

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended November 30, 2018

- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File No. 000-52645

FORTEM RESOURCES INC.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of incorporation or
organization)

20-4119257

(I.R.S. Employer Identification No.)

Suite 820, 906 12th Avenue S.W.

Calgary, Alberta, Canada T2R 1K7

(Address of principal executive offices) (Zip Code)

(403) 241-8912

(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

APPLICABLE ONLY TO CORPORATE ISSUERS

Indicate the number of shares outstanding of each of the issuer’s classes of common stock as of the latest practicable date: **As of January 9, 2019, there were 122,071,156 shares of common stock, par value \$0.001, outstanding.**

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CONSOLIDATED CONDENSED INTERIM FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS ENDED NOVEMBER 30, 2018

CONSOLIDATED CONDENSED INTERIM BALANCE SHEETS

CONSOLIDATED CONDENSED INTERIM STATEMENTS OF OPERATIONS

CONSOLIDATED CONDENSED INTERIM STATEMENTS OF CASH FLOWS

CONSOLIDATED CONDENSED INTERIM STATEMENTS OF STOCKHOLDERS' EQUITY

NOTES TO CONSOLIDATED CONDENSED INTERIM FINANCIAL STATEMENTS

FORTEM RESOURCES INC.
CONSOLIDATED CONDENSED INTERIM BALANCE SHEETS
(Expressed in US dollars - Unaudited)

	<u>November 30, 2018</u>	<u>February 28, 2018</u>
	\$	\$
ASSETS		
Current assets		
Cash	60,070	176,895
Receivable	11,915	9,681
Prepaid expenses (Note 9)	121,761	35,806
Loan receivable (Notes 3 and 9)	106,150	97,422
Due from related parties (Note 9)	162,387	-
Total current assets	<u>462,283</u>	<u>319,804</u>
Non-current assets		
Deposit (Note 6)	42,846	43,961
Equipment (Note 5)	51,981	54,654
Investment in Asia Pacific Mining Ltd. (Note 4)	1,500,000	1,500,000
Deferred acquisition costs (Note 15)	229,994	-
Right to the acquisition of mineral exploration project (Note 7)	1	1
Oil and gas properties, full cost method (Note 6)	5,604,848	2,631,354
Total assets	<u><u>7,891,953</u></u>	<u><u>4,549,774</u></u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued liabilities (Note 8)	860,946	731,639
Due to related parties (Note 9)	223,731	445,912
Related party loan payable (Note 9)	57,261	555,753
Note payable (Note 10)	19,942	19,942
Advance payable (Note 11)	-	4,058
Total current liabilities	<u>1,161,880</u>	<u>1,757,304</u>
Non-current liabilities		
Advance payable (Note 11)	100,000	-
Asset retirement obligation (Note 12)	28,979	28,352
Total liabilities	<u>1,290,859</u>	<u>1,785,656</u>
Stockholders' equity		
Share capital (Note 13)		
Authorized:		
750,000,000 common shares, par value \$0.001 per share		
Issued and outstanding:		
120,771,156 common shares (117,872,458 at February 28, 2018)	122,070	117,873
Additional paid in capital	22,564,879	17,879,597
Share subscriptions receivable	-	(200,000)
Accumulated other comprehensive loss	(383,257)	(383,257)
Accumulated deficit	(15,702,598)	(14,650,095)
Total stockholders' equity	<u>6,601,094</u>	<u>2,764,118</u>
Total liabilities and stockholders' equity	<u><u>7,891,953</u></u>	<u><u>4,549,774</u></u>

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

FORTEM RESOURCES INC.
CONSOLIDATED CONDENSED INTERIM STATEMENTS OF OPERATIONS
(Expressed in US dollars - Unaudited)

	For the three months ended November		For the nine months ended November	
	30,		30,	
	2018	2017	2018	2017
	\$	\$	\$	\$
General and administrative expenses				
Accretion of asset retirement obligation (Note 12)	685	649	2,062	1,886
Consulting	75,578	899,940	356,601	937,730
Depreciation (Note 5)	891	891	2,673	2,587
Investor relation	26,197	4,034	35,134	17,318
Management fees	90,000	30,000	210,000	120,690
Office, travel and general	74,070	108,948	231,783	245,392
Professional fees	92,293	103,705	229,657	324,486
Loss from operations	<u>(359,714)</u>	<u>(1,148,167)</u>	<u>(1,067,910)</u>	<u>(1,650,089)</u>
Foreign exchange gain (loss)	(9,053)	(4,168)	(2,412)	15,281
Gain on settlement of debt (Note 11)	-	-	4,058	13,599
Interest income (Note 3)	1,879	94	15,292	575
Interest expense	-	(12,908)	(1,531)	(27,566)
Loss on fair value adjustment of derivative financial liabilities (Note 14)	-	-	-	(6,325,077)
	<u>(7,174)</u>	<u>(16,982)</u>	<u>15,407</u>	<u>(6,323,188)</u>
Loss and comprehensive loss	<u>(366,888)</u>	<u>(1,165,149)</u>	<u>(1,052,503)</u>	<u>(7,973,277)</u>
Basic and diluted loss per share	<u>(0.00)</u>	<u>(0.01)</u>	<u>(0.01)</u>	<u>(0.08)</u>
Weighted average number of basic and diluted common shares outstanding	<u>121,362,365</u>	<u>116,575,577</u>	<u>120,074,036</u>	<u>102,404,033</u>

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

FORTEM RESOURCES INC.
CONSOLIDATED CONDENSED INTERIM STATEMENTS OF CASH FLOWS
(Expressed in US dollars - Unaudited)

	For the nine months ended November 30,	
	2018	2017
	\$	\$
Cash flows used in operating activities		
Loss for the period	(1,052,503)	(7,973,277)
Non-cash items		
Accretion of asset retirement obligation	2,062	1,886
Depreciation	2,673	2,587
Gain on settlement of debt	(4,058)	(13,599)
Loss on fair value adjustment of derivative financial liabilities	-	6,325,077
Interest income accrued	(15,291)	(575)
Interest expense	1,508	27,123
Consulting fees	-	800,000
Unrealized foreign exchange	6,243	(39,846)
Changes in non-cash working capital items		
Receivable	(2,234)	15,624
Prepaid expenses	(85,955)	(15,974)
Accounts payable and accrued liabilities	219,307	230,928
Cash used in operating activities	<u>(928,248)</u>	<u>(640,046)</u>
Cash flows used in investing activities		
Deposit on oil and gas properties	-	(9,431)
Investments	-	(1,500,000)
Expenditures on oil and gas properties	(473,494)	(638,081)
Deferred acquisition costs	(229,994)	-
Loan receivable	-	(99,135)
Cash used in investing activities	<u>(703,488)</u>	<u>(2,246,647)</u>
Cash flows from financing activities		
Issuance of share capital, net of issuance costs	1,250,000	1,915,001
Proceeds from warrants exercised	909,479	-
Proceeds from options exercised	30,000	-
Finders' fees	-	(95,200)
Share subscription receivable	200,000	-
Advances payable	100,000	30,000
Net proceeds from (repaid to) related parties	(974,568)	678,774
Cash provided by financing activities	<u>1,514,911</u>	<u>2,528,575</u>
Change in cash	(116,825)	(358,118)
Cash, beginning of period	176,895	459,481
Cash, end of period	<u>60,070</u>	<u>101,363</u>
Non-cash transactions		
Obligation to issue shares on oil and gas properties	-	968,171
Common stock issued for oil and gas properties	2,500,000	60,000
Advance payable for oil and gas properties	-	60,000

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

FORTEM RESOURCES INC.
CONSOLIDATED CONDENSED INTERIM STATEMENTS OF STOCKHOLDERS' EQUITY
(Expressed in US dollars - Unaudited)

	Share Capital		Additional Paid In Capital	Share Subscriptions Receivable	Deficit Accumulated During Development Stage	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
	Number of Shares	Amount					
Balance, February 28, 2018	117,872,458	\$ 117,873	\$ 17,879,597	\$ (200,000)	(14,650,095)	(383,257)	\$ 2,764,118
Common stock issued for cash	25,000	25	49,975	-	-	-	50,000
Warrants exercised	1,273,698	1,272	508,207	200,000	-	-	709,479
Loss for the period	-	-	-	-	(284,590)	-	(284,590)
Balance, May 31, 2018	119,171,156	119,170	18,437,779	-	(14,934,685)	(383,257)	3,239,007
Common stock issued for cash	600,000	600	1,199,400	-	-	-	1,200,000
Warrants exercised	1,000,000	1,000	399,000	-	-	-	400,000
Loss for the period	-	-	-	-	(401,025)	-	(401,025)
Balance, August 31, 2018	120,771,156	120,770	20,036,179	-	(15,335,710)	(383,257)	4,437,982
Common stock issued for oil and gas properties	1,000,000	1,000	2,499,000	-	-	-	2,500,000
Options exercised	300,000	300	29,700	-	-	-	30,000
Loss for the period	-	-	-	-	(366,888)	-	(366,888)
Balance, November 30, 2018	122,071,156	122,070	22,564,879	-	(15,702,598)	(383,257)	6,601,094

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

1. NATURE AND CONTINUANCE OF OPERATIONS

Fortem Resources Inc. (the “Company”) was incorporated in the State of Nevada on July 9, 2004. The Company focuses its business efforts on the acquisition, exploration, and development of oil and gas properties.

The accompanying consolidated condensed interim financial statements have been prepared assuming the Company will continue as a going concern. As of November 30, 2018, the Company has not achieved profitable operations, has incurred losses in developing its business, and further losses are anticipated. The Company has an accumulated deficit of \$15,702,598.

The Company’s ability to continue as a going concern is dependent upon its ability to obtain the necessary financing to meet its obligations and pay its liabilities when they come due. To date, the Company has funded operations through the issuance of capital stock and debt. Management plans to continue raising additional funds through equity or debt financings and loans from directors. There is no certainty that further funding will be available as needed. These factors raise substantial doubt about the ability of the Company to continue operating as a going concern. The ability of the Company to continue its operations as a going concern is dependent upon its ability to raise sufficient new capital to fund its operating commitments and ongoing losses and ultimately on generating profitable operations. The consolidated condensed interim financial statements do not include any adjustments to be recorded to assets or liabilities that might be necessary should the Company be unable to continue as a going concern.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The unaudited consolidated condensed interim financial statements of the Company have been prepared in accordance with United States Generally Accepted Accounting Principles (“GAAP”) for interim financial information and the rules and regulations of the Securities and Exchange Commission (“SEC”). They do not include all information and footnotes required by GAAP for complete financial statements. However, except as disclosed herein, there have been no material changes in the information disclosed in the notes to the financial statements from the year ended February 28, 2018 included in the Company’s Annual Report on Form 10-K filed with the SEC. The unaudited consolidated condensed interim financial statements should be read in conjunction with those financial statements included in the 10-K report. In the opinion of management, all adjustments considered necessary for fair presentation, consisting solely of normal recurring adjustments, have been made. Operating results for the nine months ended November 30, 2018 are not necessarily indicative of the results that may be expected for the year ending February 28, 2019.

Basis of consolidation

These consolidated condensed interim financial statements include the accounts of the Company and its wholly owned subsidiaries, Colony Energy, LLC, (“Colony”) Black Dragon Energy, LLC, (“Black Dragon”) Rolling Rock Resources, LLC (“Rolling Rock”) and City of Gold, LLC (“City of Gold”). All significant intercompany accounts and transactions between the Company and its subsidiaries have been eliminated upon consolidation.

Basic and Diluted Income (Loss) per Share

Basic earnings or loss per share (“EPS”) is computed by dividing net income (loss) available to common stockholders by the weighted average number of common shares outstanding for the period. Diluted EPS is computed by dividing net income (loss) by the weighted-average of all potentially dilutive shares of the common stock that were outstanding during the years presented. There were 2,750,000 (February 28, 2018 - 5,323,698) potentially dilutive securities excluded from the calculation of diluted loss per share as their effect would be anti-dilutive.

(Expressed in US dollars – Unaudited)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Basic and Diluted Income (Loss) per Share (continued)

The treasury stock method is used in calculating diluted EPS for potentially dilutive stock options and share purchase warrants, which assumes that any proceeds received from the exercise of in-the-money stock options and share purchase warrants, would be used to purchase common shares at the average market price for the period.

Recent Accounting Pronouncements

Other recent accounting pronouncements issued by the Financial Accounting Standards Board (“FASB”) (including its Emerging Issues Task Force), the American Institute of Certified Public Accountants, and the SEC did not, or are not believed by management to, have a material impact on the Company's present or future financial position, results of operations or cash flows.

3. LOAN RECEIVABLE

During the year ended February 28, 2018, the Company advanced unsecured loans of \$99,135 (AUD125,000) to a company related by virtue of a common officer. The loans bear interest at 10% per annum. The total amount receivable at November 30, 2018, including accrued interest is \$106,150.

