RENAISSANCE
OIL CORP

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2019 AND 2018

NOTICE OF NO AUDITOR REVIEW

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

In accordance with National Instrument 51-102, the Company discloses that its independent auditor has not performed a review of these unaudited condensed interim consolidated financial statements.

Renaissance Oil Corp.

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

	Note	**June 30, 2019**	December 31, 2018
Assets			
Current assets			
Cash and cash equivalents		**$ 5,683,162**	$ 1,245,938
Accounts receivable		**2,406,221**	4,220,343
Prepaid expenses		**460,165**	535,895
		8,549,548	6,002,176
Investments in associates	4	**14,735,387**	14,435,320
Equipment		**68,286**	89,311
Exploration and evaluation assets	5	**17,227,975**	15,726,525
Total assets		**$ 40,581,196**	$ 36,253,332
Liabilities			
Current liabilities			
Trade and other payables		**$ 3,532,065**	$ 4,216,901
Promissory note payable	7	**670,000**	1,000,000
		4,202,065	5,216,901
Debentures	6	**4,311,635**	-
Decommissioning liabilities	8	**725,582**	724,476
		$ 9,239,282	$ 5,941,377
Equity			
Share capital	9	**39,271,915**	36,768,807
Reserves	9	**16,514,223**	15,889,223
Accumulated other comprehensive income		**207,756**	569,802
Deficit		**(24,651,980)**	(22,915,877)
Total equity		**31,341,914**	30,311,955
Total liabilities and equity		**$ 40,581,196**	$ 36,253,332

Nature of operations and going concern (Note 1)

Approved by the Board of Directors:

"Craig Steinke" Director

"Ian Telfer" Director

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

Renaissance Oil Corp.

Condensed Interim Consolidated Statements of Loss and Comprehensive Loss
(Unaudited - Expressed in Canadian dollars)

		Three months ended June 30		Six months ended June 30	
	Note	**2019**	2018	**2019**	2018
Income					
Revenue		**$ 4,955,548**	$ 7,035,897	**$ 9,773,363**	$ 12,055,801
Royalties		**(3,964,234)**	(5,675,160)	**(7,763,069)**	(9,542,306)
		991,314	1,360,737	**2,010,294**	2,513,495
Expenses					
Operating		**239,054**	677,977	**536,874**	1,119,653
General and administrative	10	**1,230,751**	966,793	**2,006,170**	1,866,809
Accretion of decommissioning liability	8	**15,629**	11,816	**31,162**	23,386
Accretion of debentures	6	**146,240**	-	**186,635**	-
Share-based compensation		**-**	-	**-**	1,561,085
Depreciation		**17,290**	15,460	**34,570**	30,598
		(1,648,964)	(1,672,046)	**(2,795,411)**	(4,601,531)
Other Items					
Equity loss on investment in associate	4	**(143,128)**	(1,853,626)	**(429,375)**	(2,318,759)
Finance and other income		**187,619**	319,820	**392,118**	563,774
Foreign exchange gain (loss)		**(333,330)**	174,585	**(680,534)**	311,669
Finance expense	9b	**(166,414)**	(40,357)	**(233,195)**	(66,582)
Gain on dissolution of associate		**-**	-	**-**	41,959
		(455,253)	(1,399,578)	**(950,986)**	(1,467,939)
Net loss		**$ (1,112,903)**	$ (1,710,887)	**$ (1,736,103)**	$ (3,555,975)
Other Comprehensive Income					
Items that may be reclassified subsequently to net loss					
Translation adjustment		**(188,592)**	162,660	**(362,046)**	358,710
Comprehensive loss		**$ (1,301,495)**	$ (1,548,227)	**$ (2,098,149)**	$ (3,197,265)
Basic and diluted loss per common share		**$ (0.00)**	$ (0.01)	**$ (0.01)**	$ (0.01)
Weighted average number of common shares outstanding - basic and diluted		**282,794,183**	278,257,338	**280,694,214**	262,485,183

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

Renaissance Oil Corp.

