Primeline Energy Holdings Inc.

Consolidated Financial Statements

March 31, 2016

August 1, 2016

Independent Auditor's Report

To the Shareholders of Primeline Energy Holdings Inc.

We have audited the accompanying consolidated financial statements of Primeline Energy Holdings. Inc., which comprise the consolidated statements of financial position as at March 31, 2016 and March 31, 2015 and the consolidated statements of loss and comprehensive loss, changes in equity and cash flows for the years then ended, and the related notes, which comprise a summary of significant accounting policies and other explanatory information.

Management's responsibility for the consolidated financial statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Primeline Energy Holdings Inc. as at March 2016 and March 31, 2015 and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Emphasis of matter

Without qualifying our opinion, we draw attention to Note 1 in the consolidated financial statements which describes matters and conditions that indicate the existence of a material uncertainty that may cast significant doubt about Primeline Energy Holdings Inc.'s ability to continue as a going concern.

(Signed) "PricewaterhouseCoopers LLP"

Chartered Professional Accountants

Primeline Energy Holdings Inc.
Consolidated Statements of Financial Position
As at March 31, 2016 and 2015
(In RMB)

	Notes	March 31, 2016 RMB'000	March 31, 2015 RMB'000 (Restated – Note 3)	March 31, 2016 CAD$'000 (Note 4.5)
Non-current assets				
Exploration and evaluation assets	7	459,222	306,267	91,936
Property, plant and equipment	8	1,822,201	1,981,224	364,805
Restricted cash	9	28,425	5,660	5,691
Restricted bank deposits	4.18	150,000	150,000	30,030
		2,459,848	2,443,151	492,462
Current assets				
Cash and cash equivalents		150,570	68,951	30,144
Trade receivables	19	11,717	34,186	2,345
Prepaid expenses and other receivables		10,517	6,796	2,106
Inventories		13,342	9,653	2,671
		186,146	119,586	37,266
Total assets		2,645,994	2,562,737	529,728
Equity attributable to shareholders				
Share capital	11	1,270	1,030	254
Share premium and reserves		846,516	773,493	169,474
Accumulated deficit		(408,075)	(149,018)	(81,697)
Total equity		439,711	625,505	88,031
Non-current liabilities				
Long term bank loan	12	-	1,502,578	-
Accounts payable	20	17,647	26,480	3,533
Convertible bonds	14	102,487	-	20,518
Decommissioning liabilities	9	152,801	147,777	30,591
		272,935	1,676,835	54,642
Current liabilities				
Bank loans	12	1,743,940	130,389	349,137
Shareholder's loan	15(d)	-	59,335	-
Derivative warrant liabilities	10	-	706	-
Accounts payable and accrued liabilities		189,408	69,967	37,918
		1,933,348	260,397	387,055
Total liabilities		2,206,283	1,937,232	441,697
Total shareholders' equity and liabilities		2,645,994	2,562,737	529,728

Nature of Operations and Going Concern (Note 1)
Commitments (Note 16)
Subsequent Events (Note 21)

Approved by the Board of Directors

"*Ming Wang*"
Director

"*Brian Chan*"
Director

The accompanying notes form an integral part of these consolidated financial statements.

Primeline Energy Holdings Inc.
Consolidated Statements of Loss and Comprehensive Loss
For the years ended March 31, 2016 and 2015
(In RMB)

	Notes	**Year Ended March 31**		
		2016	**2015**	**2016**
		RMB'000	**RMB'000** **(Restated – Note 3)**	**CAD$'000** **(Note 4.5)**
Revenue				
Oil and gas	18	178,554	159,027	35,746
Interest and other income	13	9,904	9,342	1,983
Exchange gain (loss), net		(72,145)	(17,686)	(14,443)
Expenses				
Production Costs		92,577	30,639	18,534
General and administrative		13,920	8,733	2,787
Depletion and depreciation		171,265	98,641	34,287
Bank interest expenses		90,723	28,449	18,163
Amortization of transaction costs for issuance of convertible bonds		1,861	-	373
Accretion	9	5,024	1,230	1,006
		375,370	167,692	75,150
Loss and comprehensive loss		(259,057)	(17,009)	(51,864)
		RMB	RMB	CAD
Basic and diluted loss per share		(1.475)	(0.151)	(0.295)
Weighted average number of common shares outstanding	3.2	175,676,642	112,765,539	175,676,642

The accompanying notes form an integral part of these consolidated financial statements.

Primeline Energy Holdings Inc.
Consolidated Statements of Changes in Equity
(In RMB)

	Attributable to equity owners of the company						
	Share Capital	Share Premium	Contributed Surplus Reserve	Share Option Reserve	Shares Purchase Warrants Reserve	Deficit	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Balance – April 1, 2014 (Restated – Note 3)	1,028	484,240	202,176	67,167	1,213	(132,009)	623,815
Warrants exercised	2	727	-	-	(263)	-	466
Discount on shareholder loan			5,465	-		-	5,465
Share based payments	-	-	-	2,512	-	-	2,512
Shareholder contribution	-	-	10,256	-	-	-	10,256
Loss and comprehensive loss for the year	-	-	-	-	-	(17,009)	(17,009)
Balance – March 31, 2015 (Restated – Note 3)	1,030	484,967	217,897	69,679	950	(149,018)	625,505
Shareholder loan conversion to shares	193	40,145	18,719	-	-	-	59,057
Share based payments	-	-	-	1,268	-	-	1,268
Convertible bonds conversion options (Note 14)	-	-	-	8,806	-	-	8,806
Issue shares in payment of Bond interest accrued	18	(18)	-	-	-	-	-
Cash payments of Bond interest accrued		1,447					1,447
Issue shares in payment of share finder fee	29	2,439	-	-	-	-	2,468
Shareholder loan conversion costs		(146)					(146)
Shareholder contribution	-	-	363	-	-	-	363
Loss and comprehensive loss for the year	-	-	-	-	-	(259,057)	(259,057)
Balance – March 31, 2016	1,270	528,834	236,979	79,753	950	(408,075)	439,711
Balance –March 31, 2016, in CAD$'000 (Note 4.5(c))	254	105,873	47,444	15,967	190	(81,697)	88,031

The accompanying notes form an integral part of these consolidated financial statements.

Primeline Energy Holdings Inc.
Consolidated Statements of Cash Flows
For the year ended March 31, 2016 and 2015
(in RMB)

	Notes	March 31, 2016	March 31, 2015	March 31, 2016
		RMB'000	RMB'000	CAD$'000
			(Restated – Note 3)	(Note 4.5)
Cash flows from operating activities				
Loss for the year		(259,057)	(17,009)	(51,864)
Items not involving cash				
Gain on disposal of property, plant and Equipment	8	(150)	-	(30)
Interest income		(9,086)	(9,342)	(1,819)
By product inventory		(2,630)	-	(527)
Depletion and depreciation	8	171,265	98,641	34,287
Finance income from fair value adjustment of advance from related company				
Finance income from fair value adjustment of warrant liability	10	(668)	(2,492)	(134)
Finance costs		95,747	29,679	19,169
Amortization of transaction costs for issuance of convertible bonds		1,861	-	373
Stock-based compensation	11	746	1,388	149
Unrealized foreign exchange loss		73,842	14,343	14,783
		71,870	115,208	14,387
Changes in non-cash working capital items:				
Trade receivables and prepaid expenses		25,947	(37,714)	5,195
Accounts payable and accrued liabilities		(14,706)	4,308	(2,944)
Inventory		(1,059)	(217)	(212)
		10,182	(33,623)	2,039
		82,052	81,585	16,426
Cash flows from investing activities				
Oil and gas development assets	8	(8,842)	(1,674,627)	(1,770)
Expenditures on exploration and evaluation assets	7	(27,294)	(44,092)	(5,465)
Disposal of property, plant and equipment	8	150	-	30
Interest received		1,886	6,911	378
Trial production		-	187,662	-
		(34,100)	(1,524,146)	(6,827)
Cash flows from financing activities				
Gross proceeds of broker warrants exercised		-	466	-
Share issue costs		(146)	-	(29)
Loan drawdown		173,400	1,618,640	34,715
Loan repayment		(135,450)	-	(27,117)
Restricted bank deposits		-	(150,000)	-
Restricted cash		(22,765)	(5,660)	(4,558)
Interest paid		(91,441)	(5,977)	(18,306)
Shareholder loan advance	15(d)	-	41,374	-
Advance to a related company		-	(11,959)	-
Legal fees for issuance of convertible bonds		(1,170)	-	(234)
Issuance costs of convertible bonds		(4,738)	-	(949)
Issuance of convertible bonds		114,740	-	22,971
		32,430	1,486,884	6,493
Increase in cash and cash equivalents		80,382	44,323	16,092
Effect of foreign exchange rate on cash and cash equivalents		1,237	(107)	248
Cash and cash equivalents - Beginning of period		68,951	24,735	13,804
Cash and cash equivalents - End of period		150,570	68,951	30,144

The accompanying notes form an integral part of these consolidated financial statements.