4. INVESTMENT IN ASIA PACIFIC MINING LTD.

In April 2017, a binding financing and option agreement (the “Agreement”) was assigned to the Company where the Company subscribed a total of 2,930,259 units in the capital of Asia Pacific Mining Limited (“Asia Pacific”) at a total cost of \$1,500,000, which represents approximately 7.5% of the issued and outstanding shares of Asia Pacific immediately after the financing. Asia Pacific is a private company registered in Hong Kong and the principal activities of Asia Pacific are exploration and mining in Myanmar and investment holding. Each unit consisted of one common share and one share purchase warrant which will entitle the holder of each warrant to acquire an additional share of Asia Pacific at an exercise price of \$0.5119 per share during the term equal to the greater of two years from the closing of additional financing of Asia Pacific according to the terms of the Agreement or 18 months from the receipts of all necessary permits to carry out the exploration program.

5. EQUIPMENT

	Oil and gas equipment
	\$
Cost:	
At February 28, 2018 and November 30, 2018	71,284
Depreciation:	
At February 28, 2018	16,630
Charge for the period	2,673
At November 30, 2018	19,303
Net book value:	
At February 28, 2018	54,654
At November 30, 2018	51,981

(Expressed in US dollars – Unaudited)

6. OIL AND GAS PROPERTIES, UNPROVED

	Compeer	Godin	Black Dragon	Rolling Rock	Total
	\$	\$	\$	\$	\$
Balance, February 28, 2018	693,503	146,165	827,247	964,439	2,631,354
Acquisition	-	2,500,000	100,000	100,000	2,700,000
Exploration	8,323	17,633	82,794	164,744	273,494
Balance, November 30, 2018	701,826	2,663,798	1,010,041	1,229,183	5,604,848

Compeer Property

The Compeer Property is located in Alberta, Canada. The Company has \$42,846 (February 28, 2018 - \$43,961) in bonds held with the Alberta Energy Regulator for its oil and gas properties.

Godin Property

On March 31, 2017, the Company entered into a petroleum, natural gas and general rights conveyance agreement to acquire a 100% interest in and to certain petroleum, natural gas and general rights, including Alberta Crown Petroleum and Oil Leases in the Godin area of Northern Alberta.

In addition, the vendor is entitled to receive certain milestone payments from the Company in the aggregate amount up to \$210,000 as follows:

- i) \$30,000 on or before June 29, 2017 (settled with the issuance of shares);
- ii) \$30,000 on or before September 27, 2017 (settled with the issuance of shares); and
- iii) \$150,000 upon the rig release of the second well drilled by the Company in the oil and gas assets described above. This amount will be recorded when the criteria has been met.

If the Company fails to make timely payment of any of the milestone payments, the vendor sole recourse will be a claim for debt against the Company for an amount equal to the missed milestone payment. In November 2017, the Company issued 30,000 shares at a value of \$60,000 to settle the milestone payments of \$60,000. As part of the consideration for the acquisition of Colony in fiscal 2018, the Company agreed to issue an additional 3,000,000 shares, with 1,000,000 shares to be issued to one of the vendors in April 2018, 2019, and 2020. During the nine months ended November 30, 2018, the Company issued 1,000,000 shares at a value of \$2,500,000 to the vendor.

6. OIL AND GAS PROPERTIES, UNPROVED (continued)

Black Dragon Property

In March 2017, the Company entered into a purchase and sale agreement (the “Black Dragon PSA”), subsequently amended, to acquire a 75% working interest in and to certain leases, hydrocarbons, wells, agreements, equipment, surface rights agreements and assignable permits at an 80% net revenue interest located in the Moenkopi formation of the Carbon and Emery Counties, Utah (the “Black Dragon Property”). In August 2017, the Company entered into an amendment to the Black Dragon PSA (the “Black Dragon Amendment”), which amended the terms of the Black Dragon PSA. Under the Black Dragon Amendment, the Company is required to pay the vendor cash consideration totaling \$3.9 million (the “Black Dragon Cash Consideration”) based upon the following schedule:

- \$100,000 as a non-refundable deposit within 10 business days of closing (paid);
- the balance of the Black Dragon Cash Consideration by payment to the vendor of an amount equal to 25% of any funds received by the Company from any equity, debt or convertible financing thereof (each, a “Financing”) upon the closing of each Financing until such amount is paid. In addition: (a) the first \$1.5 million raised by the Company will be exempt from a 25% payment to the vendor if such amount is received prior to the Company’s listing on a stock exchange; and (b) the full Black Dragon Cash Consideration is required to be paid in full no later than December 31, 2018 regardless of the amount of funds paid in connection with one or more Financings. This change modified the original requirement to pay US\$900,000 on or before September 1, 2017, US\$900,000 on or before March 1, 2018 and US\$800,000 on or before October 1, 2019 (as amended).

has agreed to: (a) issue 250,000 common shares of the Company to the vendor on or prior to September 1, 2017 (issued at a value of \$500,000); and (b) pay the vendor an additional \$25,000 every sixty days commencing September 1, 2017 (\$200,000 paid) until such time as the Black Dragon Cash Consideration is paid in full.

As an added incentive for early payment of the Black Dragon Cash Consideration, such sum will be reduced by \$100,000 for each calendar month it is paid in full prior to December 31, 2018 for a maximum discount of 12 months or \$1.2 million.

Within 10 business days after the later of the Company paying the Black Dragon Cash Consideration in full or the Company meeting in full its carry obligation, the vendor will convey to the Company an undivided 75% of the Vendor’s right, title and interest in and to the assets, at an 80% Net Revenue Interest in the assets.

On August 16, 2018, the Company entered into a third amendment to purchase and sale agreement (the “Black Dragon Third Amendment”), which amended the terms of the Black Dragon PSA. The Black Dragon Third Amendment has the effect of postponing the balance of the Black Dragon Cash Consideration relating to the Black Dragon Property under the Black Dragon PSA from September 1, 2018 to October 1, 2019.

6. OIL AND GAS PROPERTIES, UNPROVED (continued)

Black Dragon Property (continued)

Carry Obligation

As per the terms of the Black Dragon PSA, and in addition to the Black Dragon Cash Consideration, the Company is required to pay all costs and expenses incurred on the assets with respect to any and all exploration, development and production during the carry period. The “Carry Period” continues until the later of either (i) the date that the Company pays the full Black Dragon Cash Consideration set out above or (ii) the date that the Company pays all costs and expenses for the drilling, logging, testing and completion of two new wells, each well with a horizontal leg extending at least 2,000 feet in the target zone within the Moenkopi formation (the “Two Obligation Wells”). The Company is required to drill to completion or cause to be drilled to completion (or plugging and abandonment) the Two Obligation Wells on or before February 28, 2019, failing which, the Company’s right to earn any assignment in and to the assets will terminate immediately. For each vertical well drilled to 200 feet below the top of the Kaibab formation through completion (or plugging or abandonment) within a Federal Unit, the obligation deadline will be amended to the later of (i) the current obligation deadline or (ii) 6 months from the date the rig that drilled such vertical well to total depth has been removed from the wellsite.

Rolling Rock Property

In March 2017, the Company entered into a purchase and sale agreement (the “Rolling Rock PSA”), subsequently amended, to acquire a 50% working interest in and to certain leases, hydrocarbons, wells, agreements, equipment, surface rights agreements and assignable permits at an 80% net revenue interest located in the Mancos formation in the Southern Uinta Basin, Utah (the “Rolling Rock Property”). In August 2017, the Company entered into an amendment to the Rolling Rock PSA (the “Rolling Rock Amendment”), which amended the terms of the Rolling Rock PSA. Under the Rolling Rock Amendment, the Company is required to pay the vendor cash consideration totaling \$3.6 million (the “Rolling Rock Cash Consideration”) based upon the following schedule:

- \$100,000 as a non-refundable deposit within 10 business days of closing (paid);
- the balance of the Rolling Rock Cash Consideration by cash payment to the vendor of an amount equal to 25% of any funds received by the Company from any Financing upon the closing of each Financing until such amount is paid. In addition: (a) the first \$1.5 million raised by the Company will be exempt from a 25% payment to the vendor if such amount is received prior to the Company’s listing on a stock exchange; and (b) the full Rolling Rock Cash Consideration is required to be paid in full no later than October 1, 2019 regardless of the amount of funds paid in connection with one or more Financings; and
- after payment of the Rolling Rock Cash Consideration, an additional payment of \$300,000 (the “Workover Funds”) to the vendor which is payable by an amount equal to 25% of any funds received by the Company from any Financing until the Workover Funds are paid in full.

In addition to revising the Rolling Rock Cash Consideration as set out above, the Company has agreed to: (a) cause the Company to issue 250,000 common shares of the Company to the vendor on or prior to September 1, 2017 (issued at a value of \$500,000); and (b) pay the vendor an additional \$25,000 every sixty days commencing September 1, 2017 (\$200,000 paid) until such time as the Rolling Rock Cash Consideration and the Workover Funds are paid in full.

6. OIL AND GAS PROPERTIES, UNPROVED (continued)

Rolling Rock Property (continued)

As an added incentive for early payment of the Rolling Rock Cash Consideration, such sum will be reduced by \$100,000 for each calendar month it is paid in full prior to December 31, 2018 for a maximum discount of 12 months or \$1.2 million.

Within 10 business days after the later of the Company paying the Rolling Rock Cash Consideration in full or the Company meeting in full its carry obligation, the vendor agrees to convey to the Company an undivided 50% of the vendor's right, title and interest in and to the Leases, or a 80% net revenue interest in the Leases. Notwithstanding this transfer, within 10 business days after the later of payment of \$300,000 on or before September 1, 2017 (which amount is in addition to the deposit and included in the Rolling Rock Cash Consideration set out above) and the replacement of the vendor's bonds on or before September 1, 2017, the vendor agrees to convey to the Company an undivided 50% of the vendor's right, title and interest in and to the Cisco Dome leases and related assets. However, if the Company fails to timely meet any of its obligations under the Rolling Rock PSA, after having taken assignment of the Cisco Dome leases and assets, then, if the vendor elects in its sole discretion, the Company is required to reassign the Cisco Dome leases and assets to the vendor without any additional encumbrances.

On August 16, 2018, the Company entered into a fourth amendment to purchase and sale agreement (the "Rolling Rock Fourth Amendment"), which amended the terms of Rolling Rock PSA. The Rolling Rock Fourth Amendment has the effect of postponing the balance of the Rolling Rock Cash Consideration relating to the Rolling Rock Property under the Rolling Rock PSA until October 1, 2019.

Carry Obligation

As per the terms of the Rolling Rock PSA, and in addition to the Rolling Rock Cash Consideration, the Company is required to pay all costs and expenses incurred on the Leases with respect to any and all exploration, development and production during the carry period. The "Carry Period" continues until the later of either (i) the date that the Company pays the full Rolling Rock Cash Consideration set out above or (ii) the date that the Company pays all costs and expenses for the drilling, logging, testing and completion of three new wells in each of the three Federal Units, each well with a horizontal leg extending at least 1,000 feet in the target zone within the Mancos formation (the "Three Obligation Wells"). The Company is required to drill to completion or cause to be drilled to completion (or plugging and abandonment) the Three Obligation Wells on or before February 28, 2019, failing which, the Company's right to earn any assignment in and to the Leases will terminate immediately. For each vertical well drilled to the top of the Dakota formation through completion (or plugging or abandonment) within a Federal Unit, the obligation deadline will be amended to the later of (i) the current obligation deadline or (ii) 6 months from the date the rig that drilled such vertical well to total depth has been removed from the wellsite.

The obligation well in the Grand Mancos Unit will be a vertical well drilled to a depth sufficient to test the Granite Walsh formation within such Federal Unit. For this well, completion (or plugging and abandonment) is expected to take place no later than 2 months after the rig that drilled to total depth has been removed from the wellsite and for a period of 6 months after completion of this obligation well (or plugging and abandonment), and the Company will have the exclusive option to purchase an additional 25% of the vendor's right, title and interest in and to the leases with respect to the Granite Walsh formation within the boundary of the Grand Mancos Unit for an additional payment of \$10 million.

(Expressed in US dollars – Unaudited)

7. RIGHTS TO THE ACQUISITION OF MINERAL EXPLORATION PROJECT

In connection to the acquisition of City of Gold, LLC in fiscal 2018, the Company owns the right to an option agreement. Under the option agreement, the vendors have agreed to grant to the Company an option (the “Option”) to purchase 100% of the ownership interest in a wholly owned subsidiary of Asia Pacific (the “Project Subsidiary”) which, in turn, owns 100% of the rights to the City of Gold mineral exploration project located in Myanmar.

The Company will be granted the Option upon satisfaction of the following:

- Subscription of 976,753 units of Asia Pacific for a purchase price of \$500,000 on or prior to March 2, 2017 (completed);
- Subscription of 976,753 units of Asia Pacific for a purchase price of \$500,000 on or prior to March 16, 2017 (completed);
- Subscription of 976,753 units of Asia Pacific for a purchase price of \$500,000 on or prior to April 28, 2017 (completed); and
- Subscription of 2,930,261 units of Asia Pacific for a purchase price of \$1,500,000 (the “Final Funding Tranche”), due within 60 days of issuance of an exploration license for the City of Gold Project by the Government of Myanmar.