Condensed Interim Consolidated Statements of Changes in Equity
(Unaudited - Expressed in Canadian dollars)

	Note	Common Shares Issued	Common Shares Amount	Reserves	Cumulative translation adjustment	Deficit	Total equity
		(000s)	*(000s)*	*(000s)*	*(000s)*	*(000s)*	*(000s)*
At December 31, 2018		278,257	$ 36,769	$ 15,889	$ 570	$ (22,916)	$ 30,312
Shares issued pursuant to private placement	9	10,000	2,000	-	-	-	2,000
Shares issued for finders' fee	6	1,724	250	-	-	-	250
Shares issued to settle debt	9	1,950	293	-	-	-	293
Shares issued to settle debenture interest	9	847	119	-	-	-	119
Share issue costs		-	(159)	-	-	-	(159)
Issuance of debentures	6	-	-	625	-	-	625
Net loss		-	-	-	-	(1,736)	(1,736)
Translation adjustment		-	-	-	(362)	-	(362)
At June 30, 2019		292,779	$ 39,272	$ 16,514	$ 208	$ (24,652)	$ 31,342

	Note	Common Shares Issued	Common Shares Amount	Reserves	Cumulative translation adjustment	Deficit	Total equity
		(000s)	*(000s)*	*(000s)*	*(000s)*	*(000s)*	*(000s)*
At December 31, 2017		233,612	$ 28,861	$ 11,808	$ (81)	$ (22,011)	$ 18,577
Share-based compensation		-	-	1,561	-	-	1,561
Private placement		44,555	8,891	2,248	-	-	11,139
Exercise of warrants		90	30	(8)	-	-	23
Share issue costs		-	(1,020)	(133)	-	-	(1,153)
Compensation warrants		-	-	413	-	-	413
Net loss		-	-	-	-	(3,556)	(3,556)
Translation adjustment		-	-	-	359	-	359
At June 30, 2018		278,257	$ 36,761	$ 15,889	$ 278	$ (25,567)	$ 27,361

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

Renaissance Oil Corp.

Condensed Interim Consolidated Statements of Cash Flows
(Unaudited - Expressed in Canadian dollars)

	Note	Six months ended June 30 2019	2018
Operating activities			
Net loss		**$ (1,736,103)**	$ (3,555,975)
Adjusted for:			
Depreciation		**34,570**	30,598
Accretion of decommissioning liability	8	**31,162**	23,386
Accretion of debentures	6	**186,635**	-
Share-based compensation		**-**	1,561,085
Loss on investment in associate	4	**429,375**	2,318,759
Gain on dissolution of investment		**-**	(41,959)
Unrealized foreign exchange gain		**225,751**	128,434
Changes in non-cash working capital items:			
Accounts receivable		**1,814,122**	(972,077)
Prepaid expenses		**75,730**	(100,269)
Trade and other payables		**(1,012,359)**	(1,589,009)
Cash used in operating activities		**48,883**	(2,197,027)
Investing activities			
Purchase of equipment		**(13,545)**	(37,113)
Investments in associate	4	**(1,335,385)**	(5,671,975)
Proceeds from dissolution of investment		**-**	596,814
Exploration and evaluation assets	5	**(762,249)**	(2,530,612)
Cash used in investing activities		**(2,111,179)**	(7,642,886)
Financing activities			
Issuance of common shares, net of cash issuance costs	9	**1,990,000**	10,398,379
Proceeds from debentures, net of cash issuance costs	6	**4,851,430**	-
Payment on promissory note payable	7	**(330,000)**	-
Exercise of share options and warrants		**-**	22,500
Cash provided by financing activities		**6,511,430**	10,420,879
Effect of exchange rate changes on cash		**(11,910)**	67,793
Net (decrease) increase in cash and cash equivalents		**4,437,224**	648,759
Cash and cash equivalents, beginning of period		**1,245,938**	8,151,779
Cash and cash equivalents, end of period		**$ 5,683,162**	$ 8,800,538
Cash and cash equivalents is comprised of:			
Cash		**$ 5,683,162**	$ 8,800,538
Non-cash financing activities:			
Issuance of common shares for debt settlement		**$ 292,500**	$ -
Issuance of common shares for interest owing (note 7)		**$ 119,178**	$ -

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Renaissance Oil Corp. ("Renaissance" or the "Company") is an oil and gas corporation engaged in the acquisition, development and production of oil and natural gas in Mexico. The Company is listed on the TSX Venture Exchange ("TSXV") under the symbol "ROE". These unaudited condensed interim consolidated financial statements (the "Financial Statements") include the accounts of Renaissance and its wholly owned subsidiaries, R2 Energy Ltd. and Renaissance Oil Corp. S.A. de C.V. The registered office of the Company is 2200-885 West Georgia Street, Vancouver, British Columbia and the Company's head and production office is located at 3123-595 Burrard Street, Vancouver, British Columbia.