1. Nature of Operations and Going Concern

Primeline Energy Holdings Inc. (the Company) was incorporated under the Companies Law of the Cayman Islands on March 31, 1995. The Company is in the business of exploration, development and production of offshore oil and gas properties in the People's Republic of China (PRC).

The Company owns exploration, development and production rights in the East China Sea in relation to Petroleum Contract 25/34 and Petroleum Contract 33/07. The Petroleum Contracts were entered into between China National Offshore Oil Corporation (CNOOC) and the Company's wholly owned subsidiaries Primeline Energy China Ltd. (PECL) and Primeline Petroleum Corporation (PPC).

Block 25/34 is the development and production area for LS36-1 and CNOOC is the Operator with a 51% interest, and PECL and PPC hold 36.75% and 12.25% interests respectively. On July 1, 2014, the development of LS36-1 was officially completed and CNOOC and the downstream buyer, Zhejiang Gas, commenced joint commissioning of the upstream and downstream facilities. Trial gas production from LS36-1 commenced on July 16, 2014. On October 29, 2014, CCL, on behalf of itself and as sales agent for Primeline, and Zhejiang Gas signed the Gas Sales Contract which superseded the Gas Sale Agreement-in principle and subsequent Framework and Amendment Agreements signed between 2008, 2010 and 2011 and confirmed the general commercial terms already negotiated including, inter alia, gas quality, take-or-pay principles, base price and annual quantity.

Block 33/07 covers an offshore area enclosing Block 25/34. PECL and PPC are collectively the Contractors with interests of 75% and 25% respectively. The Contractors are responsible for 100% of the exploration costs and CNOOC has the right to participate in up to 51% of any commercial development. Primeline Energy Operations International Ltd (PEOIL), a wholly owned subsidiary of the Company, is the Operator for Block 33/07 for the exploration, development and production operations within this contract area.

The Company commenced arbitration against Zhejiang Gas (the Zhejiang Gas Arbitration) for its failure to comply with both the base price and minimum quantities required under the Gas Sales Contract. As at March 31, 2016, the amount short paid by Zhejiang Gas net to the Company amounts to RMB 84.8 million (CAD$17 million) due as a result of Zhejiang Gas applying a lower (market related) price to the quantities of natural gas taken as compared to the agreed upon base price in the Gas Sales Contract (Note 18). Additionally the Company is also entitled to its share of the take or pay amount due from Zhejiang Gas as a result of having only taken 117 million cubic metric metres (mmcm) of the agreed upon 195 mmmcm minimum take or pay quantity of natural gas deliveries for the contract year to December 31, 2015 (Note 19). The Company has also commenced arbitration against CNOOC and CNOOC (China) Ltd (CCL), a subsidiary of CNOOC, in respect of claims in respect of CCL's mismanagement in relation to the development of LS36-1 and breach of fiduciary duties as agent under the Gas Sales Contract and for failures to comply with its responsibilities as Operator of Petroleum Contract 25/34.

The Company's consolidated financial statements have been prepared on a going concern basis which assumes that the Company will continue operating until at least March 31, 2017 and will be able to realize its assets and discharge its liabilities in the normal course of operations as they come due. However, in order to continue as a going concern, the Company must successfully conclude the ongoing arbitrations (as described above), generate sufficient operating cash flows, secure additional capital, restructure its Syndicate Facility (Note 12), obtain continued financial support from its majority shareholder or otherwise pursue a strategic restructuring, refinancing or other transaction to provide it with additional liquidity. If it fails to do so, then the Company is unlikely to have sufficient capital resources or cash flows from operations in order to satisfy its ongoing obligations and future contractual commitments, including the principal and interest payments due on the Syndicate Facility. As a result, it may not be able to continue as a going concern.

Several adverse conditions and material uncertainties cast significant doubt upon the going concern assumption. The Company had a working capital deficiency of RMB 1,747.2 million (CAD$349.8 million) as at March 31, 2016 and had breached covenants on the Syndicate Facility (Note 12). Therefore, the Company is actively seeking to successfully resolve the disputes related to the arbitration cases and to restructure the Syndicate Facility, while remaining focused on minimizing uncommitted capital and exploration expenditures and preserving the Company's growth options.

If for any reason, the Company is unable to successfully complete the arbitrations, restructure the Syndicate Facility or secure the additional sources of financing and continue as a going concern, then this could result in adjustments to the amounts and classifications of assets and liabilities in the Company's consolidated financial statements and such adjustments could be material. However, while in the past the Company has been successful in closing financing agreements, there can be no assurance it will be able to do so again. Factors that could affect the availability of financing include the state of debt and equity markets, investor perceptions and expectations, and the natural gas markets. Further, there can be no assurance that the Company will prevail in its commercial arbitration actions or on the timing of the completion of those actions and collections of amounts owing as compared to the timing of future cash outflows.

2. Basis of Presentation

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB), effective as of March 31, 2016. These consolidated financial statements were authorized for issue by the Board of Directors on August 1, 2016.

These consolidated financial statements have been prepared in accordance with IFRS as issued by the IASB using the accrual basis except for the revaluation of the derivative warrant liability, which is re-measured and re-translated each reporting period in accordance with IAS 32. The comparative information has also been prepared on this basis.

The preparation of the financial statements in conformity with IFRS requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results ultimately may differ from those estimates. Areas where estimates are significant to the consolidated financial statements are disclosed in note 6.

The preparation of consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and expenses. Estimates and judgments are regularly evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. Further information on management's judgments, estimates and assumptions and how they impact the various accounting policies are described below and also in the relevant notes to the consolidated financial statements.

Zhejiang Gas may not honour the Gas Sales Contract or may renegotiate a lower price for gas sold thereunder. If so, the Company's future revenues will be lower than anticipated, and there may be a material adverse effect on the Company's debt repayment obligations under the Syndicate Facility.

3. Continuity of Interest Basis of Accounting

The acquisition of PPC is considered to be a common control transaction under applicable Canadian securities laws. As the acquisition has been determined to be a common control transaction, it has been accounted for on a continuity of interest basis. In accordance with the continuity basis of accounting, these annual audited consolidated financial statements reflect the assets, liabilities, operations and cash flows of the Company as if the Company and PPC had always been one entity.

There is currently no guidance in IFRS on the accounting treatment for combinations among entities under common control. IAS 8 – Accounting policies, changes in accounting estimates and errors (IAS 8) requires management, if there is no specifically applicable standard of interpretation, to develop a reliable policy that is relevant to the decision making needs of users. The Company has determined to apply the concept of continuity of interest basis of accounting for transactions under common control as detailed under United States generally accepted accounting principles (US GAAP). US GAAP requires an acquirer in a combination between entities or business under common control to recognize the assets acquired and liabilities assumed in the transaction at their carrying amounts in the accounts of the transferring entities at the date of transfer. A summary of the retrospective accounting for the acquisition of PPC is as follows:

3.1 Consolidated Statement of Financial Position as at March 31, 2015

	March 31, 2015 RMB'000 (As previously reported)	Mar 31, 2015 RMB'000 (PPC)	Intercompany adjustments	Mar 31, 2015 RMB'000 (As Restated)	Mar 31, 2015 CAD$'000 (As Restated)
Non-current assets					
Exploration and evaluation assets	233,873	75,501	(3,107)	306,267	61,315
Property, plant and equipment	1,478,476	502,748	-	1,981,224	396,641
Restricted cash	4,245	1,415	-	5,660	1,133
Restricted bank deposits	112,500	37,500	-	150,000	30,030
	1,829,094	617,164	(3,107)	2,443,151	489,119
Current assets					
Cash and cash equivalents	53,179	15,772	-	68,951	13,804
Trade receivables	25,639	8,547	-	34,186	6,844
Amount due from a related company	-	3,014	(3,014)	-	-
Prepaid expenses and deposit	5,357	1,439	-	6,796	1,360
Inventories	7,240	2,413	-	9,653	1,933
	91,415	31,185	(3,014)	119,586	23,941
Total assets	1,920,509	648,349	(6,121)	2,562,737	513,060
Equity attributable to shareholders					
Share capital	1,030	-	-	1,030	206
Reserves	569,793	-	203,700	773,493	154,853
Accumulated deficit	(122,168)	(24,089)	(2,761)	(149,018)	(29,833)
Total equity	448,655	(24,089)	200,939	625,505	125,226
Non-current liabilities					
Long term bank loan	1,126,933	375,645	-	1,502,578	300,816
Accounts payable	19,859	6,621	-	26,480	5,300
Decommissioning liabilities	110,834	36,943	-	147,777	29,585
	1,257,626	419,209	-	1,676,835	335,701
Current liabilities					
Bank loan	97,792	32,597	-	130,389	26,104
Shareholder's loan	59,335	-	-	59,335	11,880
Amount due to shareholder and entities controlled by shareholder	-	204,046	(204,046)	-	-
Derivative warrant liabilities	706	-	-	706	142
Accounts payable and accrued liabilities	53,381	16,586	-	69,967	14,007
Cash call payable	3,014	-	(3,014)	-	-
	214,228	253,229	(207,060)	260,397	52,133
Total liabilities	1,471,854	672,438	(207,060)	1,937,232	387,834
Total shareholders' equity and liabilities	1,920,509	648,349	(6,121)	2,562,737	513,060

3.2 Consolidated Statement of Loss and Comprehensive Loss for the year ended March 31, 2015

	Year Ended March 31			
	2015 RMB'000 (As previously reported)	2015 RMB'000 (PPC)	2015 RMB'000 Inter-company Adjustment	2015 RMB'000 **(As restated)**
Revenue				
Oil and Gas	119,271	39,756	-	159,027
Interest and other income	7,617	2,954	(1,229)	9,342
Exchange gain (loss), net	(13,515)	(4,171)	-	(17,686)
Expenses				
Production Costs	22,984	7,655	-	30,639
General and administrative	8,466	267	-	8,733
Depletion and depreciation	73,629	25,012	-	98,641
Bank interest expenses	21,337	7,112	-	28,449
Accretion	922	308	-	1,230
	127,338	40,354	-	167,692
Loss and comprehensive loss	(13,965)	(1,815)	(1,229)	(17,009)
	RMB			RMB
Basic and diluted profit (loss) per share	(0.124)	-		(0.151)
Weighted average number of common shares outstanding	112,765,539	-		112,765,539

4. Summary of Significant Accounting Policies

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the periods presented.

4.1 Property, plant and Equipment (''PP&E'')

PP&E is recorded at cost less accumulated depletion and depreciation and accumulated impairment losses, net of recovered impairment losses.

PP&E may include the costs of oil and gas development and production wells and costs for the associated plant and for general corporate assets. All development costs incurred after the technical feasibility and commercial viability of producing oil and gas have been demonstrated are capitalized within PP&E. Development and production assets are capitalized on an area-by-area basis and include all costs associated with the development of oil and natural gas reserves. These costs may include expenditures on the construction, installation and completion of infrastructure facilities such as platforms, pipelines, and development wells drilling (including delineation wells), decommissioning costs, amounts transferred from Exploration and evaluation assets and directly attributable internal costs.

The Block 25/34 Joint Management Committee (JMC) declared that the 15 year production period for LS36-1 would commence from December 1, 2014. Per the SDA, the production period may be extended by agreement between the parties in the event that additional gas resources are discovered which can be conveniently tied into, transported and processed using the production facility.

Development and production assets are capitalized on an area-by-area basis and include all costs associated with the development and production of oil and natural gas reserves. These costs may include proved property acquisitions, development drilling (including delineation wells), completion, gathering and infrastructure, decommissioning costs, amounts transferred from E&E assets and directly attributable internal costs.

Expenditures related to renewals or betterments that improve the productive capacity or extend the life of an asset are capitalized. Maintenance and repairs are expensed as incurred.

Any gains or losses from the divestiture of development and production assets are recognized in earnings.

Accumulated costs are depleted using the unit-of-production method based on estimated proved and probable reserves. Depletion is calculated based on individual components (i.e. fields or combinations thereof and other major components with different useful lives).

Subsequent expenditures related to renewals or betterments that improve the productive capacity or extend the life of an asset are capitalized. Maintenance and repairs are expensed as incurred.

4.2 *Depletion, Depreciation, Amortization* (DD&A)

Property, plant and equipment related to the oil and gas production activities is depreciated on a unit of production basis over the proved and probable reserves of the field concerned, except in the case of assets whose useful life differs from the lifetime of the field, in which case the straight-line method is applied.

Computer and office equipment is depreciated at a straight–line basis at the rate of 30% per annum.

4.3 *Asset Retirement Obligations* (ARO)

The Company records the present value of legal obligations associated with the retirement of long-term tangible assets, such as producing well sites and processing plants, in the period in which they are incurred with a corresponding increase in the carrying amount of the related long-term asset. The obligation generally arises when the asset is installed or the ground/environment is disturbed at the field location. In subsequent periods, the asset is adjusted for any changes in the estimated amount or timing of the settlement of the obligations. The carrying amounts of the associated assets are depleted using the unit of production method, in accordance with the depreciation policy for development and production assets. Actual costs to retire tangible assets are deducted from the liability as incurred.

4.4 *Exploration and evaluation assets (E&**E**)*

Once the legal right to explore has been acquired, costs directly associated with an exploration project are capitalized as either tangible or intangible exploration and evaluation assets according to the nature of the asset acquired. Such E&E costs may include undeveloped land acquisition, geological, geophysical and seismic modelling, exploratory drilling and completion, testing, decommissioning and directly attributable internal costs. E&E costs are not depleted and are carried forward until technical feasibility and commercial viability of extracting a mineral resource is considered to be determined.

The technical feasibility and commercial viability of an oil and gas resource is considered to be established when all of the following conditions are met - proved and/or probable reserves are determined to exist, the decision to proceed with development has been approved by the Board of Directors, regulatory approval to develop the project has been received and the Company has sufficient funds to complete or participate in the project.

All such carried costs are subject to technical, commercial and management review at least once a year to confirm the continued intent to develop or otherwise extract value from the exploratory activity. When this is no longer the case, the impairment costs are charged to exploration and evaluation expense.

Upon determination that the technical feasibility and commercial viability of an oil and gas resource is established, E&E assets attributed to those reserves are first tested for impairment and then reclassified to oil and gas development and production assets within property, plant and equipment, net of any impairment. Expired land costs are also expensed to exploration and evaluation expense as they occur.

E&E assets are assessed for impairment if facts and circumstances suggest that the carrying amount exceeds the recoverable amount, and upon transfer to PP&E where they are allocated to cash-generating units based on geographical proximity and other factors.

4.5 Foreign currency translation

(a) Functional and presentation currency
Items included in the financial statements of the Company and its subsidiaries' are measured using the currency of the primary economic environment in which the entity operates (the functional currency). The consolidated financial statements are presented in RMB, which is also the functional currency of the Company and its subsidiaries.

(b) Transactions and balances
Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at period end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the statement of loss.

(c) Convenience Translation into CAD$
The CAD$ amounts provided in the financial statements represent supplementary information solely for the convenience of the reader. The financial information presented in CAD$ has been translated from RMB using a convenience translation at the rate of RMB 4.995 to CAD$1, which is the exchange rate published in South China Morning Post as of March 31, 2016. Such presentation is not in accordance with IFRS and should not be construed as a representation that the RMB amounts shown could be readily converted, realized or settled in CAD$ at this or at any other rate.

4.6 Impairment of non-current assets

The carrying amounts of the Company's property, plant and equipment are reviewed at each reporting date for indicators of impairment. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the amount of the impairment, if any. The recoverable amount of an asset is evaluated at the CGU level, which is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. The recoverable amount of a CGU is the greater of its fair value less costs of disposal and its value in use. Fair value is determined as the amount that would be received to sell the asset in an orderly transaction between market participants, less the costs of disposal. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is recognized in earnings for the period to the extent that the carrying amount of the asset (or CGU) exceeds the recoverable amount.

Impairment losses recognized in prior periods are assessed at each reporting date for any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimate used to determine the recoverable amount. An impairment loss is reversed only to the extent that the carrying amount of the asset (or CGU) does not exceed the carrying amount that would have been determined, net of depletion and depreciation, had no impairment loss been recognized for the asset (or CGU). A reversal of an impairment loss is recognized immediately in earnings.

