

# **SONORO ENERGY LTD.**

## **CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

**For the three and nine months ended September 30, 2016 and 2015**

**(unaudited)**

### **NOTICE OF NO AUDITOR REVIEW OF CONDENSED INTERIM FINANCIAL STATEMENTS**

Under National Instrument 51-102, Part 4.3 (3) (a), if an auditor has not performed a review of the financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor. The accompanying condensed interim financial statements of Sonoro Energy Ltd. have been prepared by and are the responsibility of the Company's management and approved by the Board of Directors of the Company. The Company's independent auditor has not performed a review of these condensed financial statements in accordance with the standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

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**SONORO ENERGY LTD.****Condensed Consolidated Interim Financial Statements  
As at and for the three and nine months ended September 30, 2016 and 2015**

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**SONORO ENERGY LTD.**  
**Consolidated Statements of Comprehensive Loss**

For the three and nine months ended September 30, 2016 and 2015

Canadian Dollars

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
<b>Expenses</b>				
General and administrative	4 \$ (526,180)	\$ (194,743)	\$ (843,842)	\$ (658,432)
Depreciation of property, plant and equipment	6 (189,332)	(14,151)	(255,491)	(27,683)
<b>Operating loss</b>	<b>\$ (715,512)</b>	<b>\$ (208,894)</b>	<b>(1,099,333)</b>	<b>(686,115)</b>
Net finance income (loss)	5 3,182	7,708	7,062	31,502
<b>Loss before other items</b>	<b>\$ (712,330)</b>	<b>\$ (201,186)</b>	<b>\$ (1,092,271)</b>	<b>\$ (654,613)</b>
<b>Other Income and Expenses</b>				
Bad debt expense	-	(5,803)	-	(41,254)
Loss on disposal of assets	-	-	-	(27,116)
	-	-	-	-
<b>Net loss for the year</b>	<b>\$ (712,330)</b>	<b>(206,989)</b>	<b>\$ (1,092,271)</b>	<b>(722,983)</b>
<b>Other Comprehensive Loss</b>				
Exchange differences on translation of foreign operations	-	16,677	-	27,151
<b>Total comprehensive loss for the year</b>	<b>\$ (712,330)</b>	<b>\$ (190,312)</b>	<b>\$ (1,092,271)</b>	<b>(695,832)</b>
<b>Net Loss Attributable to:</b>				
Shareholders of Sonoro Energy Ltd.	(712,330)	(206,989)	(1,092,271)	(722,983)
	<b>\$ (712,330)</b>	<b>\$ (206,989)</b>	<b>\$ (1,092,271)</b>	<b>(722,983)</b>
<b>Total Comprehensive Loss Attributable to:</b>				
Shareholders of Sonoro Energy Ltd.	(712,330)	(190,312)	(1,092,271)	(695,832)
	<b>\$ (712,330)</b>	<b>\$ (190,312)</b>	<b>\$ (1,092,271)</b>	<b>\$ (695,832)</b>
<b>Per Share Information</b>				
Net loss per share – basic and diluted	\$ (0.01)	\$ (0.00)	\$ (0.04)	\$ (0.01)
Weighted average number of common shares outstanding	9 57,314,466	5,641,324	28,146,859	5,641,324

