

**Georox Resources Inc.**

**Financial Statements**

**December 31, 2016 and 2015**

(in Canadian dollars)

## Independent Auditor's Report

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To the shareholders of Georox Resources Inc.

We have audited the accompanying financial statements of Georox Resources Inc., which comprise the statements of financial position as at December 31, 2016 and 2015, the statements of loss and comprehensive loss, changes in shareholders' equity (deficiency) and cash flows for the years then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

### *Management's Responsibility for Financial Statements*

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

### *Auditors' Responsibility*

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

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

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

### *Opinion*

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

### *Emphasis of Matter*

Without qualifying our opinion, we draw attention to Note 2 in the financial statements which indicates the existence of a material uncertainty which may cast significant doubt about the ability of Georox Resources Inc. to continue as a going concern.

Calgary, Alberta  
April 10, 2017

*MNP LLP*

Chartered Professional Accountants

**MNP**

**GEOROX RESOURCES INC.****Statements of Financial Position**

As at December 31,

	Note	2016	2015
<b>Assets</b>			
<b>Current assets</b>			
Cash and cash equivalents		\$ 4,393	\$ -
Trade and other receivables	14	278,185	219,902
Investments	7	27,399	13,374
Inventory		34,331	10,448
<b>Total current assets</b>		<b>344,308</b>	<b>243,724</b>
<b>Non-current assets</b>			
Property and equipment	5	6,918,124	7,882,701
Exploration and evaluation assets	6	365,461	403,298
<b>Total assets</b>		<b>\$ 7,627,893</b>	<b>\$ 8,529,723</b>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Bank indebtedness	15	\$ -	\$ 1,172,291
Mezzanine financing	15	4,671,063	3,332,023
Trade and other payables	8	1,741,306	1,550,001
Derivative liability	15	29,781	3,521
Provision for decommissioning, current portion	9	415,163	11,983
<b>Total current liabilities</b>		<b>6,857,313</b>	<b>6,069,819</b>
<b>Non-current liabilities</b>			
Provision for decommissioning	9	904,541	1,369,302
<b>Total liabilities</b>		<b>\$ 7,761,854</b>	<b>\$ 7,439,121</b>
<b>Going concern</b>	2		
<b>Commitments and contingencies</b>	18		
<b>Shareholders' equity (deficiency)</b>			
Common shares	10(b)	\$ 10,106,434	\$ 9,864,297
Share purchase warrants	10(d)	214,963	277,103
Contributed surplus		3,083,690	2,763,113
Accumulated other comprehensive loss		(11,013)	(25,038)
Deficit		(13,528,035)	(11,788,873)
<b>Total shareholders' equity (deficiency)</b>		<b>(133,961)</b>	<b>1,090,602</b>
<b>Total shareholders' equity (deficiency) and liabilities</b>		<b>\$ 7,627,893</b>	<b>\$ 8,529,723</b>

Approved and authorised by the Board of Directors

Signed "Burkhard Franz", DirectorSigned "Lorraine McVean", Director

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*The accompanying notes are an integral part of these financial statements.*

**GEOROX RESOURCES INC.**  
**Statements of Loss and Comprehensive Loss**  
**For the years ended December 31,**

	<i>Note</i>	<b>2016</b>	<b>2015</b>
<b>Revenue</b>			
Petroleum and natural gas		<b>1,885,044</b>	2,415,664
Royalties		<b>(126,471)</b>	(71,692)
		<b>1,758,573</b>	2,343,972
<b>Expenses</b>			
Operating		<b>1,195,571</b>	1,529,540
Depreciation, depletion and impairment	5,6	<b>1,044,221</b>	2,192,002
Stock-based compensation	10(c)	<b>43,474</b>	9,823
General and administrative		<b>474,980</b>	777,240
		<b>2,758,246</b>	4,508,605
<b>Operating loss</b>		<b>(999,673)</b>	(2,164,633)
Finance expense	11	<b>(770,434)</b>	(701,986)
Gain on extinguishment of credit facility	15	<b>14,137</b>	-
Gain on disposition of assets	5	<b>16,808</b>	-
<b>Net loss for the year</b>		<b>(1,739,162)</b>	(2,866,619)
<b>Other comprehensive income (loss)</b>			
Net change in fair value of available for sale financial assets	7	<b>14,025</b>	(10,018)
<b>Other comprehensive income (loss) for the year</b>		<b>14,025</b>	(10,018)
<b>Total comprehensive loss for the year</b>		<b>(1,725,137)</b>	(2,876,637)
<b>Loss per share</b>			
Basic and diluted	16	<b>(0.10)</b>	(0.021)

*The accompanying notes are an integral part of these financial statements.*

**GEOROX RESOURCES INC.**
**Statements of Changes in Shareholders' Equity (deficiency)**

	<b>Common Shares</b>		<b>Warrants</b>	<b>Contributed surplus</b>	<b>Accumulated other comprehensive loss</b>	<b>Deficit</b>	<b>Total Shareholders' Equity (Deficiency)</b>
	<b>Number</b>	<b>Amount \$</b>					
<b>Balance, December 31, 2014</b>	11,865,702	9,648,089	195,522	2,557,768	(15,020)	(8,922,254)	3,464,105
Issue of share capital (Note 10 (b))	3,409,860	511,476	-	-	-	-	511,476
Share issue costs (Note 10 (b))	-	(18,165)	-	-	-	-	(18,165)
Warrants stock-based payments (Note 10 (d))	-	(277,103)	277,103	-	-	-	-
Expired warrants (Note 10 (d))	-	-	(195,522)	195,522	-	-	-
Options share-based payments (Note 10 (c))	-	-	-	9,823	-	-	9,823
Net change in available for sale investments (Note 7)	-	-	-	-	(10,018)	-	(10,018)
Net loss for the year	-	-	-	-	-	(2,866,619)	(2,866,619)
<b>Balance, December 31, 2015</b>	15,275,562	9,864,297	277,103	2,763,113	(25,038)	(11,788,873)	1,090,602
Issue of share capital (Note 10 (b))	7,698,333	461,900	-	-	-	-	461,900
Share issue costs (Note 10 (b))	-	(4,800)	-	-	-	-	(4,800)
Warrants share-based payments (Note 10 (d))	-	(214,963)	214,963	-	-	-	-
Expired warrants (Note 10 (d))	-	-	(277,103)	277,103	-	-	-
Stock-based compensation (Note 10 (c))	-	-	-	43,474	-	-	43,474
Net change in available for sale investments (Note 7)	-	-	-	-	14,025	-	14,025
Net loss for the year	-	-	-	-	-	(1,739,162)	(1,739,162)
<b>Balance, December 31, 2016</b>	22,973,895	10,106,434	214,963	3,083,690	(11,013)	(13,528,035)	(133,961)

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

**GEOROX RESOURCES INC.****Statement of Cash Flows****For the years ended December 31,**

	<i>Note</i>	<b>2016</b>	<b>2015</b>
<b>Cash provided by (used in) the following:</b>			
<b>Operating activities</b>			
Net loss for the period		\$ (1,739,162)	\$ (2,866,619)
Adjustments for non-cash items:			
Stock-based compensation	10(c)	43,474	9,823
Depreciation, depletion and impairment	5	1,044,221	2,192,002
Finance expense – provision for decommissioning	11	14,330	16,068
Finance expense – accretion of mezzanine financing	11	136,636	-
Gain on disposal of property and equipment	5	(16,808)	-
Settlement of interest on payable to shareholder with shares	17	-	11,948
(Gain) loss on derivative revaluation	11	(7,653)	3,521
Gain on extinguishment of credit facility	15	(14,137)	-
		\$ (539,099)	\$ (633,257)
Changes in non-cash working capital balances:			
Change in trade and other receivables		(58,283)	465,540
Change in inventory		(23,883)	9,694
Change in trade and other payables		199,334	785,633
<b>Net cash flows provided by (used in) operating activities</b>		<b>\$ (421,931)</b>	<b>\$ 627,610</b>
<b>Investing activities</b>			
Purchase of property and equipment	5	(33,882)	(199,921)
Purchase of exploration and evaluation assets	6	(75,034)	(45,701)
Proceeds on sale of investment	7	-	30,000
<b>Net cash flows used in investing activities</b>		<b>\$ (108,916)</b>	<b>\$ (215,622)</b>
<b>Financing activities</b>			
Issue of common shares, net of issue costs	10(b)	457,100	356,335
Advances of mezzanine financing, net	15	1,250,431	1,132,023
Repayment of bank indebtedness	15	(1,172,291)	(1,900,346)
<b>Net cash flows provided by (used in) financing activities</b>		<b>\$ 535,240</b>	<b>\$ (411,988)</b>
<b>Net increase in cash and cash equivalents</b>		<b>4,393</b>	<b>-</b>
<b>Cash and cash equivalents, beginning of year</b>		<b>-</b>	<b>-</b>
<b>Cash and cash equivalents, end of year</b>		<b>\$ 4,393</b>	<b>\$ -</b>
Cash interest paid		465,364	491,318
Cash taxes paid		-	-

