

TERRACE ENERGY CORP.
CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
(Unaudited and Expressed in United States Dollars)

FOR THE THREE AND NINE MONTHS ENDED OCTOBER 31, 2018 AND 2017

TERRACE ENERGY CORP.

NOTICE OF NO AUDITOR REVIEW OF CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

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

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

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

Vancouver, Canada

December 31, 2018

TERRACE ENERGY CORP.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION
UNAUDITED – PREPARED BY MANAGEMENT
(Expressed in United States Dollars)

	October 31, 2018	January 31, 2018
ASSETS		
Current assets		
Cash	\$ 1,897,729	\$ 1,421,810
Accounts receivable	1,136	17,281
Prepays	40,097	62,010
Assets held for sale (Note 5)	4,718,663	4,826,382
Total current assets	6,657,625	6,327,483
Non-current assets		
Property and equipment	-	19,126
Total assets	\$ 6,657,625	\$ 6,346,609
LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIT)		
Current liabilities		
Accounts payable and accrued liabilities (Notes 9 and 12)	\$ 573,215	\$ 630,868
Total current liabilities	573,215	630,868
Non-current liabilities		
Convertible notes (Notes 6 and 11)	17,760,542	17,328,649
Total liabilities	18,333,757	17,959,517
Shareholders' deficit		
Capital stock (Note 7)	49,184,482	47,689,739
Convertible notes – equity component (Note 6)	1,907,172	2,003,196
Translation reserve	(1,866,188)	(1,645,699)
Deficit	(60,901,598)	(59,660,144)
Total shareholders' deficit	(11,676,132)	(11,612,908)
Total liabilities and shareholders' deficit	\$ 6,657,625	\$ 6,346,609

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

TERRACE ENERGY CORP.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF OPERATIONS AND
COMPREHENSIVE LOSS
UNAUDITED – PREPARED BY MANAGEMENT
(Expressed in United States Dollars)

	For the nine months ended October 31, 2018	For the nine months ended October 31, 2017	For the three months ended October 31, 2018	For the three months ended October 31, 2017
EXPENSES				
Administrative	\$ 180,090	\$ 315,123	\$ 23,287	\$ 130,432
Depreciation	18,223	33,378	-	7,088
Foreign exchange gain	(1,360,677)	(916,611)	(19,280)	(53,134)
Financing (Note 8)	2,971,876	2,164,910	1,013,063	792,887
Professional	48,595	62,322	6,058	6,379
Salaries and benefits (Note 12)	258,840	376,782	33,207	170,491
Transfer agent and filing fees	16,787	18,451	2,400	1,516
	<u>2,133,734</u>	<u>2,054,355</u>	<u>1,058,735</u>	<u>1,055,659</u>
Other Items				
Finder's fee (Note 15)	(1,000,000)	-	-	-
Net loss from continuing operations for the period	<u>(1,133,734)</u>	<u>(2,054,355)</u>	<u>(1,058,735)</u>	<u>(1,055,659)</u>
Net loss from discontinued operations for the period (Note 4)	<u>(107,720)</u>	<u>(50,567)</u>	<u>(34,848)</u>	<u>(2,369)</u>
Net loss for the period	<u>(1,241,454)</u>	<u>(2,104,922)</u>	<u>(1,093,583)</u>	<u>(1,058,028)</u>
Other comprehensive loss				
Translation adjustment	(220,489)	(1,106,670)	31,955	449,394
Comprehensive loss for the period	<u>\$ (1,461,943)</u>	<u>\$ (3,211,592)</u>	<u>\$ (1,061,628)</u>	<u>\$ (608,634)</u>
Basic and diluted loss per share	<u>\$ (0.01)</u>	<u>\$ (0.02)</u>	<u>\$ (0.01)</u>	<u>\$ (0.01)</u>
Weighted average number of common shares outstanding	<u>90,621,955</u>	<u>88,484,821</u>	<u>90,169,488</u>	<u>88,484,821</u>

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

TERRACE ENERGY CORP.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' DEFICIT
UNAUDITED – PREPARED BY MANAGEMENT
(Expressed in United States Dollars)