4.7 Financial assets and liabilities

Financial assets and financial liabilities are recognised on the Company's statement of financial position when the Company becomes party to the contractual provisions of the instrument. Financial assets are de-recognised when the contractual rights to the cash flows from the financial asset expire or when the contractual rights to those assets are transferred.

Financial liabilities are de-recognised when the obligation specified in the contract is discharged, cancelled or expired. It is the Company's policy that when there is a change to the contractual terms of a financial liability, the Company will use quantitative criteria to establish if the change in the contractual terms resulted in an extinguishment of the financial liability. The Company will also consider qualitative criteria to assess if the change in the contractual terms resulted in a substantially different revised terms and accordingly will account for the change in the contractual terms as an extinguishment even if the quantitative criteria are not met.

The Company classifies its financial assets as loans and receivables. The Company classifies its financial liabilities as other financial liabilities. Loans and receivables and other financial liabilities are recognized initially at fair value and subsequently at amortized cost using the effective interest method. Financial assets and liabilities are classified as current if the assets are realized / liabilities are settled within 12 months. Otherwise, they are presented as non-current.

4.8 Cash and cash equivalents

Cash and cash equivalents comprise cash in hand, deposits held on call with banks and other short-term highly liquid investments with original maturities of three months or less. Cash and cash equivalents have been classified as loans and receivables and are measured at amortized cost using the effective interest rate method.

4.9 Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables are classified as other financial liabilities and are measured at amortised cost using the effective interest method.

4.10 Conversion of debt to equity

When there is a conversion of debt to equity and the creditor is a shareholder acting in its capacity as such, then the equity issued is recorded at the carrying amount of the financial liability extinguished. No gain or loss arises from such conversions of debt to equity.

4.11 Derivative financial instruments

The Company's derivative instruments are the share purchase warrants issued. The Company has issued warrants as part of a Unit offering with an exercise price in CAD$ rather than RMB, the functional currency of the Company. Such share purchase warrants are considered to be derivative instruments.

The Company measured the warrant liability at fair value at the date on which the warrants were issued. The Company's warrant liability is subsequently revalued by reference to the fair value of the warrants at each reporting date using the Black Scholes model and the exchange rate at the balance sheet date with changes in fair value recorded to the statement of loss. Valuation of the warrant liability also requires determining the most appropriate inputs to the valuation model and making assumptions about them. Significant assumptions include: expected life of the warrants, volatility, and dividend yield. A change in the valuation model or related inputs would change the reported amount of the components of the instrument.

4.12 Share capital

Shares are classified as equity. Incremental costs directly attributable to the issue of new Shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Share purchase warrants that are issued for underwriting services are initially accounted for under IFRS 2 as equity instruments (their initial fair value would be recognized as a share issue cost). Subsequent to their issuance, share purchase warrants issued for services that can be tracked (are non-transferable) are considered as equity for their entire life. The fair values of such share purchase warrants are not re-measured. Where these share purchase warrants are ultimately exercised, the applicable amounts of share purchase warrants are credited to share capital.

4.13 Current and deferred income tax

Tax is recognized in the income statement, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

The income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the date of the statement of financial position in the countries where the Company and its subsidiaries operate. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities. As the Company and its subsidiaries are domiciled in an income tax-exempt jurisdiction and are in a taxable loss position in the PRC, there is no current income tax.

Deferred income tax is recognised, using the balance sheet liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled. Deferred income tax assets are recognized only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries and associates, except for circumstances where the Company controls the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

4.14 Share-based payments

The Company has a share-based compensation plan, details of which are disclosed in note 11. The Company applies the fair value based method of accounting to recognize the expenses arising from stock options granted to employees and non-employees. The fair value is determined using the Black – Scholes option pricing model, which requires the use of certain assumptions including future stock price volatility and expected life of the instruments.

The total share-based compensation expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each reporting period, the Company revises its estimates of the number of options that are expected to vest based on the non-market vesting conditions. It recognises the impact of the revision to original estimates, if any, in the income statement of loss, with a corresponding adjustment to equity.

When the options are exercised, the Company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital when the options are exercised.

4.15 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable, and represents amounts receivable for goods supplied, stated net of discounts, returns and value added taxes. The Company recognizes revenue when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the entity; and when specific criteria have been met for each of the Company's activities, as described below.

Revenues from the sale of natural gas, petroleum, CO2 and other related products are recorded when title passes to the customer.

Under take or pay contracts, the Company makes a long-term supply commitment in return for a commitment from the buyer to pay for minimum quantities, whether or not the customer takes delivery. If a buyer has a right to get a "make-up" delivery at a later date, revenue is deferred and recognized only when the product is delivered or the make-up product can no longer be taken. If no such option exists within the contractual terms, revenue is recognized when the take-or-pay penalty is triggered.

4.16 Per share amounts

Basic earnings (loss) per share are computed per IAS 33 by dividing the net earnings or loss for the period by the weighted average number of Common Shares ("Common Shares") outstanding during the period. Diluted per share amounts reflect the potential dilution that could occur if the Company's stock options and warrants outstanding are exercised into Common Shares. Diluted shares are calculated using the treasury stock method, which assumes that any proceeds received from "in-the-money" stock options, would be used to buy back Common Shares at the average market price for the period. No adjustment is made to the weighted average number of Common Shares if the result of these calculations is anti-dilutive.

4.17Borrowing costs

Borrowing costs attributable to the acquisition, construction or production of qualifying assets are added to the cost of those assets, until such time as the assets are substantially ready for their intended use. All other borrowing costs are recognised as finance costs in the statement of loss in the period in which they are incurred.

4.18 Restricted Cash/Restricted Bank Deposit

Restricted Cash is held for security for decommissioning costs is reported in the balance sheet and cash flow separately. If the expected duration of the restriction is less than twelve months, then it is shown in current assets.

Restricted Bank Deposit is cash held on deposit of RMB150,000,000 (CAD$30,030,030) is held in a debt service reserve account on a 3-year term for the purpose of servicing the Syndicate Facility and RMB Banking facility, which can be accessed with penalty loss of interest and/or permission of the Syndicate.

4.19 Trade receivables

Trade receivables are recognized and carried at the original invoiced amount less any provision for estimated unrecoverable amounts.

4.20 Inventories

Inventories of materials, product inventory supplies and natural gas by-products are stated at the lower of cost and net realizable value. Cost is determined on the first–in, first-out method.

4.21Consolidation

Subsidiaries

Subsidiaries are all entities over which the Company has control. The Company controls an entity when the Company is exposed to, or has the rights to variable returns from its involvement with the entity and has the ability to affect that return through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Company. They are de-consolidated from the date that control ceases. All subsidiaries, as listed below, have been consolidated into the Company's consolidated financial statements.

Name of subsidiary	Place of Incorporation	Paid up issued share capital	Percentage of issued capital held by the Company	Functional currency
Primeline Petroleum Corp	British Virgin Islands	US$1	100%	RMB
Primeline Energy China Limited	Cayman Islands	US$2	100%	RMB
Primeline Energy Operations International Limited	Cayman Islands	US$2	100%	RMB

PPC, PECL and PEOIL are registered and have been granted business licenses by the Shanghai Administration of Industry and Commerce in China.

PPC became a subsidiary on August 14, 2015 – for the retroactive effect of such consolidation refer to Note 3.

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated.

Interests in Joint Operations

A joint arrangement is a contractual arrangement whereby two or more parties undertake an economic activity that is subject to joint control. Joint control exists only when the strategic financial and operating decisions relating to the activity require the unanimous consent of the parties.

The Company's interests in joint operations are accounted by recognizing its shares of the assets held jointly, liability held jointly, its revenue from the sale of its share of the output arising from the joint operation and expenses incurred jointly.

The Company and CNOOC's participation in the development and production activities of LS36-1 is through a joint operation without establishing a separate legal entity for this arrangement. The joint operation has engaged LOC, wholly owned by CNOOC as the Operator for the project. LOC is accountable to the JMC, in which both CNOOC and the Company have equal voting rights and decision-making power. The LOC's executive decisions are to be made jointly by chief representatives from both partners.

The Company’s share of the results, assets and liabilities from LS36-1 under the joint operation are incorporated in these consolidated financial statements. The Company recognizes, on a line –by – line basis in the consolidated financial statements, its share of the assets, liabilities, revenues and expenses of this joint operation incurred jointly with other parties.

4.22 Segmental reporting

The Company has one operating segment, which is the exploration of oil and gas properties located in the PRC.

Primeline’s consolidated financial statements have been prepared in accordance with IFRS as issued by the IASB. Significant accounting policies are disclosed above for the year ended March 31, 2016. Certain of the Company’s accounting policies require subjective judgement and estimation in uncertain circumstances.