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

# GEOROX RESOURCES INC.

## Notes to the financial statements

For the years ended December 31, 2016 and 2015

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### 1. Nature of operations

Georox Resources Inc. (the "Corporation" or "Georox") was incorporated under the Canada Business Corporations Act on April 14, 2003. The Corporation is listed on the TSX-Venture Exchange and its primary business is the acquisition of, exploration for, and the development of petroleum and natural gas properties in Canada.

The address of the Corporation's registered office is Suite 1150, 707 – 7<sup>th</sup> Avenue SW, Calgary, Alberta, Canada, T2P 3H6.

These financial statements were approved for issuance by the Board of Directors on April 10, 2017.

### 2. Going concern

These financial statements have been prepared on a going concern basis, which implies the Corporation will continue to realize its assets and discharge its liabilities in the normal course of business. The Corporation generated a net loss of \$1,739,162 (December 31, 2015 – net loss of \$2,866,619) for the year ended December 31, 2016. As of December 31, 2016, the Corporation has a working capital deficiency of \$6,513,005 (December 31, 2015 – \$5,826,095), and an accumulated deficit of \$13,528,035 (December 31, 2015 – \$11,788,873). At December 31, 2016, the Corporation was in breach of all but one of its covenants (note 15). As such, there is a material uncertainty related to these events and conditions that may cast significant doubt on the Corporation's ability to continue as a going concern and therefore, it may be unable to realize its assets and discharge its liabilities in the normal course of business. The continuation of the Corporation as a going concern is dependent upon the ability of the Corporation to obtain necessary equity or other financing to continue exploring its oil and gas properties, and/or to attain sufficient profitable operations. The ability of the Corporation to be successful in obtaining financing cannot be predicted at the present time. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Corporation be unable to continue as a going concern.

### 3. Basis of presentation

#### a) Statement of compliance

These financial statements have been prepared by management in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and the interpretations of the International Financial Reporting Interpretations Committee ("IFRIC") in effect as at January 1, 2016.

#### b) Basis of measurement

The financial statements have been prepared on an historical cost basis, except as otherwise specified, as set out in the accounting policies below.

#### c) Presentation and functional currency

These financial statements are presented in Canadian dollars (unless stated otherwise), which is also the Corporation's functional currency.

#### d) Critical judgments, estimates and assumptions

The preparation of the 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.

**3. Basis of presentation** *(continued)*

d) Critical judgments, estimates and assumptions *(continued)*

The following discussion sets forth management's most critical judgements and estimates:

***Judgments:***

*Valuation of accounts receivable*

The provision for doubtful accounts is reviewed by management on a monthly basis. Trade and other receivables are considered for impairment on a case-by-case basis when they are past due or when objective evidence is received that a customer will default. Management makes these assessments after taking into consideration the customer's payment history, their credit worthiness and the current economic environment in which the customer operates to assess impairment. The Corporation's historical bad debt expenses have not been significant and are usually limited to specific customer circumstances. However, given the cyclical nature of the oil and natural gas industry along with the current economic operating environment, a customer's ability to fulfil its payment obligations can change suddenly and without notice.

*Exploration and evaluation assets*

The Corporation is required to apply judgment when designating the nature of oil and gas activities as exploration, evaluation, development or production, and when determining whether the initial costs of these activities are capitalized.

Certain exploration and evaluation costs are initially capitalized with the intent to establish commercially viable reserves. Judgement is required to determine that the Corporation has obtained the right to explore, but has not yet determined proven reserves, therefore amounts remain in exploration and evaluation assets. The Corporation is required to make judgments about future events and circumstances and applies estimates to assess the economic viability of extracting the underlying resources. The costs are subject to technical, commercial and management review to confirm the continued intent to develop the project. Level of drilling success, or changes to project economics, resource quantities, expected production techniques, production costs and required capital expenditures, are important judgments when making this determination.

*Decommissioning provisions*

The Corporation recognizes liabilities for the future decommissioning and restoration of exploration and evaluation and development and production assets. Decommissioning provisions are estimated based on current legal and constructive requirements, technology, price levels and expected plans for remediation and are inflated to the date of decommissioning of the asset and discounted at a risk-free rate.

The ultimate decommissioning costs are uncertain and cost estimates can vary in response to many factors including changes to relevant regulatory requirements, the emergence of new restoration techniques or experience at other production sites. The expected timing and amount of expenditure can also change, for example in response to changes in reserves or changes in laws and regulations or their interpretation. As a result, there could be significant adjustments to the provisions established which would affect future financial results. Management applies judgment in assessing the existence and extent as well as the expected method of reclamation of the Corporation's decommissioning and restoration obligations at the end of each reporting period.

*Determination of Cash Generating Units*

A cash generating unit ("CGU") is defined as the lowest grouping of integrated assets that generate identifiable cash inflows that are largely independent of the cash inflows of other assets or groups of assets. The allocation of assets into CGUs requires significant judgment and interpretations with respect to the integration between assets, the existence of active markets, similar exposure to market risks, shared infrastructures, and the way in which management monitors the operations. Management has determined that the Corporation has three CGUs, namely Silverdale, Pouce Coupe, and Red Earth.

**3. Basis of presentation** *(continued)*

d) Critical judgments, estimates and assumptions *(continued)*

*Deferred Taxes*

Deferred tax assets are recognized when it is considered probable that deductible temporary differences will be recovered in the foreseeable future. To the extent that future taxable income and the application of existing tax laws in each jurisdiction differ significantly from the Corporation's estimate, the ability of the Corporation to realize the deferred tax assets could be impacted.

Deferred tax liabilities are recognized when there are taxable temporary differences that will reverse and result in a future outflow of funds to a taxation authority. The Corporation records a provision for the amount that is expected to be settled, which required the application of judgment as to the ultimate outcome. Deferred tax liabilities could be impacted by changes in the Corporation's judgment of the likelihood of a future outflow and estimates of the expected settlement amount, and the tax laws in the jurisdictions in which the Corporation operates.

**Estimates:**

*Depletion and valuation of production and development assets*

Reserves estimates, although not reported as part of the Corporation's financial statements, can have a significant effect on net income, assets and liabilities as a result of their impact on depletion, deferred taxes, asset impairments and business combinations. The estimation of reserves and resources is an inherently complex process and involves the exercise of professional judgment. All reserves and resources have been evaluated at December 31, 2016 by independent qualified reserves evaluators in accordance with National Instrument 51-101 Standards of Disclosure for Oil and Gas Activities. The reserves and resource estimates are based on the definitions and guidelines contained in the Canadian Oil and Gas Evaluation Handbook.

Oil and gas reserves and resources estimates are based on a range of geological, technical and economical factors, including projected future rates of production, projected future commodity prices, engineering data, and the timing and amount of future expenditures, all of which are subject to uncertainty. Estimates reflect market and regulatory conditions existing at December 31, 2016, which could differ significantly from other points in time throughout the year, or future periods. Changes in market and regulatory conditions and assumptions can materially impact the estimation of net reserves.

