



## **Condensed consolidated interim financial Statements**

For the three and nine months ended September 30, 2015 and 2014

(Expressed in thousands of US Dollars, unless otherwise noted)

(Unaudited)

### **Notice of No Auditor Review of Interim Financial Statements**

Under National Instrument 51-102, Part 4, subsection 4.3(3) (a), if an auditor has not performed a review of the consolidated interim financial statements; they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The management of Cub Energy Inc. is responsible for the preparation of the accompanying unaudited condensed consolidated interim financial statements. The unaudited condensed consolidated interim financial statement have been prepared in accordance with International Financial Reporting Standards and are considered by management to present fairly the condensed consolidated interim financial position, operating results and cash flows of the Company.

The Company's independent auditor has not performed a review of these consolidated interim financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor. These unaudited condensed consolidated interim financial statements include all adjustments, consisting of normal and recurring items, that management considers necessary for a fair presentation of the condensed consolidated interim financial position, results of operations and cash flows.

**Cub Energy Inc.**  
**Condensed Consolidated Interim Statements of Financial Position**  
(Unaudited, expressed in thousands of US dollars)

| As at   | Note  | September 30,<br>2015 | December 31,<br>2014 |
|---|-------|-----------------------|----------------------|
| <b>Assets</b>                                     |       |                       |                      |
| Current assets                                    |       |                       |                      |
| Cash  |       | \$ 1,509              | \$ 1,728             |
| Trade and other receivables                       | 8     | 13                    | 423                  |
| Prepaid expenses and inventory                    |       | 184                   | 130                  |
| Dividend receivable                               | 5     | -                     | 1,162                |
|   |       | 1,706                 | 3,443                |
| Non-current assets                                |       |                       |                      |
| Equity investment in KUB Holdings                 | 5, 11 | 15,964                | 17,586               |
| Property, plant and equipment                     | 6     | 9,368                 | 12,147               |
| Non-current receivables                           |       | 38                    | 38                   |
|   |       | 25,370                | 29,771               |
| <b>Total assets</b>                               |       | \$ 27,076             | \$ 33,214            |
| <b>Liabilities</b>                                |       |                       |                      |
| Current liabilities                               |       |                       |                      |
| Trade and other payables                          |       | \$ 2,482              | \$ 2,647             |
| Line of credit                                    | 10    | 229                   | 92                   |
|   |       | 2,711                 | 2,739                |
| Non-current liabilities                           |       |                       |                      |
| Long term portion of line of credit               | 10    | 2,000                 | 2,000                |
| Deferred income tax liability                     |       | 834                   | 1,082                |
| Provisions  |       | 165                   | 198                  |
|   |       | 2,999                 | 3,280                |
| <b>Total liabilities</b>                          |       | 5,710                 | 6,019                |
| <b>Shareholders' equity</b>                       |       |                       |                      |
| Share capital                                     |       | 62,133                | 62,133               |
| Warrants  | 12    | 26                    | 281                  |
| Contributed surplus                               | 13    | 4,833                 | 4,502                |
| Accumulated other comprehensive loss              |       | (40,657)              | (36,840)             |
| Retained earnings (deficit)                       |       | (4,969)               | (2,881)              |
| <b>Total shareholders' equity</b>                 |       | 21,366                | 27,195               |
| <b>Total shareholders' equity and liabilities</b> |       | \$ 27,076             | \$ 33,214            |

*Nature of operations and going concern (Note 1)*

*Commitments and contingencies (Note 17)*

*Subsequent event (Note 23)*

Approved by the Board

\_\_\_\_\_  
“Mikhail Afendikov”  
Director (Signed)

\_\_\_\_\_  
“Richard Stoneburner”  
Director (Signed)

See accompanying notes, which are an integral part of these condensed consolidated interim financial statements

**Cub Energy Inc.****Condensed Consolidated Interim Statements of Operations and Comprehensive Income (Loss)**

(Unaudited, expressed in thousands of US dollars, except per share data)

|  | <i>Note</i> | Three months ended September 30, |             | Nine months ended September 30, |             |
|--|-------------|----------------------------------|-------------|---------------------------------|-------------|
|  |             | 2015                             | 2014        | 2015                            | 2014        |
| <b>Revenue</b>   |             | \$ 655                           | \$ 1,444    | \$ 3,287                        | \$ 4,838    |
| Royalty  |             | 308                              | 678         | 1,789                           | 1,461       |
| <b>Revenue, net of royalty</b>                                   |             | 347                              | 766         | 1,498                           | 3,377       |
| <b>Income from equity investment</b>                             | <i>5</i>    | 777                              | 2,758       | 1,422                           | 7,224       |
| <b>Operating expenses</b>  |             |                                  |             |                                 |             |
| Selling and general administrative expenses                      | <i>15</i>   | 822                              | 1,164       | 3,331                           | 5,116       |
| Depletion and depreciation                                       | <i>6</i>    | 173                              | 181         | 808                             | 979         |
| Cost of sales  |             | 121                              | 215         | 381                             | 601         |
| Finance cost   |             | 218                              | 54          | 437                             | 61          |
| Share-based payments   | <i>13</i>   | -                                | 199         | 39                              | 866         |
| Accretion of decommissioning obligation                          |             | 4                                | 4           | 12                              | 9           |
| Impairment of exploration and evaluation assets                  | <i>7</i>    | -                                | 20,761      | -                               | 20,761      |
| Write down of non-current trade and other receivables            |             | -                                | 345         | -                               | 345         |
|  |             | 1,338                            | 22,923      | 5,008                           | 28,738      |
| <b>Profit (loss) before tax</b>                                  |             | (214)                            | (19,399)    | (2,088)                         | (18,137)    |
| Income tax expense (recovery)                                    |             | -                                | -           | -                               | (15)        |
| <b>Net profit (loss)</b>   |             | (214)                            | (19,399)    | (2,088)                         | (18,122)    |
| <b>Other comprehensive income (loss)</b>                         |             |                                  |             |                                 |             |
| Items that may be reclassified to profit or loss                 |             |                                  |             |                                 |             |
| Foreign currency translation income (loss) on foreign operations |             | (24)                             | (7,404)     | (3,817)                         | (30,946)    |
| <b>Comprehensive income (loss)</b>                               |             | \$ (238)                         | \$ (26,803) | \$ (5,905)                      | \$ (49,068) |
| <b>Income (loss) per share</b>                                   |             |                                  |             |                                 |             |
| Basic and diluted  | <i>14</i>   | (0.00)                           | (0.06)      | (0.01)                          | (0.06)      |

See accompanying notes, which are an integral part of these condensed consolidated interim financial statements.

**Cub Energy Inc.**  
**Condensed Consolidated Interim Statements of Changes in Shareholders' Equity**  
(Unaudited, expressed in thousands of US dollars)

|  | <i>Note</i> | Number of shares | Share capital | Warrants | Contributed surplus | Accumulated other comprehensive income (loss) | Retained earnings (deficit) | Total     |
|--|-------------|------------------|---------------|----------|---------------------|---|-----------------------------|-----------|
| Balances as at January 1, 2014           |             | 311,746,285      | \$ 62,133     | \$ 281   | \$ 3,521            | \$ (867)                                      | \$ 20,586                   | \$ 85,654 |
| Share-based payments                     | 13          | -                | -             | -        | 866                 | -   | -                           | 866       |
| Currency translation adjustment          |             | -                | -             | -        | -                   | (30,946)                                      | -                           | (30,946)  |
| Net loss                                 |             | -                | -             | -        | -                   | -   | (18,122)                    | (18,122)  |
| <b>Balances as at September 30, 2014</b> |             | 311,746,285      | \$ 62,133     | \$ 281   | \$ 4,387            | \$ (31,813)                                   | \$ 2,464                    | \$ 37,452 |
| Balances as at January 1, 2015           |             | 311,746,285      | \$ 62,133     | \$ 281   | \$ 4,502            | \$ (36,840)                                   | \$ (2,881)                  | \$ 27,195 |
| Share-based payments                     | 13          | -                | -             | -        | 76                  | -   | -                           | 76        |
| Expiry of warrants                       | 12          | -                | -             | (255)    | 255                 | -   | -                           | -         |
| Currency translation adjustment          |             | -                | -             | -        | -                   | (3,817)                                       | -                           | (3,817)   |
| Net loss                                 |             | -                | -             | -        | -                   | -   | (2,088)                     | (2,088)   |
| <b>Balances as at September 30, 2015</b> |             | 311,746,285      | \$ 62,133     | \$ 26    | \$ 4,833            | \$ (40,657)                                   | \$ (4,969)                  | \$ 21,366 |

See accompanying notes, which are an integral part of these condensed consolidated interim financial statements.

