

EnerSpar Corp.
Condensed Interim Statements of Cash Flows
Nine Months Ended September 30, 2019 and 2018
(Expressed in Canadian dollars)

	2019	2018
	\$	\$
Operations		
Comprehensive loss	(88,435)	(86,689)
Changes in non-cash working capital items:		
Prepaid expense	12,923	2,265
Sales taxes recoverable	(3,043)	33,996
Trade and other payables	(6,252)	(142,295)
 Cash Flow used in Operating Activities	 (84,807)	 (189,841)
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Financing		
Issuance of common shares for cash	53,250	10,000
 Cash Flows from Financing Activities	 53,250	 10,000
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Cash and cash equivalents outflows	(31,557)	(179,841)
Cash and cash equivalents, beginning of the period	38,894	215,233
Cash and cash equivalents, end of the period	7,337	35,392
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EnerSpar Corp.
Notes to the Interim Financial Statements
(Expressed in Canadian dollars)
Quarter Ended September 30, 2019

1. General Business Description and Going Concern

EnerSpar Corp. (the "Company" or "EnerSpar"), was incorporated under the Business Corporations Act (Alberta) on June 27, 2011, as a Capital Pool Corporation ("CPC") as defined in Policy 2.4 of the TSX Venture Exchange Inc. (the "Exchange"). The Company completed its Qualifying Transaction on March 30, 2017 and changed its name on that day to reflect its new area of endeavour as permitted by Resolution passed at its Annual and Special General Meeting held July 14, 2016.

The Company's business is the acquisition, exploration and development of resource property especially in the field of industrial minerals.

Under the terms of the agreement with Globex Mining Enterprises Inc. ("Globex") (the "Agreement"), more fully described in the yearend financial statements and the Filing Statement for the Qualifying Transaction (all available on SEDAR.com) the Company has acquired 100% legal and beneficial interest in the Johan Beetz Feldspar Property, which is represented by four claims in the Province of Quebec namely Claims 2432487, 2432488, 2461222 and 2461223 Johan-Beetz/Iles & Ilets de Mingan 03 township Quebec NTS 12L07. Four additional claims adjoining these four have been staked by Globex on behalf of EnerSpar and are under review by the relevant authorities. The company, having fulfilled all of the requirements of the TSXV, received the TSXV's acceptance its Qualifying Transaction on March 30, 2017.

The Company's shares now are listed on the TSX-V under the symbol ENER but are presently halted owing to the pending Transaction more fully described below, and on the Frankfurt exchange under the symbol 5EO.

Under the terms of the Globex Agreement, the Company paid \$100,000 cash and issued 2.0 million common shares to the vendor at a deemed value of \$0.05 per share and agreed to a 2.5% Gross Metal Royalty to the vendor and 400,000 common shares were issued to finder as a finder's fee for Johan Beetz Feldspar Property at a deemed price of \$0.05 per share.

The Company also arranged two private placements in December 2016. The funds from these placements were held in escrow until March 30, 2017 when all requirements of the TSXV were satisfied and the qualifying transaction was approved.

On February 9, 2019, the Company entered into an arms-length Letter of Intent with Mindfull Capital Inc. ("Mindfull") an organic and functional food & beverage company whereby EnerSpar and Mindfull propose to complete a business combination by way of three-cornered amalgamation and the spinout of the Company's mineral assets. On August 9, 2019, this business combination agreement has been amended. Under the terms of this Amended Agreement, in consideration of certain cash payments to be made to EnerSpar by Mindfull in certain events, the deadline for closing of the business combination transaction has been extended to November 30, 2019. Negotiations are presently underway with Mindfull to extend the Closing date further.

While the legal Head Office is in Alberta, the address, and principal place of business of the Company is 22 Coulson Ave., Toronto, Ontario M4V 1Y5.

This and other significant documents are available on SEDAR.com and the company website, www.ENERSPAR.com.

2. Basis of Preparation

a) Statement of compliance

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

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

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2. Basis of Preparation (continued...)

b) Basis of measurement

The financial statements have been prepared on the historical cost basis except for the following:

- (i) derivative financial instruments, if any, are measured at fair value; and
- (ii) held-for-trading financial assets are measured at fair value with changes in fair value recorded in earnings.

