SOFTROCK MINERALS LTD.

Condensed Interim Financial Statements

For The Three Months Ended September 30, 2019 and 2018

(Expressed in Canadian dollars)

(Unaudited)

Financial Statements

September 30, 2019 and 2018

Softrock Minerals Ltd.

NOTICE TO READER

Responsibility for Financial Statements

The accompanying financial statements for Softrock Minerals Ltd. ("Softrock" or the "Company") have been prepared by management in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board. The most significant of these accounting principals have been set out in these financial statements

Only changes in accounting information have been disclosed in these financial statements. These statements are presented on the accrual basis of accounting. Accordingly, a precise determination of many assets and liabilities is dependent on future events. Therefore estimates and approximations have been made using careful judgment. Recognizing that the Company is responsible for both the integrity and objectivity of the financial statements, management is satisfied that these financial statements have been fairly presented.

Auditor Involvement

The Auditor of Softrock Minerals Ltd. has not performed a review of the comparative financial statements for the three and nine months ended September 30, 2019 and 2018.

Notice

These interim period financial statements should be read in conjunction with the audited annual financial statements and the accompanying notes of the Company as at the year ended December 31, 2018. In the opinion of the Company, its unaudited interim financial statements contain all adjustments necessary in order to present a fair statement of results of the interim period presented.

Softrock Minerals Ltd.

Statements of Operations and Comprehensive Loss
(Expressed in Canadian Dollars)

	For the three months ended Sept 30, 2019	For the three months ended Sept. 30, 2018	For the nine months ended Sept. 30 2019	For the nine months ended Sept. 30, 2018
Revenue				
Royalty income	24,642	12,195	73,361	21,955
Interest income	240		720	0
	24,882	12,195	74,081	21,955
Expenses				
Operating	362	3,353	3,218	2,908
Professional fees (note 11)	6,760	1,035	15,419	13,727
General and administrative (note 11)	13,155	10,568	40,735	39,815
Depreciation and depletion (note 5)	1,089	488	3,267	1,464
	21,366	15,444	62,639	57,914
Net and comprehensive income (loss)	3,516	(3,215)	11,442	(35,959)
Loss per share				
Basic and diluted (note 8(c))	0.00	0.00	0.00	(0.00)

Softrock Minerals Ltd.

Statements of Financial Position
(Expressed in Canadian Dollars)

September 30, 2019 and December 31 ,2018	2019	2018
Assets		
Cash and cash equivalents	$ 99,024	$ 114,289
Accounts receivable	16,145	23,425
Prepaid expense	0	4,638
	115,169	142,352
Reclamation deposit (note 7)	39,369	38,650
Property, plant and equipment (note 5)	40,810	44,077
Exploration and evaluation assets (note 6)	80,558	76,794
	$ 275,906	$ 301,873
Liabilities		
Current		
Accounts payable and accrued liabilities (note 11)	$ 875	$ 38,286
Debentures payable (note 15)	70,000	70,000
Decommissioning liabilities (note 7)	85,789	85,789
	156,664	194,075
Shareholders' equity (deficiency)		
Share capital (note 8)	2,999,458	2,999,457
Contributed surplus (note 9)	215,888	215,888
Deficit	(3,096,104)	(3,107,547)
	119,242	107,798
	$ 275,906	$ 301,873

Nature of operations and going concern (note 1)
Contingency (note 14)

On behalf of the Board:

(Signed) *"Nick Taylor"*, Director

(Signed) *"T. M. M. Bender"*, Director

Softrock Minerals Ltd.

Statements of Changes in Equity
(Expressed in Canadian Dollars)

	Share capital	**Warrants**	**Contributed surplus**	**Deficit**	**Total shareholders' equity (deficiency)**
December 31, 2017	$2,766,709	$ -	$ 215,888	$(3,037,970)	$ (55,373)
Share issued on rights offering	301,876	-	-	-	301,876
Share issue costs	(77,128)	-	-	-	(77,128)
Share issued on option agreement (note 6)	8,000	-	-	-	8,000
Net and comprehensive loss	-	-	-	(69,577)	(69,577)
December 31, 2018	$2,999,457	**$** -	**$** 215,888	$(3,107,547)	$ 107,798

	Share capital	Warrants	Contributed surplus	Deficit	Total shareholders' equity (deficiency)
December 31, 2018	$ 2,999,457	$	$ 215,888	$(3,107,546)	$ 107,799
Net and comprehensive loss				11,442	11,442
September 30, 2019	$ 2,999,457	$ -	$ 215,888	$(3,096,104)	$ 119,241

Softrock Minerals Ltd.

Statements of Cash Flows
(Expressed in Canadian Dollars)

	For the three months ended Sept. 30, 2019	For the three months ended Sept. 30, 2018	For the nine months ended Sept. 30, 2019	For the nine months ended Sept.30, 2018
Cash provided by (used for)				
Operating activities				
Net (loss) income for the year	3,516	(3,251)	$ 11,442	$ (35,959)
Items not affecting cash:				
Depreciation and depletion	1,089	488	3,267	1,464
Accretion		(638)		(638)
Prepaid expenses			4,640	
Change in non-cash working capital items:	4,605	(2,763)	19,349	(35,133
Accounts payable and accrued liabilities	(15,883)	764	(37,411)	(34,950)
Accounts receivable	5,478	(15,651)	7,280	(7,130)
	(5,800)	(17,650)	(10,782)	(77,213)
Financing activities				
Common stock issued				301,873
Share issue costs		(59,845)		(74,212)
		(59,845)		227,661
Investing activities				
Expenditures on exploration and evaluation assets	(240)	(9,233)	(4,483)	(9,233)
	(240)	(9,233)	(4,483)	(9,233)
Increase (decrease) in cash and cash equivalents	(6,040)	(86,728)	(15,265)	141,215
Cash and cash equivalents, beginning of year	105,064	232,030	114,289	4,087
Cash and cash equivalents, end of period	99,044	145302	99,024	145,302

1 Nature of operations and going concern

Softrock Minerals Ltd. ('Softrock" or the "Company") is a public company incorporated under the Alberta Business Corporations Act .with its shares traded on the TSX Venture Exchange. Softrock Minerals Ltd. carries on the business of oil and gas exploration and development in Canada. It is in initial stages of acquiring mineral claims in Alberta, Manitoba and Ontario for the exploration and development of lithium, potash, storage caverns, diamonds and nickel - cobalt.

