

# **Canoel International Energy Ltd.**

Condensed Interim Consolidated Financial Statements

As at and for the three and six months ended September 30, 2013

(Unaudited)

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## **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 and six months ended September 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 and six months ended September 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

November 26\_\_, 2013

Calgary, Alberta

# Canoel International Energy Ltd.

## Condensed Interim Consolidated Statements of Financial Position

(Unaudited)

(Expressed in Canadian dollars)

		September 30 2013	March 31 2013
	Note	\$	\$
<b>ASSETS</b>			
<b>Current assets</b>			
Cash		896,341	346,541
Trade and other receivables		1,064,205	627,892
Inventory	4	44,249	61,749
Prepaid expenses	6	333,808	64,160
		<b>2,338,603</b>	1,100,342
<b>Non-current assets</b>			
Property and equipment	5	3,145,762	4,011,942
Prepaid property and equipment insurance	6	578,407	–
		<b>6,062,772</b>	5,112,284
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Trade and other payables		1,660,412	1,709,658
Oil share agreement	7	793,982	686,990
Notes payable	8	475,999	427,173
Loan payable	9	702,808	2,031,200
		<b>3,633,201</b>	4,855,021
<b>Non-current liabilities</b>			
Loan payable	9	1,405,617	–
Decommissioning obligation	10	2,957,209	1,283,060
Convertible notes	11	1,097,799	1,016,606
Derivative liability	11	5,122	56,754
		<b>9,098,948</b>	7,211,441
<b>SHAREHOLDERS' DEFICIT</b>			
Share capital	12	6,581,079	6,556,260
Warrants	13	924,466	1,231,069
Contributed surplus		1,307,117	907,514
Accumulated other comprehensive loss		(1,239,048)	(880,286)
Deficit		(10,609,790)	(9,913,714)
		<b>(3,036,176)</b>	(2,099,157)
<b>Total shareholders' deficit</b>		<b>(3,036,176)</b>	(2,099,157)
<b>Total shareholders' deficit and liabilities</b>		<b>6,062,772</b>	5,112,284
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 and six months ended September 30

(Unaudited)

(Expressed in Canadian dollars)

	Note	Three months ended September 30		Six months ended September 30	
		2013	2012	2013	2012
		\$	\$	\$	\$
<b>Revenue</b>					
Oil and natural gas revenue		1,217,097	481,075	2,034,832	922,701
Royalties		(166,873)	(33,906)	(245,298)	(67,203)
		1,050,224	447,169	1,789,534	855,498
Other revenue	17	160,970	–	160,970	51,697
		1,211,194	447,169	1,950,504	907,195
<b>Expenses</b>					
Operating		626,828	320,226	851,283	627,736
Transportation		12,414	28,815	25,501	45,948
General and administrative		511,439	614,608	1,063,682	1,024,798
Foreign exchange		67,898	(130,701)	166,583	(115,930)
Depletion and depreciation	5	128,474	59,280	227,445	112,734
Fair value adjustment on derivative liability	11	(19,779)	(32,653)	(51,632)	4,826
Loss on conversion of notes	11	–	–	–	9,689
		1,327,274	859,575	2,282,862	1,709,801
Finance income		–	–	126,120	–
Finance expense		(212,539)	(166,678)	(489,838)	(306,491)
Net finance expense	18	(212,539)	(166,678)	(363,718)	(306,491)
<b>Net loss</b>		<b>(328,619)</b>	<b>(579,084)</b>	<b>(696,076)</b>	<b>(1,109,097)</b>
Exchange differences on translation of foreign operations		(85,255)	(93,144)	(358,762)	(174,529)
<b>Comprehensive loss</b>		<b>(413,874)</b>	<b>(672,228)</b>	<b>(1,054,838)</b>	<b>(1,283,626)</b>
<b>Net loss per share</b>					
Basic and diluted	15	(0.04)	(0.09)	(0.08)	(0.19)
<b>Weighted average shares outstanding</b>					
Basic and diluted	15	8,269,951	6,332,146	8,229,413	5,898,153

