

# **CANACOL ENERGY LTD.**

**INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**  
**THREE AND NINE MONTHS ENDED MARCH 31, 2015**



## INTERIM CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(UNAUDITED)

(in thousands of United States dollars)

As at	Note	March 31, 2015	June 30, 2014
<b>ASSETS</b>			
<b>Current assets</b>			
Cash and cash equivalents		\$ 44,540	\$ 163,729
Restricted cash	6	5,422	7,379
Trade and other receivables		26,071	60,981
Prepaid expenses and deposits		5,672	12,405
Investments	7	2,600	5,254
Crude oil inventory		1,217	1,936
		<b>85,522</b>	<b>251,684</b>
<b>Non-current assets</b>			
Restricted cash	6	68,879	59,448
Exploration and evaluation assets	4	153,029	133,510
Property, plant and equipment	5	392,049	301,398
Investment in joint venture	17	12,525	8,046
Investments	7	2,360	2,501
		<b>628,842</b>	<b>504,903</b>
<b>Total assets</b>		<b>\$ 714,364</b>	<b>756,587</b>
<b>LIABILITIES AND EQUITY</b>			
<b>Current liabilities</b>			
Bank debt	8	\$ 58,667	44,000
Trade and other payables		37,570	75,814
Crude oil payable in kind	15	951	-
Commodity contracts	15	-	38
Warrants	15	192	2,121
Convertible debentures	9	19,948	-
Restricted share units	15	341	202
Equity tax payable		1,519	582
Taxes payable		16,719	15,969
		<b>135,907</b>	<b>138,726</b>
<b>Non-current liabilities</b>			
Bank debt	8	172,466	166,688
Deferred income		3,731	3,731
Decommissioning obligations		13,163	10,518
Restricted share units	15	301	202
Warrants	15	-	2,210
Phantom warrants	15	-	7,557
Convertible debentures	9	-	25,395
Other long term obligations		219	219
Deferred tax liabilities		5,780	1,054
<b>Total liabilities</b>		<b>331,567</b>	<b>356,300</b>
<b>Equity</b>			
Share capital	10	570,034	551,049
Other reserves		59,865	48,842
Accumulated other comprehensive loss		347	347
Deficit		(247,449)	(199,951)
<b>Total equity</b>		<b>382,797</b>	<b>400,287</b>
<b>Total liabilities and equity</b>		<b>\$ 714,364</b>	<b>756,587</b>

Commitments and contingencies (note 16)

Subsequent events (notes 8, 15)

See accompanying notes to interim condensed consolidated financial statements.

# **INTERIM CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE (LOSS) INCOME** (UNAUDITED)

(in thousands of United States dollars, except per share amounts)

		Three months ended March 31,		Nine months ended March 31,	
	Note	2015	2014	2015	2014
<b>Revenues</b>					
Petroleum and natural gas revenues, net of royalties	13	\$ 26,429	\$ 55,653	\$ 121,750	\$ 146,043
Share of joint venture profit	17	675	1,599	4,481	2,792
<b>Expenses</b>					
Production and transportation expenses		11,807	16,786	49,648	49,337
Pre-license and exploration costs		98	3,405	4,498	3,645
General and administrative		4,850	5,674	18,504	20,065
Stock-based compensation and restricted share units	10	1,737	2,454	5,062	3,204
Depletion and depreciation	5	12,289	9,015	48,600	23,843
Foreign exchange gain and other		(2,088)	(2,962)	(1,679)	(1,732)
Loss (gain) on derivatives and financial instruments	13	152	(1,311)	(9,433)	25,345
Change in provision		-	(10,545)	(1,865)	(10,545)
Equity tax expense		1,519	-	1,519	-
Impairment on property, plant and equipment	5	-	-	27,396	-
Loss on disposition of assets	4,5	-	-	7,944	-
		30,364	22,516	150,194	113,162
Net finance expense	11	5,262	2,416	14,132	6,565
<b>(Loss) income before income taxes</b>		<b>(8,522)</b>	<b>32,320</b>	<b>(38,095)</b>	<b>29,108</b>
<b>Income taxes</b>					
Current		2,454	6,623	4,677	13,793
Deferred		4,662	6,259	4,726	3,308
		7,116	12,882	9,403	17,101
<b>Net (loss) income and comprehensive (loss) income</b>		<b>(15,638)</b>	<b>19,438</b>	<b>(47,498)</b>	<b>12,007</b>
<b>Earnings (loss) per share</b>					
Basic	12	\$ (0.14)	\$ 0.22	\$ (0.44)	\$ 0.14
Diluted	12	\$ (0.14)	\$ 0.21	\$ (0.44)	\$ 0.14

See accompanying notes to interim condensed consolidated financial statements.

## INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(UNAUDITED)

(in thousands of United States dollars, number of shares in thousands)

	Number of Common Shares	Share Capital	Other Reserves	Accumulated Other Comprehensive Income	Deficit	Total Equity
Balance as at June 30, 2013	86,506	\$ 408,770	\$ 40,074	\$ 347	\$ (209,888)	\$ 239,303
Issue of common shares, net of costs	2,454	15,000	-	-	-	15,000
Stock options exercised	1,260	6,742	(930)	-	-	5,812
Stock-based compensation	-	-	4,641	-	-	4,641
Net income for the period	-	-	-	-	12,007	12,007
<b>Balance at March 31, 2014</b>	<b>90,220</b>	<b>430,512</b>	<b>43,785</b>	<b>347</b>	<b>(197,881)</b>	<b>276,763</b>
Balance as at June 30, 2014	107,736	\$ 551,049	\$ 48,842	\$ 347	\$ (199,951)	\$ 400,287
Issue of common shares, net of costs	8,749	18,046	-	-	-	18,046
Share-based payment in relation to property acquisition	-	-	5,000	-	-	5,000
Stock options and warrants exercised	149	939	(264)	-	-	675
Stock-based compensation	-	-	6,287	-	-	6,287
Net loss for the period	-	-	-	-	(47,498)	(47,498)
<b>Balance at March 31, 2015</b>	<b>116,634</b>	<b>570,034</b>	<b>59,865</b>	<b>347</b>	<b>(247,449)</b>	<b>382,797</b>

See accompanying notes to interim condensed consolidated financial statements.

## INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(UNAUDITED)

(in thousands of United States dollars)

		Three months ended March 31,		Nine months ended March 31,	
	Note	2015	2014	2015	2014
<b>Operating activities</b>					
Net (loss) income for the period		\$ (15,638)	\$ 19,438	\$ (47,498)	\$ 12,007
Adjustments:					
Net financing expense	11	5,262	2,416	14,132	6,565
Share of joint venture profit	17	(675)	(1,599)	(4,481)	(2,792)
Stock-based compensation and restricted share units		1,737	2,454	5,062	3,204
Depletion and depreciation	5	12,289	9,015	48,600	23,843
(Gain) loss on derivatives and financial instruments	13	145	(1,311)	(9,252)	24,295
Unrealized foreign exchange gain and other		(3,186)	(2,657)	(550)	(2,436)
Settlement of restricted share units liability	15	(26)	-	(64)	(1,321)
Deferred income tax		4,662	6,259	4,726	3,308
Exploration costs	4	-	2,907	3,954	2,907
Impairment on property, plant and equipment	5	-	(10,545)	27,396	(10,545)
Loss on disposition of assets	4,5	-	-	7,944	-
Changes in non-cash working capital	13	(6,581)	(13,278)	25,381	10,194
		(2,011)	13,099	75,350	69,229
<b>Investing activities</b>					
Expenditures on exploration and evaluation assets		(27,759)	(3,263)	(121,106)	(14,376)
Expenditures on property, plant and equipment		(10,115)	(16,396)	(58,937)	(44,074)
Investments		(165)	(262)	42	(3,102)
Change in restricted cash		470	(9,795)	(7,474)	(25,731)
Proceeds on dispositions and farm-outs	4	-	-	11,225	-
Changes in non-cash working capital	13	(22,164)	(6,121)	(22,134)	1,917
		(59,733)	(35,837)	(198,384)	(85,366)
<b>Financing activities</b>					
Net financing expense paid		(3,868)	(1,804)	(10,019)	(4,709)
Settlement of phantom warrants liability	15	-	-	(3,500)	-
Issue of common shares	10	123	3,773	557	4,255
Draw on bank debt, net of transaction costs	8	-	-	46,141	-
Repayment of bank debt	8	(14,667)	-	(29,334)	-
		(18,412)	1,969	3,845	(454)
Change in cash and cash equivalents		(80,156)	(20,769)	(119,189)	(16,591)
Cash and cash equivalents, beginning of period		124,696	56,468	163,729	52,290
Cash and cash equivalents, end of period		\$ 44,540	\$ 35,699	\$ 44,540	\$ 35,699

See accompanying notes to interim condensed consolidated financial statements.

## NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

For the three and nine months ended March 31, 2015 and 2014

(in United States dollars (tabular amounts in thousands) except as otherwise noted)

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### NOTE 1 - GENERAL INFORMATION

Canacol Energy Ltd. and its subsidiaries (“Canacol” or the “Corporation”) are primarily engaged in petroleum and natural gas exploration and development activities in Colombia and Ecuador, with non-core activities in Brazil and Peru. The Corporation’s head office is located at 4500, 525 - 8<sup>th</sup> Avenue SW, Calgary, Alberta, T2P 1G1, Canada. The Corporation’s shares are traded on the Toronto Stock Exchange under the symbol CNE, the OTCQX in the United States of America under the symbol CNNEF and the Bolsa de Valores de Colombia under the symbol CNEC.

The Board of Directors approved these interim condensed consolidated financial statements (the “financial statements”) for issuance on May 12, 2015.

### NOTE 2 - BASIS OF PREPARATION

The financial statements have been prepared by management in accordance with International Accounting Standard 34, “Interim Financial Reporting”. These financial statements do not include all of the information required for full annual consolidated financial statements and should be read in conjunction with the Corporation’s annual consolidated financial statements for the year ended June 30, 2014.

#### Basis of Measurement

These financial statements have been prepared on a historical cost basis, except for commodity contracts, crude oil payable in kind, convertible debentures, embedded derivatives, investments, warrants, phantom warrants and restricted share units, which are measured at fair value with changes in fair value recorded in profit or loss (“fair value through profit or loss”).

These financial statements have been prepared on a going concern basis.

#### Functional and Presentation Currency

These financial statements are presented in United States dollars, which is both the functional and presentation currency.

### NOTE 3 - SIGNIFICANT ACCOUNTING POLICIES

The Corporation has made the following clarifications to its accounting policies:

#### Principles of Consolidation

**Subsidiaries** – Subsidiaries are entities controlled by the Corporation. Control exists when the Corporation is exposed, or has rights, to variable returns from its involvement with the subsidiary and has the ability to affect those returns through its power over the subsidiary. The financial statements of subsidiaries are included in the financial statements from the date that control commences until the date that control ceases.

#### Derivative financial instruments

**Convertible debentures** – Convertible debentures are recorded at fair value through profit or loss due to the inability to fair value the embedded derivative separately. Subsequent to initial recognition, these financial instruments are measured at fair value and changes therein are recognized in the consolidated statements of operations.

#### Property, Plant and Equipment and Exploration and Evaluation Assets

**Exploration and evaluation (“E&E”) assets** – E&E costs, including the costs of acquiring licenses, farming into or acquiring rights to working interest and directly attributable general and administrative costs, initially are capitalized either as tangible or intangible E&E assets according to the nature of the assets acquired. The costs are accumulated in cost centers by well, field or exploration area pending determination of technical feasibility and commercial viability.

## NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

For the three and nine months ended March 31, 2015 and 2014

(in United States dollars (tabular amounts in thousands) except as otherwise noted)

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### Application of New and Revised International Financial Reporting Standards (“IFRS”)

#### IFRIC 21 – “Levies”

The International Accounting Standards Board released the new standard IFRIC 21 “Levies” which the Corporation has adopted in the current quarter. The interpretation clarifies that an entity recognizes a liability for a levy no earlier than when the activity that triggers payment, as identified by the relevant legislation, occurs. The adoption of IFRIC 21 did not have a significant impact on the financial statements.

### Recent Accounting Pronouncements

The following are new IFRS pronouncements that have been issued, although not yet effective and have not been early adopted, and may have an impact on the Corporation in the future as discussed below.

(i) IAS 1 Amendment

On July 1, 2016, the Corporation will be required to adopt amendments to IAS 1 which involve applying professional judgment in determining what information to disclose in the financial statements. Furthermore, the amendments state that professional judgment should be used in determining where and in what order information is presented in the financial disclosures.

(ii) Investment Entities: Applying the Consolidation Exception (Amendments to IFRS 10, IFRS 12 and IAS 28)

On July 1, 2016, the Corporation will be required to adopt amendments to IFRS 10 Consolidated Financial Statements, IFRS 12 Disclosure of Interests in Other Entities and IAS 28 Investments in Associates and Joint Ventures introduce clarifications to the requirements when accounting for investment entities. The amendments also provide relief in particular circumstances, which will reduce the costs of applying the Standards.

(iii) Revenue from Contracts with Customers

On July 1, 2018, the Corporation will be required to adopt IFRS 15, “Revenue from Contracts with Customers”. IFRS 15 was issued in May 2014 and will replace IAS 11, “Construction Contracts,” IAS 18, “Revenue Recognition,” IFRIC 13, “Customer Loyalty Programmes,” IFRIC 15, “Agreements for the Construction of Real Estate,” IFRIC 18, “Transfers of Assets from Customers,” and SIC-31, “Revenue – Barter Transactions Involving Advertising Services.” IFRS 15 provides a single, principle-based five-step model that will apply to all contracts with customers with limited exceptions, including, but not limited to, leases within the scope of IAS 17 and financial instruments and other contractual rights or obligations within the scope of IFRS 9 “Financial Instruments,” IFRS 10, “Consolidated Financial Statements” and IFRS 11, “Joint Arrangements.” In addition to the five-step model, the standard specifies how to account for the incremental costs of obtaining a contract and the costs directly related to fulfilling a contract. The standard’s requirements will also apply to the recognition and measurement of gains and losses on the sale of some non-financial assets that are not an output of the entity’s ordinary activities.

