

# **EAST WEST PETROLEUM CORP.**

## **MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE THREE MONTHS ENDED JUNE 30, 2015**

This discussion and analysis of financial position and results of operation is prepared as at August 31, 2015 and should be read in conjunction with the unaudited condensed consolidated interim financial statements for the three months ended June 30, 2015 of East West Petroleum Corp. ("East West" or the "Company"). The following disclosure and associated financial statements are presented in accordance with International Financial Reporting Standards ("IFRS"). Except as otherwise disclosed, all dollar figures included therein and in the following management discussion and analysis ("MD&A") are quoted in Canadian dollars. Additional information relevant to the Company's activities, can be found on SEDAR at [www.sedar.com](http://www.sedar.com).

### **Forward-Looking Statements**

Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the Company's actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking information. Such factors include, but are not limited to: the ability to raise sufficient capital to fund exploration and development; the quantity of and future net revenues from the Company's reserves; oil and natural gas production levels; commodity prices, foreign currency exchange rates and interest rates; capital expenditure programs and other expenditures; supply and demand for oil and natural gas; schedules and timing of certain projects and the Company's strategy for growth; competitive conditions; the Company's future operating and financial results; and treatment under governmental and other regulatory regimes and tax, environmental and other laws.

Prospective resources are those quantities of petroleum estimated, as of a given date, to be potentially recoverable from undiscovered accumulations by application of future development projects. Prospective resources have both an associated chance of discovery and a chance of development. Prospective resources are further subdivided in accordance with the level of certainty associated with recoverable estimates assuming their discovery and development and may be subclassified based on project maturity. Best estimate resources are considered to be the best estimate of the quantity that will actually be recovered from the accumulation. If probabilistic methods are used, this term is a measure of central tendency of the uncertainty distribution (most likely/mode, P50/median, or arithmetic average/mean). As estimates, there is no certainty that any portion of the resources will be discovered. If discovered, there is no certainty that it will be commercially viable to produce any portion of the resources that the estimated reserves or resources will be recovered or produced.

This list is not exhaustive of the factors that may affect our forward-looking information. These and other factors should be considered carefully and readers should not place undue reliance on such forward-looking information. The Company disclaims any intention or obligation to update or revise forward-looking information, whether as a result of new information, future events or otherwise.

All of the Company's public disclosure filings, including its most recent management information circular, material change reports, press releases and other information, may be accessed via [www.sedar.com](http://www.sedar.com) and readers are urged to review these materials, including the reserve reports filed with respect to the Company's petroleum and natural gas properties.

### **Company Overview**

The Company is a reporting issuer in British Columbia and Alberta and trades on the TSX Venture Exchange ("TSXV") under the symbol "EW". The Company carries on business in one operating segment, being the acquisition of, exploration for and production from petroleum and natural gas properties. The Company's current portfolio consists of interests in exploration concessions in New Zealand and Romania and producing properties in the Taranaki Basin, New Zealand and Alberta, Canada. The Company is not the operator of any of its petroleum and gas interest and is currently focussed participating on activities on the exploration, evaluation and development of its petroleum interests in the Taranaki Basin, New Zealand. The Company's principal office is located at #1210 - 1095 West Pender Street, Vancouver, BC, V6E 2M6.

## **Normal Course Issuer Bid**

The Company currently has filed a renewal normal course issuer bid (“NCIB”) which authorizes the Company to repurchase for cancellation up to 8,725,822 common shares until February 2, 2016 or the date by which the Company has acquired the maximum number of common shares under the normal course issuer bid. As of the date of this MD&A the Company has repurchased 516,500 common shares of the Company under this NCIB. See also “Selected Financial Data - Results of Operations” and “Outstanding Share Data”.

## **Projects Update**

In this MD&A, production and reserves information may be presented on a barrel of oil equivalent (“BOE”) basis with six thousand cubic feet (“MCF”) of natural gas being equivalent to one barrel (“bbl”) of crude oil or natural gas liquids. BOE’s may be misleading, particularly if used in isolation. A BOE conversion ratio of 6 MCF: 1 bbl is based on an energy equivalency conversion method primarily applicable at the burner tip and does not represent a value equivalency at the wellhead.

## ***New Zealand***

The Company has active drilling, testing and production operations in the Taranaki Basin of New Zealand. All licenses are operated by the Company’s partner, TAG, and all wells are targeting shallow Miocene targets in the Urenui and Mt. Messenger formations which have been shown to be productive for oil and gas throughout the Basin, including on TAG’s adjacent Cheal field.

