

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

**FOR THE NINE MONTHS ENDED OCTOBER 31, 2019 AND 2018**

**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 of Canada for a review of interim financial statements by an entity's auditor.

Vancouver, Canada

December 27, 2019

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

<b>As at</b>	<b>October 31, 2019</b>	<b>January 31, 2019</b>
<b>ASSETS</b>		
<b>Current assets</b>		
Cash	\$ 1,531,125	\$ 1,765,776
Accounts receivable	1,417	3,819
Prepays	16,460	17,292
Assets held for sale (Note 4)	4,666,169	4,724,508
<b>Total current assets</b>	<b>6,215,171</b>	<b>6,511,395</b>
<b>Total assets</b>	<b>\$ 6,215,171</b>	<b>\$ 6,511,395</b>
<b>LIABILITIES AND SHAREHOLDERS' DEFICIT</b>		
<b>Current liabilities</b>		
Accounts payable and accrued liabilities (Note 9)	\$ 544,043	\$ 595,692
<b>Total current liabilities</b>	<b>544,043</b>	<b>595,692</b>
<b>Non-current liabilities</b>		
Convertible notes (Notes 6 and 9)	20,712,383	18,076,882
<b>Total liabilities</b>	<b>21,256,426</b>	<b>18,672,574</b>
<b>Shareholders' deficit</b>		
Capital stock (Note 7)	50,102,607	49,787,045
Convertible notes – equity component (Note 6)	1,860,148	1,875,987
Translation reserve	(2,940,823)	(1,872,427)
Deficit	(64,063,187)	(61,951,784)
<b>Total shareholders' deficit</b>	<b>(15,041,255)</b>	<b>(12,161,179)</b>
<b>Total liabilities and shareholders' deficit</b>	<b>\$ 6,215,171</b>	<b>\$ 6,511,395</b>

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, 2019	For the nine months ended October 31, 2018	For the three months ended October 31, 2019	For the three months ended October 31, 2018
<b>EXPENSES</b>				
Administrative	\$ 53,321	\$ 180,090	\$ 16,971	\$ 23,287
Depreciation	-	18,223	-	-
Foreign exchange (gain)	(1,002,366)	(1,360,677)	(2,828)	(19,280)
Financing (Note 8)	2,869,092	2,971,876	1,000,099	1,013,063
Professional	45,616	48,595	(1,108)	6,058
Salaries and benefits (Note 10)	71,398	258,840	22,969	33,207
Transfer agent and filing fees	16,003	16,787	2,856	2,400
	<u>2,053,064</u>	<u>2,133,734</u>	<u>1,038,959</u>	<u>1,058,735</u>
<b>Other Items</b>				
Finder's fee	-	(1,000,000)	-	-
	<u>(2,053,064)</u>	<u>(1,133,734)</u>	<u>(1,038,959)</u>	<u>(1,058,735)</u>
<b>Net loss from discontinued operations for the period (Note 4)</b>				
	<u>(58,339)</u>	<u>(107,720)</u>	<u>(2,300)</u>	<u>(34,848)</u>
<b>Net loss for the period</b>	<u>(2,111,403)</u>	<u>(1,241,454)</u>	<u>(1,041,259)</u>	<u>(1,093,583)</u>
<b>Other comprehensive loss</b>				
Translation adjustment	<u>(1,068,396)</u>	<u>(220,489)</u>	<u>(55,631)</u>	<u>31,955</u>
<b>Comprehensive loss for the period</b>	<u>\$ (3,179,797)</u>	<u>\$ (1,461,943)</u>	<u>\$ (55,631)</u>	<u>\$(1,061,628)</u>
<b>Basic and diluted loss per share</b>	\$ (0.02)	\$ (0.01)	\$ (0.01)	\$ (0.01)
<b>Weighted average number of common shares outstanding</b>	<u>93,970,684</u>	<u>90,621,955</u>	<u>94,000,821</u>	<u>90,169,488</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	Translation Reserve	Deficit	Total Shareholders' Deficit
	Shares	Amount				
<b>Balance – January 31, 2018</b>	<b>88,494,821</b>	<b>\$ 47,689,739</b>	<b>\$ 2,003,196</b>	<b>\$(1,645,699)</b>	<b>\$(59,660,144)</b>	<b>\$ (11,612,908)</b>
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)
<b>Balance – October 31, 2018</b>	<b>92,110,821</b>	<b>\$ 49,184,482</b>	<b>\$ 1,907,172</b>	<b>\$(1,866,188)</b>	<b>\$(60,901,598)</b>	<b>\$ (11,676,132)</b>
<b>Balance – January 31, 2019</b>	<b>93,960,821</b>	<b>\$ 49,787,045</b>	<b>\$ 1,875,987</b>	<b>\$(1,872,427)</b>	<b>\$(61,951,784)</b>	<b>\$ (12,161,179)</b>
Conversion of convertible notes	600,000	315,562	(15,839)	-	-	299,723
Cumulative translation adjustment	-	-	-	(1,068,396)	-	(1,068,396)
Net loss for the period	-	-	-	-	(2,111,403)	(2,111,403)
<b>Balance – October 31, 2019</b>	<b>94,560,821</b>	<b>\$ 50,102,607</b>	<b>\$ 1,860,148</b>	<b>\$(2,940,823)</b>	<b>\$(64,063,187)</b>	<b>\$ (15,041,255)</b>

