MOUNT DAKOTA ENERGY CORP.

CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED

JANUARY 31, 2019 AND 2018

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
Mount Dakota Energy Corp.

Opinion

We have audited the accompanying consolidated financial statements of Mount Dakota Energy Corp. (the "Company"), which comprise the consolidated statements of financial position as at January 31, 2019 and 2018, and the consolidated statements of loss and comprehensive loss, changes in shareholders' equity (deficiency), and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at January 31, 2019 and 2018, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 of the consolidated financial statements, which indicates that the Company incurred a net loss and comprehensive loss of $254,893 during the year ended January 31, 2019 and, as of that date, the Company's current liabilities exceeded its current assets by $1,920,729. As stated in Note 1, these events and conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information obtained at the date of this auditor's report includes Management's Discussion and Analysis.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management’s Discussion and Analysis prior to the date of this auditor’s report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS, 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.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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 Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Glenn Parchomchuk.

"DAVIDSON & COMPANY LLP"

Vancouver, Canada | Chartered Professional Accountants

May 28, 2019

CONTENT

MOUNT DAKOTA ENERGY CORP.

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

AS AT JANUARY 31, 2019 AND 2018

(Expressed in Canadian Dollars)

	Note	**January 31, 2019 $**	**January 31, 2018 $**
ASSETS			
CURRENT ASSETS			
Cash		80,289	7,840
Amounts recoverable		8,761	3,840
Prepaid expenses		-	1,173
		89,050	12,853
DEPOSITS	4	74,210	73,202
PROPERTY AND EQUIPMENT	5	1	1
		163,261	86,056
LIABILITIES			
CURRENT LIABILITIES			
Accounts payable and accrued liabilities		151,975	182,913
Due to related parties	8(a,b,f,g)	1,592,490	1,533,184
Loans payable	8(c,d,e)	95,977	93,367
Decommissioning provisions	6	169,337	168,217
		2,009,779	1,977,681
SHAREHOLDERS' EQUITY (DEFICIENCY)			
SHARE CAPITAL	7	6,221,154	5,921,154
CONTRIBUTED SURPLUS		387,101	387,101
DEFICIT		(8,454,773)	(8,199,880)
		(1,846,518)	(1,891,625)
		163,261	86,056

NATURE OF OPERATIONS AND GOING CONCERN (Note 1)
COMMITMENT (Note 13)

Approved and authorized for issue on behalf of the Board:

"Steve Loo"	***"John Kim"***
Steve Loo, Director	John Kim, Director

The accompanying notes form an integral part of these consolidated financial statements.

MOUNT DAKOTA ENERGY CORP.

CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS

FOR THE YEARS ENDED JANUARY 31, 2019 AND 2018

(Expressed in Canadian Dollars)

	Note	**2019** **$**	**2018** **$**
PRODUCTION COSTS		731	1,251
GROSS OPERATING PROFIT (LOSS)		(731)	(1,251)
EXPENSES			
Accretion of decommissioning provisions	6	1,120	1,120
Consulting	8(g)	120,364	120,000
Director fees	8(h)	4,000	-
Interest and bank charges	8(e)	8,448	4,315
Legal and accounting	8(a)	57,418	39,858
Office and miscellaneous		4,929	1,430
Rent	8(b)	36,000	36,000
Transfer agent and filing fees		21,011	16,999
Travel		1,879	-
		255,169	219,722
LOSS FROM OPERATIONS		(255,900)	(220,973)
Gain on debt settlement		-	21,500
Interest income		1,007	729
		(1,007)	(22,229)
LOSS AND COMPREHENSIVE LOSS FOR THE YEAR		(254,893)	(198,744)
Net Loss Per Common Share – Basic and Diluted		(0.02)	(0.03)
Weighted Average Number of Common Shares Outstanding		10,535,165	7,362,562

The accompanying notes form an integral part of these consolidated financial statements.

MOUNT DAKOTA ENERGY CORP.

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIENCY)

FOR THE YEARS ENDED JANUARY 31, 2019 AND 2018

(Expressed in Canadian Dollars)

	Share Capital Number of Shares	Share Capital Amount	Contributed Surplus	Deficit	Total
		$	$	$	$
As at January 31, 2017	7,362,562	5,921,154	387,101	(8,001,136)	(1,692,881)
Loss for the year	–	–	–	(198,744)	(198,744)
As at January 31, 2018	7,362,562	5,921,154	387,101	(8,199,880)	(1,891,625)
Share issuance	6,000,000	300,000	–	–	300,000
Loss for the year	–	–	–	(254,893)	(254,893)
As at January 31, 2019	13,362,562	6,221,154	387,101	(8,454,773)	(1,846,518)

The accompanying notes form an integral part of these consolidated financial statements.