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 six months ended September 30

(Unaudited)

(Expressed in Canadian dollars)

	Note	2013 \$	2012 \$
<b>Operating activities</b>			
Net loss		(696,076)	(1,109,097)
Items not involving cash:			
Royalties on oil share agreement	7	95,789	(19,188)
Depletion and depreciation	5	227,445	112,734
Fair value adjustment on derivative liability	11	(51,632)	4,826
Loss on conversion of notes	11	–	9,689
Finance expense		318,551	107,004
Reclassification between operating expense and property and equipment		23,077	(120,024)
		(82,846)	(1,014,056)
Foreign exchange on translation		37,393	46,423
Change in non-cash working capital	19	(894,973)	(10,119)
		(940,426)	(977,752)
<b>Investing activities</b>			
Expenditures on property and equipment		(24,323)	(209,287)
Property acquisition funds	5	142,200	–
Property acquisition funds	5	1,701,250	–
Prepaid property and equipment insurance	6	(578,407)	–
Change in non-cash working capital	19	142,266	(310,564)
		1,382,986	(519,851)
<b>Financing activities</b>			
Proceeds from issue of share capital, net of share issue costs		117,819	586,500
Change in non-cash working capital	19	15,000	48,441
		132,819	634,941
Change in cash		575,379	(862,662)
Foreign exchange effect on cash held in foreign currencies		(25,579)	(115,130)
Cash, beginning of year		346,541	1,447,708
<b>Cash, end of year</b>		<b>896,341</b>	<b>469,916</b>
<b>Cash interest paid</b>		<b>161,244</b>	<b>101,988</b>

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 six months ended September 30, 2013

(Unaudited)

(Expressed in Canadian dollars)

	Share capital		Warrants	Contributed surplus	Accumulated other comprehensive loss	Deficit	Total equity
	Number <sup>(1)</sup>	Amount					
<b>Balance – March 31, 2013</b>	8,188,429	\$6,556,260	\$1,231,069	\$907,514	\$(880,286)	\$(9,913,714)	\$(2,099,157)
Unit private placement (Note 12)	750,000	24,819	93,000	–	–	–	117,819
Expiry of warrants (Note 13)	–	–	(399,603)	399,603	–	–	–
Net loss	–	–	–	–	–	(696,076)	(696,076)
Other comprehensive loss	–	–	–	–	(358,762)	–	(358,762)
<b>Balance – September 30, 2013</b>	<b>8,938,429</b>	<b>\$6,581,079</b>	<b>\$924,466</b>	<b>\$1,307,117</b>	<b>\$(1,239,048)</b>	<b>\$(10,609,790)</b>	<b>\$(3,036,176)</b>

<sup>(1)</sup> On September 6, 2013, the Company's shareholders approved a 10 for 1 share consolidation of the Company's equity instruments comprised of common shares, warrants and stock options. All equity instrument figures presented herein are on a post-consolidated basis.

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 and six months ended September 30, 2013

(Unaudited)

(Expressed in Canadian dollars)

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### 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.

On September 6, 2013, the Company’s shareholders approved a 10 for 1 share consolidation of the Company’s equity instruments comprised of common shares, warrants and stock options. All equity instrument figures presented herein are on a post-consolidated basis.

As at September 30, 2013, the Company had not yet achieved profitable operations, has a working capital deficit of \$1,294,598 (March 31, 2013 – \$3,754,679) and an accumulated deficit of \$10,609,790 (March 31, 2013 – \$9,913,714) 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

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# Canoel International Energy Ltd.

## Notes to the Condensed Interim Consolidated Financial Statements

For the three and six months ended September 30, 2013

(Unaudited)

(Expressed in Canadian dollars)

These unaudited condensed interim consolidated financial statements were authorized for issue by the Board of Directors on November 26, 2013.