*Stock options and warrants*

The Corporation provides share-based awards to certain employees in the form of stock options. The Corporation follows the fair-value method to record share-based payment expense with respect to stock options granted. The fair value of each option granted is estimated based on the date of grant and a provision for the costs is provided for with a corresponding credit to reserves in shareholders' equity over the vesting period of the option agreement. Stock-based payment expense associated with options issued to employees, consultants, officers and directors of the Corporation are expensed. The consideration received by the Corporation on the exercise of share options is recorded as an increase to issued capital together with corresponding amounts previously recognized in reserves in shareholders' equity. Forfeitures are estimated for each tranche, and adjusted as required to reflect actual forfeitures that have occurred in the period. In order to record share-based payment expense, the Corporation estimates the fair value of share options granted using assumptions related to interest rates, expected lives of the options, volatility of the underlying security, forfeitures and expected dividend yields.

*Fair value measurements*

The estimated fair value of derivative instruments resulting in derivative assets and liabilities, by their very nature, are subject to measurement uncertainty. Estimates included in the determination of the fair value of derivative instruments include market share prices, interest rates, discount rates and volatility in those prices.

*Impairment indicators and discount rate*

The Corporation assesses its petroleum and natural gas ("P&NG") interests for possible impairment if there are events or changes in circumstances that indicate the carrying values of the assets may not be recoverable. Such indicators include changes in the Corporation's business plans, changes in commodity prices, evidence of physical damage and significant downward revisions to estimated recoverable volumes or increases in estimated future development expenditures.

**3. Basis of presentation** *(continued)*

d) Critical judgments, estimates and assumptions *(continued)*

The recoverable amounts of CGUs and individual assets have been determined as the greater of either an asset's or CGU's value in use or fair value less costs of disposal. These calculations require the use of estimates and assumptions and are subject to changes as new information becomes available including information on future commodity prices, quantity of reserves and discount rates as well as future development and operating costs. It is reasonably possible that the commodity price assumptions may change, which may impact the estimated life of the oil and natural gas reserves and the recoverable economical reserves and may require a material adjustment to the carrying value of oil and natural gas assets. The Corporation monitors internal and external indicators of impairment relating to its property and equipment, and exploration and evaluation assets.

*Business combinations*

Business combinations are accounted for using the acquisition method of accounting. The determination of fair value often requires management to make assumptions and estimates about future events. The assumptions and estimates with respect to determining the fair value of property and equipment and exploration and evaluation assets acquired generally require the most judgment and include estimates of reserves acquired, forecast benchmark commodity prices and discount rates. Changes in any of the assumptions or estimates used in determining the fair value of acquired assets and liabilities could impact the amounts assigned to assets, liabilities and goodwill (gain on acquisition). Future net earnings (loss) can be affected as a result of changes in future depletion or asset impairment.

**4. Significant accounting policies**

(a) Cash and cash equivalents

Cash and cash equivalents are comprised of cash on deposit with banks and short-term investments with original maturities of less than ninety days, including GIC investments that are cashable at any time without penalty.

(b) Jointly controlled operations and jointly controlled assets

Many of the Corporation's petroleum and natural gas activities involve jointly controlled assets and are conducted under joint operating agreements. The financial statements include the Corporation's share of these jointly controlled assets, the relevant revenue and related costs.

(c) Financial instruments

Financial instruments are measured at fair value on initial recognition of the instruments. Measurement in subsequent periods depends on whether the financial instrument has been classified as "fair value through profit or loss", "available-for-sale financial assets", "held-to-maturity investments", "loans and receivables", or "other financial liabilities" as defined by the accounting standards.

Financial assets and financial liabilities at "fair value through profit or loss" are measured at fair value with changes in those fair values recognized in the statement of loss and comprehensive loss. All transaction costs related to the issuance of the instruments are expensed as incurred. Financial assets designated as "available-for-sale financial assets" are measured at fair value, with changes in those fair values recognized in other comprehensive loss.

Financial assets at "held-to-maturity investments", "loans and receivables" and financial liabilities at "other financial liabilities" are measured at amortized cost using the effective interest method. All transaction costs related to the issuance of these instruments are capitalized to the related instrument and amortized using the effective interest method.

Cash and cash equivalents are classified as "fair value through profit or loss", trade and other receivables are classified as "loans and receivables" and investments are classified as "available for sale". Trade and other payables, bank indebtedness and mezzanine financing are classified as "financial liabilities measured at amortized cost".

**4. Significant accounting policies** *(continued)*

(c) Financial instruments *(continued)*

*Derivative liability*

On issuance, the Mezzanine Financing (note 15) was split between the financial liability and the Common Share purchase warrants (the "Warrants"). The Mezzanine Financing represented a liability in its entirety, as the Warrants did not meet the fixed-for-fixed requirement for equity classification as they carry a cashless exercise option for the life of the Warrants. The Warrants are required to be fair-valued at each reporting period. As a result, the Warrants are classified as a derivative liability at fair value through comprehensive loss and are recorded on the statement of financial position at fair value. The financial liability portion of the Mezzanine Financing was initially recorded at fair value and accreted to the face value over the term of the Mezzanine Financing.

(d) Exploration and evaluation expenditures and development and production assets

(i) Exploration and evaluation assets

Exploration and evaluation assets consist of capitalized costs related to geological and geophysical costs, undeveloped lands and unproved properties, and the Corporation's exploration projects which are pending the determination of proved reserves.

Exploration and evaluation costs, including the costs of acquiring licenses, technical services and exploratory drilling are capitalized as either tangible or intangible exploration and evaluation assets according to the nature of the assets acquired. Exploration and evaluation costs are accumulated in cost centres pending determination of technical feasibility and commercial viability. Seismic and other costs incurred prior to acquisition of an exploration license are charged to the statement of loss and comprehensive loss as exploration and evaluation expenses as incurred.

Exploration and evaluation assets are not depleted until technical feasibility and commercial viability is determined. Technical feasibility and commercial viability of extracting a mineral resource is considered to be determinable when proved reserves are determined to exist. Upon determination of proved reserves, exploration and evaluation assets attributable to those reserves are first tested for impairment and then reclassified from exploration and evaluation to development and production. When an area is determined not to be technically feasible, commercially viable or the Corporation decides not to continue with its activity, the unrecoverable costs are charged to the statement of loss and comprehensive loss as exploration and evaluation expenses.

(ii) Development and production assets

All costs directly associated with the development of natural gas and liquids reserves are capitalized on an area-by-area basis. Development costs include expenditures for areas where technical feasibility and commercial viability has been determined. These costs include proved property acquisitions, development drilling and completion, gathering and infrastructure, decommissioning costs and transfers of exploration and evaluation assets.

Petroleum and natural gas interests are depleted using the unit-of-production method by reference to the ratio of production in the period to the related proved and probable reserves, taking into account estimated future development costs. Production and reserves of natural gas are converted to equivalent barrels of crude oil on the basis of six thousand cubic feet of gas to one barrel of oil. Changes to estimates used in prior periods, such as proved and probable reserves, that affect the unit-of-production calculations do not give rise to prior period adjustments and are dealt with on a prospective basis.

Processing facilities and well equipment are depleted using the unit-of-production method along with the related reserves when the assets are designed to have a life similar to the reserves of the related wells with little to no residual value.

Administrative assets, consisting of office furniture and equipment are depreciated on a declining balance basis over their estimated useful lives at rates ranging from 20% to 30% per annum.

For divestitures of properties, a gain or loss is recognized in the statement of loss and comprehensive loss. Exchanges of properties are measured at fair value, unless the transaction lacks commercial substance or fair value cannot be reliably measured in which case the cost of the acquired asset is measured at the carrying value of asset given up. Where the exchange is measured at fair value, a gain or loss is recognized in the statement of loss and comprehensive loss.

**4. Significant accounting policies** *(continued)*

(iii) Capitalization of costs

Expenditures related to renewals or betterments that improve the productive capacity or extend the life of an asset are capitalized. Maintenance and repairs are expensed as incurred.

Borrowing costs are capitalized during the construction phase of qualifying assets.

(e) Impairment

(iv) Impairment of non-financial assets

The carrying value of long-term assets is reviewed at each reporting period for indicators that the carrying value of an asset or cash-generating unit may not be recoverable. If indicators of impairment exist, the recoverable amount of the asset or cash-generating unit is estimated. If the carrying value of the asset or cash-generating unit exceeds the recoverable amount, the asset or cash-generating unit is written down with an impairment recognized in the statement of loss and comprehensive loss. A cash-generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. For oil and gas properties the cash-generating unit is generally the field unless several fields are grouped because cash flows are inter-dependent.

