
EAST WEST PETROLEUM CORP.

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED
SEPTEMBER 30, 2013

(Unaudited - Expressed in Canadian Dollars)

**NOTICE OF NO AUDITOR REVIEW OF
CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

In accordance with National Instrument 51-102 Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the condensed consolidated interim financial statements they must be accompanied by a notice indicating that the condensed consolidated interim financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed consolidated interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these condensed consolidated interim financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

EAST WEST PETROLEUM CORP.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION
(Unaudited - Expressed in Canadian Dollars)

	Note	September 30, 2013 \$	December 31, 2012 \$
ASSETS			
Current assets			
Cash	3	20,150,875	21,208,781
GST receivable		263,668	20,488
Amounts receivable	4	45,530	127,812
Prepaid expenses		<u>3,512</u>	<u>18,828</u>
Total current assets		<u>20,463,585</u>	<u>21,375,909</u>
Non-current assets			
Investment	5	5,502,475	4,128,835
Deposits	6(a)	301,176	876,626
Restricted cash	6(d)	3,599,750	3,482,150
Exploration and evaluation assets	6	5,620,128	869,344
Property, plant and equipment	7	610,179	706,584
Other		<u>16,533</u>	<u>16,533</u>
Total non-current assets		<u>15,650,241</u>	<u>10,080,072</u>
TOTAL ASSETS		<u>35,939,795</u>	<u>31,455,981</u>
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities		1,498,909	137,815
Non-current liabilities			
Decommissioning liabilities	8	<u>248,841</u>	<u>81,404</u>
TOTAL LIABILITIES		<u>1,747,750</u>	<u>219,219</u>
SHAREHOLDERS' EQUITY			
Share capital	9	41,259,313	37,907,477
Share-based compensation reserve		4,410,255	4,335,556
Deficit		(15,731,967)	(14,186,606)
Accumulated other comprehensive income		<u>4,428,475</u>	<u>3,180,335</u>
TOTAL SHAREHOLDERS' EQUITY		<u>34,366,076</u>	<u>31,236,762</u>
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		<u>36,113,826</u>	<u>31,455,981</u>

Nature of Operations - see Note 1

Commitments - see Note 12

Events after the Reporting Period - see Note 15

These condensed consolidated interim financial statements were approved for issue by the Board of Directors on November 27, 2013 and are signed on its behalf by:

/s/ David Sidoo
David Sidoo
Director

/s/ Nick DeMare
Nick DeMare
Director

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

EAST WEST PETROLEUM CORP.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF COMPREHENSIVE LOSS
(Unaudited - Expressed in Canadian Dollars)

	Note	Three Months Ended September 30.		Nine Months Ended September 30.	
		2013 \$	2012 \$	2013 \$	2012 \$
Revenue					
Petroleum and natural gas sales		43,276	37,269	133,856	119,172
Royalties		<u>(3,037)</u>	<u>(1,017)</u>	<u>(8,338)</u>	<u>(9,998)</u>
		<u>40,239</u>	<u>36,252</u>	<u>125,518</u>	<u>109,174</u>
Expenses					
Operating		16,523	29,527	41,192	51,556
Depletion and depreciation	7	28,692	37,825	88,275	107,152
Finance expense of decommissioning liabilities	8	1,580	34	2,604	96
General and administrative		489,678	516,565	1,695,646	1,608,282
Share-based compensation	9(d)	<u>63,702</u>	<u>300,057</u>	<u>466,097</u>	<u>688,966</u>
		<u>600,175</u>	<u>884,008</u>	<u>2,293,814</u>	<u>2,456,052</u>
Loss before other items		<u>(559,936)</u>	<u>(847,756)</u>	<u>(2,168,296)</u>	<u>(2,346,878)</u>
Other items					
Interest and other income		68,290	88,667	205,859	252,041
Foreign exchange		<u>(165,011)</u>	<u>(183,917)</u>	<u>148,727</u>	<u>(153,704)</u>
		<u>(96,721)</u>	<u>(95,250)</u>	<u>354,586</u>	<u>98,337</u>
Loss before deferred income tax		<u>(656,657)</u>	<u>(943,006)</u>	<u>(1,813,710)</u>	<u>(2,248,541)</u>
Deferred income tax		<u>17,500</u>	<u>-</u>	<u>125,500</u>	<u>-</u>
Net loss for the period		<u>(639,157)</u>	<u>(943,006)</u>	<u>(1,688,210)</u>	<u>(2,248,541)</u>
Other comprehensive income, net of deferred income tax		<u>123,855</u>	<u>-</u>	<u>1,248,140</u>	<u>-</u>
Comprehensive loss for the period		<u>(515,302)</u>	<u>(943,006)</u>	<u>(440,070)</u>	<u>(2,248,541)</u>
Basic and diluted loss per common share		<u>\$(0.01)</u>	<u>\$(0.01)</u>	<u>\$(0.02)</u>	<u>\$(0.03)</u>
Weighted average number of common shares outstanding		<u>82,779,315</u>	<u>82,882,515</u>	<u>82,172,537</u>	<u>83,323,896</u>

