HORIZON PETROLEUM LTD.

Consolidated Financial Statements
(Expressed in Canadian dollars)

For the years ended August 31, 2023 and 2022

McGovern Hurley

Audit. Tax. Advisory.

Independent Auditor's Report

To the Shareholders of Horizon Petroleum Ltd.

Opinion

We have audited the consolidated financial statements of Horizon Petroleum Ltd. and its subsidiaries (the "Company"), which comprise the consolidated statements of financial position as at August 31, 2023 and 2022, and the consolidated statements of loss and comprehensive loss, consolidated statements of cash flows and consolidated statements of changes in shareholders' deficiency for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at August 31, 2023 and 2022, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis for opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada. We have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty related to going concern

We draw attention to Note 1 in the consolidated financial statements, which indicates that the Company incurred losses since inception and, as of that date, the Company had a working capital deficiency. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that material uncertainties exist that cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Except for the matter described in the Material uncertainty related to going concern section, we have determined that there were no additional key audit matters to communicate in our report.

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Other information

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of management and those charged with governance for the consolidated financial statements

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

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risks of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner of the audit resulting in this independent auditor’s report is Jessica Glendinning.

McGovern Hurley LLP

McGovern Hurley LLP

Chartered Professional Accountants
Licensed Public Accountants

Toronto, Ontario
December 22, 2023

HORIZON PETROLEUM LTD.

Consolidated Statements of Financial Position
(Expressed in Canadian dollars)
As at August 31, 2023 and 2022

		2023		2022
Assets				
Current Assets				
Cash	$	158,841	$	20,174
Prepaid expenses		4,950		13,871
Receivables		36,804		19,858
Total Assets	**$**	**200,595**	**$**	**53,903**
Liabilities and Shareholders' Deficiency				
Current Liabilities				
Accounts payable and accrued liabilites (Notes 6 and 9)	$	407,660	$	721,909
Notes payable (Note 6)		-		110,000
Acquisition cost payable (Note 13)		2,681,297		2,625,914
Total Liabilities		3,088,957		3,457,823
Shareholders' deficiency				
Share capital (Note 7)		19,798,645		18,471,426
Stock option reserve (Note 8)		30,088		875,955
Warrants (Note 8)		315,591		-
Deficit		(23,032,686)		(22,751,301)
Total Shareholders' Deficiency		(2,888,362)		(3,403,920)
Total Liabilities and Shareholders' Deficiency	**$**	**200,595**	**$**	**53,903**

Going concern (Note 1)
Commitments and contingencies (Notes 13 and 14)
Subsequent events (Note 15)

See accompanying notes to the consolidated financial statements.

Approved by the Board

"Charle Gamba"
Director

"David Winter"
Director

HORIZON PETROLEUM LTD.

Consolidated Statements of Loss and Comprehensive Loss
(Expressed in Canadian dollars)
Years Ended August 31, 2023 and 2022

	2023	2022
Expenses:		
Professional fees	$ 430,206	$ 266,194
Management fees (Note 9)	243,197	20,793
Salaries and benefits (Note 9)	195,009	-
Stock based Compensation (Note 8)	30,088	-
Office	147,969	16,140
Bank charges	(5,528)	-
Transfer agent and regulatory fees	37,562	5,197
Foreign exchange loss	133,474	16,326
Gain on settlement of debt	(56,880)	(9,325)
Total expenses before the undernoted	**1,155,097**	**315,325**
Financing		
Interest	2,243	12,760
Loss and comprehensive loss	**$ 1,157,340**	**$ 328,085**
Basic and diluted loss per common share (Note 15)	$ (0.05)	$ (0.02)
Weighted average number of common shares outstanding, basic and diluted (Note 15)	22,096,736	11,971,435

See accompanying notes to the consolidated financial statements

HORIZON PETROLEUM LTD.

Consolidated Statements of Cash Flows
(Expressed in Canadian dollars)
Years ended August 31, 2023 and 2022

		2023		2022
Operating Activities				
Loss for the year	$	(1,157,340)	$	(328,085)
Gain on settlement of debt		(56,880)		(9,325)
Stock based compensation		30,088		-
Unrealised foreign exchange loss		133,022		71,143
Changes in non-cash working capital				
Receivables		(16,946)		(8,227)
Prepaid expenses		8,921		(13,871)
Accounts payable and accrued liabilities		(282,007)		202,735
Cash flow (used in) operating activities		**(1,341,142)**		**(85,630)**
Financing Activities				
Proceeds on share and warrant issue		1,726,846		-
Share and warrant issue costs		(84,037)		-
Proceeds on note payable		-		105,000
Repayment of note payable		(163,000)		(50,000)
Cash flow from financing activities		**1,479,809**		**55,000**
Change in cash during the year		138,667		(30,630)
Cash beginning of year		20,174		50,804
Cash end of year	**$**	**158,841**	**$**	**20,174**
Supplemental information:				
Finders warrants issued	S	29,583	$	-
Finders units issued	$	1,533	$	-

See accompanying notes to the consolidated financial statements

HORIZON PETROLEUM LTD.

