

Caspian Energy Inc.

Condensed Interim Consolidated Financial Statements
(Unaudited – Prepared by Management)

March 31, 2017

Notice of Disclosure of No Auditor Review of Condensed Interim Financial Statements

The accompanying unaudited condensed interim consolidated financial statements of the Company for the three months ended March 31, 2017 have been prepared in accordance with International Financial Reporting Standards (“IFRS”) accounting principles as issued by the IASB and are the responsibility of the Company’s management.

The Company’s independent auditors, MNP LLP, have not performed a review of these unaudited condensed interim consolidated financial statements in accordance with the standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity’s auditor.

Caspian Energy Inc.

Consolidated Statements of Financial Position (Unaudited)

(in thousands of Canadian dollars)

As at	March 31 2017 \$	December 31 2016 \$
Assets		
Current assets		
Cash and cash equivalents (Note 8)	234	85
Trade receivables and other current assets (Note 9)	1,489	1,970
Inventory	97	86
	<u>1,820</u>	<u>2,141</u>
Non-current assets		
Restricted cash (Note 10)	24	–
VAT receivable (Note 11)	4,572	3,883
Property and equipment (Note 12)	12,643	12,425
Exploration and evaluation assets (Note 13)	32,623	30,936
	<u>51,682</u>	<u>49,385</u>
Total assets		
Liabilities		
Current liabilities		
Trade and other payables	30,918	29,481
Non-current liabilities		
Loans payable (Note 14)	26,895	26,320
Decommissioning liability (Note 16)	1,140	1,081
Deferred tax liability (Note 17)	12,233	12,233
	<u>71,186</u>	<u>69,115</u>
Total liabilities		
Shareholders' deficit		
Share capital (Note 18)	183,035	183,035
Contributed surplus	18,507	18,507
Deficit	(224,233)	(224,176)
Accumulated other comprehensive income	3,187	2,904
	<u>(19,504)</u>	<u>(19,730)</u>
Total shareholders' deficit		
Total liabilities and shareholders' deficit		
	<u>51,682</u>	<u>49,385</u>

Reporting entity and going concern (Note 1)

Caspian Energy Inc.

Consolidated Statements of Income (Loss) and Comprehensive Income (Loss) (Unaudited)

(in thousands of Canadian dollars)

For the three months ended March 31	2017	2016
	\$	\$
Revenue		
Oil and natural gas revenue, net	947	102
Expenses		
General and administrative	218	225
Operating expenses	592	167
Depletion and depreciation	446	26
	1,256	418
Operating loss before other items	(309)	(316)
Interest and accretion on loans payable	(670)	(615)
Foreign exchange loss	922	513
Loss for the period	(57)	(418)
Foreign currency translation adjustments	283	515
Comprehensive loss	226	97
Loss per share (Note 22)	(0.00)	(0.00)

Caspian Energy Inc.

Consolidated Statements of Changes in Shareholders' Deficit (Unaudited)

(in thousands of Canadian dollars)

For the three months ended March 31	2017	2016
	\$	\$
Share capital		
Balance, January 1 and March 31	183,035	183,035
Contributed surplus		
Balance, January 1 and March 31	18,507	18,507
Deficit		
Balance, January 1	(224,176)	(227,092)
Loss for the period	(57)	(418)
Balance, March 31	(224,233)	(227,510)
Accumulated other comprehensive income		
Balance, January 1	2,904	2,853
Exchange differences on translation of foreign operations	283	515
Balance, March 31	3,187	3,368
Total shareholders' deficit	(19,504)	(22,600)

See accompanying notes to the consolidated financial statements.

Caspian Energy Inc.

