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 **May 31, 2020**

or

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

For the transition period from ___________ to ___________

Commission File Number **000-55991**

PETROTEQ ENERGY INC.
(Exact Name of Registrant as Specified in its Charter)

Ontario	**None**
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)
15315 W. Magnolia Blvd, Suite 120 Sherman Oaks, California	**91403**
Address of Principal Executive Offices	Zip Code

(866) 571-9613
Registrant's Telephone Number, Including Area Code

Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
N/A	N/A	N/A

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, smaller reporting company, or an emerging growth company. See the 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 ☐	Accelerated filer ☐
Non-accelerated filer ☒	Smaller reporting company ☒
	Emerging growth company ☒

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 Act). Yes ☐ No ☒

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

Number of shares of common stock outstanding as of July 17, 2020 was 227,646,418.

PETROTEQ ENERGY INC.

Note Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). In particular, statements contained in this Quarterly Report on Form 10-Q, including but not limited to, the sufficiency of our cash, our ability to finance our operations and business initiatives and obtain funding for such activities; our future results of operations and financial position, business strategy and plan prospects, or costs and objectives of management for future acquisitions, are forward-looking statements. These forward-looking statements relate to our future plans, objectives, expectations and intentions and may be identified by words such as “may,” “will,” “should,” “expects,” “plans,” “anticipates,” “intends,” “targets,” “projects,” “contemplates,” “believes,” “seeks,” “goals,” “estimates,” “predicts,” “potential” and “continue” or similar words. Readers are cautioned that these forward-looking statements are based on our current beliefs, expectations and assumptions and are subject to risks, uncertainties, and assumptions that are difficult to predict. Therefore, actual results may differ materially and adversely from those expressed, projected or implied in any forward-looking statements. We undertake no obligation to revise or update any forward-looking statements for any reason.

NOTE REGARDING COMPANY REFERENCES

Throughout this Quarterly Report on Form 10-Q, “Petroteq Energy Inc” (“PQE”),” Petroteq, the “Company,” “we,” “us” and “our” refer to Petroteq Energy Inc. and if the context requires, its consolidated subsidiaries.

PETROTEQ ENERGY INC.

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Item 1.

PETROTEQ ENERGY INC.

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May 31, 2020

PETROTEQ ENERGY INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
Expressed in US dollars

	Notes	May 31, 2020 (Unaudited)	August 31, 2019
ASSETS			
Current assets			
Cash		$ 39,096	$ 50,719
Trade and other receivables	4	16,831	144,013
Current portion of advanced royalty payments	7	424,583	446,362
Ore inventory	6	141,792	176,792
Other inventory		39,085	39,038
Current portion of notes receivable	5	88,202	85,359
Prepaid expenses and other current assets	1	2,099,120	1,499,120
Total Current Assets		**2,848,709**	**2,441,403**
Non-Current assets			
Advanced royalty payments	7	238,334	421,667
Notes receivable	5	631,531	760,384
Mineral leases	8	34,911,143	34,911,143
Investments	21	-	-
Property, plant and equipment	9	35,668,062	33,613,650
Intangible assets	10	707,671	707,671
Total Non-Current Assets		**72,156,741**	**70,414,515**
Total Assets		**$ 75,005,450**	**$ 72,855,918**
LIABILITIES			
Current liabilities			
Accounts payable	11	$ 2,507,573	$ 2,081,756
Accrued expenses	11	2,808,632	2,048,399
Ore Sale advances		283,976	283,976
Promissory notes		353,114	-
Federal relief notes		267,490	-
Current portion of long-term debt	12	1,089,237	1,057,163
Current portion of convertible debentures	13	7,351,238	6,188,872
Derivative liability	14	445,385	-
Related party payables	20(b)	408,960	50,000
Total Current Liabilities		**15,515,605**	**11,710,166**
Non-Current liabilities			
Long-term debt	12	126,020	215,695
Convertible debentures	13	560,853	140,597
Reclamation and restoration provision	15	2,970,497	2,970,497
Total Non-Current Liabilities		**3,657,370**	**3,326,789**
Total Liabilities		**19,172,975**	**15,036,955**
Commitments and contingencies	24	-	-
SHAREHOLDERS' EQUITY			
Share capital	16,17,18	141,540,694	135,472,795
Subscription receipts		85,950	631,450
Deficit		(85,794,169)	(78,285,282)
Total Shareholders' Equity		**55,832,475**	**57,818,963**
Total Liabilities and Shareholders' Equity		**$ 75,005,450**	**$ 72,855,918**

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

PETROTEQ ENERGY INC.
CONDENSED CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
Expressed in US dollars

	Notes	Three months ended May 31, 2020	Three months ended May 31, 2019	Nine months ended May 31, 2020	Nine months ended May 31, 2019
Revenues from hydrocarbon sales		$ 125,768	$ 38,088	$ 294,809	$ 59,335
Production and maintenance costs		152,164	664,411	1,557,936	729,641
Advance royalty payments	7	121,250	92,271	325,112	198,786
Gross Loss		(147,646)	(718,594)	(1,588,239)	(869,092)
Operating Expenses					
Depreciation, depletion and amortization	9	11,523	21,799	97,365	54,316
Selling, general and administrative expenses		894,715	2,771,785	4,821,819	9,342,642
Financing costs, net		570,628	893,637	1,559,470	2,533,979
Derivative liability movements		(628,353)	-	31,532	-
Total expenses, net		848,513	3,687,221	6,510,186	11,930,937
Net loss from operations		(996,159)	(4,405,815)	(8,098,425)	(12,800,029)
(Loss) gain on settlement of liabilities		-	(80,337)	427,907	(98,475)
(Loss) gain on settlement of convertible debt		(53,130)		178,732	(99,547)
Impairment of investments		(75,000)		(75,000)	
Interest income		10,311	35,973	57,900	94,896
Net loss before income tax and equity loss		(1,113,978)	(4,450,179)	(7,508,886)	(12,903,155)
Income tax expense		-	-	-	-
Equity loss from investment of Accord GR Energy, net of tax		-	(50,000)	-	(150,000)
Net loss and comprehensive loss		$ (1,113,978)	$ (4,500,179)	$ (7,508,886)	$ (13,053,155)
Weighted Average Number of Shares Outstanding – Basic and Diluted	19	203,481,170	121,268,807	199,246,870	92,527,789
Basic and Diluted Loss per Share		$ (0.01)	$ (0.04)	$ (0.04)	$ (0.09)

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

PETROTEQ ENERGY INC.
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
For the three and nine months ended May 31, 2020 and 2019
(Unaudited)
Expressed in US dollars

	Notes	Number of Shares Outstanding	Share Capital	Subscription Receipts	Deficit	Shareholders' Equity
Balance at August 31, 2019		176,241,746	$ 135,472,795	$ 631,450	$ (78,285,282)	$ 57,818,963
Settlement of acquisition obligation	21	250,000	75,000	-	-	75,000
Settlement of debentures	13(b)	1,111,111	200,000	-	-	200,000
Settlement of liabilities		3,243,666	705,687	-	-	705,687
Common shares subscriptions	16,18	17,002,446	2,753,874	(259,130)	-	2,494,744
Share-based payments	16(e)	90,000	28,500	-	-	28,500
Share-based compensation	17	-	178,157	-	-	178,157
Fair value of convertible debt warrants issued	18	-	310,422	-	-	310,422
Net loss		-	-	-	(3,182,671)	(3,182,671)
Balance at November 30, 2019		197,938,969	139,724,435	372,320	(81,467,953)	58,628,802
Settlement of liabilities		4,997,123	891,489	-	-	891,489
Reallocation of subscription receipts		-	-	(216,930)	-	(216,930)
Share based payments	16(d)	50,000	6,943	-	-	6,943
Share based compensation	17	-	229,059	-	-	229,059
Fair value of convertible debt warrants issued	18	-	184,888	-	-	184,888
Net loss		-	-	-	(3,212,238)	(3,212,238)
Balance at February 29, 2020		202,986,092	141,036,814	155,390	(84,680,191)	56,512,013
Reallocation of subscription receipts		-	-	(69,440)	-	(69,440)
Share based payments	16(d)	50,000	2,750	-	-	2,750
Share based compensation	17	-	229,059	-	-	229,059
Conversion of convertible debt	13	4,782,585	178,129	-	-	178,129
Fair value of convertible debt warrants issued	18	-	93,942	-	-	93,942
Net loss		-	-	-	(1,113,978)	(1,113,978)
Balance at May 31, 2020		**207,818,677**	**$ 141,540,694**	**$ 85,950**	**$ (85,794,169)**	**$ 55,832,475**

PETROTEQ ENERGY INC.
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
For the three and nine months ended May 31, 2020 and 2019
(Unaudited)
Expressed in US dollars

	Notes	Number of Shares Outstanding	Share Capital	Subscription Receipts	Deficit	Shareholders' Equity
Balance at August 31, 2018		85,163,631	$ 93,901,521	$ 996,401	$ (61,968,522)	$ 32,929,400
Settlement of debentures		316,223	334,487	-	-	334,487
Settlement of liabilities		681,151	654,167	-	-	654,167
Common shares subscriptions		2,388,244	1,985,605	1,525,705	-	3,511,310
Share-based payments		1,300,000	1,327,915	-	-	1,327,915
Share-based compensation		-	229,060	-	-	229,060
Fair value of debt settlement warrants		-	383,496	-	-	383,496
Fair value of convertible debt warrants issued		-	514,327	-	-	514,327
Net loss		-	-	-	(4,929,106)	(4,929,106)
Balance at November 30, 2018		89,849,249	99,330,578	2,522,106	(66,897,628)	34,955,056
Settlement of debentures		145,788	90,117	-	-	90,117
Settlement of liabilities		1,688,477	789,501	-	-	789,501
Common shares subscriptions		14,476,335	6,050,299	(1,470,156)	-	4,580,143
Share-based payments		25,000	10,263	-	-	10,263
Share-based compensation		-	381,766	-	-	381,766
Fair value of convertible debt warrants issued		-	664,246	-	-	664,246
Net loss		-	-	-	(3,623,870)	(3,632,870)
Balance at February 28, 2019		106,184,849	107,845,644	1,051,950	(71,050,372)	37,847,222
Settlement of liabilities		17,846,406	10,023,368	-	-	10,023,368
Common share subscriptions		7,709,842	2,449,000	-	-	2,449,000
Share based payments		50,000	16,682	-	-	16,682
Share based compensation		-	305,413	-	-	305,413
Net loss		-	-	-	(4,500,179)	(4,500,179)
Balance at May 31, 2019		**131,791,097**	**$ 120,640,107**	**$ 1,051,950**	**$ (75,550,551)**	**$ 46,141,506**

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

PETROTEQ ENERGY INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
Expressed in US dollars

	Nine months ended May 31, 2020 (Unaudited)	Nine months ended May 31, 2019 (Unaudited)
Cash flow used for operating activities:		
Net loss	$ (7,508,886)	$ (13,053,155)
Adjustments to reconcile net loss to net cash used in operating activities		
Depreciation, depletion and amortization	97,365	54,316
Amortization of debt discount	1,040,789	2,244,362
Amortization of prepaid royalties	325,112	198,786
Loss on conversion of debt	53,129	99,548
(Gain) loss on settlement of liabilities	(659,770)	98,474
Share-based compensation	636,275	1,377,615
Shares issued for services	38,193	-
Mark to market of derivative liabilities	31,532	-
Impairment of investments	75,000	
Equity loss from investment in Accord GR Energy	-	150,000
Other	(13,998)	(100,375)
Changes in operating assets and liabilities:		
Accounts payable	2,450,900	3,323,935
Accounts receivable	127,183	255,000
Accrued expenses	796,009	(147,758)
Prepaid expenses and deposits	10,000	(446,966)
Inventory	34,953	(206,869)
Net cash used in operating activities	(2,466,214)	(6,153,087)
Cash flows used for investing activities:		
Purchase and construction of property and equipment	(2,151,777)	(7,851,053)
Mineral rights deposits paid	(610,000)	(1,800,000)
Investment in notes receivable	(702,612)	(2,569,000)
Proceeds from notes receivable	1,125,522	333,877
Advance royalty payments	(120,000)	(300,000)
Net cash used in investing activities	(2,458,867)	(12,186,176)
Cash flows from financing activities:		
Advances from related parties	358,960	24,436
Proceeds from Federal relief notes	267,490	-
Proceeds on private equity placements	2,208,374	10,540,453
Proceeds from promissory notes	348,154	-
Payments of long-term debt	(114,458)	(497,206)
Proceeds from long-term debt	-	517,000
Proceeds from convertible debt	1,949,938	5,618,750
Repayments of convertible debt	(105,000)	(400,000)
Net cash from financing activities	4,913,458	15,803,433
Decrease in cash	(11,623)	(2,535,830)
Cash, beginning of the period	50,719	2,640,001
Cash, end of the period	$ 39,096	$ 104,171
Supplemental disclosure of cash flow information		
Cash paid for interest	$ 101,899	$ 60,062
Shares issued to settle liabilities	$ 1,597,176	$ 1,868,272
Shares issued on conversion of convertible debt	$ 378,129	$ 11,467,036
Shares issued to settle acquisition obligation	$ 75,000	$ -
Value of warrants issued for convertible debt funding	$ 589,252	$ 1,178,573

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

1. GENERAL INFORMATION

Petroteq Energy Inc. (the "Company") is an Ontario, Canada corporation which conducts oil sands mining and oil extraction operations in the USA. It operates through its indirectly wholly owned subsidiary company, Petroteq Oil Sands Recovery, LLC ("POSR"), which is engaged in mining and oil extraction from tar sands.

The Company's registered office is located at Suite 6000, 1 First Canadian Place, 100 King Street West, Toronto, Ontario, M5X 1E2, Canada and its principal operating office is located at 15315 W. Magnolia Blvd, Suite 120, Sherman Oaks, California 91403, USA.

POSR is engaged in a tar sands mining and oil processing operation, using a closed-loop solvent based extraction system that recovers bitumen from surface mining, and has completed the construction of an oil processing plant in the Asphalt Ridge area of Utah.

In November 2017, the Company formed a wholly owned subsidiary, Petrobloq, LLC, to design and develop a blockchain-powered supply chain management platform for the oil and gas industry.

On June 1, 2018, the Company finalized the acquisition of a 100% interest in two leases for 1,312 acres of land within the Asphalt Ridge, Utah area.

On January 18, 2019, the Company paid $10,800,000 for the acquisition of 50% of the operating rights under U.S. federal oil and gas leases, administered by the U.S. Department of Interior's Bureau of Land Management ("BLM") covering approximately 5,960 gross acres (2,980 net acres) within the State of Utah. The total consideration of $10,800,000 was settled by the payment of $1,800,000 and by the issuance of 15,000,000 shares at an issue price of $0.60 per share.

On July 22, 2019, the Company acquired the remaining 50% of the operating rights under U.S. federal oil and gas leases, administered by the BLM covering approximately 5,960 gross acres (2,980 net acres) within the State of Utah for a total consideration of $13,000,000 settled by the issuance of 30,000,000 shares at an issue price of $0.40 per share, and cash of $1,000,000, which has not been paid to date.

Between March 14, 2019 and May 31, 2020, the Company made cash deposits of $1,907,000, included in prepaid expenses and other current assets on the consolidated balance sheets for the acquisition of 100% of the operating rights under U.S. federal oil and gas leases, administered by the BLM in Garfield and Wayne Counties covering approximately 8,480 gross acres in P.R. Springs and the Tar Sands Triangle within the State of Utah. The total consideration of $3,000,000 has been partially settled by a cash payment of $1,907,000, with the balance of $1,093,000 still outstanding.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of preparation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP") for interim financial information with the instructions to Form 10-Q and Rule 8-03 of Regulation S-X. Accordingly, these unaudited condensed consolidated financial statements do not include all of the information and disclosures required by U.S. GAAP for complete financial statements. In the opinion of management, the accompanying unaudited condensed consolidated financial statements include all adjustments (consisting only of normal recurring adjustments), which the Company considers necessary, for a fair presentation of those financial statements. The results of operations and cash flows for the nine months ended May 31, 2020 may not necessarily be indicative of results that may be expected for any succeeding quarter or for the entire fiscal year. The information contained in this Quarterly Report on Form 10-Q should be read in conjunction with the audited financial statements of Petroteq for the year ended August 31, 2019, included in the Annual Report on Form 10-K as filed with the Securities and Exchange Commission (the "SEC") on December 16, 2019.

