

Huntington Exploration Inc. Consolidated Financial Statements December 31, 2019

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Independent Auditors' Report

To: The Shareholders of **Huntington Exploration Inc.**

Opinion

We have audited the consolidated financial statements of Huntington Exploration Inc. and its subsidiaries (collectively, the "Company"), which comprise the consolidated statements of financial position as at December 31, 2019 and 2018 and the consolidated statements of operations and comprehensive loss, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated 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 Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 2 to the consolidated financial statements which indicates that at December 31, 2019 the Company had a deficit of \$13,269,361. This condition, along with other matters as set forth in Note 2, indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Our opinion is not qualified in respect of this matter.

Information Other than the Consolidated Financial Statements and Auditors' Report Thereon

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.

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

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

Management is responsible for the preparation and fair presentation of these 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.

Independent Auditors' Report (continued)

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.

Auditors' Responsibilities for the Audit of the Consolidated 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 auditors' 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 judgement 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 auditors' 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 auditors' 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.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

The engagement partner on the audit resulting in this Independent Auditors' report is Roland A. Bishop, CPA, CA.



April 29, 2020
Calgary, Alberta

Chartered Professional Accountants

Huntington Exploration Inc.
Consolidated Statements of Financial Position

	Notes	December 31, 2019	December 31, 2018
Assets			
Current			
Cash		\$ 427,345	\$ 87,306
Accounts receivable		1,172	6,646
Prepaid expenses		2	5,048
		<u>428,519</u>	<u>99,000</u>
Restricted cash	5	45,376	60,738
Property and equipment	4	<u>221</u>	<u>368</u>
		\$ 474,116	\$ 160,106
Liabilities			
Current			
Accounts payable and accrued liabilities		\$ 68,926	\$ 53,596
Provision for abandonment		33,000	44,885
		<u>101,926</u>	<u>98,481</u>
Decommissioning obligations	5	73,757	71,191
		<u>175,683</u>	<u>169,672</u>
Equity			
Share capital	8	11,360,736	10,870,380
Share based payment reserve		2,207,058	2,207,058
Deficit		(13,269,361)	(13,087,004)
		<u>298,433</u>	<u>(9,566)</u>
		\$ 474,116	\$ 160,106
Going Concern	2		

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

Approved by the Board:

"Signed Tim Bowes"
J. Timothy Bowes, Director

"Signed Bob Verhelst"
Bob Verhelst, Director

Huntington Exploration Inc.
Consolidated Statements of Operations and Comprehensive Loss

For the year ended December 31,	Notes	2019	2018
Revenues			
Oil and natural gas		\$ 46,173	\$ 62,958
Finance income		1,138	2,041
Royalties		<u>(8,574)</u>	<u>(10,185)</u>
		<u>38,737</u>	<u>54,814</u>
Expenses			
Operating		58,073	117,575
Administrative		176,808	186,754
Finance charges:			
Accretion of decommissioning obligation	5	2,566	2,490
Depletion and depreciation	4	147	8,860
Abandonment recovery		<u>(16,500)</u>	
Impairment provision of property and equipment	4	<u>-</u>	<u>39,562</u>
		<u>221,094</u>	<u>355,241</u>
Net loss from continuing operations		(182,357)	(300,427)
Net income (loss) from discontinued operations	14	-	(15,138)
		<u>-</u>	<u>-</u>
Net and comprehensive loss for the year		\$ (182,357)	\$ (315,565)
Loss per share			
- basic and diluted (1) – continuing operations		\$ (0.013)	\$ (0.032)
- basic and diluted (1) – total		\$ (0.013)	\$ (0.032)
Weighted average shares outstanding			
- basic and diluted		13,707,650	9,899,431

(1) The options and warrants have been excluded from the diluted loss per share computation as they are anti-dilutive.

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

Huntington Exploration Inc.
Consolidated Statements of Changes in Equity

	Share Capital	Share Based Payment Reserve	Deficit	Total Equity
Balance January 1, 2018	\$ 10,870,380	\$ 2,207,058	\$ (12,771,439)	\$ 305,999
Net and comprehensive loss for the year	-	-	(315,565)	(315,565)
Expiry of warrants	-	-	-	-
Balance December 31, 2018	\$ 10,870,380	\$ 2,207,058	\$ (13,087,004)	\$ (9,566)

	Share Capital	Share Based Payment Reserve	Deficit	Total Equity
Balance January 1, 2019	\$ 10,870,380	\$ 2,207,058	\$ (13,087,004)	\$ (9,566)
Net and comprehensive loss for the year	-	-	(182,357)	(182,357)
Shares issued for cash (net of issue costs)	490,356	-	-	490,356
Balance December 31, 2019	\$ 11,360,736	\$ 2,207,058	\$ (13,269,361)	\$ 298,433