Upon the closing of the Final Funding Tranche, the Company will have earned the Option.

Once it has exercised the Option, the Company may, at its discretion, require Asia Pacific to transfer the Project Subsidiary to another Canadian publicly listed company to be selected by the Company (“Acquisition Co”) (if the Project Subsidiary is not transferred to another Canadian publicly listed company, Acquisition Co means the Company) for an exercise price consisting of \$7,000,000 in cash and thirty percent of the issued and outstanding share capital of Acquisition Co (calculated on a fully diluted basis, excluding up to 10% in stock options, but including shares Acquisition Co may have issued in order to raise the exercise price of \$7,000,000 and an additional \$5,000,000 in working capital). Half of the cash portion of the exercise price must be paid upon exercise of the Option; the balance is to be paid on the first anniversary of the exercise and is to be evidenced by a one-year secured term note. Although the Company has the right to select Acquisition Co., it must select a Canadian publicly listed company that meets certain criteria – at exercise of the Option, Acquisition Co must have less than \$100,000 in liabilities and \$5,000,000 or more in working capital and Asia Pacific will have the right to nominate 30% of its directors.

8. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	November 30, 2018	February 28, 2018
	\$	\$
Accounts payable	822,718	652,270
Accrued liabilities	38,228	79,369
	860,946	731,639

(Expressed in US dollars – Unaudited)

9. RELATED PARTY TRANSACTIONS

Due to/from related parties consist of the following:

	<u>November 30, 2018</u>	<u>February 28, 2018</u>
	\$	\$
Loan receivable (Note 3)	106,150	-
Due from a company controlled by a director	162,387	-
Due to directors and officers of the Company	223,731	445,912

As at November 30, 2018, the Company made prepayments of \$90,000 (February 28, 2018 - \$nil) to an officer and director of the Company for future management fees, pursuant to a consulting agreement, which is included in prepaid expenses.

As at November 30, 2018, the Company had \$nil (February 28, 2018 - \$500,000) in note obligations owing to a company with a common director. The note payable was unsecured, with an interest of 10% per annum and due on or before January 18, 2019. In March 2018, the Company repaid the principal balance of \$500,000 owed on this note. As at November 30, 2018, the Company has an accrued interest balance of \$57,261.

Amounts due to/from related parties are unsecured with no specific terms of repayment.

10. NOTE PAYABLE

As at November 30, 2018, the Company had \$19,942 (February 28, 2018 - \$19,942) in short term note obligations. The note payable is unsecured, non-interest bearing and payable upon demand.

11. ADVANCE PAYABLE

As at November 30, 2018, the Company had \$nil (February 28, 2018 - \$4,058) due to a third party. The advance payable was unsecured, non-interest bearing and payable upon demand. During the nine months end November 30, 2018, the advance payable was forgiven and the Company recorded a gain of settlement of debt of \$4,058.

During the nine months ended November 30, 2018, the Company received an advance of \$100,000 (C\$130,000). As at November 30, 2018, the Company had \$100,000 (February 28, 2018 - \$nil) due to a third party. The long term advance payable was unsecured, with an interest of 10% per annum and due on or before May 24, 2020.

12. ASSET RETIREMENT OBLIGATION

The Company's asset retirement obligation relates to the Compeer Property. The asset retirement obligation was estimated based on the Company's understanding of its requirements to reclaim currently disturbed areas. Significant reclamation and closure activities include land rehabilitation, water, removal of building and well facilities and tailings reclamation. The undiscounted estimate of this liability was \$37,590 (February 28, 2018 - \$39,035) reflecting payments commencing in 2024. This estimate was adjusted for an inflation rate of 2.00% and then discounted at a rate of 10.00% for a net present value of \$28,979 (February 28, 2018 - \$28,352) as at November 30, 2018.

13. SHARE CAPITAL

The Company issued common shares as follows:

Nine months ended November 30, 2018

In March 2018, the Company issued 1,273,698 shares in relation to the exercise of 1,273,698 warrants for total proceeds of \$509,479.

In July 2018, the Company issued 1,000,000 shares in relation to the exercise of 1,000,000 warrants for total proceeds of \$400,000.

13. SHARE CAPITAL (continued)

Nine months ended November 30, 2018 (continued)

In October 2018, the Company issued 1,000,000 shares recorded at a fair value of \$2,500,000 in connection to the acquisition of Colony (Note 6).

In November 2018, the Company issued 300,000 shares in relation to the exercise of 300,000 options for total proceeds of \$30,000.

During the nine months ended November 30, 2018, the Company issued 625,000 common shares for total gross proceeds of \$1,250,000 pursuant to a private placement.

Year ended February 28, 2018

In April 2017, the Company issued 21,000,000 shares recorded at their par value of \$21,000 in connection to the acquisition of Colony.

In April 2017, the Company issued 20,000,000 shares recorded at their par value of \$20,000 in connection to the acquisition of Black Dragon.

In April 2017, the Company issued 20,000,000 shares recorded at their par value of \$20,000 in connection to the acquisition of Rolling Rock.

In May 2017, the Company issued 15,000,000 shares recorded at their par value of \$15,000 in connection to the acquisition of City of Gold.

In September 2017, the Company issued 250,000 shares with a fair value of \$500,000 in connection to the Black Dragon property (Note 3).

In September 2017, the Company issued 250,000 shares with a fair value of \$500,000 in connection to the Rolling Rock property (Note 3).

In November 2017, the Company issued 30,000 shares with a fair value of \$60,000 to settle an advance payable of \$60,000 in connection to the Godin property (Note 6).

In December 2017, the Company issued 400,000 shares with a fair value of \$800,000 for consulting services. In addition, the Company issued 7,760 shares with a fair value of \$15,632 to settle accounts payable of \$15,632.

In December 2017, the Company issued 800,000 shares in relation to the exercise of 800,000 warrants for total proceeds of \$480,000. As at February 28, 2018, \$200,000 are recorded as share subscriptions receivable and received by the Company in March 2018.

During the year ended February 28, 2018, the Company issued 2,597,142 common shares for total gross proceeds of \$1,805,000 pursuant to private placements. The Company paid a total of \$105,200 in finder's fees in connection with the private placements of equity financings.

(Expressed in US dollars – Unaudited)

13. SHARE CAPITAL (continued)

Warrants

Below is a summary of the common share purchase warrant transactions:

	<u>Number of Warrants</u>	<u>Weighted Average Exercise Price per Warrant</u> \$
Outstanding at February 28, 2017	3,823,698	0.44
Exercised	<u>(800,000)</u>	0.60
Outstanding at February 28, 2018	3,023,698	0.40
Exercised	<u>(2,273,698)</u>	0.40
Outstanding at November 30, 2018	<u>750,000</u>	0.40

A summary of the common share purchase warrants outstanding and exercisable at November 30, 2018 is as follows:

<u>Exercise Price</u> \$	<u>Number Outstanding</u>	<u>Expiry Date</u>
0.40	500,000	March 9, 2019
0.40	<u>250,000</u>	September 22, 2019
	<u>750,000</u>	

The weighted average exercise price is \$0.40 and weighted average life of the warrants is 0.45 years.

Stock Options

The Company's Stock Option Plan allows a maximum 9,777,115 shares to be reserved for issuance under the plan. Options granted under the plan may not have a term exceeding 10 years and vesting provisions are at the discretion of the Board of Directors.

Below is a summary of the common share purchase warrant transactions:

	<u>Number of Outstanding and Exercisable Options</u>	<u>Weighted Average Exercise Price per Options</u> \$
Outstanding at February 28, 2017 and 2018	2,300,000	0.10
Exercised	<u>(300,000)</u>	0.10
Outstanding at November 30, 2018	<u>2,000,000</u>	0.10

(Expressed in US dollars – Unaudited)

13. SHARE CAPITAL (continued)

Stock Options (continued)

A summary of the stock options outstanding and exercisable at November 30, 2018 is as follows:

<u>Exercise Price</u>	<u>Number Outstanding and Exercisable</u>	<u>Expiry Date</u>	<u>Aggregate Intrinsic Value</u>
\$			\$
0.10	2,000,000	November 3, 2020	4,640,000

As at November 30, 2018, the remaining contractual life of the stock options outstanding was 1.93 years.

The aggregate intrinsic value in the preceding table represents the total intrinsic value, based on the Company's closing stock price of \$2.42 per share as of November 30, 2018.

14. DERIVATIVE FINANCIAL LIABILITIES - WARRANTS

Balance, February 28, 2017	\$ 2,590,477
Fair value adjustment	6,325,077
Reallocation of derivative liability to equity upon the change in functional currency	(8,915,554)
Balance, February 28, 2018 and November 30, 2018	<u>\$ -</u>

15. PROPOSED TRANSACTION

In September 2018, the Company entered into an asset purchase agreement (the "Agreement") with a major Canadian oil and gas company to purchase a 100% working interest in three Oil Leases (the "Oil Leases") in north central Alberta, Canada (the "Transaction").

As consideration for the Oil Leases, the Company has agreed to pay a purchase price of C\$3,000,000 plus applicable taxes, \$152,306 (C\$200,000) of which was paid as an initial deposit upon the execution of the Agreement. In November 2018, the Company exercised the option and extended the closing of the Transaction to January 14, 2019 with a payment of an additional deposit of \$77,688 (C\$100,000). In December 2018, the Company and the vendor entered into an extension agreement and the closing date of the Transaction was extended to a date on or before March 15, 2019.

16. FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENT

The estimated fair values for financial instruments are determined based on relevant market information. These estimates involve uncertainties and cannot be determined with precision. The estimated fair value of cash, receivable, loan receivable, due from related parties, investment in Asia Pacific Mining Ltd, accounts payable and accrued liabilities, due to related parties, related party loan payable, advance payable and note payable approximate their carrying value due to the short-term nature of those instruments.

(Expressed in US dollars – Unaudited)

16. FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENT (continued)

ASC 820 establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. ASC 820 prioritizes the inputs into three levels that may be used to measure fair value:

Level 1 – Quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices included within Level 1 that are either directly or indirectly observable; and

Level 3 – Unobservable inputs that are supported by little or no market activity, there for requiring an entity to develop its own assumptions about the assumption that market participants would use in pricing.

The Company had certain level 3 assets required to be recorded at fair value on a recurring basis in accordance with US GAAP as at November 30, 2018. As at November 30, 2018, the Company's Level 3 assets consist of shares and warrants of a private company. The resulting level 3 assets have no active market and are required to be measured at their fair value each reporting period based on information that is unobservable. As at November 30, 2018, the fair value of the level 3 assets was equal to \$1,500,000 with their fair value based on the price paid to acquire the investment.

17. SEGMENTED INFORMATION

The Company has one operating segment, being the acquisition and exploration of oil and gas properties. Geographic information is as follows:

	As at November 30, 2018		
	Canada	US	Total
	\$	\$	\$
Deposit	42,846	-	42,846
Equipment	51,981	-	51,981
Oil and gas properties, unproved	3,365,624	2,239,224	5,604,848
	3,460,451	2,239,224	5,699,675
	As at February 28, 2018		
	Canada	US	Total
	\$	\$	\$
Deposit	43,961	-	43,961
Property and equipment	54,654	-	54,654
Oil and gas properties, unproved	839,668	1,791,686	2,631,354
	938,283	1,791,686	2,729,969

Forward Looking Statements

This quarterly report on Form 10-Q contains forward-looking statements. Forward-looking statements are projections in respect of future events or our future financial performance. In some cases, you can identify forward-looking statements by terminology such as "may", "should", "expects", "plans", "anticipates", "believes", "estimates", "predicts", "potential" or "continue" or the negative of these terms or other comparable terminology. Forward-looking statements made in this Form 10-Q include statements about:

- our beliefs regarding the future of our competitors;
- our future capital expenditures;
- our future exploration programs and results; and
- our expectation that we will be able to raise capital when we need it.

Assumptions in respect of forward-looking statements have been made regarding, among other things:

- volatility in market prices for oil and natural gas;
- volatility in exchange rates;
- liabilities inherent in oil and natural gas operations;
- changes or fluctuations in production levels;
- unexpected adverse weather conditions;
- stock market volatility and market valuation of our common shares;
- uncertainties associated with estimating oil and natural gas reserves;
- competition for, among other things, capital, acquisitions of reserves, undeveloped lands and skilled personnel;
- incorrect assessments of the value of exploration and development programs;
- geological, technical, drilling, production and processing problems;
- changes in legislation, including changes in tax laws, royalty rates and incentive programs relating to the oil and natural gas industry; and
- our ability to raise capital.

