

**ME RESOURCE CORP.**

**Financial Statements**

**Year ended December 31, 2019**

**Expressed in Canadian Dollars**



DALE MATHESON CARR-HILTON LABONTE LLP  
CHARTERED PROFESSIONAL ACCOUNTANTS

## INDEPENDENT AUDITOR'S REPORT

To the Shareholders of ME Resource Corp.

### Opinion

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

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

### Basis for Opinion

We conducted our audit 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 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 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 is sufficient and appropriate to provide a basis for our opinion.

### Material Uncertainty Related to Going Concern

The accompanying financial statements have been prepared assuming that the company will continue as a going concern. As discussed in Note 1 to the financial statements, the Company has disclosed certain conditions that raise substantial doubt about the company's ability to continue as a going concern. Management's plans in this regard are described in Note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

### Other Information

Management is responsible for the other information. The other information comprises the information included in Management's Discussion and Analysis.

Our opinion on the 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 financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. 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 Financial Statements

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

In preparing the 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 Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 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 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 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 David Goertz.

*DMCL*

**DALE MATHESON CARR-HILTON LABONTE LLP  
CHARTERED PROFESSIONAL ACCOUNTANTS**

Vancouver, BC

June 16, 2020

**ME Resource Corp.**  
**Statements of Financial Position**  
**(Expressed in Canadian Dollars)**

|   | December 31,<br>2019 | December 31,<br>2018 |
|---|----------------------|----------------------|
|   | \$                   | \$                   |
| <b>ASSETS</b>   |                      |                      |
| Current assets  |                      |                      |
| Receivable  | -                    | 149                  |
| Prepaid   | -                    | 1,595                |
|   | -                    | 1,744                |
| Non-current assets                                    |                      |                      |
| Note receivable                                       | 1                    | 1                    |
| <b>Total assets</b>                                   | <b>1</b>             | <b>1,745</b>         |
| <b>LIABILITIES</b>                                    |                      |                      |
| Current liabilities                                   |                      |                      |
| Bank indebtedness                                     | -                    | 23                   |
| Accounts payable and accrued liabilities (Note 4)     | 360,470              | 328,452              |
| Note payable (Note 5)                                 | 34,982               | -                    |
| Due to related parties (Note 8)                       | 1,130,723            | 904,871              |
| <b>Total liabilities</b>                              | <b>1,526,175</b>     | <b>1,233,346</b>     |
| <b>SHAREHOLDERS' DEFICIENCY</b>                       |                      |                      |
| Share capital (Note 7)                                | 5,861,105            | 5,861,105            |
| Reserves  | 1,745,278            | 1,904,826            |
| Deficit   | (9,132,557)          | (8,997,532)          |
| <b>Total shareholders' deficiency</b>                 | <b>(1,526,174)</b>   | <b>(1,231,601)</b>   |
| <b>Total shareholders' deficiency and liabilities</b> | <b>1</b>             | <b>1,745</b>         |

Going concern (Note 1)  
Subsequent event (Note 11)

Authorized for issuance by the Board of Directors on June 16, 2020

/s/ Navchand Jagpal  
Director

/s/Ravinder Kang  
Director

*See accompanying notes to the financial statements*

**ME Resource Corp.**  
**Statements of Comprehensive Loss**  
**(Expressed in Canadian Dollars)**

| Year ended December 31,   | <b>2019</b> | <b>2018</b> |
|---|-------------|-------------|
|   | \$          | \$          |
| Revenue from Licensing (Note 6)   | -           | 90,354      |
| Expenses  |             |             |
| Consulting and management (Note 8)  | 240,000     | 253,500     |
| Filing fees   | 17,235      | 11,212      |
| General and administration  | 1,722       | 22,384      |
| Interest Expense (Note 5)   | 2,039       | -           |
| Professional fees   | 33,577      | 38,185      |
| Stock-based compensation (Note 7)   | (159,548)   | 45,180      |
|   | (135,025)   | (370,461)   |
| Net and comprehensive loss  | (135,025)   | (280,107)   |
| Loss per share – basic and diluted  | (0.00)      | (0.00)      |
| Weighted average number of outstanding common shares ,<br>basic and diluted | 63,671,935  | 63,671,935  |