Exploration and evaluation assets are assessed for impairment when facts and circumstances suggest that the carrying amount exceeds the recoverable amount and upon reclassification of these costs to development and production assets.

The recoverable amount of an asset or cash-generating unit is the greater of its fair value less costs to sell and its value in use. Fair value is determined to be the amount for which the asset could be sold in an arm's length transaction.

Fair value less costs to sell may be determined using discounted future net cash flows of proved and probable reserves using forecast prices and costs. Value in use is determined by estimating the present value of the future net cash flows expected to be derived from the continued use of the asset or cash-generating unit.

Impairment losses recognized in prior periods are assessed at each reporting date for any indications of a subsequent increase in the recoverable amount. If it is determined that a reversal of an impairment exists, the carrying value of the asset or cash-generating unit is increased to its revised recoverable amount with an impairment reversal recognized in the statement of loss and comprehensive loss. The amount of the reversal cannot exceed the original carrying amount that would have been determined, net of depletion and depreciation, had no impairment loss been recognized for the asset in prior periods.

(v) Impairment of financial assets

Trade and other receivables are assessed for impairment individually, if significant, and collectively if the assets share similar credit risk characteristics. If an impairment is required, the carrying amount of trade and other receivables is reduced through the use of an allowance account. When a receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Net adjustments to the allowance account are recorded in the statement loss and comprehensive loss.

(f) Non-current assets held for sale

Non-current assets classified as held for sale and associated liabilities are measured at the lower of carrying amount and fair value less costs to sell, and are presented as current on the statement of financial position. Non-current assets are classified as held for sale if their carrying amounts will be recovered through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset or disposal group is available for immediate sale in its present condition. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

**4. Significant accounting policies** *(continued)*

(g) Stock-based compensation

The Corporation has a stock option plan under which it grants stock options to directors, employees, consultants and service providers.

The Corporation records compensation expense on all options granted to employees, or to those providing similar services, at the fair value of the equity instruments, with a corresponding increase to contributed surplus. The Corporation uses the Black-Scholes option pricing model to estimate the fair value of each stock option at the date of grant. For awards with vesting conditions, a forfeiture rate is recognized at the grant date and is adjusted to reflect the number of awards expected to vest. As the options are exercised, the consideration paid, together with the amount previously recognized in contributed surplus are recorded as an increase in share capital.

(h) Decommissioning provisions

The Corporation recognizes the fair value of estimated decommissioning liabilities on the statement of financial position when a reasonable estimate of fair value can be made. Decommissioning liabilities include those for which a Corporation faces a legal or constructive obligation to retire tangible long-lived assets such as well sites, pipelines and facilities. The decommissioning cost, equal to the initially estimated fair value of the decommissioning liabilities, is capitalized as part of the cost of the related long-lived asset. Subsequent to the initial measurement, the provisions are adjusted at the end of each reporting period to reflect the passage of time and changes in the estimated future cash flows underlying the provisions.

Decommissioning costs are depleted using the unit-of-production method and are included in depletion, depreciation and impairment in the statement of loss and comprehensive loss. Increases in the decommissioning liability resulting from the passage of time are recorded as a financing expense in the statement of loss and comprehensive loss whereas increases/decreases due to changes in the estimated future cash flows are capitalized. Actual expenditures incurred are charged against the accumulated provisions, to the extent accrued, and are shown as a deduction from operating activities.

(i) Share capital and warrants

Common shares are classified as equity. Incremental costs directly attributable to the issue of common shares are recognized as a deduction from equity, net of any tax effects.

The fair value of the warrant component of a unit offering is calculated using the Black-Scholes option pricing model. The residual value of the difference between the unit offering price and the fair value of the warrant component is allocated to the value of the share capital component.

(j) Cash-settled transactions

A Deferred Share Unit ("DSU") Plan has been established for directors. The cost of the DSU's is measured initially at fair value based on the closing price of the Corporation's common shares preceding the day the DSU's are granted. The cost of the DSU's is recognized as a liability within trade and other payables in the statement of financial position and as a general and administrative expense in the statement of loss and comprehensive loss. The liability is remeasured to fair value based on the market price of the Corporation's common shares at each reporting date up to and including the settlement date, with changes in fair value recognized in general and administrative expenses in the statement of loss and comprehensive loss. The payment of the DSU's will be in cash and at a time when the director ceases to serve on the Board of Directors.

(k) Revenue

Revenue from the sale of oil and natural gas is recognized based on volumes delivered to customers at contractual delivery points and rates. The costs associated with the delivery, including operating and maintenance costs, transportation, and production-based royalty expenses, are recognized in the same period in which the related revenue is earned and recorded.

# GEOROX RESOURCES INC.

## Notes to the financial statements

For the years ended December 31, 2016 and 2015

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### 4. Significant accounting policies *(continued)*

(l) Per share amounts

Basic loss per share is computed by dividing the net loss available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted loss per share is computed similar to basic loss per share except that the weighted average number of shares outstanding is increased to include additional shares for the assumed exercise of stock options, warrants and convertible debt, if dilutive. The number of additional shares is calculated using the treasury stock method by assuming that outstanding stock options, warrants and convertible debt were exercised and the proceeds from such exercises were used to acquire common stock at the average market price during the reporting period.

(m) Taxes

Income Tax expense comprises current and deferred tax. Current tax expense is recognized in the statement of loss and comprehensive loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

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

Deferred tax is recognized using the liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable income will be available against which those deductible temporary differences, and the carry forward of non-capital losses, can be utilized.

Deferred tax is not recognized on the initial recognition of assets or liabilities in a transaction that is not a business combination. In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to offset current tax assets against current tax liabilities and the deferred tax relates to the same taxable entity and the same taxation authority.

A deferred tax asset is recognized to the extent that it is probable that future taxable income will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future profit will allow the deferred tax asset to be recovered.

(n) New standards and interpretations not yet adopted

A number of new standards, amendments to standards and interpretations have been issued by the IASB which are not yet effective for the year ended December 31, 2016, and have not been applied in preparing these consolidated financial statements. The Company does not expect the amendments to have a material impact on the financial statements.

(i) IFRS 9 financial instruments

IFRS 9 addresses requirements for the classification and measurement of financial instruments, impairment methodology and hedge accounting. The IASB set a mandatory effective date for annual periods beginning on or after January 1, 2018. The Company continues to assess this new standard, but does not expect it to have a significant impact.

(ii) IFRS 15 revenue from contracts with customers

IFRS 15 replaces the existing revenue recognition guidance with a new framework to determine the timing and measurement of revenue, providing users of the financial statements more information and relevant disclosures. IFRS 15 is effective for annual periods beginning on or after January 1, 2018, with early adoption permitted. The Company continues to assess this new standard, but does not expect it to have a significant impact.

**GEOROX RESOURCES INC.**  
**Notes to the financial statements**  
**For the years ended December 31, 2016 and 2015**

**4. Significant accounting policies** *(continued)*

*(o) New standards and interpretations not yet adopted (continued)*

(iii) IFRS 2 share-based payments - amendment

On June 20, 2016, the IASB issued amendments to IFRS 2, relating to classification and measurement of share-based payment transactions. The amendments are effective for periods beginning on or after January 1, 2018. The Company is currently assessing the impact of the adoption of these amendments on the Company's consolidated financial statements.

(iv) IAS 7 statement of cash flows - amendment

On January 29, 2016, the IASB issued amendments to IAS 7, Statement of Cash Flows, as part of its disclosure initiative. The amendments require an entity to disclose changes in liabilities arising from financing activities. The amendments are effective for annual periods beginning on or after January 1, 2017, with early adoption permitted. The Company does not expect there to be a significant impact on the Company's consolidated financial statements.

(v) IAS 12 income taxes - amendment

On January 19, 2016, the IASB issued amendments to IAS 12, Income Taxes, relating to the recognition of deferred tax assets for unrealized losses. The amendments are effective for annual periods beginning on or after January 1, 2017, with early adoption permitted. The Company does not expect there to be a significant impact on the Company's consolidated financial statements.

