

(ii) In September 2015, the Company staked 6,000 hectares in the Athabasca Basin, Saskatchewan (the "Brustad River Uranium Property") at a cost of $11,000. The Brustad River Uranium Property is an exploration stage project located 20 kms southeast of Cameco Corp's (TSX: "CCO") Centennial uranium deposit, as well as 120 kms east-southeast of Fission Uranium Corp's (TSX: "FCU") Patterson Lake deposit and 130 kms west-southwest of Cameco's McArthur River mine.

During the year ended June 30, 2016, the Company sold its stake in the Brustad River Uranium Property for total proceeds of $12,000. Included in the consolidated statement of loss and comprehensive loss for the year ended June 30, 2016 is other income of $1,000 on the sale of the Brustad River Uranium Property.

(b) USA:

During the year ended June 30, 2015, included in net additions was $35,066 in gross revenue (net of royalties) from the sale of natural gas, natural gas liquids, and oil generated during long-term production testing.

In March 2015, the Company announced the sale of its remaining interest in the Kokopelli project in Colorado and other USA interests for US$1,960,000 and recorded an impairment charge on its USA properties of $2,039,846 to its recoverable amount of $2,485,868 (US$1,960,000). The impairment was recognized upon a review of the Company's participating interests in the USA properties.

On May 1, 2015, the Company closed the sale of its oil and gas property interests located in Carfield county and Rio Blanco county Colorado, pursuant to an agreement dated March 17, 2015, and effective as at January 1, 2015 with Coachman Energy Partners LLC. The Company received net proceeds of US$1,906,157 on the sale, realizing a loss of $67,070 (US$53,843) net of the impairment charge.

(Prepared in Canadian dollars)

5. Exploration and evaluation assets (continued):

During the year ended June 30, 2016, the Company assigned its remaining exploration and evaluation assets in the USA consisting of a 1.07% working interest in the Wiley Unit property (Colorado, USA), to the operator of the property, Augustus Energy Partners II, LLC., a private USA company, for settlement of all outstanding net liabilities effective December 31, 2015. Included in the consolidated statement of loss and comprehensive loss for the year ended June 30, 2016 is other income of $10,876 on the assignment of the USA exploration and evaluation asset.

(c) Argentina:

The Company had a 25% interest in the Vaca Mahuida Block in the Province of Rio Negro, Argentina. During the year ended June 30, 2014, the Company had agreed to relinquish its 25% working interest to Petrolifera Petroleum (Americas) Limited Sucursal Argentina ("Petrolifera"), the operator of the Block for net cash consideration of US$805,530 which would settle all outstanding liabilities. The relinquishment was conditional upon granting by the Province of Rio Negro of an exploitation concession on the Vaca Mahuida Block to Petrolifera.

In November 2014, the Company was notified by Petrolifera that it intended to withdraw its application of the exploitation concession on the Block which has been outstanding for over five years and relinquished its interest in the Block or assigned its interest to the remaining partners in the Block. As at December 31, 2014, the Company recorded an impairment charge of $934,495 (US$805,530) to its estimated recoverable value of nil. The impairment was recognized upon a review of the Company's participating interest in Argentina.

In December 31, 2015, the Company relinquished its interests in Argentina for nil and was released of all present and future liabilities.

6. Investments at fair value and financial instruments hierarchy:

(a) The fair value and cost of investments are as follows as at June 30:

	Fair Value	Cost
2016	**$ 1,957,007**	**$ 8,440,470**
2015	5,451,327	12,309,444

(Prepared in Canadian dollars)

6. Investments at fair value and financial instruments hierarchy (continued):

(b) Financial instruments hierarchy:

The fair value measurements use a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The level in the hierarchy within which the fair value measurement is categorized is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety. The fair value hierarchy has the following levels:

(i) Quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1).

(ii) Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (Level 2).

(iii) Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (Level 3).

For financial instruments that are recognized at fair value on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The following table presents the Company's financial instruments, measured at fair value and categorized into levels of the fair value hierarchy on the consolidated statements of financial position as at June 30, 2016 and 2015:

Investments, at fair value	Level 1 Quoted market price	Level 2 Valuation technique – observable market inputs	Level 3 Valuation technique – non-observable market inputs	Total
2016	**$ 1,692,007**	**$ -**	**$ 265,000**	**$ 1,957,007**
2015	5,251,327	-	200,000	5,451,327

In November 2015, the Company transferred $303,123 from Level 2 (which was recorded at September 30, 2015) to Level 1 when the investment in Level 2 became unrestricted. There were no other transfers between Levels for the year ended June 30, 2015.