	Capital Stock		Convertible Notes – Equity Component	Stock Options Reserve	Translation Reserve	Deficit	Total Shareholders' Deficit
	Shares	Amount					
Balance – January 31, 2017	88,494,821	\$ 47,689,739	\$ 2,003,196	\$ 153,375	\$ 265,447	\$(56,315,695)	\$ (6,203,938)
Expiry of options	-	-	-	(153,375)	-	153,375	-
Cumulative translation adjustment	-	-	-	-	(1,106,670)	-	(1,106,670)
Net loss for the period	-	-	-	-	-	(2,104,922)	(2,104,922)
Balance – October 31, 2017	88,494,821	\$ 47,689,739	\$ 2,003,196	\$ -	\$ (841,223)	\$(58,267,242)	\$ (9,415,530)
Balance – January 31, 2018	88,494,821	\$ 47,689,739	\$ 2,003,196	\$ -	\$(1,645,699)	\$(59,660,144)	\$ (11,612,908)
Conversion of convertible notes	3,616,000	1,494,743	(96,024)	-	-	-	1,398,719
Cumulative translation adjustment	-	-	-	-	(220,489)	-	(220,489)
Net loss for the period	-	-	-	-	-	(1,241,454)	(1,241,454)
Balance – October 31, 2018	92,110,821	\$ 49,184,482	\$ 1,907,172	\$ -	\$(1,866,188)	\$(60,901,598)	\$ (11,676,132)

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

TERRACE ENERGY CORP.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS
 UNAUDITED – PREPARED BY MANAGEMENT
 For the nine months ended October 31
 (Expressed in United States Dollars)

	2018	2017
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss from continuing operations	\$ (1,133,735)	\$ (2,054,355)
Items not involving cash:		
Accretion of convertible notes	2,971,876	2,164,910
Depreciation	18,223	33,378
Unrealized gain on foreign exchange	(1,360,123)	(955,987)
Changes in non-cash working capital items:		
Accounts receivable	16,145	6,931
Deferred consulting expense	-	(27,272)
Prepays	21,913	25,223
Accounts payable and accrued liabilities	(57,653)	(51,319)
Operating cash flows from continuing operations	476,646	(858,491)
Net cash used in operating activities	476,646	(858,491)
Foreign exchange effect on cash	(727)	-
Change in cash for the period	475,919	(858,491)
Cash, beginning of the period	1,421,810	2,532,786
Cash, end of the period	\$ 1,897,729	\$ 1,674,295

Supplemental cash flow information (Note 14)

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

TERRACE ENERGY CORP.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE NINE AND THREE MONTHS ENDED OCTOBER 31, 2018 AND 2017
(Expressed in United States Dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN

Terrace Energy Corp. (the “Company” or “Terrace”) was incorporated on July 6, 2006 under the *Business Corporations Act* (British Columbia) and previously named Terrace Resources Inc. The Company is in the business of acquiring, exploring for and developing conventional onshore oil and gas properties in the United States.

The Company’s head office is located at 25511 Budde Road, Suite 601, The Woodlands, Texas 77380. The registered and records office is located at Suite 1000 – 595 Howe Street, Vancouver, British Columbia, Canada V6C 2T5.

The Company had negative cash flow from its continuing operating activities for the nine months ended October 31, 2018 and has a limited history of production or profitability and its financial resources will not be sufficient to fund its debt obligations and ongoing activities beyond the near term (see Commitments described in Note 11). These conditions indicate the existence of material uncertainties that may cast significant doubt about the Company’s ability to continue as a going concern. The Company will need to raise additional capital or seek other strategic alternatives to meet its debt obligations and to carry out its future oil and gas acquisition, exploration and development activities. There are no guarantees that the Company will be able to raise such additional capital when needed.

These unaudited condensed consolidated interim financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. Management believes that the going concern assumption is appropriate for these unaudited condensed consolidated interim financial statements since management continues to seek and evaluate strategic alternatives and financial options to enable the Company to meet its debt obligations. These unaudited condensed consolidated interim financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations. Such adjustments could be material

2. BASIS OF PRESENTATION

Statement of compliance

These unaudited condensed consolidated interim financial statements, including comparatives, have been prepared using accounting policies consistent with International Financial Reporting Standards (“IFRS”), as issued by the International Accounting Standards Board (“IASB”) and in accordance with International Accounting Standards (“IAS”) 34, Interim Financial Reporting. The accounting policies used in the preparation of these condensed consolidated interim financial statements are the same as those applied in the Company’s most recent consolidated annual financial statements for the year ended January 31, 2018. These condensed consolidated interim financial statements should be read in conjunction with the Company’s consolidated annual financial statements for the year ended January 31, 2018. The policies applied in these condensed consolidated interim financial statements are based on IFRS issued and outstanding as of February 1, 2018.