These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including the risks in the section entitled "Risk Factors" and the risks set out below, any of which may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. These risks include, by way of example and not in limitation:

- we may be unable to raise sufficient funds to execute our business plan;
- we have a limited operating history;
- we are dependent on a small management team;
- we may be unable to manage any growth;
- market conditions or operation impediments may hinder our access to natural gas and oil markets or delay our production;
- risks inherent in the oil and gas industry;
- competition for, among other things, capital and skilled personnel; and
- other factors discussed under the section entitled "Risk Factors",

any of which may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements.

While these forward-looking statements and any assumptions upon which they are based are made in good faith and reflect our current judgment regarding the direction of our business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions or other future performance suggested herein. Except as required by applicable law, including the securities laws of the United States and Canada, we do not intend to update any of the forward-looking statements to conform these statements to actual results.

In this quarterly report, unless otherwise specified, all references to “common shares” refer to the common shares in our capital stock.

As used in this quarterly report on Form 10-Q, the terms “we”, “us” “our”, “Company” and “Fortem” mean our company, Fortem Resources Inc.

Recent Developments

Effective at the opening on August 23, 2018, shares of our common stock were approved for trading on the TSX Venture Exchange in Canada under the symbol “FTM”. We have been approved for listing as a Tier 2 Oil and Gas Reserves Issuer.

On August 23, 2018, we appointed Kon Vatskalis, Sandra Perry, William Via and Brett Matich as directors of the Company and Robert DaCunha resigned as a director of the Company. The Company’s board of directors is currently comprised of Marc Bruner, Michael Caetano, Kon Vatskalis, Sandra Perry, William Via and Brett Matich.

On September 21, 2018, we dismissed Dale Matheson Carr-Hilton LaBonte LLP (“DMCL”) as our company’s independent registered public accounting firm and appointed Davidson & Company LLP (“Davidson”) as our company’s independent registered public accounting firm. The dismissal of DMCL and appointment of Davidson were approved by our company’s board of directors.

On September 26, 2018, we entered into an asset purchase agreement (the “Agreement”) with a major Canadian oil and gas company to purchase a 100% working interest in three heavy oil leases (the “Oil Leases”) covering a total of 20,719 hectares (51,200 acres) of heavy oil in north central Alberta (the “Transaction”). The rights to the Oil Leases, cover heavy oil of 12-16 API located near the top of the Viking formation to the base of the Woodbend Group.

The acquisition of the Oil Leases complements the Company’s existing land holdings of 12,800 acres directly adjacent to and to the south of the Oil Leases. Upon completion of the Transaction, we will own over 62,000 acres of which 48,000 is contiguous land containing extensive heavy oil deposits within the main producing horizon, the Wabiskaw formation, along with a secondary horizon, namely the McMurray formation.

As consideration for the Oil Leases, we have agreed to pay a purchase price of CDNS\$3,000,000 plus applicable GST, CDNS\$200,000 of which was paid as an initial deposit upon the execution of the Agreement. The closing of the Transaction was expected to occur on November 15, 2018 with an option to extend the closing date 60 days upon payment of an additional deposit of CDNS\$100,000. In November 2018, the Company exercised the option and extended the closing of the Transaction to January 14, 2019 with a payment of CDNS\$100,000. On December 17, 2018, the Company and the vendor entered into an extension agreement and the closing date of the Transaction was extended to a date on or before March 15, 2019. We anticipate that the transaction will constitute an Exempt Transaction in accordance with the policies of the TSX Venture Exchange. The Agreement was entered into on September 26, 2018 but is effective as of August 1, 2018.

In addition to the Oil Leases, upon closing of the Transaction, we will also obtain all rights, titles and interests to certain wells and facilities (as set out in the Agreement) located on the Oil Leases. The expiry dates for the three Oil Leases are as follows:

- September 29, 2028
- January 26, 2029
- March 9, 2029

The Oil Leases

We have commenced the consultation process with the Alberta Energy Regulator (AER) and other Alberta government agencies, along with Bigstone Cree Nation, a First Nations band party to Treaty Eight and other interested stakeholders. Accordingly, participation in the consultation process is a pre-requisite to commencing operations on the Oil Leases. Assuming closing of the Transaction, we hope to commence initial drilling and work in the second quarter of 2019, once the consultation process has been completed.

As of November 30, 2018, we have incurred \$701,826 in exploration costs to drill, complete and equip the Test Well. We also recorded \$28,979 in asset retirement obligations related to the future plugging and abandonment of the Test Well.

As at January 9, 2019, it is too early to provide stabilized production forecasts.

Future Development Costs for Compeer

During fiscal 2019/20, we plan to focus on the exploration and drilling of the farmout lands, identify and complete additional asset acquisition(s), and pursue joint venture agreements with third parties to explore for oil and gas in Canada and the United States.

Colony Energy

On April 7, 2017, we entered into and closed two Membership Interest Purchase Agreements with three arm's length vendors to acquire all the membership interests of Colony Energy, LLC ("Colony Energy"), a Nevada limited liability company. Colony Energy holds a 100% interest in and to certain petroleum, natural gas and general rights, including Alberta Crown Petroleum and Oil Leases, in 20 contiguous sections totaling 12,960 acres located in the Godin area of northern Alberta.

The Company intends to develop the Godin Project in three phases beginning with a four well vertical, followed by a four section pad development of 10 wells per pad/per section. Phase 3 is intended to be the full development of 20 sections.

In consideration for the acquisition of Colony Energy, we issued an aggregate of 21,000,000 shares of our common stock to the three vendors on the closing date and agreed to issue an additional 3,000,000 shares on a post-closing basis with 1,000,000 shares to be issued to one of the vendors on the first, second and third anniversaries of the closing date. During the nine months ended November 30, 2018, the Company issued 1,000,000 shares, which were to be issued on the first anniversary of the closing date, at a value of \$2,500,000 to the vendor.

Colony Energy is a party to a Petroleum, Natural Gas and General Rights Conveyance dated as of March 31, 2017 with an arm's length vendor and the principal shareholder thereof, pursuant to which the vendor is entitled to receive certain milestone payments from Colony Energy in the aggregate amount of up to \$210,000 as partial consideration for the original purchase of the oil and gas assets described above. Pursuant to a Milestone Payment Addendum dated April 7, 2017, we agreed that if Colony Energy fails to make timely payment of any milestone payment and does not remedy such failure within 30 days after receipt of written notice from the vendor, the vendor may elect to: (i) have Colony Energy re-convey the purchased assets to the vendor; or (ii) receive 250,000 shares of our common stock, with such re-conveyance or issuance of shares to be in full and final satisfaction of all obligations to make any further milestone payment.

Black Dragon

On April 12 2017, we entered into and closed a Membership Interest Purchase Agreement (the "Black Dragon MPA") with two arm's length vendors to acquire all membership interest of Black Dragon Energy, LLC ("Black Dragon"), a Nevada limited liability company. Black Dragon has the right to acquire a 75% working interest in and to certain leases, hydrocarbons, wells, agreements, equipment, surface rights agreements and assignable permits totaling approximately 165,000 acres (258 sections) at an 80% net revenue interest located in the Moenkopi formation of the Carbon and Emery Counties, Utah.

In consideration for the acquisition of Black Dragon, we issued an aggregate of 20,000,000 shares of our common stock to the two vendors on the closing date and paid \$100,000 prior to the closing as a non-refundable deposit.

Black Dragon's sole asset consists of the rights and obligations arising from a Purchase and Sale Agreement dated effective March 1, 2017 (the "Black Dragon PSA") between an arm's length vendor and Black Dragon.

On August 17, 2017, we entered into a first amendment to purchase and sale agreement (the "Black Dragon Amendment"), which amended the terms of the Black Dragon PSA. The Black Dragon Amendment had the effect of postponing certain payments relating to the Moenkopi Formation under the Black Dragon PSA until December 31, 2018 while providing for the flexibility of earlier payments in the discretion of our Company. In consideration for the postponement of such payments, we have agreed to certain additional interim payments and stock consideration as set forth below.

Under the Black Dragon Amendment, we agreed to pay the vendor cash consideration totaling \$3.9 million (the "Black Dragon Cash Consideration") rather than the original US\$2.7 million based upon the following revised payment schedule:

- \$100,000 as a non-refundable deposit within 5 business days of closing (completed and unchanged); and
- the balance of the Black Dragon Cash Consideration by payment to the vendor of an amount equal to 25% of any funds received by our Company from any equity, debt or convertible financing thereof (each, a "Financing") upon the closing of each Financing until such amount is paid. Notwithstanding the foregoing: (a) the first US\$1.5 million raised by our Company will be exempt from a 25% payment to the vendor if such amount is received prior to our listing on a stock exchange; and (b) the full Black Dragon Cash Consideration is required to be paid in full no later than December 31, 2018 (later extended to the Black Dragon Payment Deadline as described below) regardless of the amount of funds paid in connection with one or more Financings. This change modified the original requirement to pay \$900,000 on or before September 1, 2017, \$900,000 on or before March 1, 2018 and \$800,000 on or before September 1, 2018.

In addition to revising the Black Dragon Cash Consideration as set out above, we have agreed to: (a) issue 250,000 common shares of the Company to the vendor on or prior to September 1, 2017 (issued on September 1, 2017); and (b) pay the vendor an additional \$25,000 every sixty days commencing September 1, 2017 until such time as the Black Dragon Cash Consideration is paid in full.

As an added incentive for early payment of the Black Dragon Cash Consideration, such sum will be reduced by \$100,000 for each calendar month it is paid in full prior to December 31, 2018 for a maximum discount of 12 months or \$1.2 million.

On May 28, 2018, we entered into a second amendment to purchase and sale agreement (the "Black Dragon Second Amendment"), which amended the terms of the Black Dragon PSA. The Black Dragon Second Amendment has the effect of postponing certain payments relating to the Moenkopi formation under the Black Dragon PSA until August 1, 2019, provided that, if the shares of common stock of our company were not listed on the TSX Venture Exchange on or before August 1, 2018, the payment deadline was to remain December 31, 2018.

On August 16, 2018, but effective as of March 1, 2017, the Company entered into a third amendment to purchase and sale agreement (the "Black Dragon Third Amendment"), which amended the terms of the Black Dragon PSA. The Black Dragon Third Amendment has the effect of postponing certain payments relating to the Moenkopi formation under the Black Dragon PSA until October 1, 2019 (the "Black Dragon Payment Deadline").

Carry Obligation

Under the Black Dragon PSA, and in addition to the cash consideration, Black Dragon has agreed to pay all costs and expenses incurred on the assets with respect to any and all exploration, development and production during the carry period. The "Carry Period" continues until the later of either (i) the date that Black Dragon pays the full cash consideration set out above or (ii) the date that Black Dragon pays all costs and expenses for the drilling, logging, testing and completion two new wells, each well with a horizontal leg extending at least 2,000' in the target zone within the Moenkopi formation (the "Two Obligation Wells"). Black Dragon is required to drill to completion or cause to be drilled to completion (or plugging and abandonment) the Two Obligation Wells on or before February 28, 2019, failing which, Black Dragon's right to earn any assignment in and to the assets will terminate immediately. For each vertical well drilled to 200 feet below the top of the Kaibab formation through completion (or plugging or abandonment) within a Federal Unit, the obligation deadline will be amended to the later of (i) the current obligation deadline or (ii) 6 months from the date the rig that drilled such vertical well to total depth has been removed from the wellsite.

Within 10 business days after the later of Black Dragon paying the cash consideration in full or Black Dragon meeting in full its carry obligation, the vendor will convey to Black Dragon an undivided 75% of the Vendor's right, title and interest in and to the assets, at an 80% Net Revenue Interest in the assets as further described in the Black Dragon PSA.

On August 24, 2017, our company indirectly acquired a 75% interest in additional oil and gas leases in the Moenkopi formation covering a total of 3,852.41 acres. The leases were also acquired at the SITLA auction (the "State of Utah School and Institutional Trust Lands Administration") and are in the region covered by an Area of Mutual Interest defined under the Black Dragon PSA, which incorporates a form of joint operating agreement that will govern the joint ownership of the newly acquired leases.

Rolling Rock

On April 17, 2017, we entered into and closed a Membership Interest Purchase Agreement with two arm's length vendors to acquire 100% membership interest of Rolling Rock Resources, LLC ("Rolling Rock"), a Nevada limited liability company. Rolling Rock has the right to acquire a 50% working interest in and to certain leases, hydrocarbons, wells, agreements, equipment, surface rights agreements and assignable permits totaling approximately 101,888 acres (160 sections) at an 80% net revenue interest located in the Mancos formation in the Southern Uinta Basin, Utah.

In consideration for the acquisition of Rolling Rock, we issued an aggregate of 20,000,000 shares of our common stock to the two vendors on the closing date and paid \$100,000 prior to the closing as a non-refundable deposit.

Rolling Rock's sole asset consists of the rights and obligations arising from a Purchase and Sale Agreement dated effective March 1, 2017, as amended (together, the "Rolling Rock PSA"), between an arm's length vendor and Rolling Rock. Upon the satisfaction of the payments and obligations by Rolling Rock as set out below, the vendor has agreed to convey certain leases and related assets (the "Leases") to Rolling Rock. The Leases include certain leases, hydrocarbons, wells, agreements, equipment, surface rights agreements and assignable permits all as further set out in the Rolling Rock PSA.

