

Canoel International Energy Ltd.

Condensed Interim Consolidated Financial Statements
As at and for the three months ended June 30, 2013
(unaudited)

Notice of No Auditor Review of Interim Consolidated Financial Statements

In accordance with National Instrument 51-102 released by the Canadian Securities Administrators, the Company discloses that its auditors have not reviewed these unaudited condensed interim consolidated financial statements as at and for the three months ended June 30, 2013.

Managements' Responsibility

To the Shareholders of Canoel International Energy Ltd.:

The accompanying unaudited condensed interim consolidated financial statements of Canoel International Energy Ltd. (the "Company") as at and for the three months ended June 30, 2013 have been prepared by and are the responsibility of the management of the Company and are approved by the board of directors of the Company. The unaudited condensed interim consolidated financial statements are prepared in accordance with International Financial Reporting Standards and reflect management's best estimates and judgments based on currently available information.

(signed)"Andrea Cattaneo"
President and Chief Executive Officer

(Signed)"Luigi Regis Milano"
Chief Financial Officer

August 27, 2013

Calgary, Alberta

Canoel International Energy Ltd.

Condensed Interim Consolidated Statements of Financial Position
(unaudited)
(Expressed in Canadian dollars)

| | Note | June 30 2013 \$ | March 31 2012 \$ |
|--|------|-----------------------|------------------------|
| ASSETS | | | |
| Current assets | | | |
| Cash | | 940,479 | 346,541 |
| Trade and other receivables | | 660,345 | 627,892 |
| Inventory | 4 | 100,009 | 61,749 |
| Prepaid expenses | | 396,626 | 64,160 |
| | | <u>2,097,459</u> | <u>1,100,342</u> |
| Non-current assets | | | |
| Property and equipment | 5 | 3,478,871 | 4,011,942 |
| Prepaid property and equipment insurance | 6 | 608,309 | – |
| | | <u>6,184,639</u> | <u>5,112,284</u> |
| LIABILITIES | | | |
| Current liabilities | | | |
| Trade and other payables | | 1,598,852 | 1,709,658 |
| Oil share agreement | 7 | 717,177 | 686,990 |
| Notes payable | 8 | 489,059 | 427,173 |
| Loan payable | 9 | 179,580 | 2,031,200 |
| | | <u>2,984,668</u> | <u>4,855,021</u> |
| Non-current liabilities | | | |
| Loan payable | 9 | 1,975,380 | – |
| Decommissioning obligation | 10 | 2,892,981 | 1,283,060 |
| Convertible notes | 11 | 1,046,830 | 1,016,606 |
| Derivative liability | 11 | 24,901 | 56,754 |
| | | <u>8,924,760</u> | <u>7,211,441</u> |
| SHAREHOLDERS' DEFICIT | | | |
| Share capital | | 6,556,260 | 6,556,260 |
| Warrants | 12 | 1,056,269 | 1,231,069 |
| Contributed surplus | | 1,082,314 | 907,514 |
| Accumulated other comprehensive loss | | (1,153,793) | (880,286) |
| Deficit | | (10,281,171) | (9,913,714) |
| | | <u>(2,740,121)</u> | <u>(2,099,157)</u> |
| Total shareholders' deficit | | <u>(2,740,121)</u> | <u>(2,099,157)</u> |
| Total shareholders' deficit and liabilities | | <u>6,184,639</u> | <u>5,112,284</u> |
| Going concern (Note 1) | | | |

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

Canoel International Energy Ltd.

Condensed Interim Consolidated Statements of Loss and Comprehensive Loss

For the three months ended June 30

(unaudited)

(Expressed in Canadian dollars)

| | Note | 2013 \$ | 2012 \$ |
|---|------|------------------|------------|
| Revenue | | | |
| Oil and natural gas revenue | | 817,735 | 441,626 |
| Royalties | | (78,425) | (33,297) |
| | | 739,310 | 408,329 |
| Other revenue | | – | 51,697 |
| | | 739,310 | 460,026 |
| Expenses | | | |
| Operating | | 224,455 | 307,510 |
| Transportation | | 13,087 | 17,133 |
| General and administrative | | 552,243 | 410,190 |
| Foreign exchange | | 98,685 | 14,771 |
| Depletion and depreciation | 5 | 98,971 | 53,454 |
| Fair value adjustment on derivative liability | 11 | (31,853) | 37,479 |
| Loss on conversion of notes | 11 | – | 9,689 |
| | | 955,588 | 850,226 |
| Finance income | | 126,120 | – |
| Finance expense | | (277,299) | (139,813) |
| Net finance expense | 16 | (151,179) | (139,813) |
| Net loss | | (367,457) | (530,013) |
| Exchange differences on translation of foreign operations | | (273,507) | (81,385) |
| Comprehensive loss | | (640,964) | (611,398) |
| Net loss per share | | | |
| Basic and diluted | 14 | (0.00) | (0.01) |
| Weighted average shares outstanding | | | |
| Basic and diluted | 14 | 81,884,287 | 53,065,316 |

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

Canoel International Energy Ltd.