Consolidated Statements of Changes in Shareholders' Deficiency
(Expressed in Canadian dollars)
Years ended August 31, 2023 and 2022

	Number of Shares		Share capital		Warrants		Stock Option Reserve		Deficit		Total
Balance at August 31, 2021	59,857,176	$	18,471,426	$	32,616	$	875,955	$	(22,455,832)	$	(3,075,835)
Warrants expired	-		-		(32,616)		-		32,616		-
Net loss for the year	-		-		-		-		(328,085)		(328,085)
Balance at August 31, 2022	**59,857,176**		**18,471,426**		-		**875,955**		**(22,751,301)**		**(3,403,920)**
Shares issued	59,073,500		1,423,542		-		-		-		1,423,542
Share issue costs	-		(96,323)		-		-		-		(96,323)
Warrants issued	-		-		329,592		-		-		329,592
Warrant issue costs	-		-		(14,001)		-		-		(14,001)
Stock based compensation	-		-		-		30,088		-		30,088
Stock options expired	-		-		-		(875,955)		875,955		-
Net loss for the year	-		-		-		-		(1,157,340)		(1,157,340)
Balance at August 31, 2023	**118,930,676**	**$**	**19,798,645**	**$**	**315,591**	**$**	**30,088**	**$**	**(23,032,686)**	**$**	**(2,888,362)**

See accompanying notes to the consolidated financial statements

1. Corporate information and going concern:

Horizon Petroleum Ltd. (“Horizon” or the “Company”) was incorporated in Alberta, Canada. The principal business of the Company is the acquisition, exploration, and development of oil and gas properties.

The registered and records office of the Company are located at 1000, 250 – 2nd Street SW, Calgary, Alberta T2P 0C1.

The business of exploring for oil and gas reserves involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable operations. The Company's continued existence is dependent upon the preservation of its properties, the discovery of economically recoverable reserves, the achievement of profitable operations, or the ability of the Company to raise additional financing, if necessary, or alternatively upon the Company's ability to dispose of its interests on an advantageous basis. Although the Company has taken steps to verify title to the concessions in which it has an interest, in accordance with industry standards for the current stage of exploration of such concessions, these procedures do not guarantee the Company's title. Concession title may be subject to government licensing registration or regulations, social licensing requirements, unregistered prior agreements, unregistered claims, aboriginal claims and noncompliance with regulatory and environmental requirements. The Company’s assets may also be subject to increases in taxes and royalties, renegotiation of contracts, currency exchange fluctuations, restriction and political uncertainty. See Notes 13 and 14 regarding the status of the Company’s oil and gas concessions in Poland.

The Company has not generated revenues from operations. These consolidated 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. If this assumption were not appropriate, adjustments to these consolidated financial statements may be necessary. Material uncertainties as to the Company’s ability to obtain additional financing to fund future operations cast significant doubt on the Company’s ability to continue as a going concern. The successful future operations of the Company are dependent on the ability of the Company to secure sufficient funds through financing or other sources, and there are no assurances that such financing will be obtained.

The Company has incurred losses since inception and is currently not generating any revenues except for interest income. For the fiscal year ended August 31, 2023, the Company used cash from operating activities of $1,341,142 (2022 - $85,630) and the Company had a working capital deficiency as at August 31, 2023 of $2,888,362 (2022 – $3,403,920).

2. Basis of presentation and statement of compliance:

(a) Statement of compliance:

These consolidated financial statements have been prepared in accordance with international Financial Reporting Standards (“IFRS”), as issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Committee (“IFRIC”).

These consolidated financial statements were authorized for issue by the Board of Directors on December 22, 2023.

(b) Basis of consolidation and presentation:

These consolidated financial statements have been prepared on a historical cost basis. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information.

These consolidated financial statements are presented in Canadian dollars, which is also the functional currency of the Company and its subsidiaries.

These consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. Control exists when the Company is exposed to, or has rights to, variable returns as well as the ability to affect those returns through the power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date control is transferred to the Company and are de-consolidated from the date control ceases. The consolidated financial statements include all of the assets, liabilities, revenues, expenses and cash flows of the Company and its subsidiaries after eliminating inter-entity balances and transactions.

The preparation of financial statements requires management to make certain critical accounting estimates. It also requires management to exercise judgment in applying the Company’s accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 5.

2. Basis of presentation and statement of compliance (continued):

(c) Company Subsidiaries:

The Company holds 100% of the below subsidiaries:

Legal Business Name of Subsidiary	Country of Incorporation
Gallic Lux 1	Luxembourg
Gallic Lux 2	Luxembourg
Energia Karpaty Zachodnie Sp. Z.O.O.	Poland
Energia Karpaty Zachodnie spolka z ograniczona odpowiedzialnoscia Sp. K.	Poland
Kotlarka Energy spolka z ograniczona odpowiedzialnoscia	Poland
Prusice Energy spolka z ograniczona odpowiedzialnoscia	Poland

The above subsidiaries in Poland (the “Polish Subsidiaries”) were acquired during 2019 (Note 13).

The Company had a 100% interest in SAS Petromanas Energy (France) SAS (“Petromanas”) but lost control during 2020 when Petromanas entered a court approved liquidation process. The Company derecognized all assets and liabilities of this subsidiary in 2020.

3. Significant accounting policies:

The accounting policies set out below have been applied consistently to all years presented in these financial statements, except as otherwise noted below.

(a) The functional currency for each of the Company's subsidiaries is the currency of the primary economic environment in which the entity operates. Transactions in foreign currencies are translated to the functional currency of the entity at the exchange rate in existence at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated at the period end date exchange rates. Non-monetary items carried at historical cost are translated at the The functional currency of the Company and its subsidiaries is the Canadian dollar, which is also the presentation currency of the consolidated financial statements.

(b) Cash and equivalents:

Cash and equivalents include cash held with different financial institutions. All funds are readily available to the Company.

(c) Financial instruments:

Financial assets

Initial recognition and measurement

Non-derivative financial assets within the scope of IFRS 9 are classified and measured as "financial assets at fair value", as either fair value through profit or loss ("FVPL") or fair value through other comprehensive income ("FVOCI"), and "financial assets at amortized cost", as appropriate. The Company determines the classification of financial assets at the time of initial recognition based on the Company's business model and the contractual terms of the cash flows.

All financial assets are recognized initially at fair value plus, in the case of financial assets not at FVPL, directly attributable transaction costs on the trade date at which the Company becomes a party to the contractual provisions of the instrument.