**Nature of Business and Going Concern (Note 1)**

**SONORO ENERGY LTD.**  
**Consolidated Statements of Financial Position**

*Canadian Dollars*

		September, 30 2016	December 31, 2015
<b>ASSETS</b>			
<b>Current</b>			
Cash and cash equivalents		\$ 242,054	\$ 11,171
Accounts receivable		5,061	4,806
Option Agreement	7	-	-
Prepayments and other		14,225	19,232
		<u>261,340</u>	<u>35,209</u>
<b>Property, plant and equipment</b>	6	24,864	30,355
<b>Exploration and evaluation assets</b>	8	2,532,821	-
		<u>\$ 2,819,024</u>	<u>\$ 65,564</u>
<b>LIABILITIES</b>			
<b>Current</b>			
Accounts payable and accrued liabilities		\$ 410,131	\$ 523,056
		<u>410,131</u>	<u>523,056</u>
<b>SHAREHOLDERS' EQUITY</b>			
Share capital	9	67,708,529	63,749,872
Contributed surplus		10,791,458	10,791,458
Accumulated other comprehensive income/(loss)		228,818	228,818
Accumulated deficit		(76,319,911)	(75,227,640)
		<u>2,408,893</u>	<u>(457,492)</u>
		<u>2,819,024</u>	<u>\$ 65,564</u>

Nature of Business and Going Concern (Note 1)  
Contingencies and Commitments (Note 10)

ON BEHALF OF THE BOARD:

Richard Wadsworth , Director

David Robinson , Director

**SONORO ENERGY LTD.**  
**Consolidated Statements of Changes in Equity**

Canadian Dollars

	Note	Common Shares		Contributed Surplus	Accumulated Other Comprehensive Income/(loss) Foreign Currency Translation	Accumulated Deficit	Total
		Number	Amount				
<b>Balance at December 31, 2014</b>		<b>56,413,243</b>	<b>\$ 63,749,872</b>	<b>\$ 10,791,458</b>	<b>\$ 216,152</b>	<b>\$ (74,431,071)</b>	<b>\$ 326,411</b>
Loss and comprehensive loss for the year		-	-	-	12,666	(796,569)	(783,903)
<b>Balance at December 31, 2015</b>		<b>56,413,243</b>	<b>\$ 63,749,872</b>	<b>\$ 10,791,458</b>	<b>\$ 228,818</b>	<b>\$ (75,227,640)</b>	<b>\$ (457,492)</b>
Private Placement		241,731,400	1,208,657	-	-	-	1,208,657
Acquisition of Stockbridge	8, 9	250,000,000	2,500,000	-	-	-	2,500,000
Acquisition of option	7, 9	25,000,000	250,000	-	-	-	250,000
Effect of share consolidation	9	(515,830,177)	-	-	-	-	-
<b>Loss and comprehensive loss for the period</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(1,092,271)</b>	<b>(1,092,271)</b>
<b>Balance at September 30, 2016</b>		<b>57,314,466</b>	<b>\$ 67,708,529</b>	<b>\$ 10,791,458</b>	<b>\$ 228,818</b>	<b>\$ (76,319,911)</b>	<b>\$ 2,408,893</b>

Nature of Business and Going Concern (Note 1)

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

**SONORO ENERGY LTD.**  
**Consolidated Statements of Cash Flow**

For the nine months ended September 30, 2016 and 2015

Canadian Dollars

	2016	2015
<b>Operating Activities</b>		
Net loss for the year	\$ (1,092,271)	\$ (722,983)
Items not affecting cash and cash equivalents:		
Write off of bad debts	-	41,254
Depreciation of property, plant and equipment	6 255,491	27,683
Finder fee shares, non cash	3,000	-
(Gain) loss on disposal of assets	-	27,116
Foreign exchange	(7,062)	(32,628)
	<u>(840,842)</u>	<u>(659,558)</u>
Net change in non-cash working capital related to operations	13 (140,313)	115,888
<b>Cash flows used in operating activities</b>	<u>(981,155)</u>	<u>(543,670)</u>
<b>Investing Activities</b>		
Cash acquired on acquisition	8 2,000	-
Net change in non-cash working capital related to investing	13 -	(10,974)
<b>Cash flows from/(used in) investing activities</b>	<u>2,000</u>	<u>(10,974)</u>
<b>Financing Activities</b>		
Proceeds from the issuance of shares	9 1,205,657	-
<b>Cash flows from financing activities</b>	<u>1,205,657</u>	<u>-</u>
<b>Increase/(decrease) in cash and cash equivalents</b>	<b>226,502</b>	<b>(554,644)</b>
Cash and cash equivalents, beginning of year	11,171	530,930
Impact of foreign exchange on cash balances	4,381	46,482
<b>Cash and cash equivalents, end of period</b>	<u>\$ 242,054</u>	<u>\$ 22,768</u>
<b>Cash Flow Supplementary Information</b>		
Interest received	-	8
<b>Nature of Business and Going Concern (Note 1)</b>		

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

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# SONORO ENERGY LTD.