Condensed Interim Consolidated Statements of Cash Flows

For the three months ended June 30

(unaudited)

(Expressed in Canadian dollars)

| | Note | 2013 \$ | 2012 \$ |
|---|------|----------------|----------------|
| Operating activities | | | |
| Net loss | | (367,457) | (530,013) |
| Items not involving cash: | | | |
| Royalties on oil share agreement | 7 | 4,249 | (7,925) |
| Depletion and depreciation | 5 | 98,971 | 53,454 |
| Fair value adjustment on derivative liability | 11 | (31,853) | 37,479 |
| Loss on conversion of notes | 11 | – | 9,689 |
| Finance expense | | 169,480 | 55,681 |
| Reclassification between operating expense and property and equipment | | 23,077 | (120,024) |
| | | (103,533) | (501,659) |
| Foreign exchange on translation | | (55,409) | 29,856 |
| Change in non-cash working capital | 17 | (656,251) | (118,632) |
| | | (815,193) | (590,435) |
| Investing activities | | | |
| Expenditures on property and equipment | | (6,771) | (138,968) |
| Property acquisition funds | 5 | 1,701,250 | – |
| Property acquisition funds | 5 | 188,292 | – |
| Prepaid property and equipment insurance | 6 | (608,309) | – |
| Change in non-cash working capital | 17 | 142,266 | (47,758) |
| | | 1,416,728 | (186,726) |
| Financing activities | | | |
| Proceeds from issue of share capital, net of share issue costs | | – | 315,000 |
| Change in non-cash working capital | 17 | – | 13,024 |
| | | – | 328,024 |
| Change in cash | | 601,535 | (449,137) |
| Foreign exchange effect on cash held in foreign currencies | | (7,597) | (27,245) |
| Cash, beginning of year | | 346,541 | 1,447,708 |
| Cash, end of year | | 940,479 | 971,326 |
| Cash interest paid | | 107,819 | 77,811 |

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

Canoel International Energy Ltd.

Condensed Interim Consolidated Statements of Changes in Equity

For the three months ended June 30, 2013

(unaudited)

(Expressed in Canadian dollars)

| | Share capital | | Warrants | Contributed surplus | Accumulated other comprehensive loss | Deficit | Total equity |
|---------------------------------|---------------|-------------|-------------|---------------------|--------------------------------------|----------------|---------------|
| | Number | Amount | | | | | |
| Balance – March 31, 2013 | 81,884,287 | \$6,556,260 | \$1,231,069 | \$907,514 | \$(880,286) | \$(9,913,714) | \$(2,099,157) |
| Expiry of warrants (Note 11) | – | – | (174,800) | 174,800 | – | – | – |
| Net loss | – | – | – | – | – | (367,457) | (367,457) |
| Other comprehensive loss | – | – | – | – | (273,507) | – | (273,507) |
| Balance – June 30, 2013 | 81,884,287 | \$6,556,260 | \$1,056,269 | \$1,082,314 | \$(1,153,793) | \$(10,281,171) | \$(2,740,121) |

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

Canoel International Energy Ltd.

Notes to the Condensed Interim Consolidated Financial Statements

For the three months ended June 30, 2013

(unaudited)

(Expressed in Canadian dollars)

1. Nature of operations and going concern

Canoel International Energy Ltd. ("Canoel" or the "Company") was incorporated pursuant to the provisions of the British Columbia Business Corporations Act on September 20, 2007. The address of the Company's registered office is 15th Floor, 850 - 2nd Street S.W., Calgary, Alberta T2P 0R8, Canada. The Company is primarily involved in the exploration for, development of and production of oil and natural gas properties primarily in Argentina.