The methods used to measure fair values are discussed in note 8.

c) Functional and presentation currency

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

d) Adoption of new and revised standards and interpretations

At the date of authorization of these financial statements, the IASB and IFRIC have issued the following new and revised Standards and Interpretations which are not yet effective for the relevant reporting periods and which the Company has not early adopted. However, the Company is currently assessing what impact the application of these standards or amendments will have on the financial statements of the Company.

3. Significant Accounting Policies

a) Share-based payments

Up to March 2017, the Company's management received their only remuneration in the form of share-based payment transactions, whereby they rendered services for no remuneration beyond a single grant of share purchase Options under the Company's Incentive Option Plan as consideration for several years of services.

In situations where equity based instruments are issued and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at fair value of the share-based payment.

The costs of equity-settled transactions are measured by reference to the fair value at the date on which they are granted.

The costs of equity-settled transactions are recognized, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant individuals become fully entitled to the award ("the vesting date") or at the date of grant in the case of fully vested share option grants. The cumulative expense is recognized for equity-settled transactions at each reporting date until the vesting date reflecting the Company's best estimate of the number of equity instruments that will ultimately vest. The profit or loss charge or credit for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and the corresponding amount is represented in the share based-payments reserve.

No expense is recognized for awards that do not ultimately vest, except for awards where vesting is conditional upon a market condition, which are treated as vesting irrespective of whether or not the market condition is satisfied provided that all other performance and/or service conditions are satisfied.

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3. Significant Accounting Policies (Continued...)

a) Share-based payments (Continued...)

Where the terms of an equity-settled award are modified, the minimum expense recognized is the expense as if the terms had not been modified. An additional expense is recognized for any modification which increases the total fair value of the share-based payment arrangement or is otherwise beneficial to the employee as measured at the date of modification.

The dilutive effect of outstanding options is reflected as additional dilution in the computation of earnings per share.

b) Taxation

Income tax expense represents the sum of tax currently payable and deferred tax.

Current income tax

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the date of the statement of financial position.

Deferred income tax

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

Deferred income tax assets are recognized for all deductible temporary differences and carry forward of unused tax credits to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and unused tax losses can be utilized, except where the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; the carrying amount of deferred income tax assets is reviewed at each date of the statement of financial position and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. The temporary differences of the Company relate to non-capital losses carry-forward and deferred share issuance costs. As the Company does not expect to become profitable in the foreseeable future, no deferred tax asset has been recorded.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the date of the statement of financial position.

In the case of the Company, the substantial uncertainty that deferred tax assets would ever be realized results in a full provision which eliminates the asset.

(c) Valuation of equity instruments

The Company has adopted the residual method with respect to the measurement of common shares and warrants issued as private placement units or initial public offering units. Warrants attached to units are valued based on the fair value of the warrants using the Black-Scholes option pricing model and the share price at the time of financing, and the difference between the proceeds raised and the value assigned to the warrants is the residual fair value of the shares.

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3. Significant Accounting Policies (Continued...)

(c) Valuation of equity instruments (Continued...)

The proceeds from the issue of units are allocated between share capital and reserve for warrants. If and when the warrants are exercised, the applicable amounts of reserve for warrants are transferred to capital stock. Consideration paid on the exercise of the warrants is credited to capital stock. If the warrants expire without exercise, the warrant reserve is transferred to retained Deficit/Surplus at expiry.

(d) Loss per share

The basic loss per share is computed by dividing the net loss by the weighted average number of common shares outstanding during the period. The diluted loss per share amounts are calculated by dividing net loss attributable to common shareholders by the weighted average number of shares outstanding during the period plus the weighted average number of shares that would be issued on the conversion of all the dilutive potential of warrants and options into common shares if the warrants and/or options are exercisable at prices less than the then market price. During the quarters ended September 30, 2019 and 2018, shares issuable on exercise of all the outstanding stock options and warrants were not included in the computation of diluted loss per share notwithstanding that some Options and Warrants were “in the money” at September 30, 2019 as the effect would have been anti-dilutive owing to the loss incurred.