Subsequent measurement – financial assets at amortized cost

After initial recognition, financial assets measured at amortized cost are subsequently measured at the end of each reporting period at amortized cost using the Effective Interest Rate ("EIR") method. Amortized cost is calculated by taking into account any discount or premium on acquisition and any fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the consolidated statements of loss. The Company's cash and receivables are classified as financial assets at amortized cost.

3. Significant accounting policies (continued):

(c) Financial instruments (continued):

Subsequent measurement – financial assets at FVPL

Financial assets measured at FVPL include financial assets management intends to sell in the short term and any derivative financial instrument that is not designated as a hedging instrument in a hedge relationship. Financial assets measured at FVPL are carried at fair value in the consolidated statements of financial position with changes in fair value recognized in other income or expense in the consolidated statements loss. The Company does not measure any financial assets at FVPL.

Subsequent measurement – financial assets at FVOCI

Financial assets measured at FVOCI are non-derivative financial assets that are not held for trading and the Company has made an irrevocable election at the time of initial recognition to measure the assets at FVOCI. The Company does not measure any financial assets at FVOCI.

After initial measurement, investments measured at FVOCI are subsequently measured at fair value with unrealized gains or losses recognized in other comprehensive income or loss in the consolidated statements of comprehensive income (loss). When the investment is sold, the cumulative gain or loss remains in accumulated other comprehensive income or loss and is not reclassified to profit or loss.

Derecognition

A financial asset is derecognized when the contractual rights to the cash flows from the asset expire, or the Company no longer retains substantially all the risks and rewards of ownership.

Impairment of financial assets

The Company's only financial assets subject to impairment are receivables, which are measured at amortized cost. The Company has elected to apply the simplified approach to impairment as permitted by IFRS 9, which requires the expected lifetime loss to be recognized at the time of initial recognition of the receivable. To measure estimated credit losses, accounts receivable have been grouped based on shared credit risk characteristics, including the number of days past due. An impairment loss is reversed in subsequent periods if the amount of the expected loss decreases and the decrease can be objectively related to an event occurring after the initial impairment was recognized.

3. Significant accounting policies (continued):

(c) Financial instruments (continued):

Financial liabilities

Initial recognition and measurement

Financial liabilities are measured at amortized cost, unless they are required to be measured at FVPL as is the case for held for trading or derivative instruments, or the Company has opted to measure the financial liability at FVPL. The Company's financial liabilities include accounts payable and accrued liabilities, notes payable and acquisition cost payable, which are measured at amortized cost. All financial liabilities are recognized initially at fair value and in the case of long-term debt, net of directly attributable transaction costs.

Subsequent measurement – financial liabilities at amortized cost

After initial recognition, financial liabilities measured at amortized cost are subsequently measured at the end of each reporting period at amortized cost using the EIR method. Amortized cost is calculated by taking into account any discount or premium on acquisition and any fees or costs that are an integral part of the EIR. The EIR amortization is included in finance cost in the consolidated statements loss.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged, cancelled or expires with any associated gain or loss recognized in the consolidated statements of loss.

(d) Impairment of non-financial assets:

The carrying amounts of the non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit ("CGU") exceeds its recoverable amount.

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 depletion and depreciation or amortization, of no impairment loss had been recognized.

3. Significant accounting policies (continued):

(e) Exploration and evaluation ("E&E") assets:

Pre-license or property investigation costs are recognized in the consolidated statement of loss as incurred.

Exploration and evaluation costs, including the costs of acquiring leases and licenses, initially are capitalized as exploration and evaluation assets. The costs are accumulated in cost centres by well, field or exploration area pending determination of technical feasibility and commercial viability.

Exploration and evaluation assets are assessed for impairment if facts and circumstances suggest that the carrying amount exceeds the recoverable amount. In assessing the indicators of impairment, the Company considers whether the period for which the Company has the right to explore has expired or will expire in the near future; whether substantive expenditure on further exploration is budgeted or planned; whether a decision has been made to discontinue exploration activities and whether sufficient data exists to indicate that the carrying amount of the asset is unlikely to be recovered in full from successful development or by sale. For purposes of impairment testing, exploration and evaluation assets are allocated to related CGUs. The technical feasibility and commercial viability of extracting a mineral resource is considered to be determinable when proven and/or probable reserves are determined to exist. Upon determination of proven and/or probable reserves, intangible exploration and evaluation assets attributable to those reserves are first tested for impairment and then reclassified from exploration and evaluation assets to property and equipment.

(f) Decommissioning obligations:

Decommissioning obligations are legal obligations connected with the abandonment and reclamation of the Company's oil and natural gas assets. These obligations are measured at management's best estimate of the expenditure required to settle the obligation and are discounted to present value when the effect is material. Cash flows for decommissioning obligations are adjusted to take risks and uncertainties into account and are inflated and discounted using a risk-free discount rate. Initially, the net present value of the estimated decommissioning obligations is recorded as a liability, with a corresponding increase in the carrying amount of the related asset. Revaluations of the decommissioning obligations at each reporting period take into account changes in estimated future cash flows and the discount rate. Any change in the carrying amount of the provision due to change in the present value is accreted over the estimated time period until the obligation is to be settled; the accretion expense is recognized as financing costs. Actual costs incurred upon the settlement of the decommissioning obligations are charged against the decommissioning obligations.

3. Significant accounting policies (continued):

(f) Decommissioning obligations (continued)

Any difference between the estimated decommissioning obligation and the actual retirement costs incurred is recorded as a gain or loss. Management reviews the decommissioning obligation estimate and changes, if any, are applied prospectively. Revisions made to the decommissioning obligation estimate are recorded as an increase or decrease to the decommissioning obligation with a corresponding change made to the carrying amount of the related asset. The asset is depreciated over the remaining useful life of the underlying asset.