Within the Taranaki Basin, East West holds the following working interests:

### *PEP 54877 (Cheal North East) - East West 30%*

The initial permit work at the Cheal E-Site located on PEP 54877 included the drilling of five exploration wells (Cheal-E1, E2, E3, E4 and E5) which were successfully completed in mid-December 2013. The Cheal-E1 well was placed onto production in November 2013, followed during the first quarter of calendar 2014 by two Cheal E-Site wells capable of production (Cheal-E4 and E5).

Petroleum production from Cheal North East averaged 253 net BOE’s per day (67% oil) in Q1 2016 compared to an average of 227 BOE’s per day (81% oil) in Q1 2015. The increase of 26 BOE’s per day from Q1 2015 is due to the additional contributions from the successful completion and tie-in of Cheal-E6 in December 2014 and the successful recompletion of Cheal-E2 in January 2015.

In May 2015 the Company was informed by TAG that the TAG owned Cheal E to A pipeline was completed and operational, giving the Company the ability to monetize future oil and gas wells drilled in the Cheal-E development area, sell previously flared gas generating additional revenues and lowering operating costs through facility optimizations. The Company’s share of gas production to June 30, 2015 was 24,305 gigajoules (“GJ”) net for \$101,930.

### *PEP 54879 (Cheal South) - East West 50%*

The initial permit work for PEP 54879 included drilling three exploration wells, the Cheal-G1, G2 and G3. A 15-day flow test was completed on the Cheal-G1 well which produced 1,016 barrels of oil. The test oil was subsequently sold for net proceeds of \$44,972 and all net revenues have been recorded as a recovery against the capitalized costs. The G1 well has the potential to be full-time producing and suitable economic methods are under review which would enable the G1 well to produce on a full time basis.

## ***Reserves Data***

An independent reserves evaluation, relating to the resource base of the Company in the Cheal Area of New Zealand, effective March 31, 2015, has been prepared by Sproule International Limited. The report follows all industry standard procedures and is in conformity with the Canadian Oil and Gas Evaluation Handbook and National Instrument 51-101 (“NI 51-101”). Readers are encouraged to review the Form 51-101 F1 - *Statement of Reserve Data*

and Other Oil and Gas Information, which is a Summary of the report, filed on the SEDAR website at [www.sedar.com](http://www.sedar.com).

### **Canada**

Effective September 1, 2010 the Company executed a purchase and sale agreement with Sphere Energy Corp. (“Sphere”), a private company, whereby the Company acquired Sphere’s working interests, ranging from 4.1125% to 20%, in four oil wells and fourteen gas wells (eight flowing coal bed methane (“CBM”) gas) (the “Carbon Property”) located approximately 50 miles northeast of Calgary, Alberta. The wells are producing from the Horseshoe Canyon, Basal Belly River, Belly River, Viking and Glauconitic formations.

The Carbon Property is located approximately fifty miles northeast of Calgary, Alberta in Township 29, Range 22W4M. The Company holds interests ranging from 4.1125% to 20% in three producing oil wells and twelve gas wells. The wells are producing from the Horseshoe Canyon, Basal Belly River, Belly River, Viking, Glauconitic, and Ellerslie Formations. Approximately 86% of the proved plus probable value discounted at 10% of this property lies in three oilwells: 02/11-13-029-22W4/0; 00/04-13-029-22W4/0; and 00/06-13-029-22W4/0.

As of the date of this MD&A, the Carbon Property is not considered to be a material property of the Company.

### **Romania**

During fiscal 2010 the Company was informed by the government of Romania that it had been awarded four exploration blocks located in the Pannonian Basin, in western Romania. In May 2011 the Company signed petroleum concession agreements with the National Agency for Minerals and Hydrocarbons (“NAMR”) the government agency in Romania which regulates the oil and gas industry.

The four concessions have specific mandatory work programs (the “Romania Work Programs”), which were estimated at US \$56,630,000 for all four programs, to be completed over two years from final approval. Production from the concessions is also subject to royalties of between 3.5% to 13.5% based on quarterly gross production payable to the government.