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

Huntington Exploration Inc.
Consolidated Statements of Cash Flows

For the year ended December 31,	Notes	2019	2018
Cash flows from (used in) operating activities			
Net income (loss) for the year		\$ (182,357)	\$ (315,565)
Items not involving cash:			
Depletion and depreciation – continuing operations		147	8,860
Accretion of decommissioning obligations		2,566	2,490
Impairment of property and equipment		-	39,562
Abandonment recovery		(16,500)	-
Change in estimate for abandonment		4,614	
Flow through share liability recovery		-	(30,000)
Cash used in operating activities before changes in non-cash working capital		<u>(191,530)</u>	<u>(294,653)</u>
Changes in non-cash working capital balances:			
Accounts receivable		5,474	21,041
Prepaid expenses		5,046	72
Accounts payable and accrued liabilities		15,331	(46,800)
Cash flow used in operating activities		<u>(165,679)</u>	<u>(320,340)</u>
Cash flows from (used in) Financing activities			
Issue of common shares (net of costs)		<u>490,356</u>	-
Cash flows from (used in) Investing activities			
Decommissioning liability		-	(4,614)
Restricted cash		15,362	72,620
Cash flow used in investing activities		<u>15,362</u>	<u>68,006</u>
Increase (decrease) in cash		340,039	(252,334)
Cash, beginning of year		<u>87,306</u>	<u>339,640</u>
Cash, end of year		\$ 427,345	\$ 87,306
Supplemental information			
Interest paid		\$ -	\$ -
Taxes paid		\$ -	\$ -

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

Huntington Exploration Inc.

Notes to the Consolidated Financial Statements

As at and for the years December 31, 2019 and 2018

1. Corporate Information

Huntington Exploration Inc. (“Huntington” or the “Company”) is a public junior oil and gas company engaged in the evaluation, acquisition, exploration and development of natural gas and oil properties in Western Canada. The Company’s shares trade on the TSX Venture Exchange under the symbol HEI.

Huntington was incorporated under the *Business Corporations Act* (Alberta) as 676182 Alberta Ltd. under the laws of the Province of Alberta on November 28, 1995. On February 1, 1996 the Company changed its name to Goldust Mines Ltd. and subsequently, on July 18, 1997 changed its name to Huntington Exploration Inc. The head office of the Company is located at Eau Claire Place II, 440, Box 14, 521 – 3 Avenue SW, Calgary, Alberta, T2P 3T3 and the registered office is located at Suite 1000, 250 - 2 Street SW, Calgary, Alberta, T2P 0C1.

Huntington has a 100% interest in Huntington Capital Inc.

2. Basis of Presentation

Statement of compliance

The financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee (IFRIC).

These financial statements were approved and authorized for issuance by the Board of Directors on April 29, 2020.

Going concern assumption

The Company’s ability to continue as a going concern is dependent upon its ability to attain profitable operations, generate sufficient funds therefrom, receive continued support from its creditors and continue to obtain capital from investors sufficient to meet its current and future obligations. The Company had working capital of \$326,593 (2018 –\$519) at December 31, 2019. The Company had a deficit of \$13,269,361 (2018 - \$13,087,004). During the fiscal 2019 year the Company realized net comprehensive loss of \$182,357 (2018 – \$315,565) and realized negative cash flow from operating activities before changes in non-cash working capital of \$191,530 (2018 - \$294,653). Also, during 2019 the operator of the jointly controlled assets invoked its rights under the agreement to receive the Company’s share of revenue and apply it against outstanding amounts due for operating expenses. Management continues to focus its efforts on optimizing current production and raising additional capital through debt or equity financings. Although management’s efforts to raise capital and monetize assets have been successful in the past, there is no certainty that they will be able to do so in the future. The aforementioned circumstances may create significant doubt as to the ability of the Company to continue as a going concern and meet its obligations as they come due. These financial statements have been prepared using accounting principles that are applied to a going concern and do not reflect the adjustments that would be necessary to the presentation and carrying amounts of the assets and liabilities if the Company were not able to continue operations. These adjustments and reclassifications may be material.

Functional and presentation currency

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

Basis of measurement

These financial statements have been prepared on a historical cost basis except for certain financial instruments and share based payment transactions that are measured at fair value.

Basis of consolidation

The consolidated financial statements comprise the financial statements of Huntington Exploration Inc. (the parent Company) and its subsidiary, Huntington Capital Inc.

Huntington Exploration Inc.
Notes to the Consolidated Financial Statements

As at and for the years December 31, 2019 and 2018

2. Basis of Presentation - continued

The subsidiary has been fully consolidated from the date of its incorporation. Intercorporate transactions have been eliminated.

Use of estimates and judgments

The preparation of financial statements requires management to make estimates and use judgment regarding the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities as at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the period. By their nature, estimates are subject to measurement uncertainty and changes in such estimates in future periods could require a material change in the consolidated financial statements.

Accordingly, actual results may differ from the estimated amounts as future confirming events occur. Significant estimates and judgments made by management in the preparation of these consolidated financial statements are as follows:

Valuation of account receivable

The valuation of accounts receivable is based on management's best estimate of the provision for expected credit losses.