4.23 Accounting estimates

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and on a prospective basis. By their nature, estimates are subject to measurement uncertainty and changes in such estimates in future years could require a material change in the consolidated financial statements. These underlying assumptions are based on historical experience and other factors that management believes to be reasonable under the circumstances, and are subject to change as new events occur, as more industry experience is acquired, as additional information is obtained and as the Company's operating environment changes. Specifically, amounts recorded for depletion, depreciation, amortization and impairment, asset retirement obligations **(“ARO”),** assets and liabilities measured at fair value, employee future benefits, income taxes and contingencies are based on estimates.

4.23.1. Depletion, Depreciation, Amortization **(“DD&A”**) and Impairment
Eligible costs associated with oil and gas activities are capitalized on a unit of measure basis. Depletion expense is subject to estimates including petroleum and natural gas reserves, future petroleum and natural gas prices, estimated future remediation costs, future interest rates as well as other fair value assumptions. The aggregate of capitalized costs, net of accumulated DD&A, less estimated salvage values, is charged to DD&A over the life of the proved developed reserves using the unit of production method, except in the case of assets whose useful life is shorter or longer than the lifetime of the proved developed reserves of that field, in which case the straight-line method or a unit-of-production method based on total proved plus probable reserves is applied.

4.23.2. Impairment of Non-Financial Assets
The carrying amounts of the Company's non-financial assets are reviewed at the end of each reporting period to determine whether there is any indication of impairment. Determining whether there are any indications of impairment requires significant judgment of external factors, such as an extended decrease in prices or margins for oil and gas commodities or products, a significant decline in an asset's market value, a significant downward revision of estimated volumes, an upward revision of future development costs, a decline in the entity's market capitalization or significant changes in the technological, market, economic or legal environment that would have an adverse impact on the entity. If impairment is indicated, the amount by which the carrying value exceeds the estimated fair value of the long-lived asset is charged to net earnings.

The determination of the recoverable amount for impairment purposes involves the use of numerous assumptions and estimates. Estimates of future cash flows used in the evaluation of impairment of assets are made using management's forecasts of commodity prices, operating costs and future capital expenditures, marketing supply and demand, forecasted crack spreads, growth rate, discount rate and, in the case of oil and gas properties, expected production volumes. Expected production volumes take into account assessments of field reservoir performance and include expectations about proved and probable volumes and where applicable economically recoverable resources associated with interests which are risk-weighted utilizing geological, production, recovery, market price and economic projections. Either the cash flow estimates or the discount rate is risk- adjusted to reflect local conditions as appropriate. Future revisions to these assumptions will impact the recoverable amount. As a result of the ongoing arbitrations over the price of gas in our Gas Sales Contract, we have had to make certain judgments around future prices based on our estimate of success in having our rights under the contract upheld or otherwise agreeing to accept a market related approach. We have used the Henry

Hub and an oil based forward price curve to estimate such potential future market prices.

4.23.3. ARO
Estimating ARO requires that Primeline estimate costs many years in the future. Restoration technologies and costs are constantly changing, as are regulatory, political, environment, safety and public relations considerations. Inherent in the calculation of ARO are numerous assumptions and estimates, including the ultimate settlement amounts, future third-party pricing, inflation factors, credit- adjusted discount rates, timing of settlement and changes in the legal, regulatory, environmental and political environments. Future revisions to these assumptions may result in changes to the ARO.

4.23.4. Fair Value of Financial Instruments
The fair values of derivatives are determined using valuation models, which require assumptions concerning the amount and timing of future cash flows and discount rates. These estimates are also subject to change with fluctuations in commodity prices, interest rates, foreign currency exchange rates and estimates of non-performance. The actual settlement of a derivative instrument could differ materially from the fair value recorded and could impact future results.

The payments overdue in respect of gas for which Zhejiang Gas has only made partial payment have not been recognized in the accounts, given revenue recognition has not yet been established. Full recovery of these amounts will be dependent on successful resolution of the Zhejiang Gas Arbitration and CNOOC Arbitration or an alternative settlement.

4.23.5 Income Taxes
The determination of the Company's income and other tax liabilities requires interpretation of complex laws and regulations. Estimates that require significant judgments are also are made with respect to the timing of temporary difference reversals, how realizable tax assets are, and in circumstances where the transaction and calculations for which the ultimate tax determination are uncertain. All tax filings are subject to audit and potential reassessment, often after the passage of considerable time. Accordingly, the actual income tax liability may differ significantly from that estimated and recorded by management.

4.23.6 Legal, Environmental Remediation and Other Contingent Matters
Primeline is required to determine both whether a loss is probable based on judgment and interpretation of laws and regulations and whether the loss can be reasonably estimated. When a loss is determined it is charged to net earnings. Primeline must continually monitor known and potential contingent matters and make appropriate provisions by charges to net earnings when warranted by circumstances.

4.24 Key Judgements

Management makes judgments regarding the application of IFRS for each accounting policy. Critical judgments that have the most significant effect on the amounts recognized in the consolidated financial statements include successful efforts and impairment assessments, the determination of cash generating units ("CGUs"), the determination of a joint arrangement and the designation of the Company's functional currency.

4.24.1. Impairment of Financial Assets
The Company's derivative instruments are share purchase warrants issued with an exercise price in CAD$ rather than RMB. Such share purchase warrants are considered to be derivative instruments. The Company measured the warrant liability at fair value at the date on which the warrants were issued. The Company's warrant liability is subsequently revalued by reference to the fair value of the warrants at each reporting date using the Black Scholes model and the exchange rate at the balance sheet date with changes in fair value recorded to the income (loss) statement. Valuation of the warrant liability also requires determining the most appropriate inputs to the valuation model and making assumptions about them. Significant assumptions include: expected life of the

warrants, volatility, and dividend yield. A change in the valuation model or related inputs would change the reported amount of the components of the instrument.

A financial asset is assessed at the end of each reporting period to determine whether it is impaired based on objective evidence indicating that one or more events have had a negative effect on the estimated future cash flows of that asset. Objective evidence used by the Company to assess impairment of financial assets includes quoted market prices for similar financial assets and historical collection rates for loans and receivables. The calculations for the net present value of estimated future cash flows related to derivative financial assets requires the use of estimates and assumptions, including forecasts of commodity prices, marketing supply and demand, product margins and expected production volumes, and it is possible that the assumptions may change, which may require a material adjustment to the carrying value of financial assets.

4.24.2. CGUs

The Company's assets are grouped into CGUs, which is the smallest identifiable group of assets, liabilities and associated goodwill that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. The determination of the Company's CGUs is subject to management's judgment.

4.24.3. Joint Arrangements

Joint arrangements represent activities where the Company has joint control established by a contractual agreement. Joint control requires unanimous consent for financial and operational decisions. A joint arrangement is either a joint operation whereby the parties have rights to the assets and obligations for the liabilities or a joint venture whereby the parties have rights to the net assets.

Determining the type of joint arrangement as either joint operation or joint venture is based on management’s assumptions of whether it has joint control over another entity. The considerations include, but are not limited to, determining if the arrangement is structured through a separate vehicle and whether the legal form and contractual arrangements give the entity direct rights to the assets and obligations for the liabilities within the normal course of business. Management also assesses the entity’s rights to the economic benefits, other facts and circumstances and its involvement and responsibility for settling liabilities associated with the arrangement.

The Company and CNOOC’s participation in the development and production activities of LS36-1 is through a joint operation without establishing a separate legal entity for this arrangement. The joint operation has engaged CNOOC China Limited Lishui Operating Company (**“LOC”**), which is a non-legal entity wholly owned by CCL, as the operator for the project. LOC is accountable to the JMC, in which both CCL and the Company have equal voting rights and decision-making power. The LOC’s executive decisions are to be made jointly by chief representatives from both partners. The Company shares 49% of the results, assets and liabilities in LS36-1 under the joint operation, which are incorporated in the annual consolidated financial statements using the proportionate method of accounting in which the Company recognizes, on a line –by – line basis, its share of the assets, liabilities, revenues and expenses of this joint operation incurred jointly with other parties from the date when control passes to the Company.

4.24.4. RMB as Functional Currency

Functional currency is the currency of the primary economic environment in which the Company and its subsidiaries operate and is normally the currency in which the entity primarily generates and expends cash. The designation of RMB as the Company's functional currency is a management judgment based on the composition of revenues and costs in the locations in which it operates.