The Board of Directors approved the unaudited condensed consolidated interim financial statements on December 31, 2018.

Basis of measurement

These condensed consolidated interim financial statements have been prepared on a historical cost basis, except for certain financial instruments, which are measured at fair value. In addition, these condensed consolidated interim financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

TERRACE ENERGY CORP.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE NINE AND THREE MONTHS ENDED OCTOBER 31, 2018 AND 2017
(Expressed in United States Dollars)

2. BASIS OF PRESENTATION (Continued)

Functional and presentation currency

The functional currency of the Company is the Canadian dollar (“CAD”), as it is presently reliant upon the Canadian capital markets to fund its activities. The functional currencies of the Company’s foreign subsidiaries are the CAD dollar. These condensed consolidated interim financial statements are presented in the United States dollar (“USD”), as substantially all of the Company’s assets and operations are situated in the USA. Assets and liabilities are translated into the presentation currency using the exchange rate in effect on the condensed consolidated interim statement of financial position date, shareholders’ deficit accounts are translated into the presentation currency using the historical exchange rate, and revenues and expenses are translated at the average rate for the period, which approximates the exchange rate in effect on the transaction date. Exchange gains and losses on translation are included as a separate component in shareholders’ deficit as “translation reserve”.

Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated to the functional currency at the exchange rate prevailing at the date of the transaction. Non-monetary items that are measured based on historical cost are translated using the exchange rate in effect at the date of the translation.

Foreign currency differences arising on translation are recognized in profit or loss.

3. SIGNIFICANT ACCOUNTING POLICIES

Use of judgments and estimates

The preparation of condensed consolidated interim financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets and liabilities, revenues and expenses. Actual results may differ from these estimates.

Following are the accounting policies subject to such judgments and the key sources of estimation uncertainty that the Company believes could have the most significant impact on the reported results and financial position.

Assets held for sale and discontinued operations

Judgment is required in determining whether an asset meets the criteria for classification as “assets held for sale” in the condensed consolidated interim statements of financial position. Criteria considered by management include the existence of and commitment to a plan to dispose of the assets, the expected selling price of the assets, the expected timeframe of the completion of the anticipated sale and the period of time any amounts have been classified within assets held for sale. The Company reviews the criteria for assets held for sale each quarter and reclassifies such assets to or from this financial position category as appropriate. In addition, there is a requirement to periodically evaluate and record assets held for sale at the lower of their carrying value and fair value less costs to sell.

Judgment is applied in determining whether disposal groups represent a component of the entity, the results of which should be recorded as discontinued operations in the condensed consolidated interim statements of operations and comprehensive loss.

Joint arrangements

Judgment is required to determine when the Company has joint control over an arrangement, which requires an assessment of the relevant activities and when the decisions in relation to those activities require unanimous consent. Judgment is also required to classify a joint arrangement. Classifying the arrangement requires the Company to assess their rights and obligations arising from the arrangement including whether the arrangement is structured

TERRACE ENERGY CORP.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE NINE AND THREE MONTHS ENDED OCTOBER 31, 2018 AND 2017
(Expressed in United States Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Use of judgments and estimates (Continued)

through a separate vehicle, in which case, judgment is also required to assess the rights and obligations arising from the legal form of the separate vehicle, terms of the contractual arrangement and other relevant facts and circumstances. This assessment often requires significant judgment, and a different conclusion on joint control and whether the arrangement is a joint operation or a joint venture, may materially impact the accounting. Management has assessed the investment in partnership as a joint venture.

Convertible debenture

In accordance with the substance of the contractual arrangement, convertible debentures are compound financial instruments that are accounted for separately by their components: a financial liability and an equity instrument.

The identification of convertible debenture components is based on interpretations of the substance of the contractual arrangement and therefore requires judgment from management. The separation of the components affects the initial recognition of the convertible debenture at issuance and the subsequent recognition of interest on the liability component. The determination of the fair value of the liability is also based on a number of assumptions, including contractual future cash flows, discount factors, and the presence of any derivative financial instruments.

Functional currency

The determination of the functional currency for the Company and each of its subsidiaries was based on management's judgment of the underlying transactions, events and conditions relevant to each entity.

Going concern

The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay its ongoing operating expenditures, meet its liabilities for the ensuing year, and to fund planned and contractual exploration programs, involves significant judgment based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances.

Principles of consolidation

The condensed consolidated interim financial statements include the financial statements of the Company and its controlled subsidiaries. All intercompany transactions, balances, revenues and expenses are eliminated in full on consolidation.