On May 20, 2011 the Company and Naftna Industrija Srbije j.s.c. Novi Sad (“NIS”), an arm’s length corporation, signed a memorandum of understanding to jointly explore the four exploration blocks in Romania. On October 27, 2011 the Company and NIS signed a farm-out agreement (the “Farm-out”). Under the terms of the Farm-out, NIS paid the Company \$250,000 and agreed to pay a further \$275,000 upon final concession approvals by the government of Romania and assignment of an 85% participation interest and operatorship of the Romania Work Programs to NIS. NIS has the obligation to fund the Romania Work Programs, including environmental work, 2D and 3D seismic acquisition and processing, and the drilling of 12 wells. The Company retains a 15% carried interest in each block through the obligatory two year Phase I work program and the optional one year Phase II work program. If a commercial discovery is made, the Company is responsible for its 15% interest in development of the commercial discovery.

During fiscal 2012 the Company received final concession approval by the government of Romania for one exploration block (EX-2 Tria) and the Company transferred the 85% participation interest in EX-2 Tria to NIS Petrol S.R.L (“NSI Petrol”), a wholly-owned subsidiary of NIS, and the Company received a pro-rated payment of \$68,750 from NIS. On November 22, 2013 the Company received final concession approval on the three remaining exploration blocks. The Company subsequently transferred the 85% participation interest in the exploration blocks to NIS Petrol and received the final payment of \$206,250 during fiscal 2014.

NAMR has granted NIS and the Company an extension of 2.5 years, until June 2017, to conduct the Phase I work program for the exploration block, EX-2 Tria.

### **United States**

On August 29, 2012 the Company entered into a Letter of Intent with Lani LLC (“Lani”) to carry out a joint exploration program in the San Joaquin Basin of California, USA. At the time of the agreement, Lani, a private E&P company based in Ventura, California, held an exploration acreage position of approximately 4,500 gross acres in the southern region of the basin with a number of prospects and leads identified. Under the terms of the agreement, the

Company indicated it would assume a 21.25% - 50% net participation interest in Lani's acreage position through a total of US \$2,500,000 contribution to drill two exploration wells and for the acquisition of additional leases.

On November 13, 2012 the Company entered into a farm-in agreement, which superseded the August 29, 2012 Letter of Intent, and area of mutual interest agreement ("AMI") with Lani to carry out joint exploration programs in the San Joaquin Basin. The agreement provided the Company with participation interests in approximately 4,500 gross (3,200 net) acres in two prospective areas named Tejon Extension and Tejon Main, holding a 25% participation interest in the Tejon Extension leases and a 21.25% participation interest in Tejon Main leases.

On August 1, 2013 the Company entered into a Sales and Purchase Agreement with Solimar Energy, LLC whereby 28.75% participation interest was purchased in leases making up the Tejon Main area, bringing the Company's interest to 50%. The cost to the Company was US \$110,000.

In December 2012 the Company and its partner NAMG spud the Lani 77-20 exploratory well on the Tejon Extension leases. The well flowed oil to the surface in uncommercial quantities and has been suspended pending additional studies. The Company has funded the required US \$1,300,000 to earn its 25% participation interest in the Tejon Extension leases. The 77-20 well was suspended with further petrophysical analysis underway to determine the hydrocarbon of the shallower section in the well. Following analysis and consideration of prospects for further testing, East West determined that this well was unlikely to be commercial and the costs associated with the 77-20 well were provided for in fiscal 2014.

NAMG is the operator of the subject leases. As of the date of this MD&A, NAMG has been unsuccessful in obtaining sufficient financing to proceed with further exploration and development of the properties. In light of this uncertainty and results to date, the Company made a full impairment charge in fiscal 2015 on the remaining Tejon Main Area and White Wolf leases.

## ***India***

In March 2011 the Company was notified by the Directorate General of Hydrocarbons of India ("DGH") it was a successful bidder for an exploration block in the New Exploration Licensing Policy ("NELP") IX competitive bid round. The block lies in the Assam-Arakan Basin of northeast India. The DGH had announced the winning bids on a provisional basis, subject to final administrative review.

The acquired block, AA-ONN-2010/2, was awarded to a consortium consisting of Oil India Ltd. ("OIL"), (Operator, 40%), Oil and Natural Gas Corporation of India ("ONGC") (30%), Gas Authority of India Ltd. ("GAIL") (20%) and East West (10%). The primary term of this exploration production sharing contract is five years.