MOUNT DAKOTA ENERGY CORP.

CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED JANUARY 31, 2019 AND 2018

(Expressed in Canadian Dollars)

	2019 **$**	**2018** **$**
CASH PROVIDED BY (USED IN):		
OPERATING ACTIVITIES		
Net loss for the year	(254,893)	(198,744)
Items not affecting cash:		
Accretion of decommissioning provisions	1,120	1,120
Interest on amounts due to related parties	5,574	3,663
Gain on debt settlement	-	(21,500)
Change in non-cash components of working capital:		
Prepaid expenses	1,173	-
Amounts recoverable	(4,921)	1,395
Accounts payable and accrued liabilities	(30,938)	8,613
Accounts payable to related parties	59,306	156,945
NET CASH USED IN OPERATING ACTIVITIES	(223,579)	(48,508)
INVESTING ACTIVITIES		
Deposits	(1,008)	(773)
NET CASH USED IN INVESTING ACTIVITIES	(1,008)	(773)
FINANCING ACTIVITIES		
Proceeds from share issuance	300,000	-
Proceeds from loans	-	20,433
Repayment of loans	(2,964)	-
NET CASH PROVIDED BY FINANCING ACTIVITIES	297,036	20,433
INCREASE (DECREASE) IN CASH	72,449	(28,848)
CASH– BEGINNING OF YEAR	7,840	36,688
CASH– END OF YEAR	80,289	7,840

There were no non-cash financing or investing activities during the years ended January 31, 2019 and 2018.

The accompanying notes form an integral part of these consolidated financial statements.

1. NATURE OF OPERATIONS AND GOING CONCERN

Mount Dakota Energy Corp. (the "Company") is incorporated under the laws of British Columbia and is primarily engaged in the acquisition and development of petroleum and natural gas properties and the production of petroleum and natural gas through participation agreements in Canada.

The head office, principal address and records office of the Company are located at Suite 1601 – 1166 Alberni Street, Vancouver, British Columbia, V6E 3Z3. The Company's registered address is at the same address.

On January 22, 2016, the Company approved a share consolidation of one post-consolidated common share for each four pre-consolidated common shares of the Company, effective February 22, 2016. The pre-consolidated common shares totalling 14,460,087 have been reduced to 3,615,022 post-consolidated common shares. All share and per share amounts have been retroactively restated.

For the year ended January 31, 2019, the Company reported a net loss of $254,893, negative cash flows from operating activities of $223,579, an accumulated deficit of $8,454,773 and a working capital deficiency of $1,920,729. These factors raise significant doubt about the Company's ability to continue as a going concern. The Company is in the process of exploring business opportunities outside of the petroleum and natural gas sector.

These consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company is currently dependent on loans from companies controlled by directors and its other creditors to maintain its operations. Management is of the opinion that sufficient working capital will be obtained from operations or external financing to meet the Company's liabilities and commitments as they become due, although there is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company.

2. BASIS OF PREPARATION

[a] Statement of compliance

These consolidated financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

The consolidated financial statements were authorized for issue by the Board of Directors on May 28, 2019.

[b] Basis of measurement

The consolidated financial statements have been prepared on a historical cost basis except for certain non-current assets and financial instruments, which are measured at fair value, as explained in the accounting policies set out in Note 3. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information.

3. SIGNIFICANT ACCOUNTING POLICIES

[a] Basis of consolidation

These consolidated financial statements include the accounts of the Company and its wholly-owned Canadian subsidiary, Simez Energy Resources Inc. ("Simez"). All significant inter-company transactions and balances have been eliminated upon consolidation.

[b] Cash and cash equivalents

Cash and cash equivalents include cash in bank accounts and cashable securities that on acquisition have a term to maturity of three months or less, or may be redeemed during this period. Cash and cash equivalents are highly liquid marketable securities and deposits, which are designated as fair value through profit or loss and are recorded at their fair values with changes recognized in net loss. The Company considers all highly liquid instruments with a maturity of three months or less at the time of issuance to be cash equivalents. As at January 31, 2019 and 2018, the Company had no cash equivalents.