The registered and head office address of the Company is 910B, 825 - 8th Avenue SW, Calgary, Alberta T2P 2T3.

These financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its obligations in the normal course of operations.

The Company's ability to maintain its current level of operations is dependent on its ability to generate sufficient cash to fund its strategic business plan. To date, the Company's ongoing source of revenue is its 3% gross overriding royalty ("GORR") interest from two producing wells located near Grand Forks, Alberta, and the 2.5% GORR on the two Spirit River wells in Alberta. The gross revenue produced in the last quarter totaled $ 21,396.

The Company had a profit from operations in the first nine months of $11,442 and had a deficit at September 30, 2019 of $3,096,104 (2018 - $3,073,929).

On June 8, 2018, the Company closed a right offering (the "Offering") which expired on June 7, 2018. Pursuant to the Offering, the Company issued 15,093,781 units for gross proceeds of $301,876 (note 8).

At September 30, 2019, the Company had cash of $,99,024 (2018 - $145,302) and a working capital of $114,194, (2018 - $158,491).

While Management believes the Company will have sufficient cash to discharge its obligations in the normal course of operations for the short-term, future operations will continue to be dependent upon the successful ongoing exploration and development of the Company's mineral property interests and/or raising of sufficient capital, and the corresponding generation of future cash flows. Management believes the going concern assumption is appropriate for these financial statements.

The Company has been successful to date in obtaining financing. However, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms acceptable to the Company

2. Basis of presentation

(a) Statement of compliance

The Company prepares its financial statements in accordance with International Financial Reporting Standards ("IFRS") applicable to the preparation of financial statements as issued by the International Accounting Standards Board, and applicable International Accounting Standards ('IAS").

These financial statements were approved by the Board of Directors on November 21, 2019.

(b) Basis of measurement

The financial statements have been prepared on the historical cost basis except as detailed in the Company's accounting policies disclosed in Note 3. The accounting policies have been applied consistently to all periods presented in these financial statements.

(c) Functional and reporting currencies

These financial statements are presented in Canadian dollars, which is the Company's functional currency.

(d) Use of estimates and judgment

The timely preparation of financial statements requires that management make estimates and assumptions and use judgment regarding assets, liabilities, revenues and expenses. Such estimates primarily relate to unsettled transactions and events as at the date of the financial statements. Accordingly, actual results may differ from estimated amounts as future confirming events occur. Significant accounting estimates and judgments used in the preparation of the financial statements are described in Note 4.

3. Significant accounting policies

Revenue recognition

Softrock collects royalties on production from gross overriding royalty interests that are tied to underlying third-party mineral leases. The continuation of a lease is typically dependent on the holder thereof continuing to produce hydrocarbons and maintaining the lease in good standing. Accordingly, Softrock's performance obligations with respect to production royalties are satisfied over time, as petroleum and natural gas are produced.

Royalty revenue from the sale of crude oil, natural gas liquids and natural gas is recognized as it accrues in accordance with the terms of the royalty agreement, which is generally in the month when the product is produced. Royalty revenue is measured at fair value of the consideration received or receivable when management can reliably estimate the amount, pursuant to the terms of the royalty agreement. An accrual is included in revenue and accounts receivable for amounts not received at the reporting date based on historical trends, new wells on stream and current market prices. Differences between the estimates and actual amounts received are adjusted and recorded in the period when the actual amounts are received.

Cash and cash equivalents

Cash and cash equivalents includes cash in bank accounts and short-term deposits that are redeemable at any time without penalty. There were no cash equivalents as at September 30, 2019 and 2018.

Income taxes

The Company follows the liability method of accounting for income taxes whereby deferred income taxes are recorded for unused tax losses, tax credits and the effect of differences between the accounting and income tax basis of an asset or liability. Deferred income tax assets and liabilities are measured using enacted or substantively enacted income tax rates at the statement of financial position date that are anticipated to apply to taxable income in the years in which temporary differences are anticipated to be recovered or settled. Changes to these balances are recognized in income in the period which they occur. Investment tax credits are recorded as an offset to the related expenditures. Deferred income tax assets are recognized to the extent that it is probable that there will be taxable profits against which deductible temporary differences can be utilized.

Mineral exploration and evaluation expenditures

Pre-exploration costs

Pre-exploration costs are expenditures in the period in which they are incurred.

Exploration and evaluation expenditures

Exploration expenditures are expensed as incurred until an economic feasibility study has established the presence of proven and probable reserves, at which time exploration expenditures incurred on the property thereafter are capitalized.

Costs relating to the acquisition and claim maintenance of mineral properties, including option payments and annual fees to maintain the property in good standing, are capitalized as intangible assets and deferred by property until the project to which they relate is sold, abandoned, impaired or placed into production.

The Company assesses its capitalized mineral property costs for indications of impairment each reporting period and when events and circumstances indicate a risk of impairment. A property is written down or written off when the Company determines that an impairment of value has occurred or when exploration results indicate that no further work is warranted.

Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers, or title may be affected by undetected defects.

Oil and natural gas exploration and evaluation expenditures

(i) Recognition and measurement

Costs of exploring for and evaluating oil and natural gas properties are initially capitalized within exploration and evaluation assets. Such exploration and evaluation costs may include costs of license acquisition, technical services and studies, seismic acquisition, exploration drilling and testing, directly attributable overhead and administration expenses and the projected costs of retiring the assets (if any), but do not include exploration or evaluation costs incurred prior to having obtained the legal rights to explore an area, which are expensed directly to net income or loss as they are incurred.

Exploration and evaluation assets are not amortized, but are assessed for impairment if (i) sufficient data exists to determine technical feasibility and commercial viability, and (ii) facts and circumstances suggest that the net book value exceeds the recoverable amount. These assets are subject to technical, commercial and management review to confirm the continued intent to develop and extract the underlying resources. If an area or exploration well is no longer considered commercially viable, the assets may be transferred to intangible assets when it meets the recognition criteria for intangible assets. Not proceeding with development of the asset is an impairment indicator, and as a result of the decision, impairment testing would be performed.

When management determines with reasonable certainty that an exploration and evaluation asset will be developed, as evidenced by the classification of proved or probable reserves and the appropriate internal and external approvals, the asset is first tested for impairment and then reclassified to property, plant and equipment.

Items of property, plant and equipment are measured at cost less accumulated depletion and depreciation and accumulated impairment losses. When significant parts of an item of property, plant and equipment, including oil and natural gas interests, have different useful lives, they are accounted for as separate items.

The costs to acquire developed or producing oil and gas properties and to develop oil and gas properties, including completing geological and geophysical surveys and drilling development wells, and the costs to construct and install dedicated infrastructure such as wellhead equipment and supporting assets, are capitalized as oil and gas properties within property, plant and equipment.

The costs of major inspection, overhaul and work-over activities that maintain property, plant and equipment and benefit future years of operations are capitalized. Similar recurring planned maintenance managed on shorter intervals is expensed. Replacements outside major inspection, overhaul or work-overs are capitalized when it is probable that future economic benefits will flow to the Company and the associated net book value of the replaced asset is derecognized.

Gains and losses on disposal of an item of property, plant and equipment, including oil and natural gas interests, and intangible exploration assets, are determined by comparing the proceeds from disposal with its net book value and are recognized within “other income” or “other expenses” in net income or loss.

(i) Recognition and measurement (continued)

Borrowing costs incurred for the construction of qualifying assets are capitalized during the period of time that is required to complete and prepare the assets for their intended use or sale. All other borrowing costs are recognized in net income or loss using the effective interest method. Capitalization of borrowing costs ceases when the asset is in the location and condition necessary for it to be capable of operating as intended. Capitalization of borrowing costs is suspended when the construction of an asset is ceased for extended periods.

The capitalization rate used to determine the amount of borrowing costs to be capitalized is the weighted average interest rate applicable to the Company’s borrowings during the year.

(ii) Depletion and depreciation

The net book value of development or production assets is depleted using the unit of production method by reference to the ratio of production in the year to the related proved 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.

Proved and probable reserves are estimated annually by independent reserve engineers and represent the estimated quantities of crude oil, natural gas and natural gas liquids which geological, geophysical and engineering data demonstrate with a specified degree of certainty to be recoverable in future years from known reservoirs and which are considered commercially producible. There should be a more than 50% statistical probability that the actual quantity of recoverable reserves will be more than the amount estimated as proved and probable. The equivalent statistical probability for the proved component is 90%.

Such reserves may be considered economically producible if management has the intention of developing and producing them and such intention is based upon:

− a reasonable assessment of the future economics of such production;

− a reasonable expectation that there is a market for all or substantially all the expected oil and natural gas production;

− evidence that necessary production, transmission and transportation facilities are available or can be made available; and

− the availability of capital to develop reserves.

Reserves may only be considered proved and probable if supported by either actual production or a conclusive formation test. The area of reservoir considered proved includes (a) that portion delineated by drilling and defined by gas-oil and/or oil-water contacts, if any, or both, and (b) the immediately adjoining portions not yet drilled, but which can be reasonably judged as economically productive on the basis of available geophysical, geological and engineering data.

In the absence of information on fluid contacts, the lowest known structural occurrence of oil and natural gas controls the lower proved limit of the reservoir.

(ii) Depletion and depreciation (continued)

Reserves which can be produced economically through application of unproved recovery techniques (such as fluid injection) are only included in the proved and probable classification when successfully tested by a pilot project, the operation of an installed program in the reservoir or other reasonable evidence (such as, experience of the same techniques on similar reservoirs or reservoir simulation studies) provides support for the engineering analysis on which the project or program was based.

Other equipment

For other equipment, depreciation is recognized in net income or loss on a declining balance basis over its estimated useful life at rates varying from 10% to 100%.

Depreciation methods, useful lives and residual values are reviewed annually.

Impairment of non-financial assets

The net book value of the Company's non-financial assets, other than exploration and evaluation assets and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. Exploration and evaluation assets are assessed for impairment when they are reclassified to property, plant and equipment and also if facts and circumstances suggest that the net book value exceeds the recoverable amount.

For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the “cash-generating unit” or “CGU”). The recoverable amount of an asset or a CGU is the greater of its value in use and its fair value less costs to sell.

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. Value in use is generally computed by reference to the present value of the future cash flows expected to be derived from production of proved and probable reserves.

