

**WINDFIRE CAPITAL CORP.
CONDENSED INTERIM FINANCIAL STATEMENTS**

**FOR THE THREE AND NINE MONTHS ENDED
SEPTEMBER 30, 2017**

(Expressed in Canadian Dollars – Unaudited)

WINDFIRE CAPITAL CORP.
September 30, 2017
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(Expressed in Canadian Dollars – Unaudited)

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WINDFIRE CAPITAL CORP.
September 30, 2017
NOTICE TO READERS
(Expressed in Canadian Dollars – Unaudited)

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the condensed interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

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

The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of condensed interim financial statements by an entity's auditor.

WINDFIRE CAPITAL CORP.
CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars – Unaudited)

	September 30,	December 31,
	2017	2016
	\$	\$
ASSETS		
CURRENT ASSETS		
Cash	221,860	14,453
Receivables	1,572	275
Deposits (Note 3)	145,375	133,750
	368,807	148,478
Equipment	48	62
	368,855	148,540
LIABILITIES		
CURRENT LIABILITIES		
Accounts payable and accrued liabilities (Note 4)	29,453	71,496
Refundable deposit (Note 5)	-	25
Loan payable (Note 6)	25,000	50,000
	54,453	121,521
SHAREHOLDERS' EQUITY		
Share capital (Note 7)	3,137,003	2,795,473
Reserves (Note 7)	134,826	134,826
Accumulated deficit	(2,957,427)	(2,903,280)
	314,402	27,019
	368,855	148,540

Nature and Continuance of Operations (Note 1)

These financial statements are authorized for issuance by the Board of Directors on November 29, 2017.

On Behalf of the Board of Directors:

Director (*Walter Luke*) _____

Director (*Alex Helm*) _____

See accompanying notes to the condensed interim financial statements.

WINDFIRE CAPITAL CORP.
CONDENSED INTERIM STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(Expressed in Canadian Dollars – Unaudited)

	For the three months ended September 30,		For the nine months ended September 30,	
	2017	2016	2017	2016
	\$	\$	\$	\$
ADMINISTRATIVE EXPENSES				
Business investigation costs	5,940	-	5,940	9,644
Consulting fees (recovery)	-	-	3,000	(500)
Interest and bank charges (recovery)	506	-	(174)	1,085
Marketing	1,244	-	1,564	-
Office	464	1,572	1,517	1,141
Professional fees	8,018	2,624	7,924	8,028
Travel and related	878	736	1,684	83
Trust and filing fees	25,708	2,840	32,692	10,971
	(42,758)	(7,772)	(54,147)	(30,452)
OTHER ITEMS				
Gain on settlement of debt (Note 4)	-	-	-	68,671
NET AND COMPREHENSIVE INCOME (LOSS) FOR THE PERIOD				
	(42,758)	(7,772)	(54,147)	38,219
BASIC AND DILUTED NET INCOME (LOSS) PER SHARE				
	(0.01)	(0.00)	(0.02)	0.02
BASIC AND DILUTED WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING				
	5,356,880	2,229,607	3,294,942	2,229,607

See accompanying notes to the condensed interim financial statements.

WINDFIRE CAPITAL CORP.
CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY
(Expressed in Canadian Dollars – Unaudited)

	Common shares		Reserves	Accumulated Deficit	Total
	Number	Amount	Stock Options		
		\$	\$	\$	\$
Balance, December 31, 2015	2,229,607	2,795,473	263,328	(3,049,709)	9,092
Stock options expired	-	-	(128,502)	128,502	-
Comprehensive income for the period	-	-	-	38,219	38,219
Balance, September 30, 2016	2,229,607	2,795,473	134,826	(2,882,988)	47,311
Comprehensive loss for the period	-	-	-	(20,292)	(20,292)
Balance, December 31, 2016	2,229,607	2,795,473	134,826	(2,903,280)	27,019
Shares issued in private placement	3,127,273	344,000	-	-	344,000
Share issue costs	-	(2,470)	-	-	(2,470)
Comprehensive loss for the period	-	-	-	(54,147)	(54,147)
Balance, September 30, 2017	5,356,880	3,137,003	134,826	(2,957,427)	314,402

See accompanying notes to the condensed interim financial statements.