The carrying amount of both the liability and the capitalized asset, net of accumulated depreciation, are derecognized if the asset is subsequently disposed.

(g) Share capital:

Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares, share options and share warrants are classified as equity instruments. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

(h) Share-based payments:

Where non-cash equity-settled share options are awarded to employees, the fair value of the options at the date of grant is charged to the statement of loss over the vesting period. Vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each reporting date so that, ultimately, the cumulative amount recognized over the vesting period is based on the number of options that eventually vest. Non-vesting conditions are factored into the fair value of the options granted. As long as all other vesting conditions are satisfied, a charge is made irrespective of whether these vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition or where a non- vesting condition is not satisfied.

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to the statement of loss over the remaining vesting period.

Where equity instruments are granted to employees, they are recorded at the fair value of the equity instrument granted at the grant date. The grant date fair value is recognized in profit or loss over the vesting period, described as the period during which all the vesting conditions are to be satisfied.

Where equity instruments are granted to non-employees, they are recorded at the fair value of the goods or services received in the statement of loss, unless they are related to the issuance of shares. Amounts related to the issuance of shares are recorded as a reduction of share capital.

3. Significant accounting policies (continued):

(h) Share-based payments (continued):

When the value of goods or services received in exchange for the share-based payment cannot be reliably estimated, the fair value is measured by use of a valuation model.

All non-cash equity-settled share-based payments are reflected in reserves, until exercised. Upon exercise, shares are issued from treasury and the amount reflected in reserves is credited to share capital, adjusted for any consideration paid.

Where a grant of options is cancelled or settled during the vesting period, excluding forfeitures when vesting conditions are not satisfied, the Company immediately accounts for the cancellation as an acceleration of vesting and recognizes the amount that otherwise would have been recognized for services received over the remainder of the vesting period.

(i) Income taxes:

Income tax expense comprises of current and deferred tax. Current tax and deferred tax are recognized in net loss except to the extent that it relates to a business combination or items recognized directly in equity or in other comprehensive loss.

Deferred tax assets and liabilities are recognized where the carrying amount of an asset or liability differs from its tax base, except for taxable temporary differences arising on the initial recognition of goodwill and temporary differences arising on the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted, or substantively enacted by the reporting date.

Recognition of deferred tax assets for unused tax losses, tax credits and deductible temporary differences is restricted to those instances where it is probable that future taxable profit will be available against which the deferred tax asset can be utilized. At the end of each reporting period the Company reassesses unrecognized deferred tax assets. The Company recognizes a previously unrecognized deferred tax asset to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered. Deferred tax assets and liabilities are offset if there is a legal enforceable right to offset the tax liabilities and assets, and they related to income taxes levied by the same tax authority.

(j) Loss per share:

Basic loss per share is computed by dividing net loss available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted loss per share is computed by using the weighted average number of shares outstanding plus additional shares for the assumed exercise of stock options and warrants, if dilutive.

3. Significant accounting policies (continued):

(j) Loss per share (continued):

The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods. Diluted loss per share for the years presented excludes all outstanding stock options and warrants as they are anti-dilutive.

(k) Leases:

A contract is a lease (or may contain a lease) if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. A lease liability is recognized at the commencement of the lease term at the present value of the lease payments that are not paid at that date. At the commencement date, a corresponding right-of-use asset is recognized at the amount of the lease liability, adjusted for lease incentives received, retirement costs and initial direct costs. Depreciation is recognized on the right-of-use asset over the lease term. Interest expense is recognized on the lease liabilities using the effective interest rate method and payments are applied against the lease liability. The lease liability is subsequently measured at amortized cost using the effective interest method.

The Company has elected not to recognize right-of-use assets and lease liabilities for short-term leases (lease term of 12 months or less) and leases for which the underlying asset is of low value. The Company recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

4. New accounting standards, amendments and interpretations:

New Accounting Standards

During the year ended August 31, 2023, the Company adopted a number of amendments and improvements of existing standards. These included IAS 16, IAS 37 and IFRS 3. These new standards and changes did not have any material impact on the Company’s financial statements.

Recent accounting pronouncements

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods commencing September 1, 2023. Many are not applicable or do not have a significant impact to the Company and have been excluded. Management is currently evaluating the impact of these pronouncements on the Company’s consolidated financial statements.

IAS 1 – Presentation of Financial Statements (“IAS 1”) was amended in January 2020 to provide a more general approach to the classification of liabilities under IAS 1 based on the contractual arrangements in place at the reporting date. The amendments clarify that the classification of liabilities as current or noncurrent is based solely on a company’s right to defer settlement at the

4. New accounting standards, amendments and interpretations (continued):

reporting date. The right needs to be unconditional and must have substance. The amendments also clarify that the transfer of a company's own equity instruments is regarded as settlement of a liability, unless it results from the exercise of a conversion option meeting the definition of an equity instrument. The amendments are effective for annual periods beginning on January 1, 2023.

IAS 8 – Accounting Policies, Changes in Accounting Estimates and Errors ("IAS 8") was amended in February 2021 to introduce the definition of an accounting estimate and include other amendments to IAS 8 to help entities distinguish changes in accounting estimates from changes in accounting policies. The amendments are effective for annual reporting periods beginning on or after January 1, 2023 and changes in accounting policies and changes in accounting estimates that occur on or after the start of that period. Earlier adoption is permitted.

IFRS 10 – Consolidated Financial Statements ("IFRS 10") and IAS 28 – Investments in Associates and Joint Ventures ("IAS 28") were amended in September 2014 to address a conflict between the requirements of IAS 28 and IFRS 10 and clarify that in a transaction involving an associate or joint venture, the extent of gain or loss recognition depends on whether the assets sold or contributed constitute a business. The effective date of these amendments is yet to be determined, however early adoption is permitted.