(Prepared in Canadian dollars)

6. Investments at fair value and financial instruments hierarchy (continued):

The following table presents the changes in fair value measurements of financial instruments classified as Level 3 for the years ended June 30, 2016 and 2015. These financial instruments are measured at fair value utilizing non-observable market inputs based on specific company information and general market conditions. The net change in unrealized losses are recognized in the consolidated statements of loss and comprehensive loss.

	Opening balance at July 1,	Purchases	Net unrealized losses	Net transfer out of Level 3	Ending balance
2016	**$ 200,000**	**$ 427,501**	**$ (362,501)**	**$ -**	**$ 265,000**
2015	500,000	-	(300,000)	-	200,000

Significant unobservable inputs used in the fair value measurement of Level 3 investments were:

Description	Fair value at June 30, 2016	Valuation technique	Unobservable input	% of Investments	Sensitivity to changes in significant unobservable inputs (%)
Unlisted private equities	**$ 135,000**	Grey market activity	New investment during the period	**6.9**	Additional grey market activity
Unlisted private equities	**30,000**	Grey market activity	New transaction price	**1.5**	Additional grey market activity
Unlisted private equities	**100,000**	Trends in comparable publicly traded companies	Adjustment rate (40%)	**5.1**	The estimated fair value would increase if the discount for lack of marketability were lower
	$ 265,000			**13.5**	

Description	Fair value at June 30, 2015	Valuation technique	Unobservable input	% of Investments	Sensitivity to changes in significant unobservable inputs (%)
Unlisted private equities	$ 200,000	Trends in comparable publicly traded companies	Adjustment rate (60%)	3.7	The estimated fair value would increase if the discount for lack of marketability were lower
	$ 200,000			3.7	

For investments valued based on trends in comparable publicly traded companies, general market conditions and specific company information, the inputs used can be highly judgmental. A +/- 25% change on the fair value of this investment will result in a corresponding +/- $25,000 (2015 - $50,000) change in the total fair value of the investments.

(Prepared in Canadian dollars)

6. Investments at fair value and financial instruments hierarchy (continued):

While this illustrates the overall effect of changing the values of the unobservable inputs by a set percentage, the significance of the impact and the range of reasonably possible alternative assumptions may differ significantly between investments, given their different terms and circumstances. The sensitivity analysis is intended to reflect the uncertainty inherent in the valuation of these investments under current market conditions, and its results cannot be extrapolated due to non-linear effects that changes in valuation assumptions may have on the fair value of this investment.

Furthermore, the analysis does not indicate a probability of such changes occurring and it does not necessarily represent the Company's view of expected future changes in the fair value of this investment. Any management actions that may be taken to mitigate the inherent risks are not reflected in this analysis.

7. Financial assets and (liabilities) other than investments at fair value:

Financial assets and liabilities other than investments at fair value are as follows as at June 30:

	2016	2015
Cash	**$ 22,018**	$ 2,579,139
Due from brokers	**-**	588,573
Receivables	**21,653**	35,921
Accounts payable and accrued liabilities	**(334,443)**	(246,742)
Due to brokers	**(561,653)**	-
	$ (852,425)	$ 2,956,891

The carrying values of cash, due from brokers, receivables, accounts payable and accrued liabilities, and due to brokers approximate their fair values due to the short term to maturity for these instruments.

(Prepared in Canadian dollars)

8. Related party transactions:

All transactions with related parties have occurred in the normal course of operations and are recorded at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

(a) Compensation to key management personnel and directors were as follows during the years ended June 30:

Type of expense	2016	2015
Salaries and consulting fees	$ 429,000	$ 429,000
Other short-term benefits	14,766	8,994
Stock-based compensation expense (8(b))	-	13,475
	$ 443,766	$ 451,469

Key management personnel are the Chairman/Chief Executive Officer and Chief Financial Officer/Corporate Secretary.

(b) There were no options granted during the year ended June 30, 2016 or 2015.

9. Property, plant and equipment:

Property, plant and equipment area as follows as at June 30:

	2016			2015		
	Cost	Accumulated amortization	Net book value	Cost	Accumulated amortization	Net book value
Furniture and equipment	$ 21,847	$ 4,254	$ 17,593	$ 18,465	$ 320	$ 18,145
	$ 21,847	$ 4,254	$ 17,593	$ 18,465	$ 320	$ 18,145

10. Equity:

(a) Authorized: unlimited number of common shares (no par value).

On June 27, 2016, the Company filed articles of amendment to consolidate its issued and outstanding common shares on the basis of one new common share for every 10 existing common shares, and to change the name of the Company to ThreeD Capital Inc. Shareholders' approval of the consolidation and name change was obtained at the Company's annual and special meeting of shareholders held on February 4, 2016. All figures and comparative figures reflect the stock consolidation, retroactively.