[c] Revenue recognition

Revenue from the sale of petroleum and natural gas is recognized when the significant risks and rewards of ownership are transferred to the buyer, which is based on volumes delivered to customers at contractual delivery points and rates and collection is reasonably assured. The costs associated with the delivery, including operating and maintenance costs, and production-based royalty expenses, are recognized during the same period in which the related revenue is earned.

[d] Use of estimates and judgments

The preparation of these consolidated financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions which affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and revenues and expenses for the periods reported. Significant areas requiring the use of management estimates include the determination of the recovery of accounts receivable, amortization, depreciation, depletion and impairment of property and equipment and exploration and evaluation assets, petroleum and natural gas reserves, decommissioning provisions, and deferred income tax assets and liabilities. Actual results could differ from these estimates.

Oil and Gas Accounting—Reserves Determination
The process of estimating reserves is complex. It requires significant estimates based on available geological, geophysical, engineering and economic data. To estimate the economically recoverable crude oil and natural gas reserves and related future net cash flows, the Company incorporates many factors and assumptions including the expected reservoir characteristics, future commodity prices and costs and assumed effects of regulation by governmental agencies. Reserves are used to calculate the depletion of the capitalized oil and gas costs and for impairment purposes as described in Note 3(e).

Property and Equipment
The Company evaluates its long-lived assets (petroleum and natural gas properties) for impairment if indicators exist. Cash flow estimates for the impairment assessments require assumptions and estimates about the following primary elements—future prices, future operating and development costs, remaining recoverable reserves and discount rates. In assessing the carrying values of the unproved properties, the Company makes assumptions about its future plans for those properties, the remaining terms of the leases and any other factors that may be indicators of potential impairment.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

[d] Use of estimates and judgments (continued)

Decommissioning Provisions
In estimating the future decommissioning provisions, the Company makes assumptions about activities that occur many years into the future including the cost and timing of such activities. The ultimate financial impact is not clearly known as asset removal and remediation techniques and costs are constantly changing, as are legal, regulatory, environmental, political, safety and other such considerations. In arriving at amounts recorded, numerous assumptions and estimates are made on ultimate settlement amounts, inflation factors, discount rates, timing and expected changes in legal, regulatory, environmental, political and safety environments.

Depreciation and depletion
Depletion of petroleum and natural gas properties is provided using the unit-of-production method based on production volumes before royalties in relation to total estimated reserves as determined annually by independent engineers and internal reserve evaluations. Changes in forward price estimates, production levels or results of future drilling may change the economic status of reserves and may result in reserves being revised.

Share-based payments
The fair value of share options granted is measured using the Black-Scholes option pricing model. Measurement inputs include share price on measurement date, exercise price of the option, expected volatility, expected life of the options, expected dividends and the risk-free interest rate. These estimates will impact the amount of share-based payments recognized. When stock options are exercised, the cash proceeds along with the amount previously recorded as share-based payment reserves are recorded as share capital.

Income taxes
Related assets and liabilities are recognized for the estimated tax consequences between amounts included in the financial statements and their tax base using substantively enacted future income tax rates. Timing of future revenue streams and future capital spending changes can affect the timing of any temporary differences and, accordingly, affect the amount of the deferred tax asset or liability calculated at a point in time.

[e] Property and equipment

Property and equipment includes petroleum and natural gas development and production assets, including costs incurred in developing oil and natural gas reserves and maintaining or enhancing production from such reserves and directly attributable general and administrative costs. Property and equipment is measured at cost, less accumulated depletion and depreciation and accumulated impairment losses.

Subsequent measurement

Costs incurred subsequent to the determination of technical feasibility and commercial viability and the costs of replacing parts of property and equipment are recognized as oil and natural gas interests only when they increase the future economic benefits embodied in the specific asset to which they relate. All other expenditures are recognized in earnings as incurred. Capitalized oil and natural gas interests generally represent costs incurred in developing proved and/or probable reserves and bringing on or enhancing production from such reserves, and are accumulated on a field or geotechnical area basis. The carrying amount of any replaced or sold component is derecognized at the time of replacement or sale. The costs of the day-to-day servicing of property and equipment are recognized in profit or loss as incurred.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

[e] Property and equipment (continued)

Depletion and depreciation

The net carrying value of development or production assets is depleted on a field by field basis using the unit of production method by reference to the ratio of production in the year to the related proven and probable reserves, taking into account estimated future development costs necessary to bring those reserves into production. Future development costs are estimated taking into account the level of development required to produce the reserves. These estimates are reviewed by independent reserve engineers at least annually.