5. Critical accounting estimates and judgments:

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

Estimates and underlying assumptions are reviewed on an ongoing basis.

Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are discussed below:

(a) Share-based payment transactions:

The Company measures the cost of equity-settled transactions by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 8.

5. Critical accounting estimates and judgments (continued):

(b) Decommissioning liabilities:

Decommissioning liabilities are estimated based on the Company's interpretation of current regulatory requirements and constructive obligations and are measured at fair value. Fair value is determined based on the net present value of estimated future cash expenditures for the settlement of decommissioning, restoration or similar liabilities that may occur upon decommissioning of the mine. Such estimates are subject to change based on changes in laws and regulations and negotiations with regulatory authorities. The cost estimates are updated annually during the life of a project to reflect known developments, (e.g. revisions to cost estimates and to the estimated lives of operations) and are subject to review at regular intervals.

(c) Income, value added, withholding and other taxes:

The Company is subject to income, value added, withholding and other taxes. Significant judgment is required in determining the Company's provisions for taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. The determination of the Company's income, value added, withholding and other tax liabilities requires interpretation of complex laws and regulations. The Company's interpretation of taxation law as applied to transactions and activities may not coincide with the interpretation of the tax authorities.

All tax related filings are subject to government audit and potential reassessment subsequent to the financial statement reporting period. Where the final tax outcome of these matters is different from the amounts that were initially recorded. Such differences will impact the tax related accruals and deferred income tax provisions in the period in which such determination is made.

(d) Impairment of exploration and evaluation properties

While assessing whether any indications of impairment exist for exploration and evaluation properties, consideration is given to both external and internal sources of information. Information the Company considers include changes in the market, economic and legal environment in which the Company operates that are not within its control that could affect the recoverable amount of exploration and evaluation properties and equipment. Internal sources of information include the manner in which exploration and evaluation properties are being used or are expected to be used and indications of expected economic performance of the assets. Estimates may include but are not limited to estimates of the discounted future pre-tax cash flows expected to be derived from the Company's exploration and evaluation properties, costs to sell the properties and the appropriate discount rate. Reductions in oil and gas price forecasts, increases in estimated future costs of production, increases in estimated future capital costs, reductions in the amount of recoverable reserves and resources and/or adverse current economics can result in a write-down of the carrying amounts of the Company's exploration and evaluation properties and equipment.

5. Critical accounting estimates and judgments (continued):

(e) Commitments and contingencies

See Note 14.

6. Notes payable:

On December 21, 2020, the Company received a loan from a third party in an amount of $75,000, bearing interest at 10% that matured on December 21, 2021. On June 30, 2021 the Company received a second advance of $25,000 and on November 03, 2021 received a third advance of $52,000; each under the same terms and conditions. The loans were secured against the assets of the Company. In July 2022, the Company entered into an agreement with the third party for a settlement amount of $160,000 to be paid in two installments consisting of $50,000 on or before August 08, 2022 plus $110,000 on or before November 14, 2022. The initial and final retirement installment payment amounts were made on the dates required.

On August 04, 2022 the Company received loans from two Directors of the Company in an amount of $53,000 due on demand, unsecured, and bearing interest at 10%. The balance of these loans was included in Accounts payable and accrued liabilities at August 31, 2022. The loan balance plus accrued interest was repaid in 2023.

7. Share capital:

Authorized:

- Unlimited common shares without par value and an unlimited number of preferred shares without par value.

Issued and outstanding, basic and fully diluted:

- 118,930,676

Activity for the year ended August 31, 2023:

On September 30, and October 6, 2022 the Company issued 50,000,000 units at $0.02 per unit for gross proceeds of $1,000,000. Each unit consists of one common share and one common share purchase warrant entitling the holder to purchase one additional common share at a price of $0.05 for a period of 12 months from the date of issuance.

The common share portion of the unit was valued at $840,000 and the share purchase warrant portion of the unit was valued at $160,000. The fair value of the common shares and warrants was determined using the Black-Scholes option pricing model with the following assumptions: current share price $0.017, expected life - one year; expected volatility based on peer company comparative data – 120%; expected dividend rate – nil; risk free interest rate – 3.96%. 8,750,000 of these units were subscribed for by the officers of the Company.

7. Share capital (continued):

In conjunction with the issuance of the shares, the Company incurred share and warrant issuance costs of $87,508 which included cash costs comprised of legal and filing fees of $56,779 and finders fees payments of $15,300, as well as a non-cash cost of $15,429 relating to the valuation of the issuance of 2,220,000 finders warrants. Each finder's warrant enabled the holder to acquire one common share for $0.02 per share and an additional common share for $0.05 per share. The finders warrants expired on September 30, 2023.

The fair value of the finders warrants was determined using the Black-Scholes option pricing model with the following assumptions: current unit price-$0.02, expected life - one year; expected volatility based on peer company comparative data – 120%; expected dividend rate – nil; risk free interest rate – 3.96%.

In February 2023, the Company closed the first tranche of a private placement announced on January 12, 2023. The Company issued 7,850,000 units at $0.08 per unit for gross proceeds of $635,366. Each unit consists of one common share and one common share purchase warrant entitling the holder to purchase one additional common share at a price of $0.16 for a period of 12 months from the date of issuance.

The common share portion of the unit was valued at $515,366 and the share purchase warrant portion of the unit was valued at $120,000. 1,862,500 of these units were subscribed for by directors and officers of the Company.

In conjunction with the issuance of the shares, the Company incurred share and warrant issuance costs of $24,309 which included cash costs comprised of legal and filing fees of $11,570 and a non-cash cost of $12,739 relating to the valuation of the issuance of 341,250 finders warrants. Each finder's warrant enabled the holder to acquire a unit comprising one common share for $0.16 per share and an additional common share for $0.08 per share. The finders warrants expire on February 02, 2024.