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

EAST WEST PETROLEUM CORP.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN EQUITY
(Unaudited - Expressed in Canadian Dollars)

Nine Months Ended September 30, 2013						
	Share Capital		Share-Based Compensation Reserve	Deficit	Accumulated Other Comprehensive Gain	Total Equity
	Number of Shares	Amount \$				
Balance at December 31, 2012	82,749,648	37,907,477	4,335,556	(14,186,606)	3,180,335	31,236,762
Repurchase of common shares	(880,500)	(403,356)	-	142,849	-	(260,507)
Common shares issued for cash:						
- exercise of share options	1,288,150	206,104				206,104
- exercise of warrants	8,776,294	2,983,940				2,983,940
- exercise of compensation options	695,000	173,750				173,750
Share-based compensation	-	-	466,097	-	-	466,097
Transfer on exercise of share options		193,223	(193,223)	-	-	-
Transfer on exercise of compensation options		198,175	(198,175)	-	-	-
Unrealized gain on investment	-	-	-	-	1,373,640	1,373,640
Deferred income tax on unrealized gain on investment	-	-	-	-	(125,500)	(125,500)
Comprehensive loss for the period	-	-	-	(1,688,210)	-	(1,688,210)
Balance at September 30, 2013	92,628,592	41,259,313	4,410,255	(15,731,967)	4,428,475	34,366,076

Nine Months Ended September 30, 2012						
	Share Capital		Share-Based Compensation Reserve	Deficit		Total Equity
	Number of Shares	Amount \$				
Balance at December 31, 2011	83,700,648	38,382,398	3,620,539	(12,029,379)		29,973,558
Repurchase of common shares	(833,000)	(415,993)		67,611		(348,382)
Share-based compensation	-	-	688,966	-		688,966
Comprehensive loss for the period	-	-	-	(2,248,541)		(2,248,541)
Balance at September 30, 2012	82,867,648	37,966,405	4,309,505	(14,210,309)		28,065,601

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

EAST WEST PETROLEUM CORP.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS
(Unaudited - Expressed in Canadian Dollars)

	Nine Months Ended September 30.	
	2013 \$	2012 \$
Operating activities		
Net loss for the period	(1,688,210)	(2,248,541)
Adjustments for:		
Depletion and depreciation	88,275	107,152
Finance expense of decommissioning liabilities	2,604	96
Share-based compensation	466,097	688,966
Foreign exchange	(117,600)	118,492
Deferred income tax	(125,500)	-
	<u>(1,374,334)</u>	<u>(1,333,835)</u>
Changes in non-cash working capital items:		
Decrease (increase) in amounts receivable	82,282	(49,334)
(Increase) decrease in GST receivable	(243,180)	21,859
Decrease in prepaid expenses	15,316	10,334
Increase (decrease) in accounts payable and accrued liabilities	10,707	(99,959)
	<u>(134,875)</u>	<u>(117,100)</u>
Net cash used in operating activities	<u>(1,509,209)</u>	<u>(1,450,935)</u>
Investing activities		
Decrease (increase) in deposits	575,450	(295,110)
Expenditures on exploration and evaluation assets	(3,227,434)	-
Net cash used in investing activities	<u>(2,651,984)</u>	<u>(295,110)</u>
Financing activities		
Issuance of common shares	3,363,794	-
Repurchase of common shares	(260,507)	(348,382)
Net cash provided by (used in) financing activities	<u>3,103,287</u>	<u>(348,382)</u>
Net change in cash	(1,057,906)	(2,094,427)
Cash at beginning of period	<u>21,208,781</u>	<u>25,601,140</u>
Cash at end of period	<u>20,150,875</u>	<u>23,506,713</u>

Supplemental cash flow information - See Note 13

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

EAST WEST PETROLEUM CORP.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2013
(Unaudited - Expressed in Canadian Dollars)

1. Nature of Operations

East West Petroleum Corp. (the “Company”) was incorporated on October 23, 1987 under the provisions of the Company Act (British Columbia). The Company is listed and trades on the TSX Venture Exchange (“TSXV”) under the symbol “EW”. The Company’s principal office is located at #1210 - 1095 West Pender Street, Vancouver, British Columbia V6E 2M6 Canada.

The Company carries on business in one operating segment, being the acquisition of, exploration for and production from petroleum and natural gas properties. Management considers that the Company has adequate resources to maintain its core operations and planned exploration programs for the next twelve months. However, the Company recognizes that exploration expenditures may change with ongoing results and, as a result, it may be required to obtain additional financing. While the Company has been successful in securing financings in the past, there can be no assurance that it will be able to do so in the future.