*See accompanying notes to the financial statements*

**ME Resource Corp.**  
**Statements of Cash Flows**  
**(Expressed in Canadian Dollars)**

| <b>Year ended December 31,</b>             | <b>2019</b> | <b>2018</b> |
|--|-------------|-------------|
|  | \$          | \$          |
| Cash flows from operating activities       |             |             |
| Net loss                                   | (135,025)   | (280,107)   |
| Items not involve cash                     |             |             |
| Stock-based compensation                   | (159,548)   | 45,180      |
| Accrued consulting fees                    | 240,000     | 240,000     |
| Accrued interest                           | 2,039       | -           |
| Changes in non-cash working capital items: |             |             |
| Receivable                                 | 149         | (149)       |
| Prepaid                                    | 1,595       | 1,080       |
| Accounts payable and accrued liabilities   | 32,018      | 31,844      |
| Deferred revenue                           | -           | (90,354)    |
| Cash used in operating activities          | (18,772)    | (52,506)    |
| Cash flows from financing activities       |             |             |
| Advance (to) from related parties          | (14,148)    | 52,100      |
| Proceeds from note payable                 | 32,943      | -           |
| Cash provided by financing activities      | 18,795      | 52,100      |
| Net cash inflow                            | 23          | (406)       |
| Cash, beginning of year                    | (23)        | 383         |
| Cash, end of year                          | -           | (23)        |

*See accompanying notes to the financial statements*

**ME Resources Corp.**  
**Statements of Changes in Shareholders' Deficiency**  
**(Expressed in Canadian Dollars)**

|                            | Share capital    |           | Reserves                |         |            |             | Total       |
|----------------------------|------------------|-----------|-------------------------|---------|------------|-------------|-------------|
|                            | Number of shares | Amount \$ | Stock-option reserve \$ | Loan \$ | Warrant \$ | Deficit \$  |             |
| Balance, December 31, 2017 | 63,671,935       | 5,861,105 | 1,808,764               | 5,121   | 45,761     | (8,717,425) | (996,674)   |
| Net loss                   | -                | -         | -                       | -       | -          | (280,107)   | (280,107)   |
| Stock-based compensation   | -                | -         | 45,180                  | -       | -          | -           | 45,180      |
| Balance, December 31, 2018 | 63,671,935       | 5,861,105 | 1,853,944               | 5,121   | 45,761     | (8,997,532) | (1,231,601) |
| Stock-based compensation   | -                | -         | (159,548)               | -       | -          | -           | (159,548)   |
| Net loss                   | -                | -         | -                       | -       | -          | (135,025)   | (135,025)   |
| Balance, December 31, 2019 | 63,671,935       | 5,861,105 | 1,694,396               | 5,121   | 45,761     | (9,132,557) | (1,526,174) |

*See accompanying notes to the financial statements*

## **ME Resource Corp.**

Notes to the Financial Statements

Years Ended December 31, 2019 and 2018

(Expressed in Canadian Dollars)

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### **1. NATURE AND CONTINUANCE OF OPERATIONS**

ME Resource Corp., (the “Company”) was incorporated under the Business Corporation Act (British Columbia) on October 16, 2009. The Company’s shares are traded on the Canadian Securities Exchange under the symbol MEC. The Company’s head and registered office address is 6038 131<sup>st</sup> Street, Surrey, B.C. V3X 3N4.

The Company is currently seeking business opportunities.

These financial statements have been prepared using International Financial Reporting Standards applicable to a going concern, which assume that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future. The Company’s continuation as a going concern is dependent whether the Company can develop an economically viable business, and generate funds there from and/or raise equity capital to meet current and future obligations. The Company has not yet achieved profitable operations and expects to incur further losses in the development of its business. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company’s ability to continue as a going concern. Management intends to finance operating costs over the next twelve months with loans and/or private placement of common shares. Should the Company be unable to continue as going concern, the net realizable value of its assets may be materially less than the amounts on its statements of financial position.