**Cub Energy Inc.**  
**Condensed Consolidated Interim Statements of Cash Flows**  
(Unaudited, expressed in thousands of US dollars)

|  | <i>Note</i> | Three months ended September 30, |                 | Nine months ended September 30, |                 |
|--|-------------|----------------------------------|-----------------|---------------------------------|-----------------|
|  |             | 2015                             | 2014            | 2015                            | 2014            |
| <b>Operating activities</b>                                  |             |                                  |                 |                                 |                 |
| Net income (loss)  |             | \$ (214)                         | \$ (19,399)     | \$ (2,088)                      | \$ (18,122)     |
| <i>Adjustments for:</i>                                      |             |                                  |                 |                                 |                 |
| Dividends from equity investment                             | 5, 11       | 423                              | 3,540           | 1,702                           | 7,635           |
| Income from equity investment                                | 5           | (777)                            | (2,758)         | (1,422)                         | (7,224)         |
| Depletion and depreciation                                   | 6           | 173                              | 181             | 808                             | 979             |
| Share-based payments   | 13          | -                                | 199             | 39                              | 866             |
| Accretion  |             | 4                                | 4               | 12                              | 9               |
| Impairment of exploration and evaluation assets              | 7           | -                                | 20,761          | -                               | 20,761          |
| Write down of non-current trade and other receivables        |             | -                                | 345             | -                               | 345             |
|  |             | (391)                            | 2,873           | (949)                           | 5,249           |
| Changes in working capital                                   | 9           | 549                              | (87)            | 509                             | 316             |
| Changes in provisions  |             | -                                | -               | -                               | 27              |
| <b>Cash flows provided by (used in) operating activities</b> |             | <b>158</b>                       | <b>2,786</b>    | <b>(440)</b>                    | <b>5,592</b>    |
| <b>Investing activities</b>                                  |             |                                  |                 |                                 |                 |
| Additions to property, plant and equipment                   | 6           | -                                | (2,631)         | (127)                           | (6,168)         |
| Additions to exploration and evaluation assets               | 7           | -                                | (40)            | -                               | (611)           |
| Restricted cash  |             | -                                | -               | -                               | 574             |
| <b>Cash provided by (used in) investing activities</b>       |             | <b>-</b>                         | <b>(2,671)</b>  | <b>(127)</b>                    | <b>(6,205)</b>  |
| <b>Financing activities</b>                                  |             |                                  |                 |                                 |                 |
| Proceeds from line of credit                                 | 10          | -                                | -               | -                               | 2,000           |
| <b>Cash provided by (used in) financing activities</b>       |             | <b>-</b>                         | <b>-</b>        | <b>-</b>                        | <b>2,000</b>    |
| Net increase (decrease) in cash                              |             | 158                              | 115             | (567)                           | 1,387           |
| Effects of exchange rates changes on cash                    |             | 148                              | 422             | 348                             | (349)           |
| Cash at beginning of period                                  |             | 1,203                            | 2,118           | 1,728                           | 1,617           |
| <b>Cash at end of period</b>                                 |             | <b>\$ 1,509</b>                  | <b>\$ 2,655</b> | <b>\$ 1,509</b>                 | <b>\$ 2,655</b> |

See accompanying notes, which are an integral part of these condensed consolidated interim financial statements.

**Cub Energy Inc.**  
**For the three and nine months ended September 30, 2015 and 2014**  
**Notes to the condensed consolidated interim financial Statements**  
(Unaudited, expressed in thousands of US dollars)

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## **1 Nature of operations and going concern**

Cub Energy Inc. (the “Company”) is engaged in the exploration, development and production of petroleum and natural gas properties in the Black Sea Region with a current focus on Ukraine. The Company was incorporated pursuant to the provisions of the Business Corporations Act (Ontario) and continued under the Canadian Business Corporations Act in February 2012. The address of the Company’s registered office is 4500 Bankers Hall East, 855 - 2nd Street SW, Calgary, Alberta, T2P 4K7, Canada. The Company is listed on the TSX Venture Exchange (“TSXV”) under the trading symbol “KUB”.

The Company, through its subsidiary Gastek LLC (“Gastek”), owns a 30% equity interest in KUBGAS Holdings Limited (“KUB Holdings”) which in turn owns a 100% equity interest in KUB-Gas LLC (“KUB-Gas”). KUB Holdings is governed by a shareholders agreement amongst the two shareholders. KUB-Gas and its subsidiary own and operate six licensed gas and gas condensate fields in the Dnieper-Donetsk Basin of eastern Ukraine (five operating under production licenses and one under exploration license). In addition, the Company, through its subsidiary Listren Holding Company (“Listren”), owns 100% of Technogasidustria LLC (“TGI”). TGI assets consist of three exploration licenses in eastern Ukraine.

The Company, through its subsidiary Tysagaz LLC, also owns a 100% working interest in four licenses in western Ukraine. The Rusko-Komarivske field is currently in production while the other three licenses are currently under exploration.

Ukraine’s political and economic situation has been volatile since the former Government's decision not to sign the Association Agreement and the Deep and Comprehensive Free Trade Agreement with the European Union in late November 2013. Political and social unrest, which escalated into violent conflicts in February 2014, resulted in the Ukrainian parliament initiating the resignation of the former president (Victor Yanukovich), election of a new President (Petro Poroshenko) in September 2014, change of government and heads of key governing bodies, and parliamentary elections in October 2014. With the new government in place, President Poroshenko signed the Association Agreement with European Union, the same agreement that was rejected in November 2013. The International Monetary Fund committed to a \$17 billion two-year aid program to help the country’s economy recover conditioned upon comprehensive economic reforms by the new Ukraine government. IMF financing commenced in March 2015.

Violent clashes in eastern Ukraine between Ukraine military and Russian-backed rebels began in May 2014, after the annexation of Crimea. Russian-backed rebels moved into the Donetsk and Lughansk regions in an attempt to occupy and claim these territories from Ukraine. Over the next several months and continuing into 2015, violence escalated with approximately 8,000 total casualties and massive destruction to the regions’ infrastructure. Due to this military conflict, the Company suspended its field development operations in eastern Ukraine from September 27, 2014 until October 2, 2014 to ensure the safety of its employees. Production continued uninterrupted during that period. The Vergunskoye and Krutogorovskoye fields at KUB-Gas, which are located in the area close to the city of Lugansk, have been shut in due to the conflict. The production from these fields represented approximately 2% of the Company’s total production at the time of the shut in. The Company continues to monitor the conflict to make any necessary changes to its operations.

**Cub Energy Inc.**  
**For the three and nine months ended September 30, 2015 and 2014**  
**Notes to the condensed consolidated interim financial Statements**  
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The political unrest and ongoing military conflicts has also led to the deepening of the ongoing economic crisis, widening of the state budget deficit, depletion of the National Bank of Ukraine's foreign currency reserves and, as a result, a further downgrading of the Ukrainian sovereign debt credit ratings. In February 2014, following the significant devaluation of the national currency, Ukraine implemented several changes, including: the National Bank of Ukraine introduced certain administrative restrictions on currency conversion transactions that require Ukrainian companies to convert 50% of all incoming foreign transfers to the local Ukrainian currency; the National Bank of Ukraine imposed a restriction that US and other foreign denominated loans in Ukraine could not be repaid in advance of their maturity dates; the National Bank of Ukraine passed resolutions prohibiting the payment of dividends to foreign shareholders through December 4, 2015, the Ukraine parliament increased the natural gas royalty rate to 55% for production at or above depth of 5,000 metres; on January 1, 2015, termination of reduced royalty rate (30.25%) for new wells; and, in November 2014, the Ukraine government issued a decree requiring the largest natural gas consumers to purchase their gas from the state-owned company, National Joint Stock Company, Naftogaz ("Naftogaz"), effective December 1, 2014 through February 28, 2015. On March 3, 2015, Parliament re-introduced the discounted rate of 30.25% for new wells.