2. Basis of Preparation

Statement of Compliance

These condensed consolidated interim financial statements have been prepared using accounting policies consistent with International Financial Reporting Standards (“IFRS”), and in accordance with International Accounting Standards (“IAS”) 34, *Interim Financial Reporting*, as issued by the International Accounting Standards Board (“IASB”). These condensed consolidated interim financial statements should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2012, which have been prepared in accordance with IFRS as issued by the IASB. The accounting policies followed in these condensed consolidated interim financial statements are consistent with those applied in the Company’s consolidated financial statements for the year ended December 31, 2012.

For other assets, impairment losses recognized in prior years are assessed at each reporting date for indications that previously recognized impairment losses may no longer exist or may have decreased. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. The impairment loss is reversed only to the extent that the asset’s or CGU’s carrying amount does not exceed the carrying amount that would have been determined, net of depletion, had no impairment loss been recognized in prior years. An impairment loss in respect of goodwill is not reversed.

Basis of Presentation

These condensed consolidated interim financial statements have been prepared on a historical cost basis except for certain financial instruments which are measured at fair value. The condensed consolidated interim financial statements are presented in Canadian dollars unless otherwise stated.

3. Cash

	September 30, 2013 \$	December 31, 2012 \$
Cash	20,150,875	2,286,414
Demand deposits	-	18,922,367
	<u>20,150,875</u>	<u>21,208,781</u>

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4. Amounts Receivable

	September 30, 2013 \$	December 31, 2012 \$
Production receivable	18,067	20,924
Other	<u>27,463</u>	<u>106,888</u>
	<u>45,530</u>	<u>127,812</u>

5. Investment

<u>As at September 30, 2013</u>			
Number of Common Shares	Cost \$	Accumulated Unrealized Gain on Available- for-Sale Investment \$	Carrying Value \$
North American Oil and Gas Corp. ("NAMG")	<u>5,000,000</u>	<u>498,500</u>	<u>5,003,975</u>
			<u>5,502,475</u>
<u>As at December 31, 2012</u>			
Number of Common Shares	Cost \$	Accumulated Unrealized Gain on Available- for-Sale Investment \$	Carrying Value \$
NAMG	<u>5,000,000</u>	<u>498,500</u>	<u>3,630,335</u>
			<u>4,128,835</u>

During fiscal 2012 the Company purchased 5,000,000 common shares of NAMG at a cost of \$498,500. As at September 30, 2013 the quoted market value of the NAMG shares was \$5,502,475 (December 31, 2012 - \$4,128,835). See also Note 6(a).

During the nine months ended September 30, 2013 the Company recorded a net unrealized comprehensive gain of \$1,373,640 (fiscal 2012 - \$3,180,335), net of deferred tax recovery of \$125,500 (fiscal 2012 - \$450,000).

The former President of the Company was appointed as a director of NAMG in conjunction with the Company's purchase of the NAMG shares.

6. Exploration and Evaluation Assets

	<u>New Zealand</u>			<u>United States</u>			Total \$
	PEP 54876 \$	PEP 54877 \$	PEP 54879 \$	Tejon Ranch Extension \$	Tejon Main Area \$	White Wolf \$	
Balance at December 31, 2011	-	-	-	-	-	-	-
Capital expenditures	<u>-</u>	<u>-</u>	<u>-</u>	<u>817,017</u>	<u>-</u>	<u>52,327</u>	<u>869,344</u>
Balance at December 31, 2012	-	-	-	817,017	-	52,327	869,344
Capital expenditures	25,567	3,485,897	112,581	612,673	117,642	223,461	4,577,821
Provision for decommissioning liabilities	<u>-</u>	<u>172,963</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>172,963</u>
Balance at September 30, 2013	<u>25,567</u>	<u>3,485,897</u>	<u>112,581</u>	<u>1,429,690</u>	<u>117,642</u>	<u>275,788</u>	<u>5,620,128</u>

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6. Exploration and Evaluation Assets (continued)

- (a) On August 29, 2012 the Company entered into a letter of intent with Lani, LLC (“Lani”) and subsequently, on November 13, 2012, the Company entered into a farm-in agreement (collectively the “Lani Agreement”) whereby the Company was assigned certain participation interests in Lani’s petroleum and gas leases covering exploration properties in the San Joaquin Basin of California. Under the terms of the Lani Agreement the Company was assigned:
- (i) 25% working interest in the Tejon Ranch Extension. The Company funded 100% of the working interest costs associated with the drilling and completing of one exploration well on the Tejon Ranch Extension leases, for an amount of US \$1,300,000. The Company is now responsible for its 25% participation interest;
 - (ii) an initial 21.25% working interest in the Tejon Main Area. On August 1, 2013 the Company entered into a purchase and sale agreement with Solimar Energy Limited (“Solimar”) a party at arms-length to the Company, whereby the Company paid US \$110,000 to Solimar to acquire an additional 28.75% working interest to increase the Company’s working interest to 50%. The Company is required to fund 71.25% of the working interest costs associated with the drilling and completing one exploration well on the Tejon Main Area leases, up to a maximum of US \$926,250; and
 - (iii) 50% working interest in leases in the White Wolf. The Company is required to pay US \$347,500 to Lani to be used for lease delay rental payments and for leasing new acreage in White Wolf.