(e) Financial assets

All financial assets are initially recorded at fair value and designated upon inception into one of the following four categories: held-to-maturity, available-for-sale, loans-and-receivables or at fair value through profit or loss (“FVTPL”).

Financial assets classified as FVTPL are measured at fair value with unrealized gains and losses recognized through the statement of comprehensive loss. The Company’s cash is classified as FVTPL.

(f) Financial liabilities

All financial liabilities are initially recorded at fair value and designated upon inception as either FVTPL or other-financial-liabilities.

Financial liabilities classified as other-financial-liabilities are initially recognized at fair value less directly attributable transaction costs. The Company’s trade and other payables are classified as other-financial-liabilities.

(g) Share issuance costs

Share issuance costs incurred on the issue of the Company’s shares are charged directly to share capital.

(h) Use of estimates and judgments

The preparation of these financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Accounting estimates will, by definition, seldom equal the actual results. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future years affected.

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3. Significant Accounting Policies (Continued...)

(h) Use of estimates and judgments (Continued...)

Judgments made by management that have a significant effect on the financial statements and estimates with a significant risk of material adjustment in the current and following fiscal years are discussed below. The most significant estimates relate to, but are not limited to, the following:

- Assessment of the going concern presumption;
- The calculation of the fair value of share-based payments and equity settled transactions requires the use of estimates of inputs in the Black-Scholes option pricing valuation model.

4. Capital Management

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the business and objectives of the Company. The Board of Directors does not establish quantitative return on capital criteria for management as this form of measure is irrelevant to the effective management of capital for a resource company at this exploration and development stage of operations. Instead, the Board relies on the expertise of the Company's management to sustain future development of the business. The Corporation's policy when managing capital is to maintain a strong capital base for the objectives of maintaining financial flexibility, creditor and market confidence and to sustain the future development of the business. The Company includes only shareholders' equity in its definition of capital.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size and stage of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the quarter ended September 30, 2019. The Company is not subject to externally imposed capital requirements beyond that of the TSX-Venture Exchange which calls for listed companies to have 6 months of working capital, with which the Company is not in compliance.

5. Financial Instruments and Risk Management

The Company's activities expose it to a variety of financial risks including credit risk and liquidity risk. This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital. Further quantitative disclosures are included throughout these financial statements. The Company employs risk management strategies and policies to ensure that any exposure to risk is in compliance with the Company's business objectives and risk tolerance levels. While the Board of Directors has the overall responsibility for the Company's risk management framework, the Company's management has the responsibility to administer and monitor these risks.

(a) Credit risk

Credit risk is the risk of financial loss to the Company if a counterparty fails to discharge its obligations.

The financial instruments that potentially subject the Company to a significant concentration of credit risk consist primarily of cash and receivables. The Company mitigates its exposure to credit loss by maintaining its cash in its legal counsel's trust account and / or on deposit (including term deposit) in a major schedule A Canadian Chartered Bank. The great majority of the Company's receivables are Sales Taxes receivable are from the Canadian federal and Quebec provincial governments and are accordingly recognized as being very low risk.

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5. Financial Instruments and Risk Management

(b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities as they become due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due without incurring unacceptable losses or risking harm to the Company's reputation.

(c) Fair values

The fair value of the Company's accounts payable and accrued liabilities approximates its carrying value because of the short-term nature of this financial instrument. Currently the Company is not involved in any hedging activities.

Financial instruments recorded at fair value on the statements of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 – reflects valuation based on quoted prices observed in active markets for identical assets or liabilities

Level 2 – reflects valuation techniques based on inputs that are quoted prices of similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; inputs other than quoted prices used in a valuation model that are observable for the instrument; and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 – reflects valuation techniques with significant unobservable market inputs.

A financial instrument is classified to the lowest level of the hierarchy for which a significant input has been considered in measuring fair value. The financial instrument in the Company's financial statements measured at Level 1 fair value is cash.

6. Cash and Cash Equivalents

Cash and cash equivalents consist of cash held in a Canadian Schedule I Chartered Bank account.

7. Trade, other payables and accrued liabilities

Trade, other payables and accrued liabilities of the Company are substantially all comprised of amounts outstanding for geological services relating to the exploration program, legal and audit fees.

