

**IOCL (USA) Inc.**

**Financial Statements**

**March 31, 2019**

IOCL (USA) Inc.

March 31, 2019

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## **Independent Auditors' Report**

To the Board of Directors and Stockholder of  
IOCL (USA) Inc.

We have audited the accompanying financial statements of IOCL (USA) Inc. (a Texas corporation), which comprise the balance sheets as of March 31, 2019 and 2018, and the related statements of operations, changes in stockholder's equity, and cash flows for the years then ended, and the related notes to financial statements.

### **Management's Responsibility for the Financial Statements**

Management is responsible for the preparation and fair presentation of these financial statements in accordance with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with U.S. generally accepted auditing standards. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements 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. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

### **Opinion**

In our opinion, the financial statements referred to above, present fairly, in all material respects, the financial position of IOCL (USA) Inc. as of March 31, 2019 and 2018, and the results of its operations and its cash flows for the years then ended in accordance with U.S generally accepted accounting principles.

*Pannell Kerr Forster of Texas, P.C.*

April 25, 2019

## IOCL (USA) Inc.

## Balance Sheets

	March 31,	
	2019	2018
<b>Assets</b>		
Current assets		
Cash and cash equivalents	\$ 1,027,872	\$ 856,397
Certificates of deposit	4,523,151	-
Accounts receivable - oil and natural gas	775,491	878,435
Advances to operator	<u>555</u>	<u>5,540</u>
Total current assets	<u>6,327,069</u>	<u>1,740,372</u>
Oil and natural gas properties, successful efforts method		
Evaluated property		
Leasehold costs	13,684,857	14,171,798
Drilling costs	22,221,503	21,703,547
Completion costs	34,079,254	33,239,634
Production equipment	7,235,087	7,180,980
Unevaluated leasehold costs	<u>764,006</u>	<u>882,480</u>
	77,984,707	77,178,439
Accumulated depletion, depreciation and amortization	<u>(52,434,433)</u>	<u>(46,962,590)</u>
Oil and natural gas properties, net	<u>25,550,274</u>	<u>30,215,849</u>
Total assets	<u>\$ 31,877,343</u>	<u>\$ 31,956,221</u>
<b>Liabilities and Stockholder's Equity</b>		
Current liabilities		
Accounts payable	\$ 112,029	\$ 111,066
Accrued liabilities	<u>155,857</u>	<u>76,779</u>
Total current liabilities	<u>267,886</u>	<u>187,845</u>
Asset retirement obligations	<u>499,878</u>	<u>1,012,868</u>
Total liabilities	<u>767,764</u>	<u>1,200,713</u>
Commitments and contingencies		
Stockholder's equity		
Common stock \$0.01 par value; 10,000,000,000 shares authorized; 5,763,538,921 shares issued and outstanding as of March 31, 2019 and 2018, respectively	57,635,390	57,635,390
Retained deficit	<u>(26,525,811)</u>	<u>(26,879,882)</u>
Total stockholder's equity	<u>31,109,579</u>	<u>30,755,508</u>
Total liabilities and stockholder's equity	<u>\$ 31,877,343</u>	<u>\$ 31,956,221</u>

See accompanying notes to financial statements.

## IOCL (USA) Inc.

## Statements of Operations

	Year Ended March 31,	
	2019	2018
Oil and natural gas revenues	\$ 8,683,209	\$ 6,327,762
Operating expenses		
Lease operating	1,067,437	996,357
Production taxes	345,228	194,262
Marketing and distribution	1,168,903	1,127,973
Depletion, depreciation and amortization	5,471,843	6,404,150
Abandonment of expired leases	61,441	416,164
Accretion expense	31,255	35,193
General and administrative	222,785	154,149
Total operating expenses	<u>8,368,892</u>	<u>9,328,248</u>
Other income		
Interest income	39,754	1,332
Gain on sale of oil and natural gas properties	<u>-</u>	<u>46,000</u>
Total other income	<u>39,754</u>	<u>47,332</u>
Income (loss) before income tax (expense) benefit	354,071	(2,953,154)
Income tax (expense) benefit	<u>-</u>	<u>-</u>
Net income (loss)	<u>\$ 354,071</u>	<u>\$ (2,953,154)</u>

See accompanying notes to financial statements.

