

XXL ENERGY CORP.

**Consolidated Financial Statements
December 31, 2016 and 2015
(Expressed in US Dollars)**

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Independent Auditors' Report

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INDEPENDENT AUDITORS' REPORT

TO THE SHAREHOLDERS OF XXL ENERGY CORP.

We have audited the accompanying consolidated financial statements of XXL Energy Corp., which comprise the consolidated statements of financial position as at December 31, 2016 and 2015 and the consolidated statements of operations and comprehensive loss, changes in shareholders' deficiency and cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

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

Auditors' Responsibility

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

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

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

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of XXL Energy Corp. as at December 31, 2016 and 2015, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to note 1 in the consolidated financial statements, which describes matters and conditions that indicate the existence of material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern.

Smythe LLP

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April 25, 2017

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XXL Energy Corp.
Consolidated Statements of Financial Position
As at December 31
(Expressed in US dollars)

	Notes	2016	2015
ASSETS	12		
Current assets			
Cash		\$ 63,958	\$ 63,903
Accounts receivable	7	15,534	12,491
Prepaid expenses		712	691
		80,204	77,085
Non-current assets			
Reclamation bond	10	25,000	25,000
Exploration and evaluation assets	8	137,851	138,851
Developed and producing properties	8	309,949	326,947
		\$ 553,004	\$ 567,883
LIABILITIES AND EQUITY			
Current liabilities			
Accounts payable and accrued liabilities		\$ 530,386	\$ 535,488
Loans payable to related parties	12	11,939,816	10,626,800
Due to related parties	13	1,043,210	907,249
		13,513,412	12,069,537
Non-current liabilities			
Loans payable to related party	12	211,995	18,785
Decommissioning obligations	9	401,317	406,708
		14,126,724	12,495,030
SHAREHOLDERS' DEFICIENCY			
Capital stock	11	85,314,772	85,314,772
Contributed surplus	12	185,780	66,226
Translation reserve		1,484,739	1,645,776
Deficit		(100,559,011)	(98,953,921)
		(13,573,720)	(11,927,147)
		\$ 553,004	\$ 567,883

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

Approved on behalf of the Board:

"Alistair Palmer"
Director

"Fletcher FitzGibbon"
Director

XXL Energy Corp.

Consolidated Statements Operations and Comprehensive Loss

Years Ended December 31

(Expressed in US dollars)

	Notes	2016	2015
Revenue			
Petroleum and natural gas sales		\$ 102,096	\$ 144,938
Direct Operating Expenses			
Production		91,045	118,974
Depletion and depreciation	8	7,376	13,307
		98,421	132,281
Operating Income			
		3,675	12,657
General and Administrative Expenses			
Finance	12, 13	1,468,301	1,295,813
General and administrative fees	13	98,756	96,938
Foreign exchange loss (gain)		(20,025)	113,661
Professional fees		29,891	34,925
Filing and transfer agent fees		12,722	12,548
Director and officer fees	13	18,120	18,772
		1,607,765	1,572,657
		(1,604,090)	(1,560,000)
Impairment of exploration and evaluation assets	8	(1,000)	(664,851)
Impairment of developed and producing properties	8	-	(110,685)
Net Loss for the Year			
		(1,605,090)	(2,335,536)
Other Comprehensive Gain (Loss)			
Items that may not be reclassified subsequently to profit or loss			
Foreign exchange gain (loss) on translating foreign operations		(161,037)	988,188
Total Comprehensive Loss for the Year			
		\$ (1,766,127)	\$ (1,347,348)
Basic and Diluted Loss Per Share			
		\$ (0.22)	\$ (0.32)
Weighted Average Number of Common Shares Outstanding			
		7,252,943	7,252,943

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

XXL Energy Corp.
Consolidated Statements of Changes in Shareholders' Deficiency

(Expressed in US dollars)

	Capital Stock		Contributed Surplus	Translation Reserve	Deficit	Total
	Number of Shares	Amount				
Balance as at December 31, 2014	7,252,943	\$ 85,314,772	\$ 51,170	\$ 657,588	\$ (96,618,385)	\$ (10,594,855)
Foreign exchange gain on translating foreign operations	-	-	-	988,188	-	988,188
Fair value adjustment to loan (note 12)	-	-	15,056	-	-	15,056
Net loss for the year	-	-	-	-	(2,335,536)	(2,335,536)
Balance as at December 31, 2015	7,252,943	\$ 85,314,772	\$ 66,226	\$ 1,645,776	\$ (98,953,921)	\$ (11,927,147)

	Capital Stock		Contributed Surplus	Translation Reserve	Deficit	Total
	Number of Shares	Amount				
Balance as at December 31, 2015	7,252,943	\$ 85,314,772	\$ 66,226	\$ 1,645,776	\$ (98,953,921)	\$ (11,927,147)
Foreign exchange loss on translating foreign operations	-	-	-	(161,037)	-	(161,037)
Fair value adjustment to loan (note 12)	-	-	119,554	-	-	119,554
Net loss for the year	-	-	-	-	(1,605,090)	(1,605,090)
Balance as at December 31, 2016	7,252,943	\$ 85,314,772	\$ 185,780	\$ 1,484,739	\$ (100,559,011)	\$ (13,573,720)

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

XXL Energy Corp.
Consolidated Statements of Cash Flows
Years Ended December 31
(Expressed in US dollars)

	2016	2015
Operating activities		
Net loss for the year	\$ (1,605,090)	\$ (2,335,536)
Adjustments for items not involving cash:		
Depletion and depreciation	8 7,376	13,307
Unrealized foreign exchange gain	(20,025)	(10,947)
Accretion expense	9 6,187	7,837
Accrued finance fees on loans payable	12, 13 1,468,301	1,287,976
Impairment of exploration and evaluation assets	8 1,000	664,851
Impairment of developed and producing properties	8 -	110,685
	(142,251)	(261,827)
Changes in non-cash working capital:		
Accounts receivable	(3,043)	17,680
Prepaid expenses	(21)	133
Accounts payable and accrued liabilities	(44,494)	140,626
Due to related parties	136,010	-
Cash used in operating activities	(53,799)	(103,388)
Investing activity		
Expenditures on petroleum and natural gas properties	(1,956)	(6,230)
Cash used in investing activity	(1,956)	(6,230)
Financing activity		
Proceeds on loan payable	55,858	32,876
Cash provided by financing activity	55,858	32,876
Foreign exchange effect on cash	(48)	(251)
Change in cash during the year	55	(76,993)
Cash, beginning of the year	63,903	140,896
Cash, end of the year	\$ 63,958	\$ 63,903

Supplemental cash flow information (note 16)

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

XXL ENERGY CORP.