On November 20, 2012 Lani and NAMG (formerly known as Calendar Dragon Inc.) entered into an agreement and plan of merger whereby NAMG acquired 100% of Lani. In conjunction with terms of the Lani Agreement the Company made an investment of US \$500,000 in NAMG as part of Lani’s restructuring. See also Note 5.

During fiscal 2012 the Company advanced a total of US \$1,700,000 to NAMG to fund exploration activities. As of September 30, 2013, \$88,344 (December 31, 2012 - \$816,932) of this amount is included in deposits.

The Company has also advanced a total of US \$300,000 to NAMG for working capital purposes. During the nine months ended September 30, 2013 NAMG has applied the Company’s share of working interest costs of US \$93,066 against this advance. As of September 30, 2013 \$212,832 (US \$206,934) (December 31, 2012 - \$59,694 (US \$60,000)) is included in deposits. The advances are non-interest bearing and are repayable from production revenues or equity financing conducted by NAMG, whichever comes first.

- (b) On December 11, 2012 the Government of New Zealand awarded the Company and its partner, TAG Oil Ltd. (“TAG”), interests in three onshore exploration blocks located in the Taranaki Basin, New Zealand. Under the terms of the agreements, the Company will participate in the drilling of a minimum of nine exploration wells on Petroleum Exploration Permits (“PEP”) 54876, 54877 and 54879 in fiscal 2013. The Company will earn a 50% participation interest in PEP 54876 and PEP 54879 and a 30% participation interest in PEP 54877 by funding 100% (\$2,500,000 each - the “Initial Funding”) of the initial well cost on PEP 54876, the first two wells on PEP 54877 and the initial well on PEP 54879. All subsequent costs on the wells will be funded based on each company’s participation interest. The Company will be entitled to receive 100% of the oil and gas revenues, on a well-by-well basis, to recover its Initial Funding. All additional net revenues will be shared according to each party’s interest. TAG will operate the joint venture.
- (c) 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. 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.

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NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
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6. Exploration and Evaluation Assets (continued)

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 2011 the Company recorded a gain of \$218,879 resulting from the application of the \$250,000 against capitalized costs. 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. The Company also received a pro-rated payment of \$68,750 from NIS. See also Note 15(a).

- (d) Effective November 28, 2011 the Company and the Office National des Hydrocarbures et des Mines (“ONHYM”), an agency of the Moroccan government, entered into agreements whereby the Company was granted an exploration permit (the “Exploration Permit”) for a 75% participation interest in a prospective exploration block (the “Doukkala Block”) situated along the Atlantic coast southwest from Casablanca, Morocco. The Exploration Permit has an overall duration of eight years, comprising :
- (i) Phase 1 program under which the Company is committed to carry out a specified exploration work program, estimated to cost approximately US \$5,500,000, over three years;
 - (ii) on completion of the Phase 1 program, the Company can elect to enter into an extension for a Phase 2 program under which, amongst other things, the Company will be committed to drill two wells, estimated to cost approximately US \$14,000,000 over a two year duration; and
 - (iii) on completion of the Phase 2 program the Company can elect to enter into an extension for a Phase 3 program under which, amongst other things, the Company will be committed to acquire 3D seismic and drilling of one well, estimated to cost approximately US \$14,000,000 over a three year duration.

ONHYM retains a 25% carried interest to declaration of commerciality on the Doukkala Block.

The Company has provided a US \$3,500,000 (Cdn \$3,599,750) guarantee in favour of ONHYM as security for performance of the Phase 1 program. The amount is deposited in a savings account with a major Canadian bank.

There is a gross royalty of 10% on crude oil and 5% on natural gas on production in excess of certain thresholds from the Doukkala Block, which would be payable to the Moroccan government. In addition, the Moroccan government is also entitled to certain bonuses based on daily production targets to a total of US \$9,000,000.

- (e) Effective March 28, 2012 the Company (10% interest), Oil India Limited (40% interest), Oil and Natural Gas Corporation Limited (30% interest) and Gail (India) Limited (20% interest) (collectively the “Partners”) and the government of India signed a production sharing contract (the “PSC”) for Block AA-ONN-2010/2 (the “AA Block”) located in the Assam-Arakan Basin of northeast India. Under the terms of the PSC work program commitment, the Partners will acquire certain 3D seismic data and drill two wells, at an estimated cost to the Company of US \$2.8 million, over a five year period.