The political and economic uncertainty in Ukraine has contributed to a significant devaluation of the Ukrainian currency, Hryvnya ("UAH"), against major currencies. During the year ended December 31, 2014, the UAH went from approximately 8.2 UAH/USD to 16.4 UAH/USD representing an approximate 50% devaluation and to 21.3 UAH/USD as at September 30, 2015, for a further 23% devaluation from yearend.

During the nine months ended September 30, 2015, the Company recorded \$1,702 (2014 - \$4,095) in dividends from KUB-Gas which represented the largest source of cash for the Company during the respective periods. The Company and its partner are reviewing alternatives for issuance of dividends in light of the dividend restrictions. Pelicourt Limited ("Pelicourt"), a significant shareholder of the Company which the Company's CEO is a principal of, and also the provider of a line of credit (see Note 10), notified the Company that it will not provide any further funding under the line of credit during 2015. The line of credit has \$3,000 undrawn funds as of September 30, 2015.

As of September 30, 2015, the Company had a working capital deficit of \$1,005 (December 31, 2014 – working capital of \$704) and accumulated deficit of \$4,969 (December 31, 2014 – \$2,881) since its inception and may incur future losses in the development of its business. With the current cash resources, no further funding in 2015 under the existing Pelicourt line of credit, dividend restrictions, currency fluctuations, reliance on a single customer, and impact on carrying values, the Company may not have sufficient cash to continue the exploration and development activities. These matters raise significant doubt about the ability of the Company to continue as a going concern and meet its obligations as they become due. Continuing operations are dependent on the ability to obtain adequate funding to finance existing operations, receiving funds from Ukraine (including dividends), stability in Ukraine and attaining future profitable operations in Ukraine. Additional financing is subject to the global financial markets and economic conditions, and volatility in the debt and equity markets. These factors have made, and will likely continue to make it challenging to obtain cost effective funding or any at all. There is no assurance this capital will be available and, if it is not, the Company may be forced to curtail or suspend all planned activity.

**Cub Energy Inc.****For the three and nine months ended September 30, 2015 and 2014****Notes to the condensed consolidated interim financial Statements**

(Unaudited, expressed in thousands of US dollars)

The continued operations of the Company and the recoverability of amounts shown for its petroleum and natural gas properties is dependent upon the existence of economically recoverable reserves and future profitable production, or upon the Company's ability to recover its costs through a disposition of its properties. The amount shown for petroleum and natural gas properties does not necessarily represent present or future value of those properties. Changes in future conditions could require a material change in the amount recorded for the petroleum and natural gas properties.

The Company is exposed to commodity price risk with respect to natural gas and oil commodity prices and foreign exchange rate risk with respect to its foreign assets. A significant decline in any one of these commodity prices or foreign exchange rates may affect the Company's ability to obtain capital for the exploration and development of its petroleum and natural gas properties.

**2 Basis of preparation****(a) Statement of compliance**

The condensed consolidated interim financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") and their interpretations as issued by the International Accounting Standards Board ("IASB"). The condensed consolidated interim financial statements have been prepared in conformity with IAS 34 *Interim Financial Reporting* and do not include all the information required for full annual consolidated financial statements in accordance with IFRS and should be read in conjunction with the audited consolidated financials for the year ended December 31, 2014. The condensed consolidated financial statements for the period ended September 30, 2015, were approved by the board of directors of the Company on November 12, 2015. Certain prior period financial statement amounts have been reclassified to conform to current period presentation (Note 22).

**(b) Basis of consolidation****(i) Subsidiaries and functional and reporting currencies**

The following table describes the Company's subsidiaries and equity accounted investment, their place of incorporation, continuance or formation and the percentage of securities beneficially owned, controlled or directed by the Company as at September 30, 2015:

| <b>Name of Subsidiary/ Equity Accounted Investment</b> | <b>Percentage of Voting Securities Owned</b> | <b>Jurisdiction of Incorporation, Continuance or Formation</b> | <b>Functional Currency</b> |
|--|--|--|----------------------------|
| Gastek LLC   | 100%   | California   | US                         |
| KUBGAS Holdings Limited                                | 30%  | Cyprus   | US                         |
| KUB-Gas LLC  | 30%  | Ukraine  | Hryvnia                    |
| KUB-Gas Borova LLC                                     | 30%  | Ukraine  | Hryvnia                    |
| 3P International Energy Limited                        | 100%   | Cyprus   | US                         |
| Tysagaz LLC  | 100%   | Ukraine  | Hryvnia                    |
| Listren Holding Company                                | 100%   | Cyprus   | US                         |
| Technogasidustria LLC (TGI)                            | 100%   | Ukraine  | Hryvnia                    |
| Hydrocarbon Invest LLC                                 | 99%  | Ukraine  | Hryvnia                    |
| Cub Energy Inc.  | 100%   | Texas  | US                         |
| Galizien Energy Corp.                                  | 100%   | Ontario  | Canadian                   |
| Anatolia Energy Corp.                                  | 100%   | Alberta  | Canadian                   |
| Anatolia Energy Inc.                                   | 100%   | Alberta  | Canadian                   |
| Anatolia Energy Holdings Inc.                          | 100%   | Cayman Islands   | US                         |



**Cub Energy Inc.**  
**For the three and nine months ended September 30, 2015 and 2014**  
**Notes to the condensed consolidated interim financial Statements**  
(Unaudited, expressed in thousands of US dollars)

|                               |      |                |    |
|-------------------------------|------|----------------|----|
| Anatolia Energy (Turkey) Inc. | 100% | Cayman Islands | US |
|-------------------------------|------|----------------|----|

The Company accounts for its 30% indirect ownership in KUB Holdings as an investment in associate subject to significant influence under the equity method.

The functional currency of the parent company is the Canadian dollar. The presentation currency of the condensed consolidated interim financial statements is the US dollar. All financial information herein is presented in US dollars and is rounded to the nearest thousand except as noted. Financial information in Canadian dollars is noted as “CAD”.

**(c) Transactions eliminated on consolidation**

Intercompany balances and transactions, and any unrealized gains arising from intercompany transactions, are eliminated in preparing the condensed consolidated interim financial statements. Unrealized gains arising on transactions with equity accounted investee are eliminated against the investment to the extent of the Company’s interest in the investee. Unrealized losses are eliminated in the same way as unrealized gains, but only to the extent that there is no evidence of impairment.

**(d) Basis of measurement**

The condensed consolidated interim financial statements are prepared on the historical cost basis. Where there are assets and liabilities calculated on a different basis, this fact is disclosed in the relevant accounting policy.

**(e) Use of estimates and judgments**

Management makes a number of estimates and assumptions relating to the reporting of assets and liabilities and the disclosure of contingent assets and liabilities to prepare these condensed consolidated interim financial statements in conformity with IFRS. Actual results could differ from those estimates. Significant estimates include:

- To value the equity investment in KUB Holdings, management obtains financial information from the majority owner and adjusts the carrying value of the investment. The equity investment in KUB Holdings is subject to all estimates included in the financial information from the majority owner as well as estimates of impairment losses and subject to the ability of Kub Holdings to generate future dividends and ability to repatriate funds from Ukraine due to dividend restrictions discussed in Note 1.
- The determination of Cash Generating Units (“CGU”) requires judgment in defining a group of assets that generate cash inflows that are largely independent of the cash inflows from other assets or groups of assets. CGUs are determined by similar geological structure, shared infrastructure, geographical proximity, commodity type, similar exposure to market risks and materiality. The Company views exploration and evaluation assets to be a separate CGU from its producing assets.
- Amounts recognized for depletion and depreciation and amounts used for impairment calculations are based on estimates of petroleum and natural gas reserves. By their nature, the estimates of reserves, including the estimates of future prices, costs, discount rates and the related future cash flows, are subject to measurement uncertainty.
- There are a number of inherent uncertainties associated with estimating reserves. Reserves estimates are dependent upon variables including the recoverable quantities of hydrocarbons, the cost of the development of the required infrastructure to recover the hydrocarbons, production costs, estimated selling price of the hydrocarbons produced, royalty payments and taxes. Changes in these variables could significantly impact the reserves estimates which would affect the impairment test and depreciation, depletion and amortization

**Cub Energy Inc.**  
**For the three and nine months ended September 30, 2015 and 2014**  
**Notes to the condensed consolidated interim financial Statements**  
(Unaudited, expressed in thousands of US dollars)

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expense of the Company's crude oil and natural gas assets. The Company's crude oil and natural gas reserves are evaluated annually and reported to the Company by independent qualified reserves evaluators.

