

Q3
2017

Condensed Consolidated Financial Statements



Chinook Energy Inc. | 1000, 517 – 10th Avenue S.W. Calgary, Alberta T2R 0A8 TSX:CKE

Condensed Consolidated Statements of Financial Position

(unaudited)

	September 30	December 31
(in thousands of Canadian dollars)	2017	2016
Assets		
Current		
Cash	\$ 15,019	\$ 14,821
Accounts receivable	4,534	6,658
Restricted cash (note 9)	-	1,308
Prepays & deposits	1,787	3,569
Fair value of commodity price contracts (note 4)	1,153	-
Assets held for sale (note 7)	-	7,148
	22,493	33,504
Development & production assets (note 5)	121,066	92,959
Exploration & evaluation assets (note 6)	12,240	13,512
	\$ 155,799	\$ 139,975
Liabilities & Equity		
Current		
Accounts payable, accrued liabilities & other	\$ 17,724	\$ 11,218
Fair value of commodity price contract (note 4)	-	154
Deferred customer obligation (note 5)	800	-
Provisions (note 8)	2,686	1,300
Liabilities held for sale (note 7)	-	236
	21,210	12,908
Deferred customer obligation (note 5)	1,622	-
Provisions (note 8)	28,730	27,767
Shareholders' Equity		
Share capital	784,935	784,105
Contributed surplus	19,620	19,759
Deficit	(700,318)	(704,564)
	104,237	99,300
	\$ 155,799	\$ 139,975

Subsequent event (note 9)

See accompanying notes to the condensed consolidated financial statements.

Condensed Consolidated Statements of Operations and Comprehensive Income (Loss)

(unaudited)

	Three months ended September 30		Nine months ended September 30	
(in thousands of Canadian dollars, except per share amounts)	2017	2016	2017	2016
Petroleum & natural gas revenues	\$ 3,219	\$ 11,976	\$ 16,688	\$ 27,495
Royalty recovery (expense)	132	(458)	84	(1,183)
Petroleum & natural gas revenues, net of royalties	3,351	11,518	16,772	26,312
Processing & gathering revenues	226	553	694	2,010
Petroleum, natural gas & other revenues, net of royalties	3,577	12,071	17,466	28,322
Realized gain on commodity price contracts	1,669	1,093	2,438	1,161
Unrealized (loss) gain on commodity price contracts	(280)	1,647	1,307	(1,929)
Gain (loss) on commodity price contracts	1,389	2,740	3,745	(768)
Total revenues, net of royalties and commodity price contracts	4,966	14,811	21,211	27,554
Production & operating	3,373	8,050	11,319	24,362
General & administrative	1,173	2,794	4,320	6,751
Transaction, distribution & severance costs	163	120	671	1,740
Exploration & evaluation	66	151	261	968
Depletion, depreciation & amortization	2,467	7,672	8,474	21,460
Impairment of development & production assets	-	48,000	-	48,000
Loss on assets held for sale	-	4,000	-	4,000
Gain on dispositions of properties	-	(161)	(10,926)	(6,020)
Share-based compensation	182	333	691	1,685
Bad debt expense	-	-	-	458
Onerous contract (note 8b)	1,561	-	1,561	-
Deferred customer obligation amortization (note 5)	(363)	-	(363)	-
Other losses	150	34	626	636
Total expenses, net of gains on dispositions of properties, excluding finance expenses	8,772	70,993	16,634	104,040
(Loss) income before finance expenses	(3,806)	(56,182)	4,577	(76,486)
Interest & financing (income) charges	(60)	381	(184)	493
Accretion of provisions	177	688	515	1,818
Finance expenses	117	1,069	331	2,311
(Loss) income before deferred income tax	(3,923)	(57,251)	4,246	(78,797)
Deferred income tax recovery	-	(7,100)	-	-
Net (loss) income including non-controlling interest	(3,923)	(50,151)	4,246	(78,797)
Net loss attributable to non-controlling interest	-	14,246	-	17,597
Net & comprehensive (loss) income	\$ (3,923)	\$ (35,905)	\$ 4,246	\$ (61,200)
Net (loss) income per share, basic and diluted (note 11)	\$ (0.02)	\$ (0.17)	\$ 0.02	\$ (0.28)

See accompanying notes to the condensed consolidated financial statements.

