

# **EnerSpar Corp.**

## **Condensed Interim Financial Statements 9 months ended September 30, 2020**

**(Expressed in Canadian dollars)  
(Unaudited)**

## MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying financial statements of EnerSpar Corp. (the "Company") are the responsibility of management and have been approved by the Board of Directors of the Company.

The financial statements have been prepared by management, on behalf of the Board of Directors, in accordance with International Financial Reporting Standards as disclosed in the notes to the financial statements. Where necessary, management has made informed judgments and estimates in accounting for transactions which were not complete at the Statement of Financial Position date. In the opinion of management, the financial statements have been prepared within acceptable limits of materiality and are in accordance with International Financial Reporting Standards appropriate in the circumstances.

The Board of Directors is responsible for reviewing and approving the financial statements together with other financial information of the Company and for ensuring that management fulfills its financial reporting responsibilities. An Audit Committee assists the Board of Directors in fulfilling this responsibility. The Audit Committee meets with management to review the internal controls over the financial reporting process. The Audit Committee meets with management as well as with the independent auditors to review the financial statements and the auditors' report. The Audit Committee also reviews the Annual Report to ensure that the financial information reported therein is consistent with the information presented in the financial statements. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the financial statements together with other financial information of the Company for issuance to the shareholders.

Management recognizes its responsibility for conducting the Company's affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

November 30, 2020

"James A. Richardson"

**Chairman and C.E.O.**

"John M Arnold"

**Director and Chief Financial Officer**

## **NOTICE TO READER**

The accompanying unaudited interim condensed financial statements of the Company have been prepared by and are the responsibility of management.

The Statements for the nine months ended September 30, 2020 and September 30, 2019 have not been reviewed by the Company's auditors.

**EnerSpar Corp.**  
**Condensed Statement of Financial Position as at**  
**September 30, 2020 and December 31, 2019**  
*(Expressed in Canadian dollars)*

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	September 30, 2020	December 31, 2019
	\$	\$
<b>Assets</b>		
<b>Current assets</b>		
Cash (note 6)	431	2,244
Due from Mindfull Capital Inc.	24,700	15,000
HST recoverable	26,478	18,599
	<u>51,609</u>	<u>35,843</u>
<b>Liabilities</b>		
<b>Current liabilities</b>		
Trade payables and accrued liabilities (note 7)	104,003	90,996
Advances from related party	7,029	435
	<u>111,032</u>	<u>91,431</u>
<b>Shareholder's Equity</b>		
Share capital (note 8 (b))	1,213,370	1,213,370
Share option reserve (note 8 (c))	9,504	9,504
Deficit	(1,282,297)	(1,278,461)
	<u>(59,423)</u>	<u>(55,588)</u>
	<u>51,609</u>	<u>35,843</u>

See accompanying notes to the financial statements.

Approved by and on behalf of the Board on November 27, 2020:

Signed "Jay Richardson"

Signed "John Arnold"

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Director

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Director

**EnerSpar Corp.**  
**Condensed Interim Statements of Loss and Comprehensive Loss**  
**Nine Months Ended September 30, 2020 and 2019**  
*(Expressed in Canadian dollars)*

	9 months ended September 30, 2020 \$	9 months ended September 30, 2019 \$	3 months ended September 30, 2020 \$	3 months ended September 30, 2019 \$
<b>Expenses</b>				
Management fees	40,500	52,000	13,500	18,000
Professional fees	3,700	12,684	700	7,698
Public company costs	7,722	19,307	1,404	2,763
Investor relations expense	5,200	-	-	-
Printing, courier and other overheads	1,414	5,258	594	2,268
<b>Loss from operations</b>	<b>58,536</b>	<b>89,249</b>	<b>16,198</b>	<b>30,729</b>
<b>Other income</b>				
Interest and other income	-	-	-	-
Mindful Capital fee	54,700	814	-	-
<b>Net loss and total comprehensive loss for the period</b>	<b>3,836</b>	<b>88,435</b>	<b>16,198</b>	<b>30,729</b>
<b>Basic loss per share (note 3 (d))</b>	<b>0.0002</b>	<b>0.004</b>	<b>0.001</b>	<b>0.001</b>
<b>Weighted average number of shares outstanding - basic</b>	<b>25,360,000</b>	<b>24,643,333</b>	<b>25,360,000</b>	<b>24,985,000</b>

See accompanying notes to the financial statements.