Notes to the Consolidated Financial Statements
For the Years Ended December 31, 2016 and 2015
(Expressed in US Dollars, unless otherwise noted)

1. NATURE OF OPERATIONS AND GOING CONCERN

XXL Energy Corp. (the “Company” or “XXL Energy”) is a petroleum and natural gas entity engaged in the acquisition, exploration and development of petroleum and natural gas properties located in the United States of America.

The Company is a publicly listed company incorporated in Canada with limited liability under the legislation of the province of British Columbia. The Company’s shares are listed on the TSX Venture Exchange.

The principal mailing address of the Company is RPO Box 60610 Granville Park, Vancouver, British Columbia, Canada, V6H 4B9. The records of the Company are located at 1500 West 16th Avenue, Vancouver, British Columbia, Canada, V6K 2L6. The Company’s registered address is 595 Howe Street, Suite 700, Vancouver, British Columbia, Canada, V6C 2T5.

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

The Company has incurred a net loss of \$1,605,090 (2015 - \$2,335,536) is currently unable to self-finance operations, has a working capital deficit of \$13,433,208 (2015 - \$11,992,452), an accumulated deficit of \$100,559,011 (2015 - \$98,953,921), limited cash resources, limited resources of operating cash flow, and no assurances that sufficient funding will be available to maintain or conduct further exploration and development of its petroleum and natural gas interests. The Company will require additional equity and/or debt financing to meet its administrative overhead costs, and to continue exploration work on its petroleum and natural gas interests.

The application of the going concern concept is dependent upon the Company’s ability to generate future profitable operations and receive continued financial support from its shareholders, related parties and from continued forbearance from debt holders. Management is actively seeking to raise the necessary capital to meet its funding requirements and has undertaken available cost-cutting measures. There can be no assurance that management’s plan will be successful.

These matters indicate material uncertainties that may cast significant doubt about the Company’s ability to continue as a going concern. These consolidated financial statements do not include any adjustments relating to the recoverability of assets and classification of assets and liabilities that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

2. BASIS OF PREPARATION

(a) Statement of compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”), as issued by the International Accounting Standards Board (“IASB”).

XXL ENERGY CORP.

Notes to the Consolidated Financial Statements
For the Years Ended December 31, 2016 and 2015
(Expressed in US Dollars, unless otherwise noted)

2. BASIS OF PREPARATION (continued)

(a) Statement of compliance (continued)

The accounting policies set out in note 3 have been applied consistently to all years presented by the Company and its wholly owned subsidiary, Exxel Energy (USA) Inc. ("Exxel Energy").

(b) Basis of measurement

These consolidated financial statements have been prepared on a historical cost basis, except for certain financial instruments, which are measured at fair value. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

(c) Functional and presentation currency

The functional currency of the Company is the Canadian dollar. The functional currency of Exxel Energy is the US dollar. These consolidated financial statements are presented in US dollars.

(d) Critical judgments and estimates

The preparation of consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that may affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Following are the accounting policies subject to such judgments and the key sources of estimation uncertainty that the Company believes could have the most significant impact on the reported results and financial position.

Critical accounting judgments

Reserves

The estimate of petroleum and natural gas reserves is integral to the calculation of the amount of depletion charged to the consolidated statements of operations and comprehensive loss and is also a key determinant in assessing whether the carrying value of any of the Company's development and production assets have been impaired. Changes in reported reserves can impact asset carrying values and the decommissioning provision due to changes in expected future cash flows. The Company's reserves are evaluated and reported on by independent reserve engineers at least annually in accordance with Canadian Securities Administrators' National Instrument 51-101 *Standards of Disclosure of Oil and Gas Activities*. Reserve estimation is based on a variety of factors including engineering data, geological and geophysical data, projected future rates of production, commodity pricing and timing of future expenditures, all of which are subject to significant judgment and interpretation.

XXL ENERGY CORP.

Notes to the Consolidated Financial Statements
For the Years Ended December 31, 2016 and 2015
(Expressed in US Dollars, unless otherwise noted)

2. BASIS OF PREPARATION (continued)

(d) Critical judgments and estimates (continued)

Identification of cash-generating units ("CGUs")

The Company's assets are aggregated into CGUs for the purpose of calculating impairment. CGUs are based on an assessment of the unit's ability to generate independent cash inflows. The determination of these CGUs was based on management's judgment with regard to shared infrastructure, geographical proximity, petroleum type and similar exposure to market risk and materiality.

Recoverability of asset carrying values

At each reporting date, the Company assesses its petroleum and natural gas properties and exploration and evaluation assets for possible impairment, to determine if there is any indication that the carrying amounts of the assets may not be recoverable. An assessment is also made at each reporting date to determine whether there is an indication that previously recognized impairment losses no longer exist or have decreased. Determination as to whether and how much an asset is impaired or no longer impaired, involves management estimates on highly uncertain matters, such as future commodity prices, discount rates, production profiles, operating costs, future capital costs and reserves. Changes in circumstances may impact these estimates, which may impact the recoverable amount of assets. Any change in the impairment loss or reversal of impairment loss could have a material financial impact in future periods, but future depletion expense would be impacted as a result.

Going concern

The assessment of whether the going concern assumption is appropriate requires management to take into account all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. The Company is aware that material uncertainties related to events or conditions may cast significant doubt upon the Company's ability to continue as a going concern.

The determination of functional currency

The functional currency of the Company and its subsidiary is the currency of the primary economic environment and the Company reconsiders the functional currency if there is a change in events and conditions, which determined the primary economic environment.

Critical accounting estimates

Decommissioning obligations (note 9)

Amounts recorded for decommissioning obligations require the use of management's best estimates of future decommissioning expenditures, expected timing of expenditures, future inflation rates and expected discount rates. The estimates are based on internal and third party information and calculations are subject to change over time and may have a material impact on profit or loss or financial position.

XXL ENERGY CORP.

Notes to the Consolidated Financial Statements
For the Years Ended December 31, 2016 and 2015
(Expressed in US Dollars, unless otherwise noted)

2. BASIS OF PRESENTATION (continued)

(d) Critical judgments and estimates (continued)

Critical accounting estimates (continued)

Recoverability of accounts receivable

Accounts receivable are recorded at the estimated recoverable amount, which involves the estimate of uncollectible accounts.