- Amounts recognized for decommissioning obligations, if any, and the related accretion expense requires the use of estimates with respect to the amount and timing of decommissioning expenditures. Other provisions are recognized in the period when it becomes probable that there will be a future cash outflow.
- Charges for share-based payment and the value of warrants are based on the fair value at the date of issuance. These instruments are subject to the estimation using pricing models such as the Black-Scholes option pricing model, which is based on assumptions such as volatility, dividend yield, risk free rate of return and expected term. A forfeiture rate is estimated on the grant date and is adjusted to reflect the actual number of options that vest.
- Allocation of the purchase price of acquisitions requires estimates as to the fair market value of the assets acquired and judgment is required in determination if the transaction constitutes a business or an asset acquisition.
- Tax interpretations, regulations and legislations in the jurisdictions in which the Company operates are subject to change. As such, income taxes are subject to measurement uncertainty. Deferred income tax assets are assessed by management at the end of the reporting period to determine the likelihood that they will be realized from future taxable earnings.
- Judgment is required to determine the functional currency of the parent and its subsidiaries. These judgments are continuously evaluated and are based on management's experience and knowledge of the relevant facts and circumstances.
- The Company applies judgment in assessing its ability to continue as a going concern for at least 12 months. In making this assessment, the Company considered its ability to obtain future financing and curtail its spending. The Company concluded that there is a material uncertainty that may cast doubt on its ability to continue as a going concern.

### **3 Significant accounting policies**

These condensed consolidated interim financial statements are prepared in accordance with IFRS and follow the same accounting policies and methods of their application as the most recent audited financial statements for the year ended December 31, 2014. These financial statements should be read in conjunction with those consolidated financial statements.

### **4 New standards and interpretations not yet adopted in 2015**

A number of new accounting standards, amendments to accounting standards and interpretations are effective for annual periods beginning on or after January 1, 2016 and have not been applied in preparing the condensed consolidated interim financial statements for the three and nine months ended September 30, 2015. The standards applicable to the Company are as follows and will be adopted on their respective effective dates:

#### **Revenue recognition**

On May 28, 2014, the IASB issued IFRS 15, "*Revenue From Contracts With Customers*" ("IFRS 15") replacing International Accounting Standard 11, "*Construction Contracts*" ("IAS 11"), IAS 18, "*Revenue*" ("IAS 18"), and several revenue-related interpretations. IFRS 15 establishes a single revenue recognition framework that applies to contracts with customers. The standard requires an entity to recognize revenue to

**Cub Energy Inc.**  
**For the three and nine months ended September 30, 2015 and 2014**  
**Notes to the condensed consolidated interim financial Statements**  
(Unaudited, expressed in thousands of US dollars)

reflect the transfer of goods and services for the amount it expects to receive, when control is transferred to the purchaser. Disclosure requirements have also been expanded.

The new standard is effective for annual periods beginning on or after January 1, 2017, with earlier adoption permitted. The standard may be applied retrospectively or using a modified retrospective approach. The Company is currently evaluating the impact of adopting IFRS 15 on the condensed consolidated interim financial statements.

**Financial instruments**

On July 24, 2014, the IASB issued the final version of IFRS 9, “*Financial Instruments*” (“IFRS 9”) to replace IAS 39, “*Financial Instruments: Recognition and Measurement*” (“IAS 39”).

IFRS 9 introduces a single approach to determine whether a financial asset is measured at amortized cost or fair value and replaces the multiple rules in IAS 39. The approach is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. For financial liabilities, IFRS 9 retains most of the IAS 39 requirements; however, where the fair value option is applied to financial liabilities, the change in fair value resulting from an entity’s own credit risk is recorded in OCI rather than net earnings, unless this creates an accounting mismatch. In addition, a new expected credit loss model for calculating impairment on financial assets replaces the incurred loss impairment model used in IAS 39. The new model will result in more timely recognition of expected credit losses. IFRS 9 also includes a simplified hedge accounting model, aligning hedge accounting more closely with risk management. The Company does not currently apply hedge accounting.

IFRS 9 is effective for years beginning on or after January 1, 2018. Early adoption is permitted if IFRS 9 is adopted in its entirety at the beginning of a fiscal period. The Company is currently evaluating the impact of adopting IFRS 9 on the condensed consolidated interim financial statements.

**5 Equity investment in KUB Holdings**

The Company’s share of the consolidated income from its 30% ownership interest in KUB Holdings for the nine months ended September 30, 2015 was \$1,422 (2014 – \$7,224). As of September 30, 2015, the Company’s 30% ownership investment was \$15,964 (December 31, 2014 - \$17,586). The continuity of the Company’s investment in KUB Holdings is as follows:

|   |    |         |
|---|----|---------|
| Investment in KUB Holdings as at January 1, 2014    | \$ | 30,518  |
| Income from Equity investment                       |    | 7,224   |
| Dividends received                                  |    | (7,635) |
| Currency translation adjustment                     |    | (8,017) |
| Investment in KUB Holdings as at September 30, 2014 | \$ | 22,090  |
| Investment in KUB Holdings as at January 1, 2015    | \$ | 17,586  |
| Income from Equity investment                       |    | 1,422   |
| Dividends received                                  |    | (608)   |
| Currency translation adjustment                     |    | (2,436) |
| Investment in KUB Holdings as at September 30, 2015 | \$ | 15,964  |

As at September 30, 2015 and December 31, 2014, KUB Holdings on a gross basis includes the following:

**Cub Energy Inc.**  
**For the three and nine months ended September 30, 2015 and 2014**  
**Notes to the condensed consolidated interim financial Statements**  
(Unaudited, expressed in thousands of US dollars)

|                         | <b>September 30,</b> |          | <b>December 31,</b> |          |
|-------------------------|----------------------|----------|---------------------|----------|
|                         | <b>2015</b>          |          | <b>2014</b>         |          |
| Current assets          | \$                   | 10,266   | \$                  | 12,111   |
| Non-current assets      |                      | 58,717   |                     | 81,051   |
| Current liabilities     |                      | (11,537) |                     | (14,848) |
| Non-current liabilities |                      | (4,232)  |                     | (4,681)  |
| Net assets              | \$                   | 53,214   | \$                  | 73,633   |

| <b>Nine months ended September 30,</b> | <b>2015</b> |         | <b>2014</b> |          |
|--|-------------|---------|-------------|----------|
| Capital expenditures                   | \$          | 4,205   | \$          | 14,080   |
| Revenues                               |             | 46,767  |             | 88,937   |
| Royalty expense                        |             | 26,612  |             | 27,711   |
| Net income                             |             | 4,739   |             | 24,079   |
| Other comprehensive income (loss)      | \$          | (8,120) | \$          | (27,372) |

| <b>Three months ended September 30,</b> | <b>2015</b> |        | <b>2014</b> |         |
|---|-------------|--------|-------------|---------|
| Capital expenditures                    | \$          | 1,527  | \$          | 1,494   |
| Revenues                                |             | 14,214 |             | 36,119  |
| Royalty expense                         |             | 6,835  |             | 14,974  |
| Net income                              |             | 2,588  |             | 9,217   |
| Other comprehensive income (loss)       | \$          | (187)  | \$          | (5,422) |

During the nine months ended September 30, 2015, KUB Holdings recorded \$8,120 in other comprehensive losses (2014 – \$27,372) as a result of the Ukrainian currency devaluation.

