Condensed Interim Consolidated Financial Statements

March 31, 2015

3MV ENERGY

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 interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor. The accompanying unaudited interim financial statements of the Company have been prepared by and are the responsibility of the Company's management. The Company's independent auditor has not performed a review of these 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.

May 28, 2015

Consolidated Statements of Financial Position

As at:

Canadian Dollars *Unaudited*	Notes	March 31, 2015 $	December 31, 2014 $
ASSETS			
Current assets			
Cash and cash equivalents		**672,077**	1,620,608
Accounts receivable		**322,019**	637,013
Prepaid expenses and deposits		**412,082**	403,954
		1,406,178	2,661,575
Non-current assets			
Property and equipment	4	**6,964,706**	6,773,139
Exploration and evaluation assets	5	**2,695,495**	2,648,804
		9,660,201	9,421,943
Total Assets		**11,066,379**	12,083,518
LIABILITIES			
Current liabilities			
Accounts payable and accruals		**1,699,637**	2,165,113
Convertible debenture	7	**2,000,000**	1,984,500
		3,699,637	4,149,613
Non-current liabilities			
Related party loan	12	**1,883,372**	1,862,408
Operating loan	6	**5,522,650**	5,488,611
Decommissioning liabilities		**1,336,501**	1,285,248
		8,742,523	8,636,267
SHAREHOLDERS' DEFICIENCY			
Share capital	8	**30,037,482**	29,969,625
Equity component of convertible debenture	7	**72,961**	72,961
Contributed surplus		**2,817,829**	2,810,732
Warrants	8	**337,013**	337,013
Deficit		**(34,641,066)**	(33,892,693)
		(1,375,781)	(702,362)
Total Liabilities and Shareholders' Deficiency		**11,066,379**	12,083,518
Going Concern	2		
Subsequent Events	13		

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

Consolidated Statements of Comprehensive Loss

Canadian dollars *Unaudited*	Notes	Three months ended March 31 2015 $	Three months ended March 31 2014 $
Oil and natural gas revenues		**461,340**	589,112
Royalties		**41,683**	35,139
Total revenue, net of royalties		**419,657**	553,973
Production and operating		**235,632**	325,893
General and administrative		**196,553**	136,593
Share based compensation	9	**7,097**	26,888
Depletion and depreciation	4	**337,681**	236,684
Accretion of transaction costs	6	**34,039**	-
Exploration and evaluation	5	**45,930**	-
Extinguishment of debt		**-**	(235,000)
		856,932	491,058
Income (Loss) from operations		**(437,275)**	62,915
Finance costs		**(311,098)**	(142,875)
Loss before income tax		**(748,373)**	(79,960)
Income tax (expense) recovery-deferred		**-**	-
Total comprehensive loss		**(748,373)**	(79,960)
Loss per share			
Basic and diluted	10	**(0.01)**	(0.00)

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

Consolidated Statements of Changes in Shareholders' Equity

Canadian dollars Unaudited	Note	Number of shares outstanding #	Share capital $	Warrants $	Equity component of convertible debenture $	Contributed Surplus $	Deficit $	Total Shareholders' equity $
As at December 31, 2013		**51,217,402**	**28,916,413**	**532,846**	**109,069**	**2,096,651**	**(21,290,322)**	**10,364,657**
Share based payment		-	-	-	-	26,888	-	26,888
Equity component of related party loan		-	-	-	-	43,306	-	43,306
Total comprehensive loss for the period		-	-	-	-	-	(79,960)	(79,960)
As at March 31, 2014		**51,217,402**	**28,916,413**	**532,846**	**109,069**	**2,166,845**	**(21,370,282)**	**10,354,891**
As at December 31, 2014		**54,984,495**	**29,969,625**	**337,013**	**72,961**	**2,810,732**	**(33,892,693)**	**(702,362)**
Share based payment	9	-	-	-	-	7,097	-	7,097
Shares issued for interest on related party loan	8	248,421	39,747	-	-	-	-	39,747
Shares issued for interest on operating loan	8	175,685	28,110		-	-	-	28,109
Total comprehensive loss for the period		-	-	-	-	-	(748,373)	(748,373)
As at March 31, 2015		**55,408,601**	**30,037,482**	**337,013**	**72,961**	**2,817,829**	**(34,641,066)**	**(1,375,781)**