WINDFIRE CAPITAL CORP.
CONDENSED INTERIM STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars – Unaudited)

	For the nine months ended September 30,	
	2017	2016
	\$	\$
OPERATING ACTIVITIES		
Income (loss) for the period	(54,147)	38,219
Adjustments for non-cash items:		
Depreciation	14	20
Gain on settlement of debt	-	(68,671)
	(54,133)	(30,432)
Changes in non-cash operating working capital items:		
Receivables	(1,297)	1,665
Deposits	(11,625)	-
Accounts payable and accrued liabilities	(42,043)	(22,210)
	(109,098)	(50,977)
FINANCING ACTIVITIES		
Repayment of loan payable	(25,000)	-
Shares issued for cash	334,000	-
Share issue costs	(2,470)	-
Refundable deposits	(25)	(232,000)
	316,505	(232,000)
NET CHANGE IN CASH	207,407	(282,977)
Cash, beginning of period	14,453	438,172
Cash and funds held in trust, end of period	221,860	155,195
Supplemental cash flow information:		
Cash paid for taxes	-	-
Cash paid for interests	-	-
Non-cash transactions:		
Reallocation of reserves on cancellation of options	-	128,502

See accompanying notes to the condensed interim financial statements.

WINDFIRE CAPITAL CORP.
NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS
Nine Months Ended September 30, 2017
(Expressed in Canadian Dollars – Unaudited)

1. NATURE AND CONTINUANCE OF OPERATIONS

Nature of operations

Windfire Capital Corp. (the "Company") was incorporated under the Business Corporations Act (Alberta) on December 10, 2007 and continued into British Columbia under the Business Corporations Act (British Columbia) in March 2016. The Company began trading on April 18, 2011 as a Tier 2 Mining Issuer. The Company's business is to evaluate new business opportunities. The common shares of the Company were halted on July 20, 2015 in connection with its announcement that the Company had entered into an LOI with an arm's length party to acquire a majority interest in an off-shore petroleum exploration license located in Namibia. On January 31, 2017, the Company resumed trading with its announcement that the proposed transaction was cancelled and that it would continue to identify and evaluate potential opportunities. Trading was halted again on July 24, 2017, with the announcement that the Company entered into a new LOI with the same arm's length party to acquire the majority interest in the off-shore petroleum exploration license located in Namibia.

In March 2015, the Company did not meet the continued listing requirements of a Tier 2 Mining Issuer. Therefore, as part of the resumption to trading, the Company's listing had been transferred to NEX and currently trades under the symbol, "WIF.H".

The head office, principal address and records office of the Company are located at Suite 2000, 1177 West Hastings Street, Vancouver, British Columbia, Canada, V6E 2K3. The Company's registered address is 800 – 885 West Georgia Street, Vancouver, BC, V6C 3H1.

In June 2017, the Company completed a share consolidation on the basis of 1 new post-consolidation common share for every 5 pre-consolidation common shares. All current and comparative references to the number of common shares, weighted average number of common shares, loss per share, stock options and warrants have been restated to give effect to this share consolidation.

Going concern

These condensed interim financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future. As at September 30, 2017, the Company had working capital of \$314,354 (December 31, 2016 – \$26,957) but is not able to finance day to day activities through operations. The Company's continuation as a going concern is dependent upon its ability to attain profitable operations and generate funds there from and/or raise equity capital or borrowings sufficient to meet current and future obligations. These material uncertainties may cast significant doubt about the Company's ability to continue as a going concern. Management intends to finance operating costs over the next twelve months with current cash on hand, proceeds from exercise of options, and further private placements.