(Prepared in Canadian dollars)

10. Equity (continued):

(b) Stock options:

The Company grants stock options to eligible directors, officers, key employees and consultants under its 2006 stock option plan to enable them to purchase common shares of the Company. Under the terms of the plan, the number of common shares that may be issued pursuant to the exercise of options granted under the plan may not exceed 10% of the number of common shares outstanding at the time of grant.

The exercise price of an option granted under the plan cannot be less than the closing price of the common shares on the last day on which the common shares trade prior to the grant date of the option. An individual can receive grants of no more than 5% of the outstanding shares of the Company on a yearly basis and options are exercisable over a period not exceeding five years. Stock options granted vest at the rate of 1/6 of the grant every three months over an 18-month period. Options granted are accounted for by the fair value method of accounting for stock-based compensation. The Company records compensation expense and credits contributed surplus for all options granted.

There were no options granted during the years ended June 30, 2016 and 2015. For the year ended June 30, 2016, included in operating, general and administrative expenses was stock-based compensation expense of $nil (2015 - $17,297) relating to the stock options granted to directors, officers, employees and consultants of the Company.

A summary of the status of the Company's stock options as at June 30, 2016 and 2015 and changes during the years then ended is presented below:

	2016		2015	
Stock options	**# of options**	**Weighted average exercise price**	# of options	Weighted average exercise price
Outstanding, at beginning of year	**705,500**	**$ 3.80**	1,276,008	$ 4.23
Forfeited	**-**	**-**	(3,333)	1.00
Expired	**(306,500)**	**5.99**	(567,175)	4.78
Outstanding, at end of year	**399,000**	**$ 2.12**	705,500	$ 3.80
Exercisable, at end of year	**399,000**	**$ 2.12**	705,500	$ 3.80

(Prepared in Canadian dollars)

10. Equity (continued):

The following table summarizes information about stock options outstanding and exercisable as at June 30, 2016:

Number of options outstanding	Number of options exercisable	Exercise price	Expiry date
120,000	**120,000**	**$ 4.00**	October 10, 2016
126,500	**126,500**	**1.70**	November 28, 2017
152,500	**152,500**	**1.00**	September 9, 2018
399,000	**399,000**		

(c) Contributed surplus comprised the following as at June 30, 2016 and 2015:

	2016	2015
Stock-based compensation	**$ 10,111,924**	$ 10,111,924
Expired warrants and broker warrants	**14,416,320**	14,416,320
Cancellation of common shares under normal course issuer bid	**20,639**	20,639
Value of cancelled escrowed shares	**5,625**	5,625
	$ 24,554,508	$ 24,554,508

(d) Basic and diluted loss per common share based on loss for the years ended June 30:

Numerator:	**2016**	2015
Loss for the year	**$ (7,529,961)**	**$** (5,954,280)

Denominator:	**2016**	2015
Weighted average number of common shares outstanding – basic	**12,979,404**	12,979,404
Weighted average effect of diluted stock options and warrants (i)	**-**	-
Weighted average number of common shares outstanding – diluted	**12,979,404**	12,979,404

Loss per common share based on loss for the year:	**2016**	2015
Basic and diluted	**$ (0.58)**	$ (0.46)

(i) The determination of the weighted average number of common shares outstanding – diluted excludes 399,000 shares related to stock options that were anti-dilutive for the year ended June 30, 2016 (2015 – 705,500 shares).

(Prepared in Canadian dollars)

10. Equity (continued):

(e) Maximum share dilution:

The following table presents the maximum number of shares that would be outstanding if all outstanding stock options and warrants were exercised as at June 30:

	2016	2015
Common shares outstanding	**12,979,404**	12,979,404
Stock options to purchase common shares	**399,000**	705,500
Fully diluted common shares outstanding	**13,378,404**	13,684,904

11. Income tax expense and deferred taxes:

(a) Income tax expense attributable to loss before income taxes differs from the amounts computed by applying the combined federal and provincial tax rate of 26.50% (2015 – 26.50%) of pre-tax income as a result of the following:

		2016		2015
Loss before income taxes	**$**	**(7,529,961)**	$	(5,923,637)
Computed "expected" income tax recovery	**$**	**(1,995,440)**	$	(1,569,764)
Non-deductible portion of capital losses		**338,825**		98,748
Non-deductible (taxable) portion of unrealized losses (gains)		**(55,380)**		114,186
Expenses not deductible for income tax purposes		**26,529**		16,630
Net deferred tax assets not recognized		**1,685,466**		1,109,254
Impairment of exploration and evaluation assets not tax benefited		**-**		230,946
Minimum tax and income tax withheld in foreign jurisdictions		**-**		30,643
Income tax expense	**$**	**-**	$	30,643