**5. Property and equipment**

<b>Cost</b>	<b>Petroleum and natural gas interests and equipment</b>	<b>Administrative assets</b>	<b>Total</b>
Balance at December 31, 2014	14,937,219	16,061	14,953,280
Additions	199,921	-	199,921
Change in decommissioning liability	136,154	-	136,154
Balance at December 31, 2015	15,273,294	16,061	15,289,355
Additions	33,882	-	33,882
Dispositions	(2,357,371)	-	(2,357,371)
Change in decommissioning liability	(77,493)	-	(77,493)
<b>Balance at December 31, 2016</b>	<b>12,872,312</b>	<b>16,061</b>	<b>12,888,373</b>
<b>Accumulated depletion, depreciation and impairment</b>			
Balance at December 31, 2014	5,198,591	16,061	5,214,652
Depletion, depreciation and impairment	2,192,002	-	2,192,002
Balance at December 31, 2015	7,390,593	16,061	7,406,654
Dispositions	(2,366,173)	-	(2,366,173)
Depletion, depreciation and impairment	929,768	-	929,768
<b>Balance at December 31, 2016</b>	<b>5,954,188</b>	<b>16,061</b>	<b>5,970,249</b>
Net book value at December 31, 2015	7,882,701	-	7,882,701
<b>Net book value at December 31, 2016</b>	<b>6,918,124</b>	<b>-</b>	<b>6,918,124</b>

**GEOROX RESOURCES INC.**  
**Notes to the financial statements**  
**For the years ended December 31, 2016 and 2015**

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**5. Property and equipment (continued)**

Future capital expenditures of \$4,478,800 (December 31, 2015 - \$5,073,900), as estimated by independent engineers, relating to the development of reserves have been included in costs subject to depletion.

For the year ended December 31, 2016, the Corporation recorded an impairment loss of \$Nil (December 31, 2015 - \$783,410) on development and production assets in respect of the Red Earth CGU. The impairment in the prior year was primarily a function of reduced estimated reserve values due to the lower commodity price environment.

During the year ended December 31, 2016, engineering fees charged by an officer of the Corporation of \$13,500 (December 31, 2015 - \$44,500) were included in additions to property and equipment.

During the year ended December 31, 2016, the Corporation assigned its working interest in the Couteau Lake CGU to the operator of the property as a part of the terms of a settlement agreement for outstanding debt relating to the property. As a result, an adjustment was made to the property to remove the carrying value and associated impairment and depletion costs resulting in a gain on disposal of \$16,808.

The Corporation determined the recoverable amounts for its CGUs based on fair value less costs of disposal using independent reserve engineers. In determining the recoverable amount, the Corporation considered recent transactions within the industry, long-term views of commodity prices, externally evaluated reserve volumes, and discount rates specific to the CGU. The calculation of the recoverable amount is sensitive to the assumptions regarding production volumes, discount rates, operating costs structures and commodity prices. The fair value less costs of disposal estimates are categorized as Level 3 according to the IFRS 13 fair value hierarchy.

In computing the recoverable amount, future cash flows were adjusted for risks specific to the CGUs, reduced by a cost to sell of 2% (December 31, 2015 – 2%) and discounted using a before-tax discount rate of 15% (December 31, 2015 – 15%).

Short-term forecast benchmark commodity price assumptions reflect the volatility in crude oil and natural gas prices in recent periods. Long-term forecast benchmark commodity price assumptions tend to be stable as the short-term decreases in prices are not considered indicative of long-term price levels, but are nonetheless subject to change. The following table outlines the forecast benchmark commodity prices used in the impairment calculation of property and equipment at December 31, 2016:

	<b>2017</b>	<b>2018</b>	<b>2019</b>	<b>2020</b>	<b>2021</b>	<b>Increase thereafter</b>
Light Oil per BBL (\$Cdn)	65.58	74.51	78.24	80.64	82.25	1.5%
Heavy Oil per BBL (\$Cdn)	53.12	61.85	64.94	66.93	68.27	1.5%
Natural Gas (\$Cdn)	3.44	3.27	3.22	3.91	4.00	1.5%

Changes in any of the key judgments, such as a downward revision in reserves, a decrease in forecast benchmark commodity prices, changes in foreign exchange rates, an increase in royalties or an increase in operating costs would decrease the recoverable amounts of assets and any impairment charges would affect net loss. A three percent increase in the assumed discount rate would not result in an impairment expense for the year ended December 31, 2016.

**6. Exploration and evaluation assets**

<b>Cost</b>		
Balance at December 31, 2014	\$	358,209
Additions		45,701
Change in provision for decommissioning		(612)
<b>Balance at December 31, 2015</b>	<b>\$</b>	<b>403,298</b>
Additions		75,034
Impairment		(114,453)
Change in provision for decommissioning		1,582
<b>Balance at December 31, 2016</b>	<b>\$</b>	<b>365,461</b>

# GEOROX RESOURCES INC.

## Notes to the financial statements

For the years ended December 31, 2016 and 2015

### 6. Exploration and evaluation assets (continued)

Exploration and evaluation assets ("E&E") are not subject to depletion, as they are in the exploration and evaluation stage, but are reviewed on a quarterly basis for any indication of impairment. As at December 31, 2016, the Corporation recorded impairment charges of \$52,436 for the Virginia Hills CGU (December 31, 2015 - \$Nil) and \$62,017 for the Swan Hills CGU (December 31, 2015 - \$Nil).

### 7. Investments

	2016	2015
Investments		
Investment in high interest yield account	\$ 3,399	\$ 3,374
Common shares, Yorkton Ventures Inc.	24,000	10,000
	\$ 27,399	\$ 13,374

During the year ended December 31, 2015, 300,000 common shares were sold for proceeds of \$30,000. No gain or loss on sale was recorded.

The common shares held are recorded at fair value using quoted closing market prices at the statement of financial position date. During the year ended December 31, 2016, the Corporation recorded an unrealized gain in the change in fair value of \$14,025 (December 31, 2015 – loss of \$10,018) which has been recorded in other comprehensive loss.

### 8. Trade and other payables

	2016	2015
Trade payables	\$ 1,247,192	\$ 865,456
Accruals and other accounts payable	469,678	664,088
GST/HST Payable	24,436	20,457
Total trade and other payable	\$ 1,741,306	\$ 1,550,001

Trade payables are non-interest bearing and are normally settled on 30 day terms.

### 9. Provision for decommissioning

The Corporation estimates the total inflation-adjusted undiscounted amount of cash flows required to settle its decommissioning liabilities, before salvage proceeds, at December 31, 2016 to be \$1,563,881 (December 31, 2015 - \$1,603,621) which will be incurred at various times over the next one to twenty years. The fair value of the decommissioning liability was calculated using risk free rates ranging from 0.51% to 2.21% and an inflation factor of 2.0% (December 31, 2015 – 0.48% to 2.04%, and 2% respectively). Settlement of the obligations will be funded from general corporate funds at the time of retirement. As at December 31, 2016, no funds have been set aside to settle these obligations (December 31, 2015 - \$nil).

<b>Balance at December 31, 2014</b>	\$ 1,229,675
Changes in estimates and assumptions	135,542
Unwinding of discount	16,068
<b>Balance at December 31, 2015</b>	\$ 1,381,285
Changes in estimates and assumptions	(75,911)
Unwinding of discount	14,330
<b>Balance at December 31, 2016</b>	\$ 1,319,704

As at December 31, 2016, decommissioning costs in the amount of \$415,163 (December 31, 2015 - \$11,983) are expected to be spent within one year.

**GEOROX RESOURCES INC.**  
**Notes to the financial statements**  
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**10. Share capital**

As of May 2, 2016, the Corporation consolidated its shares on a one to three basis pursuant to a special resolution passed by shareholders on April 30, 2016. All references to common shares, per share amounts, warrants, options, and deferred share units for all periods presented have been retroactively restated to reflect this consolidation.