These Financial Statements have been prepared on a going concern basis, which assumes that the Company will continue its operations for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. The Company had a net loss of $1,736,103 and cash flows from operations of $48,883 for the six months ended June 30, 2019 and had an accumulated deficit of $24,651,980 as at June 30, 2019. The Company's ability to continue as a going concern is dependent on management's ability to identify additional sources of capital and to raise sufficient resources to fund on-going operating expenses and commitments. Although management has been successful in raising capital in the past, there is no assurance these initiatives will be successful in the future. These conditions indicate the existence of material uncertainties that may cast significant doubt regarding the applicability of the going concern assumption. These Financial Statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. These adjustments could be material.

2. BASIS OF PRESENTATION

These Financial Statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting using accounting policies consistent with International Financial Reporting Standards as issued by the International Accounting Standards Board. These Financial Statements do not include all the information required for full annual financial statements and should be read in conjunction with the Company's audited financial statements as at and for the years ended December 31, 2018 and 2017. All financial information is reported in Canadian dollars, which is the functional currency of the Company.

These Financial Statements have been prepared on a historical cost basis except for certain financial instruments that have been measured at fair value. In addition, these Financial Statements have been prepared using the accrual basis of accounting and include the accounts of Renaissance and its wholly owned subsidiaries. All inter-entity transactions have been eliminated.

Estimates and judgements are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates. In preparing the Financial Statements, the judgments made by management in applying the Company's accounting policies and the key sources of estimation uncertainty were the same as those applied to the audited consolidated financial statements as at and for the year ended December 31, 2018.

The Financial Statements were approved and authorized for issuance by the Board of Directors of Renaissance on August 23, 2019.

3. CHANGES IN ACCOUNTING STANDARDS

IFRS 16 Leases ("IFRS16")
On January 1, 2019, the Company adopted IFRS 16 which replaced IAS 17. IFRS 16 applies to lessees, requiring the recognition of assets and liabilities for most leases and eliminates the distinction between operating and financing leases. IFRS 16 did not have a material impact on the Company's classification and measurement of financial assets and liabilities.

(Unaudited - Expressed in Canadian dollars)

4. INVESTMENTS IN ASSOCIATE

The following table summarizes the changes in investment in Petrolera de Amatitlán S.A.P.I. ("Petrolera"):

Balance, December 31, 2018	14,435,320
Contributions to Petrolera	1,335,385
Equity loss in Petrolera	(429,375)
Foreign Exchange	(605,943)
Balance, June 30, 2019	**14,735,387**

Renaissance and its partners signed an option deed agreement whereby a partner may fund the outstanding capital contributions of the Company and receive the corresponding pro-rata shares of Petrolera. Per the terms of the agreement, Renaissance is granted a three-month period to exercise the option and maintain its ownership interest at 25%. During this three-month period, the Company maintains all its shareholders rights consistent with an ownership interest of 25%. The option deed agreement is subject to a 5% fee and accrues interest at a rate of LIBOR plus 4%.

During the second quarter of 2019, Renaissance did not fully participate in its pro-rata share of capital contributions to Petrolera. The Company intends to contribute US$1,400,000 by September 25, 2019 to maintain its ownership interest at 25%.

5. EXPLORATION AND EVALUATION ASSETS

During the three months ended June 30, 2019, Renaissance received a 20-month extension from the Comisión Nacional de Hidrocarburos to complete the work programs on the Company's 100% held producing properties in the state of Chiapas. The deadline for completion is now December 2020.

In May 2019, Renaissance entered into an agreement for the transfer of the Ponton license to a Mexico based oil and gas company for consideration of US$1,000,000, upon closing, plus a gross overriding royalty of 10% on future oil and gas revenue from Ponton, for maximum aggregate royalties of US$3,000,000. Renaissance received a cash deposit of US$250,000 towards the closing amount of the transaction.

