

Extractive Sector Transparency Measures Act - Annual Report

Reporting Entity Name	Torxen Holdings Ltd.				
Reporting Year	From	2018/01/01	To:	2018/12/31	Date submitted May 30, 2019
Reporting Entity ESTMA Identification Number	E904370	<input checked="" type="radio"/> Original Submission <input type="radio"/> Amended Report			
Other Subsidiaries Included (optional field)	Torxen Resources Ltd.				
For Consolidated Reports - Subsidiary Reporting Entities Included in Report:	E780799 Torxen Energy Ltd.				
Not Substituted					
Attestation Through Independent Audit	<p><i>In accordance with the requirements of the ESTMA, and in particular section 9 thereof, I attest that I engaged an independent auditor to undertake an audit of the ESTMA report for the entity(ies) and reporting year listed above. Such an audit was conducted in accordance with the Technical Reporting Specifications issued by Natural Resources Canada for independent attestation of ESTMA reports.</i></p> <p><i>The auditor expressed an unmodified opinion, dated 2019-05-29, on the ESTMA Report for the entity(ies) and period listed above. The independent auditor's report can be found at www.torxen.net.</i></p>				
Full Name of Director or Officer of Reporting Entity	Darin Wright			Date	May 29, 2019
Position Title	Chief Financial Officer				

Reporting Entities May
Insert Their Brand/Logo here

INTRODUCTION

Torxen Holdings Ltd. and its subsidiaries (collectively the “Company” or “Torxen”) has prepared the following consolidated Annual Report (“the Report”) of payments made to government entities for the year ended December 31, 2018 as required by the Extractive Sector Transparency Measures Act S.C. 2014, c.39, s.376 (“ESTMA” or the “Act”).

BASIS OF PREPARATION

The report is presented in Canadian dollars (“CAD”), the Company’s reporting currency and has been prepared in accordance with the requirements of the Act and the Natural Resources Canada (“NRCan”) Technical Reporting Specifications.

The following is a summary of significant policies and judgments that the Company has made for the purpose of preparing the report.

Significant policies

Cash and in-kind payments

Payments are reported on a cash basis and have been reported in the period in which the payment was made. In-kind payments are converted to an equivalent cash value based on cost or, if cost is not determinable, the in-kind payment is reported at the fair market value. The valuation method for each payment has been disclosed in the notes section of the ESTMA Annual Report.

Payments to the “same payee” that meet or exceed \$100,000 CAD equivalent in one category of payment are disclosed. Payments are rounded to the nearest \$10,000 CAD.

Payee

For the purposes of the Act, a payee is:

- a. Any government in Canada or in a foreign state;
- b. A body that is established by two or more governments; or
- c. Any trust, board, commission, corporation or body or other authority that is established to exercise or perform, or that exercises or performs, a power, duty or function of a government for a government referred to in paragraph (a) above or a body referred to in paragraph (b) above.

Payees include governments at any level, including national, regional, state, provincial, local, or municipal levels. Payees may include non-governmental entities if the benefit bestowed would have otherwise been provided by the government. Payees also include any government-owned or government-controlled entities that exercise or perform a power, duty or function of government.

Aboriginal and indigenous groups and organizations may also be regarded as a payee under the Act. Currently, the Corporation does not make payments to these groups that exceed the \$100,000 threshold for reporting.

Reportable Payments

A reportable payment for ESTMA purposes is one that:

- a. Is made to the same payee;
- b. Is made in relation to the commercial development of oil, gas or minerals; and

- c. Totals, as a single or multiple payment, CAD\$100,000 or more in the year in one of the following prescribed seven payment categories.

Taxes

This category includes taxes paid by the Company on its income, profits or production in relation to the commercial development of oil and gas resources. Taxes paid include corporate income tax and property taxes. Consumption taxes, personal income taxes and taxes withheld by the Company on behalf of others are excluded as per the Act.

Royalties

Royalties are payments for the rights to extract oil and gas resources, typically at a set percentage of revenue. Both cash royalties and royalties paid in-kind are reported in this category. If determinable, in-kind payments are valued at cost. If the cost for royalties paid in-kind is not determinable then they have been valued at the fair market sale price at the time the in-kind royalty is delivered.

Fees

This category may include environmental license fees, permits, and other regulatory charges. The fee category is broad and includes payments to payees that in substance is a fee. Amounts paid in ordinary course commercial transactions in exchange for services provided by a payee are excluded.

Production entitlements

A payee's share of oil, gas or mineral production under a production sharing agreement or similar contractual or legislated arrangement is reported under this category. For the year ended December 31, 2018, there were no reportable production entitlement payments to a payee.

Bonuses

This category includes signing, discovery, production, community investment and any other type of bonus paid to a payee in relation to the commercial development of oil and gas resources.

Dividends

Dividends are payments, other than dividends paid to a payee as an ordinary shareholder of the Company on shares that were acquired by the payee on the same terms as were available at the time of acquisition to other shareholders that are not in lieu of any other reportable payment. For the year ended December 31, 2018, there were no reportable dividend payments to a payee.

Infrastructure improvement payments

This payment category consists of payments for the construction of infrastructure that do not relate primarily to the operational purposes of the Company and to which there is direct benefit to the payee. For the year ended December 31, 2018, there were no reportable infrastructure improvement payments to a payee.