Condensed Consolidated Statements of Changes in Equity

(unaudited)

(in thousands of Canadian dollars, except common shares)	Common Shares (thousands)	Share Capital	Contributed Surplus	Deficit	Non-controlling interest	Equity
Balance as at December 31, 2016	216,443	\$ 784,105	\$ 19,759	\$ (704,564)	-	\$ 99,300
Settlement of restricted and performance share awards	672	830	(830)	-	-	-
Share-based compensation	-	-	691	-	-	691
Net income	-	-	-	4,246	-	4,246
Balance as at September 30, 2017	217,115	\$ 784,935	\$ 19,620	\$ (700,318)	-	\$ 104,237
Balance as at December 31, 2015	215,349	\$ 782,705	\$ 18,916	\$ (600,406)	-	\$ 201,215
Non-controlling interest in Craft Oil Inc. acquisition	-	-	-	-	30,629	30,629
Equity loss	-	-	-	(25,418)	-	(25,418)
Net loss attributable to non-controlling interest	-	-	-	-	(17,597)	(17,597)
Settlement of restricted share awards	1,094	1,400	(1,400)	-	-	-
Share-based compensation	-	-	1,685	-	-	1,685
Net loss	-	-	-	(61,200)	-	(61,200)
Balance as at September 30, 2016	216,443	\$ 784,105	\$ 19,201	\$ (687,024)	13,032	\$ 129,314

See accompanying notes to the condensed consolidated financial statements.

Condensed Consolidated Statements of Cash Flows

(unaudited)

(in thousands of Canadian dollars)	Three months ended		Nine months ended	
	September 30		September 30	
	2017	2016	2017	2016
Operating Activities				
Net (loss) income	\$ (3,923)	\$ (35,905)	\$ 4,246	\$ (61,200)
Add (deduct):				
Depletion, depreciation & amortization	2,467	7,672	8,474	21,460
Impairment of development & production assets	-	48,000	-	48,000
Loss on assets held for sale	-	4,000	-	4,000
Gain on dispositions of properties	-	(161)	(10,926)	(6,020)
Unrealized loss (gain) on commodity price contracts	280	(1,647)	(1,307)	1,929
Share-based compensation	182	333	691	1,685
Accretion of provisions	177	688	515	1,818
Onerous contract (note 8b)	1,561	-	1,561	-
Deferred customer obligation amortization (note 5)	(363)	-	(363)	-
Foreign exchange losses (gains)	37	(11)	55	42
Bad debt expense	-	-	-	458
Deferred income tax recovery	-	(7,100)	-	-
Net loss attributable to non-controlling interest	-	(14,246)	-	(17,597)
Provision expenditures	(326)	(124)	(460)	(3,800)
Change in operating non-cash working capital (note 11)	(1,444)	(3,337)	997	1,422
Cash (outflow) flow from operating activities	(1,352)	(1,838)	3,483	(7,803)
Financing Activities				
Debt repayments, net	-	(970)	-	(563)
Cash outflow from financing activities	-	(970)	-	(563)
Investing Activities				
Proceeds on property dispositions	-	162	17,838	8,074
Development & exploration expenditures	(14,733)	(661)	(31,791)	(5,034)
Restricted cash release (investment)	-	(106)	1,308	(1,298)
Cash acquired on business acquisition	-	-	-	867
Change in investing non-cash working capital (note 11)	11,186	(646)	9,478	(8,869)
Cash outflow from investing activities	(3,547)	(1,251)	(3,167)	(6,260)
Change in cash, during the period	(4,899)	(4,059)	316	(14,626)
Cash, beginning of period	19,977	27,254	14,821	37,947
Cash, foreign currency (loss) gain	(59)	18	(118)	(108)
Cash, end of period	\$ 15,019	\$ 23,213	\$ 15,019	\$ 23,213

Other supplementary information (note 11)

See accompanying notes to the condensed consolidated financial statements.

Notes to the Condensed Consolidated Financial Statements

(unaudited)

For the three and nine months ended September 30, 2017 and 2016

Tabular amounts in thousands of Canadian dollars, except as noted

1. Reporting Entity

Chinook Energy Inc. is a Calgary-based petroleum and natural gas production company focused on development and exploration opportunities in western Canada.