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)

	<b>2019</b>	<b>2018</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net loss from continuing operations	\$ (2,053,064)	\$ (1,133,735)
Items not involving cash:		
Accretion of convertible notes	2,869,092	2,971,876
Depreciation and depletion	-	18,223
Unrealized gain on foreign exchange	(1,001,941)	(1,360,123)
Changes in non-cash working capital items:		
Accounts receivable	2,402	16,145
Prepays	832	21,913
Accounts payable and accrued liabilities	(51,649)	(57,653)
Operating cash flows from (used in) continuing operations	(234,328)	476,646
Operating cash flows from discontinued operations (Note 4)	-	-
Net cash from (used in) operating activities	(234,328)	476,646
Foreign exchange effect on cash	(323)	(727)
<b>Change in cash for the period</b>	(234,651)	475,919
<b>Cash, beginning of the period</b>	1,765,776	1,421,810
<b>Cash, end of the period</b>	\$ 1,531,125	\$ 1,897,729

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 THREE AND NINE MONTHS ENDED OCTOBER 31, 2019 AND 2018**  
(Expressed in United States Dollars)

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**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, 2019 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 Capital disclosures described in Note 9). 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 condensed consolidated interim 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 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 and to carry out its future oil and gas acquisition, exploration and development activities. These 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, 2019. 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, 2019. The policies applied in these condensed consolidated interim financial statements are based on IFRS issued and outstanding as of February 1, 2019.

The Board of Directors approved the unaudited condensed consolidated interim financial statements on December 27, 2019.

**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 THREE AND NINE MONTHS ENDED OCTOBER 31, 2019 AND 2018**  
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**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 income (loss).

**TERRACE ENERGY CORP.**  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**FOR THE THREE AND NINE MONTHS ENDED OCTOBER 31, 2019 AND 2018**  
(Expressed in United States Dollars)

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**3, SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**Use of judgments and estimates (Continued)**

*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 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%

**TERRACE ENERGY CORP.**  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**FOR THE THREE AND NINE MONTHS ENDED OCTOBER 31, 2019 AND 2018**  
(Expressed in United States Dollars)

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**3. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**Adoption of new accounting standards and amendments**

*IFRS 16 Leases*

The Company adopted IFRS 16 *Leases* (“IFRS 16”) effective February 1, 2019. This new standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both the lessee and the lessor. The new standard introduces a single lessee accounting model that requires the recognition of all assets and liabilities arising from a lease. The main features of the new standard are as follows:

- An entity identifies as a lease a contract that conveys the right to control the use of an identified asset for a period in exchange for consideration.
- A lessee recognizes an asset representing the right to use the leased asset, and a liability for its obligation to make lease payments. Exceptions are permitted for short-term leases and leases of low-value assets.
- A lease asset is initially measured at cost, and is then depreciated similarly to property, plant and equipment. A lease liability is initially measured at the present value of the unpaid lease payments.
- A lessee presents interest expense on a lease liability separately from depreciation of a lease asset in the statement of profit or loss and other comprehensive income.
- A lessor continues to classify its leases as operating leases or finance leases, and to account for them accordingly.
- A lessor provides enhanced disclosures about its risk exposure, particularly exposure to residual-value risk.