8. Share Capital

(a) Authorized

Unlimited Common shares without par value.

Unlimited Preferred shares that are non-voting, subject to non-cumulative dividends at a rate set by the Board at the time of their issuance, redeemable at paid-up capital at both the holder's and Company's option.

(b) Incentive share Option Plan

The Company has a share option plan pursuant to which the Board of Directors of the Corporation may grant options to purchase common shares to the officers, directors and technical consultants of the Company.

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8. Share Capital (Continued...)

(b) Incentive share Option Plan (Continued...)

The aggregate number of common shares reserved for issuance under the share option plan is set at a maximum of 10% of the total number of shares issued and outstanding at the time the options are granted. Furthermore, the aggregate number of options of shares issuable to one optionee other than a technical consultant in any 12 months' period shall not exceed 5% of the total issued and outstanding common shares of the Company. The aggregate number of options of shares issuable to a technical consultant in any 12 months' period shall not exceed 2% of the total issued and outstanding common shares of the Company. The exercise price of all options issued under the share option plan may not be less than the closing market price on the Exchange on the last business day prior to the date the option was granted.

	September 30, 2019		September 30, 2018	
	Number of	Weighted	Number of	Weighted
	Options	Average	Options	Average
		Exercise		Exercise
	#	Price	#	Price
		\$		\$
Outstanding at beginning of the period:				
Granted to Directors	625,000	0.100	625,000	0.100
Granted to Directors	750,000	0.050	750,000	0.050
Granted to Directors	600,000	0.055	500,000	0.055
Granted to Consultant	-	-	200,000	0.050
Granted to Corporate secretary	200,000	0.050	200,000	0.050
Transaction during the period:				
Granted to Directors	-	-	100,000	0.055
Exercised during the period:				
Granted to Directors	625,000	0.050	-	-
Granted to Directors	400,000	0.055	-	-
Granted to Consultant	-	-	100,000	0.050
Expired during the period:				
Granted to Corporate secretary	200,000	0.050		
Balance at the end of the period	950,000		2,175,000	

As at September 30, 2019, the Company had 1,548,500 options available for issuance.

Description	Number of Options	Expiry Date	Exercise price	Fair value of options	Value per options
Directors	500,000	May 4, 2022	0.10	31,065	0.062
Directors	125,000	December 2, 2021	0.10	3,100	0.025
Directors	125,000	April 2, 2020	0.05	2,262	0.018
Directors	100,000	November 14, 2020	0.055	3,473	0.035
Directors	100,000	August 15, 2021	0.055	2,881	0.029
Total	950,000			42,782	

Above table provides information about options issued and outstanding at September 30, 2019.

500,000 options were issued to directors on May 4, 2012. The fair value of the options issued during the period was valued on the date of grant using the Black-Scholes option pricing model. In determining the fair value of the warrants, management is required to make assumptions that could have a material impact on the valuation. The following are the assumptions used: expected volatility 100%; expected dividend yield 0%; risk free interest rate 2.02%; forfeiture rate 0%; exercise price \$0.10. The fair value of the options granted on May 4, 2012 was calculated as \$0.062 per option, resulting in a total fair value of \$31,065.

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8. Share Capital (Continued...)

(b) Incentive share Option Plan (Continued...)

125,000 options were issued to a director on December 7, 2016. The fair value of the options issued was valued on the date of grant using the Black-Scholes option pricing model. In determining the fair value of the warrants, management is required to make assumptions that could have a material impact on the valuation. The following are the assumptions used: expected volatility 100%; expected dividend yield 0%; risk free interest rate 1.03%; forfeiture rate 0%; exercise price \$0.10. The fair value of the options granted was calculated as \$0.025 per option, resulting in a total fair value of \$3,100.

750,000 options were issued to directors during the quarter ended June 30, 2017. 625,000 options were exercised during 2019. The fair value of the options issued during the period was valued on the date of grant using the Black-Scholes option pricing model. In determining the fair value of the warrants, management is required to make assumptions that could have a material impact on the valuation. The following are the assumptions used: expected volatility 100%; expected dividend yield 0%; risk free interest rate 1.00%; forfeiture rate 0%; share price \$0.034; exercise price \$0.05. The fair value of the options granted was calculated as \$0.018 per option, resulting in a total fair value of \$2,262.