(b) Significant components of the income tax expense for the years ended June 30 are as follows:

		2016		2015
Current income tax expense				
Tax withheld in foreign jurisdiction	**$**	**-**	$	30,643
		-		30,643
Deferred taxes				
Income taxes – origination and reversal of temporary differences		**(1,685,466)**		(1,340,201)
Relating to unrecognized temporary differences		**1,685,466**		1,340,201
		-		-
Income tax expense	**$**	**-**	$	30,643

(Prepared in Canadian dollars)

11. Income tax expense and deferred taxes (continued):

(c) The following deferred tax assets are not recognized in the consolidated financial statements due to the unpredictability of future income.

	2016	2015
Non-capital losses carry-forward	**$ 6,105,463**	$ 13,799,362
Exploration and evaluation assets tax pools	**5,070,053**	5,070,053
Capital losses carry-forward	**4,350,743**	1,451,271
Share issuance costs and other differences	**766,796**	766,806
Investments	**729,962**	780,090
	$ 17,023,017	$ 21,867,582

As at June 30, 2016, the Company has approximately $834,000 (2015 - $834,000) of Canadian resource deductions and $18,298,000 (2015 - $18,298,000) of foreign resource deductions available that have an unlimited carry-forward period to reduce future years' income for tax purposes, the benefit of which has not been recorded in the accounts.

As at June 30, 2016, the Company has approximately $32,836,000 of capital losses (2015 - $10,953,000) and $17,226,000 (2015 - $16,285,000) of Canadian non-capital losses available to reduce future years' income for tax purposes, the benefit of which has not been recorded in the accounts.

The non-capital losses will expire as follows:

2028	$ 73,000
2031	2,328,000
2032	5,506,000
2033	4,575,000
2034	2,439,000
2035	1,364,000
2036	941,000
	$ 17,226,000

In addition, the Company has unclaimed non-capital losses of approximately US$47,365,000 in Barbados that expires from 2017 to 2025.

(Prepared in Canadian dollars)

12. Segmented information:

Reportable segments are defined as components of an enterprise about which separate financial information is available, that are evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance. In prior periods, all of the Company's operations related to direct and indirect investments in the oil and gas sector and the Company's significant segments consisted of six distinct geographic areas: Canada, United States, Argentina, Colombia, Israel and Brazil.

During the year ended June 30, 2016, the Company's operations primarily relate to investing. The Company's management is responsible for the Company's entire investment portfolio and considers the business to have a single operating segment. The management's investment decisions are based on a single, integrated investment strategy and the performance is evaluated on an overall basis. All of the Company's property, plant and equipment are located in Canada and no segmented information has been disclosed as at and for the year ended June 30, 2016.

The following is segmented information as at and for the year ended June 30, 2015:

	Year ended June 30, 2015		As at June 30, 2015		
	Interest and other income	Net profit (loss) for the year	Exploration and evaluation assets	Other assets	Total assets
Canada and other	$ 73,560	$ (2,588,209)	$ 3	$ 8,697,392	$ 8,697,395
United States	(67,070)	(2,123,567)	-	22,569	22,569
Argentina	-	(952,462)	-	6,524	6,524
Brazil	-	(2,275)	-	42	42
Israel	-	12,153	-	-	-
Colombia	-	(299,920)	-	-	-
	$ 6,490	$ (5,954,280)	$ 3	$ 8,726,527	$ 8,726,530

13. Commitments:

In April 2015, the Company signed a lease for new premises starting May 1, 2015 for annual payments of approximately $82,875 ($6,906 monthly) plus applicable taxes until April 30, 2018 and office equipment lease payments of $5,340 annually ($445 monthly) plus applicable taxes until April 30, 2019. Effective January 1, 2016, the monthly office premise lease payments increased to $7,090 per month due to an increase in the building operating costs. As at June 30, 2016, future minimum annual lease payments under operating leases for premises and equipment are approximately as follows:

2017	$ 90,420
2018	76,240
2019	4,450
	$ 171,110

(Prepared in Canadian dollars)

14. Expenses by nature:

Included in operating, general, and administrative expenses for the years ended June 30 are the following expenses:

	2016	2015
Salaries, consulting, and administrative fees	**$ 647,083**	$ 1,103,019
Foreign exchange expense (gain)	**220,833**	(268,382)
Transaction costs	**92,282**	31,096
Operating lease payments	**82,210**	13,955
Other office and general	**75,044**	126,367
Professional fees	**67,864**	283,508
Shareholder relations, transfer agent and filing fees	**32,380**	63,479
Other employment benefits	**28,483**	13,668
Travel and promotion	**27,422**	11,981
Exploration expenses, net	**1,811**	(47,252)
Stock-based compensation expense	**-**	17,297
	$ 1,275,412	$ 1,348,736

15. Management of capital:

The Company includes the following in its capital as at June 30:

	2016	2015
Equity comprising:		
Share capital	**$ 96,597,845**	$ 96,597,845
Contributed surplus	**24,554,508**	24,554,508
Foreign currency translation reserve	**839,332**	620,108
Deficit	**(120,822,634)**	(113,292,673)
	$ 1,169,051	$ 8,479,788

The Company's objectives when managing capital are:

(a) to ensure that the Company maintains the level of capital necessary to meet the requirements of cash calls for the exploration of properties and from operators in joint venture properties;

(b) to ensure that the Company maintains the level of capital necessary to meet the requirements of its broker;

(c) to allow the Company to respond to changes in economic and/or marketplace conditions by maintaining the Company's ability to purchase new investments;

(d) to give shareholders sustained growth in shareholder value by increasing shareholders' equity; and

(e) to maintain a flexible capital structure that optimizes the cost of capital at acceptable levels of risk.

15. Management of capital (continued):

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of its underlying assets. The Company maintains or adjusts its capital level to enable it to meet its objectives by:

(a) realizing proceeds from the disposition of its investments; and

(b) raising capital through equity or debt financings.

The Company is not subject to any capital requirements imposed by any regulator.

There were no changes in the Company's approach to capital management during the year ended June 30, 2016, except commencing in January 2016 to conserve cash resulting in the Company's consulting fees to its CEO and CFO having not been paid but accrued monthly. To date, the Company has not declared any cash dividends to its shareholders as part of its capital management program. The Company's current working capital is sufficient to discharge its liabilities as at June 30, 2016.

16. Risk management:

The investment operations of ThreeD's business involve the purchase and sale of securities and, accordingly, a portion of the Company's assets are currently comprised of financial instruments. The use of financial instruments can expose the Company to several risks, including market, credit, and liquidity risks. A discussion of the Company's use of financial instruments and their associated risks is provided below.

(a) Market risk:

Market risk is the risk that the fair value of or future cash flows from the Company's financial instruments will significantly fluctuate because of changes in market prices. The value of the financial instruments can be affected by changes in interest rates, foreign exchange rates, and equity and commodity prices. The Company is exposed to market risk in trading its investments and unfavourable market conditions could result in dispositions of investments at less than favourable prices. Additionally, the Company adjusts its investments to fair value at the end of each reporting period. This process could result in significant write-downs of the Company's investments over one or more reporting periods, particularly during periods of overall market instability, which would have a significant unfavourable effect on ThreeD's financial position. As at June 30, 2016 and 2015, the Company held some U.S. denominated investments and therefore market risk also includes currency risk.

There were no changes in the way the Company manages market risk during the year ended June 30, 2016. The Company manages its market risk by having a portfolio that is not singularly exposed to any one issuer or class/sector of issuers.

(Prepared in Canadian dollars)

16. Risk management (continued):

The following table shows the estimated sensitivity of the Company's after-tax net loss for the year ended June 30, 2016 from a change in the closing trade price of the Company's investments with all other variables held constant as at June 30, 2016:

Percentage of change in closing trade price	**Decrease in net after-tax loss from % increase in closing trade price**	**Increase in net after-tax loss from % decrease in closing trade price**
2%	**$ 33,954**	**$ (33,954)**
4%	**67,908**	**(67,908)**
6%	**101,862**	**(101,862)**
8%	**135,816**	**(135,816)**
10%	**169,770**	**(169,770)**

The following table shows the estimated sensitivity of the Company's after-tax net loss for the year ended June 30, 2015 from a change in the closing trade price of the Company's investments with all other variables held constant as at June 30, 2015:

Percentage of change in closing trade price	Decrease in net after-tax loss from % increase in closing trade price	Increase in net after-tax loss from % decrease in closing trade price
2%	$ 94,581	$ (94,581)
4%	189,161	(189,161)
6%	283,742	(283,742)
8%	378,322	(378,322)
10%	472,903	(472,903)

(b) Credit risk:

Credit risk is the risk of loss associated with the inability of a third party to fulfill its payment obligations. The Company is exposed to the risk that third parties owing it money or securities will not perform their underlying obligations and for funds held with banks for cash. The Company may, from time to time, invest in debt obligations. As at June 30, 2016 and 2015, the Company did not hold any debt obligations. All funds in cash are held in financial institutions that have a credit rating above AA and the Company believes it is not exposed to any significant loss.