The unaudited condensed consolidated financial statements have been prepared on a historical cost basis except for certain financial assets and financial liabilities which are measured at fair value. The Company's reporting currency and the functional currency of all of its operations is the U.S. dollar, as it is the principal currency of the primary economic environment in which the Company operates. Accordingly, all amounts referred to in the notes to the unaudited condensed consolidated financial statements are in U.S. dollars unless stated otherwise.

The Company is an "SEC Issuer" as defined under National Instrument 52-107 *"Accounting Principles and Audit Standards"* as adopted by the Canadian Securities Administrators and is relying on the exemptions of Section 3.7 of NI 52-107 and of Section 1.4(8) of the Companion Policy to National Instrument 51-102 *"Continuous Disclosure Obligations"* ("NI 51-102CP") which permits the Company to prepare its financial statements in accordance with U.S. GAAP for Canadian securities law reporting purposes.

The unaudited condensed consolidated financial statements were authorized for issue by the Board of Directors on July 20, 2020.

(b) Consolidation

The unaudited condensed consolidated financial statements include the financial statements of the Company and its subsidiaries in which it has at least a majority voting interest. All significant inter-company accounts and transactions have been eliminated in the unaudited condensed consolidated financial statements. The entities included in these consolidated financial statements are as follows:

Entity	% of Ownership	Jurisdiction
Petroteq Energy Inc.	Parent	Canada
Petroteq Energy CA, Inc.	100%	USA
Petroteq Oil Sands Recovery, LLC	100%	USA
TMC Capital, LLC	100%	USA
Petrobloq, LLC	100%	USA

An associate is an entity over which the Company has significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of associates are incorporated in the consolidated financial statements using the equity method of accounting. Under the equity method, investment in associate is carried in the consolidated statement of financial position at cost as adjusted for changes in the Company's share of the net assets of the associate, less any impairment in the value of the investment. Losses of an associate in excess of the Company's interest in that associate are not recognized. Additional losses are provided for, and a liability is recognized, only to the extent that the Company has incurred legal or constructive obligations or made payment on behalf of the associate.

The Company had accounted for its investment in Accord GR Energy, Inc. ("Accord") on the equity basis since March 1, 2017. The Company had previously owned a controlling interest in Accord and the results were consolidated in the Company's financial statements. However, subsequent equity subscriptions into Accord reduced the Company's ownership to 44.7% as of March 1, 2017 and the results of Accord were deconsolidated from that date. As of August 31, 2019, the Company has impaired 100% of the remaining investment in Accord due to inactivity and a lack of adequate investment in Accord to progress to commercial production and viability.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Estimates

The preparation of these consolidated financial statements in accordance with U.S. GAAP requires the Company to make judgements, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. The Company continually evaluates its estimates, including those related to recovery of long-lived assets. The Company bases its estimates on historical experience and on other assumptions that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Any future changes to these estimates and assumptions could cause a material change to the Company's reported amounts of revenues, expenses, assets and liabilities. Actual results may differ from these estimates under different assumptions or conditions. The Company believes the following critical accounting policies affect its more significant judgments and estimates used in the preparation of the consolidated financial statements. Significant estimates include the following;

- the useful lives and depreciation rates for intangible assets and property, plant and equipment;
- the carrying and fair value of oil and gas properties and product and equipment inventories;
- All provisions;
- the fair value of reporting units and the related assessment of goodwill for impairment, if applicable;
- the fair value of intangibles other than goodwill;
- income taxes and the recoverability of deferred tax assets
- legal and environmental risks and exposures; and
- general credit risks associated with receivables, if any.

(d) Foreign currency translation adjustments

The Company's reporting currency and the functional currency of all its operations is the U.S. dollar. Assets and liabilities of the Canadian parent company are translated to U.S. dollars using the applicable exchange rate as of the end of a reporting period. Income, expenses and cash flows are translated using an average exchange rate during the reporting period. Since the reporting currency as well as the functional currency of all entities is the U.S. Dollar there is no translation difference recorded.

(e) Revenue recognition

The Company recognizes revenue in terms of ASC 606 - Revenue from Contracts with Customers and includes a five-step revenue recognition model to depict the transfer of goods or services to customers in an amount that reflects the consideration in exchange for those goods or services. The five steps are as follows:

i. identify the contract with a customer;

ii. identify the performance obligations in the contract;

iii. determine the transaction price;

iv. allocate the transaction price to performance obligations in the contract; and

v. recognize revenue as the performance obligation is satisfied.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Revenue recognition (continued)

Revenue from hydrocarbon sales

Revenue from hydrocarbon sales include the sale of hydrocarbon products and are recognized when production is sold to a purchaser at a fixed or determinable price, delivery has occurred, control has transferred and collectability of the revenue is probable. The Company's performance obligations are satisfied at a point in time. This occurs when control is transferred to the purchaser upon delivery of contract specified production volumes at a specified point. The transaction price used to recognize revenue is a function of the contract billing terms. Revenue is invoiced, if required, upon delivery based on volumes at contractually based rates with payment typically received within 30 days after invoice date. Taxes assessed by governmental authorities on hydrocarbon sales, if any, are not included in such revenues, but are presented separately in the consolidated comprehensive statements of loss and comprehensive loss.

Transaction price allocated to remaining performance obligations

The Company does not anticipate entering into long-term supply contracts, rather it expects all contracts to be short-term in nature with a contract term of one year or less. The Company intends applying the practical expedient in ASC 606 exempting the disclosure of the transaction price allocated to remaining performance obligations if the performance obligation is part of a contract that has an original expected duration of one year or less. For contracts with terms greater than one year, the Company will apply the practical expedient in ASC 606 exempting the disclosure of the transaction price allocated to remaining performance obligations if there is any variable consideration to be allocated entirely to a wholly unsatisfied performance obligation. The Company anticipates that with respect to the contracts it will enter into, each unit of product will typically represent a separate performance obligation; therefore, future volumes are wholly unsatisfied and disclosure of the transaction price allocated to remaining performance obligations is not required.

Contract balances

The Company does not anticipate that it will receive cash relating to future performance obligations. However, if such cash is received, the revenue will be deferred and recognized when all revenue recognition criteria are met.

Disaggregation of revenue

The Company has limited revenues to date. Disaggregation of revenue disclosures can be found in Note 23.

Customers

The Company anticipates that it will have a limited number of customers which will make up the bulk of its revenues due to the nature of the oil and gas industry.

(f) General and administrative expenses

General and administrative expenses will be presented net of any working interest owners, if any, of the oil and gas properties owned or leased by the Company.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(g) Share-based payments

The Company may grant stock options to directors, officers, employees and others providing similar services. The fair value of these stock options is measured at grant date using the Black-Scholes option pricing model taking into account the terms and conditions upon which the options were granted. Share-based compensation expense is recognized on a straight-line basis over the period during which the options vest, with a corresponding increase in equity.

The Company may also grant equity instruments to consultants and other parties in exchange for goods and services. Such instruments are measured at the fair value of the goods and services received on the date they are received and are recorded as share-based compensation expense with a corresponding increase in equity. If the fair value of the goods and services received are not reliably determinable, their fair value is measured by reference to the fair value of the equity instruments granted.

(h) Income taxes

The Company utilizes ASC 740, Accounting for Income Taxes, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred income taxes are recognized for the tax consequences in future years of differences between the tax bases of assets and liabilities and their financial reporting amounts at each period end based on enacted tax laws and statutory tax rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized.

The Company accounts for uncertain tax positions in accordance with the provisions of ASC 740, “Income Taxes”. Accounting guidance addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the consolidated financial statements, under which a company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position.

The tax benefits recognized in the consolidated financial statements from such a position are measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. Accordingly, the Company would report a liability for unrecognized tax benefits resulting from uncertain tax positions taken or expected to be taken in a tax return. The Company elects to recognize any interest and penalties, if any, related to unrecognized tax benefits in tax expense.

(i) Net income (loss) per share

Basic net income (loss) per share is computed on the basis of the weighted average number of common shares outstanding during the period.

Diluted net income (loss) per share is computed on the basis of the weighted average number of common shares and common share equivalents outstanding. Dilutive securities having an anti-dilutive effect on diluted net income (loss) per share are excluded from the calculation.

Dilution is computed by applying the treasury stock method for stock options and share purchase warrants. Under this method, “in-the-money” stock options and share purchase warrants are assumed to be exercised at the beginning of the period (or at the time of issuance, if later), and as if funds obtained thereby were used to purchase common shares at the average market price during the period.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Cash and cash equivalents

The Company considers all highly liquid investments with original contractual maturities of three months or less to be cash equivalents.

(k) Accounts receivable

The Company had minimal sales during the period and accounts receivable balances are minimal.

(l) Oil and gas property and equipment

The Company follows the successful efforts method of accounting for its oil and gas properties. Exploration costs, such as exploratory geological and geophysical costs, and costs associated with delay rentals and exploration overhead are charged against earnings as incurred. Costs of successful exploratory efforts along with acquisition costs and the costs of development of surface mining sites are capitalized.

Site development costs are initially capitalized, or suspended, pending the determination of proved reserves. If proved reserves are found, site development costs remain capitalized as proved properties. Costs of unsuccessful site developments are charged to exploration expense. For site development costs that find reserves that cannot be classified as proved when development is completed, costs continue to be capitalized as suspended exploratory site development costs if there have been sufficient reserves found to justify completion as a producing site and sufficient progress is being made in assessing the reserves and the economic and operating viability of the project. If management determines that future appraisal development activities are unlikely to occur, associated suspended exploratory development costs are expensed. In some instances, this determination may take longer than one year. The Company reviews the status of all suspended exploratory site development costs quarterly.

Capitalized costs of proved oil and gas properties are depleted by an equivalent unit-of-production method. Proved leasehold acquisition costs, less accumulated amortization, are depleted over total proved reserves, which includes proved undeveloped reserves. Capitalized costs of related equipment and facilities, including estimated asset retirement costs, net of estimated salvage values and less accumulated amortization are depreciated over proved developed reserves associated with those capitalized costs. Depletion is calculated by applying the DD&A rate (amortizable base divided by beginning of period proved reserves) to current period production.

Costs associated with unproved properties are excluded from the depletion calculation until it is determined whether or not proved reserves can be assigned to such properties. The Company assesses its unproved properties for impairment annually, or more frequently if events or changes in circumstances dictate that the carrying value of those assets may not be recoverable.

Proved properties will be assessed for impairment annually, or more frequently if events or changes in circumstances dictate that the carrying value of those assets may not be recoverable. Individual assets are grouped for impairment purposes based on a common operating location. If there is an indication the carrying amount of an asset may not be recovered, the asset is assessed for potential impairment by management through an established process. If, upon review, the sum of the undiscounted pre-tax cash flows is less than the carrying value of the asset, the carrying value is written down to estimated fair value. Because there is usually a lack of quoted market prices for long-lived assets, the fair value of impaired assets is typically determined based on the present values of expected future cash flows using discount rates believed to be consistent with those used by principal market participants or by comparable transactions. The expected future cash flows used for impairment reviews and related fair value calculations are typically based on judgmental assessments of future production volumes, commodity prices, operating costs, and capital investment plans, considering all available information at the date of review.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(l) Oil and gas property and equipment (continued)

Gains or losses are recorded for sales or dispositions of oil and gas properties which constitute an entire common operating field or which result in a significant alteration of the common operating field's DD&A rate. These gains and losses are classified as asset dispositions in the accompanying consolidated statements of loss and comprehensive loss. Partial common operating field sales or dispositions deemed not to significantly alter the DD&A rates are generally accounted for as adjustments to capitalized costs with no gain or loss recognized.

The Company capitalizes interest costs incurred and attributable to material unproved oil and gas properties and major development projects of oil and gas properties.

(m) Other property and equipment

Depreciation and amortization of other property and equipment, including corporate and leasehold improvements, are provided using the straight-line method based on estimated useful lives ranging from three to ten years. Interest costs incurred and attributable to major corporate construction projects are also capitalized.

(n) Asset retirement obligations and environmental liabilities

The Company recognizes liabilities for retirement obligations associated with tangible long-lived assets, such as producing sites when there is a legal obligation associated with the retirement of such assets and the amount can be reasonably estimated. The initial measurement of an asset retirement obligation is recorded as a liability at its fair value, with an offsetting asset retirement cost recorded as an increase to the associated property and equipment on the consolidated balance sheet. When the assumptions used to estimate a recorded asset retirement obligation change, a revision is recorded to both the asset retirement obligation and the asset retirement cost. The Company's asset retirement obligations also include estimated environmental remediation costs which arise from normal operations and are associated with the retirement of such long-lived assets. The asset retirement cost is depreciated using a systematic and rational method similar to that used for the associated property and equipment.

(o) Commitments and contingencies

Liabilities for loss contingencies arising from claims, assessments, litigation or other sources are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated. Liabilities for environmental remediation or restoration claims resulting from allegations of improper operation of assets are recorded when it is probable that obligations have been incurred and the amounts can be reasonably estimated. Expenditures related to such environmental matters are expensed or capitalized in accordance with the Company's accounting policy for property and equipment.

(p) Fair value measurements

Certain of the Company's assets and liabilities are measured at fair value at each reporting date. Fair value represents the price that would be received to sell the asset or paid to transfer the liability in an orderly transaction between market participants. This price is commonly referred to as the "exit price." Fair value measurements are classified according to a hierarchy that prioritizes the inputs underlying the valuation techniques. This hierarchy consists of three broad levels:

- Level 1 – Inputs consist of unadjusted quoted prices in active markets for identical assets and liabilities and have the highest priority. When available, the Company measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value.

- Level 2 – Inputs consist of quoted prices that are generally observable for the asset or liability. Common examples of Level 2 inputs include quoted prices for similar assets and liabilities in active markets or quoted prices for identical assets and liabilities in markets not considered to be active.

- Level 3 – Inputs are not observable from objective sources and have the lowest priority. The most common Level 3 fair value measurement is an internally developed cash flow model.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(q) Comparative amounts

The comparative amounts presented in these consolidated financial statements have been reclassified where necessary to conform to the presentation used in the current year.

(r) Recent accounting standards

Issued accounting standards not yet adopted

The Company will evaluate the applicability of the following issued accounting standards and intends to adopt those which are applicable to its activities.

On February 25, 2016, the FASB issued ASU 2016-02, Leases (Topic 842)

Effective September 1, 2019, the Company adopted the Financial Accounting Standards Board's standard, Leases (Topic 842), as amended. The standard requires all leases to be recorded on the balance sheet as a right of use asset and a lease liability. The Company intends to use a transition method that applies the new lease standard at September 1, 2019 and recognizes any cumulative effect adjustments to the opening balance of fiscal year 2020 retained earnings. The Company intends to apply a policy election to exclude short-term leases from balance sheet recognition and also intends to elect certain practical expedients at adoption. As permitted under these expedients the Company will not reassess whether existing contracts are or contain leases, the lease classification for any existing leases, initial direct costs for any existing lease and whether existing land easements and rights of way, that were not previously accounted for as leases, are or contain a lease.

The Company has certain capital leases that meet the requirements of this ASU. These leases have historically been treated in line with the requirements of ASU 2016-02, therefore no adjustment is required.

The Company will continue assessing the impact of the adoption of this ASU on the unaudited condensed consolidated financial statements.

In December 2019, the FASB issued ASU 2019-12, Income Taxes (Topic 740)

The Amendments in this update reduce the complexity in accounting for income taxes by removing certain exceptions to accounting for income taxes and deferred taxes and simplifying the accounting treatment of franchise taxes, a step up in the tax basis of goodwill as part of business combinations, the allocation of current and deferred tax to a legal entity not subject to tax in its own financial statements, reflecting changes in tax laws or rates in the annual effective rate in interim periods that include the enactment date and minor codification improvements.

This ASU is effective for fiscal years and interim periods beginning after December 15, 2020.

The effects of this ASU on the Company's financial statements is not considered to be material.

The FASB issued several updates during the period, none of these standards are either applicable to the Company or require adoption at a future date and none are expected to have a material impact on the consolidated financial statements upon adoption.

Expressed in US dollars

3. GOING CONCERN

The Company has incurred losses for several years and, at May 31, 2020, has an accumulated deficit of $85,794,169, (August 31, 2019 - $78,285,282) and working capital deficiency of $12,666,896 (August 31, 2019 - $9,268,763). These unaudited condensed consolidated financial statements have been prepared on the basis that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. The ability of the Company to continue as a going concern is dependent on obtaining additional financing, which it is currently in the process of obtaining. There is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company. These consolidated financial statements do not reflect the adjustments or reclassifications that would be necessary if the Company were unable to continue operations in the normal course of business.