Name of subsidiary	Place of Incorporation	Percentage ownership
Terrace US Holdings Inc.	USA	100%
Terrace Investment Holdings, Inc.	USA	100%
TEC Olmos, LLC	USA	100%

Accounting standards that will become effective in future periods

The IASB or International Financial Reporting Interpretation Committee have issued pronouncements effective for accounting periods beginning on or after February 1, 2018. Only those that may significantly impact the Company are discussed below:

TERRACE ENERGY CORP.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE NINE AND THREE MONTHS ENDED OCTOBER 31, 2018 AND 2017
(Expressed in United States Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Accounting standards that will become effective in future periods (Continued)

IFRS 16 Leases

IFRS 16 specifies how an IFRS reporter will recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from its predecessor, IAS 17 *Leases*.

The Company has not assessed the impact of this pronouncement.

4. DISCONTINUED OPERATIONS

The Company has determined that it is in its best interest to pursue divestiture of its partnership interest in Blackbrush Terrace LP ("BTLP") (Note 5). Consequently, the Company has classified its partnership interest in the BTLP as an asset held for sale. The financial performance of the partnership for the current and comparative periods have been presented separately as discontinued operations in the condensed consolidated interim statements of operations and comprehensive loss and cash flows.

The reported net loss for the nine month period ended October 31 from the discontinued operations is comprised of the following:

	2018	2017
Equity loss in partnership	\$ (107,720)	\$ (50,567)
Net loss from discontinued operations, net of tax	<u>\$ (107,720)</u>	<u>\$ (50,567)</u>

The reported cash flows from the discontinued operations for the nine month period ended October 31 are as follows:

	2018	2017
Net loss from discontinued operations, net of tax	\$ (107,720)	\$ (50,567)
Operating cash flows from discontinued operations	<u>\$ 107,720</u>	<u>\$ 50,567</u>
Net cash from operating activities	<u>\$ -</u>	<u>\$ -</u>

TERRACE ENERGY CORP.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE NINE AND THREE MONTHS ENDED OCTOBER 31, 2018 AND 2017
(Expressed in United States Dollars)

5. ASSETS HELD FOR SALE

The Company and its partner, BlackBrush Oil & Gas, LP (“BlackBrush”) organized a special purpose limited partnership, the BlackBrush Terrace LP (“BTLP”), to acquire a 50% operated working interest (the “WI”) in certain oil and gas leases covering approximately 147,000 gross mineral acres in Maverick County, Texas, USA (the “Maverick County Project”) from SWEPI LP (“Shell Oil”). The acreage to be acquired includes potential reserves in the Eagle Ford Shale, Buda Limestone and several other intervals of Cretaceous age formations including the newly emerging Pearsall Shale Trend, which have been proven productive on a regional basis. The agreement allows BTLP to secure the WI through a combination of cash payments, which have been made, and drilling obligations.

During the year ended January 31, 2016, the Company sought and came to an agreement with BlackBrush wherein to preserve capital, the Company would not contribute its share of costs to drill and complete additional wells. As a result, the Company’s 50% ownership interest in the BTLP was reduced to approximately 38% at October 31, 2017 and further reduced to approximately 30% at October 31, 2018. In accordance with the provisions of the BTLP agreement, the Company is not entitled to any revenue and expense allocations or distribution of revenue proceeds from such additional wells.

The carrying value of \$4,718,663 at October 31, 2018 (January 31, 2018 - \$4,826,382), which includes \$24,483,125 in advances and capital contributions and represent the Company’s share of costs to organize, acquire and fund certain agreed-upon exploration and evaluation activities to date plus the Company’s share of the cumulative net loss of the BTLP of \$19,764,462 for the nine months ended October 31, 2018 (2017 - \$19,425,626). Revenues and expenses attributable to the sole risk operations conducted by BlackBrush totaling a loss of \$107,720 for the nine months ended October 31, 2018 (2017 - \$50,567) are excluded from income and allocated to the partner before allocations of income to the partners in accordance with their ownership percentages.

During the year ended January 31, 2018, management made the decision to sell its investment in BTLP, which is currently being marketed for sale (Note 4). The financial performance of BTLP for the current and comparative periods have been presented separately as discontinued operations in the condensed consolidated interim statements of operations and comprehensive loss and cash flows.