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(Unaudited - Expressed in Canadian Dollars)

7. Property, Plant and Equipment

	Petroleum and Natural Gas Properties \$	Office Furniture and Equipment \$	Leasehold Improvements \$	Total \$
Cost:				
Balance at December 31, 2011	1,180,046	28,460	23,668	1,232,174
Revision of estimate for decommissioning costs	<u>22,940</u>	<u>-</u>	<u>-</u>	<u>22,940</u>
Balance at December 31, 2012	1,202,986	28,460	23,668	1,255,114
Revision of estimate for decommissioning costs	<u>(8,130)</u>	<u>-</u>	<u>-</u>	<u>(8,130)</u>
Balance at September 30, 2013	<u>1,194,856</u>	<u>28,460</u>	<u>23,668</u>	<u>1,246,984</u>
Accumulated Depletion, Depreciation and Impairment:				
Balance at December 31, 2011	(227,887)	(5,743)	(1,972)	(235,602)
Depletion and depreciation	(130,473)	(8,538)	(5,917)	(144,928)
Impairment	<u>(168,000)</u>	<u>-</u>	<u>-</u>	<u>(168,000)</u>
Balance at December 31, 2012	(526,360)	(14,281)	(7,889)	(548,530)
Depletion and depreciation	<u>(77,436)</u>	<u>(6,402)</u>	<u>(4,437)</u>	<u>(88,275)</u>
Balance at September 30, 2013	<u>(603,796)</u>	<u>(20,683)</u>	<u>(12,326)</u>	<u>(636,805)</u>
Carrying Value:				
Balance at December 31, 2012	<u>676,626</u>	<u>14,179</u>	<u>15,779</u>	<u>706,584</u>
Balance at September 30, 2013	<u>591,060</u>	<u>7,777</u>	<u>11,342</u>	<u>610,179</u>

Effective September 1, 2010 the Company executed a purchase and sale agreement with Sphere Energy Corp. ("Sphere"), a private company, whereby the Company paid \$1,125,000 to acquire Sphere's working interests, ranging from 4.12% to 20%, in four producing oil wells and fourteen gas wells (the "Carbon Property") located northeast of Calgary, Alberta.

The Company performed an impairment test calculation at December 31, 2012 to assess whether the carrying value of the petroleum and natural gas properties were recoverable. As a result of lower oil prices and well operating performance, an impairment loss of \$168,000 was recognized during fiscal 2012.

8. Decommissioning Liabilities

	Nine Months Ended September 30, 2013 \$	Year Ended December 31, 2012 \$
Balance, beginning of period	81,404	56,837
Liability incurred	172,963	-
Finance cost	2,604	1,627
Revision of estimate	<u>(8,130)</u>	<u>22,940</u>
Balance, end of period	<u>248,841</u>	<u>81,404</u>

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(Unaudited - Expressed in Canadian Dollars)

8. Decommissioning Liabilities (continued)

The total amount of estimated cash flows required to settle the Company's estimated obligation is \$248,841 which has been discounted using pre-tax risk-free rates of between 1.07% to 3.08% and an inflation rate of 0.9%. The present value of the decommissioning liabilities may be subject to change based on management's current estimates, changes in remediation technology or changes to the applicable laws and regulations. Such changes will be recorded in the accounts of the Company as they occur.

The total future asset decommissioning obligations were estimated based on the Company's net ownership interest in all wells and facilities, the estimated costs to abandon and reclaim the wells and facilities and the estimated timing of the costs to be incurred in future years. These liabilities will be settled at various dates which are currently expected to occur between 2014 up to 2048. Settlement of the liabilities is expected to be funded from general corporate funds at the time of retirement.

9. Share Capital

(a) *Authorized Share Capital*

At September 30, 2013 the Company's authorized share capital consisted of an unlimited number of common shares without par value. All issued common shares are fully paid.

(b) *Reconciliation of Changes in Share Capital*

No equity financings were conducted by the Company in during the nine months ended September 30, 2013 or fiscal 2012.

On October 11, 2012 the Company renewed its normal course issuer bid (the "Renewed Bid") to repurchase for cancellation up to 7,433,924 common shares until October 15, 2013 or the date by which the Company has acquired the maximum number of common shares under the Renewed Bid.

During the nine months ended September 30, 2013 the Company repurchased a total of 880,500 (2012 - 833,000) common shares for \$403,356 (2012 - \$415,993) cash consideration. The average carrying value of the common shares was \$0.46 (2012 - \$0.50) per share. The difference between the purchase price and the carrying value of the common shares was \$142,849 (2012 - \$67,611). On October 15, 2013 the Renewed Bid expired without any further repurchases of common shares.

