Condensed Interim Consolidated Financial Statements

September 30, 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 Corporation have been prepared by and are the responsibility of the Corporation's management. The Corporation'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.

November 27, 2015

Consolidated Statements of Financial Position

As at:

Canadian Dollars *Unaudited*	Notes	September 30, 2015 $	December 31, 2014 $
ASSETS			
Current assets			
Cash and cash equivalents		**28,754**	1,620,608
Accounts receivable		**708,932**	637,013
Prepaid expenses and deposits		**207,602**	403,954
		945,288	2,661,575
Non-current assets			
Property and equipment	4	**5,861,678**	6,773,139
Exploration and evaluation assets	5	**2,860,570**	2,648,804
		8,722,248	9,421,943
Total Assets		**9,667,536**	12,083,518
LIABILITIES			
Current liabilities			
Accounts payable and accruals		**1,875,516**	2,165,113
Related party loan	12	**1,980,620**	-
Convertible debenture	7	**2,000,000**	1,984,500
Operating loan	6	**5,588,430**	-
		11,444,566	4,149,613
Non-current liabilities			
Related party loan	12	-	1,862,408
Operating loan	6	-	5,488,611
Decommissioning liabilities		**1,347,749**	1,285,248
		1,347,749	8,636,267
SHAREHOLDERS' DEFICIENCY			
Share capital	8	**30,206,237**	29,969,625
Equity component of convertible debenture	7	**72,961**	72,961
Contributed surplus		**2,828,093**	2,810,732
Warrants	8	**337,013**	337,013
Deficit		**(36,569,083)**	(33,892,693)
		(3,124,779)	(702,362)
Total Liabilities and Shareholders' Deficiency		**9,667,536**	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 September 30, 2015 $	Three months ended September 30, 2014 $	Nine months ended September 30, 2015 $	Nine months ended September 30, 2014 $
Oil and natural gas revenues		**304,307**	668,811	**1,395,303**	1,892,869
Royalties		**(16,332)**	(25,065)	**(98,354)**	(94,341)
Total revenue, net of royalties		**287,975**	643,746	**1,296,949**	1,798,528
Production and operating		**190,906**	285,202	**712,280**	875,628
General and administrative		**175,401**	173,538	**621,724**	584,278
Share based compensation	9	**3,459**	116,791	**14,759**	4,024
Depletion and depreciation	4	**215,826**	232,399	**905,701**	698,998
Impairment	4	**616,475**	-	**616,475**	4,305,462
Loss on disposal of property and equipment		**-**	45,830	**-**	45,830
Accretion of transaction costs	6	**32,486**	-	**99,819**	-
Exploration and evaluation	5	**-**	-	**45,930**	-
Extinguishment of debt		**-**	(69,959)	**-**	(402,809)
		1,234,553	783,801	**3,016,688**	(6,111,411)
Loss from operations		**(946,578)**	(140,055)	**(1,719,739)**	(4,312,883)
Finance costs		**(323,866)**	(223,026)	**(956,651)**	(524,733)
Loss before income tax		**(1,270,444)**	(363,081)	**(2,676,390)**	(4,837,616)
Income tax (expense) recovery- deferred		**-**	11,743	**-**	46,593
Total comprehensive loss		**(1,270,444)**	(351,338)	**(2,676,390)**	(4,791,023)
Loss per share					
Basic and diluted	10	**(0.02)**	(0.01)	**(0.05)**	(0.09)

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

Consolidated Statements of Changes in Shareholders' Equity

Canadian dollars Unaudited	Notes	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 payments		-	-	-	-	4,024	-	4,024
Equity component of related party loan		-	-	-	-	132,611	-	132,611
Expiry of warrants		-	-	(529,047)	-	529,047	-	-
Shares issued for interest on related party loan		264,920	39,738					39,738
Total comprehensive loss for the period		-	-	-	-	-	(4,791,023)	(4,791,023)
As at September 30, 2014		**51,482,322**	**28,956,151**	**3,799**	**109,069**	**2,762,333**	**(25,081,345)**	**5,750,007**
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 payments	9	-	-	-	-	14,759	-	14,759
Equity component of related party loan		-	-	-	-	2,602	-	2,602
Shares issued for interest on related party loan	8	1,440,844	119,242	-	-	-	-	119,242
Shares issued for interest on operating loan	8	1,517,055	117,370	-	-	-	-	117,370
Total comprehensive loss for the period		-	-	-	-	-	(2,676,390)	(2,676,390)
As at September 30, 2015		**57,249,394**	**30,206,237**	**337,013**	**72,961**	**2,828,093**	**(36,569,083)**	**(3,124,779)**