The Company recorded dividends of \$1,702 (2014 - \$7,635) during the nine months ended September 30, 2015, of which \$1,162 (2014 - \$Nil) was recorded as a dividend receivable at December 31, 2014 from KUB Holdings, \$185 was declared in 2015 but the Company received \$117 as a result of the Ukrainian currency devaluation between declaration and payment dates. In addition, a dividend of \$423 was declared but not paid as a result of the NBU dividend restriction. The dividend receivable of \$423 is offset against a loan payable with enforceable rights to offset the two financial instruments (see Note 11).

## **6 Property, plant and equipment**

| <b>Cost</b>                                       | <b>Petroleum and</b> |          | <b>Equipment,</b>    |       |              |
|---|----------------------|----------|----------------------|-------|--------------|
|   | <b>Natural Gas</b>   |          | <b>Furniture and</b> |       | <b>Total</b> |
|   | <b>Interests</b>     |          | <b>Fixtures</b>      |       |              |
| Balance as at January 1, 2014                     | \$                   | 25,407   | \$                   | 1,477 | \$ 26,884    |
| Additions and acquisition                         |                      | 4,951    |                      | 230   | 5,181        |
| Impairment of petroleum and natural gas interests |                      | (3,035)  |                      | -     | (3,035)      |
| Effect of movements in exchange rates             |                      | (14,077) |                      | (282) | (14,359)     |
| Balance as at December 31, 2014                   |                      | 13,246   |                      | 1,425 | 14,671       |
| Additions   |                      | -        |                      | 127   | 127          |
| Effect of movements in exchange rates             |                      | (2,461)  |                      | (152) | (2,613)      |
| Balance as at September 30, 2015                  | \$                   | 10,785   | \$                   | 1,400 | \$ 12,185    |

**Cub Energy Inc.**  
**For the three and nine months ended September 30, 2015 and 2014**  
**Notes to the condensed consolidated interim financial Statements**  
(Unaudited, expressed in thousands of US dollars)

| <b>Accumulated depletion and depreciation</b> | <b>Petroleum and<br/>Natural Gas<br/>Interests</b> | <b>Equipment,<br/>Furniture and<br/>Fixtures</b> | <b>Total</b> |
|---|--|--|--------------|
| Balance as at January 1, 2014                 | \$ 1,310   | \$ 400   | \$ 1,710     |
| Depletion and depreciation for the year       | 1,277  | 128  | 1,405        |
| Effect of movements in exchange rates         | (630)  | 39   | (591)        |
| Balance as at December 31, 2014               | 1,957  | 567  | 2,524        |
| Depletion and depreciation for the period     | 692  | 116  | 808          |
| Effect of movements in exchange rates         | (428)  | (87)   | (515)        |
| Balance as at September 30, 2015              | \$ 2,221   | \$ 596   | \$ 2,817     |
| <b>Carrying amounts</b>                       |  |  |              |
| Balance as at December 31, 2014               | \$ 11,289  | \$ 858   | \$ 12,147    |
| Balance as at September 30, 2015              | \$ 8,564   | \$ 804   | \$ 9,368     |

As at September 30, 2015, \$Nil (December 31, 2014 - \$1,271) of additions to property, plant and equipment are non-cash working capital items and included in trade and other payables on the consolidated statements of financial position.

Management assessed whether there were indications of impairment of the Company's property, plant and equipment assets as at September 30, 2015. While impairment indications exist, such as the carrying value of its petroleum and natural gas assets exceeding the Company's total market capitalization, the Company believes no impairment is warranted as at September 30, 2015 as the net present value of expected future cash flows supports the carrying value. During the year ended December 31, 2014, the Company determined that the carrying value of its petroleum and natural gas assets exceeded the net present value of expected future cash flows (value in use) using a discount rate of 28%. As a result, the Company recorded an impairment of \$3,035 during the year ended December 31, 2014. Factors that lead to the discount rate of 28% to be used in the value in use calculation included but not limited to the associated risks with the operating environment in Ukraine.

## **7 Exploration and evaluation assets**

|   | <b>Nine months ended<br/>September 30, 2015</b> | <b>Year ended December<br/>31, 2014</b> |
|---|---|---|
| Net carrying amount, beginning of the period    | \$ -  | \$ 33,510                               |
| Additions                                       | -   | 2,410                                   |
| Impairment of exploration and evaluation assets | -   | (22,344)                                |
| Effect of movements in exchange rates           | -   | (13,576)                                |
| Net carrying amount, end of the period          | \$ -  | -                                       |

Exploration and evaluation assets consist of the Company's intangible exploration projects which are pending the determination of proved or probable reserves.

Management assessed whether there were indications of impairment of the Company's exploration and evaluation assets as at December 31, 2014 as per IFRS 6 Exploration for and Evaluation of Mineral Resources. The Company determined that it would not be committing any material capital over the next twelve months on its exploration and evaluation assets in eastern Ukraine (TGI) which are situated in or near rebel held territory and recorded an impairment of \$9,566 during the year ended December 31, 2014. In addition, the

**Cub Energy Inc.****For the three and nine months ended September 30, 2015 and 2014****Notes to the condensed consolidated interim financial Statements**

(Unaudited, expressed in thousands of US dollars)

Company recorded an impairment of \$12,778 during the year ended December 31, 2014 reflecting the total carrying value of the exploration and evaluation assets in western Ukraine (Tysagaz) where it is uncertain when the Company will have sufficient capital to continue exploration and evaluation efforts.

**8 Trade and other receivables**

|                   | September 30,<br>2015 | December 31,<br>2014 |
|-------------------|-----------------------|----------------------|
| Trade receivables | \$ -                  | \$ 147               |
| VAT receivable    | 11                    | 274                  |
| HST receivables   | 2                     | 2                    |
|                   | \$ 13                 | \$ 423               |

The Valued Added Tax (“VAT”) is a tax imposed on goods and services in Ukraine. The VAT paid is recoverable against future VAT collected on sales and will be carried forward to the future reporting periods when the Company could elect to offset all or part of the VAT receivable against its future VAT liabilities.

**9 Changes in working capital**

|   | Three months ended<br>September 30, |         | Nine months ended<br>September 30, |         |
|---|-------------------------------------|---------|------------------------------------|---------|
|   | 2015                                | 2014    | 2015                               | 2014    |
| <b>Cash flows relating to:</b>                        |                                     |         |                                    |         |
| Decrease (increase) in trade and other receivables    | \$ 68                               | \$ 6    | \$ 318                             | \$ (92) |
| Decrease (increase) in prepaid expenses and inventory | 296                                 | 228     | (65)                               | 68      |
| Increase (decrease) in trade and other payables       | 139                                 | (321)   | 119                                | 340     |
| Increase (decrease) in interest payable               | 46                                  | -       | 137                                | -       |
|   | \$ 549                              | \$ (87) | \$ 509                             | \$ 316  |

The working capital cashflows shown above may differ from the statement of financial position due to the additional trade and other payables that are included in property, plant and equipment (Note 6) and effects from currency fluctuations.

**10 Line of credit**

During the year ended December 31, 2013, the Company extended and increased the line of credit with Pelicourt, a significant shareholder of the Company and a related party to the CEO of the Company. The extended and amended line of credit is for \$5,000 and bears interest at 9% per annum and interest is payable semi-annually. The principal of the line of credit is due in full on September 30, 2016. During the year ended December 31, 2014, the Company drew down \$2,000 of the facility. During the nine months ended September 30, 2015, the Company accrued interest of \$137 (2014 - \$104). The outstanding balance as at September 30, 2015 was \$2,000 (December 31, 2014 - \$2,000) in principal and \$229 (December 31, 2014 - \$92) in accrued interest. On November 14, 2014, an amending agreement was signed that deferred interest payments due until December 27, 2015. On November 10, 2015, a second amending agreement was signed that deferred interest payments due until June 27, 2016 and deferred the principal payment to January 31, 2017.

Pelicourt notified the Company that it will not provide any further funding under the line of credit in 2015. This raises significant doubt about the ability of the Company to continue as a going concern and meet its obligations as they become due.

