



**NEW STRATUS ENERGY INC.
(formerly RED ROCK ENERGY INC.)**

CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

FOR THE INTERIM PERIOD ENDED DECEMBER 31, 2017

INTERIM CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(UNAUDITED)

(in Canadian dollars)

As at	Note	December 31, 2017	March 31, 2017
ASSETS			
Current assets			
Cash		\$783,009	\$4,707
Other receivables		75,095	20,653
		858,104	25,360
Non-current assets			
Deposits	3	157,876	265,907
Mineral properties		1,233,723	1,233,723
Total assets		\$2,249,703	\$1,524,990
LIABILITIES AND EQUITY			
Current liabilities			
Trade and other payables	4	53,195	770,119
Term loan	5	1,304,050	1,304,050
Due to shareholders		575,916	575,389
		1,933,161	2,649,558
Non-current liabilities			
Decommissioning obligations	9	-	102,010
Total liabilities		1,933,161	2,751,568
Shareholders' equity (deficiency)			
Share capital	6	14,163,730	11,146,365
Warrants		213,852	-
Contributed surplus		599,576	-
Cumulative translation adjustment		(540)	-
Deficit		(14,660,076)	(12,372,943)
Total equity (deficiency)		316,542	(1,226,578)
Total liabilities and equity		\$2,249,703	\$1,524,990

Going concern (note 1)

See accompanying notes to the interim condensed financial statements.

INTERIM CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS

(UNAUDITED)

(in Canadian dollars)

	Note	For the three months ended December 31,		For the nine months ended December 31,	
		2017	2016	2017	2016
Revenues		\$ -	\$ -	\$ -	\$ -
		-	-	-	-
Expenses					
General and administrative		360,599	52,047	1,442,885	138,648
Interest expense		1,400	32,714	3,315	96,794
Stock-based compensation	6	20,243	-	649,576	-
Foreign exchange (gain) loss		(6,523)	-	107,671	-
Loss on sale of assets	9	-	-	83,686	-
Exploration and evaluation expenses		-	5,438	-	9,777
Total expenses		375,719	90,199	2,287,133	245,219
Net loss		(375,719)	(90,199)	(2,287,133)	(245,219)
Other Comprehensive Loss					
Translation reserve		(540)	-	(540)	-
Comprehensive loss		(376,259)	(90,199)	(2,287,673)	(245,219)
Net loss per share					
Basic and diluted	7	(.01)	(.00)	(.08)	(.00)

See accompanying notes to the interim condensed financial statements.

INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(UNAUDITED)
(in Canadian dollars)

	Shares issued	Share capital	Warrants	Contributed surplus	Accumulated deficit	Cumulative translation reserve	Net Shareholders' Equity
As at March 31, 2016	51,137,679	\$11,146,365	-	\$9,713	(\$12,225,722)	-	(\$1,069,644)
Expired stock options	-	-	-	(9,713)	9,713	-	-
Net loss for the period	-	-	-	-	(245,219)	-	(245,219)
As at December 31, 2016	51,137,679	11,146,365	-	-	(\$12,461,228)	-	(\$1,314,863)
Net income for the period	-	-	-	-	88,285	-	88,285
As at March 31, 2017	51,137,679	\$11,146,365	-	-	(\$12,372,943)	-	(\$1,226,578)
Shares issued for debt	9,037,322	722,986	-	-	-	-	722,986
Share consolidation	(55,675,001)	-	-	-	-	-	-
Issued shares at \$0.05	10,000,000	264,170	-	500,000	-	-	764,170
Issued warrants	-	-	213,852	-	-	-	213,852
Issued shares at \$0.10	20,770,332	1,982,485	-	-	-	-	1,982,485
Issued finders shares	500,000	47,724	-	-	-	-	47,724
Issued options	-	-	-	99,576	-	-	99,576
Net loss for the period	-	-	-	-	(2,287,133)	-	(2,287,133)
Translation reserve	-	-	-	-	-	(540)	(540)
As at December 31, 2017	35,770,332	\$14,163,730	\$213,852	\$599,576	(\$14,660,076)	(540)	\$316,542

See accompanying notes to the interim condensed financial statements.

INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(UNAUDITED)

(in Canadian dollars)

	Note	For the nine months ended	
		2017	2016
Operating activities			
Net loss and comprehensive loss		(\$2,287,133)	(\$245,219)
Adjustments:			
Stock based compensation	5	649,576	-
Loss on sale of assets		83,686	-
Accretion on decommissioning obligation		-	1,296
Deposits	3	(76,879)	(812)
Accrued interest		-	70,566
Other receivables		(54,442)	(5,214)
Accounts payable and accrued liabilities		5,276	133,577
		(1,679,916)	(45,806)
Investing activities			
			-
Financing activities			
Issue of common shares, net of costs		2,244,379	-
Due to shareholder		527	43,149
Issue of common share purchase warrants		213,852	-
		2,458,758	43,149
Net increase (decrease) in cash		778,842	(2,657)
Impact of foreign exchange on foreign currency-denominated cash balances		(540)	-
Cash, beginning of period		4,707	2,734
Cash, end of period		\$783,009	\$76

See accompanying notes to the interim condensed financial statements.

NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

For the nine months ended December 31, 2017 and 2016

(in Canadian dollars except as otherwise noted)

NOTE 1 - GENERAL INFORMATION AND GOING CONCERN

New Stratus Energy Ltd. and its subsidiary ("the Company") are in the business of acquisition, exploration and development of properties for the purpose of producing uranium and oil and gas.

New Stratus Energy Inc. is a publicly traded company, incorporated and domiciled in Canada. Its registered office is located at 1000, 250 2nd St SW, Calgary, Alberta T2P 0C1. The Company was incorporated on April 12, 2005, pursuant to the Business Corporations Act (Alberta). The Company's principal assets are mineral properties located in Saskatchewan. The ability of the Company to realize the costs it has incurred to date on these and other properties is dependent upon the discovery of economically recoverable reserves, the preservation of the Company's interest in the underlying mining claims, the ability to obtain necessary financing and attain profitable operations, or alternatively, upon the disposal of properties, or the Company's interests therein, on an advantageous basis.

At December 31, 2017, the Company had working capital deficit of \$1,075,057 (March 31, 2017 – deficit of \$2,624,198) and an accumulated deficit of \$14,660,076 (March 31, 2017 – \$12,372,943). The Company's ability to continue its operations is dependent on the Company's success in developing its mineral and oil and gas interests, obtaining required funds to continue exploration activities and attaining profitable operations. The Company plans to meet its future expenditures and obligations by raising funds through a combination of private placements and asset sales while controlling expenditures over the next twelve months.

On October 3, 2017, the Company acquired 100% of the common shares of Petrolia SARL ("the Subsidiary") for USD \$1.00. The Subsidiary is a Luxembourg company incorporated on February 22, 2016.

These interim condensed financial statements (the "financial statements") have been prepared on the basis that the Company will be able to discharge its obligations and realize its assets in the normal course of business at the values at which they are carried in these financial statements, and that the Company will be able to continue its business activities. Management believes that steps being taken will enable the Company to obtain additional capital as its commitments become due. These conditions indicate the existence of material uncertainties that may cast significant doubt regarding the applicability of the going concern assumption. These financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. These adjustments could be material.

The Board of Directors approved these financial statements for issuance on February 26, 2018.

NOTE 2 - BASIS OF PREPARATION

The financial statements have been prepared by management in accordance with International Accounting Standard 34, "Interim Financial Reporting". These financial statements do not include all of the information required for full annual financial statements and should be read in conjunction with the Company's audited financial statements for the year ended March 31, 2017. These financial statements have been prepared using the same accounting policies as the Company's audited financial statements for the year ended March 31, 2017 except for the following new accounting policies.

Basis of Measurement

A number of the Company's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

Cash, trade and other receivables, deposits and trade and other payables:

The fair value of cash and trade and other payables approximated their carrying value due to their liquidity and relatively short terms to maturity, respectively.

Stock options and warrants:

The fair values of stock options and warrants are measured based on a Level 2 fair value measurement using a Black Scholes option pricing model. Measurement inputs include share price on measurement date, exercise price of the instrument, forfeiture rate, expected volatility (based on weighted average historic volatility adjusted for changes expected due to publicly available information), weighted average expected life of the instruments (based on historical experience and general option holder behavior), expected dividends, and the risk-free interest rate (based on government bonds).

NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

For the nine months ended December 31, 2017 and 2016

(in Canadian dollars except as otherwise noted)

NOTE 3 – DEPOSITS

Prepaid expenses and deposits were reduced by \$185,850 for abandonment deposits held with the BC Government which were transferred pursuant to a purchase and sale agreement as further described in Note 8. This reduction was partially offset by a deposit paid for planned work on the company's mineral asset of \$65,000.