### **2. BASIS OF PRESENTATION**

#### **Statement of compliance**

These financial statements have been prepared in accordance with the International Financial Reporting Standards (“IFRS”) issued by the International Accounting Standards Board (“IASB”) and Interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”). The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all years presented, unless otherwise stated.

These financial statements were authorized for issue by the Board of Directors on June 16, 2020.

#### **Basis of measurement**

The financial statements have been prepared on an accrual basis and are based on historical costs, except for certain financial instruments which are measured at fair value. The financial statements are presented in Canadian dollars, the functional currency of the Company. The preparation of financial statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The Company’s management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised. Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include the fair value measurements for financial instruments and the recognition and measurement of deferred tax assets.



## **ME Resource Corp.**

Notes to the Financial Statements

Year Ended December 31, 2019 and 2018

(Expressed in Canadian Dollars)

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### **2. BASIS OF PRESENTATION (Continued)**

#### **Significant judgments**

The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgment in applying the Company's financial statements include:

- the classification of financial instruments;
- the assessment of the Company's ability to continue as a going concern; and
- the determination of the recoverability of the Company's deferred tax assets.

### **3. SIGNIFICANT ACCOUNTING POLICIES**

#### **Share-based payments**

The fair value of stock options granted to employees is measured at the grant date and recognized over the vesting period with a corresponding increase in equity. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instrument issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The fair value of the options granted is measured using the Black-Scholes option-pricing model, taking into account the terms and conditions upon which the options were granted. At each reporting date, the amount recognized as an expense is adjusted to reflect the actual number of stock options that are expected to vest.

#### **Loss per share**

The Company presents the basic and diluted loss per share data for its common shares by dividing the loss by the weighted average number of common shares outstanding during the year. For all periods presented, the loss attributable to common shareholders equals the reported loss attributable to owners of the Company. Diluted loss per share is calculated by the treasury stock method. Under the treasury stock method, the weighted average number of common shares outstanding for the calculation of diluted loss per share assumes that the proceeds to be received on the exercise of dilutive share options and warrants are used to repurchase common shares at the average market price during the period.

#### **Financial Instruments**

##### Financial assets

Financial assets are classified and measured based on the business model in which they are held and the characteristics of their contractual cash flows. IFRS 9 contains three categories of financial assets: Measured at amortization cost after initial recognition, at fair value through other comprehensive income ("FVOCI") and at fair value through profit or loss ("FVTPL").

A financial asset is measured at amortized cost if it is held within a business model whose objective is to hold assets to collect contractual cash flows and its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Equity instruments are generally classified as FVTPL. For equity investment is not held for trading, an entity can make an irrevocable election at initial recognition to measure it at FVOCI with only dividend income recognized in profit or loss.

## **ME Resource Corp.**

Notes to the Financial Statements

Year Ended December 31, 2019 and 2018

(Expressed in Canadian Dollars)

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### **3. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

#### **Financial Instruments (Continued)**

##### Financial assets (Continued)

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity.

##### Impairment of financial assets

IFRS 9 uses the expected credit loss (“ECL”) model. The credit loss model groups receivables based on similar credit risk characteristics and days past due in order to estimate bad debts. The ECL model applies to the Company’s receivables.

An ‘expected credit loss’ impairment model requires a loss allowance to be recognized based on expected credit losses. The estimated present value of future cash flows associated with the asset is determined, and an impairment loss is recognized for the difference between this amount and the carrying amount as follows: the carrying amount of the asset is reduced to estimated present value of the future cash flows associated with the asset, discounted at the financial asset’s original effective interest rate, either directly or through the use of an allowance account, and the resulting loss is recognized in profit or loss for the period.