Proved and probable reserves are estimated by independent reserve engineers in accordance with Canadian Securities Regulation National Instrument 51-101. Production and reserves of natural gas are converted to equivalent barrels of crude oil on the basis of six thousand cubic feet of gas to one barrel of oil. Changes in reserve estimates used in prior periods, such as proved and probable reserves, that affect the unit-of-production calculations do not give rise to prior year adjustments and are dealt with on a prospective basis.

Equipment

Furniture and computer equipment are recorded at cost and depreciated using the straight–line method based on their estimated useful lives of 3 years, net of any estimated residual value. Depreciation methods, useful lives and residual values are reviewed at each reporting date.

[f] Exploration and evaluation costs

Pre-license costs are recognized as an expense when incurred. Exploration and evaluation costs (“E&E”), including the costs of acquiring licenses, exploratory drilling and completion costs and directly attributable general and administrative costs are initially capitalized as either tangible or intangible exploration and evaluation assets according to the nature of the asset acquired. These costs are accumulated in cost centers by field or exploration area pending determination of technical feasibility and commercial viability. Ongoing carrying costs including the costs of non-producing lease rentals are capitalized to exploration and evaluation assets.

The technical feasibility and commercial viability of extracting a resource is considered to be determinable when proved and probable reserves are determined to exist. A review of each exploration license or area is carried out, at least annually, to ascertain whether proved and probable reserves have been discovered. Upon determination of proved and probable reserves, exploration and evaluation assets attributable to those reserves are first tested for impairment and then reclassified from E&E assets to property and equipment.

E&E assets are regularly reviewed for impairment or whenever events or changes in circumstances indicate that the carrying amounts of reserve properties may exceed their recoverable amount. When an impairment review is undertaken, the recoverable amount is assessed by reference to the higher of value in use (being the present value of expected future cash flows of the relevant cash-generating unit) and fair value less costs to sell. If the carrying amount of an asset exceeds the recoverable amount an impairment charge is recognized by the amount by which the carrying amount of the asset exceeds the fair value of the asset.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

[g] Impairment

The carrying amounts of the Company's property and equipment are reviewed at each reporting date for indicators of impairment. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the amount of the impairment, if any. The recoverable amount of an asset is evaluated at the cash generating unit level ("CGU"), which is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets. The recoverable amount of a CGU is the greater of its fair value less costs to sell and its value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties, less the costs of disposal. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is recognized if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognized in profit or loss. Impairment losses recognized in respect of CGU's are allocated to reduce the carrying amounts of the other assets in the unit (group of units) on a pro rata basis.

Impairment losses recognized in prior years are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depletion and depreciation, if no impairment loss had been recognized.

[h] Provisions

(i) Legal matters

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Provisions are not recognized for future operating losses.

(ii) Decommissioning liabilities

The Company's activities give rise to dismantling, decommissioning and site disturbance re-mediation activities. Provision is made for the estimated cost of site restoration and capitalized in the relevant asset category. Decommissioning provisions are measured at the present value of management's best estimate of expenditure required to settle the present obligation at the statement of financial position date. Subsequent to initial measurement, the obligation is adjusted at the end of each period to reflect the passage of time and changes in the estimated future cash flows underlying the obligation. The increase in the provision due to the passage of time is recognized as finance costs whereas increases/decreases due to changes in the estimated future cash flows are recorded against the related asset. Actual costs incurred upon settlement of the decommissioning provisions are charged against the provision to the extent the provision was established.

[i] Functional currency and foreign currency translation

The presentation currency and functional currency of the Company and its subsidiary is the Canadian dollar. Monetary assets and liabilities are translated at the exchange rates in effect at the statement of financial position date. Non-monetary assets and liabilities are translated at historical rates. The resulting exchange gains or losses are recognized in income.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

[j] Income taxes

The Company utilizes the asset and liability method of accounting for income taxes. Under the asset and liability method, deferred income tax assets and liabilities are recognized to reflect the expected deferred tax consequences arising from temporary differences between the carrying values and the tax bases of the related assets and liabilities. Deferred income tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled. Deferred income tax assets are recognized to the extent that it is probable that sufficient taxable profit will be available against which the deductible temporary difference can be utilized.