Discount rate of loans

The loans payable are initially recognized at fair value, calculated as the net present value of the liability based upon discount rates used by comparable issuers and accounted for at amortized cost using the effective interest rate method.

Income taxes

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

(e) Approval of the consolidated financial statements

The consolidated financial statements of XXL Energy Corp. for the years ended December 31, 2016 and 2015 were reviewed, approved and authorized for issue by the Board of Directors on April 25, 2017.

XXL ENERGY CORP.

Notes to the Consolidated Financial Statements
For the Years Ended December 31, 2016 and 2015
(Expressed in US Dollars, unless otherwise noted)

3. SIGNIFICANT ACCOUNTING POLICIES

The following is a summary of the Company's significant accounting policies:

(a) Basis of consolidation

(i) Subsidiary

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiary, Exxel Energy. A subsidiary is an entity in which the Company has control, where control requires exposure or rights to variable returns and the ability to affect those returns through power over the investee. All intercompany transactions and balances have been eliminated upon consolidation.

(ii) Jointly controlled operations and jointly controlled assets

The Company's petroleum and natural gas activities involve jointly controlled operations. The consolidated financial statements include the Company's share of costs, deferred costs and liabilities incurred in respect of its interests in jointly controlled operations.

(b) Foreign currency translation

Transactions in foreign currencies are translated to the respective functional currencies of the Company and its wholly owned subsidiary, Exxel Energy, at the exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated into the respective functional currency at the reporting date and foreign currency gains or losses are recognized in net loss for the year.

XXL Energy's financial information is translated from Canadian dollars, its functional currency, at each reporting period to US dollars, the Company's reporting currency. Assets and liabilities are translated at the exchange rates prevailing at the consolidated statement of financial position dates, and revenue and expenses are translated on the basis of average exchange rates during the year. Any recognized and unrecognized gains or losses arising from the translation of these amounts are recorded in other comprehensive loss and classified as a component equity.

(c) Financial instruments

(i) Financial assets

The Company classifies its financial assets in the following categories: financial assets at fair value through profit or loss ("FVTPL"), loans and receivables, held-to-maturity ("HTM") and available-for-sale ("AFS"). The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of financial assets at initial recognition.

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Notes to the Consolidated Financial Statements
For the Years Ended December 31, 2016 and 2015
(Expressed in US Dollars, unless otherwise noted)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Financial instruments (continued)

(i) Financial assets (continued)

Fair value through profit or loss

An instrument is classified at FVTPL if it is held-for-trading or is designated as such upon initial recognition. Financial instruments are designated at FVTPL 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 profit or loss when incurred. Financial instruments at FVTPL are measured at fair value and changes therein are recognized in operations.

Loans and receivables

Trade receivables, loans and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as loans and receivables. Loans and receivables are initially recognized at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, loans and receivables are measured at amortized cost using the effective interest rate method, less any impairment losses. The impairment loss on receivables is based on a review of all outstanding amounts at year-end. Bad debts are written off during the year in which they are identified. Interest income is recognized by applying the effective interest rate method.

Held-to-maturity

HTM financial assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. HTM financial assets are recognized on a trade-date basis and are initially measured at fair value using the effective interest rate method.

Available-for-sale

AFS financial assets are non-derivatives that are either designated as AFS or not classified in any of the other financial assets categories. Changes in the fair value of AFS financial assets other than impairment losses are recognized as other comprehensive income and classified as a component of equity. When an AFS financial asset is disposed of or is determined to be impaired, the cumulative gain or loss previously recognized in accumulated other comprehensive income is included in profit or loss for the year.

XXL ENERGY CORP.

Notes to the Consolidated Financial Statements
For the Years Ended December 31, 2016 and 2015
(Expressed in US Dollars, unless otherwise noted)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Financial instruments (continued)

(ii) Financial liabilities

The Company classifies its financial liabilities as FVTPL and other financial liabilities.

Fair value through profit or loss

Financial liabilities classified as FVTPL include financial liabilities held-for-trading and financial liabilities designated upon initial recognition as FVTPL. Fair value changes on financial liabilities classified as FVTPL are recognized in profit or loss.

Other financial liabilities

Other financial liabilities are non-derivatives and are recognized initially at fair value, net of transaction costs incurred, and are subsequently stated at amortized cost using the effective interest rate method. Any difference between the amounts originally received, net of transaction costs, and the redemption value is recognized in profit or loss over the period to maturity using the effective interest method. Other financial liabilities are classified as current or non-current based on their maturity date.

(iii) Effective interest method

The effective interest method calculates the amortized cost of a financial asset and allocates interest income over the corresponding period. The effective interest rate is the rate that discounts estimated future cash receipts over the expected life of the financial asset or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

(iv) Fair value hierarchy

The Company provides information about its financial instruments measured at fair value at one of three levels according to the relative reliability of the inputs used to estimate the fair value:

Level 1 - quoted prices (unadjusted) in active markets that are accessible at the measurement date for identical assets or liabilities;

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and

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

XXL ENERGY CORP.

Notes to the Consolidated Financial Statements
For the Years Ended December 31, 2016 and 2015
(Expressed in US Dollars, unless otherwise noted)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Financial instruments (continued)

(v) Impairment of financial assets

A financial asset is assessed at each reporting date to determine whether there is any objective evidence that it is impaired. A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset.

An impairment loss in respect of a financial asset measured at amortized cost is present value of the estimated future cash flows discounted at the asset's original effective interest rate.

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 profit or loss.

An impairment loss is reversed if the reversal can be related objectively to an event occurring after the impairment loss was recognized. For financial assets measured at amortized cost, the reversal is recognized in profit or loss.

(d) Revenue recognition

Revenue from the sale of petroleum and natural gas is recorded when title passes to an external party and is based on volumes delivered to customers at contractual delivery points, and rates and collectability are reasonably assured. Delivery is generally at the time the petroleum enters the tank and when the natural gas enters the pipeline. The costs associated with delivery, including operating and maintenance costs, transportation and production-based royalty expenses, are recognized during the same period in which the related revenue is earned and recorded.

(e) Petroleum and natural gas properties

Exploration and evaluation ("E&E") assets

Once a legal right to explore has been acquired the costs of the following: exploration licenses, unproved property acquisition costs, geological and geophysical costs, and costs directly associated with an exploration well and appraisal activities are capitalized as E&E assets. The costs are accumulated in cost centers by well, field or exploration area pending determination of technical feasibility and commercial viability.