On August 17, 2017, we entered into a second amendment to purchase and sale agreement (the "Rolling Rock Amendment"), which amended the terms of the Rolling Rock PSA.

The Rolling Rock Amendment had the effect of postponing certain payments relating to the Mancos formation under the Rolling Rock PSA until December 31, 2018 while providing for the flexibility of earlier payments in the discretion of our Company. In consideration for the postponement of such payments, Rolling Rock agreed to certain additional interim payments and stock consideration as set forth below.

Under the Rolling Rock Amendment, Rolling Rock has agreed to pay the vendor cash consideration totaling \$3.6 million (the "Rolling Rock Cash Consideration") rather than the original \$2.4 million based upon the following revised payment schedule:

- \$100,000 as a non-refundable deposit within 5 business days of closing (completed and unchanged);
- the balance of the Rolling Rock Cash Consideration by payment to the vendor of an amount equal to 25% of any funds received by our Company from any Financing upon the closing of each Financing until such amount is paid. Notwithstanding the foregoing: (a) the first \$1.5 million raised by our Company will be exempt from a 25% payment to the vendor if such amount is received prior to our listing on a stock exchange; and (b) the full Rolling Rock Cash Consideration is required to be paid in full no later than December 31, 2018 (later extended to the Rolling Rock Payment Deadline as described below) regardless of the amount of funds paid in connection with one or more Financings. This change modified the original requirement to pay \$1.3 million on or before September 1, 2017, \$500,000 on or before March 1, 2018 and \$500,000 on or before September 1, 2018; and
- after payment of the Rolling Rock Cash Consideration, an additional payment of \$300,000 (the "Workover Funds") to the vendor which is payable by an amount equal to 25% of any funds received by our company from any Financing until the Workover Funds are paid in full.

In addition to revising the Rolling Rock Cash Consideration as set out above, we have agreed to: (a) issue 250,000 common shares of the Company to the vendor on or prior to September 1, 2017 (issued on September 1, 2017); and (b) pay the vendor an additional \$25,000 every sixty days commencing September 1, 2017 until such time as the Rolling Rock Cash Consideration and the Workover Funds are paid in full.

As an added incentive for early payment of the Rolling Rock Cash Consideration, such sum will be reduced by \$100,000 for each calendar month it is paid in full prior to December 31, 2018 for a maximum discount of 12 months or \$1.2 million.

On May 28, 2018, we entered into a third amendment to purchase and sale agreement (the "Rolling Rock Third Amendment"), which amended the terms of the Rolling Rock PSA. The Rolling Rock Third Amendment had the effect of postponing certain payments relating to the Mancos formation under the Rolling Rock PSA until August 1, 2019, provided that, if the shares of common stock of our company were not listed on the TSX Venture Exchange on or before August 1, 2018, the payment deadline was to remain December 31, 2018.

On August 16, 2018, but effective as of March 1, 2017, the Company entered into a fourth amendment to purchase and sale agreement (the "Rolling Rock Fourth Amendment"), which amended the terms of Rolling Rock PSA. The Rolling Rock Fourth Amendment has the effect of postponing certain payments relating to the Mancos formation under the Rolling Rock PSA until October 1, 2019 (the "Rolling Rock Payment Deadline").

Carry Obligation

Under the Rolling Rock PSA, and in addition to the cash consideration, Rolling Rock has agreed to pay all costs and expenses incurred on the Leases with respect to any and all exploration, development and production during the carry period. The "Carry Period" continues until the later of either (i) the date that Rolling Rock pays the full cash consideration set out above or (ii) the date that Rolling Rock pays all costs and expenses for the drilling, logging, testing and completion of three new wells in each of the three Federal Units, each well with a horizontal leg extending at least 1,000' in the target zone within the Mancos formation (the "Three Obligation Wells"). Rolling Rock is required to drill to completion or cause to be drilled to completion (or plugging and abandonment) the Three Obligation Wells on or before February 28, 2019, failing which, Rolling Rock's right to earn any assignment in and to the Leases will terminate immediately. For each vertical well drilled to the top of the Dakota formation through completion (or plugging or abandonment) within a Federal Unit, the obligation deadline will be amended to the later of (i) the current obligation deadline or (ii) 6 months from the date the rig that drilled such vertical well to total depth has been removed from the wellsite.

The obligation well in the Grand Mancos Unit will be a vertical well drilled to a depth sufficient to test the Granite Walsh formation within such Federal Unit. For this well, completion (or plugging and abandonment) is expected to take place no later than 2 months after the rig that drilled to total depth has been removed from the wellsite and for a period of 6 months after completion of this obligation well (or plugging and abandonment), and Rolling Rock will have the exclusive option to purchase an additional 25% of the vendor's right, title and interest in and to the leases with respect to the Granite Walsh formation within the boundary of the Grand Mancos Unit for an additional payment of \$10 million.

Within 10 business days after the later of Rolling Rock paying the cash consideration in full or Rolling Rock meeting in full its carry obligation, the vendor agreed to convey to Rolling Rock an undivided 50% of the vendor's right, title and interest in and to the Leases, or a 80% net revenue interest in the Leases as further described in the Rolling Rock PSA. Notwithstanding this transfer, within 10 business days after the later of payment of \$300,000 on or before September 1, 2017 (which amount is in addition to the deposit and included in the cash consideration set out above) and the replacement of the vendor's bonds on or before September 1, 2017, the vendor agreed to convey to Rolling Rock an undivided 50% of the vendor's right, title and interest in and to the Cisco Dome leases and related assets as further set out in the Rolling Rock PSA. However, if Rolling Rock fails to timely meet any of its obligations under the Rolling Rock PSA, after having taken assignment of the Cisco Dome leases and assets, then, if the vendor elects in its sole discretion, Rolling Rock is required to reassign the Cisco Dome leases and assets to the vendor without any additional encumbrances.

On August 24, 2017, our company indirectly acquired an undivided 75% interest in additional oil and gas leases in the Mancos formation covering a total of 2,313.09 acres. The leases were acquired at a SITLA auction. Pursuant to the Rolling Rock PSA, the parties have agreed to enter into a joint operating agreement covering the new leases, which are outside the AMI (Area of Mutual Interest) of their original joint venture lease holdings.

Based on a separate transaction, our company and the vendor have acquired an additional 5,174 acres in the Mancos formation and hold a 50/50 partnership, which is part of the AMI and its original agreement.

On May 17, 2017, we acquired 100% of the membership interest in City of Gold, LLC, a Nevada limited liability company, from two Nevada limited liability companies pursuant to a Membership Interest Purchase Agreement dated as of May 17, 2017. The Membership Interest Purchase Agreement provides for a total purchase price consisting of an aggregate of 30,000,000 common shares in the capital of our company. 15,000,000 of these shares were issued at closing (7,500,000 to each transferor); the other 15,000,000 shares are to be issued within ten Business Days after City of Gold, LLC earns the Option (as defined below).

City of Gold, LLC's sole asset consists of 2,930,259 common shares and 2,930,259 share purchase warrants in the capital of Asia Pacific Mining Limited ("Asia Pacific") and its rights under a binding financing and option agreement (the "Option Agreement") with Asia Pacific and an individual named Nyi Nyi Lwin. City of Gold, LLC's only liabilities consist of three demand notes for an aggregate of \$1,500,000.

Under the Option Agreement, Asia Pacific and Nyi Nyi Lwin have agreed to grant to City of Gold, LLC the option (the "Option") to purchase 100% of the ownership interest in a wholly-owned subsidiary of Asia Pacific (the "Project Subsidiary") which, in turn, owns 100% of the rights to the City of Gold mineral exploration project located in Myanmar which covers an area of approximately 465 square kilometers in close proximity to hydropower, water, and infrastructure to accommodate exploration and development of the property (the "City of Gold Project"). City of Gold, LLC will be granted the Option upon satisfaction of the following:

- Subscription of 976,753 units of Asia Pacific for a purchase price of \$500,000 on or prior to March 2, 2017 (completed);
- Subscription of 976,753 units of Asia Pacific for a purchase price of \$500,000 on or prior to March 16, 2017 (completed);
- Subscription of 976,753 units of Asia Pacific for a purchase price of \$500,000 on or prior to April 28, 2017 (completed); and
- Subscription of 2,930,261 units of Asia Pacific for a purchase price of \$1,500,000 (the "Final Funding Tranche"), due within 60 days of issuance of an exploration license for the City of Gold Project by the Government of Myanmar (the "License").

Each share purchase warrant is exercisable for a term equal to the greater of two years from the closing of the Final Funding Tranche or 18 months from the issuance of the License at an exercise price of \$0.51 for the first year and \$1.02 for the second year. Asia Pacific utilized \$500,000 of the initial three tranches towards an exploration program of the City of Gold Project. Asia Pacific is required to use all proceeds for the Final Funding Tranche towards exploration of the Project Subsidiary's mining interests, including no less than \$500,000 towards drilling the City of Gold Project (the "Drilling Program"). Upon the closing of the Final Funding Tranche, City of Gold, LLC will have earned the Option. We anticipate that the normal course of receiving the License will take longer than 12 months. As a result, we do not anticipate commencing the Drilling Program or incurring additional expenses related to the project within the next 12 month period. We anticipate holding our interest in the City of Gold Project for the long term. If circumstances warrant, we intend to exercise the Option by transferring the City of Gold Project into a subsidiary ("Spinco") with the aim of completing a "spin-off" transaction of its anticipated 70% interest in Spinco under the plan of arrangement provisions in accordance with applicable securities and corporate laws in order to realize a benefit for our company and/or our stockholders.

Once City of Gold, LLC has earned the Option, it will have the right to exercise the Option for a period of 120 days from completion of the Drilling Program, which City of Gold, LLC can extend for an additional 120 days if it can demonstrate that all conditions to exercise of the Option are complete other than approval from the applicable stock exchange upon which the shares of Spinco are to be listed. To exercise the Option, Asia Pacific has agreed to transfer the Project Subsidiary to Spinco for an exercise price consisting of \$7,000,000 in cash and 30% of the issued and outstanding share capital of Spinco (calculated on a fully diluted basis, excluding up to 10% in stock options, but including shares Spinco may have issued in order to raise the exercise price of \$7,000,000 and an additional \$5,000,000 in working capital). Half of the cash portion of the exercise price must be paid upon exercise of the Option; the balance is to be paid on the first anniversary of the exercise and is to be evidenced by a one-year secured term note. Although City of Gold, LLC has the right to select Spinco, Spinco must meet the following criteria: at exercise of the Option, Spinco must have less than \$100,000 in liabilities and \$5,000,000 or more in working capital and Asia Pacific will have the right to nominate 30% of its directors. Although we currently anticipate that the exercise of the Option will be structured as a "spin-off" transaction, we have the flexibility under the Option Agreement to structure the transaction in other ways provided the conditions to exercise are met. However, we anticipate that such a structure will result in the most efficient way to monetize our interest in the City of Gold Project at this time.

Results of Operations

The following summary of our results of operations should be read in conjunction with our unaudited financial statements for the three and nine month periods ended November 30, 2018 and 2017 which are included herein:

	For the three months ended		For the nine months ended	
	November 30, 2018	November 30, 2017	November 30, 2018	November 30, 2017
Oil and gas sales	\$ -	\$ -	\$ -	\$ -
Expenses	\$ 359,714	\$ 1,148,167	\$ 1,067,910	\$ 1,650,089
Net loss	\$ (366,888)	\$ (1,165,149)	\$ (1,052,503)	\$ (7,973,277)

Revenues

During the nine month period ended November 30, 2018, we did not generate any revenue (November 30, 2017 - \$nil).

Expenses

Expenses decreased during the three month period ended November 30, 2018 to \$359,714 as compared to \$1,148,167 during the three month period ended November 30, 2017.

The table below details the changes in major expenditures for the three months ended November 30, 2018 as compared to the corresponding three months ended November 30, 2017:

Expenses	Increase / Decrease in Expenses	Explanation for Change
Consulting fees	Decrease of \$824,362	Decrease in the current period as more consulting fees related to the oil and gas properties in Canada and US in the comparative period of 2017.
Management fees	Increase of \$60,000	Increase due to management fees paid to the CEO beginning August 2018.
Office, travel and general expenses	Decrease of \$34,878	Decrease due to less corporate activities, and less travel expenses for site visits and marketing.
Professional fees	Decrease of \$11,412	Decrease in the current period as more professional services were used for corporate filings, accounting, and professional services for the acquisitions in the prior period.

Expenses decreased during the nine month period ended November 30, 2018 to \$1,067,910 as compared to \$1,650,089 during the nine month period ended November 30, 2017.