On March 28, 2012 the Company, along with its partners, received final approvals and signed the AA-ONN-2010/2 PSC agreement with the DGH at an official signing ceremony in New Delhi. Block AA-ONN-2010/2 covers approximately 395 sq. km. within the Karbi Anglong District of the Assam-Arakan Basin, a proven petroliferous region which covers more than 116,000 sq. km. in north-eastern India. The work program bid for the block consists of the drilling of two wells and the acquisition of about 400 sq. km. of 3D seismic data. In January 2015 the Petroleum Exploration License deed of agreement for Block AA-ONN-2010/2 was signed between the partners and the Government of Assam. In July 2015 the Company provided notice that it would be withdrawing from the PSC.

## **Investment in Associated Company**

### *North South Petroleum Corp. ("North South")*

On April 9, 2015 the Company acquired ownership and control over 3,900,000 common shares (the "North South Shares") for \$195,000 pursuant to a non-brokered private placement. Upon this initial purchase the Company owned 16.74% of the issued and outstanding common shares of North South.

On the acquisition of the North South Shares, Mr. David Sidoo, the President and CEO of the Company, was appointed as a director of North South. On May 22, 2015, the Honorable Herb Dhaliwal, a director of the Company, was also appointed as a director of North South. During the three months ended June 30, 2015 the Company acquired a further 19,000 common shares of North South through open market purchases for a total consideration of \$5,240 and as at June 30, 2015 the Company owned 16.83% for the issued and outstanding common shares of North South. The

Company's judgment is that it has significant influence over North South and, accordingly, will account for the investment under the equity method.

Subsequent to June 30, 2015 the Company has purchased an additional 125,500 common shares of North South through the public market for a total consideration of \$27,648.

### Selected Financial Data

The following selected financial information is derived from the unaudited condensed consolidated interim financial statements of the Company prepared in accordance with IFRS.

	Fiscal 2016		Fiscal 2015			Fiscal 2014		
	Jun. 30 2015 \$	Mar. 31 2015 \$	Dec. 31 2014 \$	Sep. 30 2014 \$	Jun. 30 2014 \$	Mar. 31 2014 \$	Dec. 31 2013 \$	Sep. 30 2013 \$
<b>Operations:</b>								
Revenues, net of costs	633,133	747,049	899,935	1,371,347	1,164,082	3,136,475	18,591	17,716
Expenses	(1,244,022)	(3,681,902)	(2,441,979)	(1,272,702)	(3,703,911)	(5,707,656)	(410,353)	(577,652)
Other items	40,980	1,140,999	(132,379)	204,035	(854,009)	(3,025,455)	368,729	(96,721)
(Loss) income before deferred income tax	(569,909)	(1,793,854)	(1,674,423)	302,680	(3,393,838)	(5,596,636)	(23,033)	(656,657)
Deferred income tax	Nil	Nil	Nil	Nil	(25,000)	(210,000)	(340,500)	17,500
Net income (loss)	(569,909)	(1,793,854)	(1,674,423)	302,680	(3,418,838)	(5,806,636)	(363,533)	(639,157)
Other comprehensive income (loss), net	(1,032,994)	(360,051)	667,968	(1,187,515)	166,978	(626,442)	(2,768,875)	123,855
Comprehensive (loss) income	(1,602,903)	(2,153,905)	(1,006,455)	(884,835)	(3,251,860)	(6,433,078)	(3,132,408)	(515,302)
Basic and diluted (loss) income per share	(0.01)	(0.02)	(0.01)	0.01	(0.03)	(0.07)	(0.00)	(0.01)
Dividends per share	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Balance Sheet:</b>								
Working capital	8,708,868	8,901,697	8,591,136	9,362,466	8,745,415	10,966,215	15,487,110	18,964,676
Total assets	17,925,164	19,539,844	21,794,694	22,510,465	23,426,418	29,682,150	34,952,549	35,939,795
Decommissioning liabilities	(977,938)	(1,062,292)	(952,108)	(886,520)	(983,377)	(995,388)	(516,664)	(248,841)

### Results of Operations

*Three Months Ended June 30, 2015 Compared to Three Months Ended June 30, 2014.*

Revenues and operating costs for the three months ended June 30, 2015 ("Q1/16") compared to the three months ended June 30, 2014 ("Q1/15") are as follows:

	Q1/16	Q1/15
Sales	22,176 BOE	16,563 BOE
Petroleum and natural gas sales	\$ 1,189,398	\$ 1,812,924
Average realized price per BOE	\$ 53.63	\$ 109.46
Production costs	\$ 315,306	\$ 313,475
Average per BOE	\$ 14.22	\$ 18.93
Transportation and storage costs	\$ 189,803	\$ 251,275
Average per BOE	\$ 8.56	\$ 15.17
Royalties	\$ 51,156	\$ 84,092
Average per BOE	\$ 2.31	\$ 5.08
Netback	\$ 633,133	\$ 1,170,082
Average per BOE	\$ 28.55	\$ 70.65

Total sales volumes increased to 22,176 BOE in Q1/16 compared to 16,563 BOE in Q1/15. The 5,163 BOE increase in sales in Q1/16 was primarily a result of the impact of additional contributions from the successful recompletion of Cheal-E2 in January 2015 and, commencing May 2015, the completion of the pipeline to enable sales of natural gas from the Cheal-E area. Gas production contributed 3,435 BOE (24,305 GJ) in Q1/16.

Petroleum and natural gas revenues decreased from \$1,812,924 in Q1/15 to \$1,189,398 in Q1/16, a decline of 34% due to lower realized prices.

Production costs in Q1/16 compared to Q1/15 on a per BOE basis decreased from \$19.93 per BOE to \$14.22 per BOE. The decrease was attributable to ongoing work by the operator to reduce costs and increase efficiencies at the site.

Transportation and storage costs decreased, both in total and on a BOE basis, due to the commissioning of the pipeline, which is being used to transport both gas and oil thus reducing transportation costs.

As a result of reduced commodity prices, royalties declined to \$51,156 in Q1/16 from \$84,092 in Q1/15.

During Q1/16 the Company reported a net loss of \$569,909 (\$0.01 per share) compared to a net loss of \$3,418,838 (\$0.04 per share) during Q1/15, a decrease in loss of \$2,848,929. The overall decrease in loss during the 2015 period was attributed primarily to the following factors:

- (i) the recognition of general exploration expenses, primarily for expenditures incurred on PEP 54876 of \$2,639,088, in Q1/15 compared to \$58,001 in Q1/16;
- (ii) the significant impact of lower petroleum prices received in Q1/16, \$53.63 per BOE, compared to \$109.46 per BOE received in Q1/15, partially offset by increased sales, from 16,563 BOE in Q1/15 to 22,176 BOE in Q1/16; and
- (iii) the recognition of a foreign exchange gain of \$55,601 in Q1/16 compared to a foreign exchange loss of \$902,917 in Q1/15.

General and administrative expenses incurred during Q1/16 and Q1/15 are as follows:

	Q1/15 \$	Q1/15 \$
Accounting and administrative	16,900	17,400
Audit and related	39,468	45,606
Bank charges and letter of credit fees	1,578	9,488
Corporate development	13,954	13,390
Legal	155	16,906
Office	22,545	11,640
Other (recovery)	-	(16,533)
Professional fees	163,241	229,519
Regulatory fees	1,500	2,250
Rent	17,281	17,103
Salaries and benefits	31,552	-
Shareholder costs	1,508	140
Telephone	1,985	1,385
Transfer agent fees	1,233	1,404
Travel	84,827	46,865
	<u>397,727</u>	<u>396,563</u>

Specific expenses of note for Q1/16 and Q1/15 are as follows:

- (i) professional fees totalling \$163,241 (Q1/15 - \$229,519) were paid of which \$126,000 (Q1/15 - \$165,000) were paid to directors and officers of the Company (see "Related Party Transactions"), \$27,852 (Q1/15 - \$44,894) were paid to consultants for administrative consulting and \$9,389 (Q1/15 - \$19,625) were paid to consultants for financial consulting;
- (ii) legal fees of \$155 (Q1/15 - \$16,906) were paid. During Q1/15 the Company incurred significant legal fees due to the number of corporate transactions conducted with its joint venture partner, TAG;
- (iii) travel expenses increased by \$37,962 from \$46,865 in Q1/15 to \$84,827 in Q1/16 due to trips to Mexico in Q1/16 to review opportunities;
- (iv) during Q1/15 the Company recorded the \$16,533 rent deposit forfeited by Ava Resources Corp. ("Ava") as a credit to general and administration expenses. The Company previously shared office premises with Ava; and

- (v) salaries of \$31,552 (Q1/15 - \$nil) were paid. Commencing October 1, 2014 the Company hired a former consultant as an employee;

During the Q1/16 the Company recorded general exploration expenses of \$58,001 (Q1/15 - \$2,639,088) of which \$8,135 (Q1/15 - \$2,639,088) was for the drilling and abandonment of PEP 54876 and \$49,866 (Q1/15 - \$nil) was for ongoing review of current and potential exploration and evaluation assets.