Summary of financial information of the BTLP

<i>As at October 31,</i>	2018	2017
Assets		
Cash	\$ 602,801	\$ 287,145
Other current assets	526,890	823,401
Property and equipment	28,693,022	37,125,209
	\$ 29,822,713	\$ 38,235,755
Liabilities		
Current liabilities	\$ 852,003	\$ 7,418,483
Decommissioning obligations	159,776	337,548
	\$ 1,011,779	\$ 7,756,031

TERRACE ENERGY CORP.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE NINE AND THREE MONTHS ENDED OCTOBER 31, 2018 AND 2017
(Expressed in United States Dollars)

5. **ASSETS HELD FOR SALE** (Continued)

<i>For the nine months ended October 31,</i>	2018	2017
Revenue	\$ 3,181,864	\$ 1,856,106
Direct operating costs		
Production and operating	1,081,653	565,050
Depreciation and depletion	1,659,640	1,163,966
Operating income	440,571	127,090
Other expenses	100,600	58,284
Net income and comprehensive income for the period	\$ 339,971	\$ 68,806

6. **CONVERTIBLE NOTES**

During the year ended January 31, 2017, the Company proposed a plan of arrangement (the "Arrangement") under the *Business Corporations Act* (British Columbia) pursuant to which all of 8% unsecured notes of the Company due April 2, 2018 with a conversion price of CAD \$2.00 (the "Existing Notes") would be exchanged for new convertible secured notes of the Company (the "New Notes") due April 2, 2021 (the "Maturity Date"), which are governed by a new trust indenture.

While the Existing Notes were unsecured, the New Notes are a secured obligation of the Company, guaranteed by a general security agreement against all of the Company's assets, which includes the shares of the two United States holding companies, Terrace US Holdings LLC and Terrace Investment Holdings, Inc., but not the assets of these subsidiaries. Additionally, the New Notes are interest-free, but subject to a maturity bonus equal to 5% of the aggregate total principal amount of the New Notes payable on the Maturity Date (the "Maturity Bonus"). If the New Notes are redeemed in accordance with their terms at any time within 180 days prior to the Maturity Date, one-half of the Maturity Bonus will be payable.

Carrying value of secured assets at October 31, 2018:

Cash	\$ 1,897,729
Accounts receivable	1,136
Prepays	40,097
	<u>\$ 1,938,962</u>

The Maturity Bonus will be payable, at the Company's election, in cash or through the issuance of common shares of the Company at a price equal to the volume weighted average of the Company's common shares on its principal stock exchange for the ten trading days prior to any such issuance.

The Company has the right to convert all or part of the New Notes into common shares at any time if the market price of the common shares on the Exchange trades at CAD \$0.70 or higher for a period of 30 consecutive trading days. Holders of the New Notes may convert all or part of the outstanding principal amount of their convertible notes at a conversion price of CAD \$0.50 at any time during the term of the convertible notes.

At October 31, 2018, CAD \$36,507,000 of notes were outstanding and convertible into 73,014,000 shares (January 31, 2018 - CAD \$38,265,000).

TERRACE ENERGY CORP.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE NINE AND THREE MONTHS ENDED OCTOBER 31, 2018 AND 2017
(Expressed in United States Dollars)

6. **CONVERTIBLE NOTES** (Continued)

The following table reconciles the carrying amount of the New Notes from January 31, 2017 through October 31, 2018:

	Liability	Equity	Total
Balance, January 31, 2017	\$ 13,382,619	\$ 2,003,196	\$ 15,385,815
Accretion of discount	2,991,233	-	2,991,233
Effect of changes in foreign exchange rates	954,797	-	954,797
Balance, January 31, 2018	\$ 17,328,649	\$ 2,003,196	\$ 19,331,845
Conversion of notes	(1,381,354)	(96,024)	(1,477,378)
Accretion of discount	2,971,876	-	2,971,876
Effect of changes in foreign exchange rates	(1,158,629)	-	(1,158,629)
Balance, October 31, 2018	\$ 17,760,542	\$ 1,907,172	\$ 19,667,714

7. **CAPITAL STOCK**

The Company has unlimited authorized common shares without par value. At October 31, 2018, the Company has 92,110,821 (January 31, 2018 - 88,494,821) shares outstanding.

Share issues

During the nine month period ended October 31, 2018, the Company issued 3,616,000 (October 31, 2017 – Nil) common shares on the conversion of CAD \$1,808,000 convertible notes.