Significant Estimates and Judgements

The preparation of the Report in accordance with the Act requires the use of judgements, estimates and assumptions.

Payments by Project Level

Payments have been reported at the project level as required by the Act. A "project" means the operational activities are governed by a single contract, license, lease, concession or similar legal

agreement that forms the basis for a payment liability with a payee. If multiple such agreements are substantially interconnected, they would be considered a single project.

“Substantially interconnected” means forming a set of operationally and geographically integrated contracts, licenses, leases or concessions or related agreements with substantially similar terms that are signed with a government and give rise to payment liabilities.

The Company has determined that the operational activities governed by surface or mineral lease contracts related to key operational areas are substantially interconnected and has reported payments related to each such area as a single project. The Company has considered geographical location and common infrastructure as two key indicators for making this determination.

Commercial Development

The Act defines ‘commercial development of oil, gas or minerals’ as:

- a) The exploration or extraction of oil, gas or minerals;
- b) The acquisition or holding of a permit, license, lease or any other authorization to carry out any of the activities referred to in paragraph (a); or
- c) Any other prescribed activities in relation to oil, gas or minerals.

Payments made by the Company to payees relating to the commercial development of oil, gas or minerals (“commercial development”) are disclosed in this Report. The Company’s initial processing activities which are integrated with its extraction operations are included in commercial development. The Report excludes payments that are not related to the Company’s commercial development activities.

Refunds and credits

Amounts paid to payees have been reported at the amount paid by the Company, including instances where an applicable credit reduces the amount payable, to reflect the net cash payment to the payee. Cash refunds received from payees have not been reported where they have not been applied as a credit to amounts owing.

Attribution of payments

Where a payment was made for the Company by another entity, such payment has been deemed to have been made by the Company and has been included in this Report. This may include payments not directly made to a payee, or were not received directly by the payee. Whether a payment is made for the Company may be difficult to determine and depends on the facts and circumstances including legal and contractual requirements.

Payments made in situations of joint control

The Company reports all cash payments that it pays directly to a payee, and includes all amounts paid as an operator as part of an unincorporated joint arrangement (i.e. a working interest). This is the case even where the Company as the operator has been proportionally and directly reimbursed by its non-operating partners.

In circumstances where the Company is a non-operator in an unincorporated joint arrangement and the operator is not a Reporting Entity under ESTMA, the Company records its working interest share of ESTMA related payments to payees made by the operator based on information provided by the operator as prescribed by NRCan ESTMA Guidance section 3.3 – *Reporting Payments made in situations of Joint Operating Agreements and Joint Ventures*.

Corporate Social Responsibility (“CSR”) Payments

The ESTMA Report includes CSR payments that the Company is obligated to make to a payee, or to another party under the direction of a payee, as a condition of the Company’s commercial

development. In determining whether a CSR payment is reportable, the Company considers the nature, timing or extent of a payment; if one or more of these criteria are controlled by the payee or if the criteria must be negotiated between the Company and a payee, the payment is treated as reportable. For the year ended December 31, 2018, there were no reportable CSR payments to a payee.



Independent auditor's report

To the Management of Torxen Holdings Ltd.

Our opinion

In our opinion, the accompanying Extractive Sector Transparency Measures Act (ESTMA) – Annual Report of Torxen Holdings Ltd. (the Entity) for the year ended December 31, 2018 is prepared, in all material respects, in accordance with the basis of accounting described in the notes.

What we have audited

The Entity's consolidated financial information comprises the ESTMA – Annual Report of Torxen Holdings Ltd. for the year ended December 31, 2018 and the notes to the consolidated financial information, which include a summary of significant accounting policies and other explanatory information (the ESTMA Report).

Basis for opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the ESTMA Report* section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Entity in accordance with the ethical requirements that are relevant to our audit of the ESTMA Report in Canada. We have fulfilled our other ethical responsibilities in accordance with these requirements.

Emphasis of matter – basis of accounting

We draw attention to the notes to the ESTMA Report, which describe the basis of accounting. The ESTMA Report is prepared to assist the Entity in complying with the reporting requirements of the ESTMA. As a result, the ESTMA Report may not be suitable for another purpose. Our opinion is not modified in respect of this matter.

PricewaterhouseCoopers LLP
111-5th Avenue SW, Suite 3100, Calgary, Alberta, Canada T2P 5L3
T: +1 403 509 7500, F: +1 403 781 1825

"PwC" refers to PricewaterhouseCoopers LLP, an Ontario limited liability partnership.



Responsibilities of management and those charged with governance for the ESTMA Report

Management is responsible for the preparation of the ESTMA Report in accordance with the reporting requirements of the ESTMA, and for such internal control as management determines is necessary to enable the preparation of an ESTMA Report that is free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the ESTMA Report

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

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

- Identify and assess the risks of material misstatement of the ESTMA Report whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Obtain sufficient appropriate audit evidence regarding the ESTMA Report of business activities within the Entity to express an opinion on the ESTMA Report. We remain solely responsible for our audit opinion.



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

PricewaterhouseCoopers LLP

Chartered Professional Accountants

Calgary, Alberta
May 29, 2019