4.24.5. Exploration and evaluation costs (**“E&E”**)

Costs directly associated with an exploration project are initially capitalized as exploration and evaluation assets. Such E&E costs may include undeveloped land acquisition, geological, geophysical and seismic modelling, exploratory drilling and completion, testing, decommissioning and directly attributable internal costs.

Expenditures related to wells that do not contain reserves or where no future activity is planned are expensed as exploration and evaluation expenses. Exploration and evaluation costs are excluded from costs subject to depletion until technical feasibility and commercial viability is assessed or production commences. At that time, costs are either transferred to property, plant and equipment or their value is impaired. Impairment is charged directly to net earnings. Drilling results required operating costs and capital expenditure and estimated reserves are important judgments when making this determination and may change as new information becomes available.

E&E costs are not depleted and are carried forward until technical feasibility and commercial viability of extracting an oil and gas resource is considered to be determined. The technical feasibility and commercial viability of an oil and gas resource is considered to be established when all of the following conditions are met - proved and/or probable reserves are determined to exist, the decision to proceed with development has been approved by the Board of Directors, regulatory approval to develop the project is received, and the Company has sufficient funds to complete or participate in the project. All such carried costs are subject to technical, commercial and management review at least once a year to confirm the continued intent to develop or otherwise extract value from the exploratory activity. When this is no longer the case, the impairment costs are charged to exploration and evaluation expense.

Upon determination that the technical feasibility and commercial viability of an oil and gas resource is established, E&E assets attributed to those reserves are first tested for impairment and then reclassified to oil and gas development and production assets within property, plant and equipment, net of any impairment. Expired land costs are also expensed to exploration and evaluation expense as they occur.

E&E assets are assessed for impairment if facts and circumstances suggest that the carrying amount exceeds the recoverable amount, and upon transfer to property, plant and equipment whereby they are allocated to cash-generating units based on geographical proximity and other factors.

4.24.6. Accounting for take or pay contracts
Under take or pay contracts, the Company makes a long-term supply commitment in return for a commitment from the buyer to pay for minimum quantities, whether or not the customer takes delivery. If a buyer has a right to get a “make-up” delivery at a later date, revenue is deferred and recognized only when the product is delivered or the make-up product can no longer be taken. If no such option exists within the contractual terms, revenue is recognized when the take-or-pay penalty is triggered.

Important judgements are required in assessing the ability of the buyer to physically take future extra gas shipments in order to “make-up” shortfalls in a contract year including assessing any annual off-take plan filed by the buyer setting the offtake arrangements for the coming year, the minimums and maximums established under the take or pay contract and actual offtake to March 31 each year.

Under IFRS, only that portion of the make-up that has been determined to be no longer capable of being taken may be recognized as revenue.

5 Changes in accounting standards

New, Amended and Future IFRS Pronouncements

The following new standards, amendments to standards and interpretations are not yet effective or have otherwise not yet been adopted by the Company. The Company is evaluating the impact, if any; adoption of the standards will have on the disclosures in the Company’s annual consolidated financial statements:

(i) IFRS 9 *Financial Instruments* (“IFRS 9”)

IFRS 9, ‘Financial Instruments’, addresses the classification, measurement and recognition of the financial assets and financial liabilities. IFRS 9 was issued in November 2009 and 2010 and is effective for the periods commencing on or after January 1, 2018, with earlier adoption permitted. It replaces parts of the IAS 39 that relate to the classification and measurement of financial instruments. IFRS 9 requires financial assets to be classified into two measurement categories: those measured as at fair value and those measured at amortised cost. The determination is made at initial recognition. The classification depends on the entity’s business model for managing its financial instruments and the contractual cash flow characteristics of the instrument. For financial liabilities, the standard retains most of the IAS 39 requirements.

The main change is that, in cases where the fair value option is taken for financial liabilities, the part of a fair value change due to an entity's own credit risk is recorded in other comprehensive income rather than the income statement, unless this creates an accounting mismatch. The Company is set to assess IFRS 9's full impact. The Company will also consider the impact of the remaining phases of IFRS 9 ahead of the effective date of January 1, 2018.

(ii) IFRS 15 *Revenue from Contracts with Customers* ("IFRS 15")

The IASB issued IFRS 15 in May 2014. This IFRS replaces IAS 18 Revenue, IAS 11 Construction Contracts and several revenue-related interpretations. IFRS 15 establishes a single revenue recognition framework, which requires an entity to recognize revenue to reflect the transfer of goods and services for the amount it expects to receive, when control is transferred to the purchaser. The new standard is effective for the periods commencing on or after January 1, 2018, with earlier adoption permitted. The Company is currently evaluating the impact of adopting IFRS 15 on the consolidated financial statements.

(iii) IFRS 16 *Leases* ("IFRS 16")

The IASB issued IFRS 16 in January 2016. This IFRS will result in all leases being recognized on the statement of financial position of lessees, except those that meet the limited exception criteria. The standard is effective for the periods commencing on or after January 1, 2019, with earlier adoption permitted.

6 Financial risk management

6.1 Financial risk factors

The Company's financial instruments consist of the Syndicate Facility, short term bank loan, cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities, shareholder loan, cash calls payable, advances from a related party, convertible bonds and derivative warrant liabilities.

Fair values of assets and liabilities are amounts at which these items could be exchanged in transactions between knowledgeable parties. Fair value is based on available public market information or when such information is not available, estimated using present value techniques and assumptions concerning the amount and timing of future cash flows and discount rates, which factor in the appropriate credit risk. The calculation of estimated fair value is based on market conditions at the specific point in time and in the respective geographic locations and may not be reflective of future values.

The fair value of the financial assets and current liabilities approximates their carrying value given the short maturity of these instruments and anticipates a successful conclusion to the CNOOC Arbitration and Zhejiang Arbitration for the Company.

The Company's financial instruments are exposed to certain financial risks, including currency risk, credit risk, liquidity risk and interest rate risk.

(a) Currency risk

The Company held financial instruments in different currencies during the years ended as follows:

	March 31, 2016	March 31, 2015 (Restated)
Cash and cash equivalents of:		
- CAD$ '000	101	103
- US$ '000	11,221	619
- GBP '000	18	12

- HK$ '000	151	1,720
Shareholder loan of US$ '000	-	(10,167)
Bank loans and interest of US$ '000	(256,900)	(265,714)
Convertible bonds of US$ '000	(18,000)	-

Based on the above net exposures, and assuming that all other variables remain constant, a 10% depreciation or appreciation of the RMB against the CAD$, US$, British Pound and Hong Kong Dollar, would result in an increase/decrease of the Company's net (loss) income of approximately:

	March 31, 2016	March 31, 2015 (Restated)	March 31, 2016
	RMB'000	RMB'000	CAD$'000
- CAD$	51	50	10
- US$	185,406	170,910	37,118
- GBP	17	11	3
- HK$	13	138	3

(b) *Credit and trade receivables risk*

Credit and trades receivables' risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations.

The Company's cash and cash equivalents outside China are principally held at large international financial institution in interest bearing accounts. The majority of current cash balances are held at a Chinese financial institution in RMB, primarily for the purpose of debt servicing requirements relating to the Syndicate Facility.

The Company currently sells its natural gas a single customer, Zhejiang Gas through CCL and receives sales proceeds on a weekly basis. At March 31, 2016, no amounts were overdue by more than 30 days. Significant amounts not recognized under the Company's revenue recognition policy are also due from Zhejiang Gas and are subject to arbitration proceedings and continued negotiations with the customer.

(c) *Liquidity risk (Note 1)*

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. Financing may be required in relation to any future development work and exploration commitments.

(d) *Interest rate risk*

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is subject to interest rate risk relating to the Syndicate Facility.

6.2 Capital management (Note 1)

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern in order to pursue the exploration and development of its petroleum property interests, acquire additional petroleum property interests and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk. In the management of capital, the Company includes its cash and cash equivalent balances, convertible bonds, bank loan and components of shareholders' equity.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue debt, acquire or dispose of assets or adjust the amount of cash and cash equivalents and investments.

In order to facilitate the management of its capital requirements, the Company prepares annual expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. The Board of Directors approves the annual and quarterly budgets.

At this stage of the Company's development, in order to maximize ongoing development efforts, the Company does not pay out dividends.