6. DEBENTURES

In March 2019, the Company granted 5,000 debentures for total proceeds of $5,000,000. The debentures have a term of five years, maturing on March 6, 2024 and bear interest, payable on a quarterly basis at the Company's option (i) in cash at a rate of 8% per annum; (ii) in kind at a rate of 10% per annum by the issuance of common shares of the Company issued at the 30-day volume weighted average trading price of the common shares on the TSXV, prior to the issuance date; or (iii) a combination thereof.

The debentures are convertible at the holder's option into common shares of the Company at a price of $0.25 per share, being a ratio of 4,000 common shares per $1,000 principal amount of debentures. After March 6, 2021 and until the maturity date, the Company may force the conversion of any or all of the debentures at the conversion price if the 30-day volume weighted average trading price of the common shares on the TSXV has been at least $1.00 for at least 50 of the 60 consecutive trading days immediately preceding the exercise of such conversion right.

The debentures are not redeemable before the maturity date and the holders are secured against the present and after acquired personal property of the Company. Except in connection with a Company conversion, the Company may not prepay all or any part of the debentures prior to the maturity date without the prior written consent of the holders.

The debentures are comprised of the following components: the host debt contract, the conversion feature, the interest rate payment option and the early conversion feature. At inception the debt component was recorded at fair value, net of all transaction costs, using a discount rate of 12%. The debt balance less transaction costs is unwound using the effective interest rate method to the principal value at maturity with a corresponding non-cash accretion charge to earnings. This resulted in a fair value of the convertible debenture net of transaction costs of $4,125,000. The conversion feature was valued using the residual method and was bifurcated from the host contract and classified as equity. The resulting value of $625,000 has been recorded in the Equity reserves. The interest rate payment option and the early conversion feature were initially measured at fair value and this resulted in a value of $nil for each.

(Unaudited - Expressed in Canadian dollars)

The fair values of the convertible debentures, interest rate payment option and early conversion feature were determined using inputs that would be considered Level 3 within the fair value hierarchy (see Note 11). Interest and accretion expense for the six months ended June 30, 2019 was $160,274 and $186,635 respectively.

7. RELATED PARTY TRANSACTIONS

During the three months ended June 30, 2019, the Company made a payment of $330,000 on the promissory note previously issued to a related party. The outstanding balance is now $670,000. Interest does not accrue on the promissory note and it is payable ten days following the written demand by the lender.

8. DECOMMISSIONING LIABILITIES

The following table reconciles the changes in Renaissance's decommissioning liabilities:

Balance, December 31, 2018	$	724,476
Accretion		15,533
Effect of exchange rate changes		(14,738)
Balance, June 30, 2019	**$**	**725,271**

9. EQUITY

(a) Authorized

Unlimited number of common shares with no par value
Unlimited number of preferred shares with no par value

(b) Common shares issued

In March 2019, in connection with the granting of the convertible debentures, the Company paid a finder's fee of $250,000 equal to 5% of the aggregate gross proceeds, satisfied by the issuance of 1,724,137 common shares calculated using the closing price of the common shares on the TSXV on March 4, 2019.

In June 2019, the Company issued 10,000,000 shares at a price of $0.20 per share, for proceeds of $2.0 million pursuant to a private placement. Share issue costs of $10,000 were incurred in relation to the private placement and deducted from share capital.

Pursuant to the convertible debentures issued in March 2019 (Note 7), the Company elected to issue common shares of the Company in satisfaction of the aggregate accrued interest owing on the debenture. Under the terms of the convertible debentures, interest accrued at a rate of 10% per annum resulting in a total amount owing of $119,178 as at May 31, 2019. The Company satisfied the aggregate accrued interest owing by issuing 847,036 common shares having a deemed price of approximately $0.14 per share. The price per share was determined using the 30-day volume weighted average price of the common shares on the TSXV ending on May 30, 2019.

In June 2019, the Company settled outstanding indebtedness in the amount of $292,500 by issuing 1,950,000 common shares having a deemed price of $0.15 per share.

(Unaudited - Expressed in Canadian dollars)

(c) Share options

A summary of changes in share options is presented below:

	Outstanding		Weighted average exercise price
Balance, December 31, 2018	26,830,000		0.28
Expired	(250,000)		0.30
Balance, June 30, 2019	**26,580,000**	**$**	**0.28**

(d) Warrants

There were no changes to the balance of share purchase warrants during the six months ended June 31, 2019.