The following temporary differences do not result in deferred tax assets or liabilities:

- the initial recognition of assets or liabilities, not arising in a business combination, that does not affect accounting or taxable profit
- goodwill
- investments in subsidiaries, associates and jointly controlled entities where the timing of reversal of the temporary differences can be controlled and reversal in the foreseeable future is not probable.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

[k] Financial instruments

On February 1, 2018, the Company adopted all of the requirements of IFRS 9 – Financial Instruments. IFRS 9 uses a single approach to determine whether a financial asset is classified and measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments and the contractual cash flow characteristics of the financial asset. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward in IFRS 9; therefore, the Company's accounting policy with respect to financial liabilities is unchanged.

The Company completed an assessment of its financial assets and liabilities as at February 1, 2018. The following table shows the original classification under IAS 39 and the new classification under IFRS 9:

Financial Assets and Liabilities	**Original Classification IAS 39**	**New Classification IFRS 9**
Cash	Fair value through profit and loss	Fair value through profit and loss
Accounts payable and accrued liabilities	Amortized cost	Amortized cost
Due to related parties	Amortized cost	Amortized cost
Loans payable	Amortized cost	Amortized cost

The adoption of IFRS 9 did not result in any material changes to the Company's financial statements.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

[k] Financial instruments (continued)

(i) Financial assets

All financial assets are measured at fair value on initial recognition. Measurement in subsequent periods depends on the financial assets' classification, as described below:

Fair value through profit or loss ("FVTPL"): Financial instruments designated at FVTPL are initially recognized and subsequently measured at fair value with changes in those fair values charged immediately to net earnings. Financial instruments under this classification include cash.

Amortized cost: Financial instruments designated at amortized cost are initially recognized at fair value, net of directly attributable transaction costs, and are subsequently measured at amortized cost using the effective interest method.

Fair value through other comprehensive income ("FVOCI"): Financial instruments designated at FVOCI are initially recognized at fair value, net of directly attributable transaction costs, and are subsequently measured at fair value with changes in fair value recognized in other comprehensive income, net of tax.

(ii) Financial liabilities

All financial liabilities are initially recorded at fair value and designated upon inception as FVTPL or other financial liabilities. Financial liabilities classified as other financial liabilities are initially recognized at fair value less directly attributable transaction costs. The Company's accounts payable and accrued liabilities, due to related parties and loans payable are classified as other financial liabilities. The Company does not currently have any FVTPL financial liabilities.

(iii) *Impairment of financial assets*

IFRS 9 introduces a new three-stage expected credit loss model for calculating impairment for financial assets. IFRS 9 no longer requires a triggering event to have occurred before credit losses are recognized. An entity is required to recognize expected credit losses when financial instruments are initially recognized and to update the amount of expected credit losses recognized at each reporting date to reflect changes in the credit risk of the financial instruments. In addition, IFRS 9 requires additional disclosure requirements about expected credit losses and credit risk. There was no adjustment relating to the implementation of the expected credit loss model for the Company's cash.

Impairment losses on financial assets carried at amortized cost are reversed in subsequent periods, if the amount of the loss decreases and the decrease can be objectively related to an event occurring after the impairment was recognized.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

[l] Share-based payments

The Company grants options to purchase common shares to directors, officers, employees, consultants and certain service providers under its stock option plan. Share-based payments are measured at the fair value of the instruments issued and amortized over the vesting periods. The amount recognized as a share-based payment expense during a reporting period is adjusted to reflect the number of awards expected to vest. The offset to this recorded cost is contributed surplus.

The fair value of employee stock options is measured using the Black-Scholes option pricing model. Measurement inputs include share price on measurement date, exercise price of the instrument, expected volatility (based on weighted average historic volatility adjusted for changes expected due to publicly available information), weighted average expected life of the instruments (based on historical experience and general option holder behavior), expected dividends, and the risk-free interest rate (based on short term government bonds). A forfeiture rate is estimated on the grant date and is subsequently adjusted to reflect the actual number of options that vest.

[m] Comprehensive loss

Comprehensive loss is the change in the Company's net assets that results from transactions, events and circumstances from sources other than the Company's shareholders and includes items that would not normally be included in net profit such as currency gains or losses related to self-sustaining operations. Comprehensive loss, components of other comprehensive income, and cumulative translation adjustments are presented in the consolidated statements of loss and comprehensive loss and the consolidated statements of changes in shareholder's deficiency.

[n] Basic and diluted loss per share

The Company computes basic loss per share by dividing losses available to common shareholders by the weighted average number of common shares outstanding during the period. For the years ended January 31, 2019 and 2018, the existence of stock options caused the calculation of diluted loss per share to be anti-dilutive. Accordingly, diluted loss per share is equal to basic loss per share.