Restricted share units

The Company has a restricted share unit plan (the "RSU Plan") that permits the issuance of an aggregate of 3,682,182 RSUs to eligible participants, as described in the RSU Plan. RSUs do not confer on the holder any right to vote at a meeting of the shareholders of the Company. Common shares reserved for issuance under outstanding RSUs must be included in the calculation of common shares remaining available for reservation pursuant to options granted under the 10% rolling option plan. The number of common shares reserved for issuance, together with any other compensation arrangements, to any one person in any twelve-month period will not exceed 5% of the issued and outstanding common shares. The number of common shares reserved for issuance together with any other compensation arrangements granted to all technical consultants will not exceed 2% of the issued and outstanding common shares. The number of RSUs granted to any one person cannot exceed 5% of the issued and outstanding common shares.

TERRACE ENERGY CORP.**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

FOR THE NINE AND THREE MONTHS ENDED OCTOBER 31, 2018 AND 2017

(Expressed in United States Dollars)

7. CAPITAL STOCK (Continued)

As at October 31, 2018, the Company has 350,000 (January 31, 2018 – 700,000) RSUs outstanding with a grant date fair value of CAD \$1,371,104 (January 31, 2018 \$2,742,208) based on the stock prices at the time of grant. Each RSU, upon vesting, gives the holder the right to receive one common share. Unless otherwise approved by the Company's Board of Directors, all of the RSUs will vest upon the occurrence of a "change of control transaction", as such term is defined in the RSU award agreements. In the absence of a change of control transaction or other acceleration of vesting by the Company's Board of Directors, unvested RSUs will expire ten years from the date of grant. Vested RSUs will be settled, at the election of the Company, by way of: (i) issuance of common shares from treasury; (ii) payment to the RSU holder of an amount of cash equal to the market price of the common shares on the vesting date; or (iii) any combination thereof.

The Company recognizes compensation expense for the expected number of RSUs expected to vest over the vesting period. As of October 31, 2018, there are no contemplated transactions that would give rise to vesting; therefore, no compensation expense has been recognized.

Stock options

The Company has an incentive stock option plan, which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with Exchange requirements, grant to directors, officers, employees and technical consultants of the Company, non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares. The number of common shares reserved for issuance pursuant to options granted to all technical consultants will not exceed 2% of the issued and outstanding common shares. The number of options granted to any one person cannot exceed 5% of the issued and outstanding common shares. Such options may be exercisable for a period of up to ten years from the date of grant. Vesting terms vary and will be determined at the time of grant by the Board of Directors.

Outstanding stock options and warrants

At October 31, 2018 and January 31, 2018, there were no options and warrants outstanding.

8. FINANCING EXPENSES

	Nine months ended October 31,	
	2018	2017
Continuing Operations:		
Accretion of convertible notes	2,971,876	2,164,910
Total financing expense from continuing operations	2,971,876	2,164,910

9. FINANCIAL INSTRUMENTS

The Company has classified its financial instruments as follows:

- Cash – as FVTPL;
- Accounts receivable and operators bond – as loans and receivables; and
- Accounts payable and accrued liabilities, and convertible notes – as other financial liabilities.

The Company's risk exposure and the impact on the Company's financial instruments are summarized below:

TERRACE ENERGY CORP.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE NINE AND THREE MONTHS ENDED OCTOBER 31, 2018 AND 2017
(Expressed in United States Dollars)

9. FINANCIAL INSTRUMENTS (Continued)

Fair value

The carrying values of cash, accounts receivable and accounts payable and accrued liabilities approximate their fair values due to the short-term maturity of these financial instruments. The fair value of the operator's bond also approximates its carrying value.

Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations.

The Company's credit risk is primarily attributable to its cash and accounts receivable. The credit risk associated with cash is mitigated since the cash is held at major financial institutions with high credit ratings. Accounts receivable consists primarily of trade receivables outstanding from operators of its oil and gas interests. To mitigate this risk, the Company regularly reviews the collectability of accounts receivable to ensure there is no indication that these amounts will not be fully recoverable. The Company has no balances past due or impaired.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in the market prices. Market risk is comprised of three types of risk: interest rate risk, foreign currency risk and other price risk.

(i) Interest rate risk

To the extent that payments made or received on the Company's monetary assets and liabilities are affected by changes in prevailing market interest rates, the Company is exposed to interest rate cash flow risk.

To the extent that changes in prevailing market interest rates differ from the interest rates in the Company's monetary assets and liabilities, the Company is exposed to interest rate price risk.

The Company is not exposed to significant interest rate risk.