(iv) Financial Instruments

On July 1, 2018, the Corporation will be required to adopt IFRS 9 “Financial Instruments”, which is the result of the first phase of the International Accounting Standards Board (“IASB”) project to replace IAS 39 “Financial Instruments: Recognition and Measurement”. The new standard replaces the current multiple classification and measurement models for financial assets and liabilities with a single model that has only two classification categories: amortized cost and fair value.

Portions of the standard remain in development and the full impact of the standard on the financial statements will not be known until the project is complete.

## NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

For the three and nine months ended March 31, 2015 and 2014

(in United States dollars (tabular amounts in thousands) except as otherwise noted)

(v) IAS 16 “Property, Plant and Equipment” and IAS 38 “Intangible Assets”

On July 1, 2016, the Corporation will be required to adopt the clarified definition of “Acceptable method of Depreciation and Amorization” to exclude a depreciation method that is based on revenue that is generated by an activity that includes the use of an asset.

(vi) IFRS 11 “Joint Arrangements”

On July 1, 2016, the Corporation will be required to adopt the amendment to IFRS 11 “Joint Arrangements” for accounting for acquisitions of interest in joint operations. The amendment requires an acquirer of an interest in a joint operation in which the activity constitutes a business to apply all of the business combinations accounting principles in IFRS 3 and other IFRSs, except for those principles that conflict with the guidance in IFRS 11 and disclose the information required by IFRS 3 and other IFRSs for business combinations.

The Corporation is in the process of assessing the impact of the above newly issued IFRS pronouncements.

### NOTE 4 – EXPLORATION AND EVALUATION ASSETS

Balance at June 30, 2013	\$	92,753
Additions		27,108
Property acquisitions		15,000
Transferred to D&P assets (note 5)		(965)
Transferred to exploration expense		(386)
Balance at June 30, 2014		133,510
Property acquisitions		75,609
Additions		70,816
Dispositions and farm-out agreements		(17,492)
Transferred to exploration expense		(2,130)
Transferred to D&P assets (note 5)		(107,284)
<b>Balance at March 31, 2015</b>	<b>\$</b>	<b>153,029</b>

During the nine months ended March 31, 2015, the Corporation acquired a right to an additional 20% interest in the COR-4 and COR-12 Exploration and Production (“E&P”) contracts located in the Upper Magdalena Basin of Colombia for a total cash payment of \$5 million. Further, the Corporation also acquired a right to a 100% interest in each of the VIM-5 and VIM-19 E&P contracts located in the Upper Magdalena Basin of Colombia for a total consideration consisting of a cash payment of \$29.5 million and a royalty interest of 3% on net revenue generated by the sale of hydrocarbons derived from the drilling of any exploration wells on such blocks.

In connection with the acquisition of VIM-5 and VIM-19 E&P contracts, the Corporation entered into a farm-out agreement with an industry partner for a 25% interest in both the VIM-5 and VIM-19 E&P contracts for total consideration of \$12 million, consisting of a cash payment of \$7.5 million and reimbursement for 50% of drilling costs up to \$9 million incurred by the Corporation for two exploratory wells under the VIM 5 contract.

During the three months ended March 31, 2015, the Corporation acquired the remaining 25% interest in the VIM-5 and VIM-19 E&P contracts from its industry partner, settled through the issuance of 8,749,424 shares valued at \$2.06 per share, \$5 million, due on September 11, 2015, payable in either cash or common shares issued at the election of the Corporation, and the offset of \$15 million of receivables. The Corporation is further liable for future consideration of \$1.13 million per billion cubic feet (“Bcf”) for 25% of proven and probable reserves booked to the Clarinete discovery over and above those booked by the February 28, 2015 report, if any, up to and including the time of the Corporation’s reserve report for the period ending June 30, 2016, capped at a maximum of \$13 million, and payable 15 days after the issuance of such report, at the election of the Corporation, in either cash or common shares. In addition, the Corporation has agreed to pay a 1% royalty on net revenues from gas sales on the blocks, excluding the current Clarinete discovery, capped at a cumulative total of \$10 million.



## NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

For the three and nine months ended March 31, 2015 and 2014

(in United States dollars (tabular amounts in thousands) except as otherwise noted)

During the nine months ended March 31, 2015, the Corporation disposed of its right to the Morichito E&P contract for total proceeds of \$0.5 million, resulting in a loss on the sale of D&P and E&E assets of \$7.9 million.

During the nine months ended March 31, 2015, the Corporation assessed its exploration blocks for impairment and, as the result of relinquishment or planned relinquishment of certain blocks, \$3.9 million (2014 – \$nil) of all costs and capitalized interests associated with such blocks have been transferred to exploration expense. In addition, \$0.1 million and \$0.6 million (2014 – \$0.2 million and \$0.2 million) of pre-license costs were also included in pre-license and exploration costs for the three and nine months ended March 31, 2015, respectively.

### NOTE 5 – PROPERTY, PLANT AND EQUIPMENT

	Petroleum and Natural Gas Assets		Corporate and Other Assets		Total
<b>Cost</b>					
Balance at June 30, 2013	\$	472,997	\$	6,728	\$ 479,725
Property acquisition		40,000		-	40,000
Additions		69,402		1,655	71,057
Transferred from E&E assets (note 4)		965		-	965
Reclassifications		(321)		321	-
Balance at June 30, 2014		583,043		8,704	591,747
Additions		60,448		717	61,165
Dispositions		(1,691)		-	(1,691)
Derecognition and other		(252)		-	(252)
Transferred from E&E assets (note 4)		107,284		-	107,284
<b>Balance at March 31, 2015</b>	<b>\$</b>	<b>748,832</b>	<b>\$</b>	<b>9,421</b>	<b>\$ 758,253</b>
<b>Accumulated depletion and depreciation</b>					
Balance at June 30, 2013	\$	(237,316)	\$	(4,131)	\$ (241,447)
Depletion and depreciation		(38,224)		(516)	(38,740)
Impairment		(10,577)		-	(10,577)
Reclassifications and inventory adjustments		388		27	415
Balance at June 30, 2014		(285,729)		(4,620)	(290,349)
Depletion and depreciation		(48,146)		(454)	(48,600)
Impairment		(27,396)		-	(27,396)
Derecognition and inventory adjustments		176		(35)	141
<b>Balance at March 31, 2015</b>	<b>\$</b>	<b>(361,095)</b>	<b>\$</b>	<b>(5,109)</b>	<b>\$ (366,204)</b>
<b>Carrying amounts</b>					
At June 30, 2013	\$	235,681	\$	2,597	\$ 238,278
At June 30, 2014	\$	297,314	\$	4,084	\$ 301,398
<b>At March 31, 2015</b>	<b>\$</b>	<b>387,737</b>	<b>\$</b>	<b>4,312</b>	<b>\$ 392,049</b>

During the nine months ended March 31, 2015, the Corporation disposed of its right to the Morichito E&P contract for total proceeds of \$0.5 million, resulting in a loss on the sale of D&P and E&E assets of \$7.9 million.