(c) *Warrants*

A summary of the number of common shares reserved pursuant to the Company's outstanding warrants at September 30, 2013 and 2012 and the changes for the nine months ended on those dates is as follows:

	2013		2012	
	Number	Weighted Average Exercise Price \$	Number	Weighted Average Exercise Price \$
Balance, beginning of period	11,685,000	0.34	26,105,595	1.12
Issued	695,000	0.34	-	-
Exercised	(8,776,294)	0.34	-	-
Expired	<u>(3,603,706)</u>	0.34	<u>-</u>	-
Balance, end of period	<u>-</u>	-	<u>26,105,595</u>	1.12

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9. Share Capital (continued)

(d) *Share Option Plan*

The Company has established a fixed share option plan (the "Plan"), in which a total of 12,408,697 common shares have been reserved for issuance under the Plan. The minimum exercise price of the share options is set at the Company's closing share price on the day before the grant date, less allowable discounts in accordance with the policies of the TSXV. Options granted may be subject to vesting provisions as determined by the Board of Directors and have a maximum term of ten years from the date of grant.

During the nine months ended September 30, 2013 the Company granted 1,725,000 (2012 - 300,000) share options and recorded compensation expense of \$382,097 (2012 - \$554,420) on the granting and vesting of share options.

The fair value of share options granted and vested during the nine months ended September 30, 2013 and 2012 is estimated using the Black-Scholes option pricing model using the following assumptions:

	<u>2013</u>	<u>2012</u>
Risk-free interest rate	1.00% - 1.28%	0.96% - 1.34%
Estimated volatility	60% - 111%	109% - 131%
Expected life	2 years - 5 years	2 years - 4 years
Expected dividend yield	0%	0%
Estimated forfeiture rate	0%	0%

The weighted average grant date fair value of all share options granted and vested during the nine months ended September 30, 2013 was \$0.22 (2012 - \$0.22) per share option.

During the nine months ended September 30, 2013 the Company repriced share options previously granted to purchase 1,400,000 (2012 - 1,726,000) common shares, from original exercise prices ranging from \$0.83 to \$1.16 (2012 - \$0.87 to \$1.16) per share to a revised exercise price of \$0.40 (2012 - \$0.40) per share. The fair value of share options repriced during the nine months ended September 30, 2013 and 2012 is estimated using the Black-Scholes option pricing model using the following assumptions:

	<u>2013</u>	<u>2012</u>
Risk-free interest rate	1.00% - 1.04%	1.16% - 1.44%
Estimated volatility	61% - 74%	106% - 124%
Expected life	2.5 years - 2.9 years	2 years - 4 years
Expected dividend yield	0%	0%
Estimated forfeiture rate	0%	0%

The value assigned to the re-pricing of the share options was \$84,000 (2012 - \$55,414).

Option-pricing models require the use of estimates and assumptions including the expected volatility. Changes in the underlying assumptions can materially affect the fair value estimates and, therefore, existing models do not necessarily provide reliable measure of the fair value of the Company's share options.

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9. Share Capital (continued)

A summary of the Company's share options at September 30, 2013 and 2012 and the changes for the nine months ended on those dates, is as follows:

	2013		2012	
	Number of Options Outstanding	Weighted Average Exercise Price \$	Number of Options Outstanding	Weighted Average Exercise Price \$
Balance, beginning of period	8,233,530	0.40	8,033,530	0.56
Granted	1,725,000	0.37	300,000	0.40
Exercised	(1,288,150)	0.16	-	-
Expired	<u>(125,000)</u>	0.37	<u>(100,000)</u>	0.50
Balance, end of period	<u>8,545,380</u>	0.35	<u>8,233,530</u>	0.40

The following table summarizes information about the share options outstanding and exercisable at September 30, 2013:

Number Outstanding	Number Exercisable	Exercise Price \$	Expiry Date
300,000	300,000	0.26	January 7, 2015
300,000	200,000	0.40	April 11, 2015
411,850	411,850	0.16	June 11, 2015
720,000	720,000	0.20	July 19, 2015
1,252,530	1,252,530	0.25	October 1, 2015
610,000	610,000	0.50	October 1, 2015
1,850,000	1,850,000	0.40	February 2, 2016
80,000	80,000	0.40	March 14, 2016
36,000	36,000	0.40	April 6, 2016
1,160,000	1,160,000	0.40	May 31, 2016
225,000	225,000	0.45	September 14, 2016
<u>1,600,000</u>	<u>533,333</u>	0.37	April 4, 2018
<u>8,545,380</u>	<u>7,378,713</u>		

See also Note 15(b).