(e) Compensation Warrants

A summary of changes in compensation warrants is presented below:

	Number of warrants		Weighted average exercise price
Balance, December 31, 2018	5,095,060	$	0.25
Expired	(2,421,960)		0.25
Balance, June 30, 2019	**2,673,100**	**$**	**0.25**

10. GENERAL AND ADMINISTRATIVE

	Three months ended June 30				Six months ended June 30			
		2019		**2018**		**2019**		**2018**
Advisory and consulting	**$**	**724,770**	$	383,268	**$**	**1,168,837**	$	729,752
Marketing and travel		**156,041**		277,504		**271,379**		524,024
Professional fees		**294,615**		236,757		**418,378**		444,670
Other		**42,161**		53,951		**93,731**		135,151
Regulatory and filing		**13,164**		15,313		**53,845**		33,212
General and administration	**$**	**1,230,751**	$	966,793	**$**	**2,006,170**	$	1,866,809

During the second quarter of 2019, the Company settled outstanding indebtedness in the amount of $292,500 (the "Debt") by the issuance of 1,950,000 Common Shares having a deemed price of $0.15 per share. The Debt included consulting amounts due to Renaissance's Head of Governmental Affairs in Mexico accrued in the second quarter of 2019.

11. FINANCIAL INSTRUMENTS

Financial assets and financial liabilities are measured at fair value on initial recognition, which is typically the transaction price unless a financial instrument contains a significant financing component. Subsequent measurement is dependent on the financial instrument's classification. Cash and cash equivalents, trade and other receivables, trade and other payables, promissory note payable and debentures are measured at amortized cost. The financial assets and financial liabilities are subsequently measured at amortized cost using the effective interest method.

The Company's financial derivatives are recorded and carried on the consolidated statements of financial position at fair value with actual amounts received or paid on the settlement of the financial derivative instrument recorded in the statements of comprehensive income. These instruments are further categorized using a three-level hierarchy that reflects the significance of the lowest level of inputs used in determining fair value:

(Unaudited - Expressed in Canadian dollars)

- 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 volume to provide pricing information on an ongoing basis.
- Level 2 - pricing inputs are other than quoted prices in active markets used 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 which can be substantially observed or corroborated in the marketplace.
- Level 3 - valuations in this level are those with inputs that are not based on observable market data.

Liquidity Risk: Cash and cash equivalents are held in bank accounts and are available on demand. Accounts receivable consist mainly of amounts due from the sale of petroleum and natural gas. At June 30, 2019, the Company has cash and cash equivalents of $5,683,162 and accounts receivable of $2,406,221 to settle current liabilities of $4,202,065. Total working capital at June 30, 2019 is $4,347,483.

Currency Risk: The Company is subject to gains and losses from fluctuations in the US dollar and Mexican Peso against the Canadian dollar. Assuming that all other variables remain constant, a 10% depreciation or appreciation of the US Dollar against the CDN Dollar would result in an approximately $890,435 change to the Company's net income for the year. A 10% depreciation or appreciation of the Mexican Peso against the CDN Dollar would result in an approximately $887,747 change to the Company's net income for the year.

12. CAPITAL MANAGEMENT

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the acquisition, exploration and development of exploration and evaluation assets, and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk. In the management of capital, the Company includes the components of equity which, at June 30, 2019, totaled $31,341,914 (December 31, 2018: $30,311,955) and components of debt which, at June 30, 2019, totaled $4,981,635 (December 31, 2018: $1,000,000).

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue debt or acquire or dispose of assets. Refer to Note 1 for additional details of the Company's ability to continue as a going concern.

13. SEGMENT INFORMATION

The Company operates in two geographic regions, being Canada and Mexico. Geographic segmentation is as follows:

June 30, 2019	Canada	Mexico	Total
Total assets	$ 22,252,362	$ 18,328,834	$ 40,581,196
Total liabilities	(6,088,979)	(3,150,303)	(9,239,282)
Net income (loss)	(2,390,774)	654,671	(1,736,103)
Revenue by product			
Crude oil	-	5,382,168	5,382,168
Natural gas	-	4,391,195	4,391,195
Total revenue	-	9,773,363	9,773,363
Royalties	-	(7,763,069)	(7,763,069)
Operating expenses	-	(536,874)	(536,874)
General and administrative	(1,280,483)	(725,687)	(2,006,170)
Equity loss on investment in associate	$ (429,375)	$ -	$ (429,375)