
EAST WEST PETROLEUM CORP.

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED
DECEMBER 31, 2019

(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 these 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 auditors have not performed a review of these condensed consolidated interim financial statements in accordance with the standards established by the Chartered Professional Accountants of Canada 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	December 31, 2019 \$	March 31, 2019 \$
ASSETS			
Current assets			
Cash		4,149,150	3,657,694
GST receivable		-	46,592
Amounts receivable	4	276,039	380,008
Prepaid expenses		<u>14,780</u>	<u>33,261</u>
Total current assets		<u>4,439,969</u>	<u>4,117,555</u>
Non-current assets			
Investments	5	692,229	960,774
Exploration and evaluation assets	6	-	1,696,906
Property, plant and equipment	7	-	1,068,432
Assets held-for-sale	6(a)	<u>1,786,828</u>	<u>-</u>
Total non-current assets		<u>2,479,057</u>	<u>3,726,112</u>
TOTAL ASSETS		<u>6,919,026</u>	<u>7,843,667</u>
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities		<u>296,150</u>	<u>655,254</u>
Non-current liabilities			
Decommissioning liabilities	8	319,101	1,357,434
Liabilities on assets held-for-sale	8	995,431	-
Deposit	6(a)	<u>65,505</u>	<u>-</u>
		<u>1,380,037</u>	<u>1,357,434</u>
TOTAL LIABILITIES		<u>1,676,187</u>	<u>2,012,688</u>
SHAREHOLDERS' EQUITY			
Share capital	9	39,868,761	39,868,761
Share-based compensation reserve		5,299,003	5,251,003
Foreign currency translation reserve		(141,992)	(181,568)
Deficit		<u>(39,782,933)</u>	<u>(39,107,217)</u>
TOTAL SHAREHOLDERS' EQUITY		<u>5,242,839</u>	<u>5,830,979</u>
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		<u>6,919,026</u>	<u>7,843,667</u>

Nature of Operations - see Note 1

Commitments - see Note 12

Event after the Reporting Period - Note 16

These condensed consolidated interim financial statements were approved for issue by the Board of Directors on February 24, 2020 and are signed on its behalf by:

/s/ Mark Brown
Mark Brown
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 INCOME (LOSS)
(Unaudited - Expressed in Canadian Dollars)

	Note	Three Months Ended December 31,		Nine Months Ended December 31,	
		2019 \$	2018 \$	2019 \$	2018 \$
Revenue and costs					
Petroleum and natural gas sales		647,536	663,892	2,138,578	2,313,753
Production costs		(376,394)	(299,330)	(1,031,626)	(888,574)
Transportation and storage costs		(46,257)	(58,086)	(213,410)	(202,936)
Royalties		<u>(28,960)</u>	<u>(30,984)</u>	<u>(95,645)</u>	<u>(98,531)</u>
		<u>195,925</u>	<u>275,492</u>	<u>797,897</u>	<u>1,123,712</u>
Expenses					
General and administrative		73,052	113,806	316,574	606,524
General exploration		-	6,721	44,907	43,295
Share-based compensation	9(c)	-	-	48,000	-
Depletion and depreciation	7	375,250	177,517	909,969	569,073
Finance expense of decommissioning liabilities	8	<u>5,518</u>	<u>5,802</u>	<u>16,791</u>	<u>17,247</u>
		<u>453,820</u>	<u>303,846</u>	<u>1,336,241</u>	<u>1,236,139</u>
Loss before other items		<u>(257,895)</u>	<u>(28,354)</u>	<u>(538,344)</u>	<u>(112,427)</u>
Other items					
Interest income		14,617	19,841	53,055	53,176
Foreign exchange		131,502	102,840	76,263	175,839
Unrealized (loss) gain on investments		137,520	(501,334)	(247,678)	(1,560,771)
Realized (loss) gain on sale of investments		<u>-</u>	<u>(1,069)</u>	<u>(19,012)</u>	<u>89,046</u>
		<u>283,639</u>	<u>(379,722)</u>	<u>(137,372)</u>	<u>(1,242,710)</u>
Net income (loss) for the period		25,744	(408,076)	(675,716)	(1,355,137)
Other comprehensive income (loss)					
Change in currency translation of foreign subsidiary		<u>146,435</u>	<u>141,685</u>	<u>39,576</u>	<u>(50,133)</u>
Comprehensive (loss) income for the period		<u>172,179</u>	<u>(266,391)</u>	<u>(636,140)</u>	<u>(1,405,270)</u>
Basic and diluted (loss) income per common share					
		<u>\$0.00</u>	<u>\$(0.00)</u>	<u>\$(0.01)</u>	<u>\$(0.02)</u>
Weighted average number of common shares outstanding					
		<u>89,585,665</u>	<u>89,585,665</u>	<u>89,585,665</u>	<u>89,585,665</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 December 31, 2019