As at June 30, 2013, the Company had not yet achieved profitable operations, has a working capital deficit of \$887,209 (March 31, 2013 – \$3,754,679) and an accumulated deficit of \$10,281,171 (March 31, 2013 – \$9,740,163) since its inception, and expects to incur further losses in the development of its business. Current cash resources will not be sufficient to continue the exploration and development activities. These matters raise significant doubt about the ability of the Company to continue to meet its obligations as they become due. Continuing operations are dependent on the ability to obtain adequate funding to finance existing operations, and attain future profitable operations in Argentina. Additional financing is subject to the global financial markets and economic conditions, and volatility in the debt and equity markets. These factors have made, and will likely continue to make it challenging to obtain cost effective funding. There is no assurance this capital will be available and if it is not, the Company may be forced to curtail or suspend planned activity.

These consolidated financial statements have been prepared on the basis of the going concern assumption that the Company will be able to discharge its obligations and realize its assets in the normal course of business at the values at which they are carried in these consolidated financial statements, and that the Company will be able to continue its business activities. Realization values may be substantially different from carrying values as shown and these consolidated financial statements do not reflect adjustments that would be necessary if the going concern assumption were not appropriate. If the going concern basis were not appropriate for these consolidated financial statements, then the adjustments would be necessary in the carrying value of assets and liabilities, the reported revenues and expenses, and the balance sheet classifications used. These adjustments could be material.

2. Basis of presentation

These unaudited condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards, including International Accounting Standard 34 – Interim Financial Reporting. The Company has consistently applied the same accounting policies throughout all periods presented except as noted below (Note 3). These condensed interim consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto in the Corporation's annual filings for the year ended March 31, 2013.

The following entities have been consolidated within the Company's financial statements:

| <u>Entity</u> | <u>Registered</u> | <u>Holding</u> |
|--|-------------------|--|
| Canoel International Energy Ltd. | Canada | Parent |
| Ingenieria Petrolera del Rio de la Plata SRL | Argentina | 100% |
| Ingenieria Petrolera Patagonia SRL ("IPP") | US | 100% |
| Canoel Italia SRL | Italy | 100% |
| Petrolera Patagonia Corporation ("PPC") | US | 100% owned subsidiary of IPP |
| PP Holding Inc. ("PPH") | US | 100% owned subsidiary of IPP |
| Petrolera Patagonia SRL | Argentina | 95% owned subsidiary of PPC and 5% held by PPH |

These unaudited condensed interim consolidated financial statements were authorized for issue by the Board of Directors on August 23, 2013.

Canoel International Energy Ltd.

Notes to the Condensed Interim Consolidated Financial Statements

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3. Changes in accounting policies

As disclosed in the Company's March 31, 2013 audited consolidated financial statements, on April 1, 2013, the Company adopted new standards for IFRS 10, "Consolidated Financial Statements", IFRS 11 "Joint Arrangements", IFRS 12 "Disclosure of Interests in Other Entities", IFRS 13 "Fair Value Measurement" as well as consequential amendments to IAS 28 "Investments in Associates and Joint Ventures". The adoption of these standards and amendments had no impact on the amounts recorded or disclosures included in the unaudited condensed interim consolidated financial statements as at and for the three months ended June 30, 2013.

4. Inventory

As at June 30, 2013, inventory consists of \$100,009 (March 31, 2013 – \$29,048) of crude oil that has been produced but not yet sold.

5. Property and equipment

| | Oil and natural gas properties \$ | Furniture & fixtures \$ | Total \$ |
|--|---|-------------------------------|-------------|
| Cost | | | |
| Balance – March 31, 2013 | 4,676,030 | 145,281 | 4,821,311 |
| Additions | 6,771 | – | 6,771 |
| Reclassification between operating expense and property and equipment | (23,077) | – | (23,077) |
| Net revenue adjustment on acquisition | (188,292) | – | (188,292) |
| Decommissioning obligation | (124,183) | – | (124,183) |
| Foreign currency translation | (105,319) | – | (105,319) |
| Balance – June 30, 2013 | 4,241,930 | 145,281 | 4,387,211 |
| Accumulated depletion and depreciation | | | |
| Balance – March 31, 2013 | (758,032) | (51,337) | (809,369) |
| Depletion and depreciation | (92,439) | (6,532) | (98,971) |
| Balance – June 30, 2013 | (850,471) | (57,869) | (908,340) |
| Carrying amount | | | |
| March 31, 2013 | 3,917,998 | 93,944 | 4,011,942 |
| June 30, 2013 | 3,391,459 | 87,412 | 3,478,871 |

The calculation for depletion during the six months ended June 30, 2013 included estimated future development costs of \$11.1 million for proved and probable reserves (March 31, 2013 – \$10.7 million).