Decommissioning and Abandonment Provisions

Decommissioning and abandonment provisions have been created based on the Company's knowledge as at December 31, 2019 and 2018. Assumptions, based on the current economic environment, have been made which management believes are a reasonable basis upon which to estimate the future liability. These estimates take into account any material changes to the assumptions that occur when reviewed regularly by management. Estimates are reviewed annually and are based on current regulatory requirements. Significant changes in estimates of contamination, restoration standard and techniques will result in changes to provisions from period to period. Actual decommissioning costs will ultimately depend on future market prices for the decommissioning costs which will reflect the market conditions at the time of the decommissioning costs are actually incurred. The final cost of the currently recognized decommissioning provisions may be higher or lower than currently provided for.

Income Taxes

Significant judgment is required in determining the provision for income taxes. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Company recognizes liabilities and contingencies for anticipated tax audit issues based on the Company's current understanding of the tax law. For matters where it is probable that an adjustment will be made, the Company records its best estimate of the tax liability including the related interest and penalties in the current tax provision. Management believes they have adequately provided for the probable outcome of these matters; however, the final outcome may result in a materially different outcome than the amount included in the tax liabilities.

In addition, the Company recognizes deferred tax assets relating to tax losses carried forward to the extent there are sufficient taxable temporary differences (deferred tax liabilities) relating to the same taxation authority and the same taxable entity against which the unused tax losses can be utilized. However, utilization of the tax losses also depends on the ability of the taxable entity to satisfy certain tests at the time the losses are recouped.

Huntington Exploration Inc.
Notes to the Consolidated Financial Statements

As at and for the years December 31, 2019 and 2018

2. Basis of Presentation - continued

Flow-through share Provision

The amounts recorded for the flow-through share provision and the related deferred income tax effect are based on management's estimates of the tax liability that the Company has to pay to its shareholders for not meeting its commitment to expend the qualified expenditures in a timely manner.

Impairment

A CGU is defined as the lowest grouping of integrated assets that generate identifiable cash inflows that are largely independent of the cash inflows of other assets or groups of assets. The Company has concluded each CGU is the individual properties held. As of December 31, 2019 and 2018 the Company had one CGU being Warwick. The allocation of assets into CGUs 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 CGUs and individual assets have been determined based on the higher of fair value less costs to sell or value-in-use calculations. 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 amount of CGUs and individual assets and may then require a material adjustment to their related carrying value.

Reserves

The estimate of reserves is used in forecasting the recoverability and economic viability of the Company's oil and gas properties, and in the depletion and impairment calculations. The process of estimating reserves is complex and requires significant interpretation and judgment. It is affected by economic conditions, production, operating and development activities, and is performed using available geological, geophysical, engineering, and economic data. Reserves at December 31, 2018 were evaluated by the Company's independent reserve evaluators and updates to those reserves are estimated internally.

3. Summary of Significant Accounting Policies

The accounting policies set out below have been applied consistently to the years presented in these financial statements, unless otherwise indicated.

Jointly controlled operations and jointly controlled assets:

The Company's oil and natural gas activities involve jointly controlled assets. Under the joint arrangement the Company has rights to the assets and obligations for the liabilities. Accordingly the financial statements include the Company's share of these jointly controlled assets and related liability and a proportional share of the relevant revenue and related costs.

Financial instruments:

(i) Non-derivative financial instruments:

Non-derivative financial instruments comprise accounts receivables, cash, restricted cash, and, accounts payable and accrued liabilities. Non-derivative financial instruments are recognized initially at fair value net of any directly attributable transaction costs. Subsequent to initial recognition non-derivative financial instruments are measured as described below.

Financial assets at fair value through profit and loss:

An instrument is classified at fair value through profit and loss if the Company manages such investments and makes purchase and sale decisions based on their fair value in accordance with the Company's risk management or investment strategy. Upon initial recognition, attributable transaction costs are recognized in earnings when incurred. Financial instruments at fair value through profit and loss are measured at fair value, and changes therein are recognized in earnings.

Huntington Exploration Inc.
Notes to the Consolidated Financial Statements

As at and for the years December 31, 2019 and 2018

3. Summary of Significant Accounting Policies – continued

Compound instruments:

Compound instruments are separated into their liability and equity components using the effective interest method. The liability component accretes up to the principal balance at maturity. The equity component will be reclassified to share capital on conversions. Any balance in equity that remains after the settlement of the liability is transferred to contributed surplus. The equity portion is recognized net of deferred income taxes.

Other:

Other non-derivative financial instruments, such as accounts receivable, and accounts payable and accrued liabilities, are measured at amortized cost using the effective interest method, less any impairment losses.

(ii) Derivative financial instruments:

The Company may enter into certain financial derivative contracts in order to manage the exposure to market risks from fluctuations in commodity prices. The Company has not entered into any commodity pricing contracts. These instruments are not used for trading or speculative purposes. The Company has not designated its financial derivative contracts as effective accounting hedges, and thus not applied hedge accounting, even though the Company considers all commodity contracts to be economic hedges. As a result, all financial derivative contracts are classified as fair value through profit and loss and are recorded on the statement of financial position at fair value. Transaction costs are recognized in earnings when incurred.