4. TRADE AND OTHER RECEIVABLES

The Company's accounts receivables consist of:

	May 31, 2020	August 31, 2019
Trade receivables	$ 4,000	$ -
Goods and services tax receivable	12,831	59,013
Other receivables	-	85,000
	$ 16,831	$ 144,013

Information about the Company's exposure to credit risks for trade and other receivables is included in Note 26(a).

5. NOTES RECEIVABLE

The Company's notes receivables consist of:

	Maturity Date	Interest Rate	May 31, 2020	August 31, 2019
Manhatten Enterprises	On Demand	5%	$ 76,000	$ 76,000
Strategic IR	August 20, 2021	5%	596,581	642,581
Beverly Pacific Holdings	August 20, 2021	5%	-	117,000
Interest accrued			47,152	10,162
			$ 719,733	$ 845,743
Disclosed as follows:				
Current portion			$ 88,202	$ 85,359
Long-term portion			631,531	760,384
			$ 719,733	$ 845,743

5. NOTES RECEIVABLE (continued)

Manhatten Enterprises

The Company advanced Manhatten Enterprises the sum of $75,000 pursuant to a promissory note on March 16, 2017. The note, which bears interest at 5% per annum, matured on March 16, 2020. The Note has reached its maturity date and is currently on demand until a new agreement is negotiated.

Strategic IR

The Company advanced Strategic IR a total of $642,581 during the year ended August 31, 2019. This was memorialized by a promissory note that bears interest at 5% per annum and is repayable on August 20, 2021. During the nine months ended May 31, 2020, the Company advanced Strategic IR a further $125,000 and received repayments totalling $171,000. The balance owing at May 31, 2020 is $596,581 plus interest thereon of $34,950.

Beverly Pacific Holdings

The company advanced Beverly Pacific Holdings a net amount of $117,000 during the year ended August 31, 2019, memorialized by a promissory note that bears interest at 5% per annum and is repayable on August 8, 2021. During the current period, the Company advanced a further $577,612, which has subsequently been settled by Beverly Pacific. As of May 31, 2020, the balance owing to the Company is $0.

6. ORE INVENTORY

The mining and crushing of bituminous sands has been contracted to an independent third party.

Due to the COVID-19 pandemic and the impact this has had on the country and the global economy, the Company has suspended production of hydrocarbon products and does not anticipate resuming production until oil prices return to sustainable profitable levels.

During the nine months ended May 31, 2020, the cost of mining, hauling and crushing the ore, amounting to $0 (2018 - $0), was recorded as the cost of the crushed ore inventory. The Company used approximately 5,000 yards of crushed ore during the nine months ended May 31, 2020.

7. ADVANCED ROYALTY PAYMENTS

Advance royalty payments to Asphalt Ridge, Inc.

During the year ended August 31, 2015, the Company acquired TMC Capital, LLC, which has a mining and mineral lease with Asphalt Ridge, Inc. (the "TMC Mineral Lease") (Note 8(a)). The mining and mineral lease with Asphalt Ridge, Inc. required the Company to make minimum advance royalty payments which can be used to offset future production royalties for a maximum of two years following the year the advance royalty payment was made.

Effective February 21, 2018, a third amendment was made to the TMC Mineral Lease. The amended advanced royalty payments required are a minimum of $100,000 per quarter from July 1, 2018 to June 30, 2020 and a minimum of $150,000 per quarter thereafter. Royalties payable on production range from 8% to 16% of adjusted revenues, dependent on hydrocarbon prices.

As at May 31, 2020, the Company has paid advance royalties of $2,370,336 (August 31, 2019 - $2,250,336) to the lease holder, of which a total of $1,707,419 have been used to pay royalties as they have come due under the terms of the TMC Mineral Lease. During the nine months ended May 31, 2020, $120,000 in advance royalties were paid and $325,112 have been used to pay royalties which have come due. The royalties expensed have been recognized in cost of goods sold on the unaudited condensed consolidated statements of loss and comprehensive loss.

As at May 31, the Company expects to record minimum royalties paid of $424,583 from these advance royalties either against production royalties or for the royalties due within a twelve month period.

Expressed in US dollars

8. MINERAL LEASES

	TMC Mineral Lease	SITLA Mineral Lease	BLM Mineral Lease	Total
Cost				
August 31, 2018	$ 11,091,388	$ 19,755	$ -	$ 11,111,143
Additions	-	-	23,800,000	23,800,000
August 31, 2019	11,091,388	19,755	23,800,000	34,911,143
Additions	-	-	-	-
May 31, 2020	$ 11,091,388	$ 19,755	$ 23,800,000	$ 34,911,143
Accumulated Amortization				
August 31, 2018, 2019 and May 31, 2020	$ -	$ -	$ -	$ -
Carrying Amounts				
August 31, 2018	$ 11,091,388	$ 19,755	$ -	$ 11,111,143
August 31, 2019	$ 11,091,388	$ 19,755	$ 23,800,000	$ 34,911,143
May 31, 2020	$ 11,091,388	$ 19,755	$ 23,800,000	$ 34,911,143

(a) TMC Mineral Lease

On November 21, 2018, a fourth amendment was made to the mining and mineral lease agreement whereby certain properties previously excluded from the third amendment were included in the lease agreement.

The termination clause was amended to provide for:

(i) Automatic termination if there is a lack of a written financial commitment to fund the proposed 1,000 barrel per day production facility prior to July 1, 2019, and another 1,000 barrel per day production facility prior to July 1, 2020;

(ii) Termination following cessation of operations or inadequate production due to increased operating costs or decreased marketability if production is not restored to 80% of capacity within six months of such cessation;

(iii) Termination if the proposed 3,000 barrel per day plant fails to produce a minimum of 80% of its rated capacity for at least 180 calendar days during the lease year commencing July 1, 2021 plus any extension periods;

(iv) The ability of the lessee to surrender the lease with 30 days written notice; and

(v) A remedial provision whereby upon notice by the lessor to the lessee of a breach of any material term of the lease, the lessor will inform the lessee in writing and the lessee will have 30 days to cure financial breaches and 150 days to cure any other non-monetary breaches.

The term of the lease was extended by the amendment, provided that a written commitment is obtained to fund the 3,000 barrel per day proposed plant. The Company is required to produce a minimum average daily quantity of bitumen, crude oil and/or bitumen products, for a minimum of 180 days during each lease year and 600 days in three consecutive lease years, of:

(i) By July 1, 2019 plus any extension periods, 80% of 1,000 barrels per day;

(ii) By July 1, 2020 plus any extension periods, 80% of 2,000 barrels per day; and

(iii) By July 1, 2021, plus any extension periods, 80% of 3,000 barrels per day.

Minimum expenditures to be incurred on the properties are $2,000,000 beginning July 1, 2021 if a minimum daily production of 3,000 barrels per day during a 180 day period is not achieved.

8. MINERAL LEASES (continued)

(b) SITLA Mineral Lease (Petroteq Oil Sands Recovery, LLC mineral lease)

On June 1, 2018, the Company acquired mineral rights under two mineral leases entered into between the State of Utah's School and Institutional Trust Land Administration ("SITLA"), as lessor, and POSR, as lessee, covering lands in Asphalt Ridge that largely adjoin the lands held under the TMC Mineral Lease (collectively, the "SITLA Mineral Leases"). The SITLA Mineral Leases are valid until May 30, 2028 and have rights for extensions based on reasonable production. The leases remain in effect beyond the original lease term so long as mining and sale of the tar sands are continued and sufficient to cover operating costs of the Company.

Advanced royalty of $10 per acre are due annually each year the lease remains in effect and can be applied against actual production royalties. The advanced royalty is subject to price adjustment by the lessor after the tenth year of the lease and then at the end of each period of five years thereafter.

Production royalties payable are 8% of the market price of marketable product or products produced from the tar sands and sold under arm's length contract of sale. Production royalties have a minimum of $3 per barrel of produced substance and may be increased by the lessor after the first ten years of production at a maximum rate of 1% per year and up to 12.5%.

(c) BLM Mineral Lease

On January 18, 2019, the Company paid $10,800,000 for the acquisition of 50% of the operating rights under U.S. federal oil and gas leases, administered by the U.S. Department of Interior's Bureau of Land Management ("BLM") covering approximately 5,960 gross acres (2,980 net acres) within the State of Utah. The total consideration of $10,800,000 was settled by a cash payment of $1,800,000 and by the issuance of 15,000,000 shares at an issue price of $0.60 per share, amounting to $9,000,000.

On July 22, 2019, the Company acquired the remaining 50% of the operating rights under U.S. federal oil and gas leases, administered by the BLM covering approximately 5,960 gross acres (2,980 net acres) within the State of Utah, for a total consideration of $13,000,000 settled by the issuance of 30,000,000 shares at an issue price of $0.40 per share, amounting to $12,000,000 and cash of $1,000,000, which has not been paid to date.

Expressed in US dollars

9. PROPERTY, PLANT AND EQUIPMENT

	Oil Extraction Plant	Other Property and Equipment	Total
Cost			
August 31, 2018	$ 23,101,035	$ 394,555	$ 23,495,590
Additions	12,454,792	43,613	12,498,405
August 31, 2019	35,555,827	438,168	35,993,995
Additions	2,146,085	5,692	2,151,777
May 31, 2020	$ 37,701,912	$ 443,860	$ 38,145,772
Accumulated Amortization			
August 31, 2018	$ 2,148,214	$ 158,481	$ 2,306,695
Additions	-	73,650	73,650
August 31, 2019	2,148,214	232,131	2,380,345
Additions	-	97,365	97,365
May 31, 2020	$ 2,148,214	$ 329,496	$ 2,477,710
Carrying Amount			
August 31, 2018	$ 20,952,821	$ 236,074	$ 21,188,895
August 31, 2019	$ 33,407,613	$ 206,037	$ 33,613,650
May 31, 2020	$ 35,536,698	$ 114,364	$ 35,668,062

Oil Extraction Plant

In June 2011, the Company commenced the development of an oil extraction facility on its mineral lease in Maeser, Utah and entered into construction and equipment fabrication contracts for this purpose. On September 1, 2015, the first phase of the plant was completed and was ready for production of hydrocarbon products for resale to third parties. During the year ended August 31, 2017 the Company began the dismantling and relocating the oil extraction facility to its TMC Mineral Lease facility to improve production and logistical efficiencies while continuing its project to increase production capacity to a minimum capacity of 1,000 barrels per day. The plant has been relocated to the TMC mining site and expansion of the plant to production of 1,000 barrels per day has been substantially completed.

The cost of construction includes capitalized borrowing costs for the nine months ended May 31, 2020 of $0 (August 31, 2019 - $2,190,309) and total capitalized borrowing costs as at May 31, 2020 of $4,421,055 (August 31, 2019 - $4,421,055).

As a result of the relocation of the plant and the planned expansion of the plant's production capacity to 1,000 barrels per day, and subsequently to an additional 3,000 barrels per day, the Company re-evaluated the depreciation policy of the oil extraction plant and the oil extraction technologies (Note 10) and determined that depreciation should be recorded on the basis of the expected production of the completed plant at various capacities. No amortization has been recorded during the nine months ended May 31, 2020 and 2019 as there has only been immaterial production during these periods.

Expressed in US dollars

10. INTANGIBLE ASSETS

		Oil Extraction Technologies
Cost		
August 31, 2018	$	809,869
Additions		-
August 31, 2019		809,869
Additions		-
May 31, 2020	$	809,869
Accumulated Amortization		
August 31, 2018	$	102,198
Additions		-
August 31, 2019		102,198
Additions		-
May 31, 2020	$	102,198
Carrying Amounts		
August 31, 2018	$	707,671
August 31, 2019	$	707,671
May 31, 2020	$	707,671

Oil Extraction Technologies

During the year ended August 31, 2012, the Company acquired a closed-loop solvent-based oil extraction technology which facilitates the extraction of oil from a wide range of bituminous sands and other hydrocarbon sediments. The Company has filed patents for this technology in the USA and Canada and has employed it in its oil extraction plant. The Company commenced partial production from its oil extraction plant on September 1, 2015 and was amortizing the cost of the technology over fifteen years, the expected life of the oil extraction plant. Since the Company has increased the capacity of the plant to 1,000 barrels daily during 2018, and expects to further expand the capacity to an additional 3,000 barrels daily, it determined that a more appropriate basis for the amortization of the technology is the units of production at the plant after commercial production begins again. No amortization of the technology was recorded during the nine months ended May 31, 2020 and 2019.

11. ACCOUNTS PAYABLE AND ACCRUED EXPENSES

Accounts payable as at May 31, 2020 and August 31, 2019 consist primarily of amounts outstanding for construction and expansion of the oil extraction plant and other operating expenses that are due on demand.

Accrued expenses as at May 31, 2020 and August 31, 2019 consist primarily of other operating expenses and interest accruals on long-term debt (Note 12) and convertible debentures (Note 13).

Information about the Company's exposure to liquidity risk is included in Note 26(c).

Expressed in US dollars

12. LONG-TERM DEBT

Lender	Maturity Date	Interest Rate	Principal due May 31, 2020	Principal due August 31, 2019
Private lenders	January 15, 2020	10.00%	$ 200,000	$ 200,000
Private lenders	January 31, 2020	10.00%	364,177	567,230
Private lenders	September 17, 2019	10.00%	100,000	100,000
Beverly Pacific Holdings	On demand	5.00%	259,910	-
Equipment loans	April 20, 2020 - November 7, 2021	4.30 - 12.36%	291,170	405,628
			$ 1,215,257	$ 1,272,858

The maturity date of the long-term debt is as follows:

	May 31, 2020	August 31, 2019
Principal classified as repayable within one year	$ 1,089,237	$ 1,057,163
Principal classified as repayable later than one year	126,020	215,695
	$ 1,215,257	$ 1,272,858

(a) Private lenders

(i) On July 3, 2018, the Company received a $200,000 advance from a private lender bearing interest at 10% per annum and repayable on January 15, 2020. The loan is guaranteed by the Chairman of the Board. The loan terms are currently being renegotiated.

(ii) On October 10, 2014, the Company issued two secured debentures for an aggregate principal amount of CAD $1,100,000 to two private lenders. The debentures initially bore interest at a rate of 12% per annum, were originally scheduled to mature on October 15, 2017 and are secured by all of the assets of the Company. In addition, the Company issued common share purchase warrants to acquire an aggregate of 16,667 common shares of the Company. On September 22, 2016, the two secured debentures were amended to extend the maturity date to January 31, 2017. The terms of these debentures were renegotiated with the debenture holders to allow for the conversion of the secured debentures into common shares of the Company at a rate of CAD $4.50 per common share and to increase the interest rate, starting June 1, 2016, to 15% per annum. On January 31, 2017, the two secured debentures were amended to extend the maturity date to July 31, 2017. Additional transaction costs and penalties incurred for the loan modifications amounted to $223,510. On February 9, 2018, the two secured debentures were renegotiated with the debenture holders to extend the loan to May 1, 2019. A portion of the debenture amounting to CAD $628,585 was amended to be convertible into common shares of the Company, of which, CAD $365,000 were converted on May 1, 2018. The remaining convertible portion is interest free and was to be converted from August 1, 2018 to January 1, 2019. The remaining non-convertible portion of the debenture was to be paid off in 12 equal monthly instalments beginning May 1, 2018, bearing interest at 5% per annum. On September 11, 2018, the remaining convertible portion of the debenture was converted into common shares of the Company and a portion of the non-convertible portion of the debenture was settled through the issue of 316,223 common shares of the Company. On December 13, 2019, the maturity date of the non-convertible portion of the debenture was extended to January 31, 2020 and the interest rate was increased to 10% per annum. The terms of this loan are currently being renegotiated.

(iii) On October 4, 2018, the Company entered into a debenture line of credit of $9,500,000 from Bay Private Equity and received an advance of $100,000. The debenture matured on September 17, 2019 and bears interest at 10% per annum. As compensation for the debenture line of credit the Company issued 950,000 commitment shares to Bay Private Equity and a further 300,000 shares as a finder's fee to a third party.

(b) Beverly Pacific Holdings advanced the Company $259,910 during the period January 8, 2020 to March 13, 2020. The note bears interest at a rate of 5% per annum and is currently payable on demand.

Expressed in US dollars

12. LONG-TERM DEBT (continued)

(c) Equipment loans

During April 2015, the Company entered into two equipment loan agreements in the aggregate amount of $282,384, with financial institutions to acquire equipment for the oil extraction facility. The loans had a term of 60 months and bore interest at rates between 4.3% and 4.9% per annum. Principal and interest were paid in monthly instalments. These loans were secured by the acquired assets.