The table below details the changes in major expenditures for the nine months ended November 30, 2018 as compared to the corresponding nine months ended November 30, 2017:

Expenses	Increase / Decrease in Expenses	Explanation for Change
Consulting fees	Decrease of \$581,129	Decrease in the current period as more consulting fees related to the oil and gas properties in Canada and US in the comparative period of 2017.
Management fees	Increase of \$89,310	Increase due to management fees and signing bonus to the CEO beginning August 2018.
Office, travel and general expenses	Decrease of \$13,609	Decrease due to less corporate activities and less travel expenses for site visits and marketing.
Professional fees	Decrease of \$94,829	Decrease in the current period as more professional services were used for corporate filings, accounting, and professional services for the acquisitions in the prior period.

For the nine month period ended November 30, 2017, we recorded a loss on the fair value adjustment of derivative financial liability of \$6,325,077. The derivative liability consists of the fair value of share purchase warrants that were issued in unit private placements that have an exercise price in a currency other than the functional currency of our company.

Beginning on August 31, 2017, we changed our functional currency to US dollars for accounting purposes. As a result, we reallocated the fair value of the derivative liability to equity in the amount of \$8,915,554 on September 1, 2017 and recorded no further gain/loss on the fair value adjustment of derivative financial liability.

Liquidity and Capital Resources

Working Capital

	<u>November 30, 2018</u>	<u>February 28, 2018</u>
Current Assets	\$ 462,283	\$ 319,804
Current Liabilities	\$ 1,161,880	\$ 1,757,304
Working Capital (Deficiency)	\$ (699,597)	\$ (1,437,500)

We had cash of \$60,070 and a working capital deficiency of \$699,597 as of November 30, 2018 compared to cash of \$176,895 and working capital deficiency of \$1,437,500 as of February 28, 2018.

We anticipate general and administrative expense, excluding impairment of oil and gas property, if any, will be higher than fiscal 2018 during the remainder of fiscal 2019. In connection with oil and gas operations and the listing on TSX Venture Exchange, we increased the number of directors. As a result, we estimate our general and administrative expense will be higher in fiscal 2019.

Our company's cash will not be sufficient to meet our working capital requirements for the next twelve month period. Our company plans to raise the capital required to satisfy our immediate short-term needs and additional capital required to meet our estimated funding requirements for the next twelve months primarily through the issuance of our equity securities. There is no assurance that our company will be able to obtain further funds required for our continued working capital requirements. The ability of our company to meet our financial liabilities and commitments is primarily dependent upon the continued financial support of our directors and shareholders, the continued issuance of equity to new shareholders, and our ability to achieve and maintain profitable operations.

There is substantial doubt about our ability to continue as a going concern as the continuation of our business is dependent upon obtaining further long-term financing, successful exploration of our property interests, the identification of reserves sufficient enough to warrant development, successful development of our property interests and, finally, achieving a profitable level of operations. The issuance of additional equity securities by us could result in a significant dilution in the equity interests of our current stockholders. Obtaining commercial loans, assuming those loans would be available, will increase our liabilities and future cash commitments.

Due to the uncertainty of our ability to meet our current operating and capital expenses, in their report on our audited financial statements for the year ended February 28, 2018, our independent auditors included an explanatory paragraph regarding substantial doubt about our ability to continue as a going concern. Our statements contain additional note disclosures describing the circumstances that lead to this disclosure by our independent auditors.

Cash Flows

	Nine months ended November 30, 2018	Nine months ended November 30, 2017
Net Cash Used in Operating Activities	\$ (928,248)	\$ (640,046)
Net Cash Used in Investing Activities	\$ (703,488)	\$ (2,246,647)
Net Cash Provided by Financing Activities	\$ 1,514,911	\$ 2,528,575
Net change in Cash	\$ (116,825)	\$ (358,118)

Cash Used in Operating Activities

Our cash used in operating activities for the nine months ended November 30, 2018, compared to our cash used in operating activities for the nine months ended November 30, 2017, increased by \$288,202, primarily due to increase in general and administrative expenses and deposits paid for the Oil Leases in the current period.

Cash Used in Investing Activities

Our cash used in investing activities for the nine months ended November 30, 2018, compared to our cash used in investing activities for the nine months ended November 30, 2017, decreased by \$1,543,159 due to investment in Asia Pacific and higher expenditures on oil and gas properties in the prior period.

Cash Provided by Financing Activities

Our cash provided by financing activities for the nine months ended November 30, 2018, compared to our cash provided by financing activities for the nine months ended November 30, 2017, decreased by \$1,031,664, primarily due to repayment to related parties in the current period.

Contractual Obligations

Our future contractual obligations as of November 30, 2018 consisted of the following:

Contractual Obligations	Payments due by period				
	Total	Less than 1 Year	1-3 Years	3-5 Years	More than 5 Years
Note payable	\$ 19,942	\$ 19,942	-	-	-
Advance payable	\$ 100,000	\$ 100,000	-	-	-

Outstanding Shares, Options, Warrants

As of January 9, 2019, we had 122,071,156 shares of common stock, 2,000,000 stock options and 750,000 warrants outstanding.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to our stockholders.

Going Concern

Our interim financial statements and information for the period ended November 30, 2018, have been prepared by our management on a going concern basis, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. We have generated no significant revenues to date and have incurred a net loss of \$1,052,503 during the nine month period ended November 30, 2018, and an accumulated deficit of \$15,702,598 from inception. These factors raise substantial doubt about the ability of the Company to continue operating as a going concern. We cannot provide any assurance that we will ultimately achieve profitable operations or become cash flow positive, or raise additional funds through the sale of debt and/or equity.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Not applicable.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

We maintain “disclosure controls and procedures”, as that term is defined in Rule 13a-15(e), promulgated by the Securities and Exchange Commission pursuant to the *Securities Exchange Act of 1934*, as amended. Disclosure controls and procedures include controls and procedures designed to ensure that information required to be disclosed in our company’s reports filed under the *Securities Exchange Act of 1934* is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission’s rules and forms, and that such information is accumulated and communicated to our management, including our principal executive officer and our principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

As required by paragraph (b) of Rules 13a-15 under the *Securities Exchange Act of 1934*, our management, with the participation of our principal executive officer and our principal financial officer, evaluated our company’s disclosure controls and procedures as of the end of the period covered by this quarterly report on Form 10-Q. Based on this evaluation, our management concluded that as of the end of the period covered by this quarterly report on Form 10-Q our disclosure controls and procedures were not effective. The ineffectiveness of our disclosure controls and procedures was due to the material weaknesses in our internal control over financial reporting disclosed in our annual report on Form 10-K for the fiscal year ended February 28, 2018, filed on June 28, 2018, as amended on July 11, 2018.

Changes in internal control over financial reporting

There were no changes in our internal control over financial reporting during the fiscal quarter ended November 30, 2018 that have materially affected, or are reasonably likely to materially affect our internal control over financial reporting.

Item 1. Legal Proceedings

Other than as disclosed below, we know of no material pending legal proceedings to which our company is a party or of which any of our properties is the subject. In addition, we do not know of any such proceedings contemplated by any governmental authorities.

We know of no material proceedings in which any of our directors, officers or affiliates, or any registered or beneficial stockholder is a party adverse to our company or has a material interest adverse to our company.

We were subject to the following claims:

Court/Registry	Date Instituted	Principal Parties	Description of Claim
Court of Queen's Bench of Alberta	July 23, 2013	Plaintiff: Baker Hughes Canada Company; Defendant: Fortem Resources Inc., also known as Big Lake Energy Ltd.	<p>A Statement of Claim was filed July 23, 2013, whereby the Plaintiff is suing the Defendant for the sum of CAD\$281,267 representing the amount owing for oil-field services and equipment, including cementing and fishing products and services provided by the Plaintiff.</p> <p>In December 2015, the Company reached a settlement agreement for a total of \$149,784 (CAD\$200,000) in eight equal monthly installments of \$18,723 (CAD\$25,000) starting February 1, 2016. Upon receipt of the final installment, the vendor agreed to discontinue the claim and provide a release to the Company. The Company only made one installment payment of CAD\$25,000 applied against the original claim and the settlement agreement was defaulted. As a result, there was a balance owing of CAD\$256,267 as at November 30, 2018.</p>

Item 1A. Risk Factors

An investment in our common stock involves a number of very significant risks. You should carefully consider the following risks and uncertainties in addition to other information in this quarterly report in evaluating our company and our business before purchasing shares of our common stock. Our business, operating results and financial condition could be seriously harmed as a result of the occurrence of any of the following risks. You could lose all or part of your investment due to any of these risks. You should invest in our common stock only if you can afford to lose your entire investment.

We have a history of losses and this trend may continue and may negatively impact our ability to achieve our business objectives.

We have experienced net losses since inception, and expect to continue to incur substantial losses for the foreseeable future. Our accumulated deficit was \$15,702,598 as at November 30, 2018. We may not be able to generate significant revenues in the future. As a result, our management expects our business to continue to experience negative cash flow for the foreseeable future and cannot predict when, if ever, our business might become profitable. We will need to raise additional funds, and such funds may not be available on commercially acceptable terms, if at all. If we are unable to raise funds on acceptable terms, we may not be able to execute our business plan, take advantage of future opportunities, or respond to competitive pressures or unanticipated requirements. This may seriously harm our business, financial condition and results of operations.

We have a limited operating history, which may hinder our ability to successfully meet our objectives.

We have a limited operating history upon which to base an evaluation of our current business and future prospects. We do not have an established history of operating producing properties or locating and developing properties that have oil and gas reserves. As a result, the revenue and income potential of our business is unproven. In addition, because of our limited operating history, we have limited insight into trends that may emerge and affect our business. Errors may be made in predicting and reacting to relevant business trends and we will be subject to the risks, uncertainties and difficulties frequently encountered by early-stage companies in evolving markets. We may not be able to successfully address any or all of these risks and uncertainties. Failure to adequately do so could cause our business, results of operations and financial condition to suffer.

Our operations and proposed exploration activities will require significant capital expenditures for which we may not have sufficient funding and if we do obtain additional financing, our existing shareholders may suffer substantial dilution.

We intend to make capital expenditures far in excess of our existing capital resources to develop, acquire and explore oil and gas properties. We intend to rely on funds from operations and external sources of financing to meet our capital requirements to continue acquiring, exploring and developing oil and gas properties and to otherwise implement our business plan. We plan to obtain additional funding through the debt and equity markets, but we can offer no assurance that we will be able to obtain additional funding when it is required or that it will be available to us on commercially acceptable terms, if at all. In addition, any additional equity financing may involve substantial dilution to our then existing shareholders.

The successful implementation of our business plan is subject to risks inherent in the oil and gas business, which if not adequately managed, could result in additional losses.

Our oil and gas operations are subject to the economic risks typically associated with exploration and development activities, including the necessity of making significant expenditures to locate and acquire properties and to drill exploratory wells. In addition, the availability of drilling rigs and the cost and timing of drilling, completing and, if warranted, operating wells is often uncertain. In conducting exploration and development activities, the presence of unanticipated pressure or irregularities in formations, miscalculations or accidents may cause our exploration, development and, if warranted, production activities to be unsuccessful. This could result in a total loss of our investment in a particular well. If exploration efforts are unsuccessful in establishing proved reserves and exploration activities cease, the amounts accumulated as unproved costs will be charged against earnings as impairments.

In addition, market conditions or the unavailability of satisfactory oil and gas transportation arrangements may hinder our access to oil and gas markets and delay our production. The availability of a ready market for our prospective oil and gas production depends on a number of factors, including the demand for and supply of oil and gas and the proximity of reserves to pipelines and other facilities. Our ability to market such production depends in substantial part on the availability and capacity of gathering systems, pipelines and processing facilities, in most cases owned and operated by third parties. Our failure to obtain such services on acceptable terms could materially harm our business. We may be required to shut in wells for lack of a market or a significant reduction in the price of oil or gas or because of inadequacy or unavailability of pipelines or gathering system capacity. If that occurs, we would be unable to realize revenue from those wells until arrangements are made to deliver such production to market.

Our future performance is dependent upon our ability to identify, acquire and develop oil and gas properties, the failure of which could result in under use of capital and losses.

Our future performance depends upon our ability to identify, acquire and develop additional oil and gas reserves that are economically recoverable. Our success will depend upon our ability to acquire working and revenue interests in properties upon which oil and gas reserves are ultimately discovered in commercial quantities, and our ability to develop prospects that contain proven oil and gas reserves to the point of production. Without successful acquisition and exploration activities, we will not be able to develop additional oil and gas reserves or generate revenues. We cannot provide you with any assurance that we will be able to identify and acquire additional oil and gas reserves on acceptable terms, or that oil and gas deposits will be discovered in sufficient quantities to enable us to recover our exploration and development costs or sustain our business.

The successful acquisition and development of oil and gas properties requires an assessment of recoverable reserves, future oil and gas prices and operating costs, potential environmental and other liabilities, and other factors. Such assessments are necessarily inexact and their accuracy inherently uncertain. In addition, no assurance can be given that our exploration and development activities will result in the discovery of additional reserves. Our operations may be curtailed, delayed or cancelled as a result of lack of adequate capital and other factors, such as lack of availability of rigs and other equipment, title problems, weather, compliance with governmental regulations or price controls, mechanical difficulties, or unusual or unexpected formations, pressures and or work interruptions. In addition, the costs of exploitation and development may materially exceed our initial estimates.