## Notes to the Condensed Consolidated Interim Financial Statements

As at and for the three and nine months ended September 30, 2016 and 2015

(unaudited)

Canadian Dollars

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### 1. Nature of business and going concern

Sonoro Energy Ltd. ("the Company") was incorporated February 4, 2000 in British Columbia, Canada and commenced trading on the TSX Venture Exchange ("the TSX-V") on November 29, 2000. Effective January 31, 2013, the Company's registered office is 666 Burrard Street, Suite 1700, Vancouver, British Columbia, Canada. The Company's corporate office is located at Suite 600, 520 – 5th Avenue SW Calgary, Alberta, Canada.

These financial statements have been prepared using International Financial Reporting Standards applicable to a going concern, which contemplates the realization of assets and settlement of liabilities in the normal course of business as they become due.

The business of the Company consists of the exploration for, appraisal of and development and production of oil and resources sector focused in SE Asia.

The Company operates in jurisdictions that may be subject to changes in government practices and policies. While the Company believes that it has a valid licenses, and has legal opinion's to support these assertion, there may be political or legal changes in the future that could impact the Company's title to these assets.

Oil and gas operations are subject to extensive controls and regulations imposed by various levels of government that may be amended from time to time. The Company expects to incur expenditures in the future to explore, appraise and develop it oil and gas assets, subject to government approvals. The Companies Budong Budong PSC in Indonesia has term expiration of Jan 15, 2017 unless the Company is able to drill and appraise wells by this time or obtain an extension to the exploration term. In Iraq, its Salah ad Din Asphalt/Bitumen License remains in Force Majeure. The Company's ability to continue as a going concern is dependent on obtaining additional financing necessary to explore, appraise and develop its oil and gas resource assets and generate profitable operations from the discovery of oil and gas resources in the future without significant adverse developments from potential country or regulatory risks.

For the nine months ended September 30, 2016, the Company had no revenues, negative working capital of \$148,791 (December 31, 2015 – negative \$487,847), negative cash flows from operations of \$981,155 (2015 - \$543,670), a loss from operations of \$1,092,271 (2015 - \$722,983) and an accumulated deficit of 76,319,911 (December 31, 2015 - \$75,227,640).

While these consolidated financial statements have been prepared on the assumption that the Company is a going concern, the above material uncertainties cast significant doubt on this assumption and accordingly, the appropriateness of the use of the accounting principles applicable to a going concern. Additionally, in order to meet its future commitments (see Note 10) regarding the Company's exploration and, appraisal programs, the Company will need to raise additional funds. The Company will continue to evaluate various strategic alternatives, including but not limited to, farm-out, additional equity financing, mergers, acquisitions, alternative financings, and/or liquidation of its assets and reduction of costs to enable the Company to meet its short term obligations and to provide resources for sustainable future growth and development (Note 12).

The ability of the Company to continue as a going concern is dependent on the Company obtaining additional sources of capital, and no significant adverse legal, political and security developments in Indonesia and Iraq. Management of the Company continues to evaluate possible industry partnerships, equity and debt financing and regulatory approvals, but there is no assurance that these initiatives will be successful.

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# SONORO ENERGY LTD.

## Notes to the Condensed Consolidated Interim Financial Statements

As at and for the three and nine months ended September 30, 2016 and 2015

(unaudited)

Canadian Dollars

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These financial statements do not reflect the adjustments, of which some could be material, to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary were the going concern assumption determined to be inappropriate.