In a subsequent period, if the amount of the impairment loss related to financial assets measured at amortized cost decreases, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

##### Financial liabilities

All financial liabilities are designated as either: (i) FVTPL; or (ii) other financial liabilities. All financial liabilities are classified and subsequently measured at amortized cost except for financial liabilities at FVTPL.

Financial liabilities classified as other financial liabilities are initially recognized at fair value less directly attributable transaction costs. After initial recognition, other financial liabilities are subsequently measured at amortized costs using the effective interest method. The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period. The Company’s accounts payable are classified as other financial liabilities.

Financial liabilities classified as FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Derivatives, including separated embedded derivatives are also classified as held for trading and recognized at fair value with changes in fair value recognized in earnings unless they are designated as effective hedging instruments. Fair value changes on financial liabilities classified as FVTPL are recognized in earnings.

## ME Resource Corp.

Notes to the Financial Statements

Year Ended December 31, 2019 and 2018

(Expressed in Canadian Dollars)

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### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial Instruments (Continued)

##### Financial liabilities (Continued)

The Company derecognizes a financial liability when its contractual obligations are discharged or canceled, or expire. The Company also derecognizes a financial liability when the terms of the liability are modified such that the terms and/or cash flows of the modified instrument are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

Gains and losses on derecognition are generally recognized in profit or loss.

The company's financial assets and liabilities are classified as follow:

| <u>Financial assets/liabilities</u> | <u>IFRS 9 Classification</u> |
|-------------------------------------|------------------------------|
| Cash                                | FVTPL                        |
| Receivables                         | Amortized cost               |
| Accounts payable                    | Amortized cost               |
| Due to related parties              | Amortized cost               |
| Note payable                        | Amortized cost               |

#### Income taxes

##### Current income tax:

Current income tax assets and liabilities for the period 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, at the reporting date, in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

##### Deferred tax:

Deferred tax is provided on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to 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 by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

## ME Resource Corp.

Notes to the Financial Statements

Year Ended December 31, 2019 and 2018

(Expressed in Canadian Dollars)

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### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Adoption of New accounting standard

##### IFRS 16 'Leases' ("IFRS 16")

Effective January 1, 2019, the Company adopted IFRS 16 which supersedes IAS 17 Leases ("IAS 17"). IFRS 16 specifies how to recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring the recognition of assets and liabilities for all leases, unless the lease term is 12 months or less or the underlying asset has a low value. The standard was effective for annual periods beginning on or after January 1, 2019. The Company does not have any lease agreements and the adoption of this standard did not impact its financial statements.

### 4. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

|                     | December 31, 2019 | December 31, 2018 |
|---------------------|-------------------|-------------------|
|                     | \$                | \$                |
| Trade payables      | 323,514           | 235,621           |
| Salaries payable    | 20,066            | 25,604            |
| Accrued liabilities | 16,890            | 67,227            |
|                     | <u>360,470</u>    | <u>328,452</u>    |

### 5. NOTE PAYABLE

On March 31, 2019, the Company issued an unsecured note payable to repay certain advances. The note bears interest at 10% per annum based on the date of the advances and principal and interest is due on October 31, 2020.

As at December 31, 2019, the principal on the note was \$32,943 (2018 - \$nil). For the year ended December 31, 2019, the Company recorded interest expense on the note of \$2,039 (2018 - \$nil).

### 6. REVENUE FROM LICENCING

On January 22, 2014, the Company entered an ("Agreement") with Well Power Inc. ("WPI"). Under the Agreement, WPI obtained the exclusive right to distribute and deploy the Company's MRU100 units in Texas for five years. WPI paid a non-refundable licensing fee of \$400,000 during the year ended December 31, 2014.

The revenue was recognized over the term of the Agreement (5 years) on a straight-line basis and the difference between money received and revenue recognize is recorded as deferred revenue. For the year ended December 31, 2019, \$nil was recognized as revenue (2018 - \$80,000).