The fair value of the warrants and the finders warrants was determined using the Black-Scholes option pricing model with the following assumptions: current share price $0.06, expected life - one year; expected volatility based on peer company comparative data – 120%; expected dividend rate – nil; risk free interest rate – 3.79%.

In March 2023, the Company closed the second tranche of the private placement announced on January 12, 2023. The Company issued 1,143,500 units at $0.08 per unit for gross proceeds of $91,480. Each unit consists of one common share and one common share purchase warrant entitling the holder to purchase one additional common share at a price of $0.16 for a period of 12 months from the date of issuance. The common share portion of the unit was valued at $73,775 and the share purchase warrant portion of the unit was valued at $17,705. 62,500 of these units were subscribed for by directors and officers of the Company.

(Expressed in Canadian dollars)

7. Share capital (continued):

In conjunction with the issuance of the shares, the Company paid a finders fee of $388 cash and 8,100 finders warrants to acquire common shares at $0.08 per share. The Company also paid a finder fee of 80,000 units comprised of one common share and one share purchase warrant entitling the holder to acquire one common share at a price of $0.16 per share. The finders warrants expire on March 20, 2024.

The fair value of the warrants was determined using the Black-Scholes option pricing model with the following assumptions: current share price of $0.06, expected life - one year; expected volatility based on peer company comparative data – 120%; expected dividend rate – nil; risk free interest rate – 4.22%.

8. Reserves:

a. Stock options:

(i) Option plan:

The Company has a stock option plan covering the grant of options to its directors, officers and employees. A limit of 10% of the issued and outstanding common shares base can be issued in stock options without shareholder approval. The stock option plan provides that the options are for a maximum term of ten years and that the option exercise price shall be for not less than the market price on the grant date.

The following table reflects the continuity of stock options for the years ended August 31, 2023 and 2022.:

	Number of Options	Weighted average exercise price	
Balance August 31, 2021	1,484,998	$	0.24
Balance August 31, 2022	1,484,998	$	0.24
Expired	(991,667)	$	0.07
Expired	(108,333)	$	0.09
Expired	(43,333)	$	0.90
Expired	(341,665)	$	0.60
Issued	9,500,000	$	0.05
Balance August 31, 2023	9,500,000	$	0.05

The weighted average contractual life for the share options outstanding as at August 31, 2023 is 4.74 years (August 31, 2022 – 0.22 years).

The fair value of the options was determined using the Black-Scholes option pricing model with the following assumptions:current share price $0.025, expected life – five years; expected volatility based on peer company comparatives – 120%; expected dividend rate – nil; risk free interest rate – 4.24%.

(Expressed in Canadian dollars)

8. Reserves (continued):

For the year ended August 31, 2023, the share-based payments expense recognized was $30,088 (2022 – $Nil).

For the year ended August 31, 2023, options valued at $875,955 expired (2022 - $Nil).

b. Warrants:

The following table reflects the continuity of warrants for the years ended August 31, 2023 and 2022:

	Number of Warrants	Weighted average exercise price
Balance August 31, 2021	1,087,220	$ 0.24
Expired	(1,087,220)	
Balance August 31, 2022	-	-
Issued	50,000,000	0.05
Issued	2,220,000	0.05
Issued	7,850,000	0.16
Issued	341,250	0.16
Issued	1,143,500	0.16
Issued	8,100	0.08
Issued	80,000	0.16
Balance August 31, 2023	61,642,850	$ 0.07

(Expressed in Canadian dollars)

8. Reserves (continued):

As at August 31, 2023, the Company had outstanding warrants enabling the holder to acquire common shares as follows:

Number of warrants	Exercise price		Expiry date
24,000,000	$	0.05	September 30, 2023
26,000,000	$	0.05	October 6, 2023
1,020,000	$	0.05	September 30, 2023 (1)
1,200,000	$	0.05	October 6, 2023 (1)
7,850,000	$	0.16	February 2, 2024
341,250	$	0.16	February 2, 2024 (1)
1,143,500	$	0.16	March 20, 2024
8,100	$	0.08	March 20, 2024 (1)
80,000	$	0.16	March 20, 2024
61,642,850	$	0.07	

(1) finder warrants exercisable into units. Refer to Note 7.

9. Related party transactions:

The Company incurred the following expenses charged by key management personnel and companies controlled by key management personnel:

	Twelve Months August 31, 2023		Twelve Months August 31, 2022	
Executive Compensation (a)	$	318,000	$	-
Share-based payments (b)	$	25,020	$	-

(a) Executive compensation includes all management fees and salaries accrued to the Company's current CEO, President and CFO. Compensation included in Salaries and benefits and Management fees on the Consoldiated Statement of Loss and Comprehensive Loss.

(b) Share based payments are the value of options granted to the Company's current CEO, President and CFO and Directors. See Note 8

As at August 31, 2023, $nil (2022 - $53,000) in loans payable were payable to directors and officers of the Company. Refer to Note 6.

As at August 31, 2023, $nil (2022 - $12,508) was payable to officers of the Company These amounts were unsecured, non-interest bearing with no fixed terms of repayment. Refer to Note 7.

Refer to Note 14 for more details on commitments and contingencies for certain management contracts.

10. Financial instruments and risk management:

Financial instruments that are measured subsequent to initial recognition at fair value are grouped in Levels 1 to 3 based on the degree to which the fair value is observable:

(a) Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

(b) Level 2: Quoted prices in markets that are not active, or inputs that are observable, either directly or indirectly, for substantively the full term of the asset or liability; and

(c) Level 3: Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

The Company does not have any financial instruments carried at fair value as at August 31, 2023 and 2022.