XXL ENERGY CORP.

Notes to the Consolidated Financial Statements
For the Years Ended December 31, 2016 and 2015
(Expressed in US Dollars, unless otherwise noted)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Petroleum and natural gas properties (continued)

Exploration and evaluation (“E&E”) assets (continued)

The technical feasibility and commercial viability are based upon estimates of the recoverability of capitalized costs by future exploitation or sale and where the activities have reached a stage that permits reasonable assessment of the existence of proved and proven reserves. A review of each exploration license or field will be carried out, at least annually, to ascertain whether proven plus probable reserves have been discovered. Upon determination of proven plus probable reserves, E&E assets attributable to those reserves will be first tested for impairment and then reclassified from E&E assets to developed petroleum and natural gas properties.

Certain of the Company’s properties in North Dakota and Wyoming are classified as E&E assets.

Developed and producing properties

Items in developed and producing properties are measured at cost less accumulated depletion and depreciation and accumulated impairment losses. Development assets are grouped into CGUs for impairment testing. As at December 31, 2016 the Company has two CGUs based on geographic locations, which are Green River Basin, Wyoming, and Garfield, Colorado.

Gains and losses on disposal of developed petroleum and producing properties are determined by comparing the proceeds from disposal with the carrying amount of the asset and are recognized net within profit or loss.

Costs incurred subsequent to the determination of technical feasibility and commercial viability and the costs of replacing parts of development and production assets are recognized as petroleum 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 profit or loss as incurred. Such capitalized petroleum and natural gas interests generally represent costs incurred in developing proved and/or probable reserves and bringing in or enhancing production from such reserves, and are accumulated on a field or geotechnical area basis. The carrying amount of any replaced or sold component is derecognized. The costs of the day-to-day servicing of development and production assets are recognized in profit or loss as incurred.

Depletion and depreciation

The net carrying value of development or production assets is depleted using the unit-of-production method by reference to the ratio of production in the year of the related proven and probable reserves. These estimates are reviewed by independent reserve engineers at least annually.

XXL ENERGY CORP.

Notes to the Consolidated Financial Statements
For the Years Ended December 31, 2016 and 2015
(Expressed in US Dollars, unless otherwise noted)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Petroleum and natural gas properties (continued)

Depletion and depreciation (continued)

Proven and probable reserves are estimated using independent reserve engineer reports 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 viable. There should be a minimum 90% statistical probability that the actual quantity of recoverable reserves will be more than the amount estimated as proven and a maximum 10% statistical probability that it will be less. Such reserves may be considered commercially viable 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; and
- evidence that the necessary production, transmission and transportation facilities are available or can be made available.

Reserves may only be considered proven if future economic feasibility is supported by either actual production or conclusive formation testing. The area of reservoir considered proven 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.

(f) Impairment of non-financial assets

E&E assets are assessed for impairment when they are reclassified to developing and producing assets, as developed petroleum and natural gas properties, and also if facts and circumstances suggest that the carrying amount exceeds the recoverable amount.

Fair value less costs to sell is determined to be the amount for which the asset could be sold in an arm's length transaction. Fair value less costs to sell can be determined by using an observable market or by using discounted future net cash flows of proved and probable reserves using forecasted prices and costs. Value in use is determined by estimating the present value of the future net cash flows expected to be derived from the continued use of the asset or CGU.

E&E assets are grouped together with the Company's CGUs when they are assessed for impairment, both at the time of any triggering facts and circumstances as well as upon their eventual reclassification to developing and producing assets (petroleum and natural gas properties).

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Notes to the Consolidated Financial Statements
For the Years Ended December 31, 2016 and 2015
(Expressed in US Dollars, unless otherwise noted)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(f) Impairment of non-financial assets (continued)

The carrying amount of E&E assets and petroleum and natural gas assets are reviewed at each reporting date to determine whether there is any indication of impairment. An impairment test is completed if any such indication exists. 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 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.

An impairment loss would be recognized if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognized in profit or loss.

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

(g) Income taxes

Income tax expense comprises current and deferred tax. Income tax expense is recognized in net loss, except to the extent that if the income tax expense related to items recognized directly in equity, the income tax expense would also be recognized in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized using the asset and liability method providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. 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 at 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 taxable 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.

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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(h) Earnings (loss) per share

Basic earnings (loss) per share is calculated by dividing net income (loss) attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the year. Diluted earnings (loss) per share is computed using the treasury stock method. In accordance with the treasury stock method, the weighted average number of common shares outstanding is increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods. Diluted earnings (loss) per share excludes the exercise of options and warrants and other convertible features to the extent they are anti-dilutive.

(i) Share-based payments

The Company may grant share options to acquire common shares of the Company to directors, officers, employees and consultants. The fair value of share-based payments to employees is measured at grant date, using the Black-Scholes option pricing model, and is recognized over the vesting period for employees using the graded method. Fair value of share-based payments to non-employees is recognized and measured at the date the goods or services are received based on the fair value of such goods or services. If it is determined that the fair value of goods and services received cannot be reliably measured, the share-based payment is measured at the fair value of the equity instruments issued using the Black-Scholes option pricing model.

For both employees and non-employees, the fair value of share-based payments is recognized as either an expense or as petroleum and natural gas properties with a corresponding increase in options reserve. The amount recognized as expense is adjusted to reflect the number of share options expected to vest. Consideration received on the exercise of stock options is recorded in capital stock and the related share-based payment in options reserve is transferred to capital stock. For those options that expire, the recorded value is transferred to deficit.

(j) Decommissioning obligations

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

Decommissioning obligations are measured at the present value of management's best estimate of expenditure required to settle the present obligation at the consolidated statement of financial position 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 finance costs whereas increases/decreases due to changes in the estimated future cash flows are capitalized. Actual costs incurred upon settlement of the decommissioning obligations are charged against the provision to the extent the provision was established.

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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(k) Provisions

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

(l) New accounting pronouncements

IFRS 9 *Financial Instruments*

IFRS 9 will replace IAS 39 *Financial Instruments: Recognition and Measurement* and IFRIC 9 *Reassessment of Embedded Derivatives*. The final version of this new standard supersedes the requirements of earlier versions of IFRS 9.