During Q1/16 the Company recorded share-based compensation expense of \$4,196 (Q1/15 - \$18,809) on the granting and vesting of share options. In addition the Company recorded share-based compensation expense of \$20,140 (Q1/15 - \$nil) on the re-pricing of share options which had previously been granted.

Interest income is generated from cash on deposit with a senior financial institution and short-term money market instrument issued by major financial institutions. During Q1/16 the Company reported interest income of \$18,379, a decrease of \$19,626, compared to \$38,005 for Q1/15. The decrease in interest income in Q1/16 was due to lower levels of cash compared to Q1/15 and lower yields obtained during Q1/16.

During Q1/16 the Company repurchased 139,000 (Q1/15 - 44,500) common shares for \$21,025 (Q1/15 - \$13,420). See also "Normal Course Issuer Bid".

### Exploration and Evaluation Assets

	New Zealand		United States		Total \$
	PEP 54879 \$	PEP 55770 \$	Tejon Main Area \$	White Wolf \$	
Balance at March 31, 2014	5,666,415	-	122,154	318,121	6,106,690
Capital expenditures	289,744	63,357	-	-	353,101
Net revenues pre-commercial discovery	(44,972)	-	-	-	(44,972)
Revision of estimate for decommissioning liabilities	(8,134)	-	-	-	(8,134)
Foreign exchange movement	(67,941)	-	-	-	(67,941)
Impairment	-	(63,357)	(122,154)	(318,121)	(503,632)
Balance at March 31, 2015	5,835,112	-	-	-	5,835,112
Capital expenditures	36,673	-	-	-	36,673
Revision of estimate for decommissioning liabilities	6,245	-	-	-	6,245
Foreign exchange movement	(618,216)	-	-	-	(618,216)
Balance at June 30, 2015	5,259,814	-	-	-	5,259,814

During Q1/16 the Company incurred a total of \$36,673 (Q1/15 - \$102,782) for exploration and evaluation assets. Details of the Company's activities are discussed in "Projects Update".

### Property, Plant and Equipment

During Q1/16 the Company incurred total additions of \$42,586 (Q1/15 - \$139,339), net of a \$21,464 (Q1/15 - \$1,815) increase for the revision in estimate for decommissioning costs and a decrease \$1,105,016 (Q1/15 - \$203,945) in foreign exchange movement for property, plant and equipment additions on the New Zealand properties.

### Financial Condition / Capital Resources

As at June 30, 2015 the Company had cash resources of \$8,101,769 a decrease of \$299,353 from \$8,401,122 as at March 31, 2015. The decrease in cash resources is mainly from the Company's use of resources for its expenditures on the New Zealand properties.

As at June 30, 2015 the Company had working capital of \$8,708,868. The Company is currently focussing on the exploration, development and production of oil and gas from its Cheal properties. The Company believes that it currently has sufficient financial resources to conduct anticipated exploration and development programs and meet anticipated corporate administration costs for the upcoming twelve month period. However, exploration activities may change due to ongoing results and recommendations, discoveries may require appraisal and development work or the Company may acquire additional properties, which may entail significant funding or exploration commitments. In the event that the occasion arises, the Company may be required to obtain additional financing. The Company has

relied solely on equity financing to raise the requisite financial resources. While it has been successful in the past, there can be no assurance that the Company will be successful in raising future financing should the need arise.

### Contractual Commitments

	Total \$	Less than One Year \$	More than One Year \$
Operating leases	74,880	69,120	5,760
Other long-term obligations	<u>2,715,280</u>	<u>1,747,140</u>	<u>968,140</u>
Total contractual obligations	<u>2,790,160</u>	<u>1,816,260</u>	<u>973,900</u>

Effective August 1, 2011 the Company entered into an operating lease, expiring July 31, 2016, for the rental of an office in Vancouver, BC with a gross monthly lease payment of \$5,760.

### Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

### Proposed Transactions

The Company does not have any proposed transactions.

### Critical Accounting Estimates

The preparation of financial statements in conformity IFRS 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 expenditures during the reporting period. Examples of significant estimates made by management include the determination of mineralized reserves, plant and equipment lives, estimating the fair values of financial instruments, impairment of long-lived assets, reclamation and rehabilitation provisions, valuation allowances for future income tax assets and assumptions used for share-based compensation. Actual results may differ from those estimates.