Consolidated Statements of Cash Flows (Unaudited)

(in thousands of Canadian dollars)

For the three months ended March 31	2017	2016
	\$	\$
Cash flow provided by (used in)		
Operating activities		
Loss for the period	(57)	(418)
Adjustments for:		
Depletion and depreciation	446	26
Interest and accretion on loans payable	670	608
Foreign exchange	(2,415)	1,457
Changes non-cash working capital		
Trade and other receivables and other current assets	481	149
Inventory	(11)	(78)
Trade and other payables	1,437	(2,150)
Net cash used in operating activities	551	(406)
Financing activities		
Proceeds from loans payable (Note 14)	91	205
Net cash provided by financing activities	91	205
Investing activities		
Increase in restricted cash	(23)	
Increase in VAT receivable	(463)	
Property and equipment expenditures (Note 12)	(5)	–
Exploration and evaluation asset expenditures (Note 13)	(9)	(1)
Net cash provided by investing activities	(500)	(1)
Change in cash and cash equivalents	142	(202)
Foreign exchange on cash held in foreign currencies	7	(3)
Cash and cash equivalents – January 1	85	222
Cash and cash equivalents – March 31	234	17

See accompanying notes to the consolidated financial statements.

Caspian Energy Inc.

Notes to Consolidated Financial Statements

For the three months ended March 31, 2017

(Unaudited)

(All tabular amounts are in thousands of Canadian dollars except as otherwise indicated)

1. Reporting entity and going concern

Caspian Energy Inc. (“Caspian” or the “Company”) is a publicly traded company on the NEX, a separate board of TSX Venture Exchange under the stock symbol CKZ.H. Caspian’s registered office is located at 2200, 885 West Georgia Street, Vancouver, British Columbia, Canada.

Caspian is engaged in the exploration for and development and production of oil and natural gas in the Republic of Kazakhstan (“ROK”) through its subsidiary, Aral Petroleum Capital LLP (“Aral”). Aral is owned 10% by the Company and 90% by the Company’s wholly-owned subsidiaries, Caspian Energy Canada Ltd. (“CECL”) and Groenzee B.V. (“Groenzee”).

Through its interest in Aral, the Company has the right to explore and develop certain oil and natural gas properties in Kazakhstan, known as the North Block (the “Exploration Contract”), a 1,466.41 square kilometre area located in the Aktyubinsk region in Kazakhstan (the “License Area”). The term of the Exploration Contract is until December 29, 2018 during which time Aral is committed to a minimum work program in the amount of USD 58.3 million. Aral also has a production contract (the “Production Contract”) with the Ministry of Energy (“ME”) of ROK for carrying out oil extraction activities in the East Zhagabulak field within the License Area. The term of the Production Contract is until July 28, 2035. See Note 29.

As at March 31, 2017, Sixth Energy Limited (“Sixth Energy”), the sole shareholder of ASER, owned and controlled approximately 59.9% of the Company’s issued and outstanding shares.

Going concern

These consolidated financial statements have been presented on a going concern basis. For the three months ended March 31, 2017, the Company reported a loss of \$0.06 million but had positive cash flows from operating activities of \$0.6 million. As at March 31, 2017, the Company had a net working capital deficiency of \$29.1 million and a cumulative deficit of \$19.5 million.

The Company has an agreement with Sixth Energy whereby Sixth Energy will provide a secured loan facility of up to USD 61.5 million to Aral (the “Loan Facility”) (Note 8 (b)). The Loan Facility will be secured by share pledges over the entirety of the Company’s Aral interests in favour of the Lenders on a pro-rata basis and repayable on May 20, 2018 or some other later date agreed to by the parties.

The Company’s ability to continue as a going concern is in significant doubt and is dependent upon obtaining financing to fund exploration and development activities and general and administrative expenses and on Aral achieving profitable operating results from its Kazakhstan operations.

The accompanying consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded assets and classification of liabilities that might be necessary should the Company be unable to continue its operations. Such adjustments could be material.

2. Basis of presentation

The consolidated financial statements of the Company and its subsidiaries have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board, including International Accounting Standard 34 – Interim Financial Reporting.

The Company has consistently applied the same accounting policies throughout all periods presented (see Note 3). These unaudited condensed interim consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto for the year ended December 31, 2016.