	Share Capital		Reserves			Total Equity
	Number of Shares	Amount	Share-Based Compensation	Foreign Currency Translation	Deficit	
		\$	\$	\$	\$	\$
Balance at March 31, 2019	89,585,665	39,868,761	5,251,003	(181,568)	(39,107,217)	5,830,979
Share-based compensation	-	-	48,000	-	-	48,000
Currency translation adjustment	-	-	-	39,576	-	39,576
Net loss for the period	-	-	-	-	(675,716)	(675,716)
Balance at December 31, 2019	89,585,665	39,868,761	5,299,003	(141,992)	(39,782,933)	5,242,839

Nine Months Ended December 31, 2018

	Share Capital		Reserves			Total Equity	
	Number of Shares	Amount	Share-Based Compensation	Foreign Currency Translation	Investments Revaluation		
		\$	\$	\$	\$	\$	
Balance at March 31, 2018	89,585,665	39,868,761	5,251,003	(118,403)	591,975	(38,357,739)	7,235,597
Currency translation adjustment	-	-	-	(50,133)	-	-	(50,133)
Impact of adoption of IFRS 9 on April 1, 2018	-	-	-	-	(591,975)	591,975	-
Net loss for the period	-	-	-	-	-	(1,355,137)	(1,355,137)
Balance at December 31, 2018	89,585,665	39,868,761	5,251,003	(168,536)	-	(39,120,901)	5,830,327

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 December 31,	
	2019 \$	2018 \$
Operating activities		
Net loss for the period	(675,716)	(1,405,270)
Adjustments for:		
Depletion and depreciation	909,969	569,073
Finance expense of decommissioning liabilities	16,791	17,247
Share-based compensation	48,000	-
Realized loss (gain) on sale of investments	19,012	(89,046)
Unrealized loss on sale of investments	247,678	1,560,771
Changes in non-cash working capital items:		
Amounts receivable	85,032	77,461
GST receivable	9,091	(428)
Prepaid expenses	17,046	15,994
Accounts payable and accrued liabilities	(373,318)	(359,366)
Net cash provided by operating activities	<u>303,585</u>	<u>386,436</u>
Investing activities		
Expenditures on exploration and evaluation assets	(5,063)	(38,354)
Expenditures on property, plant and equipment	(67,469)	(164,804)
Purchases of investments	-	(727,840)
Deposit	65,505	-
Proceeds from sale of investments	1,855	315,492
Net cash used in investing activities	<u>(5,172)</u>	<u>(615,506)</u>
Effect of exchange rate changes on cash	<u>193,043</u>	<u>42,945</u>
Net change in cash	491,456	(186,125)
Cash at beginning of period	<u>3,657,694</u>	<u>4,030,573</u>
Cash at end of period	<u>4,149,150</u>	<u>3,844,448</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 DECEMBER 31, 2019
(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 Suite 1305 - 1090 West Georgia Street, Vancouver, British Columbia V6E 3V7 Canada.

The Company is a junior oil and gas company engaged in the exploration, development and production from certain of its oil and gas properties. On June 24, 2019 the Company entered into an agreement to dispose of the majority of its oil and gas interests in New Zealand, as described in Note 6(a). As at December 31, 2019 the Company had working capital of \$4,143,819 and held investments in marketable securities with a fair value of \$692,229. The Company believes that it has sufficient financial resources to conduct anticipated exploration and development costs for the upcoming twelve month period.