On May 7, 2018, the Company entered into a negotiable promissory note and security agreement with Commercial Credit Group to acquire a crusher from Power Equipment Company for $660,959. An implied interest rate was calculated as 12.36% based on the timing of the initial repayment of $132,200 and subsequent 42 monthly instalments of $15,571. The terms of the note were renegotiated during June 2020, and the instalments were amended to $16,140 per month due to payments not being made during the pandemic. The promissory note is secured by the crusher.

13. CONVERTIBLE DEBENTURES

Lender	Maturity Date	Interest Rate	Principal due May 31, 2020	Principal due August 31, 2019
GS Capital Partners	January 15, 2020	10.00%	$ 143,750	$ 143,750
Calvary Fund I LP	September 4, 2019	10.00%	-	250,000
Calvary Fund I LP	October 12, 2020	10.00%	220,000	250,000
SBI Investments LLC	October 15, 2020	10.00%	250,000	250,000
Bay Private Equity, Inc.	January 15, 2020	5.00%	2,900,000	2,900,000
Bay Private Equity, Inc.	January 15, 2020	5.00%	2,400,000	2,400,000
Cantone Asset Management LLC	October 19, 2020	7.00%	300,000	300,000
Calvary Fund I LP	August 29, 2020	3.30%	480,000	480,000
Cantone Asset Management LLC	December 17, 2020	7.00%	240,000	-
Cantone Asset Management LLC	January 14, 2021	7.00%	240,000	-
Private lender	October 29, 2020	10.00%	200,000	-
Petroleum Capital Funding LP	November 26, 2020	10.00%	318,000	-
Power Up Lending Group, Ltd.	October 11, 2020	12.00%	33,000	-
Power Up Lending Group, Ltd.	December 17, 2020	12.00%	81,000	-
Petroleum Capital Funding LP	December 4, 2023	10.00%	432,000	-
EMA Financial LLC	August 21, 2020	8.00%	150,000	-
Crown Bridge Partners, LLC	January 20, 2021	10.00%	42,500	-
SBI Investments LLC	January 16, 2021	10.00%	55,000	-
Petroleum Capital Funding LP	March 30, 2024	10.00%	471,000	-
Power Up Lending Group, Ltd.	December 17, 2020	12.00%	64,300	-
			9,020,550	6,973,750
Unamortized debt discount			(1,108,459)	(644,281)
Total loans			$ 7,912,091	$ 6,329,469

The maturity date of the convertible debentures are as follows:

	May 31, 2020	August 31, 2019
Principal classified as repayable within one year	$ 7,351,238	$ 6,188,872
Principal classified as repayable later than one year	560,853	140,597
	$ 7,912,091	$ 6,329,469

13. CONVERTIBLE DEBENTURES (continued)

(a) GS Capital Partners

On December 28, 2018, the Company issued a convertible debenture of $143,750 including an original issue discount of $18,750, together with warrants exercisable for 260,416 shares of common stock at an exercise price of $0.48 per share with a maturity date of April 29, 2019. The debenture has a term of four months and one day and bears interest at a rate of 10% per annum payable at maturity and at the option of the holder the purchase amount of the debenture (excluding the original issue discount of 15%) is convertible into 260,416 common shares of the Company at $0.48 per share in accordance with the terms and conditions set out in the debenture. During December 2019, the maturity date was extended to January 15, 2020. This note has not been repaid or converted as yet.

(b) Calvary Fund I LP

On September 4, 2018, the Company issued units to Calvary Fund I LP for $250,000, which was originally advanced on August 9, 2018. The units consist of 250 units of $1,000 convertible debentures and 1,149,424 common share purchase warrants. The convertible debenture bears interest at 10%, matures on September 4, 2019 and is convertible into common shares of the Company at a price of $0.87 per common share. The common share purchase warrants entitle the holder to acquire additional common shares of the Company at a price of $0.87 per share and expired on September 4, 2019.

On September 9, 2019, the Company repaid $75,000 of principal and $1,096 in interest in partial settlement of the convertible debenture. On September 19, 2019, the Company entered into an agreement with Calvary Fund, whereby the remaining principal and interest of $200,000 was settled by the issue of 1,111,111 common shares and warrants exercisable over 1,111,111 common shares at an exercise price of $0.23 per share, expiring on September 20, 2021.

(c) Calvary Fund I LP

On October 12, 2018, the Company entered into an agreement with Calvary Fund I LP whereby the Company issued 250 one year units for proceeds of $250,000, each unit consisting of a $1,000 principal convertible unsecured debenture, bearing interest at 10% per annum and convertible into common shares at $0.86 per share, and a warrant exercisable for 1,162 common shares at an exercise price of $0.86 per share.

The warrants expired on October 12, 2019 unexercised.

During December 2019, the maturity date of the convertible loan was extended to October 12, 2020 and the conversion price of the note was reset to $0.18 per share.

(d) SBI Investments, LLC

On October 15, 2018, the Company entered into an agreement with SBI Investments LLC whereby the Company issued 250 one year units for proceeds of $250,000, each debenture consisting of a $1,000 principal convertible unsecured debenture, bearing interest at 10% per annum and convertible into common shares at $0.86 per share, and a warrant exercisable for 1,162 shares of common stock at an exercise price of $0.86 per share.

The warrants expired on October 15, 2019 unexercised.

During December 2019, the maturity date of the convertible loan was extended to October 12, 2020 and the conversion price of the note was reset to $0.18 per share.

13. CONVERTIBLE DEBENTURES (continued)

(e) Bay Private Equity, Inc.

On September 17, 2018, the Company issued 3 one year convertible units of $1,100,000 each to Bay Private Equity, Inc. ("Bay") for net proceeds of $2,979,980. These units bear interest at 5% per annum and mature one year from the date of issue. Each unit consists of one senior secured convertible debenture of $1,100,000 and 250,000 common share purchase warrants. Each convertible debenture may be converted to common shares of the Company at a conversion price of $1.00 per share. Each common share purchase warrant entitles the holder to purchase an additional common share of the Company at a price of $1.10 per share for one year after the issue date. On January 23, 2019, $400,000 of the principal outstanding was repaid out of the proceeds raised on the January 16, 2019 Bay convertible debenture (Note 13(f)).

On September 17, 2019, the warrants expired, unexercised.

During December 2019, the maturity date was extended to January 15, 2020, the maturity date has not been extended further and the note is currently in default, management continue to negotiate the extension of the note with the lender.

(f) Bay Private Equity, Inc.

On January 16, 2019, the Company issued a convertible debenture of $2,400,000, including an original issue discount of $400,000, for net proceeds of $2,000,000. The convertible debenture bears interest at 5% per annum and matured on October 15, 2019. The convertible debenture may be converted to 5,000,000 common shares of the Company at a conversion price of $0.40 per share. $400,000 of the proceeds raised was used to repay a portion of the $3,300,000 convertible debenture issued to Bay Private Equity on September 17, 2018 (Note 13(e)).

During December 2019, the maturity date was extended to January 15, 2020, the maturity date has not been extended further and the note is currently in default, management continue to negotiate the extension of the note with the lender.

(g) Cantone Asset Management, LLC

On July 19, 2019, the Company issued a convertible debenture of $300,000, including an original issue discount of $50,000, for net proceeds of $234,000 after certain legal expenses and warrants exercisable for 1,315,789 common shares at an exercise price of $0.24 per share. The convertible debenture bears interest at 7% per annum and matures on October 19, 2020. The convertible debenture may be converted to 1,578,947 common shares of the Company at a conversion price of $0.19 per share.

(h) Calvary Fund I LP

On August 19, 2019, the Company issued a convertible debenture of $480,000, including an original issue discount of $80,000, for net proceeds of $374,980 after certain legal expenses and warrants exercisable for 2,666,666 common shares at an exercise price of $0.15 per share. The convertible debenture bears interest at 3.3% per annum and matures on August 29, 2020. The convertible debenture may be converted to 2,352,941 common shares of the Company at a conversion price of $0.17 per share.

(i) Cantone Asset Management, LLC

On September 19, 2019, the Company issued a convertible debenture of $240,000, including an original issue discount of $40,000, for net proceeds of $200,000, and warrants exercisable for 952,380 common shares at an exercise price of $0.26 per share. The convertible debenture bears interest at 7% per annum and matures on December 17, 2020. The net proceeds of the convertible debenture may be converted to 952,380 common shares of the Company at a conversion price of $0.21 per share.

(j) Cantone Asset Management, LLC

On October 14, 2019, the Company issued a convertible debenture of $240,000, including an original issue discount of $40,000, for net proceeds of $200,000, and warrants exercisable for 1,176,470 common shares at an exercise price of $0.20 per share. The convertible debenture bears interest at 7% per annum and matures on January 14, 2021. The net proceeds of the convertible debenture may be converted to 1,176,470 common shares of the Company at a conversion price of $0.17 per share.

13. CONVERTIBLE DEBENTURES (continued)

(k) Private investor

On October 29, 2019, the Company issued a convertible debenture of $200,000, and a one year warrant, expiring on October 29, 2020, exercisable for 555,555 common shares at an exercise price of $0.18 per share. The convertible debenture bears interest at 10.0% per annum and matures on October 29, 2020. The convertible debenture may be converted into 1,111,111 common shares of the Company at a conversion price of $0.18 per share.

(l) Petroleum Capital Funding LP.

On November 26, 2019, further to a term sheet entered into with Petroleum Capital Funding LP ("PCF"), the Company realized gross proceeds of $265,000 from the private placement of a convertible debenture in the principal amount of $318,000. The convertible debentures were offered and sold with an original issue discount ("OID") of 20%. The debentures were offered with 100% warrant coverage on the proceeds raised, excluding the OID. The convertible debentures bear interest at 10% per annum. The proceeds raised, net of the OID, will be convertible into common shares, and mature 4 years from the date of the first closing.

The convertible notes are secured by a first priority lien on all bitumen reserves at the Asphalt Ridge property consisting of 8,000 acres.

The Company may force the conversion of the convertible debentures if certain trading conditions are met, and has agreed to certain restrictions on paying dividends, registration rights and rights of first refusal on further debt and equity offerings.

Warrants exercisable for 1,558,730 common shares, exercisable at $0.17 per share and maturing on November 26, 2023 and placement agent warrants exercisable over 124,500 common shares at an exercise price of $0.17 per share, maturing on November 26, 2023, were issued.

(m) Power Up Lending Group, Ltd.

On October 11, 2019, the Company issued a convertible promissory note of $158,000, including an original issue discount of $15,000, for net proceeds of $140,000 after certain legal expenses. The note bears interest at 12% per annum and matures on October 11, 2020. The note may be prepaid subject to certain prepayment penalties ranging from 110% to 130% based on the period of prepayment. The outstanding principal amount of the note is convertible at any time and from time to time at the election of the holder into shares of the Company's common stock at a conversion price equal to 75% of the average of the lowest three trading bid prices during the previous fifteen prior trading days.

Between May 8, 2020 and May 27, 2020, the Company received conversion notices from Power Up, converting the aggregate principal sum of $125,000 into 4,782,585 shares of common stock at a conversion loss of $53,129.

(n) Power Up Lending Group, Ltd.

On December 17, 2019, the Company issued a convertible promissory note of $81,000, including an original issue discount of $8,000, for net proceeds of $70,000 after certain legal expenses. The note bears interest at 12% per annum and matures on December 17, 2020. The note may be prepaid subject to certain prepayment penalties ranging from 110% to 130% based on the period of prepayment. The outstanding principal amount of the note is convertible at any time and from time to time at the election of the holder into shares of the Company's common stock at a conversion price equal to 75% of the average of the lowest three trading bid prices during the previous fifteen prior trading days.

13. CONVERTIBLE DEBENTURES (continued)

(o) Petroleum Capital Funding LP.

On December 4, 2019, the Company concluded its second closing as contemplated by the term sheet entered into with Petroleum Capital Funding per Note 13(l) above for gross proceeds of $360,000, issuing a convertible debenture of $432,000. Warrants exercisable for 2,117,520 common shares, exercisable at $0.17 per share and maturing on December 4, 2023 and placement agent warrants exercisable over 169,200 common shares at an exercise price of $0.17 per share, maturing on December 4, 2023, were issued.

(p) EMA Financial LLC

On November 21, 2019, the Company issued a convertible promissory note of $150,000, including an original issue discount of $22,500, for net proceeds of $123,750 after certain legal expenses. The note bears interest at 8% per annum and matures on August 20, 2020. The note may be prepaid subject to a prepayment penalty of 130%. The outstanding principal amount of the note is convertible at any time and from time to time at the election of the holder into shares of the Company's common stock at a conversion price equal to 70% of the two lowest average trading price during the previous fifteen prior trading days.

(q) Crown Bridge Partners LLC

On January 20, 2020, the Company issued a convertible promissory note of $42,500, including an original issue discount of $6,000, for net proceeds of $35,000 after certain legal expenses. The note bears interest at 10% per annum and matures on January 20, 2021. The outstanding principal amount of the note is convertible at any time and from time to time at the election of the holder into shares of the Company's common stock at a conversion price equal to 70% of the lowest trading price during the previous twenty prior trading days.

(r) SBI Investments, LLC

On January 16, 2020, the Company entered into an agreement with SBI Investments LLC whereby the Company issued a convertible promissory note for $55,000 for gross proceeds of $50,000, bearing interest at 10% per annum and convertible into common shares at $0.14 per share, and a warrant exercisable for 357,142 shares of common stock at an exercise price of $0.14 per share. Expiring on January 16, 2021.

(s) Petroleum Capital Funding LP.

Between January and March 2020, the Company collected gross proceeds of $392,500 and subsequently closed its third closing in terms of the term sheet entered into with Petroleum Capital Funding per Note 13(l) above for gross proceeds of $392,500, issuing a convertible debenture of $471,000. On March 30, 2020 the Company issued warrants exercisable for 4,906,250 common shares, exercisable at $0.15 per share and maturing on March 30, 2024 and placement agent warrants exercisable over 392,500 common shares at an exercise price of $0.08 per share, maturing on March 30, 2024, were issued.

(t) Power Up Lending Group, Ltd.

On May 7, 2020, the Company issued a convertible promissory note of $64,300, including an original issue discount of $6,300, for net proceeds of $55,000 after certain legal expenses. The note bears interest at 12% per annum and matures on May 7, 2020. The note may be prepaid subject to certain prepayment penalties ranging from 110% to 130% based on the period of prepayment. The outstanding principal amount of the note is convertible at any time and from time to time at the election of the holder into shares of the Company's common stock at a conversion price equal to 75% of the average of the lowest three trading bid prices during the previous fifteen prior trading days.

Expressed in US dollars

14. DERIVATIVE LIABILITY

The short-term convertible note issued to several lenders, disclosed in note 13(m)(n)(p)(q) and (t), above have conversion rights that are linked to the Company's stock price, typically at a factor ranging from 70% to 75% of an average stock price over a period ranging from 15 to 30 days. The number of shares issuable upon conversion of these convertible notes is therefore not determinable until conversion takes place. In order to estimate the potential impact of the conversion of these convertible notes, we calculate what the expected gain or loss would amount to, based on a Black Scholes valuation model which takes into account the following factors:

- Historical share price volatility;
- Maturity dates of the underlying securities being valued;
- Risk free interest rates; and
- Expected dividend policies of the Company.

This expected gain or loss gives rise to a derivative liability which is recorded as a gain or loss in the statement of loss and comprehensive loss with a corresponding liability recorded on the balance sheet.

The value of the derivative financial liabilities above was re-assessed at May 31, 2020 and a total of $628,353 was credited to the unaudited condensed consolidated statement of loss and comprehensive loss. The value of the derivative liability will be re-assessed at each financial reporting period, with any movement thereon recorded in the statement of loss and comprehensive loss in the period in which it is incurred.

The following assumptions were used in the Black-Scholes valuation model:

	Nine months ended May 31, 2020
Conversion price	CAD$0.04 to CAD$0.25
Risk free interest rate	0.18 to 2.12%
Expected life of derivative liability	6 to 9 months
Expected volatility of underlying stock	93.9 to 231.8%
Expected dividend rate	0%

The movement in derivative liability is as follows:

	May 31, 2020
Opening balance	$ -
Derivative financial liability arising from convertible notes	413,853
Fair value adjustment to derivative liability	31,532
	$ 445,385

Expressed in US dollars

15. RECLAMATION AND RESTORATION PROVISIONS

	Oil Extraction Facility	Site Restoration	Total
Balance at August 31, 2018	$ 371,340	$ 212,324	$ 583,664
Accretion expense	7,428	4,246	11,674
Re-evaluation of reclamation and restoration provision	119,716	2,255,443	2,375,159
Balance at August 31, 2019	498,484	2,472,013	2,970,497
Accretion expense	-	-	-
Balance at May 31, 2020	$ 498,484	$ 2,472,013	$ 2,970,497

(a) Oil Extraction Plant

In accordance with the terms of the lease agreement, the Company is required to dismantle its oil extraction plant at the end of the lease term, which is expected to be in 25 years. During the year ended August 31, 2015, the Company recorded a provision of $350,000 for dismantling the facility.