Embedded derivatives are separated from the host contract and accounted for separately if the economic characteristics and risks of the host contract and the embedded derivative are not closely related, a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative, and the combined instrument is not measured at fair value through earnings. Changes in the fair value of separable embedded derivatives are recognized immediately in earnings.

(iii) Share capital

Common shares are classified as equity. Incremental costs directly attributable to the issue of common shares and share options are recognized as a deduction from equity, net of any tax effects.

Development and production costs:

Items of property and equipment, which include oil and natural gas development and production assets, are measured at cost less accumulated depletion and depreciation and accumulated impairment losses. The cost of development and production assets includes: transfers from exploration and evaluation assets, which generally include the cost to drill the well and the cost of the associated land upon determination of technical feasibility and commercial viability; the cost to complete and tie-in the wells; facility costs; the cost of recognizing provisions for future decommissioning; geological and geophysical costs; and directly attributable overhead costs.

When significant parts of an item of property and equipment, including oil and natural gas interests, have different useful lives, they are accounted for as separate items (major components). Huntington will capitalize the cost of major plant turnarounds and overhauls and depreciates these costs over their estimated useful life of four years.

Gains and losses on disposal of an item of property and equipment, including oil and natural gas interests, are determined by comparing the proceeds from disposal with the carrying amount of property and equipment and are recognized in the statement of operations and comprehensive loss.

Subsequent costs:

Costs incurred subsequent to the determination of technical feasibility and commercial viability and the costs of replacing parts of property and equipment are recognized as oil and natural gas interests only when they increase the future economic benefits embodied in the specific asset to which they relate. All other expenditures are recognized in earnings as incurred. Such capitalized oil and natural gas interests generally represent costs incurred in developing proved and/or probable reserves and producing or enhancing production from such reserves, and are accumulated on a field or

Huntington Exploration Inc.
Notes to the Consolidated Financial Statements

As at and for the years December 31, 2019 and 2018

3. Summary of Significant Accounting Policies – continued

geotechnical area basis. The carrying amount of any replaced or sold component is derecognized.

The costs of the day-to-day servicing of property and equipment are recognized in operating expenses as incurred.

Depletion and depreciation:

The net carrying value of development and production assets is depleted using the unit of production method by reference to the ratio of production in the period to the related proved plus probable reserves, taking into account estimated future development costs necessary to bring those reserves into production and the estimated salvage value of the assets at the end of their useful lives. Future development costs are estimated taking into account the level of development required to produce the reserves.

Depreciation methods, useful lives and residual values are reviewed at each reporting date.

Impairment:

(i) Financial assets:

The Company has elected to apply the simplified approach to providing for expected credit losses and measures loss allowances for trade accounts receivable at an amount equal to lifetime expected credit losses at the date of initial recognition of the trade account receivable. In estimating the lifetime expected credit losses the Company considered historical default rates, current conditions and forecasts of future economic conditions.

Individually significant financial assets are tested for impairment on an individual basis. The remaining financial assets are assessed collectively in groups that share similar credit risk characteristics. All impairment losses are recognized in the statement of operations and comprehensive income (loss).

(ii) Non-financial assets:

The carrying amounts of the Company's non-financial assets, other than 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. For goodwill and other intangible assets that have indefinite lives or that are not yet available for use an impairment test is completed each year.

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 (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. The Company has grouped its development and production assets into one CGU being Warwick.

Fair value less cost to sell is determined as the amount that would be obtained from the sale of a CGU in an arm's length transaction between knowledgeable and willing parties. The fair value less cost to sell of oil and gas assets is generally determined as the net present value of the estimated future cash flows expected to arise from the continued use of the CGU, including any expansion prospects, and its eventual disposal, using assumptions that an independent market participant may take into account. These cash flows are discounted by an appropriate discount rate which would be applied by such a market participant to arrive at a net present value of the CGU.

Value in use is determined as the net present value of the estimated future cash flows expected to arise from the continued use of the asset in its present form and its eventual disposal. Value in use is determined by applying assumptions specific to the Company's continued use and can only take into account approved future development costs. Estimates of future cash flows used in the evaluation of impairment of assets are made using management's forecasts of commodity prices and expected production volumes. The latter takes into account assessments of field reservoir

Huntington Exploration Inc.
Notes to the Consolidated Financial Statements

As at and for the years December 31, 2019 and 2018

3. Summary of Significant Accounting Policies – continued

performance and includes expectations about proved and probable volumes, which are risk-weighted utilizing geological, production, recovery and economic projections.

The goodwill acquired in a business combination, for the purpose of impairment testing, is allocated to the CGU's that are expected to benefit from the synergies of the combination.