On August 31, 2014, the Company entered into an exclusive license for additional territories (the "Additional Agreement") with WPI. Under the Additional Agreement, WPI obtained the exclusive right to distribute and deploy the Company's MRU100 units in Montana with the same term as the Agreement above.

The Company received \$21,751 during the year ended December 31, 2014 and another \$10,000 during the year ended December 31, 2015 in relation to this Additional Agreement. The revenue will be recognized over the term of the agreements (five years) on a straight-line basis. For the year ended December 31, 2019, \$nil was recognized as revenue (2018 - \$10,354).

## ME Resource Corp.

### Notes to the Financial Statements

Year Ended December 31, 2019 and 2018

(Expressed in Canadian Dollars)

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#### 7. SHARE CAPITAL

Authorized share capital: An unlimited number of common shares without par value.  
An unlimited number of preferred shares without par value.

Issued and outstanding: 63,671,935 common shares

During the year ended December 31, 2019 and 2018, the Company did not issue any common shares.

#### Stock options

The Company has a stock option plan which provides that the Board of Directors of the Company may grant to directors, officers, employees, and consultants to the Company, non-transferable options to purchase common shares. The number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares of the Company. The term of any options granted under the plan may not exceed 5 years. Vesting terms and conditions are established by the Board of Directors.

On March 11, 2016, the Company granted incentive stock options to various directors, officers and consultants to purchase up to an aggregate of 5,890,000 common shares in the capital stock of the Company, exercisable for a period of five years, at a price of \$0.20 per share. Twenty percent of these options were vested at the grant date and then a further 20% each anniversary thereafter.

On June 4, 2019, the Company announced the cancellation of all outstanding stock options.

During the year ended December 31, 2019, the Company recorded share-based compensation recovery of \$159,548 (2018 expense - \$45,180) The share-based compensation recovery was due to the forfeiture of stock options that did not vest.

|  | Number      | Weighted average<br>exercise price |
|--|-------------|------------------------------------|
| Balance, December 31, 2017 and 2018                | 5,890,000   | \$0.20                             |
| Stock options cancelled by the Company during 2019 | (5,890,000) | \$0.20                             |
| Balance, December 31, 2019                         | -           | -                                  |

#### Stock option reserve

The stock option reserve records items recognized as stock-based compensation expense and other share-based payments until such time that the stock options or warrants are exercised, at which time the corresponding amount will be transferred to share capital.

#### Warrant reserve

The warrant reserve records the fair value of warrants issued until such time that they are exercised, at which time the corresponding amount will be transferred to share capital.

#### Loan Reserve

Recorded in the loan reserve is a discount on a loan which was issued with interest below market rates.

## ME Resource Corp.

### Notes to the Financial Statements

Year Ended December 31, 2019 and 2018

(Expressed in Canadian Dollars)

#### 8. RELATED PARTY TRANSACTIONS

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of members of the Company's Board of Directors and corporate officers.

a) Transactions with key management personnel were as follows:

| <b>Years ended December 31,</b>   | <b>2019</b>    | <b>2018</b>    |
|---|----------------|----------------|
|   | \$             | \$             |
| Consulting fees charged by a director   | 60,000         | 60,000         |
| Consulting fees charged by a company related to the chief executive officer ("CEO") | 120,000        | 120,000        |
| Consulting fees charged by the chief financial officer ("CFO")                      | 60,000         | 60,000         |
| Stock based compensation  | -              | 20,955         |
|   | <u>240,000</u> | <u>260,955</u> |

b) Balances due to related parties:

Amounts due to related parties are unsecured, non-interest bearing and have no fixed terms of repayment.

| <b>Due to Related parties</b> | <b>December 31, 2019</b> | <b>December 31, 2018</b> |
|-------------------------------|--------------------------|--------------------------|
|                               | \$                       | \$                       |
| Directors                     | 304,000                  | 259,000                  |
| CFO                           | 259,600                  | 198,750                  |
| Companies related to the CEO  | 567,123                  | 447,121                  |
|                               | <u>1,130,723</u>         | <u>904,871</u>           |

#### 9. FINANCIAL INSTRUMENTS

##### Financial Risk Management

The Company is exposed in varying degrees to a variety of financial instrument related risks.