**EnerSpar Corp.**  
**Condensed Interim Statements of Changes in Equity**  
**Nine Months Ended September 30, 2020**

*(Expressed in Canadian dollars)*

	Number of common shares	Common share Capital	Warrants reserve	Share option reserve	Retained losses	Total equity
Balance at January 01, 2019	23,960,000	1,122,620	-	71,659	(1,254,854)	(60,575)
Options exercised <sup>1</sup>	1,400,000	90,750	-	-	-	90,750
Non-cash imputed cost of Option grants <sup>2</sup>	-	-	-	(62,155)	62,155	-
Net loss	-	-	-	-	(100,762)	(100,762)
Balance at December 31, 2019	25,360,000	1,213,370	-	9,504	(1,278,461)	(55,587)
Net loss	-	-	-	-	(3,836)	(3,836)
Balance at September 30, 2020	25,360,000	1,213,370	-	9,504	(1,282,297)	(59,423)

1. 625,000 options, 400,000 options and 375,000 options were exercised by directors in 2019 at an exercise price of \$0.05, \$0.055 and \$0.10 respectively.
2. On exercising 1,400,000 options and expiring 600,000 options in 2019, values attributed to these options in Share Option Reserve were credited to the retained losses.

**EnerSpar Corp.**  
**Condensed Interim Statements of Changes in Equity**  
**Nine Months Ended September 30, 2019**  
*(Expressed in Canadian dollars)*

	Number of common shares	Common share Capital	Warrants reserve	Share option reserve	Retained losses	Total equity
		\$	\$	\$	\$	\$
Balance at January 01, 2018	23,760,000	1,058,245	54,375	74,271	(1,124,299)	62,592
Options exercised <sup>1</sup>	200,000	10,000	-	-	-	10,000
Value assigned to broker warrants <sup>2</sup>	-	37,326	(37,326)	-	-	-
Value assigned to ordinary warrants <sup>2</sup>	-	17,049	(17,049)	-	-	-
Non-cash imputed cost of Option grants <sup>3</sup>	-	-	-	(2,613)	5,494	2,881
Net loss	-	-	-	-	(136,049)	(136,049)
Balance at December 31, 2018	23,960,000	1,122,620	-	71,658	(1,254,854)	(60,576)
Options exercised <sup>4</sup>	1,025,000	53,250	-	-	-	53,250
Non-cash imputed cost of Option grants <sup>5</sup>	-	-	-	(28,876)	28,876	-
Net loss	-	-	-	-	(88,435)	(88,435)
Balance at September 30, 2019	24,985,000	1,175,870	-	42,782	(1,314,412)	(95,760)

1. 200,000 options were exercised by consultant in September 2018 at an exercise price of \$0.05.
2. On expiry of 1,736,000 broker warrants and 5,125,000 ordinary warrants in June 2018, value attributed to these warrants \$21,532 and \$17,049 were transferred to share capital. It also includes value of \$15,794 attributed to 300,000 broker warrants in the year 2012 which expired in May 2014.
3. On expiring of 100,000 options in January 2018 and exercising 200,000 options in September 2018, value attributed to these options were credited to the deficit. Option reserve of \$2,881 was created on options granted to a director on August 15, 2018.
4. 625,000 options and 400,000 options were exercised by directors in 2019 at an exercise price of \$0.05 and \$0.055 respectively.
5. On exercising 1,025,000 options in 2019, value attributed to these options were credited to the deficit

See accompanying notes to the financial statements.

**EnerSpar Corp.**  
**Condensed Interim Statements of Cash Flows**  
**Nine Months Ended September 30, 2020 and 2019**  
*(Expressed in Canadian dollars)*

	<b>2020</b>	<b>2019</b>
<b>Operations</b>		
Comprehensive profit/(loss)	(3,836)	(88,435)
Changes in non-cash working capital items:		
Advance from related party	6,594	12,923
Trade and other receivables	(9,700)	-
HST recoverable	(7,878)	(3,043)
Trade payables and accrued Liabilities	13,007	(6,252)
Cash Flow used in Operating Activities	<u>(1,813)</u>	<u>(84,807)</u>
<b>Financing</b>		
Issuance of common shares for cash	-	53,250
Cash Flow from Financing Activities	<u>-</u>	<u>53,250</u>
Cash and cash equivalents outflows	(1,813)	(31,557)
Cash and cash equivalents, beginning of the period	2,244	38,894
Cash and cash equivalents, end of the period	<u><u>431</u></u>	<u><u>7,337</u></u>

**EnerSpar Corp.**  
**Notes to the Interim Financial Statements**  
*(Expressed in Canadian dollars)*  
**Quarter Ended September 30, 2020**

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**1. General Business Description and Going Concern**

EnerSpar Corp. (the "Company" or "EnerSpar"), was incorporated under the Business Corporations Act (Alberta)

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

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.