Accounting Pronouncements Not Yet Effective

IFRS 16 Leases was issued in January 2016, effective January 1, 2019 and is effective for periods beginning on or after January 1, 2019. It provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. The Company expects that this new IFRS standard will have an insignificant effect on its consolidated financial statements.

4. DEPOSITS

The Company is required at certain times to remit deposits to the Alberta Energy Regulator. As at January 31, 2019, the Company has outstanding net deposits of $74,210 (2018 - $73,202).

(Expressed in Canadian Dollars)

5. PROPERTY AND EQUIPMENT

		Petroleum and natural gas properties		Furniture and computer equipment		Total
Cost:						
Balance, January 31, 2017	$	122,525	$	10,372	$	132,897
Additions		-		-		-
Change in estimated decommissioning costs		-		-		-
Write down		-		-		-
Balance, January 31, 2018	$	122,525	$	10,372	$	132,897
Additions		-		-		-
Change in estimated decommissioning costs		-		-		-
Write down		-		-		-
Balance, January 31, 2019	$	122,525	$	10,372	$	132,897
Accumulated depletion and depreciation:						
Balance, January 31, 2017	$	(122,524)	$	(10,372)	$	(132,896)
Depletion and depreciation		-		-		-
Balance, January 31, 2018	$	(122,524)	$	(10,372)	$	(132,896)
Depletion and depreciation		-		-		-
Balance, January 31, 2019	$	(122,524)	$	(10,372)	$	(132,896)
Net book value:						
As at January 31, 2017	$	1	$	-	$	1
As at January 31, 2018	$	1	$	-	$	1
As at January 31, 2019	$	1	$	-	$	1

The Company’s petroleum and natural gas properties consist of the Alsike I well based in Alberta. The Company holds a 100% working interest in the Alsike I well.

Due to mechanical failure, the well is not producing. The Company assessed that it is economically more viable to abandon the well than repair it, and concluded to provide for an impairment charge to operations during the year ended January 31, 2017.

The Company is in discussions with a private oil and gas company interested in acquiring the Company’s wellbores and assets on the leases. There are no changes in the discussions with the private company.

(Expressed in Canadian Dollars)

6. DECOMMISSIONING PROVISIONS

The following table presents the reconciliation of the opening and closing aggregate carrying amount of the decommissioning provisions associated with the Company's petroleum and natural gas properties:

	2019	2018
	$	$
Balance, beginning of year	167,217	167,097
Accretion expense	1,120	1,120
Revision in estimates (1)	-	-
Balance, end of year	169,337	168,217

(1) Changes in the discount rates and the estimates of the timing costs of abandonment and reclamation are factors resulting in a change in estimate.

The estimated net present value of the obligation was calculated using a risk-free interest rate of 0.72% (2018 - 0.72%) based on the Bank of Canada benchmark bond yields corresponding to the estimated time of reclamation and an inflation rate of 2% (2018 - 2%). Reclamation activities are expected to occur in 2020 and, accordingly, the Company has assessed their decommissioning provisions as current as at January 31, 2019 (2018 – current).

7. SHARE CAPITAL

(a) Authorized Share Capital

Unlimited	Common shares without par value
100,000,000	Class A preference shares with a par value of $10 per share
100,000,000	Class B preference shares with a par value of $50 per share

(b) Issued and Outstanding Share Capital

Changes in common shares issued and outstanding are provided in the consolidated statements of changes in shareholders' equity (deficiency).

On July 23, 2018, the Company closed a non-brokered a private placement of 6,000,000 common shares at a price of $0.05 per share for gross proceeds of $300,000.

As at January 31, 2018 and 2019, no Class A or B preference shares have been issued.

(c) Stock Options

The Company has a stock option plan (the "Plan") whereby it may grant stock options to its directors, officers, employees and consultants. The number of stock options available under the Plan shall not exceed 20% of the issued and outstanding common shares of the Company.

The exercise price of each stock option granted generally equals the market price on the date of the grant. Stock options generally vest over an eighteen-month period from the date of grant and carry a maximum term of five years as determined by the Company's board of directors.

The Company did not grant any options during the years ended January 31, 2019 and 2018.

The Company did not have any stock options outstanding during the years ended January 31, 2019, 2018, and 2017.

8. RELATED PARTY TRANSACTIONS AND BALANCES

The Company has identified its directors and certain senior officers as its key management personnel. The compensation costs for key management personnel and companies related to them were recorded as follows:

(a) Accounting expense totalling $10,800 (2018 - $10,800) provided by a company controlled by a director of the Company has been paid or accrued during the year. As at January 31, 2019, $Nil (2018 - $945) has been included in due to related parties.