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

Consolidated Statements of Cash Flows

Canadian dollars Unaudited	Note	Three months ended March 31, 2015 $	March 31, 2014 $
Cash provided by (used for) the following activities			
Operating activities			
Loss for the period		**(748,373)**	(79,960)
Add (deduct):			
Depletion and depreciation	4	**337,681**	236,684
Accretion of decommissioning liabilities		**5,809**	14,878
Accretion of convertible debenture	7	**15,500**	21,016
Accretion of related party loan	12	**20,964**	759
Accretion of transaction costs	6	**34,039**	-
Share-based payments	9	**7,097**	26,888
Exploration and evaluation	5	**45,930**	-
Extinguishment of debt		**-**	(235,000)
Change in non-cash working capital	11	**(436,549)**	(122,791)
Cash used in operating activities		**(717,902)**	(137,526)
Investing activities			
Purchase of property and equipment	4	**(483,803)**	(192,000)
Purchase of exploration and evaluation	5	**(92,621)**	(31,959)
Change in non-cash working capital	11	**345,795**	(176,360)
Cash used in investing activities		**(230,629)**	(400,319)
Financing activities			
Proceeds from operating loans		**-**	121,914
Proceeds from related party loan		**-**	426,629
Cash from financing activities		**-**	548,543
Increase (decrease) in cash and cash equivalents		**(948,531)**	10,698
Cash and cash equivalents, beginning of period		**1,620,608**	80,381
Cash and cash equivalents, end of period		**672,077**	91,079

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

Notes to the Condensed Interim Consolidated Financial Statements
(unaudited)
For the three month periods ended March 31, 2015 and March 31, 2014

1. Reporting entity

3MV Energy is a crude oil and natural gas exploration and production Corporation based in Calgary, Alberta, Canada. The Corporation's operations are focused in Western Canada, primarily in southwest Saskatchewan. The Corporation is listed on the TSX-V under the symbol "TMV".

The address of its registered office is suite 1150, 444 5th Avenue S.W., Calgary, Alberta.

2. Basis of preparation

Statement of compliance

These condensed interim consolidated financial statements for the three months ended March 31, 2015 are unaudited and have been prepared in accordance with International Accounting Standard ("IAS") 34 – "Interim Financial Reporting" and do not include all of the information required for full annual financial statements.

The condensed interim consolidated financial statements should be read in conjunction with the Corporation's annual audited financial statements for the year ended December 31, 2014.

The condensed interim consolidated financial statements were approved and authorized for issue by the Board of Directors on May 28, 2015.

Going concern

For the three months ended March 31, 2015, the Corporation reported a net loss of $748 thousand; cash used in operations of $718 thousand, shareholder deficiency of $1.4 million thousand and has a working capital deficiency of $2.3 million. In addition, the Corporation was in violation of certain specific loan covenants as at March 31, 2015 and forecasts to be in violations of the same covenants for the remainder of 2015. The Corporation obtained a waiver from its lender for these violations for the March 31, 2015 period. The Corporation continues its efforts to raise equity and diminish accounts payable through operational cash flow and farm out arrangements. While these actions should be able to improve the current financial position, the Corporation recognizes that its operations are now focused principally in the Fiske area and the results of exploratory drilling are still to be determined. In addition, the Corporation is subject to oil price volatility risk as was experienced at the end of 2014 and into 2015 with the rapid decline of global oil prices. These conditions create a material uncertainty that may cast significant doubt about the Corporation's ability to continue as a going concern. Additional equity, debt arrangements and/or operating developments are needed to meet the Corporation's business objectives. There are no guarantees that such additional capital funding will be available when needed.