(e) *Compensation Options*

A summary of the Company's compensation options at September 30, 2013 and 2012 and the changes for the nine months ended on those dates, is as follows:

	2013		2012	
	Number Outstanding	Weighted Average Exercise Price \$	Number Outstanding	Weighted Average Exercise Price \$
Balance, beginning of period	731,000	0.25	731,000	0.25
Exercised	(695,000)	0.25	-	-
Expired	<u>(36,000)</u>	0.25	<u>-</u>	-
Balance, end of period	<u>-</u>	-	<u>731,000</u>	0.25

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10. 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 the nine months ended September 30, 2013 and 2012 the following amounts were incurred with respect to the Company's current President and Chairman, former President, Chief Financial Officer ("CFO") and former Vice-President of Operations of the Company:

	2013 \$	2012 \$
Salaries	353,175	333,130
Professional fees	76,500	76,500
Health benefit premiums	12,145	10,242
Share-based compensation	<u>261,966</u>	<u>397,050</u>
	<u>703,786</u>	<u>816,922</u>

As at September 30, 2013, \$42,425 (2012 - \$40,709) remained unpaid and has been included in accounts payable and accrued liabilities.

(b) *Transactions with Other Related Parties*

(i) During the nine months ended September 30, 2013 and 2012 the following amounts were incurred with respect to other current and former officers and directors of the Company:

	2013 \$	2012 \$
Professional fees	368,000	333,000
Legal	51,061	12,303
Share-based compensation	<u>114,561</u>	<u>340,560</u>
	<u>533,622</u>	<u>685,863</u>

As at September 30, 2013, \$62,000 (2012 - \$31,400) remained unpaid and has been included in accounts payable and accrued liabilities.

(ii) During the nine months ended September 30, 2013 the Company also incurred a total of \$33,500 (2012 - \$33,500) to Chase Management Ltd. ("Chase"), a private corporation owned by the CFO of the Company, for accounting and administration services provided by Chase personnel, excluding the CFO. The Company also paid \$2,242 (2012 - \$3,812) to the spouse of the former President of the Company for professional services rendered. As at September 30, 2013, \$7,500 (2012 - \$4,500) remained unpaid and has been included in accounts payable and accrued liabilities.

(c) See also Notes 5 and 12(a).

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11. Financial Instruments and Risk Management

Categories of Financial Assets and Financial Liabilities

Financial instruments are classified into one of the following four categories: fair value through profit or loss (“FVTPL”); held-to-maturity investments; loans and receivables; and available-for-sale. The carrying values of the Company’s financial instruments are classified into the following categories:

Financial Instrument	Category	September 30, 2013 \$	December 31, 2012 \$
Cash	FVTPL	20,150,875	21,208,781
Amounts receivable	Loans and receivables	45,530	127,812
Investment	Available-for-sale	5,502,475	4,128,835
Restricted cash	FVTPL	3,599,750	3,482,150
Accounts payable and accrued liabilities	Other liabilities	(1,498,909)	(137,815)

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 and accounts payable and accrued liabilities approximate their fair value due to their short-term nature. The fair value of cash, investment and restricted cash under the fair value hierarchy is measured using Level 1 inputs.

The Company’s risk exposures and the impact on the Company’s financial instruments are summarized below:

Credit Risk

Credit risk is the risk of loss associated with a counterparty’s inability to fulfill its payment obligations. The Company’s credit risk is primarily attributable to cash, restricted cash and amounts receivable. Management believes that the credit risk concentration with respect to financial instruments included in cash and restricted cash is remote.

The Company is not the operator of certain petroleum and natural gas properties in which it has an ownership interest. The Company is dependent on such operators for the timing of activities related to such properties and will largely be unable to direct or control the activities of the operators. In addition, the Company’s activities may be impacted by the ability, expertise, judgement and financial capability of the operators.

Commodity Price Risk

Commodity prices for petroleum and natural gas are impacted by global economic events that dictate the levels of supply and demand, as well as the relationship between the Canadian dollar and the US dollar. Significant changes in commodity prices may materially impact the Company’s ability to raise capital. The Company does not have any financial risk management contracts in place at September 30, 2013 to manage these risks.

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11. Financial Instruments and Risk Management (continued)

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. The following table is based on the contractual maturity dates of financial assets and the earliest date on which the Company can be required to settle financial liabilities.

Contractual Maturity Analysis at September 30, 2013					
	Less than 3 Months \$	3 - 12 Months \$	1 - 5 Years \$	Over 5 Years \$	Total \$
Cash	20,150,875	-	-	-	20,150,875
Amounts receivable	45,530	-	-	-	45,530
Investment	-	-	5,502,475	-	5,502,475
Restricted cash	-	-	3,599,750	-	3,599,750
Accounts payable and accrued liabilities	(1,498,909)	-	-	-	(1,498,909)

Contractual Maturity Analysis at December 31, 2012					
	Less than 3 Months \$	3 - 12 Months \$	1 - 5 Years \$	Over 5 Years \$	Total \$
Cash	21,208,781	-	-	-	21,208,781
Amounts receivable	127,812	-	-	-	127,812
Investment	-	-	4,128,835	-	4,128,835
Restricted cash	-	-	3,482,150	-	3,482,150
Accounts payable and accrued liabilities	(137,815)	-	-	-	(137,815)

Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. These fluctuations may be significant.