We have a very small management team and the loss of any member of our team may prevent us from implementing our business plan in a timely manner.

We have three executive officers and a limited number of additional consultants upon whom our success largely depends. We do not maintain key person life insurance policies on our executive officers or consultants, the loss of which could seriously harm our business, financial condition and results of operations. In such an event, we may not be able to recruit personnel to replace our executive officers or consultants in a timely manner, or at all, on acceptable terms.

Future growth could strain our personnel and infrastructure resources, and if we are unable to implement appropriate controls and procedures to manage our growth, we may not be able to successfully implement our business plan.

We may experience rapid growth in our operations, which will place a significant strain on our management, administrative, operational and financial infrastructure. Our future success will depend in part upon the ability of our management to manage growth effectively. This may require us to hire and train additional personnel to manage our expanding operations. In addition, we must continue to improve our operational, financial and management controls and our reporting systems and procedures. If we fail to successfully manage our growth, we may be unable to execute upon our business plan.

Market conditions or operation impediments may hinder our access to natural gas and oil markets or delay our production.

The marketability of production from our properties depends in part upon the availability, proximity and capacity of pipelines, natural gas gathering systems and processing facilities. This dependence is heightened where this infrastructure is less developed. Therefore, if drilling results are positive in certain areas of our oil and gas properties, a new gathering system would need to be built to handle the potential volume of gas produced. We might be required to shut in wells, at least temporarily, for lack of a market or because of the inadequacy or unavailability of transportation facilities. If that were to occur, we would be unable to realize revenue from those wells until arrangements were made to deliver production to market.

Our ability to produce and market natural gas and oil is affected and also may be harmed by:

- the lack of pipeline transmission facilities or carrying capacity;
- government regulation of natural gas and oil production;
- government transportation, tax and energy policies;
- changes in supply and demand; and
- general economic conditions.

We might incur additional debt in order to fund our exploration and development activities, which would continue to reduce our financial flexibility and could have a material adverse effect on our business, financial condition or results of operations.

If we incur indebtedness, the ability to meet our debt obligations and reduce our level of indebtedness depends on future performance. General economic conditions, oil and gas prices and financial, business and other factors affect our operations and future performance. Many of these factors are beyond our control. We cannot assure you that we will be able to generate sufficient cash flow to pay the interest on our current or future debt or that future working capital, borrowings or equity financing will be available to pay or refinance such debt. Factors that will affect our ability to raise cash through an offering of our capital stock or a refinancing of our debt include financial market conditions, the value of our assets and performance at the time we need capital. We cannot assure you that we will have sufficient funds to make such payments. If we do not have sufficient funds and are otherwise unable to negotiate renewals of our borrowings or arrange new financing, we might have to sell significant assets. Any such sale could have a material adverse effect on our business and financial results.

Our properties and/or future properties might not produce, and we might not be able to determine reserve potential, identify liabilities associated with the properties or obtain protection from sellers against them, which could cause us to incur losses.

Although we have reviewed and evaluated our properties in a manner consistent with industry practices, such review and evaluation might not necessarily reveal all existing or potential problems. This is also true for any future acquisitions made by us. Inspections may not always be performed on every well, and environmental problems, such as groundwater contamination, are not necessarily observable even when an inspection is undertaken. Even when problems are identified, a seller may be unwilling or unable to provide effective contractual protection against all or part of those problems, and we may assume environmental and other risks and liabilities in connection with the acquired properties.

If we or our operators fail to maintain adequate insurance, our business could be materially and adversely affected.

Our operations are subject to risks inherent in the oil and gas industry, such as blowouts, cratering, explosions, uncontrollable flows of oil, gas or well fluids, fires, pollution, earthquakes and other environmental risks. These risks could result in substantial losses due to injury and loss of life, severe damage to and destruction of property and equipment, pollution and other environmental damage, and suspension of operations. We could be liable for environmental damages caused by previous property owners. As a result, substantial liabilities to third parties or governmental entities may be incurred, the payment of which could have a material adverse effect on our financial condition and results of operations.

Any prospective drilling contractor or operator which we hire will be required to maintain insurance of various types to cover our operations with policy limits and retention liability customary in the industry. We also have acquired our own insurance coverage for such prospects. The occurrence of a significant adverse event on such prospects that is not fully covered by insurance could result in the loss of all or part of our investment in a particular prospect which could have a material adverse effect on our financial condition and results of operations.

The oil and gas industry is highly competitive, and we may not have sufficient resources to compete effectively.

The oil and gas industry is highly competitive. We compete with oil and natural gas companies and other individual producers and operators, many of which have longer operating histories and substantially greater financial and other resources than we do, as well as companies in other industries supplying energy, fuel and other needs to consumers. Our larger competitors, by reason of their size and relative financial strength, can more easily access capital markets than we can and may enjoy a competitive advantage in the recruitment of qualified personnel. They may be able to absorb the burden of any changes in laws and regulation in the jurisdictions in which we do business and handle longer periods of reduced prices for oil and gas more easily than we can. Our competitors may be able to pay more for oil and gas leases and properties and may be able to define, evaluate, bid for and purchase a greater number of leases and properties than we can. Further, these companies may enjoy technological advantages and may be able to implement new technologies more rapidly than we can. Our ability to acquire additional properties in the future will depend upon our ability to conduct efficient operations, evaluate and select suitable properties, implement advanced technologies and consummate transactions in a highly competitive environment.

Our business is governed by numerous laws and regulations at various levels of government. These laws and regulations govern the operation and maintenance of our facilities, the discharge of materials into the environment and other environmental protection issues. Such laws and regulations may, among other potential consequences, require that we acquire permits before commencing drilling and restrict the substances that can be released into the environment with drilling and production activities.

Under these laws and regulations, we could be liable for personal injury, clean-up costs and other environmental and property damages, as well as administrative, civil and criminal penalties. Prior to commencement of drilling operations, we may secure limited insurance coverage for sudden and accidental environmental damages as well as environmental damage that occurs over time. However, we do not believe that insurance coverage for the full potential liability of environmental damages is available at a reasonable cost. Accordingly, we could be liable, or could be required to cease production on properties, if environmental damage occurs.

The costs of complying with environmental laws and regulations in the future may harm our business. Furthermore, future changes in environmental laws and regulations could result in stricter standards and enforcement, larger fines and liability, and increased capital expenditures and operating costs, any of which could have a material adverse effect on our financial condition or results of operations.

Shortages of rigs, equipment, supplies and personnel could delay or otherwise adversely affect our cost of operations or our ability to operate according to our business plans.

If drilling activity increases in Alberta, Canada, Utah or the United States generally, a shortage of drilling and completion rigs, field equipment and qualified personnel could develop. The demand for and wage rates of qualified drilling rig crews generally rise in response to the increasing number of active rigs in service and could increase sharply in the event of a shortage. Shortages of drilling and completion rigs, field equipment or qualified personnel could delay, restrict or curtail our exploration and development operations, which could in turn harm our operating results.

We will be required to replace, maintain or expand our reserves in order to prevent our reserves and production from declining, which would adversely affect cash flows and income.

In general, production from natural gas and oil properties declines over time as reserves are depleted, with the rate of decline depending on reservoir characteristics. If we are not successful in our exploration and development activities, our proved reserves will decline as reserves are produced. Our future natural gas and oil production is highly dependent upon our ability to economically find, develop or acquire reserves in commercial quantities.

To the extent cash flow from operations is reduced, either by a decrease in prevailing prices for natural gas and oil, or an increase in exploration and development costs, and external sources of capital become limited or unavailable, our ability to make the necessary capital investment to maintain or expand our asset base of natural gas and oil reserves would be impaired. Even with sufficient available capital, our future exploration and development activities may not result in additional proved reserves, and we might not be able to drill productive wells at acceptable costs.

Prices for oil and gas tend to fluctuate significantly in response to factors beyond our control. These factors include:

- weather conditions;
- economic conditions, including demand for petroleum-based products;
- actions by OPEC, the Organization of Petroleum Exporting Countries;
- political instability in the Middle East and other major oil and gas producing regions;
- governmental regulations, both domestic and foreign;
- domestic and foreign tax policy;
- the pace adopted by foreign governments for the exploration, development, and production of their national reserves;
- the price of foreign imports of oil and gas;
- the cost of exploring for, producing and delivering oil and gas;
- the discovery rate of new oil and gas reserves;
- the rate of decline of existing and new oil and gas reserves;
- available pipeline and other oil and gas transportation capacity;
- the ability of oil and gas companies to raise capital;
- the overall supply and demand for oil and gas; and
- the availability of alternate fuel sources.

Changes in commodity prices may significantly affect our capital resources, liquidity and expected operating results. Price changes will directly affect revenues and can indirectly impact expected production by changing the amount of funds available to reinvest in exploration and development activities. Reductions in oil and gas prices not only reduce revenues and profits, but could also reduce the quantities of reserves that are commercially recoverable. Significant declines in prices could result in non-cash charges to earnings due to impairment.

Changes in commodity prices may also significantly affect our ability to estimate the value of producing properties for acquisition and divestiture and often cause disruption in the market for oil and gas producing properties, as buyers and sellers have difficulty agreeing on the value of the properties. Price volatility also makes it difficult to budget for and project the return on acquisitions and the exploration and development of projects. We expect that commodity prices will continue to fluctuate significantly in the future.

Our ability to produce oil and gas from our properties may be adversely affected by a number of factors outside of our control which may result in a material adverse effect on our business, financial condition or results of operations.

The business of exploring for and producing oil and gas involves a substantial risk of investment loss. Drilling oil and gas wells involves the risk that the wells may be unproductive or that, although productive, the wells may not produce oil or gas in economic quantities. Other hazards, such as unusual or unexpected geological formations, pressures, fires, blowouts, loss of circulation of drilling fluids or other conditions may substantially delay or prevent completion of any well. Adverse weather conditions can also hinder drilling operations. A productive well may become uneconomic if water or other deleterious substances are encountered that impair or prevent the production of oil or gas from the well. In addition, production from any well may be unmarketable if it is impregnated with water or other deleterious substances. There can be no assurance that oil and gas will be produced from the properties in which we have interests. In addition, the marketability of oil and gas that may be acquired or discovered may be influenced by numerous factors beyond our control. These factors include the proximity and capacity of oil and gas, gathering systems, pipelines and processing equipment, market fluctuations in oil and gas prices, taxes, royalties, land tenure, allowable production and environmental protection. We cannot predict how these factors may affect our business.

We may be unable to retain our leases and working interests in our leases, which would result in significant financial losses to our company.

Our properties are held under oil and gas leases. If we fail to meet the specific requirements of each lease, such lease may terminate or expire. We cannot assure you that any of the obligations required to maintain each lease will be met. The termination or expiration of our leases may harm our business. Our property interests will terminate unless we fulfill certain obligations under the terms of our leases and other agreements related to such properties. If we are unable to satisfy these conditions on a timely basis, we may lose our rights in these properties. The termination of our interests in these properties may harm our business. In addition, we will need significant funds to meet capital requirements for the exploration activities that we intend to conduct on our properties.

We, through our wholly owned subsidiary Colony Energy, LLC, holds a 100% interest in and to certain petroleum, natural gas and general rights, including Alberta Crown Petroleum and Oil Leases, in 20 contiguous sections totaling 12,960 acres located in the Godin area of northern Alberta. The Godin project is complex, subject to extensive governmental regulation and will require significant additional financing. There can be no assurance that the necessary governmental approvals will be granted or that such financing could be obtained on commercially reasonable terms or at all, or that if one or more of these projects are completed that they will be successful or that we realize a return on our investment.

Risks Related to Our Common Stock

A decline in the price of our common stock could affect our ability to raise further working capital and adversely impact our ability to continue operations.

A prolonged decline in the price of our common stock could result in a reduction in the liquidity of our common stock and a reduction in our ability to raise capital. Because a significant portion of our operations have been and will be financed through the sale of equity securities, a decline in the price of our common stock could be especially detrimental to our liquidity and our operations. Such reductions may force us to reallocate funds from other planned uses and may have a significant negative effect on our business plan and operations, including our ability to develop new properties and continue our current operations. If our stock price declines, we can offer no assurance that we will be able to raise additional capital or generate funds from operations sufficient to meet our obligations. If we are unable to raise sufficient capital in the future, we may not be able to have the resources to continue our normal operations.

The market price for our common stock may also be affected by our ability to meet or exceed expectations of analysts or investors. Any failure to meet these expectations, even if minor, may have a material adverse effect on the market price of our common stock.

If we issue additional shares in the future, it will result in the dilution of our existing shareholders.

Our articles of incorporation, as amended, authorize the issuance of up to 750,000,000 shares of common stock with a par value of \$0.001. Our board of directors may choose to issue some or all of such shares to acquire one or more businesses or to provide additional financing in the future. The issuance of any such shares will result in a reduction of the book value and market price of the outstanding shares of our common stock. If we issue any such additional shares, such issuance will cause a reduction in the proportionate ownership and voting power of all current shareholders. Further, such issuance may result in a change of control of our corporation.