(b) Rent totalling $36,000 (2018 - $36,000) for office premises provided by a company controlled by a director of the Company has been charged to operations. As at January 31, 2019, $Nil (2018 - $58,500) has been included in due to related parties.

(c) The Company entered into the following loan agreements with a director of the Company:

- On March 31, 2014, the Company signed a loan agreement with a director of the Company to borrow an aggregate of $100,000 at a rate of 15% per annum, the principal of which had been repaid during the year ended January 31, 2017. A total amount of $41,548 (2018 - $41,548) in interest has been accrued and is included in loans payable relating to this loan.

- During fiscal 2016 and 2017, the Company entered into three additional loan agreements to borrow an aggregate amount of $60,000 at a rate of 15% per annum, of which $50,000 had been repaid during the fiscal year ended January 31, 2017. The outstanding principal balance of $10,000 and total accrued interest of $10,392 (2018 - $8,893) has been included in loans payable relating to these loans.

- On January 3, 2018, the Company received $20,000 from a director of the Company at a rate of 15% per annum. The outstanding principal balance of $20,000 and total accrued interest of $3,230 (2018 - $230) has been included in loans payable relating to this loan.

(d) During the year, the Company re-paid advances of $2,964 (2018 – $Nil) to a director of the Company. Advances of $7,800 at a rate of 15% per annum received during 2017 from a party related to a director of the Company remain outstanding. As at January 31, 2019, total advances of $7,800 (2018 - $10,763) and total accrued interest of $3,007 (2018 - $1,933) has been included in loans payable relating to the advances.

(e) As at January 31, 2019, the total loan principal balance outstanding is $37,800 (2018 - $40,763) with total accrued interest of $58,177 (2018 - $52,604). During the year ended January 31, 2019, the Company incurred interest expense of $5,574 (2018 - $3,663) relating to the loans.

(f) On March 31, 2014, the Company entered into debt assignment agreements with parties related to a director of the Company for total amounts owing of $1,116,739, the sum of which is included in due to related parties.

(g) Consulting expenses totalling $120,000 (2018 – $120,000) provided by a director of the Company and a company controlled by a director of the Company have been accrued during the year. As at January 31, 2019, $475,750 (2018 - $357,000) has been included in due to related parties.

(h) During the year, the Company paid $4,000 (2018 - $Nil) to two directors of the Company for directors' fees.

(Expressed in Canadian Dollars)

9. INCOME TAXES

The following table reconciles the amount of income tax recoverable on application of the combined statutory Canadian federal and provincial income tax rates:

	2019	2018
		$
Net loss	$ (254,893)	(198,744)
Canadian statutory income tax rate	27.00%	27.00%
Expected income tax recovery	(69,000)	(54,000)
Non-deductible expenses and other	(1,000)	(35,000)
Share issuance costs	-	-
Adjustment to prior years provision	-	-
Change in unrecognized deferred income tax assets	68,000	89,000
Income tax recovery	$ -	$ -

Significant components of the Company's deferred tax assets are as follows:

	2019	2018
Non-capital losses carried forward	$ 667,000	$ 598,000
Capital losses carried forward	37,000	37,000
Resource pools and property and equipment	348,000	348,000
Other	1,000	2,000
Unrecognized deferred tax assets	$ 1,053,000	$ 985,000

The significant components of the Company's temporary differences, unused tax credits and unused tax losses that have not been included on the consolidated statements of financial position are as follows:

	2019	Expiry Dates	2018	Expiry Dates
Temporary Differences	**$**		**$**	
Resource pools and property and equipment	1,289,000	No expiry date	1,289,000	No expiry date
Share issuance costs	3,000	2038 to 2041	6,000	2038 to 2041
Allowable capital losses	138,000	No expiry date	138,000	No expiry date
Non-capital losses available for future periods	2,469,000	2027 to 2039	2,213,000	2027 to 2038

Tax attributes are subject to review, and potential adjustment, by tax authorities.

(Expressed in Canadian Dollars)

10. CAPITAL MANAGEMENT

The Company defines capital as all components of shareholders' equity and amounts due to related parties. The Company's objectives when managing capital are to safeguard its ability to continue as a going concern, so that it can ultimately provide returns for shareholders and benefits for other stakeholders. The board of directors does not establish quantitative return on capital criteria for management due to the nature of the Company's business. The Company does not pay dividends and is not subject to any externally imposed capital requirements. The Company did not change its capital management objectives during the year ended January 31, 2019.