## IOCL (USA) Inc.

## Statements of Changes in Stockholder's Equity

For the Years Ended March 31, 2019 and 2018

	<u>Common Stock</u>		<u>Retained Deficit</u>	<u>Total Stockholder's Equity</u>
	<u>Shares</u>	<u>Amount</u>		
Balance, March 31, 2017	5,763,538,921	\$ 57,635,390	\$ (23,926,728)	\$ 33,708,662
Net loss	<u>-</u>	<u>-</u>	<u>(2,953,154)</u>	<u>(2,953,154)</u>
Balance, March 31, 2018	5,763,538,921	57,635,390	(26,879,882)	30,755,508
Net income	<u>-</u>	<u>-</u>	<u>354,071</u>	<u>354,071</u>
Balance, March 31, 2019	<u>5,763,538,921</u>	<u>\$ 57,635,390</u>	<u>\$ (26,525,811)</u>	<u>\$ 31,109,579</u>

*See accompanying notes to financial statements.*

## IOCL (USA) Inc.

## Statements of Cash Flows

	Year Ended March 31,	
	2019	2018
Cash flows from operating activities:		
Net income (loss)	\$ 354,071	\$ (2,953,154)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depletion, depreciation and amortization	5,471,843	6,404,150
Abandonment of expired leases	61,441	416,164
Accretion expense	31,255	35,193
Interest income capitalized to certificates of deposit	(23,151)	-
Gain on sale of oil and natural gas properties	-	(46,000)
Changes in operating assets and liabilities		
Accounts receivable - oil and natural gas	102,944	(40,103)
Accounts payable	37,584	(60,361)
Accrued liabilities	79,078	(48,624)
Net cash provided by operating activities	<u>6,115,065</u>	<u>3,707,265</u>
Cash flows from investing activities:		
Acquisition of oil and natural gas properties	(1,411,954)	(3,936,424)
Change in capital expenditure accrual	(36,621)	3,089
Proceeds from sale of oil and natural gas properties	-	100,000
Purchase of certificates of deposit	(4,500,000)	-
Change in advances to operator	4,985	9,566
Net cash used in investing activities	<u>(5,943,590)</u>	<u>(3,823,769)</u>
Net increase (decrease) in cash and cash equivalents	171,475	(116,504)
Cash and cash equivalents - beginning of year	<u>856,397</u>	<u>972,901</u>
Cash and cash equivalents - end of year	<u>\$ 1,027,872</u>	<u>\$ 856,397</u>
Supplemental non-cash investing and financing activities:		
ARO liabilities incurred and revisions to estimates	<u>\$ (544,245)</u>	<u>\$ 42,022</u>

*See accompanying notes to financial statements.*

## IOCL (USA) Inc.

## Notes to Financial Statements

March 31, 2019

**Note 1 - Nature of Operations**Background

IOCL (USA) Inc. (the "Company") was formed on October 1, 2012 as a Texas Corporation. The Company is a wholly-owned subsidiary of Indian Oil Corporation Limited (the "Parent"). The Company is a petroleum exploration and production company engaged in the acquisition, exploration, and development of properties for the production of crude oil and natural gas from underground reservoirs.

On October 4, 2012, the Company entered into a purchase and participation agreement (the "Agreement") with Carrizo Oil & Gas, Inc. and one of its affiliates (collectively, "Carrizo") to acquire a 10% working interest in oil and natural gas properties located in the Niobrara Formation area in Weld, Morgan, and Adams counties of the State of Colorado.

**Note 2 - Summary of Significant Accounting Policies**Cash and cash equivalents

Cash and cash equivalents include all highly liquid investments with original maturities of three months or less from the date of purchase.

Certificates of deposit

Certificates of deposits include investments with original maturities of more than three months from the date of purchase.

Oil and natural gas properties

The Company uses the successful efforts method of accounting for oil and natural gas producing activities. Costs to acquire mineral interests in oil and natural gas properties, costs to drill and equip exploratory wells that find proved reserves, costs to drill and equip development wells, and related asset retirement costs are capitalized. With respect to amounts paid by the Company for its carry obligation, they are recorded to oil and natural gas properties in cost categories incurred as tangible and intangible drilling costs, completion costs and production equipment. Additionally, interest costs, if appropriate, are capitalized to oil and natural gas properties during the period that unevaluated leasehold costs and costs of wells in progress are undergoing development and preparation for their intended use until reserves have been identified. Costs to drill exploratory wells that do not find proved reserves, geological and geophysical costs, and costs of carrying and retaining unevaluated properties are expensed.