Trading of our stock may be restricted by the Securities Exchange Commission's penny stock regulations, which may limit a stockholder's ability to buy and sell our stock.

The Securities and Exchange Commission has adopted regulations which generally define "penny stock" to be any equity security that has a market price (as defined) less than \$5.00 per share or an exercise price of less than \$5.00 per share, subject to certain exceptions. Our securities are covered by the penny stock rules, which impose additional sales practice requirements on broker-dealers who sell to persons other than established customers and "accredited investors". The term "accredited investor" refers generally to institutions with assets in excess of \$5,000,000 or individuals with a net worth in excess of \$1,000,000 or annual income exceeding \$200,000 or \$300,000 jointly with their spouse. The penny stock rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document in a form prepared by the Securities and Exchange Commission, which provides information about penny stocks and the nature and level of risks in the penny stock market. The broker-dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in the transaction and monthly account statements showing the market value of each penny stock held in the customer's account.

The bid and offer quotations, and the broker-dealer and salesperson compensation information, must be given to the customer orally or in writing prior to effecting the transaction and must be given to the customer in writing before or with the customer's confirmation. In addition, the penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from these rules, the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction. These disclosure requirements may have the effect of reducing the level of trading activity in the secondary market for the stock that is subject to these penny stock rules. Consequently, these penny stock rules may affect the ability of broker-dealers to trade our securities. We believe that the penny stock rules discourage investor interest in and limit the marketability of our common stock.

The Financial Industry Regulatory Authority, or FINRA, has adopted sales practice requirements which may also limit a stockholder's ability to buy and sell our stock.

In addition to the "penny stock" rules described above, FINRA has adopted rules that require that in recommending an investment to a customer, a broker-dealer must have reasonable grounds for believing that the investment is suitable for that customer. Prior to recommending speculative low priced securities to their non-institutional customers, broker-dealers must make reasonable efforts to obtain information about the customer's financial status, tax status, investment objectives and other information. Under interpretations of these rules, FINRA believes that there is a high probability that speculative low priced securities will not be suitable for at least some customers. FINRA requirements make it more difficult for broker-dealers to recommend that their customers buy our common stock, which may limit your ability to buy and sell our stock and have an adverse effect on the market for our shares.

Our common stock is illiquid and the price of our common stock may be negatively impacted by factors which are unrelated to our operations.

Our common stock currently trades on a limited basis on OTCQB operated by the OTC Markets Group and TSX Venture Exchange. Trading of our stock through OTCQB and TSX Venture Exchange is frequently thin and highly volatile. There is no assurance that a sufficient market will develop in our stock, in which case it could be difficult for shareholders to sell their stock. The market price of our common stock could fluctuate substantially due to a variety of factors, including market perception of our ability to achieve our planned growth, quarterly operating results of our competitors, trading volume in our common stock, changes in general conditions in the economy and the financial markets or other developments affecting our competitors or us. In addition, the stock market is subject to extreme price and volume fluctuations. This volatility has had a significant effect on the market price of securities issued by many companies for reasons unrelated to their operating performance and could have the same effect on our common stock.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Since the beginning of the three month period ended November 30, 2018, we have not sold any equity securities that were not registered under the *Securities Act of 1933* that were not previously reported in an annual report on Form 10-K, in a quarterly report on Form 10-Q or in a current report on Form 8-K.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

No.	Description
3.1	Articles of Incorporation (incorporated by reference from our registration statement on Form SB-2 filed on December 1, 2006)
3.2	Corporate Bylaws (incorporated by reference from our registration statement on Form SB-2 filed on December 1, 2006)
3.3	Certificate of Change (incorporated by reference from our current report on Form 8-K filed on October 22, 2007)
3.4	Certificate of Amendment (incorporated by reference from our current report on Form 8-K filed on February 15, 2008)
3.5	Articles of Merger dated effective March 30, 2017 (incorporated by reference from our current report on Form 8-K filed on March 30, 2017)
3.6	Amended and Restated Bylaws (incorporated by reference from our current report on Form 8-K filed on January 7, 2019)
10.1	Farmout Agreement, Compeer Area with Harvest Operations Corp. effective February 21, 2012 (incorporated by reference from our annual report on Form 10-K filed on May 29, 2012)
10.2	Debt Settlement Agreement dated October 16, 2014, amongst the Company, Professional Trading S.A. and Stockbridge Resources Corp. (incorporated by reference from our current report on Form 8-K filed on October 20, 2014)
10.3	Employment Agreement dated April 23, 2015 with Kent Edney (incorporated by reference from our current report on Form 8-K filed on May 5, 2015)
10.4	Stock Option Agreement dated November 3, 2015 with Michael Caetano (incorporated by reference from our current report on Form 8-K filed on November 6, 2015)
10.5	Stock Option Agreement dated November 3, 2015 with Robert DaCunha (incorporated by reference from our current report on Form 8-K filed on November 6, 2015)
10.6	Stock Option Agreement dated November 3, 2015 with Robert Madzej (incorporated by reference from our current report on Form 8-K filed on November 6, 2015)
10.7	Debt Settlement Agreement dated April 11, 2016 with Apex Energy Consultants Inc. (incorporated by reference from our current report on Form 8-K filed on May 19, 2016)
10.8	Debt Settlement Agreement dated April 11, 2016 with Chamonix Canada Inc. (incorporated by reference from our current report on Form 8-K filed on May 19, 2016)
10.9	Debt Settlement Agreement dated January 13, 2017 with Precision Asset Consulting Executives Inc. (incorporated by reference from our current report on Form 8-K filed on February 3, 2017)
10.10	Debt Settlement Agreement dated January 13, 2017 with Seahawk Capital Corp. (incorporated by reference from our current report on Form 8-K filed on February 3, 2017)
10.11	Debt Settlement Agreement dated January 13, 2017 with CNK Enterprises Inc. (incorporated by reference from our current report on Form 8-K filed on February 3, 2017)
10.12	Debt Settlement Agreement dated January 30, 2017 with 2232985 Ontario Inc. (incorporated by reference from our current report on Form 8-K filed on February 3, 2017)
10.13	Membership Interest Purchase Agreement dated April 7, 2017 with Blue Phoenix Energy, LLC and Pacific Petroleum, LLC (incorporated by reference from our current report on Form 8-K filed on April 12, 2017)
10.14	Membership Interest Purchase Agreement dated April 7, 2017 with Grassy Butte Energy LLC (incorporated by reference from our current report on Form 8-K filed on April 12, 2017)
10.15	Milestone Payment Addendum dated April 7, 2016 with Grassy Butte Energy, Ltd. and Grassy Butte, LLC (incorporated by reference from our current report on Form 8-K filed on April 12, 2017)
10.16	Membership Interest Purchase Agreement dated April 12, 2017 with Blue Phoenix Energy, LLC and Pacific Petroleum, LLC (incorporated by reference from our quarterly report on Form 10-Q filed on October 17, 2017)

- 10.17 [Membership Interest Purchase Agreement dated April 17, 2017 with MAB Resources Holdings LLC and JM Magna Holdings LLC \(incorporated by reference from our current report on Form 8-K filed on April 21, 2017\)](#)
- 10.18 [Membership Interest Purchase Agreement dated May 17, 2017 with MAB Resources Holdings LLC and JM Magna Holdings LLC \(incorporated by reference from our current report on Form 8-K filed on May 24, 2017\)](#)
- 10.19 [First Amendment to Purchase and Sale Agreement dated August 17, 2017, 2017 but effective as of March 1, 2017 between Black Dragon Energy, LLC and WEM Dragon, LLC \(incorporated by reference from our current report on Form 8-K filed on August 23, 2017\)](#)
- 10.20 [Ratification of Purchase and Sale dated August 17, 2017 but effective as of March 1, 2017 between Fortem Resources Inc. and WEM Dragon, LLC \(incorporated by reference from our current report on Form 8-K filed on August 23, 2017\)](#)
- 10.21 [Second Amendment to Purchase and Sale Agreement dated August 17, 2017, 2017 but effective as of March 1, 2017 between Rolling Rock Resources, LLC and Rockies Standard Oil Company, LLC \(incorporated by reference from our current report on Form 8-K filed on August 23, 2017\)](#)
- 10.22 [Ratification of Purchase and Sale dated August 17, 2017 but effective as of March 1, 2017 between Fortem Resources Inc. and Rockies Standard Oil Company, LLC \(incorporated by reference from our current report on Form 8-K filed on August 23, 2017\)](#)
- 10.23 [Agreement Re: April 2017 SITLA Auction dated April 18, 2017 between Rolling Rock Resources, LLC and Rockies Standard Oil Company LLC \(incorporated by reference from our current report on Form 8-K filed on August 24, 2017\)](#)
- 10.24 [Debt Conversion Agreement dated November 2, 2017 with Grassy Butte Energy Ltd. \(incorporated by reference from our current report on Form 8-K filed on November 9, 2017\)](#)
- 10.25 [Debt Conversion Agreement dated December 19, 2017 with LPD Ltd. \(incorporated by reference from our current report on Form 8-K filed on December 22, 2017\)](#)
- 10.26 [Second Amendment to Purchase and Sale Agreement dated effective as of March 1, 2017 between Black Dragon Energy, LLC and WEM Dragon, LLC \(incorporated by reference from our current report on Form 8-K filed on June 15, 2018\)](#)
- 10.27 [Ratification of Purchase and Sale dated effective as of March 1, 2017 between Fortem Resources Inc. and WEM Dragon, LLC \(incorporated by reference from our current report on Form 8-K filed on June 15, 2018\)](#)
- 10.28 [Third Amendment to Purchase and Sale Agreement dated effective as of March 1, 2017 between Rolling Rock Resources, LLC and Rockies Standard Oil Company, LLC \(incorporated by reference from our current report on Form 8-K filed on June 15, 2018\)](#)
- 10.29 [Ratification of Purchase and Sale Agreement dated March 1, 2017 between Rockies Standard Oil Company, LLC and the Company \(incorporated by reference from our current report on Form 8-K filed on June 15, 2018\)](#)
- 10.30 [Third Amendment to Purchase and Sale Agreement dated effective as of March 1, 2017 between Black Dragon Energy, LLC and WEM Dragon, LLC \(incorporated by reference from our current report on Form 8-K filed on August 17, 2018\)](#)
- 10.31 [Ratification of Purchase and Sale dated effective as of March 1, 2017 between Fortem Resources Inc. and WEM Dragon, LLC \(incorporated by reference from our current report on Form 8-K filed on August 17, 2018\)](#)
- 10.32 [Fourth Amendment to Purchase and Sale Agreement dated effective as of March 1, 2017 between Rolling Rock Resources, LLC and Rockies Standard Oil Company, LLC \(incorporated by reference from our current report on Form 8-K filed on August 17, 2018\)](#)
- 10.33 [Ratification of Purchase and Sale Agreement dated March 1, 2017 between Rockies Standard Oil Company, LLC and the Company \(incorporated by reference from our current report on Form 8-K filed on August 17, 2018\)](#)
- 10.34 [2018 Stock Option Plan \(incorporated by reference from our current report on Form 8-K filed on August 24, 2018\)](#)
- 10.35 [Asset Sale Agreement \(incorporated by reference from our current report on Form 8-K filed on October 2, 2018\)](#)
- 10.36 [Extension Letter Agreement \(incorporated by reference from our current report on Form 8-K filed on December 17, 2018\)](#)

31.1* [Certification of Marc A. Bruner Pursuant to Section 302 of the Sarbanes-Oxley Act Of 2002](#)
31.2* [Certification of Robert DaCunha Pursuant to Section 302 of the Sarbanes-Oxley Act Of 2002](#)
32.1* [Certification of Marc A. Bruner Pursuant to Section 906 of the Sarbanes-Oxley Act Of 2002](#)
32.2* [Certification of Robert DaCunha Pursuant to Section 906 of the Sarbanes-Oxley Act Of 2002](#)
99.1 [Audit Committee Charter \(incorporated by reference from our annual report on Form 10-K/A filed on July 11, 2018\)](#)
101.INS* XBRL INSTANCE DOCUMENT
101.SCH* XBRL TAXONOMY EXTENSION SCHEMA
101.CAL* XBRL TAXONOMY EXTENSION CALCULATION LINKBASE
101.DEF* XBRL TAXONOMY EXTENSION DEFINITION LINKBASE
101.LAB* XBRL TAXONOMY EXTENSION LABEL LINKBASE
101.PRE* XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE

* Filed herewith.

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

FORTEM RESOURCES INC.

By /s/ Marc A. Bruner

Marc A. Bruner

Chief Executive Officer, President, Chairman and Director

(Principal Executive Officer)

Date: January 9, 2019

By /s/ Robert Da Cunha

Robert Da Cunha

Chief Financial Officer

(Principal Financial Officer and Principal Accounting Officer)

Date: January 9, 2019