An impairment loss is recognized if the carrying amount of a CGU exceeds its estimated recoverable amount. Impairment losses recognized in respect of CGU's are allocated first to reduce the carrying amount of any goodwill allocated to the CGU and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

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

Share based compensation:

The Company has established a share based compensation plan (the "Plan") (refer to note 9(d) for further details of the Plan). The Company uses the fair value method for valuing share based compensation. Under this method, the compensation cost attributed to stock options granted are measured at the fair value at the grant date and expensed over the vesting period with a corresponding increase to a category within equity referred to as share based payment reserve. A forfeiture rate is estimated on the grant date and is adjusted to reflect the actual number of option or units that vest. Upon the settlement of the stock options the previously recognized value in share based payment reserve is recorded as an increase to share capital.

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 "risk-free" rate that reflects current market assessments of the time value of money and the risks specific to the liability. Provisions are not recognized for future operating losses.

Decommissioning obligations:

The Company's activities give rise to dismantling, decommissioning and site disturbance remediation activities. Provision is made for the estimated cost of abandonment and site restoration and capitalized in the relevant asset category.

Decommissioning obligations are measured at the present value of management's best estimate of the expenditure required to settle the present obligation as at the reporting date. Subsequent to the initial measurement, the obligation is adjusted at the end of each period to reflect the passage of time and changes in the estimated future cash flows underlying the obligation. The increase in the provision due to the passage of time is recognized as accretion whereas increases/decreases due to changes in the estimated future cash flows or changes in the discount rate are capitalized. Actual costs incurred upon settlement of the decommissioning obligations are charged against the provision to the extent the provision was established.

Flow through share provisions:

Periodically, the Company finances a portion of its exploration and development activities through the issuance of flow-through shares. The resource expenditure deductions for income tax purposes related to exploratory development activities are renounced to investors in accordance with tax legislation. Flow through shares issued are recorded in share capital at the fair value of common shares on the date of issue. The premium received on issuing flow-through shares is initially recorded as a liability. When the qualifying expenditures are incurred, the share premium liability is recognized in deferred tax expense along with the tax effect on the expenditures. The Company is

Huntington Exploration Inc.
Notes to the Consolidated Financial Statements

As at and for the years December 31, 2019 and 2018

3. Summary of Significant Accounting Policies – continued

subject to Part XII.6 tax in respect of flow through share proceeds renounced if the expenditures are not made within the prescribed time permitted. Provisions are measured based on prevailing tax rates and expected penalties.

Revenue:

Revenue from the sale of petroleum and natural gas is measured based on the consideration specified in contracts with customers. The Company recognizes revenue when it transfers control of the product to the buyer. This is generally at the time the customer obtains legal title to the product and when it is physically transferred to the custody transfer point agreed with the customer, often terminals, pipelines or other transportation methods. As a practical expedient the Company does not adjust the transaction price for the effects of a financing component when at contract inception the expected period between the transfer of goods to the customer and the expected payment will be one year or less.

Royalty income is recognized as it accrues in accordance with the terms of the overriding royalty agreements.

Finance:

Finance expense comprises interest expense on borrowings, accretion of the discount on decommissioning obligations and the issuance of penalty shares, if and when issued.

Income tax:

Income tax expense is comprised of current and deferred tax. Income tax expense is recognized in the statement of operations and comprehensive income (loss) except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years. Deferred tax is recognized on the temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized on the initial recognition of assets or liabilities in a transaction that is not a business combination. In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Changes in accounting policy:

The Company adopted the following new accounting pronouncement, in accordance with the transitional provisions of the standard. A brief description of the new accounting policy and its impact on the Company's financial statements are as follows:

IFRS 16 "Leases" requires that at inception of a contract an assessment is to be made whether the contract is, or contains, a lease. The standard provides the requirements for separating each lease component within a lease from non-lease components and for determining the lease term. There is an exemption for leases to explore for or use mineral, oil and natural gas.

Huntington Exploration Inc.
Notes to the Consolidated Financial Statements

As at and for the years December 31, 2019 and 2018

3. Summary of Significant Accounting Policies – continued

On transition to IFRS 16, the Company elected to apply the practical expedient to grandfather the assessment of which transactions are leases and applied IFRS 16 only to contracts that were previously identified as leases. Contracts that were not identified as leases under IAS17 were not reassessed for whether a lease existed. The Company also elected not to recognize right-of-use assets or lease liabilities for leases that have a term of 12 months or less and leases of low value assets. As such, no right-of-use assets or lease liabilities have been recognized as of January 1, 2019. The Company does not have any leases with terms greater than 12 months. There was no impact or adjustment to the current period's opening retained earnings on adoption.

Future Changes in Accounting Policies:

Huntington has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company is currently evaluating the impact of the adoption of these standards and amendments. The adoption of these standards and amendments are not expected to significantly impact the Company.

IFRS 3 "Business Combinations" – amendments to the definition of a business. The objectives of the amendments to the definition of a business are to help distinguish a business combination from a purchase of a group of assets and to clarify the accounting for previously held interests in a business if control or joint control of the business is acquired. Emphasis is put on the outputs of a business being the provision of goods or services to customers or generating income whereas previously outputs had been viewed in terms of an ability to provide a return or benefits to investors or other owners. In an effort to simplify the assessment of whether an acquired set of activities and assets meets the revised definition, an optional concentration test is available. The amendments are effective for transactions after January 1, 2020.