### 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 and six months ended September 30, 2013.

### 4. Inventory

As at September 30, 2013, inventory consists of \$44,249 (March 31, 2013 – \$61,749) of crude oil that has been produced but not yet sold.

### 5. Property and equipment

	Oil & natural gas properties	Furniture & fixtures	Total
<b>Cost</b>			
Balance – March 31, 2013	\$ 4,676,030	\$ 145,281	\$ 4,821,311
Additions	290,353	–	290,353
Reclassification between operating expense and property and equipment	(23,077)	–	(23,077)
Net revenue adjustment on acquisition	(408,230)	–	(408,230)
Decommissioning obligation	(64,767)	–	(64,767)
Foreign currency translation	(433,014)	–	(433,014)
Balance – September 30, 2013	\$ 4,037,295	\$ 145,281	\$ 4,182,576
<b>Accumulated depletion and depreciation</b>			
Balance – March 31, 2013	\$ (758,032)	\$ (51,337)	\$ (809,369)
Depletion and depreciation	(215,459)	(11,986)	(227,445)
Balance – September 30, 2013	\$ (973,491)	\$ (63,323)	\$ (1,036,814)
<b>Carrying amount</b>			
March 31, 2013	\$ 3,917,998	\$ 93,944	\$ 4,011,942
September 30, 2013	\$ 3,063,804	\$ 81,958	\$ 3,145,762

The calculation for depletion during the three and six months ended September 30, 2013 included estimated future development costs of \$11.9 million for proved and probable reserves (March 31, 2013 – \$10.7 million).

The Company did not identify any indicators of impairment at September 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 Medoilgas Italia S.P.A. and Medoilgas 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



# Canoel International Energy Ltd.

## Notes to the Condensed Interim Consolidated Financial Statements

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MOG's working interests in the Assets and has assumed the liability for future plugging, abandonment and 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.

### 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 (C\$793,440 at September 30, 2013), of which \$56,345 has been recognized as expense, \$158,688 is included in current prepaid expenses and the remaining \$578,407 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		95,789
Foreign currency translation		11,203
<b>Balance – September 30, 2013</b>	<b>\$</b>	<b>793,982</b>

As at September 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)	117,033
Actual and estimated sales price per barrel of oil (USD)	\$ 57.93
Undiscounted cash flows	\$ 774,540

### 8. Notes payable

As at March 31, 2013 and September 30, 2013, 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 September 30, 2013, the balance of notes payable is \$475,999 including accrued interest (March 31, 2013 – \$427,173).

In October 2013, the Company repaid US\$60,000 of notes payable plus related accrued interest.

# Canoel International Energy Ltd.

## Notes to the Condensed Interim Consolidated Financial Statements

For the three and six months ended September 30, 2013

(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 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 finance 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 September 30, 2013, based on the amended terms of the loan payable, \$702,808 of principal is classified as a current liability; \$1,405,617 of principal is classified as long-term and \$42,374 of accrued interest is included in traded and other payables.

### 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)		1,978,775
Accretion		117,423
Change in estimate		(334,042)
Foreign currency translation		(88,007)
<b>Balance – September 30, 2013</b>	<b>\$</b>	<b>2,957,209</b>

# Canoel International Energy Ltd.

## Notes to the Condensed Interim Consolidated Financial Statements

For the three and six months ended September 30, 2013

(Unaudited)

(Expressed in Canadian dollars)

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

Undiscounted cash flows	\$15.4 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 \$
<b>Balance – March 31, 2013</b>	1,158,674	1,016,606	56,754
Change in fair value	–	–	(51,632)
Accretion	–	52,664	–
Foreign exchange	69,855	28,529	–
<b>Balance – September 30, 2013</b>	1,228,529	1,097,799	5,122

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\$1,228,529 at September 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 \$87,605 as at September 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 C\$1.50 per share (pre-consolidation C\$0.15 per share)

The September 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	1.2 years
Expected volatility	100%

### 12. Share capital

	Number of common shares	Amount \$
<b>Balance – March 31, 2013</b>	8,188,429	6,556,260
Non-brokered unit private placement	750,000	150,000
Fair value of warrants	–	(93,000)
Share issue costs	–	(32,181)
<b>Balance – September 30, 2013</b>	8,938,429	6,581,079

On September 20, 2013, the Company completed the private placement of 750,000 units at \$0.20 per unit for gross proceeds of \$150,000. Each unit is comprised of one common share and one warrant exercisable at \$0.25 until September 20, 2015.