7 Exploration and evaluation assets

	Exploration and evaluation assets
	RMB'000
Balance at April 1, 2014 (Restated – Note 3))	623,556
Transfer to property, plant and equipment	(388,979)
Additions	71,690
Balance at March 31, 2015 (Restated – Note 3)	306,267
Additions	152,955
Balance at March 31, 2016	459,222
	CAD$'000
Balance at March 31, 2016 in CAD$ (Note 4)	91,936

E&E relates to Petroleum Contract 33/07 where PECL and PPC are collectively the Contractors. The Contractors are responsible for 100% of the exploration costs and CNOOC has the right to participate in up to 51% of any commercial development.

By entering into phrase two of the Exploration stage, the Company has agreed to relinquish 25% of the contract area under the Petroleum Contract. The contract area now is 4,397 sq. km and the commitment is to drill one well within 2 years.

8 Property, plant and equipment

In accordance with Petroleum Contract 25/34, the production period for LS36-1 will be for a minimum of 15 years from the commencement of commercial production and may be extended by agreement between the parties in the event that additional gas resources are discovered which can be conveniently tied into, transported and processed using the production facility.

	Oil & Gas Properties	Computer & Office Equipment	Total	Total
	RMB'000	RMB'000	RMB'000	CAD$'000
				(Note 4)
COST				
At April 1, 2014 (Restated – Note 3)	-	20	20	4
Additions	1,878,540	-	1,878,540	376,084
Transfer from exploration and evaluation assets	388,979	-	388,979	77,874
Less: Trial production revenue	(187,661)	-	(187,661)	(37,570)
At March 31, 2015 (Restated – Note 3)	2,079,858	20	2,079,878	416,392
Additions	12,242	-	12,242	2,450
Disposal	(458)	-	(458)	(92)
At March 31, 2016	2,091,642	20	2,091,662	418,750
DEPLETION AND, DEPRECIATION				
At April 1, 2014 (Restated- Note 3)	-	12	12	2
Charge for the year	98,636	6	98,642	19,748
At March 31, 2015 (Restated – Note 3)	98,636	18	98,654	19,750
Charge for the year	171,265	-	171,265	34,287
Impairment of assets				
Disposal	(458)	-	(458)	(92)
At March 31, 2016	269,443	18	269,461	53,945
CARRYING VALUES	RMB'000	RMB'000	RMB'000	CAD$000
At April 1, 2014 (Restated)	-	8	8	2
At March 31, 2015 (Restated)	1,981,222	2	1,981,224	396,642
At March 31, 2016	**1,822,199**	**2**	**1,822,201**	**364,805**

As at March 31, 2016, the Company reviewed the carrying amounts of its gas assets for indicators of impairment such as the dispute with its sole customer, which resulted in lower than contracted offtake and payments below the contracted price, changes in future prices, future costs and reserves. Based on this review, the Company's LS36-1 CGU was tested for impairment in accordance with the Company's accounting policy. The recoverable amount of the CGUs was estimated based on the FVLCD using a scenario weighted discounted cash flow model. Key assumptions by management included significant judgement around the potential outcomes of the ongoing arbitrations and negotiations with the parties to the Gas Sales Contract, estimates of reserves and resources comprising proved, probable and certain prospective resources, consistent with the independent engineer's reserve report and using the oil price forecast contained in the report. Other key inputs include estimate of the future cash price received by the Company from Zhejiang Gas, gas quality, liquids and by-products yields, take-or-pay principles, annual quantity from the Gas Sales Contract, and a discount rate of 12%.

A reasonably possible change in the aforementioned key assumptions on which management has based its determination of the recoverable amount would cause the carrying amount to exceed the recoverable amount of the CGU. The amount by which the Company's recoverable amount exceeds its carrying amount is in the range of RMB 9.1 to 51.1 million, depending on the forward curve used to inflate the future gas prices. A change in the discount rate of 0.5% is a sufficient change to reduce the headroom by approximately RMB 35.0 million and would create a recoverable amount less than the carrying amount of the CGU using the Henry Hub forward gas curve and a recoverable amount in excess of the carrying amount using an oil linked gas curve in the independent engineer's reserve report.

A 10% reduction in the probability applied to negotiating or fully winning the arbitrations, either of these resulting in having the terms of the existing Gas Sales Contract with Zhejiang Gas upheld and the resulting 10% increase in the probability of agreeing or being ordered to accept a market based pricing arrangement would reduce our headroom in the impairment test by approximately RMB 6.3 million. A complete loss through negotiation or arbitration would yield an impairment of approximately RMB 22.0 million using the Henry Hub forward gas curve or significant headroom using the oil linked gas curve in the independent engineer's reserve report.

9 Decommissioning Liabilities

	March 31, 2016	**March 31, 2015**	**March 31, 2016**
	RMB'000	RMB'000	CAD$'000
			(Note 4)
		(Restated)	
Balance, beginning of year (Restated – Note 3)	147,777	-	29,585
Additions	-	146,547	-
Accretion	5,024	1,230	1,006
Balance, end of year	152,801	147,777	30,591

The total undiscounted future asset retirement obligations, including costs to reclaim and abandon wells and facilities in the years in which such costs are expected to be incurred is estimated by CNOOC and stated in the Overall Development Plan for LS 36-1 to be RMB 417,820,000. The Company's share of the liability is RMB204,731,800.

At March 31, 2016, the Company's share of the liability in the principal amount of RMB 204,731,800 (CAD$40,987,347) which has a net present value of RMB152,801,203 (CAD$30,590,831) (assuming the liability is settled in 10 years and using an estimated risk-free nominal interest rate of 3.4% which equates to the long term yield on PRC government bond). The Company's share of the decommissioning liability has been determined to be non–current. Financing costs relating to the accretion of the decommissioning liabilities are RMB5,024,412 (CAD$1,005,888). Cash held as security for the decommissioning costs is reported in the balance sheet as restricted cash of RMB28,424,900 (CAD$5,690,671).

10 Derivative Warrant Liability

The Company issued share purchase warrants in connection with the private placement offering completed on December 30, 2013 and January 23, 2014 (see Note 11 (a) (ii)). These warrants were exercisable in CAD$. As the functional and reporting currency of the Company is RMB, share purchase warrants with an exercise price in a different currency are considered a derivative instrument under IAS 32.

The initial fair value on recognition of the share purchase warrants was calculated using the Black-Scholes pricing model, using the assumptions in the following table. Subsequent to their initial recognition, the share purchase warrants liability is re-measured and re-translated each reporting period in accordance with IAS 32.

	As at March 31, 2016	**As at March 31, 2015**	**At date of issue January 23, 2014**
Exchange rate at date of fair value (RMB/CAD$)	Nil	4.899	5.55
Stock price	Nil	CAD$0.47	CAD$0.53
Exercise price	Nil	CAD$0.90	CAD$0.90
Risk free interest rate	Nil	0.5%	0.97%
Expected dividend yield	Nil	Nil	Nil
Expected stock price volatility	Nil	61%	73%
Expected Warrant life	Nil	0.82 years	2 years

The Company's warrant liability for the years ended March 31, 2015 and March 31, 2016 is set out below:

	Warrants Outstanding	**Value assigned RMB'000**	**Value assigned CAD$'000**	**Average exercise price CAD$**
As at April 1, 2014	4,586,250	3,408	682	0.90
Warrants issued				
Fair value re-measurement in the year	-	(2,492)	(499)	-
Foreign exchange gain	-	(210)	(42)	-
As at March 31, 2015	4,586,250	706	141	0.90
Fair value re-measurement in the year	-	(668)	(133)	-
Foreign exchange loss	-	(38)	(8)	-
Expired as at December 30, 2015	(3,826,250)	-	-	0.90
Expired as at January 23, 2016	(760,000)	-	-	0.90
As at March 31, 2016	-	-	-	-

11 Share Capital and Share Options

a) Share Capital

	Number of shares	Share Capital RMB'000	Share Premium RMB'000	Total RMB'000	Total CAD$'000
Balance – as at April 1, 2014	112,641,018	1,028	484,240	485,268	97,151
Shares issued to acquire PPC (i)	44,669,851	-	-	-	-
Balance – as at April 1, 2014 (Restated – Note 3)	157,310,869	1,028	484,240	485,268	97,151
Broker Warrants exercised (ii)	150,000	2	727	729	146
Balance – as at March 31, 2015 (Restated – Note 3)	157,460,869	1,030	484,967	485,997	97,297
Shareholder loan converted to Shares (iv)	21,218,535	193	40,145	40,338	8,075
Issue of shares in payment of Bond interest accrued	1,960,716	18	(18)	-	-
Cash payments of Bond interest accrued	-	-	1,447	1,447	290
Issue shares in payment of share finder fee	3,140,775	29	2,439	2,468	494
Shareholder loan conversion costs	-	-	(146)	(146)	(29)
Balance – as at March 31, 2016	183,780,895	1,270	528,834	530,104	106,127

i) On August 14, 2015, the Company completed the acquisition of PPC by the issuance of 44,669,851 Shares to PIHI representing one third of the number of issued and outstanding Shares as of June 26, 2015, the date of the Sale and Purchase Agreement relating to the acquisition. The closing price of the Shares on the TSX-V on August 12, 2015, the last trading day prior to the issuance to PIHI, was CAD$0.42. Under continuity of interests accounting, the share issuance is treated as if it had occurred by April 1, 2014.