The Company did not identify any indicators of impairment at June 30, 2013.

On June 6, 2013, the Company completed the acquisition of various working interests in 13 Italian producing and exploration properties (the "Assets") from Medoigas Italia S.P.A. and Medoigas Civita Limited, each a subsidiary of Mediterranean Oil and Gas Plc (collectively, "MOG") after receiving the final approval from the Italian Ministry of Economic Development to the change of ownership.

On completion of the transaction, the Company paid MOG a nominal sum of EUR100 for the acquisition of MOG's working interests in the Assets and has assumed the liability for future plugging, abandonment and

Canoel International Energy Ltd.

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site remediation costs associated with the Assets. At the same time, the Company received a cash payment of EUR1,250,000 (\$1,701,250) as MOG's contribution toward future abandonment and remediation costs. The Company also received an initial advance of EUR104,000 (\$142,200), for a portion of the revenue MOG received from the Assets during the period between the August 24, 2012 effective date of the acquisition and the most recent production statements, net of allowable operating costs, agreed capital expenditure associated with the Assets and certain deposits for future capital expenditures. Additional revenue adjustments up to the final transaction date will be paid to the Company in due time.

Of the initial advance received as at June 30, 2013, \$188,292 has been recognized as a net revenue adjustment against property and equipment.

6. Prepaid property and equipment insurance

Upon the change of ownership of the Assets acquired in Italy (Note 5), the Company obtained an insurance policy for its Italian oil and gas operations. The policy has a five year term for which the Company paid the total premium of EUR567,300 (\$779,532), of which \$15,317 has been recognized as expense, \$155,906 is included in current prepaid expenses and the remaining \$608,309 balance shown as a long-term asset.

7. Oil share agreement

In connection with a business combination completed in July 2010, the Company became obligated to an oil share agreement pursuant to which, for a period of three years commencing November 30, 2010, the Company will provide Central Argentina with the following: (i) 50% of the annual gross revenue derived from the sale of barrels of oil at a per barrel invoice price that exceeds US\$42.00, but is less than or equal to US\$52.00; and (ii) 25% of the annual gross revenue derived from the sale of barrels of oil at a per barrel invoice price that exceeds US\$52.00.

Accretion of the liability and the effects of revisions to estimates are recognized as royalty expense in the consolidated statement of loss and comprehensive loss.

The following table presents the reconciliation of the carrying amount of the oil share agreement:

| | | |
|--------------------------------|-----------|----------------|
| Balance – March 31, 2013 | \$ | 686,990 |
| Royalty expense | | 4,249 |
| Foreign currency translation | | 25,938 |
| Balance – June 30, 2103 | \$ | 717,177 |

As at June 30, 2013, the carrying amount of this obligation was estimated based on the following assumptions:

| | |
|--|-----------|
| Discount rate | 7.5% |
| Actual and estimated production (barrels of oil) | 104,815 |
| Actual and estimated sales price per barrel of oil (USD) | \$57.52 |
| Undiscounted cash flows | \$689,009 |

8. Notes payable

As at March 31, 2013 and June 30, 2103, the Company had US\$400,000 of notes payable outstanding secured by a mortgage on the oil and natural gas properties in Argentina. The notes bear interest at a fixed rate of interest of 11%. The notes were to mature on June 30, 2013 with payments of interest only required until maturity. The maturity dates of the notes have been extended to various dates between October 2013 and April 2014, including accrued interest. As at June 30, 2013, the balance of notes payable is \$489,059 including accrued interest (March 31, 2013 – \$427,173).

Canoel International Energy Ltd.

Notes to the Condensed Interim Consolidated Financial Statements

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(unaudited)

(Expressed in Canadian dollars)

9. Loan payable

On January 20, 2011, the Company obtained a loan from a private lender for US\$2,000,000. The loan matures in January 2013. The loan was extended for an additional six months to July 2013. The loan is unsecured and bears interest at the fixed US prime rate of 3.25% plus 6.75%. Payments are interest only on a quarterly basis commencing on April 21, 2011. The Company has agreed to grant security over additional oil and natural gas assets acquired in Argentina, if acquired using the loan proceeds. Subject to regulatory approval, the lender has the right to participate in a portion of the profit from the eventual sale of any such property. As at March 31, 2013, no additional Argentinean properties have been purchased and the loan payable was reported in current liabilities for \$2,031,200 (2012 – \$1,995,000) plus \$89,595 of accrued interest included in trade and other payables.