## 2. Basis of preparation

### a) Statement of compliance

These consolidated unaudited interim financial statements have been prepared following the same accounting policies the Company adopted in its audited annual consolidated financial statements for the year ended December 31, 2015. These financial statements should be read in conjunction with the Company's 2015 annual consolidated financial statements and in consideration of the additional disclosures included herein.

These unaudited consolidated interim financial statements were authorized for issuance by the Board of Directors on November 29, 2016.

## 3. Financial risk management

The Company manages its exposure to financial risks by operating in a manner that minimizes its exposure to the extent practical. The main financial risks affecting the Company are discussed below:

### **Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in the market interest rates. The Company's financial assets and liabilities are not exposed to significant interest rate risk due to either being short-term in nature or not bearing any interest.

### **Credit risk**

Credit risk is the risk that one party to a financial instrument will fail to fulfill an obligation and cause the other party to incur a financial loss. The Company evaluates the collectability of amounts receivable and records an allowance for doubtful accounts which reduces receivables to the amount management reasonably believes will be collected. During the nine months ended September 30, 2016, the Company did not record bad debt expense, and for the nine months ended September 30, 2015 \$41,254 was charged to bad debts.

The maximum exposure to credit risk is represented by the carrying amount of cash and cash equivalents and accounts receivable in the statement of financial position. All receivables are current as at September 30, 2016.

### **Foreign exchange risk**

Foreign exchange risk is the risk that the value of financial instruments will fluctuate due to changes in foreign exchange rates. Such movements could materially impact the reported results of the Company. Currency risk arises when future commercial transactions and recognized assets and liabilities of the Company or its foreign operations are denominated in a currency that is not the functional currency of those entities. The Company is exposed to foreign exchange risk arising from various currency exposures primarily with respect to the Canadian Dollar, Euro, Indonesian Rupiah and United States Dollar. The Company does not use currency derivative instruments to manage the Company's exposure to foreign currency fluctuations.



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## **SONORO ENERGY LTD.**

### **Notes to the Condensed Consolidated Interim Financial Statements**

**As at and for the three and nine months ended September 30, 2016 and 2015**

(unaudited)

*Canadian Dollars*

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At September 30, 2016, the carrying amounts of the Company's foreign currency denominated monetary assets and liabilities subject to foreign exchange risk were net assets of \$2,385 denominated in US dollars, net liabilities of EUR 12,985 (December 31, 2015 - \$41,191) and net assets of Indonesia Rupiah of \$103,500,000 (December 31, 2015 - \$Nil). A change of 10 per cent in the exchange rate to foreign currencies would result in a change in pre-tax earnings of approximately \$2,486 (December 31, 2015 - \$5,709). This analysis assumes that all other variables, in particular interest rates, remain constant.

#### ***Liquidity risk***

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. The Company ensures that it has sufficient capital to meet short-term financial obligations when they become due. The Company prepares cash flow forecasts to ensure it has sufficient funds to fulfill its obligations. At September 30, 2016, there existed negative working capital of \$148,791 (December 31, 2015 – negative \$487,847) available to fund operations. Additional information regarding liquidity risk is disclosed in Note 1 – Nature of Business and Going Concern.

#### ***Capital risk management***

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the exploration for, appraisal of, and development and production of unconventional asphalt/bitumen resources in Iraq and to maintain flexible capital structure for its projects for the benefit of its stakeholders. In the management of capital, the Company includes the components of shareholders' equity as well as cash, receivables and current liabilities.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, enter into joint venture arrangements, acquire or dispose of assets or adjust the amount of cash. Management reviews the capital structure on a regular basis to ensure that the above-noted objectives are met. The Company has no external covenants. The Company has embarked on a new strategy to focus and acquire oil and gas assets in SE Asia and completed a related financing offering (Note 9). Additional information regarding capital risk management is disclosed in Note 1 – Nature of Business and Going Concern. Additional information regarding capital risk management is disclosed in Note 1 – Nature of Business and Going Concern.