2. Basis of preparation (continued)

The ability of the Corporation to continue as a going concern and to realize the carrying value of its assets and discharge its liabilities when due is dependent on the successful completion of the actions taken or planned, some of which are described above, which management believes will mitigate the adverse conditions and events which raise doubt about the validity of the going concern assumption used in preparing these financial statements. There is no certainty that these and other strategies will be sufficient to permit the Corporation to continue as a going concern.

These consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and settlement of liabilities and commitments in the normal course of business and does not reflect adjustments that would otherwise be necessary if the going concern assumption was not valid. Management believes that the going concern assumption is appropriate for these financial statements. If this assumption were not appropriate, adjustments to the carrying amounts of assets and liabilities, and expenses and the statement of financial position classifications used may be necessary.

3. Summary of significant accounting policies and disclosures

Accounting policies and disclosures

The unaudited interim consolidated financial statements follow the same accounting policies as the most recent annual audited consolidated financial statements except as discussed below. The interim consolidated financial statements note disclosures do not include all of those required by IFRS applicable for annual consolidated financial statements. Accordingly, these interim consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements for the period ended December 31, 2014.

Accounting standards issued but not yet effective

IFRS 15 Revenue from Contracts with Customers, provides clarification for recognizing revenue from contracts with customers and establishes a single revenue recognition and measurement framework that applies to contracts with customers. The new standard is effective for annual periods beginning on or after January 1, 2017, with early adoption permitted. Management is currently assessing the potential impact of the adoption of IFRS 15 on the Corporation's financial statements.

IFRS 9 Financial Instruments, is intended to replace IAS 39 Financial Instruments: Recognition and Measurement and uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. For financial liabilities designated at fair value through profit or loss, a company can recognize the portion of the change in fair value related to the change in the company's own credit risk through other comprehensive income rather than profit or loss. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39, and incorporates new hedge accounting requirements. The new standard is effective for annual periods beginning on or after January 1, 2018, with early adoption permitted. Management is currently assessing the potential impact of the adoption of IFRS 9 on the Corporation's financial statements.

Notes to the Condensed Interim Consolidated Financial Statements

(unaudited)

For the three month periods ended March 31, 2015 and March 31, 2014

4. Property and Equipment

	Petroleum and natural gas assets $	Corporate assets $	Total $
Cost:			
Balance at December 31, 2013	34,017,732	211,444	34,229,176
Additions	8,445,224	-	8,445,224
Dispositions	(25,445,021)	-	(25,445,021)
Decommissioning liabilities disposed	(1,393,014)	-	(1,393,014)
Change in estimate of decommissioning liabilities	401,388	-	401,388
Decommissioning liabilities incurred	289,093	-	289,093
Transfers from E&E to PPE	81,741	-	81,741
Balance at December 31, 2014	16,397,143	211,444	16,608,587
Additions	483,803	-	483,803
Change in decommissioning provisions	45,445	-	45,445
Balance at March 31, 2015	16,926,391	211,444	17,137,835
Accumulated depletion and depreciation and impairment loss:			
Balance at December 31, 2013	(17,202,934)	(125,847)	(17,328,781)
Depletion and depreciation for the period	(1,331,392)	(45,964)	(1,377,356)
Dispositions	18,273,838	-	18,273,838
Impairment of PPE	(9,403,149)	-	(9,403,149)
Balance at December 31, 2014	(9,663,637)	(171,811)	(9,835,448)
Depletion and depreciation for the period	(331,145)	(6,536)	(337,681)
Balance at March 31, 2015	(9,994,782)	(178,347)	(10,173,129)
Net book value:			
December 31, 2013	16,814,798	85,597	16,900,395
December 31, 2014	6,733,506	39,633	6,773,139
March 31, 2015	**6,931,609**	**33,097**	**6,964,706**

Future development costs on proved plus probable reserves totaling approximately $3,538,000 (December 31, 2014 - $3,859,000) are included in the depletion calculation.