Capitalized costs of producing oil and natural gas properties, after considering estimated residual salvage values, are depreciated and depleted on a field level (common reservoir) using the unit-of-production method using proved producing oil and natural gas reserves. Evaluated oil and natural gas leasehold costs are depleted using the unit-of-production method based on total proved oil and natural gas reserves. Unevaluated property costs, costs of wells in progress and related capitalized interest costs, if any, are excluded from the depletable base until the related costs are considered developed or until proved reserves are found.

## IOCL (USA) Inc.

## Notes to Financial Statements

March 31, 2019

**Note 2 - Summary of Significant Accounting Policies (Continued)**Oil and natural gas properties (continued)

Upon sale or retirement of a complete unit of an evaluated property, the cost and related accumulated depreciation, depletion, and amortization are eliminated from the property accounts, and the resulting gain or loss is recognized in the statements of operations. On the retirement or sale of a partial unit of evaluated property, the cost and related accumulated depreciation, depletion, and amortization apportioned to the interest retired or sold are eliminated from the property accounts, and the resulting gain or loss is recognized in the statements of operations.

Upon sale of an entire interest in an unevaluated property, gain or loss on the sale is recognized, taking into consideration the amount of any recorded impairment if the property had been assessed individually. If a partial interest in an unevaluated property is sold, the amount received is treated as a reduction of the cost of the interest retained.

Evaluated oil and natural gas properties are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amounts may not be recoverable, which is generally performed at the field level. Assets are grouped at the lowest level for which there is identifiable cash flows that are largely independent of the cash flows of other groups of assets. Estimates of future undiscounted net cash flows are determined by a third party petroleum engineering firm for proved oil and natural gas properties to determine the recoverability of carrying amounts. If the net cost exceeds the undiscounted future net cash flows, then the fair value is determined using the discounted future net cash flows as the new carrying value with any excess net cost recorded as impairment with a corresponding amount recorded to accumulated depreciation, depletion and amortization. As of March 31, 2019 and 2018, no impairment of proved oil and natural gas properties is required.

Unevaluated oil and natural gas properties totaled \$764,006 and \$882,480 at March 31, 2019 and 2018, respectively, are periodically assessed for impairment of value, and a loss is recognized at the time of impairment by providing an impairment allowance. As unevaluated leases expire and are not renewed estimated costs of these leases are charged to abandonment expense. No impairment was required as of March 31, 2019 and 2018, however, abandonment of expired leases charged to expense totaled \$61,441 and \$416,164 for the years ended March 31, 2019 and 2018, respectively.

Asset retirement obligations

The Company records an asset retirement obligation for the abandonment of oil and natural gas producing properties. The asset retirement obligation is recorded at its estimated fair value on the date that the obligation is incurred and accretion expense is recognized over time as the discounted liability is accreted to its expected settlement value. Fair value is measured using expected future cash outflows which considers an estimate of the cost to plug and abandon wells (excluding salvage value), future inflation rates and is discounted at the Company's credit-adjusted risk-free interest rate. The fair value of the estimated asset retirement cost is capitalized as part of the carrying amount of the applicable proved oil and natural gas property and depleted with the corresponding proved oil and natural gas property using the unit-of-production method. Periodically the asset retirement obligation is re-measured to determine if a revision to the estimate is necessary with any revisions being recorded as an adjustment to oil and natural gas property.

## IOCL (USA) Inc.

## Notes to Financial Statements

March 31, 2019

**Note 2 - Summary of Significant Accounting Policies (Continued)**Concentrations of credit risk

Financial instruments, which potentially subject the Company to concentrations of credit risk, consist principally of cash and accounts receivables - oil and natural gas. The Company maintains its cash with financial institutions it believes have a high credit quality. The Company at times maintains bank deposits in excess of federally-insured limits. The possibility of a loss exists if the bank holding excess deposits was to fail. All of the Company's accounts receivable are from its operators of the Company's oil and natural gas properties resulting from oil and natural gas sales. To mitigate this credit risk, the Company closely monitors the payment history and credit worthiness of its operators.