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**SONORO ENERGY LTD.****Notes to the Condensed Consolidated Interim Financial Statements****As at and for the three and nine months ended September 30, 2016 and 2015**

(unaudited)

*Canadian Dollars*

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**4. General & administrative**

General and administrative expenses for the three and nine months ended September 30, 2016 and 2015 are comprised of the following:

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
	\$	\$	\$	\$
Employee salaries and benefits	155,996	104,132	306,297	296,630
Contractors and consultants	60,024	4,319	86,333	65,392
Travel and accommodation	6,498	16,513	25,494	30,803
Professional, legal and advisory	64,274	20,942	213,129	123,690
Office and administration	62,017	48,837	128,719	141,917
Other gain	-	-	(151,428)	-
Jakarta office and admin	177,371	-	235,298	-
	<b>526,180</b>	<b>194,743</b>	<b>843,842</b>	<b>658,432</b>

**5. Net finance income (loss)**

Net finance income (loss) for the three and nine months ended September 30, 2016 and 2015 are comprised of the following:

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
	\$	\$	\$	\$
Interest (expense)/income	-	-	-	(1,126)
Foreign exchange gain/(loss)	3,182	7,708	7,062	32,628
	<b>3,182</b>	<b>7,708</b>	<b>7,062</b>	<b>31,502</b>

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**SONORO ENERGY LTD.****Notes to the Condensed Consolidated Interim Financial Statements****As at and for the three and nine months ended September 30, 2016 and 2015**

(unaudited)

*Canadian Dollars*

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**6. Property, plant and equipment**

	Office Assets	Machinery and Equipment	Total
	\$	\$	\$
<b>Cost</b>			
At January 1, 2015	362,450	19,284	381,734
Additions	-	-	-
Disposals	(91,984)	(19,284)	(111,268)
Effect of movement in exchange rates	1,651	-	1,651
At December 31, 2015	272,117	-	272,117
<b>Additions</b>	-	-	-
<b>Disposals</b>	-	-	-
<b>At September 30, 2016</b>	<b>272,117</b>	<b>-</b>	<b>272,117</b>
<b>Accumulated depreciation</b>			
At January 1, 2015	288,471	5,565	294,036
Additions	22,421	-	22,421
Disposals	(67,343)	(5,565)	(72,908)
Effect of movement in exchange rates	(1,787)	-	(1,787)
At December 31, 2015	241,762	-	241,762
<b>Additions</b>	<b>5,491</b>	-	<b>5,491</b>
<b>Disposals</b>	-	-	-
<b>At September 30, 2016</b>	<b>247,253</b>	<b>-</b>	<b>247,253</b>
<b>Carrying amount</b>			
At December 31, 2015	30,355	-	30,355
<b>At September 30, 2016</b>	<b>24,863</b>	<b>-</b>	<b>24,864</b>

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## **SONORO ENERGY LTD.**

### **Notes to the Condensed Consolidated Interim Financial Statements**

**As at and for the three and nine months ended September 30, 2016 and 2015**

(unaudited)

*Canadian Dollars*

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#### **7. Option Agreement**

The Company entered into an Option Agreement (the "Option Agreement") with Transition Resources Limited ("Transition") and Merdeka Energy Holdings Limited ("Merdeka"), whereby Transition and Merdeka have granted the Company an option (the "Option") to acquire the benefit of a future contingent payment from ConocoPhillips Petroleum Holdings B.V. ("CPP") of US\$15 million (the "Benefit Payment").

The Benefit Payment is payable to Transition and Merdeka if CPP receives approval from the Government of Indonesia for a plan of development for the Kuala Kurun PSC, pursuant to a purchase and sale agreement dated November 20, 2013 among CPP, Transition and Merdeka, as amended on July 11, 2014. Under the Option Agreement, Transition and Merdeka will seek to obtain written consent from CPP to assign entitlement to the Benefit Payment to the Company, and if such consent cannot be obtained, Transition and Merdeka agree to hold the Benefit Payment in trust for the benefit of the Company.