The success of the Company’s exploration and development of its oil and gas properties requires significant additional exploration and development activities to establish additional proved reserves and to commercialize its oil and gas exploration properties. The Company is also influenced by significant financial risks as well as commodity prices. In addition, the Company will use cash and operating cash flow to further explore and develop its properties towards planned principal operations. The Company monitors its cash and cash equivalents and adjusts its expenditure plans to conform to available funding. The Company plans to fund exploration and development activities through existing cash resources and sales of investments.

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 March 31, 2018, 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 March 31, 2019, other than the adoption of IFRS 16 - *Leases* (“IFRS 16”) and implementation of an accounting policy regarding assets held-for-sale.

Changes in Accounting Policies - IFRS 16

The Company adopted all of the requirements of IFRS 16, effective April 1, 2019.

IFRS 16 specifies how an IFRS reporter will recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16’s approach to lessor accounting substantially unchanged from its predecessor, IAS 17.

There was no impact on the Company’s condensed consolidated interim financial statements upon the adoption of this new standard.

Assets Held-for-Sale

Non-current assets, or disposal comprising assets and liabilities, are classified as held-for-sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use.

EAST WEST PETROLEUM CORP.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED DECEMBER 31, 2019
(Unaudited - Expressed in Canadian Dollars)

2. Basis of Preparation (continued)

Such assets, or disposals, are generally measured at the lower of their carrying amount and fair value less costs to sell. Any impairment loss on a disposal is allocated first to goodwill, and then to the remaining assets and liabilities on a pro-rata basis, except that no loss is allocated to financial assets or investment property, which continue to be measured in accordance with the Company's other accounting policies. Impairment losses on initial classification as held-for-distribution and subsequent gains and losses on re-measurement are recognized in profit or loss.

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.

Comparative Figures

Certain of the prior period's comparative figures have been reclassified to conform with the current period's presentation.

3. Details of the Group

In addition to the Company, these condensed consolidated interim financial statements include all subsidiaries. The Company's significant subsidiary, East West Petroleum (NZ) Limited ("EWNZ"), is engaged in the exploring and producing oil and gas operations. Subsidiaries are all corporations over which the Company is able, directly or indirectly, to control financial and operating policies, which is the authority usually connected with holding majority voting rights. Subsidiaries are fully consolidated from the date on which control is acquired by the Company. Inter-company transactions and balances are eliminated upon consolidation. They are de-consolidated from the date that control by the Company ceases.

4. Amounts Receivable

	December 31, 2019 \$	March 31, 2019 \$
Production receivable	263,045	363,916
Other	<u>12,994</u>	<u>16,092</u>
	<u>276,039</u>	<u>380,008</u>

5. Investments

	<u>As at December 31, 2019</u>		
	Number	Cost \$	Carrying Value \$
FVTPL investments:			
Common shares:			
(a) Advantage Lithium Corp. ("Advantage Lithium")	1,719,000	1,067,586	610,245
(b) Seaway Energy Services Inc. ("Seaway")	512,400	<u>459,336</u>	<u>81,984</u>
		<u>1,526,922</u>	<u>692,229</u>

EAST WEST PETROLEUM CORP.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED DECEMBER 31, 2019
(Unaudited - Expressed in Canadian Dollars)

5. Investments (continued)

	<u>As at March 31, 2019</u>		
	Number	Cost \$	Carrying Value \$
FVTPL investments:			
Common shares:			
(a) Advantage Lithium	1,719,000	1,067,586	876,690
(b) Seaway	512,400	459,336	81,984
(c) American Helium Inc. ("American Helium")	28,000	<u>20,867</u>	<u>2,100</u>
		<u>1,547,789</u>	<u>960,774</u>

- (a) No purchases or sale of common shares of Advantage Lithium occurred during the nine months ended December 31, 2019. During the nine months ended December 31, 2018 the Company made open market purchases and sales of common shares of Advantage Lithium under which the Company purchased 934,000 common shares for \$685,121 and sold 344,000 common shares for \$304,602, resulting in a gain on sale of investments of \$89,046.