(ii) Foreign currency risk

Foreign currency risk is the risk that the future cash flow of financial instruments will fluctuate as a result of changes in foreign exchange rates. The Company's functional currency is CAD and its subsidiaries functional currencies are CAD and USD. Transactions relating to its oil and gas properties are in USD. Therefore, the Company is impacted by changes in the exchange rate between the Canadian and US dollars.

The assets and liabilities with exposure to foreign currency risk are those that are denominated in a different currency than the currency determined to the functional currency of the respective entity as of the end of the period. The following assets and liabilities represent the Company's exposure to foreign currency risk:

	October 31, 2018	January 31, 2018
Cash	\$ 1,853,349	\$ 1,398,455
Accounts receivable	-	11,687
Accounts payable and accrued liabilities	(519,185)	\$(570,854)
Net	\$ 1,334,164	\$ 839,288

TERRACE ENERGY CORP.**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

FOR THE NINE AND THREE MONTHS ENDED OCTOBER 31, 2018 AND 2017

(Expressed in United States Dollars)

9. FINANCIAL INSTRUMENTS (Continued)

Based on the above net exposure as at, a 5% change in the Canadian/US exchange rate would impact the Company's net loss and comprehensive loss by approximately \$67,000 (January 31, 2018 - \$42,000).

(iii) Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in the market prices, other than those arising from interest rate risk or foreign currency risk. The Company is not exposed to significant other price risk.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages liquidity risk through maintaining sufficient cash on hand to meet its obligations as they become due. As at October 31, 2018, the Company had cash of \$1,897,729 (January 31, 2018 - \$1,421,810), accounts receivable of \$1,136 (January 31, 2018 - \$17,281), and current liabilities of \$573,215 (January 31, 2018 - \$630,868). Current liabilities of \$73,215 are due within three months of October 31, 2018. The remaining \$500,000 balance relates to a contingent liability recorded for provision of the asserted liquidated damages (see Note 11).

The Convertible Notes of the Company (Note 6) represent a long-term debt obligation that will mature in 2021. The Company's business approach is focused on acquiring and managing assets to meet this obligation. There are; however, no assurances that the Company's plans will produce sufficient net revenues to pay out this debt.

The Company through its investment in BTLP, owns varying interests in oil and gas properties subject to joint operating agreements and other agreements, which provide, among other things, that the Company make advance payments from time to time to fund its share of estimated exploration and evaluation costs. The Company has working capital and available resources combined with future cash flow from operations will not be sufficient to fund its share of the agreed-upon estimated costs of proposed future development activities. As a consequence, the Company will have to secure new sources of capital, which is not assured, to maintain its interests in such proposed development and there is no assurance such capital could be obtained.

Classification of financial instruments

The following table sets forth the Company's financial assets and financial liabilities measured at fair value by level within the fair value hierarchy as at October 31, 2018.

	Level 1	Level 2	Level 3
Cash	\$ 1,897,729	\$ -	\$ -
Convertible notes	(277,789)	-	-
	<u>\$ 1,619,940</u>	<u>\$ -</u>	<u>\$ -</u>

The following table sets forth the Company's financial assets and financial liabilities measured at fair value by level within the fair value hierarchy as at January 31, 2018.

	Level 1	Level 2	Level 3
Cash	\$ 1,421,810	\$ -	\$ -
Convertible notes	(129,802)	-	-
	<u>\$ 1,292,008</u>	<u>\$ -</u>	<u>\$ -</u>

TERRACE ENERGY CORP.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE NINE AND THREE MONTHS ENDED OCTOBER 31, 2018 AND 2017
(Expressed in United States Dollars)

10. CAPITAL DISCLOSURES

The Company considers its capital under management to be shareholders' equity, convertible notes and the Credit Facility. The Company's capital management objectives are to ensure the Company continues as a going concern, as well as to maintain optimal returns to shareholders and benefits for other stakeholders. The Board of Directors does not establish quantitative criteria for management, but rather relies on management expertise to sustain future development. Management will adjust the capital structure as necessary to achieve the objectives.

The Company's capital management strategy has not changed from January 31, 2018. As at October 31, 2018, the Company is not subject to any externally imposed capital requirements.

11. COMMITMENTS AND CONTINGENCIES

The Company has a commitment to make monthly rental payments pursuant to an office rental agreement in Vancouver, British Columbia, expiring in June 2020. The lease requires total annual payments of CAD \$58,992 per year.

Total rent expense net of sublease payments included in the condensed consolidated interim statements of operations and comprehensive loss) for the nine months ended October 31, 2018 amounted to \$24,771 (2017 - \$69,380).