In assessing fair value less cost to sell, the fair value reflects the price a market participant would be willing to pay to acquire the asset or CGU less selling costs to complete the transaction. Fair value is generally determined based on recent transactions, crown land sales and other market metrics.

Exploration and evaluation assets are allocated to the CGUs on a geographical basis when they are assessed for impairment, both at the time of any triggering facts and circumstances as well as upon their eventual reclassification to petroleum and natural gas properties in property, plant and equipment.

An impairment loss is recognized if the net book value of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognized in net income or loss. Impairment losses recognized in respect of CGUs reduce the net book value of the other assets in the unit (group of units) on a pro rata basis.

An impairment loss recognized in prior years is 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 net book value does not exceed the net book value that would have been determined, net of depletion and depreciation or amortization, if no impairment loss had been recognized.

Joint venture contributions

Joint venture contributions related to exploration and evaluation assets are applied to reduce the related carrying cost such that the accounts reflect only the Company’s interest in such activities.

Flow-through shares

Resource expenditure deductions for income tax purposes related to exploratory activities funded by flow-through share arrangements are renounced to investors in accordance with income tax legislation. Pursuant to the terms of the flow-through share agreements, these shares transfer the tax deductibility of qualifying resource expenditures to investors. On issuance, the Company bifurcates the flow-through share into i) a flow-through share premium, equal to the estimated premium, if any, investors pay for the flow-through feature, which is recognized as a liability, and ii) share capital. Upon expenses being incurred, the Company derecognizes the liability and recognizes a deferred tax liability for the amount of tax deduction renounced to the shareholders. The premium is recognized as other income and the related deferred tax is recognized as a tax provision.

Basic and diluted per share amounts

Basic per share amounts are calculated by dividing net income or loss attributable to common shareholders by the weighted average number of common shares outstanding during the period. Diluted earnings per share amounts are calculated using the treasury stock method which adjusts the weighted average number of common shares outstanding by the effects of all dilutive potential common shares, which comprise, warrants, and share options granted to employees.

Financial instruments

Financial instruments are comprised of cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities and debentures payable. Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the rights to receive cash flows from the assets have expired or when the Company has transferred all risks and rewards of ownership.

a. Financial assets

Classification and Measurement

The initial classification of a financial asset depends upon the Company's business model for managing its financial assets and the contractual terms of the cash flows. There are three measurement categories into which the Company classified its financial assets:

- Amortized Cost: Includes assets that are 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 represent solely payments of principal and interest;

- Fair value through other comprehensive income ("FVOCI"): Includes assets that are held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets, where its contractual terms give rise on specified dates to cash flows that represent solely payments of principal and interest; or

- Fair Value through Profit and Loss ("FVTPL"): Includes assets that do not meet the criteria for amortized cost or FVOCI and are measured at fair value through profit or loss.

A financial asset is derecognized when the rights to receive cash flows from the asset have expired or have been transferred and the Company has transferred substantially all the risks and rewards of ownership

The Company has classified its cash and cash equivalents and accounts receivable as financial assets at amortized cost.

Impairment of Financial Assets

The Company recognizes loss allowances for expected credit losses ("ECLs") on its financial assets measured at amortized cost. Due to the nature of its financial assets, The Company measures loss allowances at an amount equal to lifetime ECLs. Lifetime ECLs are the anticipated ECLs that result from all possible default events over the expected life of a financial asset. ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Company expects to receive). ECLs are discounted at the effective interest rate of the related financial asset. The Company does not have any financial assets that contain a financing component.

b. Financial liabilities

Financial liabilities include accounts payable and accrued liabilities and debentures payable. Financial liabilities are classified as current liabilities if payment is due within twelve months. Otherwise, they are presented as non-current liabilities.

Classification and Measurement of Financial Liabilities

A financial liability is initially classified as measured at amortized cost or FVTPL. A financial liability is classified as measured at FVTPL if it is held-for-trading, a derivative, or designated as FVTPL on initial recognition. The classification of a financial liability is irrevocable. Financial liabilities at FVTPL (other than financial liabilities designated at FVTPL) are measured at fair value with changes in fair value, along with any interest expense, recognized in net earnings. Other financial liabilities are initially measured at fair value less directly attributable transaction costs and are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in net earnings. Any gain or loss on derecognition is also recognized in net earnings. A financial liability is derecognized when the obligation is discharged, cancelled or expired. When an existing financial liability is replaced by another from the same counterparty with substantially different terms, or the terms of an existing liability are substantially modified, it is treated as a derecognition of the original liability and the recognition of a new liability. When the terms of an existing financial liability are altered, but the changes are considered non-substantial, it is accounted for as a modification to the existing financial liability. Where a liability is substantially modified it is considered to be extinguished and a gain or loss is recognized in net earnings based on the difference between the carrying amount of the liability derecognized and the fair value of the revised liability. Where a liability is modified in a non-substantial way, the amortized cost of the liability is remeasured based on the new cash flows and a gain or loss is recorded in net earnings.

Stock-based compensation

(i) Stock option awards

Stock-based compensation is recorded in net income or loss for all options granted on a graded basis over the vesting period of the option with a corresponding increase recorded as contributed surplus. Compensation expense is based on the estimated fair values of the options at the time of the grant as determined using a Black-Scholes option pricing model. The Company incorporates an estimated forfeiture rate when determining compensation expense for stock options that will not vest.

Upon the exercise of the stock options, consideration paid together with the amount previously recognized in contributed surplus is recorded as an increase in share capital. In the event that vested options expire, previously recognized compensation expense associated with such stock options is not reversed.

Equity-settled stock-based payment transactions with parties other than employees and those providing similar services are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service.