4. Property and Equipment

	Petroleum Properties	Office Equipment	Total
Balance, December 31, 2017	\$ 1,168,896	\$ 7,599	\$ 1,176,495
Disposition	-	-	-
Balance, December 31, 2018	\$ 1,168,896	\$ 7,599	\$ 1,176,495
Disposition	-	-	-
Balance, December 31, 2019	\$ 1,168,896	\$ 7,599	\$ 1,176,495
Accumulated depletion and depreciation:			
Balance, December 31, 2017	\$ 1,120,719	\$ 6,986	\$ 1,127,705
Depletion and depreciation	8,615	245	8,860
Impairment	39,562	-	39,562
Balance, December 31, 2018	\$ 1,168,896	\$ 7,231	\$ 1,176,127
Depletion and depreciation	-	147	147
Balance, December 31, 2019	\$ 1,168,896	\$ 7,378	\$ 1,176,274
Carrying amounts:			
December 31, 2018	\$ -	\$ 368	\$ 368
December 31, 2019	\$ -	\$ 221	\$ 221

The depletion, depreciation and impairment of property and equipment, and any eventual reversal thereof, are recognized in earnings. At December 31, 2019, the Company included \$Nil (2018 - \$Nil) of future development costs into the net carrying value of development or production assets subject to depletion.

For impairment and impairment reversal tests performed, the recoverable amount of each CGU was estimated based on the higher of the value in use or the fair value less costs to sell. The Company performed tests as at December 31, 2019 and 2018. The Warwick CGU was stated with an impaired amount of \$39,562 was recognized in 2018.

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5. Decommissioning Obligation

The following table presents the reconciliation of the beginning and ending aggregate carrying amount of the obligation associated with the decommissioning of oil and natural gas properties.

	December 31, 2019	December 31, 2018
Obligation, beginning of year	\$ 71,191	\$ 68,700
Change in estimate	-	-
Liabilities directly associated with assets sold	-	-
Accretion expenses	2,566	2,490
Obligation, end of year	\$ 73,757	\$ 71,191

The undiscounted amount of cash flows, required over the estimated life of the underlying assets, to settle the obligation, adjusted for inflation, is estimated at \$110,487. The obligation was calculated using a risk free discount rate of 3.13 percent and an inflation rate of 2.5 percent. It is expected that the majority of costs are expected to occur between 2020 and 2028.

Pursuant to government regulations, the Company has on deposit cash of \$45,376 (2018 - \$60,738) restricted for the completion of future abandonments.

6. Flow through Share Provision

	December 31, 2019	December 31, 2018
Flow through share provision, beginning of year	\$ -	\$ 30,000
Reduced liability for unexpended flow through funds	-	(30,000)
Flow through share provision, end of year	\$ -	\$ -

On December 31, 2012, Huntington issued 9,750,000 common shares on a flow-through basis at \$0.05 per share. As a result of the issue of flow-through shares, the Company had committed to incur \$487,500 of Canadian Eligible Expenses on or before December 31, 2013. In 2012 Huntington recognized a deferred liability based on the premium received on the flow-through shares compared to the common share trading price adjusting for less the fair value of the warrants issued in the financing. During the fiscal year 2013 Huntington was unable to meet their commitment and as a result had accrued \$198,420 as a provision for the estimated liability it has to the shareholders that invested in the flow through offering. The majority of these funds were paid out in the first quarter of 2015.

Huntington Exploration Inc.
Notes to the Consolidated Financial Statements

As at and for the years December 31, 2019 and 2018

7. Income Taxes

- (a) The provision for income taxes varies from the amount that would be computed by applying the expected tax rate to loss before income taxes. The principal reasons for differences between such expected income tax expense and the amount actually recorded are as follows:

	2019	2018
Income (loss) before income taxes	\$ (182,357)	\$ (315,565)
Corporate income tax rate	26.50%	27.00%
Computed expected tax expense (recovery)	\$ (48,325)	\$ (85,202)
Increase (decrease) in income taxes resulting from:		
Increase in unrecognized losses	48,150	85,135
Non-deductible expenses	175	68
Other	-	-
Income tax expense	\$ -	\$ -

- (b) Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts for income tax purposes. The components of the Company's deferred income tax assets and liabilities are as follows:

	2019	2018
As at December 31,		
Property and equipment	\$ 2,358,977	\$ 2,439,405
Non-capital losses	2,088,180	2,041,350
Capital losses	15,009	17,993
	4,472,840	4,498,748
Deferred income tax assets not recognized	(4,472,840)	(4,498,748)
Deferred tax liability	\$ -	\$ -

The Company has non-capital losses of approximately \$7,879,923 (2018 – \$7,558,907), which are available to reduce taxable income in future years. If unutilized, these losses will expire as follows: 2029 - \$79,376, 2030 - \$121,116, 2031 - \$612,783, 2032 \$ 1,542,026, 2033 - \$2,943,712, 2034 - \$343,844, 2035 - \$496,938, 2036 - \$552,161, 2037 - \$473,370, 2038 - \$393,581 and 2039 - \$321,016.