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Notes to Consolidated Financial Statements

For the three months ended March 31, 2017

(Unaudited)

(All tabular amounts are in thousands of Canadian dollars except as otherwise indicated)

The following entities have been consolidated within the Company's financial statements:

<u>Entity</u>	<u>Registered</u>	<u>Holding</u>
Caspian Energy Inc.	Canada	Parent
CECL	Canada	100%
Groenzee	Netherlands	100%
Aral	Kazakhstan	Owned 10% by CEI, 40% by CECL and 50% by Groenzee

Functional currency is the currency of the primary economic environment in which a company operates. The functional currency of the Company is Canadian dollars ("CAD"). The functional currency of the Company's subsidiaries are CAD for CECL, the United States dollar ("USD") for Groenzee and the Kazakhstani Tenge ("KZT") for Aral.

These consolidated financial statements are presented in CAD.

These unaudited condensed interim consolidated financial statements were authorized for issue by the Board of Directors on May 30, 2017.

3. Changes to accounting standards

On January 1, 2017, the Company adopted amendments to *IAS Statement of Cash Flows*. The adoption of these amendments had no impact on the amounts recorded in the condensed interim consolidated financial statements for the three months ended March 31, 2017.

4. Cash and cash equivalents

	March 31	December 31
	2017	2016
Cash in CAD	\$ 11	\$ 6
Cash in USD	14	43
Cash in Pounds Sterling	1	1
Cash in KZT	208	35
	\$ 234	\$ 85

5. Trade accounts receivable and other current assets

	March 31	December 31
	2017	2016
Compensation receivable from participants	\$ 1,404	\$ 1,331
Current portion of VAT receivable	–	543
Goods and services tax receivable	8	5
Prepaid taxes, insurance and other items	77	91
	\$ 1,489	\$ 1,970

The compensation receivable from participants relates to the Company's losses related to the indemnification of litigation settled in a prior year. The Company's former partners had a liability to reimburse the losses as a result of the indemnification. During 2013, the compensation was repaid by participants by transferring to the account of the current participant, ASER, and the funds will be transferred to the account of the Company by the end of 2017.

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(All tabular amounts are in thousands of Canadian dollars except as otherwise indicated)

The Company considers its receivables to be aged as follows:

	March 31 2017	December 31 2016
Current	\$ 62	\$ 20
31 to 120 days past due	8	75
Over 120 days past due	1,419	1,875
	\$ 1,489	\$ 1,970

In determining the recoverability of trade accounts receivable and other current assets, the Company considers any change in the credit quality of the balances from the date credit was initially granted up to the reporting date. Accordingly, the Company believes no allowance is required.

6. Property and equipment

	Oil and natural gas property	Other tangible assets	Total
Cost			
Balance at December 31, 2016	\$ 12,037	\$ 598	\$ 12,635
Additions	–	5	5
Foreign exchange	653	33	686
Balance at March 31, 2017	\$ 12,690	\$ 636	\$ 13,326
Accumulated depletion and depreciation			
Balance at December 31, 2016	\$ (156)	\$ (54)	\$ (210)
Depletion and depreciation included in expense	(445)	(1)	(446)
Depletion and depreciation included in inventory	–	–	–
Foreign exchange	(23)	(4)	(27)
Balance at March 31, 2017	\$ (624)	\$ (59)	\$ (683)
Carrying amount			
December 31, 2016	\$ 11,881	\$ 544	\$ 12,425
March 31, 2017	\$ 12,066	\$ 577	\$ 12,643

7. Exploration and evaluation assets

Balance at December 31, 2016	\$ 30,936
Additions	9
Foreign exchange	1,678
Balance at March 31, 2017	32,623

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(All tabular amounts are in thousands of Canadian dollars except as otherwise indicated)

8. Loans payable

	March 31 2017	December 31 2016
Asia Dynamic (a)	\$ 10,911	\$ 10,605
Sixth Energy (b)	14,830	14,671
ASER (c)	1,154	1,044
	\$ 26,895	\$ 26,320

(a) Asia Dynamic loan

The Company had a facility agreement with ASER pursuant to which ASER advanced USD 6 million in loans to Caspian. The amounts drawn under the facility bore interest at a rate of 10% per annum until December 28, 2016 and 18% per annum, compounded annually, thereafter until November 1, 2020. In May 2015, ASER assigned the loan payable to Asia Dynamic Energy Corporation (“Asia Dynamic”), and prior to such assignment, ASER also agreed to amend the terms of the loan with more favourable terms to the Company by: (a) fixing the interest rate at 10% per annum; (b) amending the repayment date of the loan to four years from the closing of the Acquisition, May 20, 2019 and (c) discharging all security granted by the Company to ASER in respect of the loan.