These unaudited condensed consolidated financial statements for the three and nine months ended September 30, 2017 and 2016 (these "Financial Statements") include the accounts of Chinook Energy Inc. and two directly held wholly-owned subsidiaries: 1542991 Alberta Ltd. and Storm Ventures International (BVI) Limited. From June 10, 2016, the condensed consolidated statements of operations and comprehensive income (loss) and condensed consolidated statements of cash flow also include the accounts of Craft Oil Inc. (collectively, including all three subsidiaries, "Chinook" or the "Company").

All intercompany balances and transactions have been eliminated.

2. Basis of Presentation

These Financial Statements have been prepared following the same accounting policies as summarized in note 3 in the audited consolidated financial statements of Chinook for the years ended December 31, 2016 and 2015 (the "Audited Financial Statements"). They do not include all of the required disclosures for annual consolidated financial statements and therefore should be read in conjunction with the Audited Financial Statements and the notes thereto.

These Financial Statements have been prepared by management in accordance with International Accounting Standard 34 'Interim Financial Reporting' using accounting principles consistent with International Financial Reporting Standards issued by the International Accounting Standards Board ("IASB").

These Financial Statements were approved and authorized for issuance by Chinook's Board of Directors on November 9, 2017.

3. New Accounting Standards and Amendments

In July 2014, the IASB issued IFRS 9 "Financial Instruments" to replace IAS 39, "Financial Instruments Recognition and Measurement". The new standard replaces the current multiple classification and measurement models for financial instruments with a single model that has only two classifications categories: amortized cost and fair value. Due to the fact that all of Chinook's financial instruments are carried at amortized cost or fair value, this standard is not expected to have a significant effect on Chinook's financial statement disclosure. Chinook does not currently apply, nor does it intend to apply, hedge accounting to its financial instrument commodity price contracts on adoption of IFRS 9.

In May 2014, the IASB issued IFRS 15 "Revenue from Contracts with Customers" to replace International Accounting Standard ('IAS') 18, Revenue, IAS 11 "Construction Contracts", and related interpretations. The standard contains a single model that applies to contracts with customers and two approaches to recognizing revenue: at a point in time or over time. The model features a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognized. New estimates and judgmental thresholds have been introduced, which affect the amount and/or timing of revenue recognized. Chinook is currently in the process of assessing underlying revenue contracts with customers to determine the impact, if any, that the adoption of IFRS 15 will have on its financial statements including enhanced disaggregation of revenue disclosures.

As of January 1, 2018, Chinook will be required to adopt the above two standards.

In January 2016, the IASB issued IFRS 16 "Leases". The standard requires entities to recognize lease assets and lease obligations on the statements of financial position. For lessees, there will be a single lease accounting model for all leases. There will no longer be a classification test between finance and operating leases. The lessee will recognize a Right of Use ("ROU") asset and a lease liability,

and the lease will be treated as an asset on a financed basis. There will be an optional exemption from the above for short term leases and leases of low value assets, defined at 12 months or less and an option for portfolio accounting on leases that have similar criteria. From the lessor's perspective, there will still be a dual lease accounting model that follows the criteria set out in IAS 17. As of January 1, 2019, Chinook will be required to adopt this standard. Chinook is currently assessing all major leases including firm commitment contracts, which are expensed as operating leases for reclassification to the statements of financial position.

4. Fair Value of Commodity Price Contracts

As at September 30, 2017, Chinook had the following commodity price contracts:

Financial AECO Natural Gas Contracts					
Remaining Contractual Term	Notional Volumes (GJ/d)	Company's Received Price	Indexed Price	Fair Value	
October 1, 2017 to December 31, 2017	7,500	\$3.205/GJ	AECO	\$	956
October 1, 2017 to October 31, 2017	4,000	\$2.50/GJ	AECO		197
				\$	1,153

At September 30, 2017, the natural gas price contracts had a combined fair value asset of \$1.2 million as reported through the line item fair value of commodity price contracts in current assets on the condensed consolidated statements of financial position. The fair value of each contract was determined through the difference in the referenced benchmark forward price as compared to the contract's strike price multiplied by the notional volumes during the remaining contractual term. As at December 31, 2016, Chinook had one outstanding commodity price contract with a fair value liability of \$0.2 million as reported through the line item fair value of commodity price contract as a current liability on the condensed consolidated statements of financial position.