The carrying values of the Advantage Lithium common shares have been directly referenced to published price quotations in an active market.

- (b) The carrying values of the Seaway common shares have been directly referenced to the published price quotation on February 8, 2019 being the last day Seaway's common shares traded prior to a halt in trading.
- (c) During the nine months ended December 31, 2019 the Company made open market sales of common shares of American Helium under which the Company sold 28,000 (2018 - 15,000) common shares for \$1,855 (2018 - \$10,890), resulting in a loss on sale of investments of \$19,012 (2018 - \$288).
- (d) During the nine months ended December 31, 2019 the Company recorded an unrealized loss of \$247,678 (2018 - \$1,560,771) on its investments.
- (e) Certain current and former directors and officers of the Company are also current and former directors and/or officers of Advantage Lithium, Seaway and American Helium.

6. Exploration and Evaluation Assets

	PEP 54877 \$
Balance at March 31, 2018	1,681,691
Capital expenditures	53,152
Foreign exchange movement	<u>(37,937)</u>
Balance at March 31, 2019	1,696,906
Capital expenditures	5,027
Reclassification to assets held-for-sale	(1,620,041)
Foreign exchange movement	<u>(81,892)</u>
Balance at December 31, 2019	<u>-</u>

EAST WEST PETROLEUM CORP.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED DECEMBER 31, 2019
(Unaudited - Expressed in Canadian Dollars)

6. Exploration and Evaluation Assets (continued)

- (a) 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 participated in the drilling of exploration wells. On January 7, 2014 commercial discovery was declared on petroleum exploration permit (“PEP”) 54877 and the capitalized expenditures were transferred to property, plant and equipment. The Company has earned a 30% participation in PEP 54877. On September 17, 2017 New Zealand Petroleum and Minerals (“NZP&M”) approved the petroleum mining permit (“PMP”) for the Company’s 30% working interest of PMP 60291, which has been carved out of PEP 54877 and part of the remaining acreage has been included in an application to extend the duration of PEP 54877. During fiscal 2018 the Company drilled an exploration well (the “Cheal D-1 Well”) under PEP 54877. Drilling and testing of the Cheal D-1 Well was completed and tests concluded that gas was present but not in sufficient quantities to produce as an economic discovery. The Cheal D-1 Well has been suspended with a plan to potentially re-enter in the future.

On June 24, 2019 the Company signed a heads of agreement with a private arm’s length New Zealand company (the “Buyer”) pursuant to which the Company has agreed to sell its interest in PEP 54877 and PMP 60291 (collectively, the “Permits”) which comprise the entirety of the Company’s assets in New Zealand (the “Transaction”). On October 5, 2019 the Company and the Buyer signed the definitive agreement (the “Definitive Agreement”) for the sale and purchase of the Permits under the Transaction.

Pursuant to the terms of the Definitive Agreement, and in consideration of the Transaction, the Buyer will pay the Company US \$1,900,000 (the “Purchase Price”). The effective date for the sale is April 1, 2019 (the “Effective Date”) and payments are staged over 16 months of closing with initial payment of US \$1,000,000 with normal closing adjustments, due on closing. On August 7, 2019 the Company received Company shareholder approval. Completion of the Transaction is subject to approvals to the transfer from New Zealand’s Overseas Investment Act 2005 and New Zealand Petroleum and Minerals (the “Approvals”), and final TSXV approval. On February 18, 2020 the Company was advised that the local regulatory issues have been addressed and that all parties are now working towards the closing of the Transaction.

On July 16, 2019 the Company received a deposit of US \$50,000 (the “deposit”) from the Buyer which is refundable to the Buyer in the event the Company does not receive the Approvals. In addition to the Deposit, all revenue, less associated sales costs, production costs, royalties and capital costs, received by the Company subsequent to the Effective Date will be credited to the Purchase Price to be paid by the Buyer. As at December 31, 2019 approximately US \$550,000 has been received by the Company.

- (b) 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.