There were no changes to the way the Company manages credit risk during the year ended June 30, 2016. The Company is also exposed in the normal course of business to credit risk from the sale of its investments and advances to investee and joint arrangements.

(Prepared in Canadian dollars)

16. Risk management (continued):

The following is the Company's maximum exposure to credit risk as at June 30:

	2016	2015
Cash	**$ 22,018**	$ 2,579,139
Due from brokers	**-**	588,573
Receivables (i)	**21,653**	35,921
	$ 43,671	$ 3,203,633

(i) As at June 30, 2016, included in receivables is $21,653 (2015 - $35,921) relating to Goods and Services Tax and Harmonized Sales Tax input sales tax refunds. The Company believes it is not exposed to credit risk since the amount is fully collectible from the Canadian government.

(c) Liquidity risk:

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they become due. The Company's liquidity and operating results may be adversely affected if the Company's access to the capital markets is hindered, whether as a result of a downturn in stock market conditions generally or related to matters specific to the Company, or if the value of the Company's investments declines, resulting in losses upon disposition. The Company generates cash flow primarily from its financing activities and proceeds from the disposition of its investments, in addition to interest earned on its investments.

There were no changes to the way that the Company manages liquidity risk during the year ended June 30, 2016. The Company manages liquidity risk by reviewing the amount of margin available on a daily basis and managing its cash flow. The Company holds investments that can be converted into cash when required.

As at June 30, 2016, the Company was using margin of $561,653 (2015 – nil).

The following table shows the Company's liabilities and potential due dates related to liquidity risk as at June 30, 2016:

	Payments due by period				
Liabilities and obligations	**Total**	**Less than 1 year**	**1 – 3 years**	**4 – 5 years**	**After 5 years**
Accounts payable and accrued liabilities	**$ 334,443**	**$ 334,443**	**$ -**	**$ -**	**$ -**
Due to brokers	**561,653**	**561,653**			
	$ 896,096	**$ 896,096**	**$ -**	**$ -**	**$ -**

16. Risk management (continued):

The following table shows the Company's liabilities and potential due dates related to liquidity risk as at June 30, 2015:

Liabilities and obligations	Payments due by period Total	Less than 1 year	1 – 3 years	4 – 5 years	After 5 years
Accounts payable and accrued liabilities	$ 246,742	$ 246,742	$ -	$ -	$ -
	$ 246,742	$ 246,742	$ -	$ -	$ -

The following table shows the Company's source of liquidity by assets as at June 30, 2016:

Assets	**Liquidity by period** **Total**	**Less than 1 year**	**1 – 3 years**	**After 4 years**	**Non-liquid assets**
Cash	**$ 22,061**	**$ 22,061**	**$ -**	**$ -**	**$ -**
Prepaids and receivables	**68,526**	**21,653**	**-**	**-**	**46,873**
Investments, at fair value	**1,957,007**	**1,692,007**	**265,000**	**-**	**-**
Property, plant and equipment	**17,593**	**-**	**-**	**-**	**17,593**
Exploration and evaluation assets	**3**	**-**	**-**	**-**	**3**
	$ 2,065,190	**$ 1,735,721**	**$ 265,000**	**$ -**	**$ 64,469**

The following table shows the Company's source of liquidity by assets as at June 30, 2015:

Assets	**Liquidity by period** Total	Less than 1 year	1 – 3 years	After 4 years	Non-liquid assets
Cash	$ 2,579,139	$ 2,579,139	$ -	$ -	$ -
Due from broker	588,573	588,573			
Prepaids and receivables	89,343	35,921	-	-	53,422
Investments, at fair value	5,451,327	5,251,327	200,000	-	-
Property, plant and equipment	18,145	-	-	-	18,145
Exploration and evaluation assets	3	-	-	-	3
	$ 8,726,530	$ 8,454,960	$ 200,000	$ -	$ 71,570

(d) Currency risk:

The Company presently holds funds in Canadian dollars but a significant amount of its liabilities are denominated in U.S. dollars. The Company does not engage in any hedging activities to mitigate its foreign exchange risk. A change in the foreign exchange rate of the Canadian dollar versus another currency may increase or decrease the value of the Company's financial instruments. The Company does not hedge its foreign currency exposure.