During the year ended August 31, 2019, in accordance with the requirements to provide a surety bond to the Utah Division of Oil Gas and Mining in terms of the amendment to the Notice of Intent to Commence Large Mining Operations at an estimated production of 4,000 barrels per day, the Company estimated that the cost of dismantling the oil extraction plant and related equipment would increase to $498,484. The discount rate used in the calculation is estimated to be 2.32% on operations that are expected to commence in September 2021.

Because of the long-term nature of the liability, the greatest uncertainties in estimating this provision are the costs that will be incurred and the timing of the dismantling of the oil extraction facility. In particular, the Company has assumed that the oil extraction facility will be dismantled using technology and equipment currently available and that the plant will continue to be economically viable until the end of the lease term.

The discount rate used in the calculation of the provision as at August 31, 2019 and 2018 is 2.0%.

(b) Site restoration

In accordance with environmental laws in the United States, the Company's environmental permits and the lease agreements, the Company is required to restore contaminated and disturbed land to its original condition before the end of the lease term, which is expected to be in 25 years. During the year ended August 31, 2015, the Company provided $200,000 for this purpose.

The site restoration provision represents rehabilitation and restoration costs related to oil extraction sites. This provision has been created based on the Company's internal estimates. Significant assumptions in estimating the provision include the technology and equipment currently available, future environmental laws and restoration requirements, and future market prices for the necessary restoration works required.

During the year ended August 31, 2019, in accordance with the requirements to provide a surety bond to the Utah Division of Oil Gas and Mining in terms of the amendment to the Notice of Intent to Commence Large Mining Operations at an estimated production of 4,000 barrels per day, the Company estimated that the cost of restoring the site would increase to $2,472,013. The discount rate used in the calculation is estimated to be 2.32% on operations that are expected to commence in September 2021.

The discount rate used in the calculation of the provision as at August 31, 2019 and 2018 is 2.0%.

Expressed in US dollars

16. COMMON SHARES

Authorized	unlimited common shares without par value
Issued and Outstanding	207,818,677 common shares as at May 31, 2020.

(a) Settlement of loans

On September 19, 2019, the Company issued 1,111,111 common shares and 1,111,111 warrants to Calvary Fund, LP to settle the $200,000 unpaid principal and interest of the $250,000 convertible note issued on September 4, 2018. (see Note 13(b)).

(b) Settlement of liabilities

Between September 24, 2019 and November 14, 2019, the Company issued 3,243,666 shares of common stock to several investors in settlement of $868,233 of trade debt.

Between December 6, 2019 and February 12, 2020, the Company issued a further 4,997,123 shares of common stock to several investors in settlement of $1,156,850 of trade debt.

(c) Common share subscriptions

On September 19, 2019, the Company issued 6,091,336 common shares to various investors for net proceeds of $791,874, at an issue price of $0.13 per share.

On September 19, 2019, the Company issued 8,333,333 common shares to investors for net proceeds of $1,500,000 at an issue price of $0.18 per share.

On September 30, 2019, the Company issued 2,777,777 common shares and a warrant exercisable over 2,777,777 common shares at an exercise price of $0.23 per share to an investor for net proceeds of $500,000 at an issue price of $0.18 per unit.

On October 4, 2019, the Company cancelled 200,000 shares previously issued to an investor.

(d) Convertible debt conversions

Between May 8, 2020 and May 27, 2020, in terms of conversion notices received, the Company issued 4,782,585 shares of common stock for convertible debt in the aggregate principal sum of $125,000.

(e) Share based payments for services

Between October 28, 2019 and November 21, 2019, the Company issued 90,000 shares valued at $28,500 as compensation for professional services and labor rendered to the Company.

On February 21, 2020, the Company issued 50,000 shares valued at $6,943 as compensation for professional services rendered to the Company.

On May 20, 2020, the Company issued 50,000 shares valued at $2,750 as compensation for professional services rendered to the Company.

Expressed in US dollars

16. COMMON SHARES (continued)

(e) Shares issued to settle investment obligations

On October 28, 2019, the Company issued 250,000 shares valued at $75,000 to settle the outstanding investment obligation in First Bitcoin Capital.

17. STOCK OPTIONS

(a) Stock option plan

The Company has a stock option plan which allows the Board of Directors of the Company to grant options to acquire common shares of the Company to directors, officers, key employees and consultants. The option price, term and vesting are determined at the discretion of the Board of Directors, subject to certain restrictions as required by the policies of the TSX Venture Exchange. The stock option plan is a 20% fixed number plan with a maximum of 40,607,218 common shares reserved for issue at May 31, 2020.

During the nine months ended May 31, 2020 and the year ended August 31, 2019, the Company did not grant any stock options to directors, officers and consultants of the Company.

During the nine months ended May 31, 2020 and 2019, the share-based compensation expense of $636,275 and $1,377,615 relates to the vesting of options granted during the year ended August 31, 2018.

(b) Stock options

Stock option transactions under the stock option plan were:

	Nine months ended May 31, 2020			Year ended August 31, 2019		
	Number of Options	Weighted average exercise price		Number of options	Weighted average exercise price	
Balance, beginning of period	9,808,333	CAD$	1.20	9,858,333	CAD$	1.22
Options granted	-		-	-		-
Options expired	-		-	(50,000)	CAD$	4.80
Balance, end of period	9,808,333	CAD$	1.20	9,808,333	CAD$	1.20

Stock options outstanding and exercisable as at May 31,, 2020 are:

Expiry Date	Exercise Price		Options Outstanding	Options Exercisable
February 1, 2026	CAD$	5.85	33,333	33,333
November 30, 2027	CAD$	2.27	1,425,000	1,425,000
June 5, 2028	CAD$	1.00	8,350,000	5,050,000
			9,808,333	6,508,333
Weighted average remaining contractual life			7.9 years	8.2 years

Expressed in US dollars

18. SHARE PURCHASE WARRANTS

Share purchase warrants outstanding as at May 31, 2020 are:

Expiry Date	Exercise Price		Warrants Outstanding
June 7, 2020	US$	0.525	1,190,476
June 14, 2020	US$	1.50	329,080
July 5, 2020	US$	0.35	200,000
July 5, 2020	US$	0.30	200,000
July 26, 2020	US$	1.50	1,637,160
August 16, 2020	US$	0.22	352,940
August 28, 2020	US$	0.94	1,311,242
August 28, 2020	US$	1.00	246,913
August 28, 2020	US$	1.50	35,714
August 29, 2020	US$	0.15	2,666,666
September 6, 2020	US$	1.01	925,925
October 11, 2020	US$	1.35	510,204
October 11, 2020	US$	1.50	10,204
October 19, 2020	US$	0.24	1,315,789
October 29, 2020	US$	0.18	555,555
November 7, 2020	US$	0.61	20,408
November 7, 2020	US$	0.66	300,000
November 8, 2020	US$	1.01	918,355
December 7, 2020	US$	0.67	185,185
December 7, 2020	US$	1.50	3,188,735
December 17, 2020	US$	0.26	952,380
January 10, 2021	US$	1.50	1,437,557
January 11, 2021	US$	1.50	307,692
January 14,2021	US$	0.20	1,176,470
January 16, 2021	US$	0.14	357,142
Mar 29, 2021	US$	0.465	1,481,481
April 8, 2021	CAD$	4.73	57,756
May 22, 2021	US$	0.91	6,000,000
May 22, 2021	US$	0.30	1,133,333
May 22, 2021	US$	1.50	65,759
July 5, 2021	US$	0.25	52,631
July 5, 2021	US$	0.28	131,578
July 5, 2021	US$	0.35	3,917,771
August 16, 2021	CAD$	0.29	120,000
August 16, 2021	US$	0.18	4,210,785
September 20, 2021	US$	0.23	1,111,111
September 30, 2021	US$	0.23	2,777,777
November 26, 2023	US$	0.17	1,683,230
December 4, 2023	US$	0.17	2,286,720
March 30, 2024	US$	0.08	392,500
March 30, 2024	US$	0.15	4,906,250
			50,660,474
Weighted average remaining contractual life			1.28 years
Weighted average exercise price	USD$	0.55	

Expressed in US dollars

18. SHARE PURCHASE WARRANTS (continued)

Warrants exercisable for 25,327 common shares at an exercise price of CAD$28.35 and warrants exercisable for 4,247,963 common shares at exercise prices ranging from $0.28 to $1.50 per share expired during the nine months ended May 31, 2020.

From September 17, 2019 to October 29, 2019, the Company issued warrants exercisable for 4,367,635 common shares at exercise prices ranging from $0.17 to $0.26 per share, to convertible debt note holders in terms of subscription unit agreements entered into with the convertible note holders (Note 13(g) to 13 (l)). The fair value of the warrants granted was estimated using the relative fair value method at between $0.05 to $0.09 per warrant.

From December 4, 2019 to January 16, 2020, the Company issued warrants exercisable for 2,643,862 common shares at exercise prices ranging from $0.17 to $0.14 per share, to convertible debt note holders in terms of subscription unit agreements entered into with the convertible note holders (Note 13(r) and 13 (o)). The fair value of the warrants granted was estimated using the relative fair value method at between $0.03 to $0.08 per warrant.

On September 19, 2019, the Company issued warrants exercisable for 1,111,111 common shares in terms of a debt settlement agreement entered into with Calvary fund LP. (Note 13(b)). The warrants are exercisable at $0.23 per share. The fair value of the warrants granted was estimated using the relative fair value method at $0.07 per share.

On September 30, 2019, the Company issued warrants exercisable over 2,777,777 common shares in terms of a subscription agreement entered into with an investor. The warrants are exercisable at $0.23 per share. The fair value of the warrants granted was estimated using the relative fair value method at $0.06 per share.

On March 30, 2020, the Company issued warrants exercisable for 5,298,750 common shares at exercise prices ranging from $0.08 to $0.15 per share, to convertible debt note holders in terms of subscription unit agreements entered into with the convertible note holders (Note 13(s). The fair value of the warrants granted was estimated using the relative fair value method at $0.02 per warrant.

The share purchase warrants issued, during the nine months ended May 31, 2020, were valued at $838,807 using the relative fair value method. The fair value of share purchase warrants were estimated using the Black-Scholes valuation model utilizing the following weighted average assumptions:

		Nine months ended May 31, 2020
Share price	CAD$	0.05 to 0.385
Exercise price	CAD$	0.08 to 0.34
Expected share price volatility		99.7% to 127.9%
Risk-free interest rate		0.60% to 1.72%
Expected term		1-4 years

Expressed in US dollars

19. DILUTED LOSS PER SHARE

The Company's potentially dilutive instruments are convertible debentures and stock options and share purchase warrants. Conversion of these instruments would have been anti-dilutive for the periods presented and consequently, no adjustment was made to basic loss per share to determine diluted loss per share. These instruments could potentially dilute earnings per share in future periods.

For the three and nine months ended May 31, 2020 and 2019, the following stock options, share purchase warrants and convertible securities were excluded from the computation of diluted loss per share as the results of the computation was anti-dilutive:

	Three and nine months ended May 31, 2020	Three and nine months ended May 31, 2019
Share purchase options	9,808,333	9,808,333
Share purchase warrants	50,660,474	25,633,134
Convertible securities	39,593,517	11,084,020
	100,062,324	46,525,687

20. RELATED PARTY TRANSACTIONS

Related party transactions not otherwise separately disclosed in these consolidated financial statements are:

(a) Transactions with directors and officers

During the nine months ended May 31, 2020, no common shares were granted as compensation to key management and directors of the Company.

On September 19, 2019, the Chairman of the board subscribed for 696,153 common shares for gross proceeds of $90,500.

On October 31, 2019 and November 3, 2020, a director advanced the Company $50,000 and $25,000, respectively as a short-term loan. The loan is interest free and is expected to be repaid within three months.

(b) Due to/from director and officers

On May 31, 2020, and August 31, 2019, the Company owed the chairman of the board $283,960 and $0,respectively, for short term loans advanced to the Company.

On May 31, 2020, the Company owed a director $125,000 for short term loans made to the Company. These loans are interest free and have no fixed repayment terms.

At May 31, 2020, $951,009 was due to members of key management and directors for unpaid salaries, expenses and directors' fees (August 31, 2019 - $748,682).

Expressed in US dollars

21. INVESTMENTS

On November 1, 2017, the Company entered into an agreement with First Bitcoin Capital Corp. ("FBCC"), a global developer of blockchain-based applications, to design and develop a blockchain-powered supply chain management platform for the oil and gas industry to be marketed to oil and gas producers and operators. On January 8, 2018, the Company paid the first instalment of $100,000 which had been applied to operating costs incurred by Petrobloq, LLC related to an office lease beginning March 1, 2018 and research costs related to payments to the development team consisting of four employees. During the year ended August 31, 2019, the Company incurred a further $152,500 in costs related to the agreement and on September 6, 2019, the Company issued 250,000 common shares, valued at $75,000 to FBCC as a final settlement of the agreement.

Due to the cash constraints facing First Bitcoin Capital and management's assessment of its future viability, the full value of the investment was impaired at May 31, 2020.

22. FINANCING COSTS, NET

Financing costs, net, consists of the following:

	Three months ended May 31, 2020	Three months ended May 31, 2019	Nine months ended May 31, 2020	Nine months ended May 31, 2019
Interest expense on borrowings	$ 200,028	$ 84,490	$ 491,968	$ 241,501
Amortization of debt discount	368,417	773,956	1,040,789	2,244,362
Other	2,183	35,191	26,713	48,116
	$ 570,628	$ 893,637	$ 1,559,470	$ 2,533,979

23. SEGMENT INFORMATION

The Company operated in two reportable segments within the USA during the nine months ended May 31, 2020 and 2019, oil extraction and processing operations and mining operations

The presentation of the consolidated statements of loss and comprehensive loss provides information about the oil extraction and processing segment. There were limited operations in the mining operations segment during the nine months ended May 31, 2020 and 2019.

23. SEGMENT INFORMATION (continued)

Other information about reportable segments are:

(in '000s of dollars)	May 31, 2020 Oil Extraction	Mining Operations	Consolidated
Additions to non-current assets	$ 2,152	$ 610	$ 2,762
Reportable segment assets	41,103	33,903	75,006
Reportable segment liabilities	$ 18,173	$ 1,000	$ 19,173

(in '000s of dollars)	May 31, 2019 Oil Extraction	Mining operations	Consolidated
Additions to non-current assets	$ 7,851	$ 10,800	$ 18,651
Reportable segment assets	37,291	19,655	56,946
Reportable segment liabilities	$ 10,584	$ 169	$ 10,753

Segment operating results are as follows:

(in '000s of dollars)	May 31, 2020 Oil Extraction	Mining operations	Consolidated
Revenues from hydrocarbon sales	$ 74	$ 221	$ 295
Other production and maintenance costs	1,558	-	1,558
Advance royalty payments	-	325	325
Gross Loss	**(1,484)**	**(104)**	**(1,588)**
Expenses			
Depreciation, depletion and amortization	(97)	-	(97)
Selling, general and administrative expenses	(4,818)	(4)	(4,822)
Financing costs, net	(1,560)	-	(1,560)
Derivative liability movements	(32)	-	(32)
Gain on settlement of liabilities	428		428
Gain on settlement of convertible debt	179	-	179
Impairment of investments	(75)		(75)
Interest income	58	-	58
Net loss	**$ (7,401)**	**$ (108)**	**$ (7,509)**

23. SEGMENT INFORMATION (continued)

	May 31, 2019		
(in ’000s of dollars)	**Oil Extraction**	**Mining operations**	**Consolidated**
Revenues from hydrocarbon sales	$ 59	$ -	$ 59
Other production and maintenance costs	729		729
Advance royalty payments	-	199	199
Gross Loss	(670)	(199)	(869)
Operating Expenses			
Depreciation, depletion and amortization	(54)		(54)
Selling, general and administrative expenses	(9,330)	(13)	(9,343)
Financing costs, net	(2,534)	-	(2,534)
Loss on settlement of liabilities	(98)	-	(98)
Loss on settlement of convertible debt	(100)	-	(100)
Equity loss from investment of Accord GR Energy	(150)		(150)
Interest income	95	-	95
Net loss	**$ (12,841)**	**$ (212)**	**$ (13,053)**

24. COMMITMENTS

The Company has entered into an office lease arrangement which, including the Company’s share of operating expenses and property taxes, will require estimated minimum annual payments of:

	Amount
2020	$ 14,823
2021	61,071
2022	62,903
2023	64,790
2024	66,734
	270,321

For the nine months ended May 31, 2020, the Company made $60,231 (2019 - $26,100) in office lease payments.