**Johan Beetz Feldspar Mineral Property Acquisition**

Under the terms of an agreement with Globex Mining Enterprises Inc. ("Globex") (the "Agreement"), the Company 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 & iles 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.

Under the terms of the 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's shares 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.

**Business combination with Mindfull Capital Inc.**

On April 8, 2019, the Company entered into an arms-length Business Combination Agreement (the "Agreement") 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. This agreement has been amended three times, i.e. August 9, 2019 (Amending Agreement), November 29, 2019 ("Second Amending Agreement") and February 26, 2020 (the "Third Amending Agreement"). Under the terms of the Second and Third Amending Agreements, in consideration of monthly cash payments, of \$15,000 commencing November 2019 to be made to EnerSpar by MindFull in certain events including monthly payments until Closing or Termination, the deadline for closing of the business combination transaction (the "Transaction") has been extended to June 30, 2020.

Prior to June 30, 2020, EnerSpar, Mindfull informed EnerSpar that they intended to file a proposal under the Bankruptcy and Insolvency Act and as such would not be completing the proposed transaction.

EnerSpar has now received the 10% payment of the Break Fee and the outstanding delay fees totaling \$260,000 resulting in \$26,000, net of Superintendent of Bankruptcy fees \$24,700.

**Going Concern Considerations as at September 30, 2020**

As at September 30, 2020, the Company had cash of \$431 (December 31, 2019 - \$2,244), and a working capital deficiency of \$59,423 compared to working capital deficiency of \$55,588 at December 31, 2019. EnerSpar had deficit of \$1,282,297 at September 30, 2020, (December 31, 2019 - \$1,278,461) and expects to incur further losses in the development of its business. These financial results cast doubt upon the Company's ability to continue as a going concern. The Company is in the exploration stage and, as such, it has neither proven reserves nor production relating to its operations. The application of the going concern assumption is dependent upon the Company's ability to generate future profitable operations and obtain the financing necessary to achieve profitable operations.

Management believes the Company has sufficient funds or access to sufficient funds to cover planned operations throughout the next twelve months. However, management plans on securing additional

**EnerSpar Corp.**  
**Notes to the Interim Financial Statements**  
*(Expressed in Canadian dollars)*  
**Quarter Ended September 30, 2020**

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**1. General Business Description and Going Concern (Continued...)**

financing through the issue of new equity, debt and/or the sale or non-core assets. There is however no assurance that these initiatives will be successful.

These financial statements have been prepared based on accounting principles applicable to a going concern. These accounting principles assume that EnerSpar will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. The business of exploring for minerals involves a high degree of risk. As such, there is neither a guarantee that the Company's exploration programs will yield positive results nor that the Company will be able to obtain the necessary financing to carry out the exploration and development of its mineral properties.

Management believes the going concern assumption to be appropriate for these financial statements. If the going concern assumption is not appropriate, adjustments may be necessary to the carrying value of the assets and liabilities, reported expenses, and the statement of financial position classifications used in the financial statements.

The future profitability of exploration properties and the Company's continued existence are dependent upon the preservation of its interests in the underlying properties, the development of economically recoverable reserves, the achievement of profitable operations, or the ability of the Company to raise additional financing, if necessary, or alternatively upon the Company's ability to dispose of its interests on an advantageous basis.

**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 27, 2020.

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.

b) Functional and presentation currency

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

c) 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.

**EnerSpar Corp.**  
**Notes to the Interim Financial Statements**  
*(Expressed in Canadian dollars)*  
**Quarter Ended September 30, 2020**

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**3. Significant Accounting Policies**

a) Share-based payments

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.

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.

a) 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;

**EnerSpar Corp.**  
**Notes to the Interim Financial Statements**  
*(Expressed in Canadian dollars)*  
**Quarter Ended September 30, 2020**

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**3. Significant Accounting Policies (Continued...)**

b) Taxation (Continued...)

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.

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 Deficit/Surplus at expiry.