On June 1, 2013, the Company and the third party lender amended the terms of the US\$2,000,000 loan payable as follows:

- Amended principal amount US\$2,050,000 representing the original US\$2,000,000 principal amount plus US\$121,644 of accrued interest up to June 1, 2013 and a US\$50,000 arrangement fee in connection with the amendment of the loan payable;
- Maturity date of June 1, 2015;
- Interest rate of 10% per annum, calculated yearly and payable in monthly installments on the last day of each month;
- Interest only payments for the first 12 months, then equal monthly installments of principal and interest until June 1, 2015; and
- Distribution of certain net profits to the lender, as defined in the amended loan agreement, related to the sale of all or part of the Company's assets and operations in Argentina.

As a result of the amendment, the Company recognized US\$121,644 (\$126,120) of income for the recovery of previously accrued but unpaid interest. The US\$50,000 arrangement fee is included in interest expense in the current period.

As at June 30, 2013, based on the amended terms of the loan payable, \$179,580 of principal is classified as a current liability; \$1,975,380 of principal is classified as long-term and \$17,712 of accrued interest is included in trade and other payables.

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Notes to the Condensed Interim Consolidated Financial Statements

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(unaudited)

(Expressed in Canadian dollars)

10. Decommissioning obligation

The following table presents the reconciliation of the carrying amount of the obligation associated with the reclamation and abandonment of the Company's oil and gas properties:

| | | |
|--------------------------------|-----------|------------------|
| Balance – March 31, 2013 | \$ | 1,283,060 |
| Acquisition (Note 5) | | 1,878,583 |
| Accretion | | 46,201 |
| Change in estimate | | (293,266) |
| Foreign currency translation | | (21,597) |
| Balance – June 30, 2013 | \$ | 2,892,981 |

The following significant weighted average assumptions were used to estimate the decommissioning obligation at June 30, 2013:

| | |
|--|----------------|
| Undiscounted cash flows | \$15.6 million |
| Risk free rate | 14% |
| Inflation rate | 7.8% |
| Weighted average expected timing of cash flows | 15 years |

11. Convertible notes

| | Face value | Debt component | Derivative liability |
|---------------------------------|------------------|------------------|----------------------|
| | \$ | \$ | \$ |
| Balance – March 31, 2013 | 1,158,674 | 1,016,606 | 56,754 |
| Change in fair value | – | – | (31,853) |
| Accretion | – | 26,122 | – |
| Foreign exchange | 42,661 | 4,102 | – |
| Balance – June 30, 2013 | 1,201,335 | 1,046,830 | 24,901 |

On December 16, 2011, the Company completed a private placement of unsecured convertible notes for aggregate gross proceeds of \$1,080,000 Swiss Francs (C\$1,201,335 at June 30, 2013). Each note bears interest at a simple interest rate of 9% per annum, payable in arrears in equal quarterly installments commencing April 11, 2012. Interest is accrued and presented in trade and other payables in the amount of \$58,418 as at June 30, 2013 (March 31, 2013 – \$30,341).

The notes mature on January 11, 2015. At any time prior to maturity and at the option of the note holder, the principal and any unpaid interest of a note may be converted into common shares of the Company at a price of CDN\$0.15 per share.

The June 30, 2013 fair value of the derivative liability was determined using the Black-Scholes pricing model based on the following assumptions:

| | |
|-------------------------|-----------|
| Risk free interest rate | 1.22% |
| Expected life | 1.5 years |
| Expected volatility | 100% |

Canoel International Energy Ltd.

Notes to the Condensed Interim Consolidated Financial Statements

For the three months ended June 30, 2013

(unaudited)

(Expressed in Canadian dollars)

12. Warrants

| | Number of warrants | Amount \$ | Weighted average exercise price |
|---------------------------------|--------------------|--------------|---------------------------------|
| Balance – March 31, 2012 | 39,558,699 | \$ 1,231,069 | \$ 0.11 |
| Expired | (5,494,000) | (174,800) | (0.10) |
| Balance – June 30, 2013 | 34,064,699 | \$ 1,056,269 | \$ 0.11 |

Information about warrants outstanding and exercisable as at June 30, 2013 is as follows:

| Exercise price | Number of warrants | Weighted average remaining life (years) | Weighted average exercise price |
|----------------|--------------------|---|---------------------------------|
| \$ 0.10 | 32,389,699 | 1.02 | \$ 0.10 |
| \$ 0.15 | 1,100,000 | 0.23 | 0.15 |
| \$ 0.50 | 575,000 | 1.01 | 0.50 |
| | 34,064,699 | 0.99 | \$ 0.11 |