### Changes in Accounting Policies

There are no changes in accounting policies.

### Related Party Disclosures

A number of key management personnel, or their related parties, hold positions in other entities that result in them having control or significant influence over the financial or operating policies of those entities. Certain of these entities transacted with the Company during the reporting period.

#### (a) *Transactions with Key Management Personnel*

During Q1/16 and Q1/15 the following amounts were incurred with respect to Mr. David Sidoo, the Company's President and Chief Executive Officer ("CEO") and Mr. Nick DeMare, the Company's Chief Financial Officer ("CFO"):

	Q1/16 \$	Q1/15 \$
Professional fees - David Sidoo <sup>(1)</sup>	36,000	52,500
Professional fees - Nick DeMare <sup>(2)</sup>	10,500	10,500
Share-based compensation - David Sidoo	-	2,531
Share-based compensation - Nick DeMare	<u>-</u>	<u>1,899</u>
	<u>46,500</u>	<u>67,430</u>

(1) Paid to Siden Investments Ltd., a private company owned by Mr. Sidoo.

(2) Paid to Chase Management Ltd. ("Chase") a private company owned by Mr. DeMare.



As at June 30, 2015, \$nil (2014 - \$3,500) remained unpaid.

(b) *Transactions with Other Related Parties*

(i) During Q1/16 and Q1/15 the following amounts were incurred with respect to non-executive current and former officers and directors of the Company:

	Q1/16 \$	Q1/15 \$
Professional fees - Marc Bustin, Director <sup>(1)</sup>	69,000	93,000
Professional fees - Herb Dhaliwal, Director <sup>(2)</sup>	10,500	9,000
Share-based compensation - Marc Bustin, Director	-	1,705
Share-based compensation - Herb Dhaliwal, Director	-	1,582
	<u>79,500</u>	<u>105,287</u>

(1) Paid to RMB Earth Science Service Consulting Ltd., a private company owned by Mr. Bustin.

(2) Paid to ADH Holdings Ltd., a private company owned by Mr. Dhaliwal.

As at June 30, 2015, \$23,000 (2014 - \$31,000) remained unpaid.

(ii) During Q1/16 the Company incurred a total of \$16,900 (Q1/15 - \$17,400) to Chase for accounting and administration services provided by Chase personnel, excluding Mr. DeMare. As at June 30, 2015, \$15,100 (2014 - \$10,000) remained unpaid.

(c) On March 6, 2015 the Company entered into a letter of intent (the "LOI") with Frontier Natural Resources Inc. ("Frontier") whereby it agreed to provide Frontier a credit facility of US \$250,000 (the "Credit Facility"). The LOI contemplates the negotiation of a definitive credit agreement and the exploration of a potential acquisition of 100% of the capital of Frontier. Frontier is a privately held oil and natural gas company incorporated in Pennsylvania, U.S.A. Mr. Bustin, a director of the Company, is also a shareholder and director of Frontier.

## **Financial Instruments and Risk Management**

The nature of the Company's operations expose the Company to credit risk, liquidity risk and market risk, and changes in commodity prices, foreign exchange rates and interest rates may have a material effect on cash flows, net income and comprehensive income.

This note provides information about the Company's exposure to each of the above risks as well as the Company's objectives, policies and processes for measuring and managing these risks.

The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and to monitor market conditions and the Company's activities. The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework and policies.

### ***Credit Risk***

Credit risk is the risk of financial loss to the Company if counterparties do not fulfill their contractual obligations. The most significant exposure to this risk is relative to the sale of oil production. All of the Company's production is sold directly to a major oil company. The Company is paid for its oil sales within 30 days of shipment. The Company has assessed the risk of non-collection from the buyer as low due to the buyer's financial condition.

Cash is held with a Canadian chartered bank and is monitored to ensure a stable return.

The carrying amount of cash, amounts receivable and advances receivable represents the maximum credit exposure. The Company does not have an allowance for doubtful accounts on its amounts receivable as at June 30, 2015 and did not provide for any doubtful accounts.