NOTE 4 – ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

On April 10, 2017 \$722,986 of accounts payable was settled by issuing common shares of the Company pursuant to shares for debt agreements with certain creditors. The shares issued are further detailed in Note 6.

NOTE 5 – TERM LOAN

On December 29, 2017 the Company negotiated an extension for the term loan to August 31, 2018 all other terms remain unchanged from those disclosed at March 31, 2017.

NOTE 6 – SHARE CAPITAL

Authorized

The Company is authorized to issue an unlimited number of common shares.

Issued and Outstanding

	Number	Amount
Balance at March 31, 2017	51,137,679	\$ 11,146,365
Apr 10, 2017 common shares issued in exchange for debt	9,037,322	722,986
April 18, 2017 common share consolidation	(55,675,001)	-
May 3, 2017 common shares issued in private placement at \$0.05 per unit	10,000,000	264,170
June 7, 2017 common shares issued in private placement at \$0.10 per share	20,770,332	1,982,485
June 7, 2017 common shares issued for services	500,000	47,724
Balance at December 31, 2017	35,770,332	14,163,730

Warrants

On May 3, 2017, the Company issued 10,000,000 units to certain directors and key management personnel at a discount to the fair market value of \$0.08 per share, each unit consisted of one common share and one common share purchase warrant. \$500,000 was recognized as share based compensation in relation to the private placement. The warrants were valued based upon assumptions including stock volatility, a risk-free interest rate, an expected dividend rate and expected life of the warrants. The warrants expire on May 3, 2018. The Company uses a Black-Scholes valuation methodology to value the warrants at the date of issuance for accounting purposes. The significant inputs into the model were share price of \$0.10, exercise price of \$0.10, volatility of 53%, dividend yield of 0%, an expected warrant life of one year and an annual risk-free interest rate of 1.08%. Volatility was estimated based on average volatility of a sample of peer companies with public pricing data available. A summary of share purchase warrants is presented below:

	Number	Amount
Balance at March 31, 2017	-	\$ -
Issued	10,000,000	213,852
Balance at December 31, 2017	10,000,000	213,852

Stock Options

The Company has a stock option plan for employees, officers, directors and consultants. The Company calculates stock option expense using graded vesting. Stock options typically vest over a two-year period and expire five years from the date of grant. The determination of fair value for recording stock option expense is based upon assumptions including stock volatility, a risk-free interest rate, an expected dividend rate and expected life of the options. The Company uses a Black-Scholes valuation methodology to value the stock options at the date of award for accounting purposes. The maximum number of stock options

NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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reserved for issuance under the plan may not exceed 10 percent of the number of common shares issued and outstanding. As at December 31, 2017 3,500,000 stock options are outstanding or 9.8 percent of the number of common shares outstanding. The weighted average fair value of options granted during the period determined using the Black-Scholes valuation model was \$0.0463 per option. The significant inputs into the model were share price of \$0.10 at the grant date, exercise price shown below, volatility of 53%, dividend yield of 0%, an expected option life of five years and an annual risk-free interest rate of 1.08%. Volatility was estimated based on average volatility of a sample of peer companies with public pricing data available.

The number and weighted-average exercise prices of stock options were as follows:

	Number	Weighted-Average Exercise Price
Balance at March 31, 2017	-	-
Granted on June 7, 2017	3,500,000	0.10
Balance at December 31, 2017	3,500,000	0.10

Information with respect to stock options outstanding at December 31, 2017 is presented below.

Stock Options Outstanding				Stock Options Exercisable	
Range of Exercise Prices	Number of Stock Options	Remaining Contractual Life Yrs	Weighted-Average Exercise Price	Number of Stock Options	Weighted-Average Exercise Price
\$0.10	3,500,000	5.0	0.10	1,166,666	0.10
	3,500,000	5.0	0.10	1,166,666	0.10

Stock-based compensation of \$99,576 (2016 - Nil) was expensed during the nine months ended December 31, 2017.