13. Stock options

As at March 31, 2013 and June 30, 2013, the Company had 2,800,000 stock options outstanding. Information about stock options outstanding and exercisable as at June 30, 2013 is as follows:

| Exercise price | Number of options | Weighted average remaining life (years) | Weighted average exercise price |
|----------------|-------------------|---|---------------------------------|
| \$ 0.10 | 2,410,000 | 1.97 | \$ 0.10 |
| \$ 0.13 | 105,000 | 1.24 | 0.13 |
| \$ 0.15 | 70,000 | 1.33 | 0.15 |
| \$ 0.17 | 70,000 | 1.60 | 0.17 |
| \$ 0.23 | 145,000 | 1.24 | 0.23 |
| | 2,800,000 | 1.88 | \$ 0.11 |

14. Per share amounts

| For the three months ended June 30 | 2013 | 2012 |
|--|--------------|--------------|
| Net loss | \$ (367,457) | \$ (530,013) |
| Weighted average number of shares – basic: | | |
| Issued common shares as at April 1 | 81,884,287 | 52,559,492 |
| Effect of common shares issued during the period | – | 505,824 |
| | 81,884,287 | 53,065,316 |
| Net loss per share – basic and diluted ⁽¹⁾ | \$ (0.00) | \$ (0.01) |

⁽¹⁾ The effect of convertible notes, warrants and stock options is anti-dilutive in loss periods.

Canoel International Energy Ltd.

Notes to the Condensed Interim Consolidated Financial Statements

For the three months ended June 30, 2013

(unaudited)

(Expressed in Canadian dollars)

15. Income statement presentation

The unaudited condensed interim consolidated statement of loss and comprehensive loss is prepared primarily by nature of expense with the exception of employee compensation cost which is included in operating and general and administrative expenses. The following table details the amounts of total employee compensation included in the statements of loss and comprehensive loss:

| For the three months ended June 30 | 2013 | 2012 |
|---|-------------------|-------------------|
| Operating | \$ 356,589 | \$ 140,385 |
| General and administrative | 148,867 | 158,899 |
| Total employee compensation cost | \$ 505,456 | \$ 299,284 |

16. Finance income and expense

| For the three months ended June 30 | 2013 | 2012 |
|--|---------------------|---------------------|
| Income: | | |
| Recovery of loan payable interest (Note 9) | \$ 126,120 | \$ - |
| Expense: | | |
| Interest expense | 204,976 | 84,131 |
| Accretion of decommissioning obligation | 46,201 | 51,663 |
| Accretion of convertible notes | 26,122 | 4,019 |
| | 277,299 | 139,813 |
| Net finance expense | \$ (151,179) | \$ (139,813) |

17. Change in non-cash working capital

| For the three months ended June 30 | 2013 | 2012 |
|---|---------------------|---------------------|
| Trade and other receivables | \$ (32,453) | \$ 369,606 |
| Inventory | (38,260) | 45,222 |
| Prepaid expenses | (332,466) | (11,361) |
| Trade and other payables | (110,806) | (556,833) |
| Total change in non-cash working capital | \$ (513,985) | \$ (153,366) |

The change in non-cash working capital has been allocated to the following activities:

| For the three months ended June 30 | 2013 | 2012 |
|---|---------------------|---------------------|
| Operating | \$ (656,251) | \$ (118,632) |
| Financing | - | (47,758) |
| Investing | 142,266 | 13,024 |
| Total change in non-cash working capital | \$ (513,985) | \$ (153,366) |

Canoel International Energy Ltd.

Notes to the Condensed Interim Consolidated Financial Statements

For the three months ended June 30, 2013

(unaudited)

(Expressed in Canadian dollars)

18. Related party transactions

Related party transactions during the three months ended June 30, 2013 and 2012 not disclosed elsewhere in these consolidated financial statements are as follows:

- a) Included in general and administrative expenses is \$49,094 (2012 – \$48,139) charged by a company controlled by an officer and director of the Company for office rent and administrative services. As at June 30, 2013, \$32,168 (March 31, 2013 – \$16,145) was included in trade and other payables in respect of these charges.
- b) Included in interest expense is \$1,219 (2012 – \$1,205) on \$50,000 Swiss Francs of convertible notes (Note 14(b)) held by company controlled by a director of the Company, of which \$7,378 is included in trade and other payables as at March 31, 2013 (March 31, 2013 – \$5,912).
- c) Included in trade and other payables is \$158,044 (March 31, 2013 – \$132,667) due to an officer and director of the Company in respect of general and administrative expenditures made on behalf of the Company for which the officer and director will be reimbursed.