The reported amount of the loan payable is comprised of the following:

	March 31 2017	December 31 2016
Principal	\$ 8,304 (USD 6,000)	\$ 8,304 (USD 6,000)
Effect of May 2015 modification	(1,500) (USD 1,230)	(1,500) (USD 1,230)
Accretion	563 (USD 430)	485 (USD 371)
Accrued interest	4,078 (USD 2,998)	3,791 (USD 2,781)
Foreign exchange	(534)	(475)
	\$ 10,911 (USD 8,198)	\$ 10,605 (USD 7,922)

(b) Sixth Energy loan

Aral has a USD 10 million facility with Sixth Energy dated May 21, 2014 and amended August 20, 2014 (the “Interim Loan”), of which USD 9.1 million was drawn as at March 31, 2017 (December 31, 2016 – USD 9.1 million). The Interim Loan bears interest at an annual rate of 10%. On the first draw-down under the USD 61.5 million Loan Facility (Note 1), the balance owing under the Interim Loan will be consolidated with the Loan Facility, resulting in Aral having access to up to USD 51.5 million, assuming the full draw-down of the Interim Loan. The Loan Facility will be secured by share pledges over the entirety of the Company’s Aral interests in favour of the Lenders on a pro-rata basis and repayable on May 20, 2018 or some other later date agreed to by the parties. As the Interim Loan will be consolidated with the Loan Facility, it has been classified as long-term.

As at March 31, 2017, the \$14,830,000 (December 31, 2016 – \$14,671,000) balance owing under the Interim Loan is comprised of \$12,120,000 (USD 9.1 million) of principal plus \$2,710,000 of accrued interest (December 31, 2016 – \$12,224,000 (USD 9.1 million) of principal plus \$2,447,000 of accrued interest).

(c) ASER loan

The Company has a USD 1 million facility agreement with ASER. The facility is unsecured, bears interest at an annual rate of 10% per annum and due on May 25, 2025 or such later date as agreed by the Company and ASER. During the three months ended March 31, 2017, the Company drew \$91,000 (USD 0.07 million) on the facility. As

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at March 31, 2017, the \$1,154,000 (December 31, 2016 – \$1,044,000) balance owing under the facility is comprised of \$1,073,000 (USD 0.8 million) of principal plus \$81,000 of accrued interest (December 31, 2016 – \$988,000 (USD 0.7 million) of principal plus \$56,000 of accrued interest).

9. Stock options

As at December 31, 2016, the Company had 150,000 stock options outstanding and exercisable, all of which expired in January 2017. As at March 31, 2017, there were no stock options outstanding or exercisable.

10. Consideration warrants

As at December 31, 2016, the Company had 225,000 consideration warrants outstanding, all of which expired in January 2017. As at March 31, 2017, there were no consideration warrants outstanding.

11. Per share amounts

For the three months ended March 31	2017	2016
Loss for the period	\$ (57)	\$ (418)
Weighted average number of shares (in thousands) – basic:		
Issued common shares at January 1	463,658	463,658
Effect of shares issued since January 1, net	–	–
	463,658	463,658
Net income (loss) per share – basic and diluted	\$ (0.00)	\$ (0.00)

12. Related party transactions

The Company conducts business with the following related parties:

Company	Relationship as at March 31, 2017
Sixth Energy	Owned and controls approximately 59.9% of the Company's issued and outstanding shares
ASER	Wholly-owned subsidiary of Sixth Energy
Asia Dynamic	Controlled by the majority shareholder of Sixth Energy

Amounts due to related parties are disclosed in Note 8.