16. Risk management (continued):

The following assets and liabilities were denominated in foreign currencies as at June 30:

	2016	2015
Denominated in U.S. dollars:		
Cash	**$ 4,476**	$ 1,042,586
Due from brokers	**-**	363,757
Prepaids and receivables	**-**	6,550
Accounts payable and accrued liabilities	**(26,396)**	(130,364)
Due to brokers	**(453,204)**	
Net assets denominated in U.S. dollars	**(475,124)**	1,282,529
Denominated in Brazilian reals:		
Cash	**-**	42
Net assets denominated in Brazilian reals	**-**	42
Denominated in Argentinean pesos:		
Cash	**-**	6,524
Net assets denominated in Argentinean pesos	**$ -**	$ 6,524

The following table shows the estimated sensitivity of the Company's total comprehensive loss for the year ended June 30, 2016 from a change in the U.S. dollar exchange rate in which the Company has significant exposure with all other variables held constant as at June 30, 2016:

Percentage change in U.S. dollar exchange rate	Increase in total comprehensive loss from an increase in % in the U.S. dollar exchange rate	Decrease in total comprehensive loss from a decrease in % in the U.S. dollar exchange rate
2%	**$ (6,984)**	**$ 6,984**
4%	**(13,969)**	**13,969**
6%	**(20,953)**	**20,953**
8%	**(27,937)**	**27,937**
10%	**(34,922)**	**34,922**

16. Risk management (continued):

The following table shows the estimated sensitivity of the Company's total comprehensive loss for the year ended June 30, 2015 from a change in the U.S. dollar exchange rate in which the Company has significant exposure with all other variables held constant as at June 30, 2015:

Percentage change in U.S. dollar exchange rate	Decrease in total comprehensive loss from an increase in % in the U.S. dollar exchange rate	Increase in total comprehensive loss from a decrease in % in the U.S. dollar exchange rate
2%	$ 18,853	$ (18,853)
4%	37,706	(37,706)
6%	56,560	(56,560)
8%	75,413	(75,413)
10%	94,266	(94,266)

17. Future accounting changes:

At the date of authorization of these consolidated financial statements, the IASB and the International Financial Reporting Interpretations Committee has issued the following new and revised Standards and Interpretations that are not yet effective for the relevant reporting periods and the Company has not early adopted these standards, amendments and interpretations. However, the Company is currently assessing what impact the application of these standards or amendments will have on the consolidated financial statements of the Company. The Company intends to adopt these standards, if applicable, when the standards become effective:

(a) IFRS 15, *Revenue from Contracts with Customers* ("IFRS 15"), was issued in May 2014, which replaced IAS 11, *Construction Contracts*, IAS 18, *Revenue Recognition*, IFRIC 13, *Customer Loyalty Programmes*, IFRIC 15, *Agreements for the Construction of Real Estate*, IFRIC 18, *Transfers of Assets from Customers*, and SIC-31, *Revenue – Barter Transactions Involving Advertising Services*. IFRS 15 provides a single, principles based five-step model that will apply to all contracts with customers with limited exceptions, including, but not limited to, leases within the scope of IAS 17; financial instruments and other contractual rights or obligations within the scope of IFRS 9, IFRS 10, *Consolidated Financial Statements* and IFRS 11, *Joint Arrangements*. In addition to the five-step model, the standard specifies how to account for the incremental costs of obtaining a contract and the costs directly related to fulfilling a contract. The incremental costs of obtaining a contract must be recognized as an asset if the entity expects to recover these costs.

The standard's requirements will also apply to the recognition and measurement of gains and losses on the sale of some non-financial assets that are not an output of the entity's ordinary activities. IFRS 15 is required for annual periods beginning on or after January 1, 2018. Earlier adoption is permitted. The Company is in the process of assessing the impact of IFRS 15 on its consolidated financial statements.

17. Future accounting changes (continued):

(b) In July 2014, the IASB issued the final version of IFRS 9, *Financial Instruments*, bringing together the classification and measurement, impairment and hedge accounting phases of the IASB's project to replace IAS 39 *Financial Instruments: Recognition and Measurement* and all previous versions of IFRS 9. IFRS 9 introduces a logical, single classification and measurement approach for financial assets that reflects the business model in which they are managed and their cash flow characteristics. Built upon this is a forward-looking expected credit loss model that will result in more timely recognition of loan losses and is a single model that is applicable to all financial instruments subject to impairment accounting.

In addition, IFRS 9 also removes the volatility in profit or loss that was caused by changes in the credit risk of liabilities elected to be measured at fair value, such that gains caused by the deterioration of an entity's own credit risk on such liabilities are no longer recognized in profit or loss. IFRS 9 also includes an improved hedge accounting model to better link the economics of risk management with its accounting treatment. IFRS 9 is effective for annual periods beginning on or after January 1, 2018, with early adoption permitted.