(a) Interest Rate Risk

The Company is exposed to interest rate risk to the extent that the cash bears floating rates of interest. The interest rate risk on cash and on the Company's obligations are not considered significant.

(b) Foreign Currency Risk

The Company's functional currency is the Canadian dollar and the Company's operating expenses are incurred in Canadian Dollars and New Zealand Dollars. The Company also maintains cash deposits in US Dollars. Management believes the foreign exchange risk related to currency conversions are minimal and therefore does not hedge its foreign exchange risk. At September 30, 2013, 1 Canadian Dollar was equal to 1.17 New Zealand Dollar and 0.97 US Dollar.

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11. Financial Instruments and Risk Management (continued)

Balances at September 30, 2013 are as follows:

	New Zealand Dollars	United States Dollars	CDN \$ Equivalent
Cash	1,178,478	1,336,843	2,385,435
Amounts receivable	780	-	667
GST receivable	297,374	-	254,166
Deposits	-	292,830	301,176
Investment	-	5,350,000	5,502,475
Restricted cash	-	3,500,000	3,599,750
Accounts payable and accrued liabilities	<u>(1,577,929)</u>	<u>(57,081)</u>	<u>(1,407,504)</u>
	<u>(101,297)</u>	<u>10,422,592</u>	<u>10,636,165</u>

Based on the net exposures as of September 30, 2013 and assuming that all other variables remain constant, a 10% fluctuation on the Canadian Dollar against the New Zealand Dollar and the US Dollar would result in the Company's net loss being approximately \$950,000 higher (or lower).

Capital Management

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition and exploration of petroleum and natural gas properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain development of the business. The Company defines capital that it manages as share capital. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

12. Commitments

- (a) 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 \$5,650 (2012 - \$5,510). The Company has entered into a sub-lease with a public company, which is related through a common director and officer, whereby the Company will be reimbursed \$2,825 per month. During the nine months ended September 30, 2013 the Company received \$25,425 (2012 - \$24,795) from the public company for shared premises.
- (b) See also Note 6.

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13. Supplemental Cash Flow Information

During the nine months ended September 30, 2013 and 2012 non-cash activities were conducted by the Company as follows:

	2013 \$	2012 \$
Investing activities		
Expenditures on property, plant and equipment	8,130	(5,986)
Expenditures on exploration and evaluation assets	(1,832,771)	-
Deposit received	482,384	-
Initial estimated decommissioning liabilities	(172,963)	-
	<u>(1,515,220)</u>	<u>(5,986)</u>
Operating activities		
Provision for decommissioning liabilities	164,833	5,986
Increase in accounts payable and accrued liabilities	1,350,387	-
	<u>1,515,220</u>	<u>5,986</u>
Financing activities		
Issuance of common shares	391,398	-
Share-based payments reserve	(391,398)	-
	<u>-</u>	<u>-</u>

14. Segmented Information

The Company currently operates in one business segment, being the acquisition, exploration and production of oil and gas properties.

	<u>As at September 30, 2013</u>			
	Canada \$	United States \$	New Zealand \$	Total \$
Current assets	19,147,147	52,741	1,263,697	20,463,585
Investment	5,502,475	-	-	5,502,475
Deposit	-	301,176	-	301,176
Restricted cash	3,599,750	-	-	3,599,750
Exploration and evaluation assets	-	1,823,120	3,797,008	5,620,128
Property, plant and equipment	610,179	-	-	610,179
Other	16,533	-	-	16,533
	<u>28,876,084</u>	<u>2,177,037</u>	<u>5,060,705</u>	<u>35,939,795</u>
	<u>As at December 31, 2012</u>			
	Canada \$	United States \$	Total \$	
Current assets	21,283,164	92,745	21,375,909	
Investment	4,128,835	-	4,128,835	
Deposit	-	876,626	876,626	
Restricted cash	3,482,150	-	3,482,150	
Exploration and evaluation assets	-	869,344	869,344	
Property, plant and equipment	706,584	-	706,584	
Other	16,533	-	16,533	
	<u>29,617,266</u>	<u>1,838,715</u>	<u>31,455,981</u>	

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15. Events after the Reporting Period

- (a) Effective November 22, 2012 the Company received final concession approval by the government of Romania on the three remaining exploration blocks. The Company is in the process of transferring the 85% participation interest in the exploration blocks to NIS Petrol and awaiting receipt of \$181,250 from NIS.
- (b) Subsequent to September 30, 2013 the Company issued 411,500 common shares on the exercise of share options for proceeds of \$65,896.