NORTH SOUTH PETROLEUM CORP.

(*formerly Valor Ventures Inc.*)

CONDENSED INTERIM FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED
APRIL 30, 2015

(Unaudited - Expressed in Canadian Dollars)

NOTICE OF NO AUDITOR REVIEW OF
CONDENSED 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 interim financial statements they must be accompanied by a notice indicating that the condensed interim financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed 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 interim financial statements in accordance with the standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

NORTH SOUTH PETROLEUM CORP. (*formerly Valor Ventures Inc.*)
CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION
(Unaudited - Expressed in Canadian Dollars)

	Note	April 30, 2015 $	July 31, 2014 $
ASSETS			
Current assets			
Cash		1,120,348	156,354
GST receivable		3,224	524
Prepaid expenses		869	894
TOTAL ASSETS		1,124,441	157,772
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities		7,911	4,240
TOTAL LIABILITIES		7,911	4,240
SHAREHOLDERS' EQUITY			
Share capital	3	2,273,193	1,240,513
Share-based payments reserve		218,640	213,816
Deficit		(1,375,303)	(1,300,797)
TOTAL SHAREHOLDERS' EQUITY		1,116,530	153,532
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		1,124,441	157,772

Nature of Operations and Name Change - See Note 1

Events after the Reporting Period - see Notes 3(c) and 6

These condensed interim financial statements were approved for issue by the Board of Directors on June 10, 2015 and are signed on its behalf by:

/s/ ***Craig Taylor***
Craig Taylor
Director

/s/ ***Marc Cernovitch***
Marc Cernovitch
Director

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

NORTH SOUTH PETROLEUM CORP. (*formerly Valor Ventures Inc.*)
CONDENSED INTERIM STATEMENTS OF COMPREHENSIVE LOSS
(Unaudited - Expressed in Canadian Dollars)

	Three Months Ended April 30,		Nine Months Ended April 30,	
	2015 $	2014 $	2015 $	2014 $
Expenses				
Accounting and administrative	7,000	3,000	17,755	12,550
Audit	-	-	5,825	7,677
Bank charges	80	53	238	186
Office	211	22	973	68
Professional fees	36,000	-	36,000	-
Regulatory fees	4,936	2,128	10,079	6,348
Rent	-	-	-	3,000
Shareholder costs	304	760	1,397	760
Transfer agent	3,405	535	5,841	2,506
	51,936	6,498	78,108	33,095
Loss before other item	(51,936)	(6,498)	(78,108)	(33,095)
Other item				
Interest income	2,450	565	3,602	1,865
	2,450	565	3,602	1,865
Net loss and comprehensive loss for the period	(49,486)	(5,933)	(74,506)	(31,230)
Loss per share - basic and diluted	$(0.00)	$(0.00)	$(0.02)	$(0.02)
Weighted average number of common shares outstanding	7,224,574	1,291,990	3,226,056	1,291,990

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

	Nine Months Ended April 30, 2015				
	Share Capital				
	Number of Shares	Amount $	Share-Based Payments Reserve $	Deficit $	Total Equity $
Balance at July 31, 2014	1,291,990	1,240,513	213,816	(1,300,797)	153,532
Common shares issued for cash:					
- private placement	22,000,000	1,100,000	-	-	1,100,000
Share issue costs	-	(67,320)	4,824	-	(62,496)
Net loss for the period	-	-	-	(74,506)	(74,506)
Balance at April 30, 2015	23,291,990	2,273,193	218,640	(1,375,303)	1,116,530

	Nine Months Ended April 30, 2014				
	Share Capital				
	Number of Shares	Amount $	Share-Based Payments Reserve $	Deficit $	Total Equity $
Balance at July 31, 2013	1,291,990	1,240,513	213,816	(1,261,343)	192,986
Net loss for the period	-	-	-	(31,230)	(31,230)
Balance at April 30, 2014	1,291,990	1,240,513	213,816	(1,292,573)	161,756

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

	Nine Months Ended April 30,	
	2015	**2014**
	$	**$**
Operating activities		
Net loss for the period	(74,506)	(31,230)
Changes in non-cash working capital items:		
(Increase) decrease in GST receivable	(2,700)	265
Decrease in prepaid expenses	25	175
(Decrease) increase in accounts payable and accrued liabilities	3,671	(1,100)
	996	(660)
Net cash used in operating activities	(73,510)	(31,890)
Financing activities		
Issuance of common shares	1,100,000	-
Share issue costs	(62,496)	-
Net cash provided by financing activities	1,037,504	-
Net change in cash during the period	963,994	(31,890)
Cash at beginning of period	156,354	194,925
Cash at end of period	1,120,348	163,035

Supplemental cash flow information - See Note 4

1. Nature of Operations and Name Change

The Company was incorporated under the laws of the Province of British Columbia on March 1, 2007. On May 19, 2015 the Company changed its name from Valor Ventures Inc. to North South Petroleum Corp. The Company is considered to be a capital pool company by the TSX Venture Exchange ("TSXV") and its common shares trade on the NEX Board of the TSXV under the new trading symbol "NAS.H". The Company's head office is located at #1305 - 1090 West Georgia Street, Vancouver, British Columbia V6E 3V7 Canada.

As at April 30, 2015 the Company's only significant asset was cash. The Company's principal business objective has been the identification and evaluation of companies, businesses, properties, or assets with a view to acquisition or participation therein. Where acquisition or participation is warranted, additional funding may be required. The ability of the Company to fund its potential future operations and commitments is dependent upon its ability to obtain additional financing.