(d) Profit/(loss) per share

The basic Profit/(loss) per share is computed by dividing the net profit/(loss) by the weighted average number of common shares outstanding during the period. The diluted profit/(loss) per share amounts are calculated by dividing net profit/(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. For September 30, 2020 the effect of certain potential share option exercises has been excluded as they were "out-of-the-money". For September 30, 2019 potential share options were excluded from the diluted calculations as despite their being "in-the-money", exercise of such options outstanding at September 30, 2019 would be anti-dilutive owing to the losses 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.

**EnerSpar Corp.**  
**Notes to the Interim Financial Statements**  
*(Expressed in Canadian dollars)*  
**Quarter Ended September 30, 2020**

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**3. Significant Accounting Policies (Continued...)**

(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.

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, 2020. 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. The Exchange has given no indication of adverse action.

**EnerSpar Corp.**  
**Notes to the Interim Financial Statements**  
*(Expressed in Canadian dollars)*  
**Quarter Ended September 30, 2020**

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**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.

(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.

**EnerSpar Corp.**  
**Notes to the Interim Financial Statements**  
*(Expressed in Canadian dollars)*  
**Quarter Ended September 30, 2020**

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**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 fee, audit & accounting fees and transfer agent 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.

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, 2020		June 30, 2019	
	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
	#	CAD\$	#	CAD\$
<b>Outstanding at beginning of the period:</b>				
Granted to directors	125,000	0.100	625,000	0.100
Granted to directors	-	-	750,000	0.050
Granted to directors	50,000	0.055	600,000	0.055
Granted to corporate secretary	-	-	200,000	0.050
<b>Exercised/expired during the period:</b>				
Granted to directors	-	-	625,000	0.050
Granted to directors	-	-	400,000	0.055
<b>Balance at the end of the period</b>	<b>175,000</b>		<b>1,150,000</b>	

**EnerSpar Corp.**  
**Notes to the Interim Financial Statements**  
*(Expressed in Canadian dollars)*  
**Quarter Ended September 30, 2020**

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**8. Share Capital (Continued...)**

As at September 30, 2020, the Company had 2,361,000 options available for issuance.

Description	Number of Options	Expiry Date	Exercise price	Fair value of warrants	Value per warrant
Directors	125,000	May 4, 2022	0.100	7,766	0.062
Directors	50,000	November 14, 2020	0.055	1,737	0.035
<b>Total</b>	<b>175,000</b>			<b>9,503</b>	

Above table provides information about options issued and outstanding at September 30, 2020.

The 125,000 \$.10 options remain after 250,000 and 125,000 options were exercised and expired respectively during 2019.

The 50,000 \$.055 options remain after 400,000 and 50,000 options were exercised and expired respectively during 2019.

(c) Profit/(loss) per common share

Profit/(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, 2020 of 25,360,000 (2019 – 24,985,000). For September 30, 2020 the effect of certain potential share option exercises has been excluded as they were “out-of-the-money”. For September 30, 2019 potential share options were excluded from the diluted calculations as despite their being “in-the-money”, exercise of such options outstanding at September 30, 2019 would be anti-dilutive owing to the losses incurred.

**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,	2019 \$	2018 \$
Income taxes at statutory tax rate	(22,700)	(36,100)
Amortization of share issue costs	(2,300)	(2,300)
Change in valuation allowance	25,000	38,400
Income tax expense	-	-

The Canadian statutory income tax rate of 26.5% (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 impact of the tiny change in these numbers and the following two paragraphs for the first 9 months of 2020 is negligible.

**EnerSpar Corp.**  
**Notes to the Interim Financial Statements**  
*(Expressed in Canadian dollars)*  
**Quarter Ended September 30, 2020**

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**9. Income Taxes (Continued...)**

(b) Tax Loss Carry-forwards

The Company has accumulated non-capital losses of \$1,265,799 up to September 30, 2020, 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 comprised of the following temporary differences:

<b>As at December 31,</b>	<b>2019</b>	<b>2018</b>
	<b>\$</b>	<b>\$</b>
Non-capital loss carry forward	214,000	206,500
Unamortized financing costs	2,000	4,000
Exploration and development expenditures	58,000	58,000
Valuation allowance	(274,000)	(268,500)
Deferred income tax asset	-	-

**10. Subsequent Events**

Since Sept. 30, 2020, both the receivable from Mindfull and the 2019 portion (\$18,599) of the HST receivable have been received in full.