Notes to the Condensed Interim Consolidated Financial Statements

(unaudited)

For the three month periods ended March 31, 2015 and March 31, 2014

5. Exploration and evaluation ("E&E") assets

	$
Balance at December 31, 2013	2,696,671
Additions	1,664,523
Disposal through joint venture agreement	(1,607,685)
Land expiries and write-offs	(22,965)
Transfers to property and equipment	(81,741)
Balance at December 31, 2014	2,648,804
Additions	92,621
Land expiries and write-offs	(45,930)
Balance at March 31, 2015	**2,695,495**

E&E assets consist of the Corporation's capitalized seismic and land acquisition costs which are pending the determination of commercial viability. The Corporation assesses the recoverability of these assets both before and at the time of transfer to property and equipment within the Corporation's CGUs.

Notes to the Condensed Interim Consolidated Financial Statements

(unaudited)

For the three month periods ended March 31, 2015 and March 31, 2014

6. Operating loans

	$
Balance at December 31, 2014	5,488,611
Accretion of Transaction costs	34,039
Balance at March 31, 2015	5,522,650

On October 8, 2014 the Corporation announced that it had entered into a secured loan facility whereby it may borrow up to $10,000,000 to be made available in two advances at the Corporation's direction. The loan facility bears interest at an annual interest rate of 13% for a term of 3 years expiring on February 28, 2018. On November 5, 2014 the Corporation drew down $6 million on the loan facility. Under the terms of the facility the Corporation may pay up to 3% of the interest by way of quarterly share issuance for the initial six months of the term. Interest is to be paid monthly. Concurrent with the drawdown on the facility, the Corporation issued warrants entitling the Lender to purchase 12,000,000 common shares of the Corporation at an exercise price equal to $0.25 per share. The Corporation shall issue additional warrants to the lender upon the advancement of the second Tranche at an exercise price equal to the greater of $0.35 per share or the discounted market price at time of issuance.

In exchange for providing the Facility, the Corporation shall provide general security in favor of the Lender over all the real property of the Corporation. The Corporation is subject to an adjusted working capital ratio covenant (to exceed 1.2:1). At March 31, 2015 the Corporation's adjusted working capital ratio was 0.83:1 which is in violation of the allowable amount. The Corporation is also subject to an asset coverage ratio (total present value of assets to be a minimum of 1.50 times total). As at March 31, 2015 the Corporation's asset coverage ratio was 0.53:1; which is in violation of the allowable amount. Finally, the Corporation is subject to an interest coverage ratio. For the quarter ending March 31, 2015 the trailing 90 days interest coverage ratio shall be greater than 3.0:1. At March 31, 2015 the Corporation's interest coverage ratio was (0.06):1; which is in violation of the covenant. Prior to the end of the quarter, the Corporation notified the lender of the expected covenant violations and obtained a waiver.

As the warrants that were issued to the lender are separable from the loan, they are treated as a transaction cost and are presented separately from the liability amount. The initial carrying amount of the financial liability is determined by discounting the stream of future payments of interest and principal.

Using the residual method, the transactions costs are the difference between the principal amount and the carrying value of the financial liability. The transaction costs, net of the deferred taxes and issue costs are accreted using the effective interest rate method over the three year term of the facility, such that the carrying amount of the financial liability will equal the $6 million principal balance at maturity.

7. Convertible debentures

On February 21, 2013 the Corporation issued a $2,000,000 non-brokered private placement financing of convertible debentures to a director and major shareholder of the Corporation. The convertible loan offering consists of a convertible secured, interest-bearing debenture loan of $2,000,000. The original term of the debenture was two years and incurs annual interest of 12%, payable monthly, with the Corporation having the privilege to re-pay all or any part of the principal amount without penalty upon giving thirty days' notice of repayment. The loan is convertible at any time until maturity into common shares of the Corporation at a conversion price of $0.27 per share. During the first quarter of 2015, the debentures were extended to February 21, 2016. As at March 31, 2015, the Corporation had accrued unpaid interest relating to the Convertible debenture in the amount of $240,000 (December 31, 2014 - $180,822).

The convertible debentures were determined to be compound instruments. As the debentures are convertible into common shares of the Corporation, the liability and equity components are presented separately. The initial carrying amount of the financial liability is determined by discounting the stream of future payments of interest and principal. The convertible debentures are not subject to any financial covenants.