2. Basis of Preparation

Statement of Compliance

These condensed 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 interim financial statements should be read in conjunction with the audited financial statements for the year ended July 31, 2014, which have been prepared in accordance with IFRS as issued by the IASB. The accounting policies followed in these condensed interim financial statements are consistent with those applied in the Company's audited financial statements for the year ended July 31, 2014.

Basis of Measurement

The Company's condensed interim financial statements have been prepared on the historical cost basis except for the revaluation of certain financial assets and financial liabilities to fair value.

3. Share Capital

(a) *Authorized Share Capital*

The Company's authorized share capital consists of an unlimited number of common shares without par value and unlimited preferred shares without par value. All issued common shares are fully paid.

(b) *Share Consolidation*

On March 23, 2015 the Company consolidated its share capital on a one new for five old basis. All share and per share amounts in these financial statements have been adjusted to reflect the consolidation.

(c) *Reconciliation of Changes in Share Capital*

(i) On April 7, 2015 the Company completed a non-brokered private placement financing of 22,000,000 common shares at a price of $0.05 per share for gross proceeds of $1,100,000. The Company paid a finder's fee of $35,500 cash and issued 711,000 finder's warrants at a fair value of $4,824. Each finder's warrant entitles the holder to purchase one common share of the Company at an exercise price of $0.05 per share expiring April 7, 2016. The fair value of the finder's warrants have been estimated using the Black-Scholes option pricing model. The assumptions used were: a risk-free interest rate of 0.58%; expected volatility of 120.0%; an expected life of one year; a dividend yield of 0%; and an expected forfeiture rate of 0%. As at April 30, 2015 the finder's warrants remained outstanding.

3. Share Capital (continued)

The Company incurred $62,496 for legal and filing costs.

East West Petroleum Corp. ("East West"), a public company trading on the TSXV, purchased 3,900,000 common shares of the private placement. On closing of the private placement East West owned approximately 16.74% of the issued and outstanding common shares of the Company and a director of East West was appointed a director of the Company. On May 22, 2015 another director of East West was also appointed as a director of the Company.

(ii) The Company did not conduct any equity financings during the year ended July 31, 2014.

(d) *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 options is set at the Company's closing share price on the day before the grant date, less allowable discounts. Options granted may be subject to vesting provisions as determined by the Board of Directors and have a maximum term of ten years.

No share options were granted during the nine months ended April 30, 2015 or 2014.

A summary of the Company's share options at April 30, 2015 and 2014 and the changes for the nine months ending on those dates, is as follows:

	2015		2014	
	Number of Options Outstanding	Weighted Average Exercise Price $	Number of Options Outstanding	Weighted Average Exercise Price $
Balance, beginning of period	-	-	36,666	3.50
Expired	-	-	(36,666)	3.50
Balance, end of period	-	-	-	-

See also Note 6.

(e) *Escrow Shares*

As at April 30, 2015, 76,666 common shares were held in escrow.

4. Supplemental Cash Flow Information

Non-cash activities conducted by the Company during the nine months ended April 30, 2015 and 2014, are as follows:

	2015 $	2014 $
Financing activities		
Finder's warrants issued	(4,824)	-
Share-based payment reserve	4,824	-
	-	-

5. Financial Instruments and Risk Management

Categories of Financial Assets and Financial Liabilities

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

Financial Instrument	Category	April 30, 2015 $	July 31, 2014 $
Cash	FVTPL	1,120,348	156,354
Accounts payable and accrued liabilities	Other liabilities	(7,911)	(4,240)

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

Level 1 - Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and value to provide pricing information on an ongoing basis.

Level 2 - Pricing inputs are other than quoted prices in active markets included in Level 1. Prices in Level 2 are either directly or indirectly observable as of the reporting date. Level 2 valuations are based on inputs including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the market place.

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

The recorded amounts for cash and accounts payable and accrued liabilities approximate their fair value due to their short-term nature. The Company's fair value of cash under the fair value hierarchy are measured using Level 1 inputs.

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

Credit Risk

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

Liquidity Risk

Liquidity risk is the risk that the Company will not have the resources to meet its obligations as they fall due. The Company manages this risk by closely monitoring cash forecasts and managing resources to ensure that it will have sufficient liquidity to meet its obligations. All of the Company's financial liabilities are classified as current and are anticipated to mature within the next fiscal period. The following table is based on the contractual maturity dates of financial assets and the earliest date on which the Company can be required to settle financial liabilities.

	Contractual Maturity Analysis at April 30, 2015				
	Less than 3 Months $	3 - 12 Months $	1 - 5 Years $	Over 5 Years $	Total $
Cash	1,120,348	-	-	-	1,120,348
Accounts payable and accrued liabilities	(7,911)	-	-	-	(7,911)

5. Financial Instruments and Risk Management (continued)

	Contractual Maturity Analysis at July 31, 2014				
	Less than 3 Months $	3 - 12 Months $	1 - 5 Years $	Over 5 Years $	Total $
Cash	156,354	-	-	-	156,354
Accounts payable and accrued liabilities	(4,240)	-	-	-	(4,240)

Interest Rate Risk

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

Capital Management

The Company's objective when managing capital is to safeguard its ability to continue as a going concern. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to identify and evaluate potential business acquisitions and to negotiate acquisitions or participation agreements. 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 future development of the business. The Company defines capital that it manages as share capital and cash. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

6. Events after the Reporting Period

(a) On June 8, 2015 the Company granted share options to purchase 967,500 common shares, at an exercise price of $0.27 per share, expiring June 8, 2018.

(b) See also Note 3(c).