The main features introduced by this new standard compared with predecessor IFRS are as follows:

- *Classification and measurement of financial assets:*
Debt instruments are classified and measured on the basis of the entity's business model for managing the asset and its contractual cash flow characteristics as either: "amortized cost", "fair value through other comprehensive income", or "fair value through profit or loss" (default). Equity instruments are classified and measured as "fair value through profit or loss" unless upon initial recognition elected to be classified as "fair value through other comprehensive income".
- *Classification and measurement of financial liabilities:*
When an entity elects to measure a financial liability at fair value, gains or losses due to changes in the entity's own credit risk is recognized in other comprehensive income (as opposed to previously profit or loss). This change may be adopted early in isolation of the remainder of IFRS 9.
- *Impairment of financial assets:*
An expected credit loss impairment model replaced the incurred loss model and is applied to financial assets at "amortized cost" or "fair value through other comprehensive income", lease receivables, contract assets or loan commitments and financial guarantee contracts. An entity recognizes twelve-month expected credit losses if the credit risk of a financial instrument has not increased significantly since initial recognition and lifetime expected credit losses otherwise.
- *Hedge accounting:*
Hedge accounting remains a choice, however, is now available for a broader range of hedging strategies. Voluntary termination of a hedging relationship is no longer permitted. Effectiveness testing now needs to be performed prospectively only. Entities may elect to continue to applying IAS 39 hedge accounting on adoption of IFRS 9 (until the IASB has completed its separate project on the accounting for open portfolios and macro hedging).

Applicable to the Company's annual period beginning January 1, 2018.

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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(I) New accounting pronouncements (continued)

IFRS 15 Revenue from Contracts with Customers

This new standard establishes a comprehensive framework for the recognition, measurement and disclosure of revenue replacing IAS 11 Construction Contracts, IAS 18 Revenue, IFRIC 13 Customer Loyalty Programmes, IFRIC 15 Agreements for the Construction of Real Estate, IFRIC 18 Transfers of Assets from Customers and SIC-31 Revenue — Barter Transactions Involving Advertising Services.

The main features introduced by this new standard compared with predecessor IFRS are as follows:

- Revenue is recognized based on a five-step model:
 1. Identify the contract with customer;
 2. Identify the performance obligations;
 3. Determine the transaction price;
 4. Allocate the transaction price to the performance obligations; and
 5. Recognize revenue when (or as) the performance obligations are satisfied.
- New disclosure requirements on information about the nature, amount, timing and uncertainty of revenue and cash flows from contracts with customers.

Applicable to the Company's annual period beginning January 1, 2018.

Disclosure Initiative (Amendments to IAS 7 Statement of Cash Flows)

The amendments require entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, and are effective for annual periods beginning on or after January 1, 2017 with earlier application permitted.

The Company has not early-adopted these standards and is currently assessing the impact that the standards will have on the consolidated financial statements.

4. FINANCIAL INSTRUMENTS

Fair value

The carrying values of cash, accounts receivable, accounts payable and accrued liabilities and due to related parties approximate their fair values due to the short-term maturity of these financial instruments. The loans payable to related parties are classified as Level 2 financial instruments on the fair value hierarchy.

Classification

The Company classifies its financial instruments as follows: cash is classified as a financial asset at FVTPL; accounts receivable, as loans and receivables; and accounts payable and accrued liabilities, due to related parties and loans payable to related parties, as other financial liabilities.

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5. FINANCIAL RISK MANAGEMENT

(a) Overview

The Company has exposure to the following risks from its use of financial instruments:

- Market risk;
- Credit risk; and
- Liquidity risk.

(b) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk comprises three types of risk: foreign currency risk, interest rate risk and other price risk.

(i) Foreign currency risk

The Company is exposed to foreign currency risk to the extent that expenditures incurred or funds received and balances maintained by the Company are denominated in currencies other than the Canadian dollar (primarily US dollars) and funds received and balances maintained by Exxel Energy that are denominated in currencies other than the US dollar (primarily Canadian dollars).

The Company operates in Canada and the United States and a significant portion of its expenses are incurred in US dollars. A significant change in the exchange rate between the Canadian dollar relative to the US dollar could have a significant effect on the Company's financial performance, financial position and cash flows.

The Company is exposed to currency risk through the following financial assets and liabilities denominated in Canadian dollars:

	December 31, 2016	December 31, 2015
Cash	\$ 14,059	\$ 782
Loans payable	(5,666,745)	(5,718,295)
	\$ (5,652,686)	\$ (5,717,513)
US dollar equivalent	\$ (4,209,939)	\$ (4,131,151)

A 10% (2015 - 10%) change in the Canadian dollar against the US dollar at December 31, 2016 would result in a change of approximately \$420,994 (2015 - \$413,115) in comprehensive loss.

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5. FINANCIAL RISK MANAGEMENT (continued)

(b) Market risk (continued)

(ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to the changes in market interest rates.

The Company's cash is held in bank accounts and, due to the short-term nature of this financial instrument, fluctuations in market interest rates do not have a significant impact on the fair value as at December 31, 2016 and 2015.

The Company's loans are at fixed interest rates, and therefore, the Company's exposure to interest rate cash flow risk on the loans is not significant.

(iii) Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk. The Company is not exposed to significant other price risk on its financial assets and liabilities.

(c) Credit risk

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its payment obligations. The Company is exposed to credit risk with respect to its cash and accounts receivable.

The credit risk associated with cash is mitigated, as cash is held at major financial institutions with high credit ratings.

Accounts receivable primarily consists of trade receivables outstanding from operators of its petroleum and natural gas interests. To mitigate this risk, the Company regularly reviews the collectability of the accounts receivable to ensure there is no indication that these amounts will not be fully recoverable. As at December 31, 2016 and 2015, the Company has not recorded any allowance for doubtful accounts. The Company's accounts receivable are due within 60 days.

(d) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company assesses its liquidity risk by forecasting cash flows required by operations and anticipated financing activities.

The Company has a working capital deficiency of \$13,433,208 (2015 - \$11,992,452). Based on the current funds held, the Company will need to rely upon the continued forbearance of its creditors and/or additional financing from shareholders and/or debt holders to obtain sufficient working capital. There is no assurance that such financing will be available and on terms and conditions acceptable to the Company.

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5. FINANCIAL RISK MANAGEMENT (continued)

(d) Liquidity risk (continued)

The Company's accounts payable and accrued liabilities of \$530,386 (2015 - \$535,488) are due in the short-term within 90 days; \$11,939,816 (2015 - \$10,626,800) of the Company's loans payable to related parties are due on demand and \$211,995 (2015 - \$18,785) is due within the next seven years.