(i) Stock unit awards

Stock unit awards are only payable in cash. Obligations are accrued based on the vesting period of the stock unit awards using the market value of the Company's common shares. The obligations are revalued each reporting period based on the change in the fair value of the Company's common shares and the number of vested stock unit awards outstanding. The Company reduces the liability when the units are surrendered for cash.

Share capital

Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial asset or liability. The Company's common shares, warrants, options and flow-through shares are classified as equity instruments. Incremental costs directly attributable to the issue of common shares are recognized as a deduction from equity, net of any tax effects.

Provisions

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 risk specific to the liability. Provisions are not recognized for future operating losses. Further details on specific provisions are as follows:

(i) Decommissioning liabilities

The Company recognizes the estimated liability associated with decommissioning at the time the asset is acquired and the liability is incurred. The estimated present value of the future payments of the decommissioning liability is recorded as a long term liability, with a corresponding increase in the net book value of property, plant and equipment. Amounts are discounted using the risk-free rate. The capitalized amount is depleted on a unit-of-production method over the life of proved and probable reserves. The liability amount is increased each reporting period due to the passage of time and the amount of accretion is charged to net income or loss in the period. The liability can also increase or decrease due to changes in the estimates of timing of cash flows, changes to the risk-free rate or changes in the original estimated undiscounted cost. The change in the provision as a result of these changes is capitalized in the net book value of the related asset. Actual costs incurred upon settlement of decommissioning liabilities are charged against the decommissioning liability to the extent of the liability recorded.

(ii) Onerous contracts

A provision for onerous contracts is recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligation under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net costs of continuing with the contract.

Valuation of equity instruments issued in private placements

The Company uses the residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the more easily measureable component based on fair value and then the residual value, if any, to the less easily measurable component.

The fair value of the common shares issued in private placements are determined to be the more easily measurable component and as such are valued at their fair value, as determined by the closing quoted bid price on the announcement date. The balance, if any is allocated to the attached warrants and is recorded as such.

Convertible debentures

The proceeds received on the issuance of convertible debt are allocated into their liability and equity components. The amount initially attributed to the debt component equals the discounted cash flows using a market rate of interest that would be payable on a similar debt instrument that does not include an option to convert. The remainder of the proceeds is allocated to the conversion option and is recognized accordingly within shareholders' equity, net of income tax effects. Subsequently, the debt component is accounted for as a financial liability measured at amortized cost until extinguished on conversion or maturity of the instrument.

Newly adopted accounting standards and pronouncements
IFRS 9 Financial Instruments

The Company adopted IFRS 9, "Financial Instruments" on January 1, 2018. The transition to IFRS 9 had no material effect on the Company's financial statements.

IFRS 9 contains three principal classification categories for financial assets: amortized cost, fair value through other comprehensive income ("FVOCI"), and fair value through profit or loss ("FVTPL"). The classification of financial assets under IFRS 9 is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. IFRS 9 eliminates the previous IAS 39, "Financial Instruments: Recognition and Measurement", categories of held to maturity, loans and receivables and available for sale.

Impairment of financial assets: IFRS 9 replaces the "incurred loss" model in IAS 39 with an "expected credit loss" model. The new impairment model applies to financial assets measured at amortized cost, and contract assets and debt investments at FVOCI. Under IFRS 9, credit losses are recognized earlier than under IAS 39. See Note 12 for additional disclosure on the Company's credit risk.

Cash and cash equivalents and accounts receivable continue to be measured at amortized cost and are now classified as "amortized cost". There was no change to the Company's classification of accounts payable and accrued liabilities and debentures payable which are classified as "other financial liabilities" and are measured at amortized cost. The Company has not designated any financial instruments as FVOCI or FVTPL, nor does the Company use hedge accounting.
IFRS 15 Revenue from Contracts with Customers

The Company adopted IFRS 15, "Revenue from Contracts with Customers" on January 1, 2018. The transition to IFRS 15 had no material effect on the Company's financial statements.

This standard provides a single model that applies to contracts with customers as well as two revenue recognition approaches: at a point in time or over time. The model features a contract-based, five-step analysis of transactions to determine whether, when and the amount of revenue is recognized. The new standard applies to contracts with customers. The new revenue standard permits a full retrospective method of adoption with restatement of all prior periods presented, or a modified retrospective method with the cumulative effect of applying the new standard recognized as an adjustment to opening retained earnings in the period of adoption.

The Company reviewed its revenue streams and major contracts with customers under IFRS 15 and determined there were no material changes to net loss or timing of royalty revenue recognized and there was no effect to opening deficit from the application of IFRS 15 to revenue contracts in progress at September 30, 2019.

Amendments to IFRS 2 Share-based Payment

These amendments added guidance that introduces accounting requirements for cash-settled share-based payments that follow the same approach as used for equity-settled share-based payments. They introduced an exception into IFRS 2 so that a share-based payment where the entity settles the share-based payment arrangement net is classified as equity-settled in its entirety, provided the share-based payment would have been classified as equity-settled had it not included the net settlement feature. Finally, they clarify the accounting treatment in situations where a cash-settled share-based payment changes to an equity-settled share based payment because of modifications of the terms and conditions. The adoption of this new standard had no material effect on the Company's financial statements.

Accounting standards and pronouncements issued but not yet adopted

The following accounting standards and amendments are effective for future periods. The Company has assessed the impact of these new standards and has determined that the adoption of these standards will not have a material impact on the Company's financial statements.

IFRS 16 Leases

IFRS 16 was issued in January 2016 and specifies how an IFRS reporter will recognize measure, present and disclose leases. The standard 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. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from its predecessor, IAS 17. This standard is effective for reporting periods beginning on or after January 1, 2019.