(a) Authorized  
 Unlimited number of common shares

(b) Issued

	2016		2015	
	Number of Shares	Amount	Number of Shares	Amount
Balance, beginning of year	15,275,562	\$ 9,864,297	11,865,702	\$ 9,648,089
Shares issued, net of warrant value	7,698,333	246,937	2,496,667	97,397
Shares issued, settlement of debt	-	-	913,193	136,976
Share issue costs	-	(4,800)		(18,165)
Balance, end of year	22,973,895	\$ 10,106,434	15,275,562	9,864,297

On June 29, 2015, the Corporation completed a private placement of 2,496,667 units at a price of \$0.15 per Unit for gross proceeds of \$374,500. Each Unit consisted of one common share of the Corporation and one-half of one Common Share purchase warrant. In addition, 121,100 Common Share purchase warrants were issued to the brokers of the transaction. Each whole warrant is exercisable for one Common Share at a price of \$0.30 per Common Share. The Common Share purchase warrants expire on June 30, 2016. The fair value of the 1,369,433 warrants, \$277,103 was determined using the Black-Scholes option pricing model using the following assumptions: Risk-free interest rate 0.56%; Expected life of 1 year, expected volatility of 188%. The warrants have expired unexercised (note 10(d)).

During the year ended December 31, 2016, the Corporation closed the private placement of 7,698,333 Units for aggregate proceeds of \$461,900 at a price of \$0.06 per Unit. Each Unit consisted of one common share and one Common Share purchase warrant. Each Warrant is exercisable at a price of \$0.12 per Common Share for a period of one year. All securities in the Private Placement will be subject to a four month hold period from closing. Agents were paid \$4,800 in finders' fees in connection with the Private Placement. The fair value of the 7,698,333 Warrants, \$214,963 was determined using the Black-Scholes option pricing model using the following assumptions: Risk-free rate 0.51%- 0.62%; Expected life of 1 year, expected volatility of 159% - 166%.

(c) Stock Options

The Corporation has a stock option plan for the purchase of common shares for its directors, officers, employees and other service providers. The aggregate number of common shares reserved for issuance under the plan will not exceed 10% of its issued and outstanding common shares. No one person shall be granted options representing more than 5% of the issued and outstanding common shares of the Corporation. The maximum number of shares which may be reserved for issuance to any consultant in any 12-month period shall be 2% of the shares issued and outstanding at the time of the grant. The maximum number of shares which may be reserved for issuance to investor relations employees in any 12-month period shall be 2% of the shares issued and outstanding at the time of the grant. The options are non-assignable and non-transferable and may be granted for a term not exceeding five years. The exercise price of the options is fixed by the Board of Directors of the Corporation and shall be determined on the basis of the market price of the shares at the time of grant, subject to all applicable regulatory requirements. Stock options granted under the Corporation's stock option plan cannot be traded.

**GEOROX RESOURCES INC.**  
**Notes to the financial statements**  
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**10. Share capital (continued)**

(c) Stock Options (continued)

During the year ended December 31, 2016, 1,000,000 (December 31, 2015 – nil) options were granted to directors of the Corporation. All of the options expire in 5 years from the grant date. The 1,000,000 options granted in 2016 vest ¼ immediately, ¼ on April 7, 2017, ¼ on October 7, 2017 and ¼ on April 7, 2018. The fair value of the options granted of \$89,260 was determined using the Black-Scholes option pricing model based on the following weighted average assumptions:

Risk-free interest rate (%)	0.72%
Expected life (years)	5
Expected volatility (%)	154%
Expected dividend yield (%)	-
Weighted average fair value (\$)	0.09
Forfeiture rate	3%

A summary of the Corporation's option plan as of December 31, 2016 and December 31, 2015 and changes during the years are presented as follows:

	2016		2015	
	<i>Number of options</i>	<i>Weighted average exercise price (\$/share)</i>	<i>Number of options</i>	<i>Weighted average exercise price (\$/share)</i>
Balance, beginning of year	358,333	0.36	491,667	0.36
Granted	1,000,000	0.10	-	-
Expired	(158,333)	0.45	(133,333)	0.54
Balance, end of year	1,200,000	0.14	358,333	0.36

During the year ended December 31, 2016, stock-based compensation of \$43,474 (December 31, 2015 - \$9,823) was recorded relating to stock options which vested during the current year.

As at December 31, 2016, the following options are outstanding:

<i>Date of Grant</i>	<i>Number outstanding</i>	<i>Number exercisable</i>	<i>Weighted average exercise price</i>	<i>Weighted average life remaining</i>	<i>Expiry date</i>
June 10, 2014	200,000	200,000	0.30	2.44	June 9, 2019
October 7, 2016	1,000,000	250,000	0.10	4.77	October 6, 2021
	1,200,000	450,000	0.13	4.38	

(d) Warrants

During the year ended December 31, 2015, the Corporation issued 1,369,433, share purchase warrants in connection with the June 29, 2015 private placement (note 10(b)). The warrants were each exercisable for one common share at a price of \$0.30 per common share until June 30, 2016. All of the warrants expired unexercised.

During the year ended December 31, 2016, the Corporation issued 7,698,333, share purchase warrants in connection with the private placement (note 10(b)). The warrants are each exercisable for one common share at a price of \$0.12 per common share until April 30, 2018.

## GEOROX RESOURCES INC.

### Notes to the financial statements

For the years ended December 31, 2016 and 2015

#### 10. Share capital (continued)

##### (d) Warrants (continued)

A summary of changes during the years ended December 31, 2016 and 2015 is as follows:

	December 31, 2016		December 31, 2015	
	Number	Amount	Number	Amount
Balance, beginning of year	1,369,433	\$ 277,103	1,408,487	\$ 195,522
Expired	(1,369,433)	(277,103)	(1,408,487)	(195,522)
Granted	7,698,333	214,963	1,369,433	277,103
Balance, end of year	7,698,333	\$ 214,963	1,369,433	\$ 277,103

#### 11. Finance expense

	2016	2015
Accretion of mezzanine financing (note 15)	\$ (136,636)	\$ (74,179)
Derivative revaluation	7,653	70,658
Interest expense	(627,121)	(682,397)
Unwinding of discount on provision for decommissioning (note 9)	(14,330)	(16,068)
Finance expense	\$ (770,434)	\$ (701,986)

#### 12. Key management remuneration

Key management personnel include executive officers and non-executive directors. Executive officers are paid a salary and participate in the Corporation's stock option program. The executive officers include the Chief Executive Officer, Chief Financial Officer, and Vice President of Finance and Corporate Development. Non-executive directors also participate in the Corporation's stock option program. Key management personnel compensation is comprised of the following:

	2016	2015
Salaries and short term benefits	\$ 138,866	\$ 125,209
Stock-based compensation	43,474	9,823
Total key management remuneration	\$ 182,340	\$ 135,032

For the year ended December 31, 2016, 356,439 DSU's were granted (December 31, 2015 – 120,064), with a fair value of \$20,250 (December 31, 2015 - \$16,500) which is included in general and administration expense. As at December 31, 2016, 562,961 DSU's (December 31, 2015 – 206,522), were vested and outstanding and \$56,000 (December 31, 2015 - \$33,500) is included in trade and other payables.

	2016 Number of DSU's	2015 Number of DSU's
Balance at December 31	206,522	86,458
Granted	356,439	120,064
Outstanding at December 31	562,961	206,522
Exercisable at December 31	562,961	206,522

**GEOROX RESOURCES INC.**  
**Notes to the financial statements**  
**For the years ended December 31, 2016 and 2015**

**13. Taxes**

The provision for income tax differs from the amount that would have been expected if the reported earnings had been subject only to the Canadian statutory income tax rate of 26.50% (2015 – 26.50%).

	<b>2016</b>	<b>2015</b>
Loss from continuing operations	<b>\$ (1,739,162)</b>	(2,866,619)
Expected tax recovery	<b>(460,878)</b>	(759,654)
Non-deductible expenses	<b>11,579</b>	2,728
Change in unrecognized tax benefits	<b>449,299</b>	756,926
Deferred tax recovery	<b>\$ -</b>	-

The components of the unrecognized deductible temporary differences are as follows:

	<b>2016</b>	<b>2015</b>
Property, equipment, exploration and evaluation assets and provision for decommissioning	<b>\$ 4,068,613</b>	\$ 3,954,177
Non-capital losses	<b>5,158,729</b>	3,657,400
Capital losses	<b>1,135,343</b>	1,135,343
Mezzanine financing and derivative liability	<b>118,367</b>	-
Share issue costs	<b>90,387</b>	119,500
Transaction costs	<b>63,119</b>	67,870
Unrecognized deductible temporary differences	<b>\$ 10,634,558</b>	\$ 8,934,290

At December 31, 2016, the Corporation has approximately \$5,158,729 (2015 - \$3,657,400) losses available, which can be applied against taxable income in future years in Canada. The potential income tax benefits of these losses have not been recognized. The losses, if unutilized, will expire as follows:

Year	Amount
2026	\$ 301,281
2027	732,730
2028	451,823
2029	154,942
2030	332,940
2033	7,047
2035	1,676,637
2036	1,501,329
<b>\$</b>	<b>5,158,729</b>

At December 31, 2016, the Corporation has approximately \$1,135,343 of net capital losses available, which can be applied against capital gains in future years in Canada. The potential income tax benefits of these losses have not been recognized. These losses do not have an expiry date.