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

Consolidated Statements of Cash Flows

Canadian dollars		Nine months ended	
		September 30, 2015	September 30, 2014
Unaudited	Notes	$	$
Cash provided by (used for) the following activities			
Operating activities			
Loss for the period		**(2,676,390)**	(4,791,023)
Add (deduct):			
Depletion and depreciation	4	**905,701**	698,998
Accretion of decommissioning liabilities		**15,425**	29,705
Accretion of convertible debenture	7	**15,500**	62,457
Accretion of related party loan	12	**63,897**	34,790
Accretion of transaction costs	6	**99,819**	-
Share-based payments	9	**14,759**	4,024
Extinguishment of debt		**-**	(402,809)
Impairment	4	**616,475**	4,305,462
Exploration and evaluation	5	**45,930**	-
Deferred tax recovery		**-**	(46,593)
Loss on disposal of property and equipment		**-**	45,830
Change in non-cash working capital	11	**322,091**	129,127
Cash used in operating activities		**(576,793)**	69,968
Investing activities			
Purchase of property and equipment	4	**(563,636)**	(565,052)
Proceeds from disposal of property and equipment		**-**	4,164,401
Purchase of exploration and evaluation	5	**(257,696)**	(518,698)
Change in non-cash working capital	11	**(250,646)**	(2,483,932)
Cash used in investing activities		**(1,071,978)**	596,719
Financing activities			
Proceeds from operating loans		**-**	121,914
Proceeds from related party loan	12	**56,917**	1,987,372
Cash from financing activities		**56,917**	2,109,286
Increase (decrease) in cash and cash equivalents		**(1,591,854)**	2,775,973
Cash and cash equivalents, beginning of period		**1,620,608**	80,381
Cash and cash equivalents, end of period		**28,754**	2,856,354

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

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 nine months ended September 30, 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 November 25, 2015.

Going concern

For the nine months ended September 30, 2015, the Corporation reported a net loss of $2.7 million; cash used in operations of $577 thousand, shareholder deficiency of $3.1 million and has a working capital deficiency of $10.5 million. In addition, the Corporation was in violation of certain specific loan covenants as at September 30, 2015 and forecasts to be in violations of the same covenants for the remainder of 2015. Prior to the end of the quarter, the Corporation notified the lender of the expected covenant violations. A waiver was not issued before the end of the period resulting in the loan being classified as a current liability. The lender has not demanded repayment of the non-revolving term credit facility as a result of the Corporation not being in compliance with the covenants. The Corporation is in discussions with the lender with respect to obtaining a waiver of the financial covenants and/or restructuring of the loan.

The Corporation continues its efforts to raise capital and diminish accounts payable through operational cash flow generated through the drill bit. 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 Corporation'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, 2018, 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.

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	563,636	-	563,636
Change in decommissioning provisions	47,078	-	47,078
Balance at September 30, 2015	17,007,857	211,444	17,219,301
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	(886,093)	(19,607)	(905,700)
Impairment of PPE	(616,475)	-	(616,475)
Balance at September 30, 2015	(11,166,205)	(191,418)	(11,357,623)
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
September 30, 2015	**5,841,651**	**20,026**	**5,861,678**

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.

Due to decreases in commodity price forecasts from December 31, 2014, management determined that there were indicators of impairment as at September 30, 2015 thus impairment tests were required on both the Corporation's CGUs. As a result, the Corporation recorded a $616 thousand impairment charge primarily related to its Fiske CGU. The recoverable amounts used in the impairment tests, based on fair value less cost to sell, related to these CGUs were calculated using a pre-tax discount rate dependent on reserve classification to discount future cash flows ranging from 8 - 15% based on the nature of the reserves.

4. Property and Equipment (continued)

The Corporation determined that the aggregate carrying value of the Fiske CGU was $598 thousand higher than the recoverable amount and that the Dodsland-Other CGU was $19 thousand higher than the recoverable amount and therefore impairments were recorded.

The impairment test was performed at September 30, 2015 on the Company's two CGU's using the following forward commodity price estimates:

September 30, 2015		
Year	Edmonton Par Price 40° API ($Cdn/bbl)	Natural Gas1 AECO Gas Prices ($Cdn/MMBtu)
2015	58.40	2.73
2016	64.87	3.10
2017	75.76	3.32
2018	83.82	3.91
2019	89.41	4.49
2020	91.71	4.79
2021	93.08	4.87
2022	94.48	4.96
2023	95.90	5.04
2024	97.34	5.13

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	257,696
Land expiries and write-offs	(45,930)
Balance at September 30, 2015	**2,860,570**

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.

6. Operating loans

	$
Balance at December 31, 2014	5,488,611
Accretion of Transaction costs	99,819
Balance at September 30, 2015	5,588,430

On October 8, 2014 the Corporation announced that it had entered into a secured loan facility whereby it may borrow up to $10 million 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 according to TSX Venture standards.