6. CAPITAL MANAGEMENT

The Company defines its capital structure as debt and shareholders' deficiency. Capital requirements are driven by the Company's exploration activities on its petroleum and natural gas interests. Management's objective is to ensure that there are sufficient capital resources to safeguard the Company's ability to continue as a going concern. Management reviews its capital management approach on an ongoing basis and believes that its approach, given the relative size of the Company, is reasonable.

Although the Company has been successful at raising funds in the past through obtaining equity and debt financing from shareholders it is uncertain whether it can continue this financing methodology.

The Board of Directors does not establish a quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company's capital stock and debt is not subject to any externally imposed capital requirements. The Company did not change its approach to capital management during the years ended December 31, 2016 and 2015.

7. ACCOUNTS RECEIVABLE

	December 31, 2016	December 31, 2015
GST receivable	\$ 1,580	\$ 1,321
Trade receivable	13,954	11,170
	\$ 15,534	\$ 12,491

8. PETROLEUM AND NATURAL GAS PROPERTIES

Exploration and Evaluation Assets

	Green River Basin, Wyoming	Williston Basin, North Dakota	Total
December 31, 2014	\$ 802,702	\$ 1,000	\$ 803,702
Impairment	(664,851)	-	(664,851)
December 31, 2015	137,851	1,000	138,851
Impairment	-	(1,000)	(1,000)
December 31, 2016	\$ 137,851	\$ -	\$ 137,851

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8. PETROLEUM AND NATURAL GAS PROPERTIES (continued)

Developed and Producing Properties

Cost	Green River Basin, Wyoming	Piceance Basin, Colorado	Asset Retirement	Total
December 31, 2014	\$ 1,496,075	\$ 27,827	\$ 216,801	\$ 1,740,703
Additions	6,230	-	-	6,230
Change in estimate of decommissioning obligation	-	-	1,798	1,798
December 31, 2015	1,502,305	27,827	218,599	1,748,731
Additions	1,956	-	-	1,956
Change in estimate of decommissioning obligation	-	-	(11,578)	(11,578)
December 31, 2016	\$ 1,504,261	\$ 27,827	\$ 207,021	\$ 1,739,109
Accumulated Depletion and Impairment	Green River Basin, Wyoming	Piceance Basin, Colorado	Asset Retirement	Total
December 31, 2014	\$ (1,270,732)	\$ (4,188)	\$ (22,872)	\$ (1,297,792)
Depletion	(6,825)	(697)	(5,785)	(13,307)
Impairment	(110,685)	-	-	(110,685)
December 31, 2015	(1,388,242)	(4,885)	(28,657)	(1,421,784)
Depletion	(2,697)	(533)	(4,146)	(7,376)
December 31, 2016	\$ (1,390,939)	\$ (5,418)	\$ (32,803)	\$ (1,429,160)
Net Book Value	Green River Basin, Wyoming	Piceance Basin, Colorado	Asset Retirement	Total
December 31, 2015	\$ 114,063	\$ 22,942	\$ 189,942	\$ 326,947
December 31, 2016	\$ 113,322	\$ 22,409	\$ 174,218	\$ 309,949

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8. PETROLEUM AND NATURAL GAS PROPERTIES (continued)

(a) Properties

(i) Green River Basin (Wyoming) and Williston Basin (North Dakota)

Green River Basin

In the Green River Basin, the Company currently has interests in six wells and three royalty interest wells.

Williston Basin

The Company holds an interest in certain acreage in the Williston Basin of North Dakota as an E&E property. During the year ended December 31, 2016, the Company wrote off the balance of the property to \$nil and recorded an impairment charge of \$1,000 (2015 - \$nil), which is categorized in Level 3 of the fair value hierarchy.

(ii) Piceance Basin (Colorado)

On March 16, 2005, the Company acquired an interest in certain oil and gas leases and related assets in Piceance Basin, Colorado.

The Company developed its interests in the properties in a joint venture with a third party operator and drilled four wells all of which are currently shut-in, pending abandonment operations or abandoned. The Company has a 75% working interest in the wells and a corresponding decommissioning obligation for each of the wells.

Included in the acreage purchased, the Company holds a 16.98% working interest in the RWF 14-13 well operated by Williams Production RMT Company from which the Company receives revenue from production.

(iii) Impairment

During the years ended December 31, 2016 and 2015, the Company performed an assessment of potential impairment indicators, and management determined that with the decline in crude oil and natural gas prices that an impairment test on its developed and producing petroleum and natural gas assets was required.

During the year ended December 31, 2016, the Company determined that the recoverable amounts of its developed and producing properties in the Colorado and Green River Basin CGUs exceeded its carrying amounts. Accordingly, no impairment was recognized.

During the year ended December 31, 2015, the Company determined that the recoverable amounts of its developed and producing properties in the Colorado CGU exceeded its carrying amounts. Accordingly, no impairment was recognized. The carrying amount of Green River Basin CGU exceeded its recoverable amount, resulting in impairment of \$110,685.

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8. PETROLEUM AND NATURAL GAS INTERESTS (continued)

(a) Properties (continued)

(iii) Impairment (continued)

During the year ended December 31, 2015 and 2016, the recoverable amounts were determined based on a fair value less cost to sell model (2015 – value in use model using a discounted cash flow method) and categorized in Level 3 of the fair value hierarchy. Key assumptions in the determination of cash flows from reserves include crude oil and natural gas prices, loss factors and discount rates specific to the underlying composition of assets residing the CGU. The pre-tax discount rate used in 2015 was 11.6%.