NOTE 7 – NET (LOSS) INCOME PER SHARE

Basic and diluted net (loss) income per share is calculated as follows:

	For the three months ended December 31,		For the nine months ended December 31,	
	2017	2016 ⁽¹⁾	2017	2016 ⁽¹⁾
Net (loss) income	(375,719)	(90,199)	(2,287,133)	(245,219)
Weighted-average common share adjustments				
Weighted-average common shares outstanding, basic	35,770,332	3,824,172	29,264,065	3,824,172
Effect of stock options	-	-	-	-
Weighted-average common shares outstanding, diluted	35,770,332	3,824,172	29,264,065	3,824,172
Basic and diluted net loss per share	\$(0.01)	\$(0.00)	\$(0.08)	\$(0.00)

(1) Pursuant to the common share consolidation on April 18, 2017 the number of common shares outstanding have been retroactively adjusted to effect the consolidation.

For the nine months ended December 31, 2017, stock options were anti-dilutive due to the net loss.

NOTE 8 – FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's classification of financial instruments remains unchanged from March 31, 2017.

Fair Value of Financial Instruments

The carrying values and respective fair values of cash, trade and other receivables, term loan, amounts due to shareholders and trade and other payables approximate their fair values at December 31, 2017, given the short-term nature of these financial instruments.

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

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

The Company's financial instruments have been assessed on the fair value hierarchy described above. Cash is classified as Level 1. There has been no reclassification of financial instruments into or out of each fair value hierarchy during the nine months ended December 31, 2017. Assessment of the significance of a particular input to the fair value measurement requires judgement and may affect the placement within the fair value hierarchy level.

Market Risk

Market risk is the risk that changes in market factors, such as commodity prices and foreign exchange rates will affect the Company's cash flows, profit or loss, liquidity or the value of financial instruments. The objective of market risk management is to mitigate market risk exposures where considered appropriate and maximize returns.

(i) Commodity Price Risk

Commodity price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate as a result of changes in commodity prices. Lower commodity prices can also impact the Company's ability to raise capital. Commodity prices for uranium and crude oil are impacted by world economic events that dictate the levels of supply and demand. From time to time the Company may attempt to mitigate commodity price risk through the use of financial derivatives. The Company had no commodity contracts in place during the nine months ended December 31, 2017.

(ii) Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate as a result of changes in foreign currency exchange rates. The Company is exposed to foreign currency fluctuations as certain expenditures are denominated in Colombian pesos and US dollars. As at December 31, 2017, the Colombian peso to the Canadian dollar exchange rate was 2372:1 (March 31, 2017 – 2163:1) and the United States dollar to Canadian dollar exchange rate was 0.7971:1 (March 31, 2017 – 0.7513:1). Cash held in US dollars at December 31, 2017 was USD \$603,079 and a change of 1% in the exchange rate would have impacted the Canadian dollar equivalent by +/- CAD \$7,565. The Company had no forward exchange rate contracts in place as at or during the nine months ended December 31, 2017.

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, within reasonable means, sufficient liquidity to meet its liabilities when due, under both normal and unusual conditions, without incurring unacceptable losses or jeopardizing the Company's business objectives.

NOTE 9 – DISPOSITION OF OIL AND GAS ASSETS

On May 1, 2017, the Company sold its oil and gas assets with a carrying value of nil to a private company owned by a former director of the Company for a purchase price of \$10.00 plus an abandonment deposit in the amount of \$185,850 held by the BC government and assumption of all liabilities related to such assets including decommissioning liabilities of \$102,010. A loss on disposition of \$83,686 was recognized in the period.

NOTE 10 – RELATED PARTY TRANSACTIONS

A company controlled by an officer of the Company provides financial management services to the Company. During the three and nine months ended December 31, 2017 fees and disbursements incurred for amounts due to this officer totaled \$22,500 (2016 – Nil) and \$60,000 (2016 - Nil) respectively. As of December 31, 2017, \$Nil (2016 – \$Nil) is outstanding in accounts payable.

A company controlled by a shareholder and director provides CEO services to the Company. During the three and nine months ended December 31, 2017 fees and disbursements incurred for amounts due to this director totaled \$30,000 (2016 – Nil) and \$80,000 (2016 - Nil) respectively. As of December 31, 2017, \$Nil (2016 – \$Nil) is outstanding in accounts payable.

During the nine months ended December 31, 2017, the company advanced USD \$40,000 to cover travel expenses of key management personnel. At December 31, 2017, USD \$16,385 (CAD \$20,554) is included in trade and other receivables.

NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

For the nine months ended December 31, 2017 and 2016

(in Canadian dollars except as otherwise noted)

All of the above transactions are in the normal course of operations and are measured at fair value which is the price agreed to by the related parties.