Using the residual method, the carrying amount of the conversion feature is the difference between the principal amount and the carrying value of the financial liability. The debentures, net of the equity component and issue costs are accreted using the effective interest rate method over the two year term of debentures, such that the carrying amount of the financial liability will equal the $2 million principal balance at maturity respectively.

	Proceeds $	Debt Component $	Equity Component $
Balance at December 31, 2013	2,965,984	2,886,079	109,069
Accretion	-	98,421	-
Conversion of debentures to common shares	-	(1,000,000)	(36,108)
Balance at December 31, 2014	2,965,984	1,984,500	72,961
Accretion	-	15,500	-
Balance at March 31, 2015	**2,965,984**	**2,000,000**	**72,961**

8. Share capital

(a) Authorized

Common shares

Class A, unlimited, voting, no par value, subject to priority rights of any other class of shares.

(b) Issued

	Number of Shares	$
Balance at December 31, 2013	51,217,402	28,916,413
Shares issued for interest (i)	318,817	53,212
Conversion of 2012 debentures (ii)	3,448,276	1,000,000
Balance at December 31, 2014	54,984,495	29,969,625
Shares issued for interest (iii)	424,106	67,857
Balance at March 31, 2015	**55,408,601**	**30,037,482**

(i) During the year ended December 31, 2014, the Corporation settled accrued interest in the amount of $53,212 from the related party loan through the issuance of 318,817 common shares.

(ii) On November 14, 2014 the holder of the $1,000,000 debentures issued in 2012, converted the debentures to common shares of the Corporation. The debentures were converted at a conversion price of $0.29 per share, in accordance with the terms of the initial issuance. The debenture holder is a Director and the majority shareholder of the Corporation.

(iii) During the quarter ended March 31, 2015, the Corporation settled accrued interest in the amount of $67,857 (December 31, 2014 - $53,312) from related party loan and secured loan facility through the issuance of 424,106 common shares (December 31, 2014 - 318,817 common shares).

(c) Warrants

	# of Warrants	$
As at December 31, 2013	36,660,659	532,846
Expiries (c)	(36,660,659)	(532,846)
Warrants issued with credit loan facility (d)	12,000,000	337,013
Balance at December 31, 2014 and March 31, 2015	12,000,000	337,013

On November 5, 2014, the Corporation entered into and drew down $6 million on a new loan facility. Concurrent with the drawdown, the Corporation issued warrants entitling the Lender to purchase 12,000,000 common shares at an exercise price equal to $0.25 per share. As a result of the issuance of the warrants, the loan was determined to be compound instrument. As the warrants that were issued to the lender are separable from the loan, they are treated as a transaction cost and are presented separately from the liability amount. The initial carrying amount of the financial liability is determined by discounting the stream of future payments of interest and principal.

Using the residual method, the carrying amount of the warrants is the difference between the principal amount and the carrying value of the financial liability. The warrants were determined to have a value of $461,045 before issue costs of $5,622 and a deferred tax recovery of $118,410.

Notes to the Condensed Interim Consolidated Financial Statements

(unaudited)

For the three month periods ended March 31, 2015 and March 31, 2014

9. Share-based payments

The Corporation has an employee stock option plan under which employees and directors are eligible to purchase common shares of the Corporation. The Corporation accounts for its stock based compensation plan using the fair value method. Under this method compensation is expensed over the vesting period for the stock options, with a corresponding increase to contributed surplus.

The number of options outstanding as at March 31, 2015 totaled 5,120,262 (December 31, 2014 – 5,120,262). Share based compensation cost of $7,097 (March 31, 2014 – $26,888) was expensed during the year period ended March 31, 2015.