The following tables show the future crude oil and natural gas price estimates used by the Company's independent reserves evaluator at December 31, 2015 and 2016:

2016:	2017	2018	2019	2020	2021	2022	2023	2024	Thereafter
WTI (US\$/bbl)	55.00	58.70	62.40	69.00	75.80	77.30	78.80	80.40	+2%/year
WCS (C\$/bbl)	53.70	58.20	61.90	66.50	71.00	72.40	83.80	75.30	+2%/year
AECO (C\$/MMbtu)	3.40	3.15	3.30	3.60	3.90	3.95	4.10	4.25	+2%/year

2015:	2016	2017	2018	2019	2020	2021	2022	2023	Thereafter
WTI (US\$/bbl)	45.00	53.60	62.40	69.00	73.10	77.30	81.60	86.20	+2%/year
WCS (C\$/bbl)	46.40	54.40	59.70	66.30	68.20	72.30	76.50	80.90	+2%/year
AECO (C\$/MMbtu)	2.70	3.20	3.55	3.85	3.95	4.20	4.45	4.70	+2%/year

Due to the decline of the bid prices of recent sales of leases, management concluded that indicators of impairment existed as at December 31, 2015 its exploration and evaluation assets. The Company determined the recoverable amount of the Green River Basin to be less than the carrying amount and therefore recorded an impairment loss at December 31, 2015 of \$664,851. The recoverable amount of \$137,851 is based on the Green River Basin properties' fair value less costs to sell. In estimating the fair value less costs to sell, the Company used a market approach. The Company used sale prices of adjacent properties obtained from the Bureau of Land Management. As this valuation technique requires the use of unobservable inputs including the Company's data about the property and management's interpretation of that data, it is classified within Level 3 of the fair value hierarchy. A value in use calculation is not applicable as the Company does not have any expected cash flows from using the property at this stage of operations. In estimating fair value less costs to sell, management's judgement was involved in identifying comparable properties with characteristics similar to the Green River Basin properties (e.g., nature and amount of resources, size and accessibility).

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8. PETROLEUM AND NATURAL GAS INTERESTS (continued)

(b) Realization of assets

The investment in, and expenditures on, petroleum and natural gas interests comprise a significant portion of the Company's assets. Realization of the Company's investment in these assets is dependent upon the establishment of legal ownership, the attainment of successful production from the properties or from the proceeds of their disposal.

Petroleum and natural gas exploration and development is highly speculative and involves inherent risks. While the rewards if a petroleum or natural gas deposit is discovered can be substantial, few properties that are explored are ultimately developed into production. There can be no assurance that current exploration programs will result in the discovery of economically viable quantities of petroleum or natural gas.

Environmental legislation is becoming increasingly stringent and costs and expenses of regulatory compliance are increasing. The impact of new and future environmental legislation on the Company's operations may cause additional expenses and restrictions.

Although the Company has taken steps to verify title to its property interests, in accordance with industry standards, these procedures do not guarantee the Company's title. Properties may be subject to unregistered prior agreements or inadvertent non-compliance with regulatory requirements. Although the Company believes that it has title to its petroleum and natural gas interests, it cannot control or completely protect itself against the risk of title disputes or challenges.

9. DECOMMISSIONING OBLIGATIONS

The Company's decommissioning obligations result from net ownership interest in petroleum and natural gas properties, including well sites, gathering systems and processing facilities. The Company estimates the total undiscounted amount of cash flows required to settle its decommissioning liabilities is approximately \$412,200. An inflation factor of 2.85% (2015 – 2.35%) has been applied to the estimated asset retirement cost. A risk-free rate of 2.07% (2015 - 0.73%) was used to calculate the fair value of the decommissioning obligations. The change in timing of the estimated future obligations and a change in the risk-free rate results in a decrease in the present value of the decommissioning obligations.

Balance, December 31, 2014	\$	397,073
Accretion expense		7,837
Change in estimate		1,798
Balance, December 31, 2015		406,708
Accretion expense		6,187
Change in estimate		(11,578)
Balance, December 31, 2016	\$	401,317

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10. RECLAMATION BOND

The Company has a bond with the state of Wyoming authorities for a total of \$25,000. The reclamation bond represents funds held in trust to ensure the Company has adequate resources to finance road repairs and any other environmental or reclamation obligations that may arise on its Green River Basin and Williston Basin properties. The reclamation bond may be refunded to the Company upon completion of reclamation obligations.

11. CAPITAL STOCK

(a) Authorized

The Company has authorized an unlimited number of common shares without par value.

(b) Stock options

In 2008, the Company adopted an incentive stock option plan under which the Company may issue up to a maximum of 20% of the issued shares of the Company as stock options to acquire common shares in the capital of the Company as an incentive to officers, directors, employees and consultants. Options issued to consultants performing investor relations activities must vest in stages over a minimum period of twelve months with no more than 25% of the options vesting in any three-month period. Any options granted under a prior plan shall continue to be governed by the plan under which they were granted.

No options or warrants were granted or outstanding during the years ended December 31, 2016 and 2015.

12. LOANS PAYABLE TO RELATED PARTIES

	December 31, 2016	December 31, 2015
Current		
Loan payable to a company with a common director (note 12(a))	\$ 1,377,413	\$ 1,263,857
Advances from a company controlled by a director (note 12(b))	1,320,277	1,139,408
Loan from a director and officer (note 12(c))	2,535,206	2,182,728
Loan acquired by a director and officer (note 12(d))	6,706,920	5,845,148
Loans from a director and officer (notes 12(e))	-	195,659
	11,939,816	10,626,800
Non-current		
Loans from a director and officer (note 12(e))	211,995	18,785
	\$ 12,151,811	\$ 10,645,585

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12. LOANS PAYABLE TO RELATED PARTIES (continued)

- (a) Loan payable to a company with a common director and officer (“Lender 1” – Giant Energy Ltd.)

On June 23, 2008, the Company issued an unsecured note payable in the amount of \$744,767 (C\$1,000,000) due December 17, 2008 to Lender 1. As at December 31, 2016 and 2015, the loan is considered to be in default. The note bears interest at 10% per annum payable at maturity. Accrued interest of \$632,646 (C\$849,452) (2015 - \$541,314 (C\$749,178)) is included in the balance owing.

- (b) Advances from a company controlled by a director (“Lender 2” – Caravel Management Corp.)

The advances are unsecured, with no specified terms of repayment and bear interest at 15% per annum, calculated monthly and compounded quarterly and is payable on demand. Accrued interest of \$745,170 (2015 - \$564,602) is included in the balance owing.

- (c) Loan from a director and officer of the Company (“Lender 3” – John Hislop)

On February 8, 2010, the Company issued a note payable in the amount of \$1,117,152 (C\$1,500,000) to Lender 3. The note bears interest at 12% per annum, compounded monthly and is payable at maturity. Accrued interest of \$1,418,054 (C\$1,904,021) (2015 - \$1,098,913 (C\$1,520,896)) is included in the balance owing. On January 31, 2013, the note was renewed on the same terms. The note will mature at the earlier of the following:

- (i) January 31, 2018; or
(ii) 10 business days following the delivery of demand repayment by Lender 3.