# GEOROX RESOURCES INC.

## Notes to the financial statements

For the years ended December 31, 2016 and 2015

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### 14. Fair values and risk management

#### (a) Fair values

The Corporation's financial instruments consist of cash and cash equivalents, trade and other receivables, investments, trade and other payables, bank indebtedness, mezzanine financing and derivative liability.

The fair value of cash and cash equivalents, trade and other receivables, trade and other payables, bank indebtedness and mezzanine financing approximate their carrying value due to the short-term nature of those instruments.

The investments are recorded at fair value using quoted closing market prices at the statement of financial position date.

The derivative liability is required to be fair-valued at each reporting period. The fair value of the derivative liability is calculated using the Black-Scholes pricing model which is based on significant assumptions such as volatility of the market price of the Corporation's shares, the risk free interest rate (based on government of Canada Bonds), and the share price of the Corporation's stock at the measurement date.

The significance of inputs used in making fair value measurements are examined and classified according to a fair value hierarchy. Fair values of assets and liabilities are determined based on one of the following three hierarchies:

- Level 1 is determined by reference to quoted prices in active markets for identical assets and liabilities.
- Level 2 includes valuations using inputs other than quoted prices for which all significant outputs are observable, either directly or indirectly and can be substantially observed or corroborated in the marketplace.
- Level 3 valuations are based on inputs that are unobservable and significant to the overall fair value measurement.

Cash and cash equivalents and investments are measured at fair value based on a Level 1 inputs.

The derivative liability is measured at fair value based on level 2 inputs. The Mezzanine Financing had two components of value – a conventional financial liability and Common Share purchase warrants. Based on its terms disclosed in note 15, the Common Share purchase warrants meet the definition of a derivative and are classified as a financial liability through profit and loss.

#### (b) Risk factors

The Corporation is exposed to financial risks arising from its financial assets and liabilities. The Corporation manages its exposure to financial risks by operating in a manner that minimizes its exposure to the extent practical. The main financial risks affecting the Corporation are:

##### (i) Credit risk

Credit risk is primarily related to accounts receivable from petroleum and natural gas property operators and joint venture partners and to the risk of financial loss if a partner or counterparty to a financial instrument fails to meet its contractual obligations. The Corporation makes allowance for doubtful accounts based on management's assessment of collectability. The allowance for doubtful accounts at December 31, 2016 was \$134,830 (December 31, 2015 - \$114,830). As at December 31, 2016 and December 31, 2015, the majority of accounts receivable relates to amounts due from marketers of the Corporation's oil and natural gas amounts. The Corporation believes that its counterparties currently have the financial capacity to settle obligations in the normal course of business. Management will monitor the credit rating with its marketers to ensure no collection issues arise. Receivables from oil and natural gas marketers are normally collected on the 25th day of the month following production.

All of the Corporation's operations are currently conducted in Canada. The Corporation's exposure to credit risk is influenced mainly by the individual characteristics of each customer. Significant changes in industry conditions and risks that negatively impact partners' ability to generate cash flow will increase the risk of not collecting receivables. Management believes the risk is mitigated by the size and reputation of the companies to which they extend credit.

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**For the years ended December 31, 2016 and 2015**

**14. Fair values and risk management** *(continued)*

As at December 31, 2016 and 2015, the Corporation's trade and other receivables were comprised of the following:

	<b>2016</b>	<b>2015</b>
Petroleum and natural gas sales	\$ 247,239	\$ 178,840
GST receivable	30,946	21,062
Receivable from related parties (Note 17)	-	20,000
	<b>\$ 278,185</b>	<b>\$ 219,902</b>

As at December 31, 2016 and 2015, the Corporation's trade receivables relating to petroleum and natural gas sales and joint venture receivables are aged as follows:

	<b>2016</b>	<b>2015</b>
Current (0 to 30 days)	\$ 219,787	\$ 166,254
31 to 60 days	1,432	357
61 to 90 days	3,399	1,289
Past due (over 90 days)	22,621	10,940
Total trade receivables	<b>\$ 247,239</b>	<b>\$ 178,840</b>

(ii) Liquidity risk

The Corporation's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet its financial liabilities when due. Management mitigates liquidity risk by maintaining banking and other borrowing facilities, continuously monitoring forecast and actual cash flows and actively seeking equity financing to assist with projected cash outflows.

The following table outlines the contractual maturities of the Corporation's financial liabilities:

	Less than one year	1 - 3 years
Trade and other payables	1,741,306	-
Derivative liability	29,781	-
Mezzanine financing	4,671,063	-
	<b>\$ 6,442,150</b>	<b>\$ -</b>

(iii) Market risk

Market risk consists of interest rate, foreign currency and commodity price risks.

*Interest rate risk*

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Corporation is mainly exposed to interest rate risk through its Mezzanine Financing which bears interest at a fixed rate (note 15). A 1% change in interest rates would impact the Corporation's net loss by approximately \$47,000.

*Foreign currency risk*

Management believes the foreign exchange risk from currency fluctuations relating to financial instruments held in foreign currencies is negligible. At December 31, 2016 and 2015, the Corporation held no foreign currency instruments.

# GEOROX RESOURCES INC.

## Notes to the financial statements

For the years ended December 31, 2016 and 2015

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### 14. Fair values and risk management *(continued)*

#### (iii) Market risk *(continued)*

##### *Commodity price risk*

The nature of the Corporation's operations results in exposure to commodity price fluctuations. The Corporation closely monitors commodity prices to determine the appropriate course of action to be taken by the Corporation. The Corporation does not hedge commodity price risk and has no physical forward price or financial derivative sales contracts as at or during the years ended December 31, 2016 or 2015.

During the year ended December 31, 2016, if production remained constant and the Corporation realized commodity prices changed by \$10.00 per barrel of oil equivalent, the Corporation's net loss would vary by \$434,570.

#### (iv) Capital management

The Corporation's policy is to maintain a strong capital base for the objectives of maintaining financial flexibility, to sustain the development of the Corporation's current capital projects and for future development of the Corporation. The Corporation monitors its working capital and expected capital spending and raises additional equity by the issue of share capital to manage its development plans.

The Corporation has no externally imposed capital requirements apart from the banking covenants on the Corporation's credit facilities (note 15). The Corporation continues to assess additional petroleum and natural gas projects and plans to raise additional debt or equity amounts as needed to fund acquisitions and to maintain sufficient working capital to meet administrative expenditures.

The Corporation considers its capital structure to be working capital and shareholders equity (deficiency). Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Corporation, is reasonable. There were no changes in the Corporation's approach to capital management during the year ended December 31, 2016. The Corporation's working capital at December 31, 2016 was negative \$6,513,005 (December 31, 2015 – negative \$5,826,095). The Corporation's shareholders' equity (deficiency) at December 31, 2016 was negative \$133,961 (December 31, 2015 – positive \$1,090,602).

### 15. Credit facilities

During the year ended December 31, 2015, the Corporation had an agreement with a financial institution for a revolving line of credit of \$975,000 and a \$200,258 non-revolving demand loan facility (the "Senior Lender Facilities") which was classified as bank indebtedness on the statement of financial position.

On May 9, 2014 and subsequently amended on June 9, 2015, June 12, 2015 and September 24, 2015, the Corporation entered into an agreement with a mezzanine financier for a credit facility subordinated to the Senior Lender Facilities, repayable on November 30, 2015 bearing interest at 12% (the "Mezzanine Financing").