Revenue recognition and natural gas imbalances

Revenues from the sale of crude oil and natural gas production are recognized when oil and natural gas is sold at a fixed and determinable price, delivery has occurred, title has transferred and collectability is reasonably assured, net of royalties. An accrual is recorded at each reporting period by estimating the oil and natural gas volumes produced and delivered, net of royalties, and the corresponding oil and natural gas prices for periods when actual production information is not available. Crude oil that remains within the field tanks that is not sold at each reporting period is considered not produced. The Company follows the sales method of accounting for oil and natural gas revenues whereby revenue is recognized for all oil and natural gas sold to purchasers, regardless of whether the sales are proportionate to the Company's ownership interest in the property. Production imbalances are recognized as an asset or liability to the extent that the Company has an imbalance on a specific property that is in excess of its remaining proved oil and natural gas reserves. Oil and natural gas sales volumes are not significantly different from the Company's share of production, and as of March 31, 2019 and 2018, the Company did not have any material production imbalances.

Fair value measurements

The Company measures fair value in accordance with Financial Accounting Standards Board Accounting Standards Codification ("ASC") Topic 820, "Fair Value Measurements and Disclosures," which defines fair value, establishes a framework for measuring fair value, establishes a fair value hierarchy based on the quality of inputs used to measure fair value and enhances disclosure requirements for fair value measurements.

A three-level valuation hierarchy for disclosure of fair value measurements categorizes assets and liabilities measured at fair value into one of three different levels depending on the observability of the inputs employed in the measurement. Level 1 inputs include observable inputs such as quoted prices in active markets at the measurement date for identical, unrestricted assets or liabilities. Level 2 inputs include inputs that are observable directly or indirectly such as quoted prices in markets that are not active, or inputs which are observable, either directly or indirectly, for substantially the full term of the asset or liability. Level 3 inputs include unobservable inputs for which there is little or no market data and which the Company makes its own assumptions about how market participants would price the assets and liabilities.

## IOCL (USA) Inc.

## Notes to Financial Statements

March 31, 2019

**Note 2 - Summary of Significant Accounting Policies (Continued)**Use of estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Management believes that these estimates and assumptions provide a reasonable basis for the fair presentation of the financial statements.

Significant estimates include volumes of oil and natural gas reserves used in calculating depreciation, depletion and amortization of oil and natural gas properties, future net revenues and abandonment obligations, impairment of developed and undeveloped properties, the collectability of outstanding accounts receivable, contingencies, and the results of any current and future litigation. Oil and natural gas reserve estimates, which are the basis for unit-of-production depreciation and depletion, have numerous inherent uncertainties. The accuracy of any reserve estimate is a function of the quality of available data and of engineering and geological interpretation and judgment. Subsequent drilling results, testing, and production may justify revision of such estimates. Accordingly, reserve estimates are often different from the quantities of oil and natural gas that are ultimately recovered. In addition, reserve estimates are sensitive to changes in wellhead prices of crude oil and natural gas. Such prices have been volatile in the past and can be expected to be volatile in the future.

The Company's significant estimates are based on current assumptions that may be materially affected by changes to future economic conditions, such as the market prices received for sales of volumes of oil and natural gas, and are primarily based upon the data and information received from the operators. Future changes in these assumptions may affect these estimates materially in the near term.

Income taxes

Provisions for income taxes are based on taxes payable or refundable for the current period and deferred taxes on temporary differences between the amount of taxable income and pretax financial income and between the tax basis of assets and liabilities and their reported amounts in the financial statements. Deferred tax assets and liabilities are included in the financial statements at currently enacted income tax rates applicable to the period in which the deferred tax assets and liabilities are expected to be realized or settled. As changes in tax laws or rates are enacted, deferred tax assets and liabilities are adjusted through the provision for income taxes. The impact of an uncertain tax position is recognized only if it is more likely than not of being sustained upon examination of the relevant taxing authority.

The state of Texas has a gross margin tax of 0.75% that is levied on taxable margin. Taxable margin is defined as total revenue less deduction for costs of goods sold or compensation and benefits in which total calculated taxable margin cannot exceed 70% of total revenue.

## IOCL (USA) Inc.

## Notes to Financial Statements

March 31, 2019

**Note 2 - Summary of Significant Accounting Policies (Continued)**Income taxes (continued)

Management has evaluated the Company's tax positions and concluded that the Company has taken no uncertain tax positions that require adjustment to the financial statements. The Company will account for interest and penalties assessed as a result of an examination, if any in income tax expense. The Company had no tax-related interest or penalties for the years ended March 31, 2019 and 2018.