The condensed interim financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

WINDFIRE CAPITAL CORP.
NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS
Nine Months Ended September 30, 2017
(Expressed in Canadian Dollars – Unaudited)

2. SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

These condensed interim financial statements, including comparatives, have been prepared in accordance with International Accounts Standards (“IAS”) 34, “Interim Financial Reporting” using accounting policies consistent with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and Interpretations issued by the International Financial Reporting Interpretations Committee (“IFRIC”).

This condensed interim financial report does not include all of the information required of a full annual financial report and is intended to provide users with an update in relation to events and transactions that are significant to an understanding of the changes in financial position and performance of the Company since the end of the last annual reporting period. It is therefore recommended that this financial report be read in conjunction with the annual financial statements of the Company for the year ended December 31, 2016.

These condensed interim financial statements were authorized by the Board of Directors on November 29, 2017.

Basis of preparation

The condensed interim financial statements of the Company have been prepared on an accrual basis and are based on historical costs, modified where applicable. The condensed interim financial statements are presented in Canadian dollars unless otherwise noted.

Use of estimates and judgments

The preparation of the Company’s condensed interim financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management’s experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

Significant accounting judgments

Significant accounting judgments that management has made in the process of applying accounting policies and that have the most significant effect on the amounts recognized in the financial statements include, but are not limited to, the following:

- i) Determination of categories of financial assets and financial liabilities; and
- ii) Assessment of the going concern assumption.

WINDFIRE CAPITAL CORP.
NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS
Nine Months Ended September 30, 2017
(Expressed in Canadian Dollars – Unaudited)

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Use of estimates and judgments (continued)

Critical accounting estimates

Key assumptions concerning the future and other key sources of estimation uncertainty that have a significant risk of resulting in a material adjustment to the carrying amount of assets and liabilities within the next financial year include, but are not limited to, the following:

- i) **Deferred income taxes** – The Company is periodically required to estimate the tax basis of assets and liabilities. Where applicable tax laws and regulations are either unclear or subject to varying interpretations, it is possible that changes in these estimates could occur that materially affect the amounts of deferred income tax assets and liabilities recorded in the financial statements. Changes in deferred tax assets and liabilities generally have a direct impact on earnings in the period that the changes occur. Each period, the Company evaluates the likelihood of whether some portion or all of each deferred tax asset will not be realized. This evaluation is based on historic and future expected levels of taxable income, the pattern and timing of reversals of taxable temporary timing differences that give rise to deferred tax liabilities, and tax planning initiatives.
- ii) **Share-based compensation** – The fair value of share-based payments is determined using a Black-Scholes Option pricing model. Such option pricing models require the input of subjective assumptions including the expected price volatility, option life, dividend yield, risk-free rate and estimated forfeitures at initial grant.

Changes in accounting standards

The Company has adopted the following accounting standards effective January 1, 2017. The adoption of these accounting standards had no significant impact on the financial statements. These standards are:

- Amendments to IAS 7, Statement of Cash Flows
- Amendments to IAS 12, Income Taxes

Accounting pronouncements not yet adopted

IFRS 2 – Share Based Payments: The amendments eliminate the diversity in practice in the classification and measurement of particular share-based payment transactions which are narrow in scope and address specific areas of classification and measurement. It is effective for annual periods beginning on or after January 1, 2018, with early adoption permitted provided it is disclosed. The Company is currently assessing the impact of this amendment to its financial statements.

IFRS 9 – Financial Instruments: Classification and Measurement applies to classification and measurement of financial assets and liabilities as defined in IAS 39. It is effective for annual periods beginning on or after January 1, 2018, with early adoption permitted. The Company does not expect any effect on its financial statements.

IFRS 16 – Leases: specifies how an IFRS reporter will recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from its predecessor, IAS 17. The standard was issued in January 2016 and is effective for annual periods beginning on or after January 1, 2019.

IFRIC 22 – Foreign Currency Transactions and Advance Consideration clarifies the 'date of transaction' for the purpose of determining the exchange rate to use. It is effective for annual periods beginning on or after January 1, 2018, with early adoption permitted. The Company does not expect any effect on its financial statements.