The new standard supersedes the requirements in IAS 17 *Leases*, IFRIC 4 *Determining whether an Arrangement contains a Lease*, SIC-15 *Operating Leases – Incentives* and SIC-27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*.

**Financial instruments**

*Financial assets*

*Recognition and measurement of financial assets*

The Company recognizes a financial asset when it becomes a party to the contractual provisions of the instrument.

*Classification of financial assets*

The Company classifies financial assets at initial recognition as financial assets: measured at amortized cost, measured at fair value through other comprehensive income or measured at fair value through profit or loss.

(i) Financial assets measured at amortized cost

A financial asset that meets both of the following conditions is classified as a financial asset measured at amortized cost.

- The Company’s business model for the such financial assets, is to hold the assets in order to collect contractual cash flows.
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the amount outstanding.

A financial asset measured at amortized cost is initially recognized at fair value plus transaction costs directly attributable to the asset. After initial recognition, the carrying amount of the financial asset measured at amortized cost is determined using the effective interest method, net of impairment loss, if necessary.

(ii) Financial assets measured at fair value through other comprehensive income (“FVTOCI”)

**TERRACE ENERGY CORP.**  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**FOR THE THREE AND NINE MONTHS ENDED OCTOBER 31, 2019 AND 2018**  
(Expressed in United States Dollars)

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**3. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**Financial instruments (Continued)**

A financial asset measured at fair value through other comprehensive income is recognized initially at fair value plus transaction cost directly attributable to the asset. After initial recognition, the asset is measured at fair value with changes in fair value included in other comprehensive income.

(iii) Financial assets measured at fair value through profit or loss (“FVTPL”)

A financial asset measured at fair value through profit or loss is recognized initially at fair value with any associated transaction costs being recognized in profit or loss when incurred. Subsequently, the financial asset is re-measured at fair value, and a gain or loss is recognized in profit or loss in the reporting period in which it arises.

Derecognition of financial assets

The Company derecognizes a financial asset if the contractual rights to the cash flows from the asset expire, or the Company transfers substantially all the risks and rewards of ownership of the financial asset. Any interests in transferred financial assets that are created or retained by the Company are recognized as a separate asset or liability. Gains and losses on derecognition are generally recognized in the profit or loss. However, gains and losses on derecognition of financial assets classified as FVTOCI remain within accumulated other comprehensive income (loss).

*Financial liabilities*

Recognition and measurement of financial liabilities

The Company recognizes financial liabilities when it becomes a party to the contractual provisions of the instruments.

Classification of financial liabilities

The Company classifies financial liabilities at initial recognition as financial liabilities: measured at amortized cost or measured at fair value through profit or loss.

(i) Financial liabilities measured at amortized cost

A financial liability at amortized cost is initially measured at fair value less transaction costs directly attributable to the issuance of the financial liability. Subsequently, the financial liability is measured at amortized cost based on the effective interest rate method.

(ii) Financial liabilities measured at fair value through profit or loss

A financial liability measured at fair value through profit or loss is initially measured at fair value with any associated transaction costs being recognized in profit or loss when incurred. Subsequently, the financial liability is re-measured at fair value, and a gain or loss is recognized in profit or loss in the reporting period in which it arises.

Derecognition of financial liabilities

The Company derecognizes a financial liability when the financial liability is discharged, cancelled or expired. Generally, the difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss.

*Offsetting financial assets and liabilities*

Financial assets and liabilities are offset and the net amount is presented in the consolidated statement of financial position only when the Company has a legally enforceable right to set off the recognized amounts and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

**TERRACE ENERGY CORP.**  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**FOR THE THREE AND NINE MONTHS ENDED OCTOBER 31, 2019 AND 2018**  
(Expressed in United States Dollars)

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**3. SIGNIFICANT ACCOUNTING POLICIES** (Continued)

**Financial instruments** (Continued)

*Impairment of financial assets at amortized cost*

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial

recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the consolidated statement of income (loss), as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

*Fair value hierarchy*

Fair value measurements of financial instruments are required to be classified using a fair value hierarchy that reflects the significance of inputs in making the measurements. The levels of the fair value hierarchy are defined as follows:

Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 – Inputs for the asset or liability that are not based on observable market data.