On June 1, 2014, the Corporation acquired an additional 10% working interest in the LLA-23 E&P contract for a total cash payment of \$40 million.

At June 30, 2014, a write-down of \$10.6 million (2013 – 106.8 million) was recorded based on the estimated recoverable amount of the Rancho Hermoso CGU, representing the value in use using 10% (2013 – 25%) discounted cash flows of reserves as determined by the Corporation's external reserve evaluators and current forecasted prices of crude oil. Such write-down was primarily a result of downward revisions to reserve estimates as at June 30, 2014.

## NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

For the three and nine months ended March 31, 2015 and 2014

(in United States dollars (tabular amounts in thousands) except as otherwise noted)

In light of weakness in benchmark crude oil prices, impairment tests were carried out at December 31, 2014 using revised forecasted crude oil price estimates. The impairment tests resulted in a write-down, primarily related to the Rancho Hermoso CGU, totaling \$27.4 million (2014 – nil) as at December 31, 2014. The Corporation's key producing assets at Esperanza and LLA-23 were unaffected. No further impairment was recorded at March 31, 2015.

Impairment tests carried out at December 31, 2014 were based on value in use calculations, using a pre-tax discount rate of 10% and the following forward commodity price estimates:

Year	WTI Oil (US\$/bbl)	Guajira Gas (US\$/MMBTU) (Nelson Field)	Guajira Gas (US\$/MMBTU) (Non-Nelson Field)
2015	65.00	4.73	4.70
2016	71.40	5.15	4.79
2017	78.03	5.27	4.89
2018	84.90	5.40	4.99
2019	92.01	5.56	5.09
2020	93.85	5.65	5.19
2021	95.72	5.31	5.29
2022	97.64	5.42	5.40
2023	99.59	5.53	5.51
2024	101.58	5.64	5.62
Remainder	+2.0% per year	+2.0% per year	+2.0% per year

### NOTE 6 – RESTRICTED CASH

	March 31, 2015	June 30, 2014
Restricted cash – current	\$ 5,422	\$ 7,379
Restricted cash – non-current	68,879	59,448
	<b>\$ 74,301</b>	<b>\$ 66,827</b>

At March 31, 2015, restricted cash consisted of \$47.4 million of term deposits used as collateral to secure the Ecuador IPC's borrowings (classified as non-current), \$8.2 million for work commitments and other capital commitments (\$5.4 million classified as current; \$2.8 million classified as non-current), and \$18.7 million held in a debt reserve account as required under its senior secured term loan (classified as non-current).

### NOTE 7 – INVESTMENTS

Balance at June 30, 2013	\$ 2,467
Additions	5,821
Unrealized loss	(508)
Foreign exchange loss	(25)
Balance at June 30, 2014	7,755
Net settlement	(42)
Unrealized loss	(2,147)
Foreign exchange loss	(606)
<b>Balance at March 31, 2015</b>	<b>\$ 4,960</b>

During the year ended June 30, 2014, the Corporation invested \$5 million in the securities of a company involved in the exploration and development of oil and gas in Latin America. An officer of the Corporation is also a director of such company. During the nine months ended March 31, 2015, the counterparty settled a portion of the securities for \$2.5 million in cash while the Corporation invested an additional \$2.3 million in that company's shares.

## NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

For the three and nine months ended March 31, 2015 and 2014

(in United States dollars (tabular amounts in thousands) except as otherwise noted)

In connection with the investment of shares, 3,250,000 warrants were also issued by the counterparty. The remaining \$2.5 million invested in securities along with accrued interest as at December 31, 2014 of \$0.1 million, was extended for settlement to March 31, 2016 and, as such, have been classified as current as at March 31, 2015.

During the three months ended March 31, 2015, the Corporation invested \$0.3 million in the securities of a company involved in infrastructure development for natural gas in Latin America.

As at March 31, 2015, the investment in shares and warrants of \$0.5 million and pipeline investment (see note 16) of \$1.9 million were classified as non-current since they are not expected to be settled within a year as at March 31, 2015.

### NOTE 8 – BANK DEBT

Balance at June 30, 2013	\$	134,316
Draw, net of transaction costs		74,045
Amortization of transaction costs		2,327
Balance at June 30, 2014		210,688
Draw, net of transaction costs		46,141
Repayment		(29,333)
Amortization of transaction costs		3,637
<b>Balance at March 31, 2015</b>	<b>\$</b>	<b>231,133</b>

The Corporation's bank debt as at March 31, 2015 consisted of a senior secured term loan for a principal amount of \$190.7 million (the "Term Loan") and Unsecured Senior Notes (the "Senior Notes") for a principal amount of \$50 million.

The Term Loan is for a five-year term, with interest payable quarterly and principal repayable in 15 equal quarterly instalments starting in October 2014. As at March 31, 2015, there are four quarterly installments due within a year totalling \$58.7 million classified as a current liability. The remaining loan balance is classified as non-current.

On April 24, 2015, the Term Loan was settled for the principal amount outstanding on the settlement date of \$176 million and was replaced with a new senior secured term loan for a principal amount of \$200 million (the "New Term Loan"). The New Term Loan is due September 30, 2019, with interest payable quarterly and principal repayable in eight equal quarterly instalments starting on December 31, 2017, following an initial grace period. The New Term Loan carries interest at LIBOR plus 4.75% and is secured by all of the material assets of the Corporation.

The Corporation entered into the \$100 million unsecured floating rate senior note indenture agreement with Apollo Investment Corporation, with \$50 million drawn and funded on October 29, 2014, and a further \$50 million committed and available to be drawn at any time within 18 months at the sole discretion of the Corporation, subject only to customary closing conditions. Subsequent to March 31, 2015, the Corporation drew upon \$25 million of the \$50 million undrawn amount as at March 31, 2015. The Senior Notes are repayable in full on their maturity date of December 31, 2019 and carry interest at LIBOR plus 8.5% per annum (subject to a LIBOR floor of 1.00%), payable quarterly. The Senior Notes may be repaid at any time prior to maturity and are subject to customary financial, performance and legal covenants in which are consistent with the covenants under the Term Loan. Standby fees on the undrawn portion of the Senior Notes are calculated at 1% per annum. As at March 31, 2015, the amount drawn of \$50 million has been classified as non-current.

## NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

For the three and nine months ended March 31, 2015 and 2014

(in United States dollars (tabular amounts in thousands) except as otherwise noted)

### NOTE 9 – CONVERTIBLE DEBENTURES

Balance at June 30, 2013	\$	22,091
Unrealized loss		3,699
Foreign exchange gain		(395)
Balance at June 30, 2014		25,395
Unrealized gain		(1,610)
Foreign exchange gain		(3,837)
<b>Balance at March 31, 2015</b>	<b>\$</b>	<b>19,948</b>

Prior to June 30, 2015, the convertible debentures (the “Debentures”) are redeemable, in whole or in part, at a price equal to the principal amount thereof, plus accrued and unpaid interest, at the Corporation’s option provided that the weighted average trading price of the common shares on the Toronto Stock Exchange for the 20 consecutive trading days ending five trading days preceding the date on which notice is given (“current market price”) is not less than 125% of the conversion price of C\$10.526.

The Corporation can fulfill its obligation to repay the principal amount of the Debentures, in whole or in part, due at redemption or maturity by delivering that number of common shares obtained by dividing the principal amount of the debentures by 95% of the current market price.

### NOTE 10 – SHARE CAPITAL

#### Authorized

The Corporation is authorized to issue an unlimited number of common shares.

#### Issued and Outstanding

	Number	Amount
	(000s)	
Balance at June 30, 2013	86,506	\$ 408,770
Issued on equity offering	15,823	115,289
Issued on property acquisition	2,454	15,000
Issued on exercise of stock options and warrants	2,953	10,878
Transfer from other reserves for stock options and warrants exercised	-	6,874
Share issuance costs	-	(5,762)
Balance at June 30, 2014	107,736	\$ 551,049
Issued on property acquisition (note 4)	8,749	18,046
Issued on exercise of stock options and warrants	149	556
Transfer from other reserves for stock options and warrants exercised	-	383
<b>Balance at March 31, 2015</b>	<b>116,634</b>	<b>570,034</b>

#### Stock Options

The number and weighted-average exercise prices of stock options were as follows:

	Number	Weighted-Average Exercise Price
	(000s)	(C\$)
Balance at June 30, 2014	9,689	7.05
Granted	3,950	2.63
Exercised	(74)	2.28
Forfeited and cancelled	(3,192)	6.54
<b>Balance at March 31, 2015</b>	<b>10,373</b>	<b>5.55</b>

## NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

For the three and nine months ended March 31, 2015 and 2014

(in United States dollars (tabular amounts in thousands) except as otherwise noted)

Information with respect to stock options outstanding at March 31, 2015 is presented below.

Stock Options Outstanding				Stock Options Exercisable	
Range of Exercise Prices	Number of Stock Options	Weighted-Average Remaining Contractual Life	Weighted-Average Exercise Price	Number of Stock Options	Weighted-Average Exercise Price
(C\$)	(000s)	(years)	(C\$)	(000s)	(C\$)
\$1.00 to \$3.50	5,043	4.31	2.82	3,108	2.94
\$3.60 to \$7.00	2,578	3.01	6.02	2,144	5.94
\$7.10 to \$10.50	2,111	1.13	8.84	2,109	8.84
\$10.60 to \$14.00	127	0.93	12.10	127	12.10
\$14.10 and higher	514	0.82	14.90	514	14.90
	<b>10,373</b>	<b>3.13</b>	<b>5.55</b>	<b>8,002</b>	<b>6.21</b>

Stock-based compensation of \$1.7 million and \$4.0 million (2014 – \$2.5 million and \$3.2 million) was expensed and \$1.2 million and \$2.3 million (2014 – \$1.0 million and \$1.6 million) was capitalized during the three and nine months ended March 31, 2015, respectively.

### NOTE 11 – FINANCE INCOME AND EXPENSE

	Three months ended March 31,		Nine months ended March 31,	
	2015	2014	2015	2014
<b>Finance income</b>				
Interest and other income	\$ (585)	\$ (386)	\$ (2,491)	\$ (1,243)
<b>Finance expense</b>				
Fair value adjustment on equity tax payable	-	13	5	46
Accretion on decommissioning obligations	175	125	473	395
Amortization of upfront fees	1,219	474	3,637	1,415
Interest and other expense	4,453	2,190	12,508	5,952
	<b>5,847</b>	<b>2,802</b>	<b>16,623</b>	<b>7,808</b>
<b>Net finance expense</b>	<b>\$ 5,262</b>	<b>\$ 2,416</b>	<b>\$ 14,132</b>	<b>\$ 6,565</b>

### NOTE 12 – EARNINGS (LOSS) PER SHARE

Basic and diluted earnings per share were calculated as follows:

	Three months ended March 31,		Nine months ended March 31,	
	2015	2014	2015	2014
<b>Net (loss) income, basic and diluted</b>	<b>\$ (15,638)</b>	<b>\$ 19,438</b>	<b>\$ (47,498)</b>	<b>\$ 12,007</b>
<b>Weighted-average common share adjustments</b>				
Weighted-average common shares outstanding, basic	109,023	88,767	108,210	87,323
Effect of warrants	-	1,038	-	394
Effect of stock options	-	1,502	-	906
<b>Weighted-average common shares outstanding, diluted</b>	<b>109,023</b>	<b>91,307</b>	<b>108,210</b>	<b>88,623</b>

For the three and nine months ended March 31, 2015 and 2014, the effect of the convertible debentures was anti-dilutive. For the three and nine months ended March 31, 2015, all other items were anti-dilutive due to the net loss.

## NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

For the three and nine months ended March 31, 2015 and 2014

(in United States dollars (tabular amounts in thousands) except as otherwise noted)

### NOTE 13 – SUPPLEMENTAL INFORMATION

The Corporation records petroleum and natural gas sales net of royalties. Royalties incurred were as follows:

	Three months ended March 31,		Nine months ended March 31,	
	2015	2014	2015	2014
Petroleum and natural gas royalties	\$ 2,487	\$ 5,746	\$ 13,558	\$ 14,591

Income taxes and interest paid were as follows:

	Three months ended March 31,		Nine months ended March 31,	
	2015	2014	2015	2014
Income taxes paid	\$ 563	\$ 17	\$ 563	\$ 17
Interest paid	\$ 3,489	\$ 1,779	\$ 10,087	\$ 6,645

Loss (gain) on derivatives and financial instruments:

	Three months ended March 31,		Nine months ended March 31,	
	2015	2014	2015	2014
Embedded derivatives	\$ -	\$ -	\$ -	\$ 2,714
Crude oil payable in kind – unrealized	87	-	(1,607)	-
Convertible debentures – unrealized	(99)	808	(1,610)	3,403
Warrants – unrealized	47	(1,494)	(3,744)	8,591
Warrants – realized	(27)	-	(27)	(611)
Phantom warrants – unrealized	-	(532)	(5,703)	6,481
Phantom warrants – realized	-	-	2,025	-
Restricted share units – unrealized	78	(88)	(615)	3,653
Restricted share units – realized	7	-	1	618
Share investments – unrealized	59	47	2,067	311
Commodity contracts – unrealized	-	(52)	(38)	(247)
Commodity contracts – realized	-	-	(182)	432
	\$ 152	\$ (1,311)	\$ (9,433)	\$ 25,345

## NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

For the three and nine months ended March 31, 2015 and 2014

(in United States dollars (tabular amounts in thousands) except as otherwise noted)

Changes in non-cash working capital are comprised of:

	Three months ended March 31,		Nine months ended March 31,	
	2015	2014	2015	2014
<b>Change in:</b>				
Trade and other receivables	\$ 7,911	\$ (19,129)	\$ 34,910	\$ (14,004)
Prepaid expenses and deposits	5,069	(27)	6,733	(503)
Crude oil inventory	888	2,330	849	1,011
Trade and other payables	(45,519)	(13,883)	(43,787)	10,768
Equity tax payable	1,519	(21)	932	(746)
Taxes payable	1,387	11,331	3,610	15,585
	(28,745)	(19,399)	3,247	12,111
<b>Attributable to:</b>				
Operating activities	(6,581)	(13,278)	25,381	10,194
Investing activities	(22,164)	(6,121)	(22,134)	1,917
	\$ (28,745)	\$ (19,399)	\$ 3,247	\$ 12,111

### NOTE 14 – SEGMENTED INFORMATION

The Corporation's only reportable segment is "Colombia". The main purpose of "Other Segments" is to reconcile the reportable segment to the Corporation's combined results. "Other Segments" is not a reportable segment. The Corporation's chief operating decision maker is its executive officers.

The following tables show information regarding the Corporation's segments.

	Colombia (reportable)	Other Segments (non-reportable)	Total
<b>Three months ended March 31, 2015</b>			
Revenues	\$ 26,429	\$ -	\$ 26,429
Share of joint venture profits	-	675	675
Expenses, excluding income taxes and impairments	(27,039)	(8,587)	(35,626)
Net income (loss) before taxes	(610)	(7,912)	(8,522)
Income tax expense (recovery)	7,116	-	7,116
Net income (loss)	\$ (7,726)	\$ (7,912)	\$ (15,638)
Capital expenditures, net	\$ 61,765	\$ 717	\$ 62,482
<b>Three months ended March 31, 2014</b>			
Revenues	\$ 55,653	\$ -	\$ 55,653
Share of joint venture loss	-	1,599	1,599
Expenses, excluding income taxes	(22,582)	(2,350)	(24,932)
Net income (loss) before taxes	33,071	(751)	32,320
Income tax expense (recovery)	12,882	-	12,882
Net income (loss)	\$ 20,189	\$ (751)	\$ 19,438
Capital expenditures, net	\$ 35,866	\$ 49	\$ 35,915



## NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

For the three and nine months ended March 31, 2015 and 2014

(in United States dollars (tabular amounts in thousands) except as otherwise noted)

	Colombia	Other Segments	Total
	(reportable)	(non-reportable)	
<b>Nine months ended March 31, 2015</b>			
Revenues	\$ 121,750	\$ -	\$ 121,750
Share of joint venture profits		4,481	4,481
Expenses, excluding income taxes and impairments	(112,476)	(20,500)	(132,976)
Impairment on E&E assets	(3,954)	-	(3,954)
Impairment on D&P assets	(27,396)	-	(27,396)
Net income (loss) before taxes	(22,076)	(16,019)	(38,095)
Income taxes (recovery)	9,403	-	9,403
Net income (loss)	\$ (31,479)	\$ (16,019)	\$ (47,498)
Capital expenditures, net	\$ 187,690	\$ 717	\$ 188,407
<b>Nine months ended March 31, 2014</b>			
Revenues	\$ 146,043	\$ -	\$ 146,043
Share of joint venture loss	-	2,792	2,792
Expenses, excluding income taxes	(88,928)	(30,799)	(119,727)
Net income (loss) before taxes	57,115	(28,007)	29,108
Income taxes (recovery)	17,101	-	17,101
Net income (loss)	\$ 40,014	\$ (28,007)	\$ 12,007
Capital expenditures, net	\$ 75,343	\$ 729	\$ 76,072
	Colombia	Other Segments	Total
	(reportable)	(non-reportable)	
<b>As at March 31, 2015</b>			
Total assets	\$ 658,890	\$ 55,474	\$ 714,364
Total liabilities	\$ 201,330	\$ 130,237	\$ 331,567
<b>As at June 30, 2014</b>			
Total assets	\$ 529,705	\$ 226,882	\$ 756,587
Total liabilities	\$ 192,923	\$ 163,377	\$ 356,300



## NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

For the three and nine months ended March 31, 2015 and 2014

(in United States dollars (tabular amounts in thousands) except as otherwise noted)

### NOTE 15 – FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

#### Fair Value of Financial Instruments

The carrying values and respective fair values of financial assets and liabilities at March 31, 2015 are summarized as follows:

	Carrying Value		Fair Value	
<b>Fair value through profit or loss</b>				
Cash and cash equivalents	\$	44,540	\$	44,540
Restricted cash		74,301		74,301
Convertible debentures		19,948		19,948
Warrants		192		192
Restricted share units		642		642
Investments		4,960		4,960
Crude oil payable in kind		951		951
<b>Loans and receivables</b>				
Bank debt		231,133		240,667
Trade and other receivables		26,071		26,071
<b>Other liabilities</b>				
Trade and other payables		37,570		37,570
Other long term obligations		219		219
Deferred income		3,731		3,731

The Corporation classifies the fair value of financial instruments measured at fair value according to the following hierarchy based on the amount of observable inputs used to value the instrument.

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

The Corporation's financial instruments have been assessed on the fair value hierarchy described above. Cash and cash equivalents, restricted cash, restricted share units, convertible debentures and crude oil payable in kind are classified as Level 1. A portion of the Investments are classified as Level 1 (\$2.6 million) and a portion are classified as Level 2 (\$2.4 million). The Investment classified as Level 2 is a 0.5% interest in a private company (see note 16) valued based on its estimated market value. Warrants are classified as Level 3. There has been no reclassification of financial instruments into or out of each fair value hierarchy during the quarter ended March 31, 2015. Assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the placement within the fair value hierarchy level.

The carrying value of the bank debt includes \$9.5 million of transaction costs netted against the principal amount as at March 31, 2015 which is amortized over the term of the underlying bank debt using the effective interest method.

## NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

For the three and nine months ended March 31, 2015 and 2014

(in United States dollars (tabular amounts in thousands) except as otherwise noted)

### Restricted Share Units

	Number	Amount
	(000s)	
Balance at June 30, 2013	1,404	\$ 3,914
Granted	62	366
Settled	(1,404)	(7,232)
Unrealized loss	-	3,647
Foreign exchange gain	-	(291)
Balance at June 30, 2014	62	404
Granted	244	1,034
Settled	(21)	(63)
Unrealized gain	-	(615)
Foreign exchange gain	-	(118)
<b>Balance at March 31, 2015</b>	<b>285</b>	<b>642</b>

On October 2, 2014 and January 21, 2015, the Corporation granted 234,781 and 9,333 restricted share units ("RSUs") to certain directors, officers and employees with a reference price of C\$4.80 and C\$3.21 per share, respectively. The RSUs granted on October 2, 2014 vest as to one-half in six months and one-half in twelve months from the grant date, and will be settled in cash. The RSUs granted on January 21, 2015 vest as to one-half in one year and one-half in two years from the grant date, and will be settled in cash. Subsequent to March 31, 2015, 117,393 RSUs vested and were settled in cash.