The carrying values of cash, receivables, accounts payable and accrued liabilities, notes payable and acquisition cost payable approximate their fair values because of their short terms to maturity.

(a) Financial instrument risk exposure and risk management:

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes. The type of risk exposure and the way in which such exposure is managed is provided below:

(b) Credit risk:

Credit risk is the risk of potential loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets, including cash and receivables. The Company limits the exposure to credit risk by only investing its cash with high credit quality financial institutions in business and saving accounts. The carrying amount of cash and receivables represents the Company's maximum exposure to credit risk.

(c) Interest rate risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has no interest bearing financial instruments which bear interest at variable rates. The Company is not exposed to material interest rate risk.

(d) Liquidity risk:

Liquidity risk is the risk that the Company will not be able to meet its financial obligations when they become due. The Company ensures, as far as reasonably possible, it will have sufficient capital in order to meet short term business requirements, after taking into account cash flows used in operations and the Company's holdings of cash. The Company's cash is currently invested in business accounts which are available on demand by the Company for its programs. As at August 31, 2023, the Company had cash of $158,841 (2022 - $20,174) to settle current liabilities of $3,088,957 (2022 - $3,457,823).

10. Financial instruments and risk management (continued):

(e) Foreign currency:

The Company is exposed to foreign currency risk as some of its cash and accounts payable and accrued liabilities are held in United States dollars ("USD"), Euros and Polish Zloty. A portion of the Company's acquisition cost payable is denominated in USD and Euros. The Company has not entered into any agreements or purchased any instruments to hedge possible currency risks at this time. The exposure of the Company's foreign denominated financial instruments is as follows:

The Company is exposed to foreign currency risk on fluctuations of financial instruments related to cash, receivables, accounts payable and accrued liabilities and acquisition cost payable. Financial instruments are denominated in USD, Euros, and Polish Zloty.

	Amount in Foreign Currency	Amount in Canadian Dollars $	Amount in Foreign Currency	Amount in Canadian Dollars $
United States dollars:				
Cash	67,607	91,480	-	-
Accounts payable and accrued liabilities	-	-	8,592	11,265
Acquisition cost payable	1,210,000	1,637,251	1,210,000	1,586,431
Euro				
Accounts payable and accrued liabilities	133,268	224,478	105,422	138,746
Acquisition cost payable	30,000	44,046	30,000	39,180
Polish Zloty				
Cash	19,553	6,436	22,901	7,572
Receivables	50,769	16,711	30,795	10,182
Accounts payable and accrued liabilities	85,475	28,135	120,845	33,595

The Company is exposed to foreign currency risk on fluctuations of financial instruments related to cash, receivables, accounts payable and accrued liabilities and acquisition cost payable. Financial instruments are denominated in USD, Euros, and Polish Zloty. As at August 31, 2023, the net loss and comprehensive loss would have been $90,000 (2022 - $90,000) higher/lower, had the Canadian dollar strengthened/weakened by 5% as a result of foreign exchange gains/losses on translation of USD, Euros, and Polish Zloty denominated financial instruments.

11. Capital management:

The Company's objectives when managing capital are:

To maintain and safeguard its accumulated capital in order to provide an adequate return to shareholders by maintaining a sufficient level of funds to acquire, explore, and develop other mineral properties.

To invest cash on hand in highly liquid and highly rated financial instruments with high credit quality issuers, thereby minimizing the risk of loss of principal.

To obtain the necessary financing to complete exploration and development of its properties, if and when it is required.

In the management of capital, the Company includes shareholders' equity in the definition of capital. The Company is not exposed to externally imposed capital requirements. The Company is not subject to any capital requirements imposed by a lending institution or regulatory body. As of August 12, 2022, the Company was granted reinstatement with the policies of the TSXV.

The Company manages the capital structure and makes adjustments to it, based on the level of funds required to manage its operations in light of changes in economic conditions and the risk characteristics of its underlying assets. There were no significant changes in the Company's approach to capital management during the years ended August 31, 2023 and 2022.

In order to maximize ongoing exploration and future development efforts, the Company does not pay dividends. Notwithstanding the risks described in Note 1 of these financial statements, the Company expects to continue to raise funds, from time to time, to continue meeting its capital management objectives.

(Expressed in Canadian dollars)

12. Income tax:

The reconciliation of the combined Canadian federal and provincial statutory income tax rate of 26.5% to the effective tax rate is as follows:

		2023		2022
(Loss) before income taxes	$	(1,157,340)	$	(328,085)
Expected income tax recovery based on statutory rate		(307,000)		(87,000)
Adjustment to expected income tax recovery:				
Share based compensation		8,000		
Expenses not deductible for tax purposes		(2,000)		1,000
Foreign operations with difference in tax rates		20,000		73,000
Change in tax rates		-		
Change in unrecorded deferred tax asset		281,000		13,000
Other		-		
Deferred income tax provision (recovery)		-		-

Deferred taxes are a result of temporary differences that arise due to the differences between the income tax values and the carrying amount of assets and liabilities.

Deferred income tax assets have not been recognized in respect of the following deductible temporary differences:

Unrecognized deferred tax assets		2023		2022
Non-capital loss carry-forwards	$	32,181,000	$	31,110,000
Share issue costs		77,000		21,000
Mineral property costs		161,000		161,000
Other temporary differences		-		
Total	$	32,419,000	$	31,292,000

At August 31, 202, non-capital losses of $5,374,000 incurred in Canada will expire starting in 2033. Operating losses in Luxembourg were $26,807,000 which will expire starting in 2039. The potential future benefits of these losses have not been recognized in the consolidated financial statements because it is not probable that future taxable profit will be available against which the Company can use the benefits.