5. Development and Production Assets ("D&P Assets")

The following table reconciles Chinook's D&P Assets for the nine months ended September 30, 2017:

Cost of Assets	
Balance, beginning of period	\$ 237,868
Capital expenditures	31,608
Transfer from exploration & evaluation assets (note 6)	100
Transfer of pipeline from customer	2,785
Decommissioning asset additions (note 8)	733
Balance, end of period	\$ 273,094
Accumulated Depletion & Depreciation	
Balance, beginning of period	\$ (144,909)
Depletion & depreciation	(7,119)
Balance, end of period	\$ (152,028)
Net book values	
Balance as at December 31, 2016	\$ 92,959
Balance as at September 30, 2017	\$ 121,066

Capitalized general and administrative expenses

Chinook capitalized \$0.2 million and \$0.6 million of direct general and administrative costs related to its development activity during the three and nine months ended September 30, 2017, respectively (three and nine months ended September 30, 2016 - \$0.2 and \$0.8 million, respectively).

Transfer of pipeline from customer

During the third quarter of 2017, a customer transferred to Chinook a section of pipeline which connected Chinook's Martin Creek Sales Line, located in northeast BC, to a third party pipeline. Management has estimated the fair value of this connecting pipeline at \$2.8 million using both contracted and interruptible transportation toll revenues discounted using a range from 15% to 30%. The corresponding deferred customer obligation will be amortized over the term of the agreement, which expires October 31, 2020, pursuant to which Chinook is contractually obligated to provide this customer with access to a portion of the Martin Creek Sales Line. As a result, for the three and nine months ended September 30, 2017, \$0.4 million was recognized through the line item deferred customer obligation amortization as included on the condensed consolidated statements of operations and comprehensive income (loss). The remaining deferred customer obligation, as classified as either current or long-term, as at September 30, 2017, is \$2.4 million.

6. Exploration & Evaluation Assets ("E&E Assets")

The following table reconciles Chinook's E&E Assets for the nine months ended September 30, 2017:

Cost of Assets	
Balance, beginning of period	\$ 30,947
Capital expenditures	183
Transfer to development & production assets (note 5)	(100)
Balance, end of period	\$ 31,030
Accumulated Amortization	
Balance, beginning of period	\$ (17,435)
Amortization	(1,355)
Balance, end of period	\$ (18,790)
Net book values	
Balance as at December 31, 2016	\$ 13,512
Balance as at September 30, 2017	\$ 12,240

7. Property dispositions

During 2017, Chinook completed the sale of certain of its petroleum and natural gas properties including undeveloped lands located in the Knopcik/Pipestone and East Gold Creek areas of northwestern Alberta for net proceeds of \$17.8 million after customary adjustments. At December 31, 2016, these properties were classified as held for sale. This classification included carrying values of \$7.1 million for both developed and undeveloped properties less \$0.2 million for associated decommissioning obligations. Combined, the net carrying amounts of these sold properties and undeveloped lands was less than the sales proceeds resulting in a gain of \$10.9 million during the nine months ended September 30, 2017.

8. Provisions

	September 30 2017	December 31 2016
Decommissioning obligations (a)	\$ 30,064	\$ 29,067
Onerous contract (b)	1,352	-
Provisions	\$ 31,416	\$ 29,067

As reported on the condensed consolidated statements of financial position, Chinook's provisions' consists of:

	September 30 2017	December 31 2016
Current portion	\$ 2,686	\$ 1,300
Long term portion	28,730	27,767
Provisions	\$ 31,416	\$ 29,067

a) Decommissioning obligations

The following table reconciles Chinook's decommissioning obligations for the nine months ended September 30, 2017:

Decommissioning Obligation:	
Balance, beginning of period	\$ 29,067
Decommissioning obligation additions (note 5)	733
Decommissioning obligation expenditures	(246)
Accretion expense	510
Balance, end of period	\$ 30,064

b) Onerous contract

The following table reconciles Chinook's onerous contract provision for the nine months ended September 30, 2017:

Onerous Contract:	
Balance, beginning of period	\$ -
Onerous contract	1,561
Onerous contract expenditures	(214)
Accretion expense	5
Balance, end of period	\$ 1,352

During the three and nine months ended September 30, 2017, Chinook recognized a provision caused by the onerous portion of its Calgary head office lease contract. This provision represents the present value of the difference between the minimum future lease payments the Company is obligated to make under the onerous portion of the non-cancellable lease contract and estimated recoveries. At September 30, 2017, the undiscounted amount of future cash flows to settle this provision is \$1.4 million. These cash flows have been discounted using a risk-free discount rate of 1.58%. This provision may vary as a result of both changes in estimated recoveries and risk-free discount rates. The onerous contract provision is estimated to be settled in future reporting periods through to June 2019.

9. Debt

During the nine months ended September 30, 2017, Chinook's previous credit facility agreement was terminated and Chinook negotiated and secured an \$8.0 million demand credit facility with a Canadian chartered bank. Subsequent to September 30, 2017, this facility was amended to increase the availability to \$18.0 million (the "Demand Credit Facility") with the next semi-annual review scheduled for May 31, 2018. This availability increase was secured upon submitting to the lender the test results from Chinook's recently drilled and completed wells.

At any time, the lender can request repayment of all outstanding drawn amounts under the Demand Credit Facility resulting in any future borrowings being classified as a current liability. Changes in the availability in the Demand Credit Facility are possible, from one semi-annual review to the next, with draws in excess of availability becoming immediately payable. Borrowings incur interest at the prime rate plus an applicable margin and are collateralized by floating charges and security interests over all of Chinook's present and future properties and other assets. Chinook currently has not made any draws on the Demand Credit Facility, but has outstanding letters of credit of \$0.8 million, as secured by its lender, which reduce the available credit to \$17.2 million (at September 30, 2017 - \$7.2 million of available credit).

The Demand Credit Facility has a financial covenant requiring that the adjusted working capital be 1:1 at each reporting period. For the purposes of this covenant, adjusted working capital is defined as working capital excluding both current commodity price contracts and debt but including the undrawn portion of the Demand Credit Facility. In addition, the Demand Credit Facility includes operating and financial restrictions on Chinook that include restrictions on paying dividends or repurchasing or making other distributions in respect of Chinook's securities.

As at the end of any month, if Chinook has either up to \$9.0 million or in excess of \$9.0 million of net debt or Demand Credit Facility draws, within 60 days of the end of any such month, the terms of the Demand Credit Facility also require that Chinook must enter into commodity price contracts covering no less than 30% or 50%, respectively, of its forecasted twelve month combined production volumes.

As at September 30, 2017, Chinook was in compliance with the foregoing financial covenant and other requirements under the Demand Credit Facility.

As at December 31, 2016, Chinook had guaranteed a total of \$1.3 million in outstanding letters of credit through depositing an equivalent amount in cash with its lender. During the nine months ended September 30, 2017, the lender released its restrictions to this cash in connection with the execution of the Demand Credit Facility.

10. Long-term Incentive Plans

Chinook grants share options, restricted awards and performance awards (collectively, "Share-Based Awards") under its long-term incentive plans to employees, officers, directors, consultants and other service providers. The maximum number of common shares issuable from treasury pursuant to all Share-Based Awards may not exceed 10% of Chinook's issued and outstanding common shares.

a) Share Option Plan

Outstanding options granted pursuant to Chinook's share option plan vest evenly over a period of three years and expire five years after the grant date. The following table reconciles Chinook's outstanding options for the nine months ended September 30, 2017:

	Number of Options (thousands)	Weighted Average Exercise Price (\$/option)
Balance, beginning of period	6,472	\$ 1.13
Granted	5,687	0.38
Forfeited or cancelled	(968)	(0.87)
Expired	(715)	(1.48)
Balance, end of period	10,476	\$ 0.72
Exercisable	3,209	\$ 1.26

The table below summarizes the outstanding share options, their respective weighted average exercise prices and remaining life in addition to the number of exercisable options, their respective weighted average prices and remaining life at September 30, 2017:

Range of Exercise Prices (\$/option)	Outstanding Options			Outstanding Exercisable Options		
	Options Outstanding (thousands)	Weighted Average Exercise Prices (\$/option)	Weighted Average Remaining Life (years)	Options Outstanding (thousands)	Weighted Average Exercise Prices (\$/option)	Weighted Average Remaining Life (years)
\$0.38 - \$0.53	5,438	\$ 0.38	4.5	-	\$ -	-
\$0.54 - \$1.08	2,066	\$ 0.61	3.0	867	\$ 0.68	2.7
\$1.09 - \$2.46	2,972	\$ 1.43	1.9	2,342	\$ 1.48	1.8
	10,476	\$ 0.72	3.5	3,209	\$ 1.26	2.3

The following factors were used in the Black-Scholes pricing model for the determination of the fair value of options granted during the nine months ended September 30, 2017:

Expected average life (years) ⁽¹⁾	3 to 5
Weighted average risk-free interest rate (%)	1.0
Weighted average volatility factor (%) ⁽²⁾	58
Share option exercise price (\$/option)	0.38

(1) The expected average life of the share option is based on time to vest plus a historical calculation.

(2) The volatility factor is based on historical price volatility of Chinook's common shares over the expected life of the option.

The weighted average fair value determined for options granted during the nine months ended September 30, 2017 was \$0.17 per option.

b) Restricted and Performance Award Plan

The following table reconciles Chinook's outstanding restricted and performance awards ("Awards") for the nine months ended September 30, 2017:

	Number of Restricted Awards (thousands)	Number of Performance Awards (thousands)
Balance, beginning of period	349	382
Granted	225	-
Distributed	(301)	(346)
Forfeited	(73)	(36)
Balance, end of period	200	-

Certain performance awards which were distributed upon vesting in the nine months ended September 30, 2017 were subject to a performance multiplier.

The fair value determined for restricted awards granted during the nine months ended September 30, 2017 was \$0.38 per award excluding estimated forfeitures. This fair value was based on the market price of Chinook's common shares on the date the restricted awards were granted.

11. Other Supplementary Information

Changes in non-cash working capital

	Three months ended September 30		Nine months ended September 30	
	2017	2016	2017	2016
Cash provided by (used for):				
Accounts receivable	\$ (1,248)	\$ 1,109	\$ 2,124	\$ 5,909
Prepays & deposits	153	(356)	1,782	(1,800)
Accounts payable, accrued liabilities & other	10,837	(4,736)	6,569	(11,556)
	\$ 9,742	\$ (3,983)	\$ 10,475	\$ (7,447)
Cash provided by (used for):				
Operating activities	\$ (1,444)	\$ (3,337)	\$ 997	\$ 1,422
Investing activities	11,186	(646)	9,478	(8,869)
	\$ 9,742	\$ (3,983)	\$ 10,475	\$ (7,447)

Cash interest and financing fees paid

	Three months ended September 30		Nine months ended September 30	
	2017	2016	2017	2016
Cash interest & financing fees paid	\$ 3	\$ 434	\$ 34	\$ 694

Per share amounts

	Three months ended September 30		Nine months ended September 30	
	2017	2016	2017	2016
Weighted average shares outstanding - basic (thousands)	217,115	216,287	216,721	215,666
Dilutive impact of Awards	-	-	423	-
Weighted average shares outstanding - diluted (thousands)	217,115	216,287	217,144	215,666
Net (loss) income	\$ (3,923)	\$ (35,905)	\$ 4,246	\$ (61,200)
Net (loss) income per share - basic & diluted (\$/share):	\$ (0.02)	\$ (0.17)	\$ 0.02	\$ (0.28)

For the nine months ended September 30, 2017, Chinook's outstanding Awards were dilutive because the weighted average number of outstanding Awards exceeded the deemed repurchased shares calculated from unamortized share-based compensation. For the three months ended September 30, 2017 and the three and nine months ended September 30, 2016, because Chinook reported a net loss, the effect of Share-Based Awards would have been anti-dilutive resulting in them being excluded in the calculation of diluted weighted average shares outstanding.