The following related party amounts have been recognized in the consolidated statements of loss and comprehensive loss:

For the three months ended March 31	2017	2016
Interest and accretion on loans payable		
Sixth Energy	\$ 281	\$ 273
ASER	25	7
Asia Dynamic	364	335
	\$ 670	\$ 615

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(All tabular amounts are in thousands of Canadian dollars except as otherwise indicated)

13. Currency risk

Currency risk is the risk that the fair value of future cash flows will fluctuate as a result of changes in foreign exchange rates. Foreign exchange rates to Canadian dollars for the noted dates and periods are as follows:

	Closing rate as at		Average rate	
	March 31 2017	December 31 2016	Three months ended 2017	March 31 2016
KZT	0.0042	0.0040	0.0041	0.0039
USD	1.3310	1.3427	1.3238	1.3724

The following tables provide information on the foreign currency denominated financial instruments held by the Company:

As at March 31, 2017	Balance denominated in		Total CAD equivalents
	KZT	USD	
Cash and cash equivalents	48,918	11	223
Trade receivables and other current assets	346,344	–	1,470
Trade and other payables	(7,252,175)	(47)	(30,840)
Loans payable	–	(20,207)	(26,895)

As at December 31, 2016	Balance denominated in		Total CAD equivalents
	KZT	USD	
Cash and cash equivalents	8,689	32	78
Trade receivables and other current assets	485,397	–	1,954
Trade and other payables	(7,275,456)	(77)	(29,391)
Loans payable	–	(19,602)	(26,320)

The following represents the estimated impact on net loss of a 25% change in the closing rate of the KZT and a 10% change in the closing rate of the USD as at March 31, 2017 on foreign denominated financial instruments held by the Company, with other variables such as interest rates and commodity prices held constant:

KZT	5,820
USD	2,694
	8,514

On August 20, 2015, the National Bank of Kazakhstan switched from a policy of bank-controlled foreign exchange rates to a policy of market-driven foreign exchange rates. As a result, the KZT devalued by more than a total of 40% as of March 31, 2017 (48% as of December 31, 2016). Aral's revenues and trade receivables and other current assets as well as the majority of Aral's expenses and accounts payable are denominated in KZT, all of which devalued accordingly.

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(Unaudited)

(All tabular amounts are in thousands of Canadian dollars except as otherwise indicated)

14. Segmented information

The Company's operations are conducted in one business sector, the oil and natural gas industry. Geographical areas are used to identify Company's reportable segments. A geographic segment is considered a reportable segment once its activities are regularly reviewed by the Company's management. The Company has two reportable segments which are as follows:

- Kazakhstan, which includes the oil and natural gas industry; and
- Other, which includes corporate assets and the operations in the Canadian and Netherlands entities. None of these individual segments meet the quantitative thresholds for determining reportable segments.

	March 31, 2017			December 31, 2016		
	Kazakhstan	Other	Total	Kazakhstan	Other	Total
Property and equipment	\$ 12,643	-	12,643	\$ 12,425	-	12,425
Exploration and evaluation assets	\$ 32,623	-	32,623	\$ 30,936	-	30,936
Other assets	\$ 6,371	45	6,416	\$ 5,983	41	6,024
Total liabilities	\$ 46,748	24,438	71,186	\$ 52,411	16,704	69,115
Capital expenditures	\$ 14	-	14	\$ 135	-	135

	Three months ended March 31, 2017			Three months ended March 31, 2016		
	Kazakhstan	Other	Total	Kazakhstan	Other	Total
Revenue	\$ 946	1	947	\$ 101	1	102
Operating costs	592	-	592	167	-	167
General and administrative	142	76	218	140	85	225
Depletion and depreciation	446	-	446	26	-	26
Interest and accretion expense	281	389	670	273	342	615
Other items	(858)	(64)	(922)	95	(608)	(513)
Tax expense	-	-	-	-	-	-
Segment net loss	\$ 343	(400)	(57)	\$ (600)	182	(418)