- (c) The following are the Company's estimated Federal tax pools at December 31

	2019	2018
Undepreciated capital cost	\$ 16,988	\$ 22,525
Canadian exploration expense	4,066,678	4,066,678
Canadian development expense	26,748	38,212
Canadian oil and gas property expense	976,775	1,085,306
	\$ 5,087,189	\$ 5,212,721

Huntington Exploration Inc.
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As at and for the years December 31, 2019 and 2018

8. Share Capital

- (a) Authorized
Unlimited number of:
Common shares without par value
Preferred shares, assumable in series

(b) Issued

	December 31, 2019		December 31, 2018	
	Shares (1)	Amounts	Shares (2)	Amounts
Common shares				
Opening balance	9,899,431	\$ 10,870,380	9,899,431	\$ 10,870,380
Share issued for cash	10,000,000	500,000	-	-
Share issue costs		(9,644)		
Balance end of year	19,899,431	\$ 11,360,736	9,899,431	\$ 10,870,380
Warrants				
Opening balance	4,166,667	\$ -	4,166,667	\$ -
Warrants issued	10,000,000	-	-	-
Balance end of year	14,166,667	\$ -	4,166,667	\$ -
		\$ 11,360,736		\$ 10,870,380

- (1) Pursuant to a special resolution passed by shareholders on December 31, 2018 the Company has consolidated its capital on a one-new-for-four-old basis. Effective at the opening, June 14, 2019, the shares commenced trading on the TSX Venture Exchange on the consolidated basis.
- (2) The number of common shares and warrants have been retrospectively adjusted to reflect their numbers pursuant to the regulatory approval of consolidation.

On August 15, 2019 the Company completed the closing of a non-brokered private placement offering of units at a price of \$0.05 per Unit, for gross proceeds of up to \$500,000. Each Unit will consist of one common share and one transferable common share purchase warrant, with each warrant entitling the holder to purchase one additional common share at a price of \$0.05 per share for a period of two years from closing. Directors of the Company subscribed for, directly or indirectly, a total of 3,500,000 units under the private placement for proceeds of \$175,000.

(c) Warrants

The following table summarizes the warrants outstanding and exercisable at December 31, 2019:

Number of warrants	Exercise price	Expiry date
4,166,667	\$0.20	July 26, 2020
10,000,000	\$0.05	August 15, 2021

- (1) In June 2019, the Company extended the expiry date of the 4,166,667 warrants from July 2019 to July 2020.

(d) Options

The Company has a stock option plan that provides for the issuance to its directors, officers, employees and consultants options to purchase from treasury a number of common shares not exceeding 10% of the common shares that are outstanding from time to time which is the number of shares reserved for issuance under the plan. Options granted under the plan vest immediately. The options are non-transferable if not exercised. The exercise price is based on the Company's common shares prior to the day of the grant, which may be different from the closing price of such shares on the day of grant for options granted to date. To date the exercise price has not been materially different from the trading price of the shares on the grant date.

There were no stock options outstanding at December 31, 2019 or 2018.

Huntington Exploration Inc.
Notes to the Consolidated Financial Statements

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9. Key Management Personnel

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company. Key management personnel include the officers and vice-presidents. Executive officers are paid salaries or management fees and participate in the Company's stock option program. Key management personnel compensation is comprised of the following:

	December 31, 2019	December 31, 2018
Consulting and management fees	\$ 42,440	\$ 92,320
Directors fees	-	-
Share based compensation	-	-
Total key management remuneration	\$ <u>42,440</u>	\$ <u>92,320</u>

10. Commitments and Contingencies

- (a) From time to time, the Company may be involved in litigation or has claims sought against it in the normal course of business operations. Management of the Company is not currently aware of any claims or actions that would materially affect the Company's reported financial position or results from operations.
 - (b) Under the terms of certain agreements and the Company's by-laws the Company indemnifies individuals who have acted at the Company's request to be a director and/or officer of the Company, to the extent permitted by law, against any and all damages, liabilities, costs, charges or expenses suffered by or incurred by the individuals as a result of their service.
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11. Financial Instruments

The Company holds various forms of financial instruments. The nature of these instruments and the Company's operations expose the Company to a variety of financial risks. The Company manages its exposure to these risks by operating in a manner that minimizes its exposure to the extent practical.