25. MANAGEMENT OF CAPITAL

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern and to maintain a flexible capital structure which optimizes the costs of capital. The Company considers its capital for this purpose to be its shareholders' equity and long-term debt and convertible debentures.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may seek additional financing or dispose of assets.

In order to facilitate the management of its capital requirements, the Company monitors its cash flows and credit policies and prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. The budgets are approved by the Board of Directors. There are no external restrictions on the Company's capital.

26. MANAGEMENT OF FINANCIAL RISKS

The risks to which the Company's financial instruments are exposed to are:

(a) Credit risk

Credit risk is the risk of unexpected loss if a customer or third party to a financial instrument fails to meet contractual obligations. The Company is exposed to credit risk through its cash held at financial institutions, trade receivables from customers and notes receivable.

The Company has cash balances at various financial institutions. The Company has not experienced any loss on these accounts, although balances in the accounts may exceed the insurable limits. The Company considers credit risk from cash to be minimal.

Credit extension, monitoring and collection are performed for each of the Company's business segments. The Company performs ongoing credit evaluations of its customers and adjusts credit limits based upon payment history and the customer's current creditworthiness, as determined by a review of the customer's credit information.

Accounts receivable, collections and payments from customers are monitored based upon historical experience with customers, current market and industry conditions and specific customer collection issues.

At May 31, 2020 and August 31, 2019, the Company had $12,000 and $0 in trade receivables, respectively and $719,733 and $845,743 in notes receivable, respectively. The Company considers its maximum exposure to credit risk to be its trade and other receivables and notes receivable. The Company expects to collect these amounts in full and has not provided an expected credit loss allowance against these amounts.

26. MANAGEMENT OF FINANCIAL RISKS (continued)

(b) Interest rate risk

Interest rate risk is the risk that changes in interest rates will affect the fair value or future cash flows of the Company's financial instruments. The Company is exposed to interest rate risk as a result of holding fixed rate investments of varying maturities as well as through certain floating rate instruments. The Company considers its exposure to interest rate risk to be minimal.

(c) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities as they become due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses.

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted and include estimated interest payments. The Company has included both the interest and principal cash flows in the analysis as it believes this best represents the Company's liquidity risk.

At May 31, 2020

		Contractual cash flows			
(in '000s of dollars)	Carrying amount	Total	1 year or less	2 - 5 years	More than 5 years
Accounts payable	$ 2,508	$ 2,508	$ 2,508	$ -	$ -
Accrued liabilities	2,809	2,809	2,809	-	-
Promissory notes	353	353	353		
Federal relief notes	267	267	267		
Convertible debenture	7,912	9,935	8,223	1,712	-
Long-term debt	1,215	1,292	1,147	145	-
	$ 15,064	$ 17,164	$ 15,307	$ 1,857	$ -

27. RECONCILIATION OF IFRS DISCLOSURE TO US GAAP DISCLOSURE

The Company's primary listing is on the TSX Venture Exchange ("TSXV"). The consolidated financial statements filed on that exchange are now filed in terms of US GAAP. Previously the consolidated financial statements were filed in terms of International Financial Reporting Standards ("IFRS").

The Company's comparative consolidated financial statements were prepared using US GAAP, therefore a reconciliation of the comparative IFRS and US GAAP presentation was performed for the comparative period.

Expressed in US dollars

27. RECONCILIATION OF IFRS DISCLOSURE TO US GAAP DISCLOSURE (continued)

The main differences between IFRS and US GAAP are as follows:

For the three months ended		**May 31, 2019**
Net loss and comprehensive loss in accordance with IFRS	**$**	**4,792,890**
Share-based compensation		(248,912)
Debt issue costs		(43,799)
Net loss and comprehensive loss in accordance with US GAAP	**$**	**4,500,179**

For the nine months ended		**May 31, 2019**
Net loss and comprehensive loss in accordance with IFRS	**$**	**13,747,997**
Share-based compensation		(746,736)
Debt issue costs		51,894
Net loss and comprehensive loss in accordance with US GAAP	**$**	**13,053,155**

		May 31, 2019
Total shareholders' equity in accordance with IFRS	**$**	**46,193,400**
Components of share capital in accordance with IFRS		
Share capital		100,109,913
Shares to be issued		1,068,000
Share option reserve		14,485,974
Share warrant reserve		6,246,032
		121,909,919
Adjustment for:		
Share-based compensation		(217,862)
Total share capital in accordance with US GAAP		**121,692,057**
Accumulated deficit in accordance with IFRS		**(75,716,519)**
Adjustment for:		
Share-based compensation		217,862
Debt issue costs		(51,894)
Accumulated deficit in accordance with US GAAP		**(75,550,551)**
Shareholders equity in accordance with US GAAP	**$**	**46,141,506**

27. RECONCILIATION OF IFRS DISCLOSURE TO US GAAP DISCLOSURE (continued)

Share-based compensation

The Company granted certain directors, officers and consultants of the Company share purchase options with vesting terms attached thereto, 25% vested immediately and a further 25%, per annum will vest on the grant date of the share purchase options. These share purchase options were valued using a Black Scholes valuation model utilizing the assumptions as disclosed in note 16 above.

Under IFRS share-based compensation paid to certain directors, consultants and employees were amortized over the vesting period of the option grant using a weighted average expense over the vesting period, including the immediately vesting share purchase options.

Under US GAAP, the share purchase options issued to consultants were expensed immediately and the share purchase options issued to directors and officers were amortized as follows; (i) the value of the twenty five percent of the options that vested immediately were expensed immediately; (ii) the remaining value of the seventy five percent of the options which vest equally on an annual basis are being expensed over the vesting period on a straight line basis.

The difference in treatment between IFRS and US GAAP gave rise to a reversal of expense of $248,912 and $746,736 for the three months and nine months ended May 31, 2019, respectively. There was no impact on the prior periods as all options issued during that period vested immediately and were accordingly expensed immediately.

Debt issue costs

The Company settled certain commitment fees and finder’s fees related to the issue of convertible notes by the issue of common shares valued at $1,276,980. Under IFRS, these debt issue costs were originally expensed in the three month period ended November 30, 2018 and subsequently recorded as a prepaid commitment fee in the nine month period ended May 31, 2019. Under IFRS this commitment fee is not directly linked to the convertible debt and is amortized on a straight-line basis over the commitment period.

In terms of US GAAP, the commitment fee and finder’s fee is regarded as directly related to the debt and is recorded as a debt discount which is amortized over the life of the debt, including any accelerated amortization due to repayment or early settlement of the debt.

The difference in treatment between IFRS and US GAAP gave rise to a reversal of the prepaid commitment fee of $1,276,980 and the subsequent amortization thereof of $894,587 and the raising of additional debt discount of $1,276,980 and the amortization thereof of $946,481. The difference between the amortization of the prepaid commitment fee and the debt discount amortization to the statement of loss and comprehensive loss was a credit of $43,799 and a charge of $51,894 for the three months and nine months ended May 31, 2019, respectively.

28. SUBSEQUENT EVENTS

Events after the reporting date not otherwise separately disclosed in these consolidated financial statements are:

(a) Debt conversions

Between June 4, and June 24, 2020, a convertible debt holder converted $126,540 of principal into 7,471,090 shares at an average conversion price of $0.016 per share.

Between June 8, 2020 and June 30, 2020, a convertible debt holder converted $43,021 of principal into 3,800,000 shares at an average conversion price of $0.011 per share.

(b) Financing Activity

On June 19, 2020, the Company issued a convertible promissory note of $82,500, including an original issue discount of $7,500, for net proceeds of $72,000 after certain legal expenses. The note bears interest at 12% per annum and matures on June 19, 2021. The note may be prepaid subject to certain prepayment penalties ranging from 110% to 130% based on the period of prepayment. The outstanding principal amount of the note is convertible at any time and from time to time at the election of the holder into shares of the Company's common stock at a conversion price equal to 75% of the average of the lowest t3,800,000 shares at an average conversion price of $0.011 per share.

(c) Other

Pursuant to an agreement entered into with a convertible debt holder, the Company intends to amend the conversion price applicable to the purchase price of the aggregate principal amount of convertible debentures totalling US$780,000 from US$0.17, US$0.19 and US$0.21 to US$0.037 per share.

In addition, the Company intends to amend the exercise price of three warrants issued to the convertible debt holder exercisable for up to 3,444,639 common shares of the Company from US$0.20, US$0.24 and US$0.26 to US$0.03 per share.

The Company has entered into executed share for debt agreements whereby it will issue 7,782,502 shares of common stock to settle debt of $304,309, including accrued interest thereon.

29. SUPPLEMENTAL INFORMATION ON OIL AND GAS OPERATIONS

Supplemental unaudited information regarding the Company's oil and gas activities is presented in this note.

The Company has not commenced commercial operations, therefore the disclosure of the results of operations of hydrocarbon activities is limited to advance royalties paid. All expenditure incurred to date is capitalized as part of the development cost of the company's oil extraction plant.

The Company does not have any proven hydrocarbon reserves or historical data to forecast the standardized measure of discounted future net cash flows related to proven hydrocarbon reserve quantities. Upon the commencement of production, the Company will be able to forecast future revenues and expenses of its hydrocarbon activities.

Costs incurred

The following table reflects the costs incurred in hydrocarbon property acquisition and development expenses.

All costs were incurred in the US.

In US$'000's)	Three months ended May 31, 2020	Three months ended May 31, 2019	Nine months ended May 31, 2020	Nine months ended May 31, 2019
Advanced royalty payment	$ 20	$ 100	$ 120	$ 300
Deposits paid on mineral rights	-	-	610	1,800
Construction of oil extraction plant	36	647	2,152	7,851
	$ 56	$ 747	$ 2,882	$ 9,951

Results of operations

The only operating expenses incurred to date on hydrocarbon activities relate to minimum royalties paid on mineral leases that the Company has entered into and certain maintenance and personnel costs incurred.

All costs were incurred in the US.

In US$'000's)	Three months ended May 31, 2020	Three months ended May 31, 2019	Nine months ended May 31, 2020	Nine months ended May 31, 2019
Advanced royalty payments applied or expired	$ 121	$ 92	$ 325	$ 199
Production and maintenance costs	152	664	1,558	730
	$ 273	$ 756	$ 1,883	$ 929

Proven reserves

The Company does not have any proven hydrocarbon reserves as of May 31, 2020 and August 31, 2019.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion and analysis is intended as a review of significant factors affecting our financial condition and results of operations for the periods indicated. The discussion should be read in conjunction with our consolidated financial statements and the notes presented herein and the consolidated financial statements and the other information set forth in our Form 10-K filed with the Securities and Exchange Commission on December 16, 2019. In addition to historical information, the following Management's Discussion and Analysis of Financial Condition and Results of Operations contains forward-looking statements that involve risks and uncertainties. Our actual results could differ significantly from those anticipated in these forward-looking statements as a result of certain factors discussed herein and any other periodic reports filed and to be filed with the Securities and Exchange Commission.

Overview and financial condition

Overview

Since our corporate reorganization and agreement to dispose of our interest in MCW Fuels, Inc., which was effective May 13, 2015 and for which regulatory approval was received on June 19, 2015, we have had one wholly-owned subsidiary, Petroteq Energy CA, LLC. ("PCA"), which has three wholly-owned active subsidiary companies, Petroteq Oil Sands Recovery, LLC. ("POSR"), TMC Capital LLC ("TMC") and Petrobloq LLC ("Petrobloq"). We are now primarily focused on developing our oil sands extraction and processing business and related mining interests.

Through our wholly-owned subsidiary PCA, and its two subsidiaries POSR and TMC, we are in the business of oil sands mining operations on the TMC Mineral Lease, where we process mined oil sands ores and sediments using our proprietary extraction technology ("the Extraction Technology") to produce finished crude oil and hydrocarbon products. Our primary extraction and processing operations are conducted at our Asphalt Ridge processing facility located on the TMC Mineral Lease in Uintah County, Utah, which is owned/operated by POSR. Our Asphalt Ridge processing facility uses the Extraction Technology in the extraction, production and upgrade of oil extracted from oil sands and was recently relocated to the TMC Mineral Lease (near our Asphalt Ridge Mine) to improve logistical and processing efficiencies in the oil sands recovery process. After relocating our processing facility from the site of its initial operation in 2015 as a pilot plant, we restarted our oil sands mining and processing operations at the end of May 2018 and completed our expansion project to increase production to at least 1,000 barrels of oil per day during the last quarter of fiscal 2019. We tested the plant in the first quarter of fiscal 2020 (the quarter ended November 30, 2019) and we expected to generate revenue from the sale of hydrocarbon products from the third quarter ended May 31, 2020. However due to the current COVID-19 pandemic and the impact this has had on the country and the global economy, we have suspended production of hydrocarbon products, and do not plan to resume production until oil prices return to sustainable profitable levels. Even once we resume production, we anticipate that our revenue will be limited until we are at full production. We expect that we will require additional capital to continue our operations and planned growth. There can be no assurance that funding will be available if needed or that the terms will be acceptable.

PQE owns the intellectual property rights to the Extraction Technology, which is used at our Asphalt Ridge processing facility to extract, upgrade and produce crude oil and hydrocarbon products from oil sands utilizing a closed-loop solvent based extraction system.

On July 2, 2020, subsequent to the period covered by this report, TomCo Energy PLC ("TomCo") announced that, following the establishment by TomCo of a joint venture company, Greenfield Energy LLC ("Greenfield") with Valkor LLC ("Valkor") on June 17, 2020, Greenfield will take over the management and operations of our oil sands plant at Asphalt Ridge, Utah. According to TomCo's announcement, Greenfield is planning to make certain upgrades to the plant and undertake tests to assess its potential commerciality. Valkor remains party to a non-exclusive technology licensing agreement with PQE dated July 2, 2019, as amended, in respect of the plant.

Our primary mineral lease, the TMC Mineral Lease, is held by TMC and covers approximately 1,229.82 acres of land in the Asphalt Ridge area of eastern Utah. In June 2018, we finalized the acquisition at auction of a 100% interest in the SITLA Leases, consisting of two oil sands mineral leases issued to POSR by the State of Utah's School and Institutional Trust Land Administration (SITLA), encompassing a total of 1,311.94 acres of land that largely adjoin our TMC Mineral Lease in the Asphalt Ridge area. In April 2019 TMC acquired a 50% interest in the operating rights under five federal U.S. Department of Interior's Bureau of Land Management ("BLM") onshore mineral leases encompassing a total of 5,960 acres (2,980 net acres) located in eastern and south-eastern Utah.

On July 22, 2019, we acquired the remaining 50% of the operating rights under U.S. federal oil and gas leases, administered by the BLM covering approximately 5,960 gross acres (2,980 net acres) within the State of Utah. The total consideration of $13,000,000 was settled by the issuance of 30,000,000 shares at an issue price of $0.40 per share, and a cash consideration of $1,000,000, which has not been paid to date.

Between March 14, 2019 and May 31, 2020, we made cash deposits of $1,907,000, included in prepaid expenses and other current assets on the consolidated balance sheets for the acquisition of 100% of the operating rights under U.S. federal oil and gas leases, administered by the BLM in Garfield and Wayne Counties covering approximately 8,480 gross acres in P.R. Springs and the Tar Sands Triangle within the State of Utah. The total consideration of $3,000,000 has been partially settled by the $1,907,000 cash deposit, with the balance of $1,093,000 still outstanding.

Results of Operations for the three months ended May 31, 2020 and May 31, 2019

Net Revenue, Cost of Sales and Gross Loss

The Company is fine tuning its processes to ensure continuous production on its 1,000 barrel per day plant and continuing with its expansion project to increase production capacity by an additional 3,000 barrels per day. Revenue generation during the quarter ended May 31, 2020 of $125,768 represents the sale of asphalt to the State of Utah. Prior to August 31, 2019, we had only sold test production to determine the quality of our processed product. We commenced commercial production during the first quarter of fiscal 2020 (the quarter ending November 30, 2019). Due to the COVID-19 pandemic, and the recent volatility in oil prices, the Company initially reduced operations to a single shift per day to maintain production with the intention of storing product until hydrocarbon prices stabilize. Recently, the Company suspended production of hydrocarbon products completely, and does not plan to resume production until oil prices return to sustainable profitable levels.