At October 31, 2018, the Company had convertible notes outstanding in the face amount of CAD \$36,507,000 that do not pay interest and are due April 2, 2021 (Note 6).

Under the terms of its agreement with Shell, the BTLP is obligated to fund the remaining balance of the Carry Payment and drilling obligation (approximately \$36 million) in 2018. If the Carry Payment is not satisfied in full by the end of 2018, then the BTLP could be required to pay \$4 million in liquidated damages and the Farmout Agreement could be terminated. The BTLP and Shell are in discussions to extend this obligation; however, there is no assurance that such an extension will be granted. (Note 5)

During April 2015, the Company entered into an agreement, through a wholly owned subsidiary, to earn a 75% working interest and a 52.5% net revenue interest, as to the Olmos formation only, in certain leases covering initially 640 gross mineral acres in LaSalle County, Texas. Under the terms of this agreement, the Company was required to commence drilling a well (paying 100% of the cost) on this acreage by late September 2015 or pay liquidated damages of \$500,000. Due to the severe drop in commodity prices, the Company declared the agreement to be in a state of *force majeure* in accordance with the applicable terms of the agreement, effectively placing its obligations on hold until market conditions improve sufficiently to allow for economic development of the acreage. The farmor disputed this declaration and filed suit to enforce the liquidated damages clause of the agreement. In June 2016 the court upheld the farmor's motion for summary judgment against the wholly owned subsidiary. Accordingly the Company has recorded a provision in the amount of the asserted liquidated damages of \$500,000. The Company will continue to vigorously defend its position. The Company believes this suit to be without merit and has appealed the court ruling including a counter-claim against the farmor for damages relating to breach of contract. The Company has filed affidavits with the courts as to the financial condition of the subsidiary which blocks any further attempts at collection on the judgement. The appeal and counter-claim is still pending in the court system.

TERRACE ENERGY CORP.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE NINE AND THREE MONTHS ENDED OCTOBER 31, 2018 AND 2017
(Expressed in United States Dollars)

11. RELATED PARTY TRANSACTIONS

Key management personnel include executive officers and directors of the Company. Compensation of the Company's key management personnel is comprised of the following:

	Nine months ended October 31,	
	2018	2017
Short-term compensation	\$ 304,106	\$ 552,453
Recoveries	(69,856)	(245,879)
	<u>\$ 234,250</u>	<u>\$ 306,574</u>

During the year ended January 31, 2017, management and staff voluntarily modified their employment contracts to reduce salaries and eliminate key long-term employment benefits. The Company established a third party consulting practice to cover salaries for technical personnel. At October 31, 2018, these changes resulted in recoveries of \$69,856. During the quarter ending October 31, 2018, the Company discontinued this practice and eliminated all salaries and benefits for key management personnel as at August 7, 2018.

At October 31, 2018 and 2017, convertible notes held by key management personnel and their close family members totalled CAD \$3,230,000. No interest was paid on these convertible notes during this period.

All related party amounts included in accounts payable and accrued liabilities are due on demand.

12. SEGMENTED INFORMATION

The Company has one operating segment, which is the acquisition, exploration and development of oil and gas properties. Geographic segmentation of the Company's non-current assets is as follows:

	October 31, 2018		
	USA	Canada	Total
Assets held for sale	4,718,663	-	4,718,663
	<u>\$ 4,718,663</u>	<u>\$ -</u>	<u>\$ 4,718,663</u>
	January 31, 2018		
	USA	Canada	Total
Property and equipment	-	19,126	19,126
Assets held for sale	4,826,382	-	4,826,382
	<u>\$ 4,826,382</u>	<u>\$ 19,126</u>	<u>\$ 4,845,508</u>

TERRACE ENERGY CORP.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE NINE AND THREE MONTHS ENDED OCTOBER 31, 2018 AND 2017
(Expressed in United States Dollars)

14. SUPPLEMENTAL CASH FLOW INFORMATION

During the nine months ended October 31, 2018, the Company the Company issued 3,616,000 common shares on the conversion of CAD \$1,808,000 convertible notes.

15. FINDER'S FEE

During the nine months ended October 31, 2018, the Company, through its consulting practice (see Note 12), identified and evaluated an opportunity to acquire a group of oil and gas assets in the US. The Company collected a finder's fee of \$1,000,000 for the rights to use the evaluation data prepared by the Company and successfully acquire this opportunity.