4. Significant accounting estimates and judgments

The timely preparation of the financial statements requires that management make estimates and assumptions, and use judgment regarding assets, liabilities, revenues and expenses. Such estimates primarily relate to unsettled transactions and events as of the date of the financial statements. Accordingly, actual results may differ from estimated amounts as future confirming events occur. Significant estimates and judgments used in the preparation of the financial statements include, but are not limited to, those areas discussed below.

(a) Oil and gas reserves and resources

Certain depletion, depreciation, impairment and decommissioning and restoration charges are measured based on the Company's estimate of oil and gas reserves and resources. The estimation of reserves and resources is an inherently complex process and involves the exercise of professional judgment. Reserves and resources have been evaluated at December 31, 2018 by independent petroleum consultants in accordance with National Instrument 51-101 *Standards of Disclosure for Oil and Gas Activities*. The reserves and resources estimates are based on the definitions and guidelines contained in the Canadian Oil and Gas Evaluation Handbook.

Oil and gas reserves and resources estimates are based on a range of geological, technical and economic factors, including projected future rates of production, estimated commodity prices, engineering dates, and the timing and amount of future expenditures, all of which are subject to uncertainty. Assumptions reflect market and regulatory conditions existing at each annual reporting date, which could differ significantly from other points in time throughout the year, or future periods. Changes in market and regulatory conditions and assumptions can materially impact the estimation of net reserves.

(b) Exploration and evaluation costs

Certain exploration and evaluation costs are initially capitalized with the intent to establish commercially viable reserves. The Company is required to make estimates and judgments about the future events and circumstances regarding the economic viability of extracting the underlying resources. The costs are subject to technical, commercial and management review to confirm the continued intent to develop and extract the underlying resources. Unsuccessful drilling, or changes to project economics, resource quantities, expected production techniques, production costs and required capital expenditures, are important factors when making this determination. If a judgment is made that the extraction of resources is not viable, the associated exploration and evaluation costs are impaired and charged to net income or loss.

(c) Decommissioning liabilities and other provisions

The Company recognizes liabilities for the future decommissioning and restoration of property, plant and equipment. These provisions are based on estimated costs, which take into account the anticipated method and extent of restoration, technological advances and the possible future use of the site. Actual costs are uncertain and estimates can vary as a result of changes to relevant laws and regulations, the emergence of new technology, operating experience and prices. The expected timing of future decommissioning and restoration may change due to certain factors, including reserve life. Changes to assumptions related to future expected costs, discount rates and timing may have a material impact on the amounts presented. Other provisions are recognized in the period in which it becomes probable that there will be a future cash outflow.

(d) Deferred taxes

Deferred tax assets are recognized when it is considered probable that unused tax losses, tax credits and deductible temporary differences will be recovered in the foreseeable future. To the extent that future taxable income and the application of existing tax laws in each jurisdiction differ significantly from the Company's estimate, the ability of the Company to realize the deferred tax asset could be impacted.

Deferred tax liabilities are recognized for taxable temporary differences. The Company records a provision for the amount that is expected to be settled, which requires the application of judgment as to the ultimate outcome. Deferred tax liabilities could be impacted by changes in the Company's estimate of the likelihood of a future outflow, the expected settlement amount, and the tax laws in the jurisdiction which the Company operates.

(e) Share-based compensation

Expenses recorded for share-based compensation is based on the historical volatility of the Company's share price which may not be indicative of the future volatility. Accordingly, those amounts are subject to measurement uncertainty.

(Expressed in Canadian Dollars)

(f) Impairment of assets

The allocation of assets into cash generating units ("CGU's") requires significant judgment and interpretations with respect to the integration between assets, the existence of active markets, similar exposure to market risks, shared infrastructures, and the way in which management monitors the operations.

The recoverable amounts of CGU's and individual assets have been determined based on the higher of fair value less costs to sell and value in use. The key assumptions the Company uses in estimating future cash flows for recoverable amounts are anticipated future commodity prices, expected production volumes and future operating and development costs. Changes to these assumptions will affect the recoverable amounts of CGU's and individual assets and may then require a material adjustment to their related net book value.

5. Property, plant and equipment

	2019	2018
Cost, beginning of year	**$ 1,233,349**	$ 1,233,749
Accumulated depletion, beginning of year	**1,189.272**	1,184,921
Depreciation and depletion	**3,267**	488
Accumulated depletion, end of the quarter	**1,192,539**	1,185,409
Carrying value, end of the quarter	**$ 40,810**	$ 47,937

The Company's ceiling test calculation, performed at September 30, 2019 did not result in an impairment loss..

The Company used the following benchmark reference prices ($/STB) for the years 2019 to 2022 adjusted for commodity differentials and transportation specific to the Company:

	2019	2020	2021	2022
AB Synthetic Crude Price	$75.35	$74.47	$77.56	$80.76

6. Exploration and evaluation assets

The following table reconciles the Company's exploration and evaluation assets:

Cost	Oil and gas properties	Mineral properties	Total

Balance, December 31, 2018	$ 38,650	$ 76,794	$ 115,444
Additions	719	3,764	4,483
Balance, September 30, 2019	39,369	80,558	119,927

The Company, as part of its impairment analysis evaluates its oil and natural gas and mineral exploration and evaluation assets based on management's thresholds of whether a property is technically feasible and potential commercial viability exists.

6. Exploration and evaluation assets (continued)

During the year ended December 31, 2018, the Company entered into an Option Agreement (the "Agreement") to acquire a 100% interest in 135 mineral claims in a solid block at Dagny Lake, 80 kilometers east of Kenora, Ontario. The claims cover 2,763 hectares of virgin territory and highlighted by the Ontario Geological Survey as most prospective for nickel – cobalt ores.