The Company is in the process of evaluating the impact of adopting these amendments on the Company's consolidated financial statements.

(c) IFRS 16, *Leases* ("IFRS 16") was issued in January 2016 to improve the accounting for leases, generally by eliminating a lessees' classification of leases and introducing a single lessee accounting model. The most significant effect of the new standard will be the lessee's recognition of the initial present value of unavoidable future lease payments as lease assets and lease liabilities on the statement of financial position. Leases with durations of 12 months or less and leases for low value assets are both exempted. The measurement of the total lease expense over the term of a lease will be unaffected by the new standard. However, the new standard will result in the timing of lease expense recognition being accelerated for leases which would be currently accounted for as operating leases. The presentation on the statement of loss and other comprehensive loss required by the new standard will result in most lease expenses being presented as amortization of lease assets and financing costs arising from lease liabilities rather than as being a part of goods and services purchased. The standard is effective for annual periods beginning on or after January 1, 2019 and will supersede IAS 17 Leases. The Company has not completed the process of assessing the impact that the amended standards will have on its consolidated financial statements.

(d) IAS 7, *Statement of Cash Flows* ("IAS 7") - In January 2016, the IASB issued amendments to IAS 7 pursuant to which entities will be required to provide enhanced information about changes in their financial liabilities, including changes from cash flows and non-cash changes. The IAS 7 amendments are effective for annual periods beginning on or after January 1, 2017. The Company is in the process of evaluating the impact of adopting these amendments to its consolidated financial statements.

17. Future accounting changes (continued):

(e) IAS 12, *Income Taxes* ("IAS 12") - In January 2016, the IASB issued amendments to IAS 12, which clarify guidance on the recognition of deferred tax assets related to unrealized losses resulting from debt instruments that are measured at their fair value. The IAS 12 amendments are effective for annual periods beginning on or after January 1, 2017. The Company is in the process of evaluating the impact of adopting these amendments to its consolidated financial statements.

(f) IAS 16, *Property, Plant and Equipment* ("IAS 16") and IAS 38, *Intangible Assets* ("IAS 38") and, were amended in May 2014. Amendments to IAS 16 prohibit entities from using a revenue-based depreciation method for items of property, plant and equipment. Amendments to IAS 38 introduce a rebuttable presumption that revenue is not an appropriate basis for amortization of an intangible asset. The amendments apply prospectively for annual periods beginning on or after January 1, 2016. Currently, the Company uses the straight-line method for depreciation and amortization for its property, plant and equipment. The Company has not completed the process of assessing the impact that the amended standards will have on its consolidated financial statements.

18. Contingent liability:

In April 2006, the Company entered into a farm-in agreement with Canoro Resources Ltd. ("Canoro"), whereby it acquired a 15% interest in block AA-ONN-2003/2, in Arunachal Pradesh, northwest India. During 2009, the parties completed the interpretation of the 3-D seismic program. The consortium partners in the block are: ThreeD - 15%, Canoro - 15%, National Thermal Power Corporation - 40%, and Geopetrol International Inc. - 30%.

On April 8, 2010, the Production Sharing Contract (the "PSC") with the Government of India, through the Directorate General of Hydrocarbons (the "DGH") expired and as a result, the DGH called the Company's letter of guarantee totaling US$1,395,000 issued by Royal Bank of Canada ("RBC"). The DGH's position is that the Company and its partners failed to meet certain terms of the PSC governing their commitments on exploration block AA-ONN-2003/2. The Company and its partners have disputed certain terms of the PSC, including its expiry on the basis of force majeure. As at June 30, 2010, the Company wrote-off all of its oil and gas properties and related expenditures in India.

In January 2015, the Company received notice from the DGH that it denied the request for non-levy of the cost of the unfinished PSC and demanded payment of the outstanding balance of US$14,054,284 (ThreeD's share – US$1,423,510). The Company considers the claim to be completely without merit and will defend itself vigorously. No provision has been made for the claim in the consolidated statement of financial position as at June 30, 2016.

19. Subsequent events:

(a) Subsequent to June 30, 2016, the Company completed a non-brokered private placement financing raising gross proceeds of $600,000 through the issuance and sale of 12,000,000 units at a price of $0.05 per unit. Each unit was comprised of one common share of the Company and one common share purchase warrant, each warrant entitling the holder to acquire one common share of the Company at $0.10 per share on or before August 17, 2019.

(b) Subsequent to June 30, 2016, 120,000 options at an exercise price of $4.00 expired unexercised.