Options Outstanding:

Stock Options	Weighted average exercise price $	Stock Options
Balance December 31, 2013	0.28	6,170,262
Granted	0.15	1,050,000
Forfeited	0.25	(600,000)
Reversed	0.15	(1,500,000)
Balance December 31, 2014 and March 31, 2015	**0.30**	**5,120,262**

The following summarizes information about stock options outstanding and exercisable as at March 31, 2015:

Exercise Prices	Number outstanding at March 31, 2015	Weighted average contractual life (years)	Weighted average exercise price/stock option $	Number exercisable at March 31, 2015	Weighted average exercise price/stock option $
$1.85-$1.90	245,262	1.77	1.87	245,262	1.87
$0.15-$0.25	4,875,000	3.28	0.22	4,665,411	0.22
Total	**5,120,262**	**3.21**	**0.30**	**4,910,673**	**0.30**

Notes to the Condensed Interim Consolidated Financial Statements
(unaudited)

For the three month periods ended March 31, 2015 and March 31, 2014

10. Earnings per share

Basic and diluted income (loss) per share

	Loss for the period $	Weighted average number of shares	Per share amount $
Three months ended March 31, 2015 Basic and diluted	(748,373)	55,352,054	(0.01)
Three months ended March 31, 2014 Basic and diluted	(79,960)	51,217,402	(0.00)

The effect of warrants and stock options outstanding on loss per share for the period ended March 31, 2015 is anti-dilutive.

11. Supplemental cash flow information

Changes in non-cash working capital from operating activities is comprised of:

Three months ended	March 31, 2015 $	March 31, 2014 $
Source (use) of cash:		
Accounts receivables	314,994	(68,157)
Prepaid expenses and deposits	(8,128)	(34,054)
Accounts payables	(743,415)	199,595
Long term liability	-	(220,175)
Change in non-cash working capital	(436,549)	(122,791)

Changes in non-cash working capital from investing activities is comprised of:

Three months ended	March 31, 2015 $	March 31, 2014 $
Source (use) of cash:		
Accounts payables	345,795	(176,360)
Change in non-cash working capital	345,795	(176,360)

Notes to the Condensed Interim Consolidated Financial Statements
(unaudited)

For the three month periods ended March 31, 2015 and March 31, 2014

12. Related party transactions

The consolidated financial statements include the financial statements of 3MV Energy Corp. and its subsidiaries listed in the following table:

Name	Country of incorporation	% ownership interest	
		March 31, 2015	December 31, 2014
3MV Energy Operations Inc.	Canada	100%	100%
1696704 Alberta Ltd.	Canada	100%	100%
3 Martini Ventures Inc.	Canada	Amalgamated	100%
Buckhorn Resource Ltd.	Canada	Amalgamated	100%

Balances and transactions between 3MV Energy Corp. and its subsidiaries have been eliminated on consolidation and are not disclosed in this note.

During the period, the Corporation amalgamated Buckhorn Resources Ltd. and 3 Martini Ventures Inc., two wholly owned subsidiaries, into 3MV Operations Inc.

During the year ended 2014, the Corporation obtained a secured loan facility in the amount of $2.0 million from a director and major shareholder of the Corporation. The loan has an annual interest rate of 8%, and matures on June 1, 2016. As of March 31, 2015 $1.98 million has been drawn on the facility. Included in the loan is a provision whereby accrued interest will be settled quarterly through the issuance of common shares in the Corporation at the average market price of the last five trading days at time of disbursement. Interest in the amount of $23,847 has been accrued as at March 31, 2015.

The fair value of the loan has been determined to be an amount less the face value due at maturity as the loan's interest rate is less than that the Corporation would reasonably be able to obtain from an arm's length third party. The difference between the fair value and the face value of the loan is classified as a shareholder contribution. The loan, net of the share contribution amount is accreted using the effective interest rate method over the two year term, such that the carrying amount of the financial liability will equal the full amount loaned at maturity.

	Proceeds $	Debt Component $	Share Contribution $
Balance at December 31, 2014	1,987,372	1,862,408	132,611
Accretion	-	20,964	-
Balance at March 31, 2015	**1,987,372**	**1,883,372**	**132,611**

13. Subsequent Events

On April 2, 2015, the Corporation settled accrued interest in the amount of $84,131 from the related party loan and secured loan facility through the issuance of 841,310 common shares.

14. Contingent Liability

The Corporation is potentially subject to a charge from a third party arising from capital work performed relating to a disputed working interest. Management currently considers the Corporation's exposure to such liability not to be probable or measureable at this time.