##### *Credit Risk*

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's exposure to credit risk is minimal.

##### *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 has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash.

## **ME Resource Corp.**

Notes to the Financial Statements

Year Ended December 31, 2019 and 2018

(Expressed in Canadian Dollars)

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### **9. FINANCIAL INSTRUMENTS (Continued)**

#### **Financial Risk Management (continued)**

Historically, the Company's sources of funding has been the issuance of equity securities for cash, primarily through private placements, and issuance of debt. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

#### *Currency Risk*

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company does not incur significant expenditures that are denominated in foreign currencies and does not have any commitments that are denominated in foreign currencies. Therefore, the Company's exposure to currency risk is minimal.

#### *Interest Rate Risk*

Interest rate risk refers to the risk that fair values of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company does not have material financial assets or liabilities that are exposed to fluctuation of interest rate. As a result, the exposure to interest rate risk is not significant.

#### **Capital management**

The Company manages its capital structure and make adjustments to it, based on the funds available to the Company. In the management of capital, the Company includes components of shareholders' equity. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of management to sustain future development of the business. The business operated by the Company in the development state; as such the company is dependent on external financing to finance its operations.

There were no changes in the Company's approach to capital management during the year. The Company is not subject to any externally imposed capital requirements

#### **Financial instruments**

The Company's financial instruments consist of cash, amounts receivable, accounts payable and accrued liabilities, note payable and due to related parties. The fair value of the Company's financial assets and liabilities approximate their carrying amount due to their short terms to maturity.

No transfers occurred between the levels of fair value during the year.

## ME Resource Corp.

### Notes to the Financial Statements

Year Ended December 31, 2019 and 2018

(Expressed in Canadian Dollars)

#### 10. INCOME TAXES

The income tax provisions differ from the expected amounts calculated by applying Canadian combined federal and provincial corporate income tax rates to the Company's loss before income taxes. The components of these differences are as follows:

|  | <b>2019</b>  | <b>2018</b>  |
|--|--------------|--------------|
| Net loss for the year                      | \$ (135,025) | \$ (280,107) |
| Statutory tax rate                         | 27%          | 27%          |
| Income tax recovery at statutory rates     | (36,000)     | (78,000)     |
| Impact of change in tax rate               | -            | (25,000)     |
| Non-deductible items                       | (41,000)     | 12,000       |
| Change in unrecognized deferred tax assets | 77,000       | 91,000       |
| Deferred tax recovery                      | \$ -         | \$ -         |

The Company's tax-effected deferred tax assets are estimated as follows:

|  | <b>2019</b> | <b>2018</b> |
|--|-------------|-------------|
| Deferred tax assets:                   | \$          | \$          |
| Non-capital losses carry forward       | 831,000     | 754,000     |
| Less: Unrecognized deferred tax assets | (831,000)   | (754,000)   |
| Net deferred tax assets                | -           | -           |

The Company has approximately \$3,080,000 in non-capital losses available to offset future taxable income. These losses expire between 2029 and 2039.

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

#### 11. SUBSEQUENT EVENT

The recent outbreak of the coronavirus, also known as "COVID-19", has spread across the globe and is impacting worldwide economic activity. Conditions surrounding the coronavirus continue to rapidly evolve and government authorities have implemented emergency measures to mitigate the spread of the virus. The outbreak and the related mitigation measures may have an adverse impact on global economic conditions as well as on the Company's business activities. The extent to which the coronavirus may impact the Company's business activities will depend on future developments, such as the ultimate geographic spread of the disease, the duration of the outbreak, travel restrictions, business disruptions, and the effectiveness of actions taken in Canada and other countries to contain and treat the disease. These events are highly uncertain and as such, the Company cannot determine their financial impact at this time.