### Warrants

	Number	Amount
	(000s)	
Balance at June 30, 2013	5,382	\$ 1,871
Exercised	(1,776)	(5,329)
Expired	(1,114)	(650)
Unrealized loss	-	8,746
Foreign exchange gain	-	(307)
Balance at June 30, 2014	2,492	\$ 4,331
Exercised	(75)	(99)
Expired	(1,638)	(27)
Unrealized gain	-	(3,744)
Foreign exchange gain	-	(269)
<b>Balance at March 31, 2015</b>	<b>779</b>	<b>\$ 192</b>

Information with respect to warrants outstanding at March 31, 2015 is presented below.

Expiry Date	Number of warrants	Exercise price
	(000s)	(C\$)
September 2, 2015	515	3.97
February 9, 2016	264	5.20
	<b>779</b>	<b>4.39</b>

On January 26, 2015 and February 1, 2015, 494,976 and 1,142,267 warrants expired with exercise prices of C\$5.96.

## NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

For the three and nine months ended March 31, 2015 and 2014

(in United States dollars (tabular amounts in thousands) except as otherwise noted)

### Phantom Warrants

	Number	Amount
	(000s)	
Balance at June 30, 2013	2,697	\$ 1,866
Unrealized loss	-	5,827
Foreign exchange gain	-	(136)
Balance at June 30, 2014	2,697	7,557
Settlement	(2,697)	(3,500)
Realized loss	-	2,025
Unrealized gain	-	(5,703)
Foreign exchange gain	-	(379)
<b>Balance at March 31, 2015</b>	<b>-</b>	<b>-</b>

On October 20, 2014, all 2,697,292 phantom warrant units were settled in cash for \$3.5 million. A realized loss on settlement of \$2 million was recognized between the fair value of the phantom warrants on the settlement date and the cash settlement paid.

### Market Risk

Market risk is the risk that changes in market factors, such as commodity prices, foreign exchange rates, and interest rates will affect the Corporation's cash flows, profit or loss, liquidity or the value of financial instruments. The objective of market risk management is to mitigate market risk exposures where considered appropriate and maximize returns.

#### (i) Commodity Price Risk

Commodity price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate as a result of changes in commodity prices. Lower commodity prices can also impact the Corporation's ability to raise capital. Commodity prices for crude oil are impacted by world economic events that dictate the levels of supply and demand. From time to time the Corporation may attempt to mitigate commodity price risk through the use of financial derivatives. The Corporation's policy is to only enter into commodity contracts considered appropriate to a maximum of 50% of forecasted production volumes.

During the nine months ended March 31, 2015, the Corporation had one financial oil collar outstanding under the following terms:

Period	Volume	Type	Price Range
Jan 2014 – Dec 2014	500 bbls/day	Financial Brent Oil Collar	\$75.00 – \$123.50

#### (ii) Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate as a result of changes in foreign currency exchange rates. The Corporation is exposed to foreign currency fluctuations as certain expenditures are denominated in Colombian pesos and Canadian dollars, and to a lesser extent, Brazilian reais and Peruvian sol. As at March 31, 2015, the United States dollar to Colombian peso exchange rate was 2,594:1 (June 30, 2014 – 1,880:1).

The Corporation had no forward exchange rate contracts in place as at or during the three and nine months ended March 31, 2015.

#### (iii) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate as a result of changes in market interest rates. The Corporation is exposed to interest rate risk on certain variable interest rate debt instruments, to the extent they are drawn. The remainder of the Corporation's financial assets

## NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

For the three and nine months ended March 31, 2015 and 2014

(in United States dollars (tabular amounts in thousands) except as otherwise noted)

and liabilities are not exposed to interest rate risk. The Corporation had no interest rate swap or financial contracts in place as at or during the three and nine months ended March 31, 2015.

### Liquidity Risk

Liquidity risk is the risk that the Corporation will not be able to meet its financial obligations as they become due. The Corporation's approach to managing liquidity is to ensure, within reasonable means, sufficient liquidity to meet its liabilities when due, under both normal and unusual conditions, without incurring unacceptable losses or jeopardizing the Corporation's business objectives. The Corporation prepares annual capital expenditure budgets which are monitored regularly and updated as considered necessary. Petroleum and natural gas production is monitored daily to provide current cash flow estimates and the Corporation utilizes authorizations for expenditures on projects to manage capital expenditures.

The following table outlines the contractual maturities of the Corporation's financial liabilities at March 31, 2015:

	Less than 1 year	1-2 years	Thereafter	Total
Bank debt – principal	\$ 58,667	58,667	123,333	\$ 240,667
Trade and other payables	37,570	-	-	37,570
Crude oil payable in kind	951	-	-	951
Taxes payable	16,719	-	-	16,719
Equity tax payable	1,519	-	-	1,519
Deferred income	-	3,731	-	3,731
Other long term obligations	-	-	219	219
Convertible debentures – principal	20,147	-	-	20,147
Warrants	192	-	-	192
Restricted share units	341	301	-	642
	\$ 136,106	\$ 62,699	\$ 123,552	\$ 322,357

In addition to the above, the Corporation has issued letters of credit totalling \$41.6 million to guarantee certain obligations under its exploration contracts and to guarantee other contractual commitments. Such amounts only become payable should the Corporation not meet those obligations.

### Credit Risk

Credit risk reflects the risk of loss if counterparties do not fulfill their contractual obligations. The majority of the Corporation's trade receivable balances relate to petroleum and natural gas sales. The Corporation's policy is to enter into agreements with customers that are well established and well financed entities in the oil and gas industry such that the level of risk is mitigated. To date, the Corporation has not experienced any material credit losses in the collection of its trade receivables. In Colombia, a significant portion of crude oil sales are with customers that are directly or indirectly controlled by the government. The Corporation has also entered into sales agreements with certain Colombian private sector companies.

The Corporation's trade receivables primarily relate to sales of petroleum and natural gas, which are normally collected within 45 days of the month of production. The Corporation has historically not experienced any collection issues with its customers.

### Capital Management

The Corporation's policy is to maintain a strong capital base in order to provide flexibility in the future development of the business and maintain investor, creditor and market confidence. The Corporation manages its capital structure and makes adjustments in response to changes in economic conditions and the risk characteristics of the underlying assets. The Corporation considers its capital structure to include share capital, convertible debentures, bank debt and working capital, defined as current assets less current liabilities, excluding non-cash items such as the current portion of commodity contracts, warrants and convertible debentures. In order to maintain or adjust the capital structure, from time to time the Corporation may issue common shares or other securities, sell assets or adjust its capital spending to manage current and projected debt levels.

## NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

For the three and nine months ended March 31, 2015 and 2014

(in United States dollars (tabular amounts in thousands) except as otherwise noted)

The Corporation monitors leverage and adjusts its capital structure based on the ratio of net debt to adjusted funds from operations. This ratio is calculated as net debt, defined as the principal amount of its outstanding bank debt plus the principal amount of its convertible debentures, unless the debentures are in-the-money or may otherwise be settled in common shares at the option of the Corporation, less working capital, as defined above and less the current portion of bank debt, convertible debentures and warrants included above, divided by adjusted funds from operations. The Corporation uses the ratio of net debt to adjusted funds from operations as a key indicator of the Corporation's leverage and to monitor the strength of its financial position.

In order to facilitate the management of this ratio, the Corporation prepares annual budgets, which are updated as necessary depending on varying factors including current and forecast crude oil prices, changes in capital structure, execution of the Corporation's business plan and general industry conditions. The annual budget is approved by the Board of Directors and updates are prepared and reviewed as required.

Due to the weakness in crude oil prices over recent months and the resulting impact on cash flows, the Corporation's net debt leverage ratio has increased. The Corporation has taken steps to reduce capital spending and preserve liquidity which, at March 31, 2015, had left the Corporation with \$44.5 million in cash and cash equivalents and \$74.3 million in restricted cash. Further, at March 31, 2015 the Corporation had available an additional \$50 million in committed debt facilities that it can draw down at any time up to April 2016 at the sole discretion of the Corporation, subject only to customary closing conditions, and in April 2015 the Corporation completed the refinancing of its existing Term Loan with the New Term Loan (note 8) that pushed out current amortization payments to December 31, 2017. While crude oil prices are expected to remain weak for the remainder of 2015, the higher than normal leverage ratio is considered temporary since significant new contracted gas deliveries are expected to commence on December 1, 2015, thereby materially increasing revenues and funds from operations by the end of calendar 2015 and significantly reducing the net debt leverage ratio. In the meantime, the Corporation plans to maintain a prudent capital spending program and to focus on cost reductions to maximize profitability of the existing producing assets.

	March 31, 2015	
Bank debt (current and long-term) – principal	\$	240,667
Working capital surplus, excluding the current portion of bank debt and derivatives		(28,422)
Net debt	\$	212,245
Trailing 12 months adjusted funds from operations <sup>(1)</sup>	\$	95,031
Net debt to trailing 12 months adjusted funds from operations		2.2

(1) Non IFRS measure – inclusive of amounts related to the Ecuador IPC.

### NOTE 16 – COMMITMENTS AND CONTINGENCIES

Presented below are the Corporation's contractual commitments at March 31, 2015:

	Less than 1 year		1-3 years		Thereafter		Total
Exploration and production contracts	\$	22,700	\$	66,836	\$	-	\$ 89,536
Office leases		912		1,479		2,688	5,079

## NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

For the three and nine months ended March 31, 2015 and 2014

(in United States dollars (tabular amounts in thousands) except as otherwise noted)

### Ecuador Incremental Production Contract

In addition to the commitments described above, the Corporation has a non-operated 25% equity participation interest (27.9% capital participation interest) in a joint-venture consortium which in 2012 was awarded an incremental production contract for the Libertador and Atacapi mature oil fields in Ecuador. The consortium plans to incur project expenditures estimated for a total of \$397 million (\$107.6 million net to the Corporation) over the 15 year term of the contract. As at March 31, 2015, the Corporation had incurred \$76.8 million of expenditures in connection with its Ecuador IPC commitment.

### Oleoducto Bicentenario de Colombia ("OBC") Pipeline

The Corporation owns a 0.5% interest in OBC, which owns a pipeline system that will link Llanos basin oil production to the Cano Limon oil pipeline system. Under the terms of the OBC agreement, the Corporation may be required to provide financial support or guarantees for its proportionate equity interest in any future debt financings undertaken by OBC. The Corporation has also entered into ship-or-pay arrangements with OBC to guarantee pipeline revenue.

### Contingencies

In the normal course of operations, the Corporation has disputes with industry participants for which it currently cannot determine the ultimate results. The Corporation has a policy to record contingent liabilities as they become determinable and the probability of loss is more likely than not.

## NOTE 17 – INVESTMENT IN JOINT VENTURE AND JOINT OPERATIONS

### Joint venture

The Corporation conducts its operations in Ecuador through a 25% equity interest (27.9% capital participation interest) in the Ecuador IPC, which is reported in these financial statements using the equity method of accounting. Prior to the adoption of IFRS 11, the Ecuador IPC was accounted for using the proportionate consolidation method of accounting. Details of the Ecuador IPC's net assets and net income are shown below along with the Corporation's share of the investment and profit.

As at	March 31, 2015		June 30, 2014	
Ecuador IPC cash and cash equivalents (gross)	\$	10,738	\$	48,445
Ecuador IPC bank debt (gross)		166,889		168,223
Total Ecuador IPC current assets (gross)	\$	53,437	\$	87,209
Total Ecuador IPC non-current assets (gross)		217,237		163,046
Total Ecuador IPC current liabilities (gross)		67,011		63,124
Total Ecuador IPC non-current liabilities (gross)		167,027		168,483
Ecuador IPC equity (gross)		36,636		18,648
Investment in joint venture	\$	12,525	\$	8,046

	Three months ended		Nine months ended	
	March 31,		March 31,	
	2015	2014	2015	2014
Joint venture revenue (gross)	\$ 25,529	\$ 27,137	\$ 89,179	\$ 63,541
Joint venture depletion and depreciation (gross)	13,989	9,104	41,062	20,289
Joint venture interest expense (gross)	1,916	1,616	6,434	4,420
Joint venture income tax expense (recovery) (gross)	523	(829)	4,385	992

## NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

For the three and nine months ended March 31, 2015 and 2014

(in United States dollars (tabular amounts in thousands) except as otherwise noted)

	Three months ended March 31,		Nine months ended March 31,	
	2015	2014	2015	2014
Joint venture net income and comprehensive income	\$ 2,700	\$ 6,396	\$ 17,922	\$ 11,168
Corporation's share of joint venture profit	\$ 675	\$ 1,599	\$ 4,481	\$ 2,792

### Joint operations

The Corporation has the following significant joint operations:

Joint operation <sup>(1)</sup>	Principal place of business	Working interest
LLA-23	Colombia	90%
Santa Isabel	Colombia	30% (deep); 100% (shallow)
VMM-2	Colombia	20% (deep); 40% (shallow)
Ombu/Capella	Colombia	10%
Coati	Colombia	20%
Achapo	Colombia	70%
Portofino	Colombia	40%
Los Picachos	Colombia	37.5%
Macaya	Colombia	37.5%
Serrania	Colombia	37.5%

(1) The above table does not include properties, such as COR-4, COR-12, COR-11, COR-39, Esperanza, VIM-5, VIM-19 and Rancho Hermoso in which the Corporation owns a 100% working interest, as well as the back-in rights to VMM-3, since they are not considered joint operations.