11. SEGMENTED INFORMATION

The Company operates in one industry segment, namely acquisition and development of petroleum and natural gas properties and the production of petroleum and natural gas through participation agreements in Alberta, Canada.

12. FINANCIAL INSTRUMENTS AND RISK

Financial Instruments

The Company classified its financial instruments as follows:

	January 31, 2019		
Financial instruments	FVTPL	Amortized cost	Total
Cash	$ 80,289	$ -	$ 80,289
Accounts payable and accrued liabilities	-	(151,975)	(151,975)
Due to related parties	-	(1,592,490)	(1,592,490)
Loans payable	-	(95,977)	(95,977)
	$ 80,289	$ (1,840,442)	$ (1,760,153)

	January 31, 2018		
Financial instruments	FVTPL	Amortized cost	Total
Cash	$ 7,840	$ -	$ 7,840
Accounts payable and accrued liabilities		(182,913)	(182,913)
Due to related parties		(1,533,184)	(1,533,184)
Loans payable		(93,367)	(93,367)
	$ 7,840	$ (1,809,464)	$ (1,801,624)

(Expressed in Canadian Dollars)

12. FINANCIAL INSTRUMENTS AND RISK (continued)

IFRS 7 *Financial Instruments – Disclosures*, establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. The financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. IFRS 7 prioritizes the inputs into three levels that may be used to measure fair value:

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical unrestricted assets or liabilities.

Level 2 – Inputs that are observable, either directly or indirectly, but do not qualify as Level 1 inputs (i.e. quoted prices for similar assets or liabilities).

Level 3 – Prices or valuation techniques that are not based on observable market data and require inputs that are both significant to the fair value measurement and unobservable.

The Company's financial assets and liabilities measured at fair value on a recurring basis as of January 31, 2019 are as follows:

	Balance at January 31, 2019 $	Quoted Prices in Active Markets for Identical Assets (Level 1) $	Significant Other Observable Inputs (Level 2) $	Significant Unobservable Inputs (Level 3) $
Financial Assets:				
Cash	80,289	80,289	–	–

The Company thoroughly examines the various financial instrument risks to which it is exposed, and assesses the impact and likelihood of those risks. Where material, these risks are reviewed and monitored by management. There have not been any significant changes from the previous year as to how these risks are reviewed and monitored by management. The types of financial instrument risk exposures and the objectives and policies for managing these risk exposures is described below.

Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash and cash equivalents and accounts receivable. To minimize the credit risk related to cash and cash equivalents, the Company places these instruments with high credit quality financial institutions. The Company's current policy is to invest excess cash in investment-grade, short-term deposit certificates issued by reputable financial institutions with which it keeps its bank accounts. As at January 31, 2019, cash and cash equivalents do not exceed the amounts covered by federal deposit insurance. The Company continuously monitors accounts receivable to minimize risk. As at January 31, 2019, the Company's maximum risk exposure to credit risk is the carrying value of amounts recoverable of $8,761.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk by maintaining adequate cash and credit facilities with financial institutions and other parties. The Company continuously monitors and reviews both actual and forecasted cash flows. As at January 31, 2019, the Company had a working capital deficiency of $1,920,729 (see Note 1). The carrying value of balances due within 12 months approximate their fair values due to their relatively short period to maturity.

(Expressed in Canadian Dollars)

12. FINANCIAL INSTRUMENTS AND RISK (continued)

Foreign Exchange Risk

The Company's functional currency is the Canadian dollar. The Company is not exposed to significant currency risk.

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in the market interest rates. As at January 31, 2019, $37,800 in loans payable is owing and is subject to interest at a fixed rate of 15% per annum. The Company is therefore not exposed to significant interest rate risk on its financial instruments.

Commodity Price Risk

The Company's ability to raise capital to fund exploration or development activities is subject to risks associated with fluctuations in the market price of its commodities. The Company closely monitors commodity prices to determine the appropriate course of actions to be taken.

13. COMMITMENT

On February 1, 2010 and March 6, 2010, the Company entered into surface lease agreements with a third party whereby the Company will pay annual consideration of $4,000 for the Alsike I property and annual consideration of $8,000 for the Alsike II property, respectively, for a total of five years. Total consideration paid at the end of five years will be $60,000. As at January 31, 2019, the Company has made total payments of $34,500 with $25,500 outstanding to be paid during fiscal year 2020.

2020	$ 25,500
	$ 25,500