### ***Commodity Price Risk***

Commodity price risk is the risk that future cash flows will fluctuate as a result of changes in commodity prices, affecting results of operations and cash generated from operating activities. Such prices may also affect the value of exploration and development properties and the level of spending for future activities. Prices received by the Company for its production are largely beyond the Company's control as petroleum prices are impacted by world economic events that dictate the levels of supply and demand. All of the Company's oil production is sold at spot rates exposing the Company to the risk of price movements. Effective May 16, 2015 the Company entered into a gas supply agreement to sell its share of gas production from the Cheal E field at a price of NZD \$4.75 per gigajoule, ending December 31, 2015.

### ***Liquidity Risk***

Liquidity risk is the risk that the Company will not have the resources to meet its obligations as they fall due. The Company manages this risk by closely monitoring cash forecasts and managing resources to ensure that it will have sufficient liquidity to meet its obligations. All of the Company's financial liabilities are classified as current and are anticipated to mature within the next fiscal period.

### ***Market Risk***

Market risk is the risk that changes in foreign exchange rates, commodity prices and interest rates will affect the Company's cash flows, net income and comprehensive income. The objective of market risk management is to manage and control market risk exposures within acceptable limits, while maximizing returns.

### ***Foreign Currency Exchange Rate Risk***

Foreign currency exchange rate risk is the risk that future cash flows, net income and comprehensive income will fluctuate as a result of changes in foreign exchange rates. All of the Company's petroleum sales are denominated in United States dollars and gas sales, operational and capital activities related to the Company's properties are transacted primarily in New Zealand dollars and/or United States dollars with some costs also being incurred in Canadian dollars.

The Company currently does not have significant exposure to other currencies and this is not expected to change in the foreseeable future as the work commitments in New Zealand are expected to be carried out in New Zealand and to a lesser extent, in United States dollars.

### ***Interest Rate Risk***

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company is exposed to interest rate fluctuations on its cash which bears a floating rate of interest. The risk is not considered significant.

The Company did not have any interest rate swaps or financial contracts in place during the three months ended June 30, 2015 or 2014 and any variations in interest rates would not have materially affected net income.

### ***Fair Value of Financial Instruments***

Financial instruments are classified into one of the following five categories: fair value through profit or loss ("FVTPL"); held-to-maturity investments; loans and receivables; available-for-sale and other financial liabilities.

The Company's financial instruments recorded at fair value require disclosure about how the fair value was determined based on significant levels of inputs described in the following hierarchy:

- Level 1 - Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and value to provide pricing information on an ongoing basis.
- Level 2 - Pricing inputs are other than quoted prices in active markets included in Level 1. Prices in Level 2 are either directly or indirectly observable as of the reporting date. Level 2 valuations are based on inputs

including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the market place.

Level 3 - Valuations in this level are those with inputs for the asset or liability that are not based on observable market data.

The recorded amounts for amounts receivable, advances receivable, accounts payable and accrued liabilities and amounts due to joint venture partner approximate their fair value due to their short-term nature. The fair value of cash and investment under the fair value hierarchy is measured using Level 1 inputs.

### **Risks and Uncertainties**

The Company is engaged in the exploration for and development of oil and natural gas properties. These activities involve significant risks which careful evaluation, experience and knowledge may not eliminate in some cases. The commercial viability of any petroleum and natural gas properties depends on many factors not all of which are within the control of management. Operationally the Company faces risks that are associated with and affect the financial viability of a given petroleum and natural gas property. These include risks associated with finding, developing and producing these petroleum and natural gas reserves. In addition, Government regulations, taxes, royalties, land tenure, land use, environmental protection and reclamation and closure obligations, have an impact on the economic viability of a petroleum and natural gas property.

The preparation of financial statements in conformity with Canadian 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 expenses during the reporting period. Actual results could differ from those estimates.

The Company's ability to continue its operations and to realize assets at their carrying values is dependent upon the continued support of its shareholders, obtaining additional financing and generating revenues sufficient to cover its operating costs. The accompanying financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the accompanying audited financial statements.

Any forward-looking information in the MD&A is based on the conclusions of management. The Company cautions that due to risks and uncertainties, actual events may differ materially from current expectations. With respect to the Company's operations, actual events may differ from current expectations due to economic conditions, new opportunities, changing budget priorities of the company and other factors.

### **Outstanding Share Data**

The Company's authorized share capital is unlimited common shares with no par value. As at August 31, 2015, there were 90,395,665 outstanding common shares (net of shares repurchased) and 7,242,000 share options outstanding with exercise prices ranging from \$0.14 to \$0.50 per share.