**Cub Energy Inc.****For the three and nine months ended September 30, 2015 and 2014****Notes to the condensed consolidated interim financial Statements**

(Unaudited, expressed in thousands of US dollars)

**11 Offsetting of financial instruments**

During the nine months ended September 30, 2015, the Company's Ukraine subsidiary, Tysgaz, entered into an unsecured non-interest bearing loan agreement with KUB-Gas, whereby KUB-Gas agreed to lend Tysgaz approximately \$446 for general working capital. The loan is due and payable on December 31, 2016. Contemporaneous with the loan agreement, KUB Holdings declared a dividend of \$423. The loan is subject to an enforceable right to offset the loan with the dividend receivable (held in Ukraine) in the event of bankruptcy or default of either party to the loan agreement.

Financial assets and liabilities are offset and the net amount reported in the statement of financial position where the parties have a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The following table presents the recognized financial instruments that are offset with a resulting \$23 included in trade and other payables.

|                              | Total |
|------------------------------|-------|
| Financial aid loan payable   | 446   |
| Dividend receivable (Note 5) | (423) |
| Net payable                  | 23    |

**12 Warrants**

A summary of the common share purchase warrants is presented below.

|                                  | Number of<br>Warrants |    | Amount |
|----------------------------------|-----------------------|----|--------|
| Balance as at January 1, 2014    | 11,040,306            | \$ | 281    |
| Expiry of warrants               | (1,854,743)           |    | -      |
| Balance as at December 31, 2014  | 9,185,563             | \$ | 281    |
| Expiry of warrants               | (7,314,000)           |    | (255)  |
| Balance as at September 30, 2015 | 1,871,563             | \$ | 26     |

There were no fair value measurements of warrants during the nine months ended September 30, 2015 and 2014.

| Issuance Date | Exercise price |       | Outstanding | Expiry Date    |
|---------------|----------------|-------|-------------|----------------|
|               |                | (CAD) |             |                |
| June 26, 2013 | \$             | 3.77  | 1,109,688   | March 15, 2016 |
| June 26, 2013 | \$             | 3.77  | 761,875     | March 21, 2016 |
| Total         |                |       | 1,871,563   |                |

**13 Share-based payments**

## (a) Stock options

The Company has a stock option plan under which it is authorized to grant options to its directors, officers, employees and consultants for the purchase of up to 10% of the issued and outstanding common shares. The term of options under the plan shall not exceed 10 years, have an exercise price not less than the current market price and may be subject to vesting terms as determined by the board of directors.

**Cub Energy Inc.****For the three and nine months ended September 30, 2015 and 2014****Notes to the condensed consolidated interim financial Statements**

(Unaudited, expressed in thousands of US dollars)

There were no stock options granted during the nine months ended September 30, 2015 and 2014. Options expire five years from the date of grant and vest 12.5% every three months, and are fully vested two years after the date of grant. The Company uses a graded vesting methodology to expense the options over the vesting period. During the nine months ended September 30, 2015, officers, directors, employees and consultants voluntarily canceled 16,130,000 stock options for no consideration and a further 3,089,000 stock options expired. There were no stock options outstanding as at September 30, 2015. The Company recorded share based payments of \$39 during the nine months ended September 30, 2015 (2014 – \$866). Weighted average exercise price for options exercisable as of September 30, 2015 was CAD \$Nil (2014 – CAD \$0.43).

|                               | Number of<br>Options | Weighted Avg<br>Exercise Price<br>(CAD) |
|-------------------------------|----------------------|---|
| Balance as at January 1, 2014 | 22,509,000           | \$ 0.47                                 |
| Options cancelled or expired  | (3,290,000)          | 0.40                                    |
| Balance at December 31, 2014  | 19,219,000           | \$ 0.41                                 |
| Options cancelled or expired  | (19,219,000)         | 0.41                                    |
| Balance at September 30, 2015 | -                    | \$ -                                    |

**(b) Restricted stock units**

The Company approved a restricted share unit (“RSU”) plan in 2014 under which it is authorized to grant RSUs to its directors, officers, employees and consultants of up to 10% of the issued and outstanding common shares. The term of RSUs under the plan shall not exceed 10 years, have a grant price not less than the current market price and are subject to a three-year vesting term with 1/3 vesting on the first, second and third anniversaries from the date of issuance. Upon vesting, the holder will receive common shares issued by the Company or cash. The recipient of the RSU is also entitled to receive dividends associated with the underlying common shares.

During the nine months ended September 30, 2015, the Company issued 3,673,642 RSUs to the CEO of the Company as settlement of \$158 of his 2014 compensation with a third of the RSUs vesting on each of January 23, 2016, January 23, 2017, and January 23, 2018. On the vesting date, common shares will be issued by the Company. During the nine months ended September 30, 2015, the Company recorded share based payments of \$37 (2014 – \$Nil) which represents the graded vesting methodology of the RSUs over the vesting period. This amount is offset against the accrued payable to the CEO.

**14 Income (loss) per share**

|  | Three months ended<br>September 30,<br>2015 |         | September 30,<br>2014 |          | Nine months ended<br>September 30,<br>2015 |         | September 30,<br>2014 |          |
|--|---|---------|-----------------------|----------|--|---------|-----------------------|----------|
| Numerator  |   |         |                       |          |  |         |                       |          |
| Income (loss) for the period - basic and diluted | \$  | (214)   | \$                    | (19,399) | \$   | (2,088) | \$                    | (18,122) |
| Denominator (in 000's)                           |   |         |                       |          |  |         |                       |          |
| Weighted average shares - basic and diluted      |   | 311,746 |                       | 311,746  |  | 311,746 |                       | 311,746  |
| Basic and diluted income (loss) per share        | \$  | (0.00)  | \$                    | (0.06)   | \$   | (0.01)  | \$                    | (0.06)   |



**Cub Energy Inc.****For the three and nine months ended September 30, 2015 and 2014****Notes to the condensed consolidated interim financial Statements**

(Unaudited, expressed in thousands of US dollars)

**15 Selling and general administrative expenses**

|   | Three months ended<br>September 30, |          | Nine months ended<br>September 30, |          |
|---|-------------------------------------|----------|------------------------------------|----------|
|   | 2015                                | 2014     | 2015                               | 2014     |
| Salaries                                    | \$ 572                              | \$ 621   | \$ 2,065                           | \$ 2,420 |
| Travel                                      | 25                                  | 139      | 103                                | 748      |
| Professional fees                           | -                                   | 35       | 283                                | 524      |
| Consulting fees                             | 92                                  | 135      | 338                                | 455      |
| Office and administration                   | 105                                 | 165      | 409                                | 551      |
| Business development and investor relations | 6                                   | 21       | 30                                 | 92       |
| Exploration expenses                        | 22                                  | 48       | 103                                | 326      |
|   | \$ 822                              | \$ 1,164 | \$ 3,331                           | \$ 5,116 |

**16 Operating segments**

The Company defines its reportable segments based on geographical locations as follows:

|  | Ukraine | Canada   | USA      | Turkey | Total    |
|--|---------|----------|----------|--------|----------|
| <b>Three months ended September 30, 2015</b> |         |          |          |        |          |
| Revenue                                      | \$ 655  | \$ -     | \$ -     | \$ -   | \$ 655   |
| Royalty                                      | (308)   | -        | -        | -      | (308)    |
| Income from equity investment                | 777     | -        | -        | -      | 777      |
| Selling and general administrative expenses  | (202)   | (275)    | (353)    | 8      | (822)    |
| Depletion and depreciation                   | (159)   | -        | (14)     | -      | (173)    |
| Cost of sales                                | (121)   | -        | -        | -      | (121)    |
| Finance cost                                 | (6)     | (142)    | (70)     | -      | (218)    |
| Accretion and decommissioning obligation     | (4)     | -        | -        | -      | (4)      |
| Net profit (loss)                            | \$ 632  | \$ (417) | \$ (437) | \$ 8   | \$ (214) |

|   | Ukraine  | Canada     | USA        | Turkey | Total      |
|---|----------|------------|------------|--------|------------|
| <b>Nine months ended September 30, 2015</b> |          |            |            |        |            |
| Revenue                                     | \$ 3,287 | \$ -       | \$ -       | \$ -   | \$ 3,287   |
| Royalty                                     | (1,789)  | -          | -          | -      | (1,789)    |
| Income from equity investment               | 1,422    | -          | -          | -      | 1,422      |
| Selling and general administrative expenses | (764)    | (954)      | (1,613)    | -      | (3,331)    |
| Depletion and depreciation                  | (746)    | -          | (62)       | -      | (808)      |
| Cost of sales                               | (381)    | -          | -          | -      | (381)      |
| Finance cost                                | (50)     | (313)      | (74)       | -      | (437)      |
| Share-based payments                        | -        | (39)       | -          | -      | (39)       |
| Accretion and decommissioning obligation    | (12)     | -          | -          | -      | (12)       |
| Net profit (loss)                           | \$ 967   | \$ (1,306) | \$ (1,749) | \$ -   | \$ (2,088) |