- (a) Commodity price risk
The Company is subject to commodity price risk for the sale of its production. The Company may enter into contracts for risk management purposes only, in order to protect a portion of its future cash flow from the volatility of petroleum commodity prices. To date the Company has not entered into any forward commodity contracts.
- (b) Credit Risk
Credit risk arises when a failure by counter parties to discharge their obligations could reduce the amount of future cash inflows from financial assets on hand at the date of the statement of financial position. A majority of the Company's current financial assets at the balance sheet date arise from oil sales and the Company's accounts receivable are with these customers and joint venture participants in the oil and natural gas industry. Commodity sales are normally settled on the 25th day of the month following the month of production. The Company's production is sold to large marketing companies. Typically, the Company's maximum credit exposure to customers is revenue from two months of sales. During the year ended December 31, 2019, the Company sold approximately 100% (2018 – 100%) of its oil and gas production to a single purchaser. At December 31, 2019, NIL (2018 - \$10,212) is due from its marketer. These sales were conducted on transaction terms that are typical for the sale of oil and gas in Canada. In addition, when joint operations are conducted on behalf of a joint venture partner relating to capital expenditures, costs of such operations are paid for in advance to the Company by way of a cash call by the partner of the operation being conducted.

Huntington Exploration Inc.
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As at and for the years December 31, 2019 and 2018

11. Financial Instruments - continued

(c) Foreign Currency Exchange Risk

The Company does not sell or transact in any foreign currency, however, the US dollar influences the price of oil and natural gas sold in Canada. Price fluctuations, as a result can affect the fair value of the Company's future cash flows however, given it is an indirect influence, the impact of changing exchange rates cannot be accurately quantified. The Company's other financial assets and liabilities are not directly affected by a change in currency rates.

(d) Fair Value of Financial Instruments

The Company classifies the fair value of the financial instruments measured at fair value subsequent to initial recognition according to the following hierarchy based on the amount of observable inputs used to value the instrument.

- Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and volume to provide pricing information on an ongoing basis.
- Level 2 – Pricing inputs are other than quoted prices in active markets included in Level 1. Prices in Level 2 are either directly or indirectly observable as of the reporting date. Level 2 valuations are based on inputs, including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the marketplace.
- Level 3 – Valuations in this level are those with inputs for the asset or liability that are not based on observable market data.

Cash and restricted cash have been classified as Level 1.

(e) Liquidity Risk

Liquidity risk includes the risk that, as a result of the Company's operational liquidity requirements:

- The Company will not have sufficient funds to settle a transaction on the due date;
- The Company will be forced to sell financial assets at a value which is less than what they are worth; or
- The Company may be unable to settle or recover a financial asset.

The Company has assessed its liquidity risk in Note 2.

The Company's accounts payable and accrued liabilities as at December 31, 2019 and 2018 is comprised of the following:

	December 31, 2019	December 31, 2018
Trade accounts payable	\$ 4,160	\$ 600
Accruals ⁽¹⁾	25,500	30,000
Joint venture	39,266	22,996
	\$ 68,926	\$ 53,596

(3) Includes \$25,500 (2018 - \$30,000) with respect to professional fees and \$NIL (2018 - \$NIL) with respect to other costs.

The Company's trade accounts payable and accrued liabilities as at December 31, 2019 are aged as follows:

Total	0 to 30 Days	31 to 60 Days	61 to 90 Days	Greater than 90 days
\$68,926	\$29,542	\$8,553	-	\$30,831

Huntington Exploration Inc.
Notes to the Consolidated Financial Statements

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11. Financial Instruments - continued

The Company's operating cash requirements are continuously monitored and adjusted as input variables change. These variables include but are not limited to, oil production from existing wells, results from new wells drilled, commodity prices, cost overruns on capital projects and regulations relating to prices, taxes, royalties, land tenure, allowable production and availability of markets. As these variables change, liquidity risks may necessitate the Company to conduct equity issues or obtain project debt financing.

12. Capital Risk Management

The Company manages its capital with the objective to continue as a going concern, create investor confidence and to strengthen its working capital position. The capital structure of the Company is primarily composed of equity. The Company's strategy is to currently access capital, primarily through equity issuances, in order to maintain a strong capital base for the objectives of maintaining financial flexibility and to sustain the future development of the business. The Company manages its capital structure and makes adjustments relative to changes in economic conditions and the Company's risk profile.

In order to maintain the capital structure, the Company may from time to time issue shares and adjust its capital spending to manage current working capital levels. Bank debt may be added in future periods. The Company is not currently subject to any externally imposed covenants.

The Company's capital includes the following:

	December 31, 2019	December 31, 2018
Equity (deficiency)	\$ 298,433	\$ (9,566)

13. Segmented Information

The Company operates in one reportable operating segment as described in note 1.

14. Discontinued Operations

During the year ended December 31, 2017, the Company disposed of its interests in the Provost, Bindloss and Panny CGU's. During the year ended December 31, 2018, adjustments to the closing costs of \$15,138 were incurred.

15. Subsequent Event

Since December 31, 2019, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", was declared a global pandemic by the World Health Organization and governments worldwide have enacted emergency measures to combat the spread of the virus. These measures, which include public health measures requesting the public to stay at home as much as possible, the implementation of travel bans, self-imposed quarantine periods and physical distancing, have caused material disruptions to businesses globally resulting in an economic slowdown. Global equity markets and oil prices have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company.