As collateral, the Company has granted a debenture to Lender 3 creating a fixed and floating charge over all of the Company’s real and personal assets.

- (d) Loan acquired by a director and officer of the Company (“Lender 4” – John Hislop)

On November 24, 2008, Warrior Oil and Gas Holdings Inc. (“Warrior”) acquired a note payable from the Company in the amount of \$2,000,000 (including the mortgage attached to the note) from a third party. The note was collateralized by a mortgage over certain petroleum and natural gas interests (note 8). Effective May 30, 2009, the Company commenced accruing interest on the loan at 15% per annum. As of December 31, 2016, the total loan was \$6,706,920 (2015 - \$5,845,148), including accrued interest of \$4,206,921 (2015 - \$3,345,148). At the time of the transaction, the Company and Warrior were related parties by virtue of common directors and officers. As of May 2011, they ceased being related parties. This loan is currently considered to be in default.

On October 30, 2012, Warrior finalized an assignment of debt agreement with Lender 4, whereby Warrior assigned the loan payable to Lender 4. All of the terms and conditions of the loan remained unchanged.

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12. LOANS PAYABLE TO RELATED PARTIES (continued)

(e) Loans from a director and officer of the Company (“Lender 5” – John Hislop)

		Total
Carrying amount, December 31, 2014	\$	149,601
Proceeds from new loans		32,876
Revaluation of loan payable		(15,056)
Interest expense		29,095
Accretion expense		17,928
Carrying amount, December 31, 2015		214,444
Proceeds from new loans		55,858
Revaluation of loan payable		(119,554)
Interest expense		30,792
Accretion expense		30,455
Carrying amount, December 31, 2016	\$	211,995

During the years ended December 31, 2016 and 2015, the Company issued various loans in the amount of \$55,858 (2015 -\$32,876) to Lender 5. The loans bear interest at 15% per annum, calculated quarterly, and the principal amounts will become due and payable as follows:

Next 12 months	\$	-
Next 13 – 24 months		-
Next 25 – 36 months		-
Next 37 – 48 months		-
Next 49 – 60 months		-
Next 61 – 72 months		32,876
Next 73 – 84 months		55,858
	\$	89,734

The loans were revalued on issuance and renewal to account for current comparable market interest rates. As a result, the effective interest rate was determined to be 30% per annum and a gain of \$119,554 (2015 - \$15,056) was deemed to have been received. This gain was recorded in contributed surplus to reflect the benefit having been received from a related party. Accrued interest of \$66,664 (2015 - \$37,041) is included in the balances owing.

Of the \$214,444 carrying amount as at December 31, 2015, \$18,785 was classified as non-current and the remaining \$195,659 was classified as current. During the year ended December 31, 2016, the Company modified the terms of one of the loans and extended the maturity date to September 16, 2023. Therefore, the loan is classified as non-current for the year ended December 31, 2016.

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13. RELATED PARTY TRANSACTIONS

The following is a summary of related party transactions that occurred throughout the years ended December 31, 2016 and 2015 that have not otherwise been disclosed:

- (a) Fees paid to directors and officers of \$18,120 (2015 - \$18,772). There were no post-employment benefits, termination benefits or other long-term benefits paid to key management personnel for the years ended December 31, 2016 and 2015; and
- (b) Administrative fees paid or accrued to a company controlled by a director of \$90,600 (2015 - \$93,860).

Amounts due to related parties not otherwise disclosed consist of the following:

- (a) Included in due to related parties is a total of \$1,043,210 (2015 - \$907,249) due to companies controlled by a director of the Company.

Amounts due to related parties are non-interest-bearing, unsecured and due on demand.

14. INCOME TAXES

Income tax expense differs from the amount that would be computed by applying the Canadian statutory income tax rate of 26.00% (2015 - 26.00%) to loss before income taxes. The reasons for the differences are as follows:

	2016	2015
Loss before income taxes	\$ (1,605,090)	\$ (2,335,536)
Statutory income tax rate	26.00%	26.00%
Expected income tax recovery	(417,324)	(607,239)
Adjustment due to effective rate attributable to income taxes of other jurisdictions	(148,125)	(125,898)
Change in timing differences	(3,646)	(152,752)
Impact of foreign exchange on tax assets and liabilities	63,676	317,940
Unrecognized benefit of deferred tax assets	505,419	567,949
Deferred income tax recovery	\$ -	\$ -

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14. INCOME TAXES (continued)

The Company recognizes tax benefits on losses or other deductible amounts generated in countries where it is probable future taxable income for the recognition of deferred tax assets has been met. The Company's unrecognized deductible temporary differences and unused tax losses for which no deferred tax asset is recognized consist of the following amounts:

	2016	2015
Excess of unused exploration expenditures for Canadian tax purposes over carrying value of mineral property and petroleum and natural gas interests	\$ 2,535,945	\$ 2,191,842
Excess of undepreciated capital cost over carrying value of fixed assets	192,613	113,246
Decommissioning obligation	401,317	406,708
Non-capital losses carried forward	60,709,023	61,564,199
Net capital losses carried forward - US	6,044,282	6,044,282
Unrecognized deductible temporary differences	\$ 69,883,180	\$ 70,320,277

The Company has accumulated non-capital losses for Canadian income tax purposes of approximately C\$10,244,000. These losses expire as follows

2025	C\$	700,000
2026		1,071,000
2027		674,000
2028		3,157,000
2029		1,189,000
2030		647,000
2031		669,000
2032		702,000
2033		229,000
2034		265,000
2035		827,000
2036		114,000
	C\$	10,244,000

For Canadian tax purposes, the Company has unused cumulative development and exploration expenses of C\$300,000 that may be carried forward indefinitely.

For US tax purposes, the Company has accumulated non-capital losses of \$53,531,000 that can be carried forward for 20 years and unused exploration expenditures that may be carried forward indefinitely. The Company has unused net capital losses that can be carried forward for five years.

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15. SEGMENTED DISCLOSURE

The Company operates in one reportable operating segment, being the exploration and development of petroleum and natural gas interests. The Company's assets and activities are located in the US, with the head office located in Canada.

16. SUPPLEMENTAL CASH FLOW INFORMATION

	2016	2015
Non-Cash Transactions		
Increase in decommissioning obligations	\$ (11,578)	\$ 1,798
Accounts payable and accrued liabilities included in developed and producing properties	\$ 259,931	\$ 259,931