19. Financial risk management

The Company's activities expose it to a variety of financial risks that arise as a result of its exploration, development, production, and financing activities such as credit risk, liquidity risk and market risk. This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital. Further quantitative disclosures are included throughout these consolidated financial statements.

a) Credit risk

Credit risk is the risk of an unexpected loss if a customer or counter party to a financial instrument fails to meet its commercial obligations. The Company's maximum credit risk exposure is limited to the carrying amount cash of \$940,479 (March 31, 2013 – \$346,541) and trade and other receivables of \$660,345 (March 31, 2013 – \$627,892).

The composition of trade and other receivables is summarized in the following table:

| | June 30 | | March 31 |
|--------------------------------------|----------------|----|-----------------|
| | 2013 | | 2013 |
| Oil sales | \$ 240,759 | \$ | 360,299 |
| Stamp tax and other tax withholdings | 326,098 | | 206,365 |
| Goods and services tax | 10,032 | | 8,498 |
| Other | 83,456 | | 52,730 |
| | \$ 660,345 | \$ | 627,892 |

The receivable related to the sale of oil is held with a large company who participates in the oil and natural gas industry in Argentina. Oil sales receivables are typically collected in the month following the sales month.

Canoel International Energy Ltd.

Notes to the Condensed Interim Consolidated Financial Statements

For the three months ended June 30, 2013

(unaudited)

(Expressed in Canadian dollars)

The Company considers its receivables to be aged as follows:

| | June 30 2013 | March 31 2013 |
|---------------|-------------------------|--------------------------|
| Current | \$ 297,288 | \$ 412,932 |
| 31 to 90 days | 80,172 | 485 |
| 90 + days | 282,885 | 214,475 |
| | \$ 660,345 | \$ 627,892 |

b) Liquidity risk

Liquidity risk is the risk that the Company will incur difficulties meeting its financial obligations as they are due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due, under both normal and distressed conditions without incurring unacceptable losses or risking harm to the Company's reputation.

As at June 30, 2013, the Company had \$2,984,668 (March 31, 2013 – \$4,855,021) of current liabilities for which the Company's \$940,479 (March 31, 2013 – \$346,541) cash balance is insufficient to settle the current liabilities. It is expected that further debt and equity financings will be required in order to settle existing current liabilities, continue development of the Company's assets and meet future obligations. There can be no assurance that such financings will be available to the Company.

As of June 30, 2013, the contractual maturities of current and non-current financial liabilities are as follows:

| | Carrying amount | Contractual cashflows | Current | Due in Fiscal 2015 |
|--------------------------|---------------------|--------------------------|------------------|-----------------------|
| Trade and other payables | \$ 1,598,852 | 1,598,852 | 1,598,852 | – |
| Oil share agreement | 717,177 | 717,177 | 717,177 | – |
| Notes payable | 489,059 | 489,059 | 489,059 | – |
| Loan payable | 2,154,960 | 2,569,066 | 395,199 | 2,173,867 |
| Convertible note | 1,046,830 | 1,367,218 | 108,120 | 1,259,098 |
| | \$ 6,006,878 | 6,741,372 | 3,308,407 | 3,432,965 |

c) Market Risk

Market risk is the risk that changes in foreign exchange rates, commodity prices, and interest rates will affect the Company's net loss income or the value of financial instruments.

i) Currency risk

Foreign currency exchange risk is the risk that the fair value of future cash flows will fluctuate as a result of changes in foreign exchange rates. Foreign exchange rates to Canadian dollars for the noted dates and periods are as follows:

| | Closing rate | | Average rate | |
|-------------|-----------------|------------------|---|--------|
| | June 30 2013 | March 31 2013 | Three months ended June 30 2013 2012 | |
| ARS | 0.1951 | 0.1985 | 0.1954 | 0.2272 |
| US dollars | 1.0518 | 1.0137 | 1.0233 | 1.0102 |
| Euro | 1.3676 | 1.3071 | 1.3367 | 1.2962 |
| Swiss Franc | 1.1124 | 1.0748 | 1.0862 | 1.0789 |

Canoel International Energy Ltd.