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 a total of \$525,000 for the 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 will be responsible for its 15% interest in development of the commercial discovery.

The four concessions have specific mandatory Phase 1 work programs (the “Romania Work Programs”), which are estimated at approximately US \$63,000,000 for all four programs. 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
FOR THE NINE MONTHS ENDED DECEMBER 31, 2019
(Unaudited - Expressed in Canadian Dollars)

7. Property, Plant and Equipment	Petroleum and Natural Gas Properties (PMP 60291) \$
Cost:	
Balance at March 31, 2018	13,462,294
Capital expenditures	952,455
Foreign exchange movement	<u>(293,233)</u>
Balance at March 31, 2019	14,121,516
Capital expenditures	66,999
Reclassification to assets held-for-sale	(13,507,227)
Foreign exchange movement	<u>(681,288)</u>
Balance at December 31, 2019	<u>-</u>
Accumulated Depletion and Depreciation and Impairment:	
Balance at March 31, 2018	(12,782,294)
Depletion and depreciation	(556,123)
Foreign exchange movement	<u>285,333</u>
Balance at March 31, 2019	(13,053,084)
Depletion and depreciation	(909,969)
Reclassification to assets held-for-sale	13,340,440
Foreign exchange movement	<u>622,613</u>
Balance at December 31, 2019	<u>-</u>
Carrying Value:	
Balance at March 31, 2019	<u>1,068,432</u>
Balance at December 31, 2019	<u>-</u>

An impairment test is performed on capitalized property, plant and equipment costs at a CGU level when indicators of impairment exist. Impairment is calculated as the difference in the CGU's carrying value and its recoverable amount.

See also Note 6(a).

8. Decommissioning Liabilities	\$
Balance, March 31, 2018	1,364,784
Finance cost	23,124
Foreign exchange movement	<u>(30,474)</u>
Balance, March 31, 2019	1,357,434
Finance cost	16,791
Reclassification to liabilities on assets held-for-sale	(995,431)
Foreign exchange movement	<u>(59,693)</u>
Balance, December 31, 2019	<u>319,101</u>

EAST WEST PETROLEUM CORP.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED DECEMBER 31, 2019
(Unaudited - Expressed in Canadian Dollars)

8. Decommissioning Liabilities (continued)

The total amount of estimated undiscounted cash flows required to settle the Company's estimated obligation is \$320,772 (March 31, 2019 - \$1,366,760) which has been discounted using a pre-tax risk-free rate of 1.94% (March 31, 2019 - 1.94%) and an inflation rate of 1.60% (March 31, 2019 - 1.60%). 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 extend up to 2021. Settlement of the liabilities is expected to be funded from general corporate funds at the time of retirement.

See also Note 6(a).

9. Share Capital

(a) *Authorized Share Capital*

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 during the nine months ended December 31, 2019 or fiscal 2019.

(c) *Share Option Plan*

The Company has established a rolling share option plan (the "Plan") in which the maximum number of common shares which can be reserved for issuance under the Plan is 10% of the issued and outstanding shares of the Company. 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 December 31, 2019 the Company granted share options to purchase 800,000 common shares and recorded compensation expense of \$48,000. No share options were granted or vested during the nine months ended December 31, 2018. The fair value of share options granted during the nine months ended December 31, 2019 was estimated using the Black-Scholes option pricing model using the following assumptions: risk-free interest rate of 1.52%; estimated volatility of 65%; expected life of 5 years; expected dividend yield of 0%; and estimated forfeiture rate of 0%.

The weighted average grant date fair value of all share options granted during the nine months ended December 31, 2019 was \$0.06 per share option.