The Agreement stipulates the following terms:

- cash payment of $16,000 upon execution of the Agreement (paid in current year);
- cash payment of $12,000 on or before the 1st anniversary of the Agreement;
- cash payment $20,000 on or before the 2nd anniversary of the Agreement;
- Issuance of 400,000 common shares upon the execution of the Agreement (issued in current year).

Also during fiscal 2018, Softrock staked two claims in the Shatford Lake, 282 kilometers north of Winnipeg, Manitoba. The claims cover an area of 472 hectares and are prospective for lithium.

7. Decommissioning liabilities

The Company's decommissioning liabilities result from working interests in oil and natural gas assets including well sites, gathering systems and processing facilities. As at December 31, 2018, the Company estimates the total undiscounted amount of cash required to settle its liability to be approximately $85,483 (2017 - $85,483), which is estimated to be settled between 2020 and 2031. The liability was determined using average risk-free rates ranging from 1.90% to 2.12% (2017 – 1.64% to 2.15%) and an inflation rate of 2.10% (2017 – 2.00%).

	2019	2018
Balance, beginning of year	**$ 85,789**	$ 84,143
Accretion		646
Balance, end of year	**$ 85,789**	$ 85,789

Accretion expense is included in finance expense in the Statements of Operations and Comprehensive Loss.

As at September 30, 2019, $39,139 (2018 - $37,650) has been paid as a reclamation deposit to the applicable regulatory body for settlement of these obligations.

(Expressed in Canadian Dollars)

8. Share capital

(a) Authorized

Unlimited number of:
Common shares without nominal or par value
First and second preferred shares issuable in series

(b) Issued and outstanding common shares

	2018		2019	
	Number	Amount	Numder	Amount
Balance beginning of year	23,759,146	$2,766,709	39,252,927	$2,999,457
Issued on rights offering	15,093,781	301,876		
Share issue costs		(77,128)		
Shares issued on option Agreements	400,000	8,000		
Balance end of period	39,252,927	$2,999,457	39,252,927	$2,999,457

On June 8, 2018, the Company closed the rights offering announced in April 2018. By the closing date of June 7, 2018 there were 7,531,781 rights exercised and 7,562,000 additional rights subscribed for resulting in a total of 15,093,781 units being issued for gross proceeds of $301,876. Each unit consisted of one common share and one common share purchase warrant. Each warrant entitles the holder to purchase one common share at a price of $0.05 for a two year period. The warrants have been valued at $nil using the residual value method.

On October 26, 2018, the Company issued 400,000 shares at $0.02 per share as part of the mineral Option Agreement entered into on the Dagny Lake property in Ontario (note 6).

(c) Per share amounts

The following table summarizes the weighted average common shares used in calculating comprehensive income (loss) per common share:

	2019	2018
Basic	39,252,927	39,252,927

The Company has dilutive instruments outstanding, which consist of stock options and debentures payable. The dilutive impact of these instruments using the treasury stock method results in anti-dilution as a result of the Company incurring losses during the years presented. As a result, diluted loss per share and the impact of these instruments on the weighted average number of shares outstanding is not presented in the financial statements.

(d) Stock options

Under the Company's stock option plan, the Company may grant options to employees, officers and directors up to 10% of its issued and outstanding common stock. In addition, the aggregate number of shares so reserved for issuance to any one person shall not exceed 5% of the issued and outstanding shares. Under the plan, options are exercisable upon issuance and an option's maximum term is five years.

(Expressed in Canadian Dollars)

	2019		2018	
	Stock options	Weighted average exercise price ($)	Stock options	Weighted average exercise price ($)
Outstanding, beginning of year	1,200,000	0.05	1,200,000	0.05
Expired	600,000			
Outstanding, end of quarter	600,000	0.05	1,200,000	0.05

The following table summarizes information about stock options outstanding and exercisable at September 30, 2019

Number outstanding at September,30 2019	Weighted average remaining contractual life (years)	Number exercisable at September 30, 2019	Exercise price ($)	Expiry date
600,000	2.75	600,000	0.05	February 14, 2022

(e) Broker warrants

The broker warrants expired in 2017

(f) Common share purchase warrants

A summary of the status of the common share purchase warrants as of September 30, 2019 and 2018 and changes during the quarter then ended is presented as follows:

		2018		2019
	Number of warrants	Weighted average exercise price ($)	Number of warrants	Weighted average exercise price ($)
Outstanding, beginning of year			15,093,781	0.05
Issued	15,093,781	0.05		
Outstanding, end of period	15,093,781	0.05	15,093,781	0.05

The weighted average remaining contractual life of the issued and outstanding warrants at September 30, 2019 was .94 years

9. Contributed surplus

A summary of the status of contributed surplus as of September 30, 2019 and 2018 and the changes during the years then ended is presented below:

	2019	2018

Balance, beginning of year	$	215,888	$	215,888
Balance, end of quarter	$	215,888	$	215,888

10. Income taxes

(a) Deferred income taxes

The provision for income tax reflects an effective income tax rate which differs from federal and provincial statutory income tax rates and is reconciled as follows:

		2019		2018
Income (Loss) before income taxes	$	(69,577)	$	(99,526)
Enacted income tax rate		27%		27%
Expected income tax (recovery)	$	(19,000)	$	(27,000)
Increase (decrease) in taxes resulting from:				
Share issue costs		(21,000)		-
Change in unrecognized tax benefits		40,000		27,000
Deferred income tax (recovery**)**	$	-	$	-

(b) Components of the net deferred tax asset

Temporary differences and carry forwards that give rise to deferred tax assets as of December 31, 2018

As at December 31,		2019		2018
Non-capital losses	$	287,000	$	265,000
Property, plant and equipment		329,000		328,000
Share issue costs		17,000		-
Capital loss		2,000		2,000
Total gross deferred tax assets		635,000		595,000
Unrecognized deferred tax assets		(635,000)		(595,000)
Net deferred tax assets	$	-	$	-

The unrecognized deferred tax assets offset the gross deferred tax assets for which there is no assurance of recovery. The unrecognized deferred tax assets are evaluated considering positive and negative evidence about whether the deferred tax assets will be realized. At the time of evaluation, the amount is either increased or reduced.