# Canoel International Energy Ltd.

## Notes to the Condensed Interim Consolidated Financial Statements

For the three and six months ended September 30, 2013

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The fair value of the warrants was estimated at \$93,000 using the Black-Scholes pricing model based on the following assumptions:

Risk free interest rate	1.22%
Expected life	2 years
Expected volatility	100%

In connection with the unit private placement, the Company paid a finder's fee of \$15,000 and incurred \$17,181 of additional share issue costs.

### 13. Warrants

	Number of warrants	Amount \$	Weighted average exercise price
<b>Balance – March 31, 2013</b>	3,955,870	1,231,069	\$ 1.11
Issued (Note 12)	750,000	93,000	0.25
Expired	(1,133,700)	(399,603)	(1.05)
<b>Balance – September 30, 2013</b>	<b>3,572,170</b>	<b>924,466</b>	<b>\$ 0.91</b>

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

Exercise price	Number of warrants	Weighted average remaining life (years)	Weighted average exercise price
\$ 0.25	750,000	1.97	\$ 0.25
\$ 1.00	2,764,670	0.93	1.00
\$ 5.00	57,500	0.75	5.00
	<b>3,572,170</b>	<b>1.15</b>	<b>\$ 0.91</b>

### 14. Stock options

As at March 31, 2013 and September 30, 2013, the Company had 280,000 stock options outstanding.

Information about stock options outstanding and exercisable as at September 30, 2013 is as follows:

Exercise price	Number of options	Weighted average remaining life (years)	Weighted average exercise price
\$ 0.10	241,000	1.71	\$ 1.00
\$ 0.13	10,500	0.99	1.30
\$ 0.15	7,000	1.07	1.50
\$ 0.17	7,000	1.35	1.70
\$ 0.23	14,500	0.99	2.30
	<b>280,000</b>	<b>1.62</b>	<b>\$ 1.11</b>

# Canoel International Energy Ltd.

Notes to the Condensed Interim Consolidated Financial Statements

For the three and six months ended September 30, 2013

(Unaudited)

(Expressed in Canadian dollars)

## 15. Per share amounts

	Three months ended		Six months ended	
	September 30		September 30	
	2013	2012	2013	2012
	\$	\$	\$	\$
Net loss	<b>(328,619)</b>	(579,084)	<b>(696,076)</b>	(1,109,097)
Weighted average number of shares – basic:				
Issued common shares as at April 1	<b>8,188,429</b>	5,255,949	<b>8,188,429</b>	5,255,949
Effect of common shares issued during the period	<b>81,522</b>	1,076,197	<b>40,984</b>	642,204
	<b>8,269,951</b>	6,332,146	<b>8,229,413</b>	5,898,153
<b>Net loss per share – basic and diluted</b> <sup>(1)</sup>	<b>(0.04)</b>	(0.09)	<b>(0.08)</b>	(0.19)

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

## 16. 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:

	Three months ended		Six months ended	
	September 30		September 30	
	2013	2012	2013	2012
	\$	\$	\$	\$
Operating	<b>67,066</b>	103,121	<b>423,655</b>	243,506
General and administrative	<b>83,401</b>	32,428	<b>232,268</b>	191,327
<b>Total employee compensation cost</b>	<b>150,467</b>	135,549	<b>655,923</b>	434,833

## 17. Other income

- (a) During the six months ended September 30, 2013, the Company recognized \$160,970 of fees as a consultant for Oren Oil ASA, an oil and gas exploration and production company with headquarters in Oslo, Norway and a portfolio of properties in Russia. The Company will define the final fees structure for the activity in Russia with Oren and Promotes in the next few months.