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NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED DECEMBER 31, 2019
(Unaudited - Expressed in Canadian Dollars)

9. Share Capital (continued)

A summary of the Company's share options at December 31, 2019 and 2018 and the changes for the nine months ended on those dates, is as follows:

	<u>2019</u>		<u>2018</u>	
	Number of Options Outstanding	Weighted Average Exercise Price \$	Number of Options Outstanding	Weighted Average Exercise Price \$
Balance, beginning of period	5,815,000	0.13	6,315,000	0.13
Granted	800,000	0.10	-	-
Expired/cancelled	<u>(3,200,000)</u>	0.14	<u>(500,000)</u>	0.14
Balance, end of period	<u>3,415,000</u>	0.11	<u>5,815,000</u>	0.13

The following table summarizes information about the share options outstanding and exercisable at December 31, 2019:

Number of Shares	Exercise Price \$	Expiry Date
50,000	0.09	November 26, 2020
1,265,000	0.10	November 21, 2021
800,000	0.125	January 19, 2022
500,000	0.135	October 3, 2022
<u>800,000</u>	0.10	April 24, 2024
<u>3,415,000</u>		

See also Note 11.

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. Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consists of members of the Company's Board of Directors and its executive officers.

- (a) During the nine months ended December 31, 2019 and 2018 the Company incurred the following compensation amounts to its current and former key management personnel:

	<u>2019</u> \$	<u>2018</u> \$
Professional fees	36,500	81,900
Share-based compensation	<u>48,000</u>	<u>-</u>
	<u>84,500</u>	<u>81,900</u>

As at December 31, 2019, \$2,500 (March 31, 2019 - \$6,000) remained unpaid and has been included in accounts payable and accrued liabilities.

EAST WEST PETROLEUM CORP.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED DECEMBER 31, 2019
(Unaudited - Expressed in Canadian Dollars)

10. Related Party Disclosures (continued)

- (b) During the nine months ended December 31, 2019 the Company incurred a total of \$29,975 (2018 - \$29,850) 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. As at December 31, 2019 \$875 (March 31, 2019 - \$5,300) remained unpaid and has been included in accounts payable and accrued liabilities.
- (c) See also Note 5.

11. 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 an oil super major. 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 and amounts receivable represents the maximum credit exposure. The Company does not have an allowance for doubtful accounts on its amounts receivable as at December 31, 2019 and 2018 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. As at December 31, 2019, assuming all other variables remain constant, a change of 10% in oil and gas prices would have an effect on net income of \$213,000. Effective January 1, 2020 the Company has an agreement to sell its gas production from the Cheal E field at a base price of NZD \$6.10 per gigajoule. The gas agreement is set to end December 31, 2020.

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.

EAST WEST PETROLEUM CORP.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED DECEMBER 31, 2019
(Unaudited - Expressed in Canadian Dollars)

11. Financial Instruments and Risk Management (continued)

	Contractual Maturity Analysis at December 31, 2019				
	Less than 3 Months \$	3 - 12 Months \$	1 - 5 Years \$	Over 5 Years \$	Total \$
Cash	4,149,150	-	-	-	4,149,150
Amounts receivable	276,039	-	-	-	276,039
Investments	-	-	692,229	-	692,229
Accounts payable and accrued liabilities	(296,150)	-	-	-	(296,150)

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 nine months ended December 31, 2019 or fiscal 2019 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 categories: FVTPL; amortized cost; fair value through other comprehensive income ("FVOCI"); and other financial liabilities. The carrying values of the Company's financial instruments are classified into the following categories:

Financial Instrument	Category	December 31, 2019 \$	March 31, 2019 \$
Cash	FVTPL	4,144,150	3,657,694
Amounts receivable	Amortized cost	276,034	380,008
Investments - common shares	FVTPL	692,229	960,774
Accounts payable and accrued liabilities	Amortized cost	(296,150)	(655,254)

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:

EAST WEST PETROLEUM CORP.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED DECEMBER 31, 2019
(Unaudited - Expressed in Canadian Dollars)

11. Financial Instruments and Risk Management (continued)

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 recorded amounts for cash and investments approximate their fair value. The fair value of cash and investment in common shares under the fair value hierarchy is measured using Level 1 and Level 2 inputs. The fair value of the investment in warrants is measured using Level 2 inputs.