(c) Tax pools

As at December 31, 2018, the Company has available for deduction, the following tax pools against future taxable income, and the approximate amounts:

Operating loss carry forwards	$	1,062,000
Canadian exploration expenditures		260,000

(Expressed in Canadian Dollars)

Foreign exploration and development expenditures	934,000
Capital loss	18,000
Capital cost allowances	58,000
Share issue costs	62,000

The availability of deduction of the operating loss carry forwards against future taxable income expires as follows:

2026	$	7,000
2027		212,000
2028		80,000
2029		63,000
2030		74,000
2031		96,000
2032		87,000
2033		53,000
2034		185,000
2035		13,000
2036		36,000
2037		76,000
2038		80,000
	$	1,062,000

11. Related party transactions and key management compensation

The Company has entered into transactions with related parties in the normal course of business, which were valued at the exchange amount established and agreed to by the related parties. During the year, the Company paid to its directors and officers, either directly, or indirectly, the following amounts:

		2019		2018 7
For accounting services (professional fees)	$	2,850	$	2,350
Interest on debentures (general and administrative expenses)	$	2,600		2,625

12. Financial instruments

The Company is exposed to normal financial risks inherent within the oil and gas industry, including credit risk, interest rate risk and liquidity risk. The nature of the financial risks and the Company's strategy for managing these risks has not changed significantly from the prior year. The Company does not utilize derivative instruments to manage risks.

i) Credit risk

Credit risk is the risk a third party fails to meet its contractual obligations that could result in the Company incurring a loss. The Company's accounts receivable are primarily with joint venture partners and the Canadian federal government. Receivables from operators arise from the Company's ownership of a gross overriding royalty on certain oil and gas interests. Receivables from the Canadian federal government arise from input tax credits for Goods and Services taxes. As at September 30, 2019 and 2018, there were no allowances for expected credit losses.

ii) Interest rate risk

The Company is not exposed to interest rate risk because of fluctuating interest rates. Fluctuations in market rates do not have a significant impact on the Company's operations as the Company does not maintain any cash equivalents. The debentures payable are at a fixed interest rate and therefore do not expose the Company to interest rate risk.

iii) Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient funds to meet its liabilities. The Company has $70,000 in debentures payable to related parties. The Company's current liabilities consist of trade payables and accruals, which are incurred in the normal course of business.

iv) Fair value of financial instruments

The Company's financial instruments as at September 30, 2019 and 2018 include cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities and debentures payable. The fair values of these financial instruments approximate their carrying amounts due to their short terms to maturity.

13. Risk management and capital management

The Company is a junior oil and gas and mineral exploration company and considers items included in shareholders' equity as capital. The Company has $70,000 in debentures payable to related parties and does not expect to enter into any other debt financing. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of underlying assets. In order to maintain or adjust its capital structure, the Company may issue new shares, purchase shares for cancellation pursuant to normal course issuer bids or make special distributions to shareholders. The Company is not subject to any externally imposed capital requirements and does not presently utilize any quantitative measures to monitor its capital.

The Company currently receives royalty income from gross overriding royalties held. Revenues are t sufficient to meet ongoing obligations and meet future exploration commitments in respect of its property, plant and equipment. In order to fund future projects and pay for administrative costs, the Company may be required to raise additional funds as needed in the equity markets and/or rely on advances from directors.

As at September 30, 2019, the Company had working capital of $ 114,194 and shareholders' equity of $ 119,242.

The Company's ability to continue as a going concern on a long-term basis and realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation is primarily dependent upon its ability to develop, sell or option its property, plant and equipment and its ability to borrow or raise additional financing from equity markets. The outcome of these events is not determinable at this time.

14. Contingency

Environmental regulations

The Company's activities are subject to various government laws and regulations relating to the protection of the environment. These environmental regulations are continually changing in Canada and generally are becoming more restrictive. The Company believes its operations comply in all material respects with all applicable laws and regulations.

15. Debentures payable

On June 15, 2017, the Company issued 5% convertible debentures in the principal amount of $70,000 to officers and directors, and a family member of an officer and director. The debentures mature 12 months from the date of issuance, are unsecured and interest is payable quarterly. During fiscal 2018, the debenture holders agreed to extend the maturity date by one year to June 15, 2019. The debentures are convertible at the holder's option into common shares of the Company at a conversion price of $0.05 per common share at any time prior to the maturity date. On maturity, the Company may, at its option, elect to satisfy its obligation to repay all or any portion of the principal amount outstanding by issuing that number of common shares determined by dividing the principal amount being repaid by 95% of the market price on the date of maturity.

The fair value of the convertible debentures was allocated solely to the liability as it was determined the debentures did not meet the "fixed-for-fixed" criteria specified in IAS 32. The debentures have therefore been classified as a financial liability and are being carried at amortized cost.

Subsequent to year-end, the debenture holders agreed to extend the maturity date for an additional twelve months from June 15, 2019 to June 15, 2020.

16. Comparative figures

Comparative figures have been reclassified to conform to the presentation used in the current fiscal year.