Pursuant to the Option Agreement, the Company has paid a non-refundable fee of C\$250,000 (the "Non-Refundable Fee"), to be satisfied through the issuance of 2,500,000 Common Shares to the shareholders of Transition and Merdeka. The Option may be exercised by the Company until September 30, 2016 at an exercise price of US\$1 million. If the Option is exercised, the Non-Refundable Fee will be credited towards the exercise price.

The Company did not execute the Option and therefore this agreement has expired. The Company may still consider pursuing this further once the Budong Budong project is better developed or the Company financials are in a stronger position.

The Company had recorded a short term asset related to the Option Agreement for \$250,000 and amortized the balance over the remaining term of the Option (4 months). The balance at September 30, 2016 is \$Nil.

#### **8. Exploration and evaluation**

On March 7, 2016 the Company entered into a share purchase agreement (the "SPA") among Stockbridge Oil and Gas Ltd ("Stockbridge") and the shareholders of Stockbridge (the "Stockbridge Shareholders") to purchase all of the issued and outstanding shares of Stockbridge (the "Stockbridge Shares"). The SPA closed in the second quarter of 2016.

Stockbridge is a private British Virgin Island Corporation which indirectly wholly owns Stockbridge Budong-Budong BV, a Netherlands corporation, which holds a Production Sharing Contract ("PSC") for oil and gas exploration and production rights covering 1,094 km<sup>2</sup> onshore, located in the Budong Budong subdistrict in the province of West Sulawesi, Indonesia.

The Company acquired Stockbridge in exchange for the issuance of 25,000,000 shares valued at \$0.10/per share. As a part of the acquisition, the Company recorded \$2,000 in cash, \$2,532,821 related to the PSC (as exploration and evaluation assets) and liabilities of \$34,821.

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## SONORO ENERGY LTD.

### Notes to the Condensed Consolidated Interim Financial Statements

As at and for the three and nine months ended September 30, 2016 and 2015

(unaudited)

Canadian Dollars

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#### 9. Share capital

The Company completed a stock consolidation (or reverse-split) of 10 (old) common shares for 1 (new) common share of its outstanding share capital at September 12, 2016

##### (i) Authorized

The authorized share capital of the Company consists of unlimited common shares without par value.

##### (ii) Issued and outstanding common share activity

On April 28, 2016 the Company closed the first tranche (the "First Tranche") of the non-brokered private placement ("the Offering"). Pursuant to the First Tranche, the Company issued 4,800,000 common shares at a price of \$0.05 per share for gross proceeds of \$240,000. The common shares were subject to a holding period of four months plus one day.

The Company completed a second tranche (the "Second Tranche") of the Offering on June 7, 2016. Pursuant to the Second Tranche, the Company issued 19,373,140 common shares got gross proceeds of \$965,657. The common shares will be subject to a holding period of four months plus one day.

In addition, the Company issued 27,500,000 shares in connection with the Option Agreement and the Stockbridge acquisition. Refer to Note 7 and 8 for additional information.

There were no transactions for the year ended December 31, 2015. During the year ended December 31, 2015, all stock options were cancelled.

##### (iii) Per share information

At September 30, 2016 and 2015, all share options and warrants were excluded from the calculation of diluted average shares outstanding as they were anti-dilutive.

		<b>September 30,</b>	September 30,	
		<b>2016</b>	2015	
Basic common shares outstanding		<u>57,314,466</u>	<u>5,641,324</u>	
Dilutive effect of :				
Share options outstanding		-	-	
Total possible common shares outstanding		<u>57,314,466</u>	<u>5,641,324</u>	
	<b>Three months ended September 30,</b>	<b>Nine months ended September 30,</b>		
	<b>2016</b>	2015	<b>2016</b>	2015
Weighted average shares outstanding	<u>57,314,466</u>	5,641,324	<u>28,146,859</u>	5,641,324
Dilutive effect of options and warrants	-	-	-	-
Diluted weighted average shares outstanding	<u>57,314,466</u>	5,641,324	<u>28,146,859</u>	5,641,324
<i>Adjusted for share consolidation noted above</i>				

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## SONORO ENERGY LTD.