On February 16, 2016, the Corporation restructured and consolidated its credit facilities. The Corporation's mezzanine financier (the "Lender"), consolidated the Corporation's Senior Lender Facilities with the Mezzanine Financing (the "Amended Credit Facility") for a total amended credit facility of \$4,513,421. The Amended Credit Facility has a maturity date of April 30, 2018 and an interest rate of 10% per annum. In the event of default, the interest rate increases to 19% per annum. Repayment is interest only until April 30, 2016 at which time principal repayments of \$25,000 per month commence. Principal repayments increase to:

- \$50,000 per month commencing on the later of:
  - October 31, 2016; and,
  - A pre-determined West Texas Intermediate Crude ("WTI") price threshold for the first 30 days for a consecutive period which price of WTI Crude exceeds US\$45/barrel.
- \$75,000 per month commencing on the later of:
  - April 30, 2017; and,
  - A pre-determined WTI price threshold for the first 30 days for a consecutive period during which the WTI crude exceeds US\$55/barrel.

## GEOROX RESOURCES INC.

### Notes to the financial statements

For the years ended December 31, 2016 and 2015

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#### 15. Credit facilities (continued)

The Amended Credit Facility is secured by a promissory note for \$3,407,000, a \$25,000,000 fixed and floating charge debenture, a general security agreement on the assets of the Corporation and a \$4,000,000 debenture from the Corporation providing a security interest in all present and after-acquired personal property, a fixed charge on all the oil and gas assets and a floating charge over all other present and after-acquired real property.

The amendments to the Mezzanine Financing were deemed to be a substantial modification of terms. As such, the existing Mezzanine Financing was extinguished at its carrying value and the Amended Credit Facility was recognized as a new liability at fair value. The difference between the carrying value of the original debt and the fair value of the modified debt was recorded as a gain on extinguishment of credit facility in the amount of \$14,137 in the statement of loss and comprehensive loss.

##### *Participation fee*

Per the terms of the Amended Credit Facility, the Lender is entitled to a participation fee on the 2017 and 2018 net revenues (defined as total revenues less royalties) up to a cumulative amount of \$500,000. If the Amended Credit Facility is fully repaid by March 31, 2017, the 2018 Participation fee will be cancelled. As at March 31, 2017, the amended credit facility remained outstanding.

##### *Covenants*

The Corporation is subject to the following covenants under the Amended Credit Facility:

- A 1.0:1.0 current ratio;
- A Secured Debt to Trailing Cash Flow at or below:
  - 8.0:1.0 during the quarter ended June 30, 2016;
  - 6.0:1.0 during the quarter ended September 30, 2016
  - 4.0:1.0 during the quarter ended December 31, 2016; and,
  - 3.0:1.0 during the quarter ended March 31, 2017 and thereafter.
- A corporate Licensee Liability Rating (“LLR”) of 1.5 or greater; and,
- Maintain monthly sales production of 140 boe/day commencing April 30, 2016.

At December 31, 2016 and 2015, the Corporation was in breach of all the covenants except for maintaining an LLR of 1.5 or greater. As a result of the breach of covenants, the Corporation accrued interest at 19% from May 2016 to December 2016 amounting to \$278,588 (December 31, 2015 - \$116,830).

##### *Warrants*

Pursuant to the terms of the Amended Credit Facility, the Corporation granted to the lender 1,000,000 Common Share purchase warrants with a term to expiry of one year and an exercise price of \$0.05 per Common Share (the “New Warrants”). The terms of the New Warrants include:

- provisions that provide for a cashless exercise by the Lender;
- typical adjustment provisions to adjust the number of the New Warrants and the exercise price in the event of any share consolidation, recapitalization, reclassification, or similar transaction or reorganization of share capital; and,
- provisions allowing exercise in the event of any change in control, business combination or other transaction involving the Corporation.

The warrants issued pursuant to the June 9, 2015 amendment to the Mezzanine Financing were cancelled upon the issuance of the New Warrants.

The New Warrants contain a cashless exercise provision. As such, the New Warrants are considered a derivative liability and are required to be fair-valued at each reporting period.

**GEOROX RESOURCES INC.**  
**Notes to the financial statements**  
**For the years ended December 31, 2016 and 2015**

**15. Credit facilities** *(continued)*

The following table summarized the accounting for the Mezzanine Financing:

		<b>Mezzanine Financing</b>		<b>Derivative liability</b>		<b>Total</b>
Balance, December 31, 2014	\$	-	\$	-	\$	-
Additions		3,225,821		74,179		3,300,000
Accretion		74,179		-		74,179
Derivative gain		-		(70,658)		(70,658)
Addition of unpaid interest		32,023		-		32,023
Balance, December 31, 2015	\$	3,332,023	\$	3,521	\$	3,335,544
Revaluation of derivative at February 16, 2016		-		10,593		10,593
Extinguishment of original credit facility		(3,332,023)		(14,114)		(3,346,137)
Amended credit facility		4,465,394		48,027		4,513,421
Additions to credit facility		17,027		-		17,027
Principal repayment		(25,000)		-		(25,000)
Unpaid interest added to credit facility		77,006		-		77,006
Accretion		136,636		-		136,636
Revaluation of derivative at December 31, 2016		-		(18,246)		(18,246)
<b>Balance, December 31, 2016</b>	<b>\$</b>	<b>4,671,063</b>	<b>\$</b>	<b>29,781</b>	<b>\$</b>	<b>4,700,844</b>

The accretion, interest and revaluation of derivative are charged to finance expense in the statement of loss and comprehensive loss.

The derivative financial liability was measured at fair value using the Black-Scholes valuation model, with the change to the fair value being recorded in finance expense as a gain on the derivative revaluation. The fair value of the derivative financial liability was determined using the following level 2 assumptions:

	<b>February 16, 2016</b>	<b>December 31, 2016</b>	June 30, 2015	December 31, 2015
Risk-free interest rate (%)	0.48	0.73	0.48	0.48
Expected life (years)	2.00	1.13	1.00	0.50
Expected volatility (%)	173	156	188	179
Expected dividends	-	-	-	-
Exercise price (\$)	0.05	0.05	0.33	0.33
Share price (\$)	0.06	0.05	0.33	0.09

## **GEOROX RESOURCES INC.**

### **Notes to the financial statements**

**For the years ended December 31, 2016 and 2015**

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#### **16. Loss per share**

The calculation of basic loss per share for the year ended December 31, 2016 was based on a weighted average number of common shares after consolidation of 19,463,267 (December 31, 2015 – 13,584,645).

Diluted per share information is calculated by adjusting the weighted average number of common shares outstanding for the effects of potentially dilutive options. Loss per share on a diluted weighted average basis is the same as that presented for basic as all factors are anti-dilutive.

#### **17. Related party transactions**

During the year ended December 31, 2016, \$66,612 (December 31, 2015 - \$82,143) was expensed for legal services provided by a law firm of which a director of the Corporation is a partner. Included in trade and other payables at December 31, 2016 is \$73,934 (December 31, 2015 - \$61,720) owing to this law firm.

During the year ended December 31, 2016, management, consulting and engineering fees of \$103,500 (December 31, 2015 - \$83,023) included in general and administrative expenses were charged by two officers of the Corporation and by a company controlled by an officer. Included in trade and other payables at December 31, 2016 is \$17,000 (December 31, 2015 - \$39,838) owing to these officers.

In February 2015, the Corporation received a consent judgement for expenses paid on behalf of a former related company during 2012 and 2013. The judgement detailed that \$177,861 would be paid over the following 12 months. At December 31, 2016, \$43,030 of the amount had been received, therefore the Corporation wrote the receivable down to \$Nil (December 31, 2015 - \$20,000) which represents the amount they expect to collect in the next 12 months.

During the year ended December 31, 2015, the Corporation settled a payable to a shareholder by the issuance of 913,193 shares at a price of \$0.15 per common share. Included in the settlement amount was accrued interest.

The above transactions with related parties are in the normal course of business.

#### **18. Commitments and contingencies**

In September 2016, an industry partner filed a Statement of Claim issued by the Court of Queen's Bench of Alberta, by which the industry partner claims failed payments on multiple invoices pursuant to several agreements between the parties. The Corporation has filed a Counter Claim to defend certain costs that were settled. The Corporation has included the contingency in trade and other payables at December 31, 2016.