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 September 30, 2015 the Corporation's adjusted working capital ratio was 0.50:1 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 September 30, 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 September 30, 2015 the trailing 90 days interest coverage ratio shall be greater than 3.0:1. At September 30, 2015 the Corporation's interest coverage ratio was (0.4):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. A waiver was not issued before the end of the period resulting in the loan being classified as a current liability. The lender has not demanded repayment of the non-revolving term credit facility as a result of the Corporation not being in compliance with the covenants. The Corporation is in discussions with the lender with respect to obtaining a waiver of the financial covenants and/or restructuring of the loan.

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 September 30, 2015, the Corporation had accrued unpaid interest relating to the Convertible debenture in the amount of $320,219 (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 September 30, 2015	**2,965,984**	**2,000,000**	**72,961**

Notes to the Condensed Interim Consolidated Financial Statements

(unaudited)

For the three and nine month periods ended September 30, 2015 and September 30, 2014

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)	2,957,899	236,612
Balance at September 30, 2015	**57,942,394**	**30,206,237**

(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 nine months ended September 30, 2015, the Corporation settled accrued interest in the amount of $236,612 (December 31, 2014 - $53,312) from related party loan and secured loan facility through the issuance of 2,957,899 common shares (December 31, 2014 - 318,817 common shares). The July 20, 2015 issuance of 1,692,483 common shares is still subject to TSX approval.

(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 September 30, 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.

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 September 30, 2015 totaled 5,120,262 (December 31, 2014 – 5,120,262). Share based compensation cost of $14,759 (September 30, 2014 – 4,024) was expensed during the period ended September 30, 2015.

The following summarizes the 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 September 30, 2015	0.30	5,120,262

The following summarizes information about stock options outstanding and exercisable as at September 30, 2015:

Exercise Prices	Number outstanding at September 30, 2015	Weighted average contractual life (years)	Weighted average exercise price/stock option $	Number exercisable at September 30, 2015	Weighted average exercise price/stock option $
$1.85-$1.90	245,262	1.27	1.87	245,262	1.87
$0.15-$0.25	4,875,000	2.78	0.22	4,740,616	0.22
Total	**5,120,262**	**2.71**	**0.30**	**4,985,878**	**0.30**

Notes to the Condensed Interim Consolidated Financial Statements

(unaudited)

For the three and nine month periods ended September 30, 2015 and September 30, 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 September 30, 2015 Basic and diluted	(1,270,444)	57,574,463	(0.02)
Nine months ended September 30, 2015 Basic and diluted	(2,676,390)	56,394,120	(0.05)
Three months ended September 30, 2014 Basic and diluted	(351,338)	51,418,275	(0.01)
Nine months ended September 30, 2014 Basic and diluted	(4,791,023)	51,284,606	(0.09)

The effect of warrants and stock options outstanding on loss per share for the period ended September 30, 2015 is anti-dilutive.

11. Supplemental cash flow information

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

Three months ended	September 30, 2015 $	September 30, 2014 $
Source (use) of cash:		
Trade and other receivables	(71,919)	(211,621)
Prepaid expenses and deposits	196,352	(126,585)
Trade and other payables	197,658	687,508
Long term liability	-	(220,175)
Change in non-cash working capital	322,091	129,127

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

Three months ended	September 30, 2015 $	September 30, 2014 $
Source (use) of cash:		
Trade and other payables	(250,646)	(2,483,932)
Change in non-cash working capital	(250,646)	(2,483,932)

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 September 30, 2015	% ownership interest December 31, 2014
3MV 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.

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. During the third quarter of 2015 the limit of the loan was increased to $2,044,289. The loan has an annual interest rate of 8%, and matures on June 1, 2016. As of September 30, 2015 $2.0 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 $50 thousand has been accrued as at September 30, 2015. Other accounts payable owing to the director and major shareholder as at September 30, 2015 amount to $384 thousand excluding accrued interest on the related party loan and convertible debentures.

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
Loan	56,917	54,315	2,602
Accretion	-	63,897	-
Balance at September 30, 2015	**2,044,289**	**1,980,620**	**135,213**

Notes to the Condensed Interim Consolidated Financial Statements

(unaudited)

For the three and nine month periods ended September 30, 2015 and September 30, 2014

13. Subsequent Events

On October 9, 2015, the Corporation settled accrued interest in the amount of $40,702 from the related party loan facility through the issuance of 814,032 common shares. The transaction is still pending TSX approval.

Subsequent to the end of the period, the Corporation settled an outstanding amount with its joint venture partner whereby the Corporation received a 50% working interest in a well previously drilled. The Corporation anticipates an impairment of that asset of approximately $91 thousand.