The cost of sales during the three months ended May 31, 2020 and 2019 consists of; i) advance royalty payments which expire at the end of the calendar year two years after the payment has been made; and ii) certain production related expenses consisting of labor and maintenance expenditure. During the current period, production related costs have been expensed as the plant expansion has been completed and we expect to generate commercial production when the oil markets stabilize.

Expenses

Expenses were $848,513 and $3,687,221 for the three months ended May 31, 2020 and 2019, respectively, a decrease of $2,838,708 or 77.0%. The decrease in expenses is primarily due to:

Depletion, depreciation and amortization

Depletion, depreciation and amortization was $11,522 and $21,799 for the three months ended May 31, 2020 and 2019, respectively, a decrease of $10,277 or 47.1%. The decrease is primarily due to certain assets becoming fully depreciated during the current period.

Selling, general and administrative expenses

Selling, general and administrative expenses was $894,715 and $2,771,785 for the three months ended May 31, 2020 and 2019, respectively, a decrease of $1,877,070 or 67.7%. Included in selling, general and administrative expenses are the following major expenses:

a. Professional fees was $245,635 and $1,505,147 for the three months ended May 31, 2020 and 2019, respectively, a decrease of $1,259,512 or 83.7%. The decrease is primarily related to a reduction in consulting fees as the plant and operations were affected by the COVID-19 pandemic, with production temporarily halted due to the current turmoil in oil prices.

b. Travel and promotional fees was $19,142 and $256,770 for the three months ended May 31, 2020 and 2019, respectively, a decrease of $236,728 or 92.5%, the decrease is due to a reduction in investor relations and public relations expenses due to a concerted effort to conserve cash and the impact that the COVID-19 pandemic has had on the operations.

c. Salaries and wages was $215,604 and $513,529 for the three months ended May 31, 2020 and 2019, respectively, a decrease of $297,925 or 58.0%. The decrease is primarily due to the cessation of production at our Utah facility which was impacted by the COVID-19 pandemic and the resultant impact on global energy prices.

d. Stock based compensation was $229,059 and $305,413 for the three months ended May 31, 2020 and 2019, respectively, a decrease of $76,354 or 25.0%, primarily due to the vesting of certain options issued in the prior period.

e. General and administrative expenses was $68,650 and $235,926 for the three months ended May 31, 2020 and 2019, respectively, a decrease of $167,276 or 70.9%. The decrease in general and administrative expenses is directly related to the impact that the COVID-19 pandemic has had on the business and the ability to fund operations, operating costs were reduced to essential expenses only.

Financing costs

Financing costs was $570,628 and $893,637 for the three months ended May 31, 2020 and 2019, respectively, a decrease of $323,009 or 36.1%. Financing costs includes; (i) interest expense of $200,028 and $84,490 for the three months ended May 31, 2020 and 2019, respectively, an increase of $115,538, is attributable to the increase in debt and convertible debt outstanding over the prior fiscal period; (ii) amortization of debt discount of $368,417 and $773,956 for the three months ended May 31, 2020 and 2019, respectively, a decrease of $405,539, primarily due to the significant debt discount incurred in the prior fiscal period on the Bay Private Equity debt placements and the subsequent amortization thereof; and (iii) other finance related expense of $2,183 and $35,191 for the three months ended May 31, 2020 and 2019, respectively.

Mark to market of derivative liability

The mark to market of the derivative liability was $(628,353) and $0 for the three months ended May 31, 2020 and 2019, respectively. The derivative liability arose due to the issuance of convertible securities with variable conversion prices and no floor conversion price. The charge during the current period represents the mark-to-market of the derivative liability outstanding as of May 31, 2020, which depends on our current share price, risk free interest rates and the volatility of our common share price.

Net loss from operations

Net loss from operations was $996,158 and $4,405,815 for the three months ended May 31, 2020 and 2019, respectively, a decrease of $3,409,657 or 77.4%. The decrease is primarily due to the reduction in expenses, as discussed above.

Loss on settlement of liabilities

Loss on settlement of liabilities was $0 and $80,337 for the three months ended May 31, 2020 and 2019. Several trade liabilities were settled during the prior period at a premium to current market prices.

Loss on settlement of convertible debt

Loss on settlement of convertible debt of $53,130 and $0 for the three months ended May 31, 2020 and 2019, respectively, an increase of $53,130. The loss is a result of convertible debt with conversion prices at below market value being converted into equity during the current period.

Impairment of investment

Impairment of investment of $75,000 and $0 for the three months ended May 31, 2020 and 2019, respectively, an increase of $75,000. The investment in First Bitcoin Capital was impaired during the current period as management performed an assessment on the future viability of this business and determined that there was insufficient resources to support the business model.

Interest income

Interest income was $10,311 and $35,973 for the three months ended May 31, 2020 and 2019, respectively. Interest income is currently earned on advances made to third parties. The overall balance due to the Company from third parties has declined over the prior period resulting in lower interest income.

Net loss before income tax and equity loss

Net loss before income tax and equity loss was $1,113,977 and $4,450,179 for the three months ended May 31, 2020 and 2019, respectively, a decrease of $3,336,202 or 75.0%. The decrease is primarily due to the reduction in expenses, as discussed above.

Equity loss from investment in Accord GR Energy, net of tax

Equity loss from investment in Accord GR Energy, net of tax was $0 and $50,000 for the three months ended May 31, 2020 and 2019, respectively. We provided a 100% of the carrying amount of our investment on August 31, 2019 due to the lack of activity and adequate investment in this venture. The prior year charge represented an estimate of our share of the ongoing operating losses for the three months ended May 31, 2019.

Net loss and comprehensive loss

Net loss and comprehensive loss was $1,113,977 and $4,500,179 for the three months ended May 31, 2020 and 2019, respectively, a decrease of $3,386,202 or 75.2% as discussed above.

Results of Operations for the nine months ended May 31, 2020 and May 31, 2019

Net Revenue, Cost of Sales and Gross Loss

The Company is fine tuning its processes to ensure continuous production on its 1,000 barrel per day plant and continuing with its expansion project to increase production capacity by an additional 3,000 barrels per day. Revenue generation during the nine months ended May 31, 2020 of $294,809 represents the sale of hydrocarbon products to refineries of $73,541 and sales of asphalt to the State of Utah amounting to $221,268. Prior to August 31, 2019, we had only sold test production to determine the quality of our processed product. We commenced commercial production during the first quarter of fiscal 2020 (the quarter ending November 30, 2019). Due to the COVID-19 pandemic, and the recent volatility in oil prices, the Company initially reduced operations to a single shift per day to maintain production with the intention of storing product until hydrocarbon prices stabilize. Recently, the Company suspended production of hydrocarbon products completely, and does not plan to resume production until oil prices return to sustainable profitable levels.

The cost of sales during the nine months ended May 31, 2020 and 2019 consists of; i) advance royalty payments which expire at the end of the calendar year two years after the payment has been made; and ii) certain production related expenses consisting of labor and maintenance expenditure. During the current period, production related costs have been expensed as the plant expansion has been completed and we expect to generate commercial production when the oil markets stabilize.

Expenses

Expenses were $6,510,187 and $11,930,937 for the nine months ended May 31, 2020 and 2019, respectively, a decrease of $5,420,750 or 44.4%. The decrease in expenses is primarily due to:

Depletion, depreciation and amortization

Depletion, depreciation and amortization was $97,365 and $54,316 for the nine months ended May 31, 2020 and 2019, respectively, an increase of $43,049 or 79.2%. The increase is primarily due to the accelerated amortization of leasehold improvements which were incurred at premises previously occupied by the Company, prior to relocating to the current corporate office in Sherman Oaks, California.

Selling, general and administrative expenses

Selling, general and administrative expenses was $4,821,820 and $9,342,642 for the nine months ended May 31, 2020 and 2019, respectively, a decrease of $4,520,822 or 48.4%. Included in selling, general and administrative expenses are the following major expenses:

a. Professional fees was $1,818,800 and $4,705,572 for the nine months ended May 31, 2020 and 2019, respectively, a decrease of $2,886,772 or 61.3%. The decrease is primarily related to legal fees incurred in the prior fiscal period of $1,342,572 compared to $350,873 in the current fiscal period, a decrease of $991,699 related to the various fund raising initiatives undertaken by the Company in the prior fiscal period. Other professional fees was $1,467,927 in the current fiscal period and $3,363,000 in the prior fiscal period, a decrease of $1,895,073, the decrease is due to lower consulting expenses incurred on strategy and marketing efforts as we focused all of our attention on increasing our production capacity and readying the plant for commercial production.

b. Travel and promotional fees was $651,515 and $1,959,186 for the nine months ended May 31, 2020 and 2019, respectively, a decrease of $1,307,671, the decrease is due to a concerted effort to conserve cash. Due to the cessation of production at the plant, which decision was made based on the Covie-19 pandemic and the global turmoil in energy markets as a result of the pandemic, marketing and promotional activity was effectively curtailed to minimum effort and travel was significantly reduced primarily due to the pandemic.

c. Salaries and wages was $710,275 and $1,042,232 for the nine months ended May 31, 2020 and 2019, a decrease of $331,957 or 31.9%. The decrease is due to the impact of the pandemic on the operations and the reduction of all but essential production staff at the Utah facility.

d. Stock based compensation was $636,275 and $916,239 for the nine months ended May 31, 2020 and 2019, a decrease of $279,964, primarily due to the vesting of certain options issued in the prior period.

e. General and administrative expenses were $981,812 and $605,608 for the nine months ended May 31, 2020 and 2019, respectively, an increase of $376,204 or 62.1%. The overall increase was due to an increase in activity in the first quarter of the current fiscal year while the plant was preparing for commercial production. This has since reduced significantly due to the effects of the COVID-19 pandemic and the efforts made in keeping costs under control to conserve cash.

Financing costs

Financing costs was $1,559,470 and $2,533,979 for the nine months ended May 31, 2020 and 2019, respectively, a decrease of $934,509 or 36.9%. Financing costs includes; (i) interest expense of $491,968 and $241,501 for the nine months ended May 31, 2020 and 2019, respectively, an increase of $250,467, attributable to the increase in debt and convertible debt outstanding over the prior fiscal period; (ii) amortization of debt discount of $1,040,789 and $2,244,362 for the nine months ended May 31, 2020 and 2019, respectively, a decrease of $1,203,573, primarily due to the significant debt discount incurred in the prior fiscal period on the Bay Private Equity debt placements and the subsequent amortization thereof; and (iii) other finance related expense of $26,713 and $48,116 for the nine months ended May 31, 2020 and 2019, respectively.

Mark to market of derivative liability

The mark to market of the derivative liability was $31,532 and $0 for the nine months ended May 31, 2020 and 2019, respectively. The derivative liability arose due to the issuance of convertible securities with variable conversion prices and no floor conversion price. The charge during the current period represents the mark-to-market of the derivative liability outstanding as of May 31, 2020, which depends on our current share price, risk free interest rates and the volatility of our common share price.

Net loss from operations

Net loss from operations was $8,098,426 and $12,800,029 for the nine months ended May 31, 2020 and 2019, respectively, a decrease of $4,701,603 or 36.7%. The decrease is primarily due to the reduction in selling, general and administrative expenses and the reduction in financing costs, offset by an increase in production and maintenance costs.

Gain (loss) on settlement of liabilities

Gain on settlement of liabilities was $427,907 and loss on settlement of liabilities was $(98,475) for the nine months ended May 31, 2020 and 2019, respectively, an increase of $526,382. Several trade liabilities were settled during the current period at a premium to current market prices.

Gain (Loss) on settlement of convertible debt

Gain on settlement of convertible debt of $176,732 and loss on settlement of convertible debt of $(99,547) for the nine months ended May 31, 2020 and 2019, respectively, an increase of $276,279. Convertible debt was settled at a premium to current market prices during the current period.

Interest income

Interest income was $57,900 and $94,896 for the nine months ended May 31, 2020 and 2019, respectively. Interest income is currently earned on advances made to third parties. The overall balance due to the Company from third parties has declined over the prior period resulting in lower interest income.

Net loss before income tax and equity loss

Net loss before income tax and equity loss was $7,508,886 and $12,903,155 for the nine months ended May 31, 2020 and 2019, respectively, a decrease of $5,394,269 or 41.8%. The decrease is primarily due to the reduction in expenses, offset by the increase in production and maintenance costs, as discussed above.

Equity loss from investment in Accord GR Energy, net of tax

Equity loss from investment in Accord GR Energy, net of tax was $0 and $150,000 for the nine months ended May 31, 2020 and 2019, respectively. We provided a 100% of the carrying amount of our investment on August 31, 2019 due to the lack of activity and adequate investment in this venture. The prior year charge represented an estimate of our share of the ongoing operating losses for the nine months ended May 31, 2019.

Net loss and comprehensive loss

Net loss and comprehensive loss was $7,508,886 and $13,053,155 for the nine months ended May 31, 2020 and 2019, respectively, a decrease of $5,544,269 or 42.5% as discussed above.

Liquidity and Capital Resources

As at May 31 2020, we had cash of approximately $39,096. We also had a working capital deficiency of approximately $12,666,896, due primarily to accounts payable, short term debt, convertible debentures and accrued interest thereon which remain outstanding as of May 31, 2020. During the nine months ended May 31, 2020, we raised $2,208,374 in private placements, and a further $1,949,938 in convertible debt, which was offset by the repayment of convertible debt in the aggregate amount of $105,000. These funds were primarily used on to fund the expansion of the plant, the acquisition of mineral rights, the investment in notes receivable and for working capital purposes.

We have spent, and expect to continue to spend, a substantial amount of funds in connection with implementing our business strategy and do not have sufficient cash on hand to implement our business strategy. Our financial statements have been prepared assuming we are a going concern. To date, we have generated minimal revenue from operations and have financed our operations primarily through sales of our securities, and we expect to continue to seek to obtain our required capital in a similar manner. There can be no assurance that we will be able to generate sufficient revenue to cover our operating costs and general and administrative expense or continue to raise funds through the sale of debt. If we raise funds by securities convertible into common shares, the ownership interest of our existing shareholders will be diluted.

Capital Expenditures

We continue to incur capital expenditure on the oil extraction plant as we refine our processes and improve on our efficiencies. These expenses are at times unpredictable but we do not anticipate spending more than $2,000,000 on the existing plant.

We also intend to construct two new oil extraction facilities and expand the existing facility. Each facility is estimated to cost $10,000,000 each.

Other Commitments

In addition to commitments otherwise reported in this MD&A, the Company's contractual obligations as at May 31, 2020, include:

Contractual Obligations	**Total ($ millions)**	**Up to 1 Year ($ millions)**	**2 - 5 Years ($ millions)**	**After 5 Years ($ millions)**
Convertible Debt[1]	9.9	8.2	1.7	-
Promissory notes	0.4	0.4	-	-
Debt[2]	1.3	1.1	0.2	-
Total Contractual Obligations	11.6	9.7	1.9	-

[1] Amount includes estimated interest payments. The recorded amount as at May 31, 2020 was approximately $7.9 million.

[2] Amount includes estimated interest payments. The recorded amount as at May 31, 2020 was approximately $1.2 million.

Recently Issued Accounting Pronouncements

The recent Accounting Pronouncements are fully disclosed in note 2 to our unaudited condensed consolidated financial statements.

Management does not believe that any other recently issued but not yet effective accounting pronouncements, if adopted, would have an effect on the accompanying unaudited condensed consolidated financial statements.

Off-balance sheet arrangements

We do not maintain off-balance sheet arrangements, nor do we participate in non-exchange traded contracts requiring fair value accounting treatment.

Inflation

The effect of inflation on our revenue and operating results was not significant.

Climate Change

We believe that neither climate change, nor governmental regulations related to climate change, have had, or are expected to have, any material effect on our operations.

Item 3. Quantitative and Qualitative Disclosures about Market Risk.

Not applicable.

Item 4. Controls and Procedures.

Disclosure Controls and Procedures

The Company has adopted and maintains disclosure controls and procedures that are designed to provide reasonable assurance that information required to be disclosed in the reports filed under the Exchange Act, such as this Quarterly Report on Form 10-Q, is collected, recorded, processed, summarized and reported within the time periods specified in the rules of the Securities and Exchange Commission. The Company's disclosure controls and procedures are also designed to ensure that such information is accumulated and communicated to management to allow timely decisions regarding required disclosure. As required under Exchange Act Rule 13a-15, the Company's management, including the Principal Executive Officer and the Principal Financial Officer, has conducted an evaluation of the effectiveness of disclosure controls and procedures as of the end of the period covered by this report. Based upon that evaluation, the Company's CEO and CFO concluded that due to a lack of segregation of duties the Company's disclosure controls and procedures are not effective to ensure that information required to be disclosed by the Company in the reports that the Company files or submits under the Exchange Act, is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to the Company's management, including the Company's CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure. Subject to receipt of additional financing or revenue generated from operations, the Company intends to retain additional individuals to remedy the ineffective controls.