WINDFIRE CAPITAL CORP.
NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS
Nine Months Ended September 30, 2017
(Expressed in Canadian Dollars – Unaudited)

3. PROPOSED TRANSACTION

In July 2015, the Company signed a letter of intent (“LOI”) with DMiner Asset Management Inc. (“DMiner”) to acquire a majority interest in an off-shore petroleum exploration license with drill ready oil and gas exploration targets in the Orange Basin of Namibia. Pursuant to the LOI, the Company would acquire 91.5% of the issued and outstanding shares of Riviera Mina Ltd. (“Riviera”), a company incorporated under the laws of the Republic of the Bahamas (collectively, the “Acquisition”). Riviera owns an indirect 76.5% interest in Petroleum Exploration License No. 0079 in relation to Block 2815 and 2915 for off-shore Namibia (the “License”) with the remaining interest held by Namibia’s national oil company, Namcor, and local Namibian partners. In January 2017, the Company terminated the agreement with DMiner and Riviera. In July 2017, the Company entered into a new LOI with DMiner for the same transaction with certain revised terms. In September 2017, the Company and DMiner entered into a share purchase agreement to solidify the revised terms.

Under the terms of the share purchase agreement, the Company will acquire the 91.5% interest in Riviera on or before December 29, 2017 by completing the following:

- Paying a non-refundable deposit of US\$150,000 upon Exchange approval to DMiner. The Company paid a fully refundable deposit of US\$100,000 (CDN\$133,750) to DMiner in accordance with the first LOI of which US\$10,000 (CDN\$13,375) was refunded in June 2017 and the remaining US\$90,000 (CDN\$120,375) was applied to the non-refundable deposit balance. The Company paid a further US\$19,560 (CDN\$25,000) against the non-refundable deposit balance resulting in total payments of US\$109,560 (CDN\$145,375 included in Deposits).
- Issuing 15,000,000 common shares of the Company to DMiner upon closing of the agreement; and
- Paying DMiner US\$850,000.

The Acquisition will constitute a reverse takeover (“RTO”) under the policies of the TSX-V.

Concurrent to the proposed transaction, the Company will complete a private placement to raise gross proceeds of \$3,000,000 to \$5,000,000 by issuing 12,000,000 to 15,000,000 common shares of the Company at \$0.25 per share.

During the nine months ended September 30, 2017, the Company incurred \$5,940 (year ended December 31, 2016 - \$9,644) in various due diligence fees associated with the proposed transaction.

4. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	September 30, 2017	December 31, 2016
	\$	\$
Trade and other payables	27,703	55,871
Accrued liabilities	1,750	15,625
	29,453	71,496

During the year ended December 31, 2016, the Company settled certain trade and other payables with creditors, and realized a gain on settlement of debt of \$68,671.

5. REFUNDABLE DEPOSITS

As at September 30, 2017, the Company had \$Nil (December 31, 2016 - \$25) in refundable deposits for a future private placement. During the nine months ended September 30, 2017, the Company returned \$25 (year ended December 31, 2016 - \$369,000) to the original subscribers.

WINDFIRE CAPITAL CORP.
NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS
Nine Months Ended September 30, 2017
(Expressed in Canadian Dollars – Unaudited)

6. LOAN PAYABLE

As at September 30, 2017, the Company held a loan payable for \$25,000 (December 31, 2016 - \$50,000) which is unsecured and non-interest bearing. The loan is due on demand.

7. SHARE CAPITAL AND RESERVES

Authorized share capital

Unlimited number of Class “A” common shares with no par value

In June 2017, the Company completed a share consolidation on the basis of 1 new post-consolidation common share for every 5 pre-consolidation common shares. All current and comparative references to the number of common shares, weighted average number of common shares, loss per share, stock options and warrants have been restated to give effect to this share consolidation.

Issued shares

During the nine months ended September 30, 2017

The Company completed a non-brokered private placement in June 2017 which consisted of the issuance of 3,127,273 common shares at a price of \$0.11 per share for gross proceeds of \$344,000.