# Canoel International Energy Ltd.

## Notes to the Condensed Interim Consolidated Financial Statements

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(Expressed in Canadian dollars)

### 18. Finance income and expense

	Three months ended		Six months ended	
	September 30		September 30	
	2013	2012	2013	2012
	\$	\$	\$	\$
Income:				
Recovery of loan payable interest (Note 9)	-	-	126,120	-
Expense:				
Interest expense	114,775	115,356	319,751	199,487
Accretion of decommissioning obligation	71,222	47,768	117,423	99,431
Accretion of convertible notes	26,542	3,554	52,664	7,573
	212,539	166,678	489,838	306,491
<b>Net finance expense</b>	<b>(212,539)</b>	<b>(166,678)</b>	<b>(363,718)</b>	<b>(306,491)</b>

### 19. Change in non-cash working capital

For the six months ended September 30	2013	2012
Trade and other receivables	\$ (509,565)	\$ 399,112
Inventory	17,500	36,829
Prepaid expenses	(269,648)	(37,790)
Trade and other payables	24,006	(670,393)
<b>Total change in non-cash working capital</b>	<b>\$ (737,707)</b>	<b>\$ (272,242)</b>

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

For the six months ended September 30	2013	2012
Operating	\$ (894,973)	\$ (10,119)
Financing	15,000	48,441
Investing	142,266	(310,564)
<b>Total change in non-cash working capital</b>	<b>\$ (737,707)</b>	<b>\$ (272,242)</b>

### 20. Related party transactions

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

- a) Included in general and administrative expenses for the three and six months ended September 30, 2013 is \$36,379 and \$85,483 (three and six months ended September 30, 2012 – \$44,700 and \$92,839), respectively, charged by a company controlled by an officer and director of the Company for office rent and administrative services. As at September 30, 2013, \$28,678 (March 31, 2013 – \$16,145) was included in trade and other payables in respect of these charges.
- b) Included in interest expense for the three and six months ended September 30, 2013 is \$1,265 and \$2,484 (three and six months ended September 30, 2012 – \$1,173 and \$2,331), respectively, on \$50,000 Swiss Francs of convertible notes (Note 14(b)) held by company controlled by a director of the Company, of which \$8,835 is included in trade and other payables as at September 30, 2013 (March 31, 2013 – \$5,912).
- c) Included in trade and other payables is \$68,871 (March 31, 2013 – \$132,667) due to an officer and director

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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.

### 21. 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 \$896,341 (March 31, 2013 – \$346,541) and trade and other receivables of \$1,137,457 (March 31, 2013 – \$627,892).

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

	<b>September 30 2013</b>	<b>March 31 2013</b>
Oil sales	\$ 654,447	\$ 360,299
Stamp tax and other tax withholdings	330,909	206,365
Goods and services tax	2,488	8,498
Other	76,361	52,730
	<b>\$ 1,064,205</b>	<b>\$ 627,892</b>

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.

The Company considers its receivables to be aged as follows:

	<b>September 30 2013</b>	<b>March 31 2013</b>
Current	\$ 698,980	\$ 412,932
31 to 90 days	75,137	485
90 + days	290,088	214,475
	<b>\$ 1,064,205</b>	<b>\$ 627,892</b>

#### 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 September 30, 2013, the Company had \$3,633,201 (March 31, 2013 – \$4,855,021) of current liabilities for which the Company's \$896,341 (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 September 30, 2013, the contractual maturities of current and non-current financial liabilities are as follows:

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		Carrying amount	Contractual cashflows	Current	Due in Fiscal 2015
Trade and other payables	\$	1,660,412	1,660,412	1,660,412	–
Oil share agreement		793,982	793,982	793,982	–
Notes payable		475,999	502,329	502,329	–
Loan payable		2,108,425	2,460,830	386,914	2,073,916
Convertible note		1,097,799	1,370,298	110,568	1,259,730
	\$	6,136,617	6,787,851	3,454,205	3,333,646