**Property and equipment**

*Depletion and depreciation*

The calculation of depletion and depreciation of production equipment is based on total capitalized costs less the estimated net realizable value of production equipment and facilities after the proved developed reserves are fully depleted.

Depreciation of other equipment is provided for on a 14% to 20% straight-line basis. Depreciation methods, useful lives and residual values are reviewed at each reporting date.

*Impairment*

Exploration and evaluation assets are grouped together with the Company's CGUs when they are assessed for impairment, both at the time of any triggering facts and circumstances, as well as upon their eventual reclassification to producing assets (oil and gas properties).

An impairment loss is recognized if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognized in profit or loss. Impairment losses recognized in respect of CGUs are allocated first to reduce the carrying amount of goodwill, if any, allocated to the units and then to reduce carrying amounts of other assets in the unit (group of units) on a pro rata basis.

Fair value less costs to sell 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 can be determined by using an observable market or by using discounted future net cash flows of proved and probable reserves using forecasted 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 CGU.

**TERRACE ENERGY CORP.**  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**FOR THE THREE AND NINE MONTHS ENDED OCTOBER 31, 2019 AND 2018**  
(Expressed in United States Dollars)

**3. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**Property and equipment (Continued)**

Impairment losses recognized in prior years are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of accumulated depletion and depreciation or amortization, if no impairment loss had been recognized.

**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 income (loss) and cash flows.

The reported net loss from the discontinued operations is comprised of the following:

	<b>2019</b>	<b>2018</b>
<b>Equity loss in partnership</b>	\$ (58,339)	\$ (107,720)
Net loss from discontinued operations, net of tax	<u>\$ (58,339)</u>	<u>\$ (107,720)</u>

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

	<b>2019</b>	<b>2018</b>
Net loss from discontinued operations, net of tax	\$ (58,339)	\$ (107,720)
Operating cash flows from discontinued operations	<u>58,339</u>	<u>\$ 107,720</u>
Net cash from operating activities	<u>\$ -</u>	<u>\$ -</u>

**5. INVESTMENT IN PARTNERSHIP**

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.

**TERRACE ENERGY CORP.**  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**FOR THE THREE AND NINE MONTHS ENDED OCTOBER 31, 2019 AND 2018**  
(Expressed in United States Dollars)

**5. INVESTMENT IN PARTNERSHIP (Continued)**

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 28% at November 1, 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.

As at October 31, 2019, the Company is still in discussions with a potential buyer for the interest in BTLP and accordingly the interest in BTLP is classified as an asset held for sale.

The carrying value of \$4,666,169 at October 31, 2019 (January 31, 2019 - \$4,724,508), 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 \$19,816,956 for the period ended October 31, 2019 (2018 - \$19,764,462). Revenues and expenses attributable to the sole risk operations conducted by BlackBrush totaling a loss of \$58,339 for the nine months ended October 31, 2019 (2018 - 107,720) 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 consolidated statements of operations and comprehensive loss and cash flows.

*Summary of financial information of the BTLP*

<i>As at October 31,</i>	<b>2019</b>	<b>2018</b>
<b>Assets</b>		
Cash	\$ 542,469	\$ 602,801
Other current assets	786,629	526,890
Property and equipment	27,696,028	28,693,022
	\$ 29,025,126	\$ 29,822,713
<b>Liabilities</b>		
Current liabilities	\$ 603,601	\$ 852,003
Decommissioning obligations	107,510	159,776
	\$ 711,111	\$ 1,011,779
<i>For the period ended October 31,</i>	<b>2019</b>	<b>2018</b>
Revenue	\$ 1,675,003	\$ 3,181,864
Direct operating costs		
Production and operating	(1,192,534)	(1,081,653)
Depreciation and depletion	(602,273)	(1,659,640)
Operating income (loss)	(119,804)	440,571
Other expenses	(127,117)	(100,600)
Net income (loss) for the period	\$ (246,921)	\$ 339,971