Notes to the Condensed Interim Consolidated Financial Statements

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(unaudited)

(Expressed in Canadian dollars)

The following represents the estimated impact on net loss and equity. This analysis is based on foreign currency exchange rate variances that the Company considered reasonably possible for three months ended June 30, 2013 and 2012. All other variables such as interest rate are held constant. There have been no changes in the method of calculating the sensitivity to change in foreign exchange rates.

| | 2013 (Increase) Decrease | | | 2012 (Increase) Decrease | | |
|-------------|--------------------------|-----------|----------|--------------------------|----------|----------|
| | Rate change | Net loss | Equity | Rate change | Net loss | Equity |
| ARS | 2% | – | 24,840 | 5% | – | 105,570 |
| US dollars | 4% | (129,590) | (27,610) | 6% | 115,385 | (56,004) |
| Euro | 5% | 28,360 | 4,730 | 3% | | |
| Swiss Franc | 3% | (41,970) | – | 11% | 127,651 | – |
| | | (143,200) | 1,960 | | 243,036 | 49,566 |

i) Commodity price risk

Commodity price risk is the risk that the fair value of future cash flows will fluctuate as a result of changes in commodity prices.

A 5% change in the price of natural gas produced in Italy would have a nominal effect on the Company's net loss for the three months ended June 30, 2013.

Oil prices in Argentina are the results of complicated formulas that are set by refineries based on instructions or decrees from the government and crude oil prices in Argentina are capped by the Government at variable levels. From early 2010, the price has gradually increased from US\$42.00 per barrel to US\$63.00 per barrel at March 31, 2012, and US\$60 per barrel at March 31, 2013 and June 30, 2013. As at June 30, 2013, a 5% change in the price of oil would represent a change in net loss for the three months ended June 30, 2013 of approximately \$36,700.

ii) 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 has fixed interest on notes payable (Note 8), loan payable (Note 9) and convertible notes (Note 10).

Canoel International Energy Ltd.

Notes to the Condensed Interim Consolidated Financial Statements

For the three months ended June 30, 2013

(unaudited)

(Expressed in Canadian dollars)

20. Operating segments

The Company's operations are conducted in one business sector, the oil and natural gas industry. Geographical areas are used to identify Company's reportable segments. A geographic segment is considered a reportable segment once its activities are regularly reviewed by the Company's management. The Company has two reportable segments which are as follows:

- Argentina
- Other which includes Canoel Italia, the corporate assets and the operations in the Canadian entity. None of these individual segments meet the quantitative thresholds for determining reportable segments in 2013 or 2012.

Information for the three months ended June 30, 2013 and 2012 is as follows:

| | Three months ended June 30 | | | | | | | |
|--|----------------------------|---------|-----------|-----------|-----------|-----------|-----------|--|
| | 2013 | | 2012 | | 2013 | | 2012 | |
| | Argentina | | Other | | Total | | | |
| Revenue from external customers | \$ | 733,797 | 441,626 | 83,938 | 51,697 | 817,735 | 493,323 | |
| Operating and transportation | | 155,530 | 324,643 | 82,012 | – | 237,542 | 324,643 | |
| Royalties | | 74,176 | 41,303 | 4,249 | (8,006) | 78,425 | 33,297 | |
| General and administrative | | 149,283 | 130,111 | 402,960 | 280,079 | 552,243 | 410,190 | |
| Depletion and depreciation | | 98,971 | 53,454 | – | – | 98,971 | 53,454 | |
| Finance and other expenses | | 191,017 | 71,712 | 26,994 | 130,040 | 218,011 | 201,752 | |
| Reportable segment income (loss) before income tax | \$ | 64,820 | (179,597) | (432,277) | (350,416) | (367,457) | (530,013) | |

| | | As at June 30, 2013 | | | As at March 31, 2013 | | |
|------------------------|----|---------------------|-----------|-----------|----------------------|-----------|-----------|
| | | Argentina | Other | Total | Argentina | Other | Total |
| Property and equipment | \$ | 3,353,406 | 125,465 | 3,478,871 | 3,876,129 | 135,813 | 4,011,942 |
| Other assets | \$ | 949,281 | 1,756,487 | 2,705,768 | 804,921 | 295,421 | 1,100,342 |
| Total liabilities | \$ | 2,656,529 | 6,268,231 | 8,924,760 | 2,994,040 | 4,217,401 | 7,211,441 |
| Capital expenditures | \$ | – | 6,771 | 6,771 | 283,539 | 130,759 | 414,298 |