13. Acquisition of subsidiaries in Poland:

During June 2017, the Company entered into a memorandum of understanding (“MOU”) regarding the acquisition of a 100% interest the Poland Subsidiaries which hold five conventional oil and natural gas concessions in Poland from San Leon Energy plc (“SLE”). Subsequently, the Company entered into a series of definitive agreements with SLE, in September 2017, for the acquisition of the Poland Subsidiaries (the “Acquisition”).

Under the terms of the MOU, the Company advanced USD$200,000 to the counterparty to cover certain obligations relating to the concessions going forward where such obligations would be assumed by the Company upon the completion of the transaction. USD$100,000 ($133,608) of the option payment is non-refundable if the transaction is not completed due to any action or inaction on the part of the Company and has been expensed as part of property investigation costs for the year ended August 31, 2017, while the remaining USD$100,000 ($135,340) was advanced as a loan which bore interest at the rate of 6% per annum.

The definitive agreements were subsequently amended and pursuant to the amended terms, the Company agreed to pay the following, in exchange for a 100% interest in the subsidiaries holding the Cieszyn and Bielsko-Biala concessions (the “Primary Concessions”) in Poland:

a) Cash payment of USD$1,080,000 ($1,468,260);

b) $1,000,000 in common shares of the Company. The common shares are to be issued at the lesser of: a) $0.20 per share, b) the lowest price per share at which the Company completes an equity placement for a minimum of $1,000,000, up to but not including the date of closing of the acquisition, and c) the volume weighted average price of the Company’s common shares for the period of 10 trading days immediately prior to the closing date. There are various warranties the Company provided to SLE which must be maintained by the Company, including a requirement for the Company’s shares to remaining trading on the TSXV. If Horizon is unable to meet these requirements, it will be required to pay to SLE the equivalent value of the common shares in cash, and

c) a 6% net profits interest.

d) The consideration for the acquisition of the subsidiaries holding the other 3 concessions, being the Kotlarka, Prusice, and Buchowice concessions (“Secondary Concessions”) is €10,000 ($14,845) per concession, the payment of administrative costs totaling USD$130,000 ($172,071) and the issuance of a 6% net profits interest. The Company subsequently withdrew the applications for these concessions in January, 2020.

d) The outstanding loan owing to the Company from SLE of USD$100,000 ($132,363 as at the closing date) was assigned to Energia Karpaty Zachodnie SP. Z.O.O SP.K., one of the Polish Subsidiaries. In addition, the Company accepted a transfer from SLE of certain intercompany loans. These loans have been eliminated in these consolidated financial statements on consolidation.

13. Acquisition of subsidiaries in Poland (continued):

On August 12, 2019, the Acquisition closed. The consideration owing is payable to SLE upon completion of the Transformation Process as defined below. As this has not yet occurred, the consideration has been recorded as acquisition cost payable in the consolidated statements of financial position as at August 31, 2023 and 2022.

A transformation of the concessions to the new Polish concession laws ("Transformation Process") is required by the Polish Government, and has not yet been met. The Transformation Process has commenced for the Cieszyn and Bielsko-Biala concessions but is not complete. At this time it is not possible to determine if, or when, the Transformation Process will be successfully completed.

14. Commitments and contingencies:

(a) The Company's oil and gas activities are subject to various laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

(b) The Company has discontinued oil and gas operations in various jurisdictions and has sold, dispersed of, or written down the carrying value of the related assets to nominal amounts. An estimate of the total liability, if any, for which the Company might become obligated as a result of its role as operator, guarantor, or indemnifier is not determinable, nor expected to be material, and no amount has been provided for in these consolidated financial statements.

(c) Upon completion of the Transformation Process, the Poland concessions may be subject to annual licence fees and a mining usufruct fee. The requirement to pay such fees is contingent upon the completion of the Transformation Process, and accordingly no amounts have been recorded for these items in these consolidated financial statements.

(d) During 2020, the Company received a tax assessment for Petromanas in the amount of €2,085,686 ($3,248,039) relating to taxes assessed on a 2017 gain on intercompany debt forgiveness. The Company disagrees with the assessment and would have disputed the amount. However, during 2020, the Company lost control of Petromanas as it entered a court approved liquidation process. Accordingly, no amounts have been accrued in these consolidated financial statements relating to this contingent liability.

During 2021 the Company was advised that the liquidator for Petromanas commenced action against the Company's subsidiary Gallic Lux 2 in order to recover the amount owing pursuant to the tax assessment. The Company believes the claims are without merit. As the ultimate resolution of this dispute cannot be predicted at this time, no liability has been accrued related to it as at August 31, 2023 and 2022.

14. Commitments and contingencies (continued):

(e) The Company may be subject to various claims, lawsuits and other complaints arising in the ordinary course of business. The Company records provisions for losses when claims become probable and the amounts are estimable. Although the outcome of such matters cannot be determined, it is the opinion of management that the final resolution of these matters will not have a material adverse effect on the Company's financial condition, operations or liquidity. The outcome of these litigations cannot be reasonably determined, as a result, no amounts have been accrued.

(f) The Company is party to certain management contracts. At the year-end these contracts contain minimum commitments of approximately $544,000. As a triggering event has not taken place, the contingent payments have not been reflected in these consolidated financial statements.

15. Subsequent events:

Warrant Expiry

On September 30, 2023, 25,020,000 $0.05 warrants expired. On October 6, 2023, 27,200,000 $0.05 warrants expired.

Share Consolidation

On November 27, 2023 the Company executed a share consolidation of its common shares on the basis of one new common share for every existing five common shares. Prior to the consolidation there were 118,930,676 pre-consolidation shares outstanding. Following the consolidation there were 23,786,135 post-consolidation shares outstanding.

The basic and diluted loss per share figures reported on the consolidated statements of loss along with the basic and diluted weighted average number of common shares outstanding have been adjusted to reflect this share consolidation.