**Cub Energy Inc.****For the three and nine months ended September 30, 2015 and 2014****Notes to the condensed consolidated interim financial Statements**

(Unaudited, expressed in thousands of US dollars)

|   | Ukraine     | Canada     | USA        | Turkey  | Total       |
|---|-------------|------------|------------|---------|-------------|
| <b>Three months ended September 30, 2014</b>          |             |            |            |         |             |
| Revenue   | \$ 1,444    | \$ -       | \$ -       | \$ -    | 1,444       |
| Royalty   | (678)       | -          | -          | -       | (678)       |
| Income from equity investment                         | 2,758       | -          | -          | -       | 2,758       |
| Selling and general administrative expenses           | (322)       | (127)      | (700)      | (15)    | (1,164)     |
| Depletion and depreciation                            | (153)       | (1)        | (27)       | -       | (181)       |
| Share-based payments                                  | -           | (199)      | -          | -       | (199)       |
| Cost of sales   | (215)       | -          | -          | -       | (215)       |
| Accretion and decommissioning obligation              | (4)         | -          | -          | -       | (4)         |
| Finance cost  | 1           | (53)       | (2)        | -       | (54)        |
| Income tax recovery                                   | -           | -          | -          | -       | -           |
| Impairment of exploration and evaluation assets       | (20,761)    | -          | -          | -       | (20,761)    |
| Write down of non-current trade and other receivables | (345)       | -          | -          | -       | (345)       |
| Net profit (loss)                                     | \$ (18,275) | \$ (380)   | \$ (729)   | \$ (15) | \$ (19,399) |
| <b>Nine months ended September 30, 2014</b>           |             |            |            |         |             |
| Revenue   | \$ 4,838    | \$ -       | \$ -       | \$ -    | 4,838       |
| Royalty   | (1,461)     | -          | -          | -       | (1,461)     |
| Income from equity investment                         | 7,224       | -          | -          | -       | 7,224       |
| Selling and general administrative expenses           | (1,057)     | (990)      | (3,022)    | (47)    | (5,116)     |
| Depletion and depreciation                            | (907)       | (5)        | (67)       | -       | (979)       |
| Share-based payments                                  | -           | (866)      | -          | -       | (866)       |
| Cost of sales   | (601)       | -          | -          | -       | (601)       |
| Accretion and decommissioning obligation              | (9)         | -          | -          | -       | (9)         |
| Finance cost  | 1           | (54)       | (8)        | -       | (61)        |
| Income tax recovery                                   | -           | -          | -          | 15      | 15          |
| Impairment of exploration and evaluation assets       | (20,761)    | -          | -          | -       | (20,761)    |
| Write down of non-current trade and other receivables | (345)       | -          | -          | -       | (345)       |
| Net profit (loss)                                     | \$ (13,078) | \$ (1,915) | \$ (3,097) | \$ (32) | \$ (18,122) |
| <b>As at September 30, 2015</b>                       |             |            |            |         |             |
| Total current assets                                  | \$ 463      | \$ 1,109   | \$ 130     | \$ 4    | \$ 1,706    |
| Total non-current assets                              | \$ 24,318   | \$ 750     | \$ 302     | \$ -    | \$ 25,370   |
| Total liabilities                                     | \$ 1,415    | \$ 3,401   | \$ 894     | \$ -    | \$ 5,710    |
| <b>As at December 31, 2014</b>                        |             |            |            |         |             |
| Total current assets                                  | \$ 732      | \$ 2,608   | \$ 93      | \$ 10   | \$ 3,443    |
| Total non-current assets                              | \$ 28,543   | \$ 376     | \$ 852     | \$ -    | \$ 29,771   |
| Total liabilities                                     | \$ 2,936    | \$ 2,373   | \$ 708     | \$ 2    | \$ 6,019    |

Revenue and the related accounts receivable are represented by one or two customers, respectively, during the nine months ended September 30, 2015 and 2014.

**17 Commitments and contingencies****Ukraine**

The Company has an obligation to incur certain capital expenditures to comply with the Ukrainian exploration license requirements. Under these license maintenance commitments, the Company is required to explore its licensed fields. Although these commitments are not binding and may be modified based on results of exploration work, the Company's potential capital expenditures relating to qualifying activities on gas and gas condensate fields will be material during the period from 2015 to 2016 as part of the planned exploration and development program. Justified deviation from the capital expenditures is permitted and should be agreed

**Cub Energy Inc.**  
**For the three and nine months ended September 30, 2015 and 2014**  
**Notes to the condensed consolidated interim financial Statements**  
(Unaudited, expressed in thousands of US dollars)

with the licensor, while failure to commit exploration works and substantiate the different capital expenditure schedule may result in termination of the exploration license. The Company has applied to extend the expenditure periods, including force majeure, although there are no assurances any extension will be provided.

**Office Space**

The Company has a lease agreement for office space in Houston, Texas which expires in May 2020. The commitment is approximately \$166 per year for the term of the lease.

**Lawsuit**

During the nine months ended September 30, 2015, a lawsuit was initiated against TGI, a Ukrainian subsidiary of the Company whose assets are located in territory occupied by Russian-backed rebels. The suit claims that TGI owes the contractor for work performed on a seismic contract performed in 2013 and is seeking payment of the contract plus interest and special costs totalling approximately \$330 (using exchange rate as of September 30, 2015). TGI continues to defend itself vigorously. Included in trade and other payables at September 30, 2015 was \$266 (December 31, 2014 - \$345) related to this matter. The decrease in the liability from December 31, 2014 is a result of the devaluation of the UAH between periods.

**18 Related party transactions**

Transactions with related parties are incurred in the normal course of business. During the nine months ended September 30, 2015 and 2014, there were no related party transactions other than the Pelicourt line of credit (Note 10).

**19 Key management compensation**

Key management personnel include executive officers and non-executive directors. Executive officers are paid a salary and participate in the Company's stock option and RSU plans. Non-executive directors also participate in the Company's stock option and RSU plans. Key management personnel compensation is comprised of the following:

|                                     | Three months ended |            |               |            | Nine months ended |              |               |              |
|-------------------------------------|--------------------|------------|---------------|------------|-------------------|--------------|---------------|--------------|
|                                     | September 30,      |            | September 30, |            | September 30,     |              | September 30, |              |
|                                     | 2015               | 2014       | 2015          | 2014       | 2015              | 2014         | 2015          | 2014         |
| Director fees                       | \$                 | 60         | \$            | 95         | \$                | 195          | \$            | 338          |
| Director share-based compensation   |                    | -          |               | 23         |                   | 4            |               | 115          |
| Management wages                    |                    | 316        |               | 307        |                   | 950          |               | 983          |
| Management share-based compensation |                    | -          |               | 92         |                   | 17           |               | 389          |
| <b>Total</b>                        | <b>\$</b>          | <b>376</b> | <b>\$</b>     | <b>517</b> | <b>\$</b>         | <b>1,166</b> | <b>\$</b>     | <b>1,825</b> |

As at September 30, 2015, \$333 or CAD \$444 was accrued and owing to directors for their 2015 and 2014 directors fees (December 31, 2014 - \$172 or CAD \$200) and included in trade and other payables.

Pursuant to an employment agreement with the CEO of the Company, the Company is to compensate the CEO \$550 annually which is paid \$75 in cash and the remaining \$475 may be paid in RSUs (vesting over three years) or cash at the discretion of the Board of Directors. During the nine months ended September 30, 2015, the Company issued 3,673,642 RSUs (2014 - Nil) to the CEO at a price of CAD \$0.05/per share with a total value \$158 or CAD \$184. As at September 30, 2015, \$831 (December 31, 2014 - \$475) was included in trade and other payables owing to the CEO for his 2014 and 2015 accrued compensation.