200,000 options were issued to the former corporate secretary during the quarter ended June 30, 2017. All options were expired in quarter ended September 30, 2019. The fair value of the options issued during the period was valued on the date of grant using the Black-Scholes option pricing model. In determining the fair value of the warrants, management is required to make assumptions that could have a material impact on the valuation. The following are the assumptions used: expected volatility 100%; expected dividend yield 0%; risk free interest rate 1.00%; forfeiture rate 0%; share price \$0.034; exercise price \$0.05. The fair value of the options granted was calculated as \$0.018 per option, resulting in a total fair value of \$3,673.

500,000 options were issued to directors during the quarter ended December 31, 2017. 400,000 options were exercised during 2019. The fair value of the options issued during the period was valued on the date of grant using the Black-Scholes option pricing model. In determining the fair value of the warrants, management is required to make assumptions that could have a material impact on the valuation. The following are the assumptions used: expected volatility 104%; expected dividend yield 0%; risk free interest rate 1.00%; forfeiture rate 0%; share price \$0.055; exercise price \$0.055. The fair value of the options granted was calculated as \$0.035 per option, resulting in a total fair value of \$3,473.

100,000 options were issued to directors on August 17, 2018. The fair value of the options issued during the period was valued on the date of grant using the Black-Scholes option pricing model. In determining the fair value of the warrants, management is required to make assumptions that could have a material impact on the valuation. The following are the assumptions used: expected volatility 135%; expected dividend yield 0%; risk free interest rate 1.00%; forfeiture rate 0%; share price \$0.04; exercise price \$0.055. The fair value of the options granted was calculated as \$0.029 per option, resulting in a total fair value of \$2,881.

(c) Loss per common share

Loss per common share is calculated based on the basic and diluted weighted average number of common shares outstanding during the quarter ended September 30, 2019 of 24,985,000 (2018 – 23,960,000). The effect of certain potential share option and warrant exercises has been excluded from the diluted calculations as despite their being “in-the-money”, exercise of such options outstanding at September 30, 2019 and September 30, 2018 would be anti-dilutive owing to the losses incurred.

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9. Income Taxes

(a) Provision for Income Taxes

The Company's income tax provision differs from the amount resulting from the application of the Canadian statutory income tax rate. A reconciliation of the combined Canadian federal and provincial income tax rates with the Company's effective tax rate is as follows:

For the year ended December 31,	2018	2017
	\$	\$
Loss before income taxes	(136,049)	(821,506)
Combined statutory rate	25%	25%
	(34,000)	(205,400)
Share based compensation	1,000	10,000
Change in valuation allowance	33,000	195,400
	-	-

The Canadian statutory income tax rate of 25% (2018 – 25%) is comprised of the federal income tax rate at approximately 15.00% (2018 – 15%) and the provincial income tax rate of approximately 11.5% (2018– 11.5%). The effect of the additional loss in the quarter is to increase the value of the loss carry forward and corresponding valuation allowance by approximately \$7,600.

The unamortized balance, for income tax purposes, of the share issuance fees amounts to approximately \$17,036 (2017 - \$25,554) and will be deductible in Canada over the next several years.

(b) Tax Loss Carry-forwards

The Company has accumulated non-capital losses of \$1,314,412 up to September 30, 2019, which may be deducted in the calculation of taxable income in future years. The losses expire from 2031 to 2037.

(c) Deferred Tax Balances

The deferred income tax asset is compromised of the following temporary differences:

As at December 31,	2018	2017
	\$	\$
Non-capital loss carry forward	206,000	167,000
Unamortized financing costs	5,000	6,800
Exploration and development expenditures	58,000	58,000
Valuation allowance	(269,000)	(233,300)
	-	-

10. Subsequent and Pending Events

1. Subsequent to the quarter end, two Directors exercised 375,000 Options at \$.10 cents each resulting in the Issue of 375,000 shares in October.
2. Negotiations have been conducted with Mindfull to extend the deadline for completion of the Transaction and a press release is expected to be issued in the coming days to reflect the conclusion of the negotiations.