### Notes to the Condensed Consolidated Interim Financial Statements

As at and for the three and nine months ended September 30, 2016 and 2015

(unaudited)

Canadian Dollars

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#### 10. Share based payments

##### (i) Share options

The board of directors may grant options to directors, officers, employees or consultants. Options granted must be exercised no later than five years from date of grant or such lesser period as determined by the Board of Directors. The exercise price of an option is not less than the closing price on the TSX-V on the last trading day preceding the grant date. The maximum aggregate number of Plan Shares that may be reserved for issuance under the Company's Plan is 10 percent of the number of Common Shares outstanding.

Options vest according to the length of service as follows:

Service greater than six months	Service less than six months
33.3% of options vest after six months	33.3% of options vest after twelve months
33.3% of options vest after twelve months	33.3% of options vest after eighteen months
33.4% of options vest after eighteen months	33.4% of options vest after twenty-four months

During the year ended December 31, 2015, the Company cancelled all issued and outstanding options that had been granted on the stock option plan.

##### (ii) Share based payments

Share based payments expense is determined using the fair value method. The fair value of options granted is measured at the date of the grant and is determined using the Black-Scholes option pricing model. There were no options granted or vested in the three and six months ended June 30, 2016 or year ended December 31, 2015 during the year.

#### 11. Related party transactions

Balances and transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note. These transactions are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

As a result of the Private Placement in December 2013, Geopetrol International Holding Inc. became the holder of 54.77% of the Company's common shares. With completion of the Private Placement and acquisitions of Stockbridge and the Purchase Option, Geopetrol now under 10%.

During the nine months ended September 30, 2016, key management personnel compensation and director fees of \$230,956 were paid or accrued, compared with \$172,190 for the comparable period in 2015.

On November 10, 2011, the Company signed a Promissory Note with Berkeley in favour of the Company, for the amount of \$500,000 in United States currency. The outstanding portion of the Principal Amount will bear interest at the rate of six per cent (6%) per annum, compounded monthly from and including the Commencement Date to and including the Maturity Date of June 30, 2013. This Maturity Date had been granted an extension by the Company from the previous Maturity Date of July 31, 2012, as disclosed in the financial statement for the period ending June 30, 2012. A further extension was granted by the Company to June 30, 2013. Total interest in the amount of \$43,346 USD was accrued to June 30, 2013 (2012 - \$11,780) and this interest was deducted from May 2013 consulting fees paid to the AMIRA Management BV, a related company.

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## **SONORO ENERGY LTD.**

### **Notes to the Condensed Consolidated Interim Financial Statements**

**As at and for the three and nine months ended September 30, 2016 and 2015**

(unaudited)

*Canadian Dollars*

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At June 30, 2013 Berkeley had not made payment on the note. As a result, the Company issued a Notice of Default and Request for Payment to Berkeley in July 2013. Under IAS 39 – Financial Instruments, the Company is required to recognize a financial asset as impaired if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset. One of these events is “a breach of contract, such as default or delinquency in interest or principal payments”. Given the issuance by the Company of the aforementioned Notice of Default, this asset requires a review for impairment.

Further, IFRS 7 – Financial Instruments: Disclosure requires “an analysis of financial assets that are individually determined to be impaired as at the end of the reporting period, including the factors the entity considered in determining that they are impaired.” The factors for the impairment are indicated above. As a result, a charge to income of \$592,410 was recorded against Bad debt expense in 2013.

The Company retains a valid and legally-binding contract with Berkeley regarding this loan. The Company will continue to pursue Berkeley for full payment of the principal and outstanding interest.

As at September 30, 2016, \$79,378 amounts (December 31, 2015 - \$76,729) were owing to directors or officers, with respect to salaries, benefits and consulting fees. These amounts are non-interest bearing, have no specific terms of repayment and are included in accrued liabilities.