### 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	
	September 30	March 31	Six months ended	
	2013	2013	2013	2012
ARS	0.1775	0.1985	0.1908	0.2272
US dollars	1.0303	1.0137	1.0308	1.0102
Euro	1.3920	1.3071	1.3561	1.2962
Swiss Franc	1.1375	1.0748	1.1003	1.0789

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 six months ended September 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	11%	–	137,730	5%	–	105,570
US dollars	2%	(56,000)	(11,780)	6%	115,385	(56,004)
Euro	6%	22,070	6,840	3%		
Swiss Franc	6%	(71,650)	–	11%	127,651	–
		(105,580)	132,790		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 and six months ended September 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, US\$60 per barrel at March 31, 2013 and US\$61 per



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barrel at September 30, 2013. As at September 30, 2013, a 5% change in the price of oil would represent a change in net loss for the three and six months ended September 30, 2013 of approximately \$52,300 and \$89,000, respectively.

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) and loan payable (Note 9) and convertible notes (Note 11).

## 22. 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 three reportable segments which are as follows:

- Argentina;
- Italy, which commenced oil and gas operations following the acquisition of assets in June 2013 (Note 5); and
- Other, which includes corporate assets and the operations in the Canadian and US entities. None of these individual segments meet the quantitative thresholds for determining reportable segments in the three and six months ended September 30, 2013 or 2012.

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

	Three months ended September 30							
	2013		2012		2013		2012	
	Argentina		Italy		Other		Total	
Revenue	\$ 775,316	481,075	441,781	–	160,970	–	1,378,067	481,075
Royalties	(75,333)	(45,088)	–	–	(91,540)	11,182	(166,873)	(33,906)
Operating and transportation	(463,395)	(349,041)	(175,847)	–	–	–	(639,242)	(349,041)
General and administrative	(71,471)	(11,741)	(63,950)	(15,960)	(376,018)	(586,907)	(511,439)	(614,608)
Depletion and depreciation	(101,006)	(59,280)	(27,468)	–	–	–	(128,474)	(59,280)
Finance and other expenses	(142,693)	(3,647)	(24,491)	–	(93,474)	323	(260,658)	(3,324)
Segment income (loss)	\$ (78,582)	12,278	150,025	(15,960)	(400,062)	(575,402)	(328,619)	(579,084)

	Six months ended September 30							
	2013		2012		2013		2012	
	Argentina		Italy		Other		Total	
Revenue	\$ 1,509,113	922,701	525,719	–	160,970	51,697	2,195,802	974,398
Royalties	(149,509)	(86,391)	–	(61,721)	(95,789)	19,188	(245,298)	(67,203)
Operating and transportation	(618,925)	(673,684)	(257,859)	–	–	–	(876,784)	(673,684)
General and administrative	(220,754)	(141,852)	(100,029)	–	(742,899)	(821,225)	(1,063,682)	(1,024,798)
Depletion and depreciation	(199,977)	(112,734)	(27,468)	–	–	–	(227,445)	(112,734)
Finance and other expenses	(333,710)	(75,359)	(24,491)	–	(120,468)	(129,717)	(478,669)	(205,076)
Segment income (loss)	\$ (13,762)	(167,319)	115,872	(61,721)	(798,186)	(880,057)	(696,076)	(1,109,097)

	As at September 30, 2013				As at March 31, 2013			
	Argentina	Italy	Other	Total	Argentina	Italy	Other	Total
Property and equipment	\$ 2,953,245	192,517	–	3,145,762	3,876,129	135,813	–	4,011,942
Other assets	\$ 886,778	1,462,006	568,226	2,917,010	804,921	93,071	202,350	1,100,342
Total liabilities	\$ 2,613,368	274,894	6,210,686	9,098,948	2,994,040	47,901	4,169,500	7,211,441
Capital expenditures	\$ 22,223	2,100	–	24,323	283,539	130,759	–	414,298