**Cub Energy Inc.**  
**For the three and nine months ended September 30, 2015 and 2014**  
**Notes to the condensed consolidated interim financial Statements**  
(Unaudited, expressed in thousands of US dollars)

**20 Financial risk management**

**(a) Overview**

The Company has exposure to the following risks from its use of financial instruments:

- credit risk
- liquidity risk
- foreign exchange risk
- interest risk
- commodity price risk

This note presents information about the Company’s exposure to each of these risks, the Company’s objectives, policies and processes for managing and measuring risk, and the management of capital.

Management has overall responsibility for the establishment and oversight of the risk management framework.

The risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company’s activities.

**(b) Credit risk**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligation, and arises principally from cash, dividends receivable and trade and other receivables, excluding sales tax.

The Company’s exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the demographics of the Company’s customer base, including the default risk of the industry and country in which customers operate, as these factors may have an influence on credit risk. The Company manages its credit risk by holding its cash with high credit quality Canadian, US, Turkish and Ukrainian financial institutions.

The following table identifies the Company’s maximum exposure to credit risk:

|                             | <b>September 30,<br/>2015</b> | <b>December 31,<br/>2014</b> |
|-----------------------------|-------------------------------|------------------------------|
| Cash                        | \$ 1,509                      | \$ 1,728                     |
| Trade and other receivables | 2                             | 149                          |
| Non-current receivables     | 38                            | 38                           |
| Dividend receivable         | -                             | 1,162                        |
|                             | <b>\$ 1,549</b>               | <b>\$ 3,077</b>              |

The Company, through its wholly owned subsidiary and owner of the 30% interest in KUB Holdings, has provided a cross-indemnity of up to 30% to KUB Holdings’ majority shareholder with respect to a guarantee provided by KUB Holdings’ majority shareholder to the European Bank for Reconstruction and Development (“EBRD”) for a loan facility advanced to KUB-Gas. As at September 30, 2015, KUB-Gas had approximately \$662 (December 31, 2014 - \$2,385) of loan proceeds outstanding with EBRD to be repaid in January 2016. The Company’s maximum guarantee exposure as at September 30, 2015, amounts to \$199 (December 31, 2014 - \$716).

**Cub Energy Inc.**  
**For the three and nine months ended September 30, 2015 and 2014**  
**Notes to the condensed consolidated interim financial Statements**  
(Unaudited, expressed in thousands of US dollars)

**(c) Liquidity risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages its liquidity risk by forecasting cash flows and anticipated investing and financing activities. Officers of the Company are actively involved in the review and approval of planned expenditures.

The Company ensures that it has sufficient cash on demand to meet expected operational expenses, including the servicing of financial obligations. This excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters and the ability of the Company to get funds from Ukraine due to uncertainties in Ukraine related to dividend restriction policies.

The Company was notified in 2014 by Pelicourt that it will not provide any further funding under the line of credit in 2015. The line of credit has \$3,000 undrawn funds as at September 30, 2015. See Note 10. As at September 30, 2015, the Company had current assets of \$1,706 and had the following financial liabilities:

| <b>As at September 30, 2015</b> |                            |                                   |                    |              |
|---------------------------------|----------------------------|-----------------------------------|--------------------|--------------|
|                                 | <b>Carrying<br/>Amount</b> | <b>Contractual Cash<br/>Flows</b> | <b>&lt; 1 year</b> |              |
| Trade and other payables        | \$ 2,482                   | \$ 2,482                          | \$                 | 2,482        |
| Interest payable                | 229                        | 229                               |                    | 229          |
| Line of credit                  | 2,000                      | 2,000                             |                    | -            |
| Provisions                      | 165                        | -                                 |                    | -            |
|                                 | <b>\$ 4,876</b>            | <b>\$ 4,711</b>                   | <b>\$</b>          | <b>2,711</b> |

**(d) Foreign exchange risk**

The Company is exposed to foreign exchange risk primarily related to operating and capital expenditures, denominated in currencies other than the US Dollar, which is primarily Canadian dollars and Ukrainian Hryvnia. The following financial instruments are shown in US Dollars:

|   | <b>As at September 30, 2015</b> |              |           | <b>Total</b> |
|---|---------------------------------|--------------|-----------|--------------|
|   | <b>UAH</b>                      | <b>CAD</b>   |           |              |
| Cash  | \$ 215                          | \$ 36        | \$        | 251          |
| Trade and other receivables                       | 11                              | 2            |           | 13           |
| Trade and other payables                          | (107)                           | (25)         |           | (132)        |
| Provisions  | (165)                           | -            |           | (165)        |
|   | <b>\$ (46)</b>                  | <b>\$ 13</b> | <b>\$</b> | <b>(33)</b>  |
| Effect of +/- 10% change in foreign exchange rate | \$ (5)                          | \$ 1         | \$        | (3)          |

**(e) 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 provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The Company includes equity, comprised of issued share capital, contributed surplus, warrants, accumulated other comprehensive income (loss) and retained earnings (deficit) in the definition of capital. As at September

**Cub Energy Inc.****For the three and nine months ended September 30, 2015 and 2014****Notes to the condensed consolidated interim financial Statements**

(Unaudited, expressed in thousands of US dollars)

30, 2015, the Company has total shareholders' equity of \$21,366 (December 31, 2014 - \$27,195). The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the identification and evaluation of potential acquisitions. To secure the additional capital necessary to pursue these plans, the Company may attempt to raise additional funds through the issuance of equity, debt or by securing strategic partners.

The Company is not subject to externally imposed capital requirements and there has been no change with respect to the overall capital risk management strategy during the nine months ended September 30, 2015.

**(f) Commodity price**

The Company is exposed to risks due to fluctuations in the price of natural gas in the Ukraine and the market price of Brent crude oil. The domestic gas price within Ukraine is set by the National Electricity Regulatory Commission of Ukraine by reference to the Russian imported gas price, while the market price of Brent crude oil is impacted by market risk factors. The Company has no commodity hedge program in place which could potentially mitigate the price risk.

**21 Financial instruments**

The Company's financial instruments consist of cash, restricted cash, dividend receivable, trade and other receivables (excluding sales tax), line of credit, interest payable trade and other payables. The fair values of financial instruments other than cash approximate their carrying values because of their current nature.

|                                       | September 30,<br>2015 | December 31,<br>2014 |
|---------------------------------------|-----------------------|----------------------|
| Fair value through profit or loss (i) | \$ 1,509              | \$ 1,728             |
| Loans and receivables (ii)            | \$ 40                 | \$ 1,349             |
| Other financial liabilities (iii)     | \$ 4,711              | \$ 4,739             |

The preceding table summarizes the carrying values of the Company's financial instruments:

- (i) Cash and restricted cash
- (ii) Trade and other receivables, dividends receivable and non-current trade and other receivables (excludes sales tax)
- (iii) Trade and other payables, interest payable and line of credit

The Company classifies its fair value measurements in accordance with the three levels fair value hierarchy as follows:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly, and
- Level 3 – Inputs that are not based on observable market data.

The Company's financial instruments measured at fair value on a recurring basis are as follows:

|                                 | Level 1  | Level 2 | Level 3 | Total    |
|---------------------------------|----------|---------|---------|----------|
| <b>As at September 30, 2015</b> |          |         |         |          |
| Cash                            | \$ 1,509 | \$ -    | \$ -    | \$ 1,509 |
| <b>As at December 31, 2014</b>  |          |         |         |          |
| Cash                            | \$ 1,728 | \$ -    | \$ -    | \$ 1,728 |

**Cub Energy Inc.**  
**For the three and nine months ended September 30, 2015 and 2014**  
**Notes to the condensed consolidated interim financial Statements**  
(Unaudited, expressed in thousands of US dollars)

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**22 Comparative figures**

The Company has reclassified certain prior period comparative figures to conform to the current period's presentation. Net income (loss) previously reported was not affected by this reclassification.

**23 Subsequent event**

Subsequent to the nine months ended September 30, 2015, the Company received a dividend of \$105 from KUB Holdings relating to a settlement of an insurance claim for damaged property in eastern Ukraine.