As at September 30, 2016, there is a \$15,000 (2015 - \$15,000) commitment relating to change of control or termination of employment without cause of the key management personnel.

## **12. Contingencies and commitments**

- a. In December 2015, the Company entered into an office lease agreement. Under the terms of the lease, the Company will responsible to pay \$3,270 per month until February, 2017. For the remainder of 2016, the Company anticipates paying gross rent under the lease of \$19,620 and \$6,541 in 2017.
- b. On October 3, 2010, the Company entered into a License with the provincial government. The terms of the license require that the licensee make an investment of US\$1,500,000 on exploration activities and construct a 1,000 barrel per day topping facility within the first 18 months from the effective date. The effective date license has been determined to be April 14, 2011. The provincial government has agreed to extend the time limit prescribed in the license for construction of the topping facility. The previous deadline of October, 2012 has been extended to eighteen months following a commercial discovery. As a result of the Force Majeure declaration, all commitments and work programs have been deferred. Once full operations are restored, the forward work program and commitment timeline will be reviewed with the Government (Note 1).
- c. Under the Company's Budong-Budong PSC, the Company has completed all of the firm commitments. The Government of Indonesia has approved a work program and budget for 2016 that contemplates the expenditure by the Company of US\$4.387million in 2016. However, the budget is non-binding and therefore there is no commitment to spend any of the budget.

The Budong-Budong PSC terminates in accordance with its current term on January 16, 2017. Upon commercial discovery, the Budong-BudongPSC will move into development stage.

- d. In 2007 the Company filed a construction lien and claim for payment against Hazco Environmental Services Ltd. (“Hazco”), a division of CCA Income Trust Inc., CCS Inc. and ABB

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## SONORO ENERGY LTD.

### Notes to the Condensed Consolidated Interim Financial Statements

As at and for the three and nine months ended September 30, 2016 and 2015

(unaudited)

Canadian Dollars

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Inc. ("ABB") in respect of Sonoro's supply of labour, services and materials related to the treatment and remediation of contaminated soil at a site owned by ABB Inc. located at 2401 Dixie Road in Mississauga, Ontario. Subsequently XCG Consultants Ltd. ("XCG") and Hazco also filed lien claims against ABB. Hazco and ABB have defended themselves against Sonoro's claims and ABB have filed counterclaims against XCG, Hazco, Sonoro and Church and Trout ("CTI") that certain work was performed improperly and/or that deficiencies existed in said work. Sonoro is defending the ABB counterclaims in respect of Sonoro and Sonoro's insurers at the time, Zurich Insurance, are paying a majority of the costs related to this defence. Sonoro believes that there is no reliable estimate of the potential outcome of the case, therefore no provision is made in the financial statements for the claim.

ABB also claimed against Sonoro for the removal of contaminated filters allegedly left at the site. ABB is seeking \$550,000 from the Company in relation to the identification of the problem and the removal of the filters and the material contained therein. Management estimates the cost to remove the filters to be \$151,428, which had been accrued as a liability. The Company does not expect to incur any further expenditure related to this lawsuit.

On May 20, 2016 final releases were issued between ABB and Sonoro with final settlements having been reached for both lawsuits noted above. Sonoro expects that limited further costs will be incurred, and as a result has reversed the previously accrued \$151,428 in the second quarter of 2016.

### 13. Supplemental cash flow information

Non-cash working capital components:

	For the nine months ended	
	September 30,	
	2016	2015
	\$	\$
Net change in non-cash working capital related to operations:		
Accounts receivable	(255)	140,503
Prepaid expenses	5,007	7,537
Accounts payable and accrued liabilities	(144,885)	(15,564)
	<b>(140,133)</b>	<b>132,476</b>
Net change in non-cash working capital related to investing:		
Accounts receivable	-	-
Prepaid expenses	-	44,862
Accounts payable and accrued liabilities	-	(69,874)
	<b>-</b>	<b>(25,012)</b>

Note: Balances exclude non-cash working capital acquired on acquisition, see note 8