During the year ended December 31, 2016

No shares were issued during this year.

Basic and diluted loss per share

The calculation of basic and diluted income per share for the three months ended September 30, 2017 was based on the loss attributable to common shareholders of \$42,758 (September 30, 2016 – \$7,772) with a basic and diluted weighted average number of common shares outstanding of 5,356,880 (September 30, 2016 – 2,229,607).

The calculation of basic and diluted income per share for the nine months ended September 30, 2017 was based on the loss attributable to common shareholders of \$54,147 (September 30, 2016 – income of \$38,219) with a basic and diluted weighted average number of common shares outstanding of 3,294,942 (September 30, 2016 – 2,229,607).

As at September 30, 2017, 70,000 stock options were not included in the calculation of diluted loss per share as the effect would be anti-dilutive.

WINDFIRE CAPITAL CORP.
NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS
Nine Months Ended September 30, 2017
(Expressed in Canadian Dollars – Unaudited)

7. SHARE CAPITAL AND RESERVES

Stock options

The Company has an incentive stock option plan in place under which it is authorized to grant options to directors and employees to acquire up to 10% of the Company's issued and outstanding common shares. Under the plan, the exercise price of each option may not be less than the market price of the Company's stock as calculated on the date of grant less the applicable discount. The options can be granted for a maximum term of 5 years and vesting periods are determined by the Board of Directors.

The Company's stock option transactions are summarized as follows:

	Number of Options	Weighted Average Exercise Price
		\$
Balance, December 31, 2015	108,333	2.40
Expired	(38,333)	3.95
Balance, September 30, 2017 and December 31, 2016	70,000	1.59

The weighted average life of options outstanding at September 30, 2017 is 1.97 years.

The following table summarizes the options outstanding and exercisable at September 30, 2017:

Options outstanding and exercisable	Exercise price	Expiry date
	\$	
40,000	2.025	March 21, 2019
30,000	1.00	May 22, 2020
70,000		

8. RELATED PARTY TRANSACTIONS

The Company defines key management as officers and directors of the Company.

The Company did not pay any compensation to related parties during the nine months ended September 30, 2017 and the year ended December 31, 2016.

WINDFIRE CAPITAL CORP.
NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS
Nine Months Ended September 30, 2017
(Expressed in Canadian Dollars – Unaudited)

9. FAIR VALUE OF FINANCIAL INSTRUMENTS

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The fair value of the Company's receivables, deposits, accounts payable and accrued liabilities, refundable deposits, and loan payable approximates their carrying values. The Company's other financial instrument, being cash, is measured at fair value using Level 1 inputs.

10. FINANCIAL RISK MANAGEMENT

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

(a) Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts. The Company has deposited the cash with its bank from which management believes the risk of loss is low.

(b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's approach to managing liquidity is to ensure that it will have sufficient working capital to meet liabilities when due. Liquidity risk is assessed at low as the Company has sufficient cash to settle its current liabilities.

(c) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

(d) Currency risk:

The Company's operations and financing activities are conducted in Canadian dollars and, as a result, the Company is not subject to significant exposure to market risks from changes in foreign currency rates.

(e) Interest rate risk:

The Company has cash balances and no interest-bearing debt. The Company is not subject to interest rate risk.

WINDFIRE CAPITAL CORP.
NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS
Nine Months Ended September 30, 2017
(Expressed in Canadian Dollars – Unaudited)

11. CAPITAL DISCLOSURE AND MANAGEMENT

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern and to maintain a flexible capital structure which will allow it to meet its exploration commitments. Therefore, the Company monitors the level of risk incurred in its expenditures relative to its capital structure.

The Company considers its capital structure to include shareholders' equity. The Company monitors its capital structure and makes adjustments in light of changes in economic conditions and the risk characteristics of the potential underlying assets. To maintain or adjust the capital structure, the Company may issue new equity if available on favourable terms and approved by the Exchange.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company's overall strategy remains unchanged from 2016.

The Company is not subject to any externally imposed capital requirements.