The following is an analysis of the Company's financial assets measured at fair value as at December 31, 2019 and March 31, 2019:

	December 31, 2019		
	Level 1	Level 2	Level 3
	\$	\$	\$
Cash	4,149,150	-	-
Investments - common shares	<u>610,245</u>	<u>81,984</u>	-
	<u>4,759,395</u>	<u>81,984</u>	-
	March 31, 2019		
	Level 1	Level 2	Level 3
	\$	\$	\$
Cash	3,657,694	-	-
Investments - common shares	<u>960,774</u>	-	-
	<u>4,618,468</u>	-	-

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.

The Company's share capital is not subject to any external restrictions. The Company has not paid or declared any dividends since the date of incorporation, nor are any currently contemplated. There have been no changes to the Company's approach to capital management during the period.

EAST WEST PETROLEUM CORP.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED DECEMBER 31, 2019
(Unaudited - Expressed in Canadian Dollars)

12. Commitments

The Company's share of expected exploration and development permit obligations and/or commitments as at December 31, 2019 are approximately \$180,000 to be incurred during fiscal 2020 and \$1,199,000 over the next five years. The Company may choose to alter the program, request extensions, reject development costs, relinquish certain permits or farm-out its interest in permits where practical. See also Note 6(a).

13. Supplemental Cash Flow Information

During the nine months ended December 31, 2019 and 2018 non-cash activities were conducted by the Company as follows:

	2019 \$	2018 \$
Investing activity		
Property, plant and equipment	<u>(365,798)</u>	<u>(321,161)</u>
Operating activity		
Accounts payable and accrued liabilities	<u>365,798</u>	<u>321,161</u>

14. Segmented Information

During the nine months ended December 31, 2019 and fiscal 2019 the Company operated in one business segment, being the acquisition, exploration and production of oil and gas properties in New Zealand. The Company's total assets and operations are segmented geographically as follows:

	<u>As at December 31, 2019</u>		
	Canada \$	New Zealand \$	Total
Current assets	4,033,645	406,324	4,439,969
Investments	692,229	-	692,229
Assets held-for-sale	<u>-</u>	<u>1,786,828</u>	<u>1,786,828</u>
	<u>4,725,874</u>	<u>2,193,152</u>	<u>6,919,026</u>
Petroleum and natural gas sales	<u>-</u>	<u>2,138,578</u>	<u>2,138,578</u>
	<u>As at March 31, 2019</u>		
	Canada \$	New Zealand \$	Total
Current assets	3,129,412	988,143	4,117,555
Investments	960,774	-	960,774
Exploration and evaluation assets	-	1,696,906	1,696,906
Property, plant and equipment	<u>-</u>	<u>1,068,432</u>	<u>1,068,432</u>
	<u>4,090,186</u>	<u>3,753,481</u>	<u>7,843,667</u>
Petroleum and natural gas sales	<u>-</u>	<u>2,760,971</u>	<u>2,760,971</u>

EAST WEST PETROLEUM CORP.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED DECEMBER 31, 2019
(Unaudited - Expressed in Canadian Dollars)

15. Disposal Group Held for Sale

The Company is committed to sell the majority of its New Zealand's oil and gas interests. The New Zealand oil and gas interests were not previously classified as held-for-sale.

(a) *Assets and Liabilities of Disposal Group Held-for-sale*

As at December 31, 2019, the disposal group was stated at fair value less costs to sell and comprised of the following assets and liabilities:

	\$
Exploration and evaluation assets	1,620,041
Property, plant and equipment	<u>166,787</u>
Assets held-for-sale	<u>1,786,828</u>
Asset retirement obligations	<u>995,431</u>
Liabilities held-for-sale	<u>995,431</u>

(b) *Cumulative Income or Expenses Included in Other Comprehensive Income ("OCI")*

There are no cumulative income or expenses included in OCI relating to the disposal.

(c) *Measurement of Fair Value*

The non-recurring fair value measurement for the disposal is US \$1,900,000 has been categorized as a level 2 fair value based on the inputs to the valuation technique used.

As at December 31, 2019 the Company has received the deposit from the Buyer, which is refundable to the Buyer in limited circumstances. See Note 6(a).

11. Event After the Reporting Period

On January 16, 2020 the Company granted share options to purchase a total of 2,090,000 common shares at an exercise price of \$0.06 per share expiring January 16, 2025.