During December 2017, the Tax Cuts and Jobs Act ("TCJA") was enacted in the U.S. The TCJA permanently reduces the maximum corporate income tax rate from 35% to a flat rate of 21% effective January 1, 2018. FASB ASC 740, "Income Taxes", requires deferred tax assets and tax liabilities to be measured at the enacted tax rate expected to apply when the reversal affects the amount of taxes payable or refundable. This required a revaluation of the deferred tax assets or tax liabilities generally as of December 31, 2017, to reflect the reduced rate of tax over which temporary items will reverse, with the resulting impact of the rate change included in income from continuing operations (See Note 4).

**Note 3 - Asset Retirement Obligations**

A summary of the changes in the asset retirement obligations for the years ending March 31, are as follows:

	<u>2019</u>	<u>2018</u>
Beginning of year	\$ 1,012,868	\$ 935,653
Liabilities incurred	70	51,840
Revisions of estimate	(544,315)	(9,818)
Accretion expense	<u>31,255</u>	<u>35,193</u>
End of year	<u>\$ 499,878</u>	<u>\$ 1,012,868</u>

**Note 4 - Income Taxes**

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes using a U.S. Federal statutory corporate rate of 21% as of March 31, 2019 and 2018. Significant components of the Company's net deferred tax assets as of March 31, are as follows:

	<u>2019</u>	<u>2018</u>
Differences in depletion, depreciation, and amortization of property for tax purposes	\$ (1,736,188)	\$ (1,218,088)
Federal net operating loss carryforward	6,737,961	6,368,597
State net operating loss carryforward	1,173,592	1,109,258
Valuation allowance	<u>(6,175,365)</u>	<u>(6,259,767)</u>
Deferred tax asset	<u>\$ -</u>	<u>\$ -</u>

## IOCL (USA) Inc.

## Notes to Financial Statements

March 31, 2019

**Note 4 - Income Taxes (Continued)**

The Company had a net operating loss carryforward available at March 31, 2019 that amounts to \$32,085,530, of which \$29,268,364 will expires in 2033 and \$2,817,166 will be carried forward indefinitely.

Income tax benefit differed from the amount computed by applying the U.S. federal income tax rate of 21% to pretax income, as a result of the following:

	Year Ended March 31,	
	2019	2018
Income tax benefit at statutory rate	\$ (74,355)	\$ 1,033,604
State taxes	(12,520)	145,427
Tax rate change	-	(3,389,576)
Other	2,473	(4,123)
Valuation allowance	84,402	2,214,668
Total tax benefit (expense)	\$ -	\$ -

As a result of the timing of the enactment of the TCJA, which went into effect on December 31, 2017, the Company included tax expense of \$3,389,576 resulting from the impact on net deferred tax assets of the change in the Federal tax rate from 35% to 21% as of March 31, 2018. The Company recorded an adjustment to the valuation allowance for a similar amount providing for an overall impact on tax benefit of nil resulting from this Federal tax rate change.

**Note 5 - Fair Value Measurements**

The initial measurement of asset retirement obligations at fair value is calculated using discounted cash flow techniques and based on internal estimates of future retirement costs associated with property, plant and equipment.

Significant Level 3 inputs used in the calculation of asset retirement obligations include plugging costs and reserve lives. A reconciliation of the Company's asset retirement obligations is presented in Note 2 - Summary of Significant Accounting Policies under the caption "Asset retirement obligation."

Significant Level 3 inputs associated with the calculation of discounted cash flows used in the impairment analysis include the Company's estimate of future crude oil, natural gas, and natural gas liquids prices, production costs, development expenditures, anticipated production if proved reserves, appropriate risk-adjusted discount rates and other relevant data (see Note - 2 Summary of Significant Accounting Policies under the caption "Oil and natural gas properties").

**Note 6 - Commitments and Contingencies**

In the normal course of business, the Company is subjected to claims, legal actions, contract negotiations, and disputes. The Company is subject to contingencies as a result of environmental laws and regulations. The Company provides for losses, if any, in the year in which they can be reasonably estimated. In management's opinion, there are currently no such matters outstanding that would have a material effect on the accompanying financial statements.

IOCL (USA) Inc.

Notes to Financial Statements

March 31, 2019

**Note 7 - Subsequent Events**

Management has evaluated subsequent events through April 25, 2019, which is the date the financial statements were available to be issued, and has determined that there were no other subsequent events to be reported.