**TERRACE ENERGY CORP.**  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**FOR THE THREE AND NINE MONTHS ENDED OCTOBER 31, 2019 AND 2018**  
(Expressed in United States Dollars)

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**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, 2019:

Cash	\$	1,531,125
Accounts receivable		1,417
Prepays		16,460
	<u>\$</u>	<u>1,549,002</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, 2019, CAD \$35,232,000 of notes were outstanding and convertible into 70,464,000 shares (January 31, 2019 - CAD \$35,532,000).

The following table reconciles the carrying amount of the New Notes from January 31, 2018 through October 31, 2019:

	Liability	Equity	Total
<b>Balance, January 31, 2018</b>	<b>\$ 17,328,649</b>	<b>\$ 2,003,196</b>	<b>\$ 19,331,845</b>
Conversion of notes	(1,970,097)	(127,209)	(2,097,306)
Accretion of discount	3,846,254	-	3,846,254
Effect of changes in foreign exchange rates	(1,127,924)	-	(1,127,924)
<b>Balance, January 31, 2019</b>	<b>\$ 18,076,882</b>	<b>\$ 1,875,987</b>	<b>\$ 19,952,869</b>
Accretion of discount	2,869,091	(15,839)	2,853,252
Effect of changes in foreign exchange rates	(233,590)	-	(233,590)
<b>Balance, October 31, 2019</b>	<b>\$ 20,712,383</b>	<b>\$ 1,860,148</b>	<b>\$ 22,572,531</b>

**TERRACE ENERGY CORP.**  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**FOR THE THREE AND NINE MONTHS ENDED OCTOBER 31, 2019 AND 2018**  
(Expressed in United States Dollars)

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**7. CAPITAL STOCK**

The Company has unlimited authorized common shares without par value. At October 31, 2019, the Company has 94,560,821 (January 31, 2019 – 93,960,821) shares outstanding.

**Share issues**

During the nine-month period ended October 31, 2018, the Company issued 600,000 common shares on the conversion of CAD \$300,000 convertible notes.

During the nine-month period ended October 31, 2018, the Company issued 3,616,000 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.

As at October 31, 2019, the Company has 350,000 (January 31, 2019 – 350,000) RSUs outstanding with a grant date fair value of CAD \$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 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, 2019, 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, 2019 and January 31, 2019, there were no options and warrants outstanding.

**TERRACE ENERGY CORP.**  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**FOR THE THREE AND NINE MONTHS ENDED OCTOBER 31, 2019 AND 2018**  
(Expressed in United States Dollars)

---

**8. FINANCIAL INSTRUMENTS**

The Company has classified its financial instruments as follows:

**Fair value**

The carrying values of cash and accounts payable and accrued liabilities approximate their fair values due to the short-term maturity of these financial instruments.

**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. The credit risk associated with cash is mitigated since the cash is held at major financial institutions with high credit ratings. At October 31, 2019 and January 31, 2019, the Company has no trade receivables, and therefore is no longer exposed to credit risk from these financial assets.

**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 was exposed to interest rate risk on its credit facility whereby interest was based on LIBOR and its convertible notes, which had a fixed interest rate. During fiscal 2017, the Credit Facility was settled, and the convertible notes were exchanged to interest-free notes, accordingly, the Company is no longer 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 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 be 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:

**TERRACE ENERGY CORP.**  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**FOR THE THREE AND NINE MONTHS ENDED OCTOBER 31, 2019 AND 2018**  
(Expressed in United States Dollars)

**8. FINANCIAL INSTRUMENTS (Continued)**

	<b>October 31, 2019</b>	<b>January 31, 2019</b>
Cash	\$ 1,522,273	\$ 1,147,066
Accounts payable and accrued liabilities	(514,498)	(530,357)
Net	<u>\$ 1,007,775</u>	<u>\$ 616,709</u>

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 \$50,389 (January 31, 2019 - \$59,649).