Changes in Internal Control

There has been no change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act) that occurred during our fiscal quarter ended May 31, 2020 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

None.

Item 1A. Risk Factors.

The following information updates, and should be read in conjunction with, the information disclosed in Part I, Item 1A, "Risk Factors," contained in our Annual Report Form 10-K as filed with the Securities and Exchange Commission (the "SEC") on December 16, 2019. Except as disclosed below, there have been no material changes from the risk factors disclosed in our Annual Report Form 10-K as filed with the SEC on December 16, 2019.

We face business disruption and related risks resulting from the recent outbreak of the novel coronavirus 2019 ("COVID-19"), which could have a material adverse effect on our business and results of operations.

In an effort to contain and mitigate the spread of COVID-19, many countries, including the United States and Canada, have imposed unprecedented restrictions on travel, and there have been business closures and a substantial reduction in economic activity in countries that have had significant outbreaks of COVID-19. The pandemic has had a material adverse effect on our operations. We have scaled back to a skeleton crew and we have suspended production of hydrocarbon products, because of the effects of the recent decline in oil pricing, we are no longer operating (in terms of the cost to produce and sell oil, excluding G&A) on a breakeven basis. We do not plan to resume production until oil prices return to sustainable profitable levels.

Significant uncertainty remains as to the potential impact of the COVID-19 pandemic on our operations, and on the global economy as a whole. Government-imposed restrictions on travel and other "social-distancing" measures such restrictions on assembly of groups of persons, have the potential to disrupt supply chains for parts and sales channels for our products, and may result in labor shortages.

It is currently not possible to predict how long the pandemic will last or the time that it will take for economic activity to return to prior levels. We will continue to monitor the COVID-19 situation closely, and intend to follow health and safety guidelines as they evolve.

We expect the ultimate significance of the impact of these disruptions, including the extent of their adverse impact on our financial and operational results, will be dictated by the length of time that such disruptions continue, which will, in turn, depend on the currently unknowable duration of the COVID-19 pandemic and the impact of governmental regulations that might be imposed in response. Our business could also be impacted should the disruptions from COVID-19 lead to changes in commercial behavior. The COVID-19 impact on the capital markets could impact our cost of borrowing. There are certain limitations on our ability to mitigate the adverse financial impact of these items, including the fixed costs of our operations. COVID-19 also makes it more challenging for management to estimate future performance of our businesses, particularly over the near to medium term.

We have suffered operating losses since inception and we may not be able to achieve profitability.

At May 31, 2020, August 31, 2019 and August 31, 2018, we had an accumulated deficit of ($85,794,169), ($78,285,282), and ($62,497,396), respectively and we expect to continue to incur increasing expenses in the foreseeable future as we develop our oil extraction business. We incurred a net loss of ($7,508,886) for the nine months ended May 31, 2020 and ($15,787,886) and ($15,641,029), as of the years ended August 31, 2019 and August 31, 2018, respectively. As a result, we are sustaining substantial operating and net losses, and it is possible that we will never be able to sustain or develop the revenue levels necessary to attain profitability.

Our ability to be profitable will depend in part upon our ability to manage our operating costs and to generate revenue from our extraction operations. Operating costs could be impacted by inflationary pressures on labor, volatile pricing for natural gas used as an energy source in transportation of fuel and in oil sands processes, and planned and unplanned maintenance.

The failure to comply with the terms of our secured notes could result in a default under the terms of the note and, if uncured, it could potentially result in action against the pledged assets.

As of May 31, 2020, we had issued and outstanding notes in the principal amount of $1,215,257, promissory notes in the principal amount of $353,114 and convertible notes in the principal amount of $7,912,091 to certain private investors which have already matured and mature up until March 30, 2024, and some are secured by a pledge of all of our assets. If we fail to comply with the terms of the notes, the note holder could declare a default under the notes and if the default were to remain uncured, as secured creditors they would have the right to proceed against the collateral secured by the loans. Any action by secured creditors to proceed against our assets would likely have a serious disruptive effect on our operations.

There is substantial doubt about our ability to continue as a going concern.

At May 31, 2020, we had not yet achieved profitable operations, had accumulated losses of ($85,794,169) since our inception and a working capital deficit of ($12,666,896), and expect to incur further losses in the development of our business, all of which casts substantial doubt about our ability to continue as a going concern. We have incurred net losses for the past four years. The opinion of our independent registered accounting firm on our audited financial statements for the years ended August 31, 2019 and 2018 draws attention to our notes to the financial statements, which describes certain material uncertainties regarding our ability to continue as a going concern. Our ability to continue as a going concern is dependent upon our ability to generate future profitable operations and/or to obtain the necessary financing to meet our obligations and repay our liabilities arising from normal business operations when they come due. Management's plan to address our ability to continue as a going concern includes (1) obtaining debt or equity funding from private placement or institutional sources, (2) obtaining loans from financial institutions, where possible, or (3) participating in joint venture transactions with third parties. Although management believes that it will be able to obtain the necessary funding to allow us to remain a going concern through the methods discussed above, there can be no assurances that such methods will prove successful. The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Issuances of common shares upon exercise or conversion of convertible securities, including pursuant to our equity incentive plans and outstanding share purchase warrants and convertible notes could result in additional dilution of the percentage ownership of our shareholders and could cause our share price to fall.

We currently have share purchase warrants to purchase 50,660,474 common shares outstanding at exercise prices ranging from US$0.08 to US$1.50 and options to purchase 9,808,333 common shares with a weighted average exercise price of CDN $1.20 and notes convertible into 39,593,517 common shares based on conversion prices ranging from $0.03 to $1.00 per share. The issuance of the common shares underlying the share purchase warrants, options and convertible notes will have a dilutive effect on the percentage ownership held by holders of our common shares.

Our ability to use our net operating losses and certain other tax attributes may be limited.

As of August 31, 2019, we had accumulated net operating losses (NOLs), of approximately CDN $79.0 million. Varying jurisdictional tax codes have restrictions on the use of NOLs, if a corporation undergoes an "ownership change," the corporation's ability to use its pre-change NOLs, R&D credits and other pre-change tax attributes to offset its post-change income may be limited. An ownership change is generally defined as a greater than 50% change in equity ownership. Based upon an analysis of our equity ownership, we do not believe that we have experienced such ownership changes and therefore our annual utilization of our NOLs is not limited. However, should we experience additional ownership changes, our NOL carry forwards may be limited.

Our dependence on debt financing – the availability of which cannot be assured - may limit our flexibility in planning for, or reacting to, changes in our business and our industry.

The incurrence of additional indebtedness could require acceptance of covenants that, if violated, could further restrict our operations or lead to acceleration of the indebtedness that would necessitate winding up or liquidation of our company. In addition to the foregoing, our ability to obtain additional debt financing may be limited and there can be no assurance that we will be able to obtain any additional financing on terms that are acceptable, or at all.

We may incur substantial costs in pursuing future financing, which may adversely impact our financial condition

We may incur substantial costs in pursuing future capital financing, including investment banking fees, legal fees, accounting fees, securities law compliance fees, printing and distribution expenses and other costs. We may also be required to recognize non-cash expenses in connection with certain securities we may issue, which may adversely impact our financial condition.

We may be subject to liability for failure to comply with the requirements of Regulation 14A under the Securities Exchange Act of 1934.

Through inadvertence, we did not comply with the requirements of Regulation 14A under the Exchange Act in connection with the annual and special meeting of our shareholders held on December 13, 2019 (the Meeting"). In particular: (a) the proxy statement prepared by our management complied with applicable Canadian proxy rules but failed to meet the form and disclosure requirements for proxy statements prescribed by Schedule 14A under the Exchange Act; (b) since item 4 of the agenda for the Meeting (approval of our Company's advance notice by-law) and agenda item 5 (approval of a proposed consolidation (reverse split) of our outstanding common shares) are not among the routine matters excepted from Exchange Act Rule 14a-6, we were required but failed to file a preliminary copy of the proxy statement with the United States Securities and Exchange Commission at least 10 calendar days prior to the date on which the definitive proxy statement was sent to our Company's shareholders, and thereby failed to give Staff at the SEC an opportunity to review and comment on the proxy statement; and (c) we proceeded under the Canadian "notice-and-access" rules for electronic posting of proxy materials rather than in compliance with Rule 14a-16 under the Exchange Act. In addition, we failed to timely comply with its obligation to file a current report on Form 8-K reporting on the results of the Meeting no later than December 19, 2019 (being the fourth business day following the date of the Meeting).

As a result of our failure to comply with Regulation 14A, the SEC may bring an enforcement action or commence litigation against us. If any claims or actions were to be brought against us relating to our lack of compliance with Regulation 14A, we could be subject to penalties, required to pay fines, make damages payments or settlement payments. In addition, any claims or actions could force us to expend significant financial resources to defend ourselves, could divert the attention of our management from our core business and could harm our reputation. However, we believe that the potential for any claims or actions is not probable.

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

On May 7, 2020, the Company issued a convertible promissory note of $64,300, including an original issue discount of $6,300, for net proceeds of $55,000 after certain legal expenses. The note bears interest at 12% per annum and matures on May 7, 2020. The note may be prepaid subject to certain prepayment penalties ranging from 110% to 130% based on the period of prepayment. The outstanding principal amount of the note is convertible at any time and from time to time at the election of the holder into shares of the Company's common stock at a conversion price equal to 75% of the average of the lowest three bid prices during the previous fifteen prior trading days.

On June 19, 2020, the Company issued a convertible promissory note of $82,500, including an original issue discount of $7,500, for net proceeds of $72,000 after certain legal expenses. The note bears interest at 12% per annum and matures on June 19, 2021. The note may be prepaid subject to certain prepayment penalties ranging from 110% to 130% based on the period of prepayment. The outstanding principal amount of the note is convertible at any time and from time to time at the election of the holder into shares of the Company's common stock at a conversion price equal to 75% of the average of the lowest three trading bid prices during the previous fifteen prior trading days.

All offers and sales of securities within the United States and to U.S. persons in each of the transactions set forth above were made in reliance on Section 4(a)(2) of the Securities Act and/or Rule 506(b) promulgated thereunder. The recipients of the securities in each of these transactions represented their intentions to acquire the securities for investment only and not with a view to or for sale in connection with any distribution thereof, and appropriate legends were placed upon the securities certificates issued in these transactions. All recipients had adequate access, through their employment or other relationship with us or through other access to information provided by us, to information about us. The sales of these securities were made without any general solicitation or advertising. The net proceeds realized from these transactions have been used by the Company on its extraction technology in Asphalt Ridge and for working capital purposes.

Item 3. Defaults Upon Senior Securities.

As of May 31, 2020, we are in default on the following indebtedness.

A note in the aggregate principal amount of $200,000 due to a private lender matured on January 15, 2020. We are currently negotiating the extension of the maturity date with the lender, there is no penalty interest associated with this note..

Notes in the aggregate principal amount of $364,177 matured on January 31, 2020. We are currently negotiating a settlement of these notes, there is no penalty interest associated with this note.

A note in the principal aggregate amount of $100,000 matured on September 17, 2019. We are in negotiations to extend the term of this note, there is no penalty interest associated with this note.

A convertible debenture with the aggregate principal amount outstanding of $143,750 matured on January 15, 2020, we are currently in default under this note. There is no default interest rate associated with this note and the note holder has the right to enforce the repayment of the note or the guarantee against our chairman.

Two convertible notes due to Bay Private Equity, Inc. in the aggregate principal sum of $2,900,000 and $2,400,000 which matured on January 15, 2020. These notes currently earn default interest at 15% per annum. We are negotiating the settlement of these notes with the note holders.

Item 4. Mine Safety Disclosures.

We will commence open cast mining at our TMC site once our plant is fully operational. In terms of the additional disclosure required, we provide the following information.

1. TMC Mining Operations:

The TMC mining operation is conducted at the TMC Mineral Lease on lands situated in or near Utah's Asphalt Ridge, an area located along the northern edge of the Uintah Basin and containing oil sands deposits located at or near the surface, particularly the acreage located in T5S-R21E (Section 25) and T5S-R22E (Section 31) where our Asphalt Ridge Mine #1 is located.

(i) *The total number of violations of mandatory health or safety standards that could significantly and substantially contribute to the cause and effect of a mine safety or health hazard under section 104 of the Federal Mine Safety and Health Act of 1977 (30 U.S.C. 814) for which the operator received a citation from the Mine Safety and Health Administration.*

None.

(ii) *The total number of orders issued under section 104(b) of such Act (30 U.S.C. 814(b)).*

None.

(iii) *The total number of citations and orders for unwarrantable failure of the mine operator to comply with mandatory health or safety standards under section 104(d) of such Act (30 U.S.C. 814(d)).4.*

None.

(iv) *The total number of flagrant violations under section 110(b)(2) of such Act (30 U.S.C. 820(b)(2)).*

None.

(v) *The total number of imminent danger orders issued under section 107(a) of such Act (30 U.S.C. 817(a)).*

None.

(vi) *The total dollar value of proposed assessments from the Mine Safety and Health Administration under such Act (30 U.S.C. 801 et seq.).*

None.

(vii) *The total number of mining-related fatalities.*

None.

(viii) *Written notifications received of:*

a) A pattern of violations of mandatory health or safety standards that are of such nature as could have significantly and substantially contributed to the cause and effect of coal or other mine health or safety hazards under section 104(e) of such Act (30 U.S.C. 814(e)); or

None

b) The potential to have such a pattern.

None, that we are aware of.

c) Any pending legal action before the Federal Mine Safety and Health Review Commission involving such mine.

None

Item 5. Other Information.

Not applicable.

Item 6. ***Exhibits***

31.1	Certification of Aleksandr Blyumkin, Chief Executive Officer, pursuant to Rule 13a-14(a)/15d-14(a) (1)
31.2	Certification of Mark Korb, Chief Financial Officer, pursuant to Rule 13a-14(a)/15d-14(a) (1)
32.1	Certification of Aleksandr Blyumkin, Chief Executive Officer, pursuant to Section 1350 of the Sarbanes-Oxley Act of 2002 (1)
32.2	Certification Mark Korb, Chief Financial Officer pursuant to Section 1350 of the Sarbanes-Oxley Act of 2002 (1)
101.INS	INS XBRL Instance Document (2)
101.SCH	SCH XBRL Taxonomy Extension Schema Document (2)
101.CAL	CAL XBRL Taxonomy Extension Calculation Linkbase Document (2)
101.DEF	DEF XBRL Taxonomy Extension Definition Linkbase Document (2)
101.LAB	LAB XBRL Taxonomy Extension Label Linkbase Document (2)
101.PRE	PRE XBRL Taxonomy Extension Presentation Linkbase Document (2)

(1) Filed herewith

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned.

Petroteq Energy Inc.

/s/ Aleksandr Blyumkin
Aleksandr Blyumkin
Executive Chairman and Chief Executive Officer
(Principal Executive Officer)

/s/ Mark Korb
Mark Korb
Chief Financial Officer
(Principal Financial and Accounting Officer)

Date: July 20, 2020

Exhibit 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002

I, Aleksandr Blyumkin, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Petroteq Energy Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13-a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financing reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 20, 2020

By: /s/ Aleksandr Blyumkin
Aleksandr Blyumkin
Executive Chairman and Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

**CERTIFICATION OF PRINCIPAL FINANCIAL AND ACCOUNTING OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002**

I, Mark Korb, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Petroteq Energy Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13-a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financing reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 20, 2020

By: /s/ Mark Korb
Mark Korb
Chief Financial Officer
(Principal Financial and Accounting Officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Petroteq Energy Inc. (the “Registrant”) on Form 10-Q for the period ending May 31, 2020 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Aleksandr Blyumkin, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section. 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

Date: July 20, 2020

By: /s/ Aleksandr Blyumkin
Aleksandr Blyumkin
Executive Chairman and Chief Executive Officer
(Principal Executive Officer)

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Petroteq Energy Inc. (the "Registrant") on Form 10-Q for the period ending May 31, 2020 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Mark Korb, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section. 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

Date: July 20, 2020

By: /s/ Mark Korb
Mark Korb
Chief Financial Officer
(Principal Financial and Accounting Officer)