(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, 2019, the Company had cash of \$1,531,125 (January 31, 2019 - \$1,765,776), accounts receivable of \$1,417 (January 31, 2019 - \$3,819), and current liabilities of \$544,043 (January 31, 2019 - \$595,692). Current liabilities of \$44,043 are due within three months of October 31, 2019. The remaining \$500,000 balance relates to a contingent liability recorded for provision of the asserted liquidated damages (see Note 9).

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. Consequently, 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.

**TERRACE ENERGY CORP.**  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**FOR THE THREE AND NINE MONTHS ENDED OCTOBER 31, 2019 AND 2018**  
(Expressed in United States Dollars)

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**8. FINANCIAL INSTRUMENTS (Continued)**

**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, 2019.

	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
Cash	\$ 1,531,125	\$ -	\$ -
Convertible notes	(40,158)	-	-
	<u>\$ 1,490,967</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, 2019.

	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
Cash	\$ 1,765,776	\$ -	\$ -
Convertible notes	(270,329)	-	-
	<u>\$ 1,495,447</u>	<u>\$ -</u>	<u>\$ -</u>

**9. CAPITAL DISCLOSURES**

The Company considers its capital under management to be shareholders' deficit and convertible notes. 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, 2019. As at October 31, 2019, the Company is not subject to any externally imposed capital requirements.

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 \$58,875 per year.

Total rent expense net of sublease payments included in the consolidated statements of operations and comprehensive loss for the nine months ended October 31, 2019 amounted to \$10,238 (2018 - \$24,771). At October 31, 2019, the Company had convertible notes outstanding in the face amount of CAD \$35,232,000 that do not pay interest and are due April 2, 2021 (Note 6).

During 2019, BTLP and Shell have made several amendments to the Farmout Agreement in response to market conditions. Under these amendments, BTLP agreed to undertake technical operations to evaluate the efficacy of certain new technologies. These operations were conducted successfully during December 2019. The remaining commitments under the amended Farmout Agreement (~\$20 million USD) are to be conducted during 2020.

**TERRACE ENERGY CORP.**  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**FOR THE THREE AND NINE MONTHS ENDED OCTOBER 31, 2019 AND 2018**  
(Expressed in United States Dollars)

---

**9. CAPITAL DISCLOSURES (Continued)**

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. The Company has recorded a provision in the amount of the asserted liquidated damages of \$500,000, included in accounts payable and accrued liabilities. The Company defended its position, including a counterclaim against the plaintiff for damages relating to breach of contract. The appeal and counter-claim processes have been concluded during the quarter ending October 31, 2019 in favor of the plaintiff.

**10. 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:

	<b>Nine months ended October 31,</b>	
	<b>2019</b>	<b>2018</b>
Short-term compensation	\$ 43,520	\$ 276,521
Recoveries from consulting and management services revenue	-	(69,856)
	<u>\$ 43,520</u>	<u>\$ 206,665</u>

The Company established a third-party consulting practice to cover salaries for technical personnel in prior years which resulted in \$69,856 recovered in 2018. This practice was discontinued in the period ending October 31, 2018.

Included in accounts payable and accrued liabilities as at October 31, 2019 are amounts payable to key management personnel totalling \$12,135 (January 31, 2019 - \$4,070).

At October 31, 2019, convertible notes held by key management personnel and their close family members totalled CAD \$3,230,000 (January 31, 2019 - CAD \$3,230,000). No interest was paid on these convertible notes in during the period ended October 31, 2019 and 2018.

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

**11. 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 comprise solely of assets held for sale located in USA of \$4,666,169 at October 31, 2019 and \$4,724,508 January 31, 2019.

**TERRACE ENERGY CORP.**  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**FOR THE THREE AND NINE MONTHS ENDED OCTOBER 31, 2019 AND 2018**  
(Expressed in United States Dollars)

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**12. SUPPLEMENTAL CASH FLOW INFORMATION**

During the nine months ended October 31, 2019, the Company the Company issued 600,000 common shares on the conversion of CAD \$300,000 convertible notes. 15.

**13. FINDER'S FEE**

During the nine months ended October 31, 2018, the Company, through its consulting practice, 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.