ii) On June 2, 2014, 150,000 Broker Warrants were exercised at an exercise price of CAD$0.55 per share. The Company received gross proceeds of RMB 465,616 (CAD$93,216). The fair value of the Broker Warrants exercised of RMB 263,064 (CAD$52,666) initially recognized in share purchase warrants reserve was transferred to share premium in Equity as at the date the Broker Warrants were exercised.

iii) Interest is payable on the Bonds quarterly at 7% per annum, of which 4.5% is to be paid in cash and 2.5% in Shares. In the year, 131,647, 760,881 and 1,068,188 Shares were issued to GRF Prime at a deemed price per Share of $0.21, $0.1479 and $0.14 respectively, equal to the higher of the closing price of the Shares on the day before, and the volume-weighted average TSX-V trading price of the Shares for the 10 days preceding, on the interest payment dates of September 15, December 15, 2015 and March 31, 2016 (Note 15).

iv) On June 5, 2015, the balance of the Company's shareholder loans of US$10.1667 million from Mr. Hwang was converted into 21,218,535 Shares at a conversion price of CAD$0.58 per share with TSX-V approval.

b) Share Purchase Options

The Company has a stock option plan **("the Plan")**, pursuant to which the directors are authorized to grant options to purchase up to 10% of the issued and outstanding Common Shares from time to time. The options enable the directors, officers, consultants and employees of the Company to acquire Shares. The board of directors, subject to TSX-V policy, sets the exercise price of a share option. Options granted under the Plan may have a maximum term of ten years and, subject to any vesting restrictions imposed by the TSX-V, shall vest over such period as is determined by the board of directors at the grant date.

The following table summarizes the stock option activity under the Plan:

	Options outstanding	**Weighted Average exercise price CAD$**	**Options exercisable**	**Weighted Average exercise price CAD$**
As at April 1, 2014	5,505,000	0.49	2,400,000	0.37
Granted	450,000	0.68	150,000	0.68
Expired	(20,000)	0.60	-	-
As at March 31, 2015	5,935,000	0.51	2,550,000	0.38
Vested	-	-	3,085,000	0.60
Expired	(625,000)	(0.47)	(475,000)	(0.41)
As at March 31, 2016	5,310,000	0.51	5,160,000	0.51

As at March 31, 2016, there are 183,780,895 Shares and 5,310,000 stock options outstanding and exercisable are as follows:

Exercise price	**Number of outstanding options**	**Weighted average remaining contractual life**	**Number of exercisable options**
As at March 31, 2015			
CAD$0.32 (a)	1,900,000	1.33 years	1,900,000
CAD$0.50 (b)	500,000	2.24 years	500,000
CAD$0.60 (c)	3,085,000	2.49 years	-
CAD$0.68(d)	450,000	4.37 years	150,000
	5,935,000	**1.99 years**	**2,550,000**

As at March 31, 2016

CAD$0.32 (a)	1,575,000	0.32 years	1,575,000
CAD$0.50 (b)	500,000	1.24 years	500,000
CAD$0.60 (c)	2,785,000	1.49 years	2,785,000
CAD$0.68(d)	450,000	3.36 years	300,000
	5,310,000	**1.08 years**	**5,160,000**

a) On July 27, 2011, the Company granted 2,100,000 options at an exercise price of CAD$0.32 per share to directors, officers, employees and consultants, of which 525,000 options have expired and 1,575,000 options expire on July 27, 2016.

b) On July 9, 2012, the Company granted 500,000 options at an exercise price of CAD$0.50 per share to D&D Securities Inc. in consideration of on-going investor relations services. The options expire on June 25, 2017.

c) On September 26, 2012, the Company granted 3,105,000 options at an exercise price of CAD$0.60 per share to directors, officers, employees and consultants of which 320,000 options expired and 2,785,000 expire on September 26, 2017. Share based payments of RMB331,150 (CAD$66,296), RMB115,901 (CAD$23,203) and RMB150,521 (CAD$30,134), (2015 – RMB639,420, RMB290,646 and RMB219,347) and RMB46,661(CAD$9,342) (2015 – RMB 21,233) were recognized as Directors remuneration and benefit, salary & benefit, professional fees and production costs respectively in the consolidated statement of loss and comprehensive loss. Share based payment of RMB284,488 and RMB nil (CAD$56,955 and CAD$ nil) (2015 – RMB549,321 and RMB68,869), were capitalized as exploration and evaluation assets, and property, plant and equipment respectively. 3,085,000 options vested on June 5, 2015 upon the conversion of shareholder loan. (Note 15(d)).

d) On August 11, 2014, the Company granted 450,000 options at an exercise price of CAD$0.68 per share to an officer. Such options will expire on August 11, 2019. Share based payments of RMB101,837 (CAD$20,388) (2015 – RMB216,979) were recognized as salary and benefit in the consolidated statement of loss and comprehensive loss. Share based payment of RMB237,621(CAD$47,572) (2015 – RMB506,281) was capitalized as exploration and evaluation assets. 300,000 options have and the remaining 150,000 options vest on November 11, 2016.

12 Bank Loans

	March 31, 2016	**March 31, 2015**	**March 31, 2016**
	RMB'000	RMB'000	CAD$'000
		(Restated – Note 3)	
Within one year	1,743,940	130,389	349,137
More than one year	-	1,502,578	-
Secured floating-rate bank loan	1,743,940	1,632,967	349,137

The principal amount of the Syndicate Facility is US$274 million which is repayable over 9 years at an all-in interest rate of 6 month LIBOR+4.7% with interest and principal repayments made bi-annually (except the first year which is annually).

The initial two principal repayments of US$21 million were paid on November 20, 2015 and on May 20, 2016.

As at March 31, 2016 the Company was in default of certain covenants under the Syndicate Facility. The Syndicate is aware that certain project economic parameters, including, inter alia, the debt repayment reserve account and the debt recovery ratio, do not meet the Syndicate Facility threshold. The Syndicate has held discussions with the Primeline with respect to support for the Company during the Zhejiang Gas Arbitration and CNOOC Arbitration and a reduced capital repayment on the Syndicate Facility in November 2016 were that to prove necessary. If the Syndicate does not permit Primeline to make reduced payments of principal and interest under the Syndicate Facility, it may materially and adversely affect Primeline's financial position, and Primeline may default under the Syndicate Facility. As a result, at March 31, 2016, all amounts due to the Syndicate are shown as current in accordance with IFRS. Principal repayment amounts outstanding under the Syndicate Facility are as follows:

	March 31, 2016	**March 31, 2016**
	RMB'000	CAD$ '000
Within 1 year	1,639,440	328,216
More than 1 year, but not more than 5 years	-	-
More than 5 years	-	-
Total	1,639,440	328,216

Estimated interest amounts outstanding under the Syndicate Facility are as follows:

	March 31, 2016	**March 31, 2016**
	RMB'000	CAD$ '000
Within 1 year	104,517	20,924
More than 1 year, but not more than 5 years	175,222	35,080
More than 5 years	15,475	3,098
Total	295,214	59,102

On December 9 and 24, 2015 and January 13, 2016, PECL signed short term RMB banking facilities with Shanghai Pudong Development Bank (the "**RMB Banking Facility**") reserved for LS36-1 operations. The principal amount of the facility is RMB104.5 million at 4.0455% interest rate per annum and the principal is repayable on December 9, 2016, December 24, 2016 and January 13, 2017 respectively. The principal repayment amounts outstanding under the RMB Banking Facility are as follows:

	March 31, 2016	**March 31, 2016**
	RMB'000	CAD$ '000
Within 1 year	104,500	20,921
Total	104,500	20,921

The estimated interest amounts outstanding under the RMB Banking facility are as follows:

	March 31, 2016	**March 31, 2016**
	RMB'000	CAD$ '000
Within 1 year	3,157	632
Total	3,157	632

13 Interest and other income

	Year ended March 31,		
	2016 **RMB'000**	**2015** **RMB'000** **(Restated)**	**2016** **CAD$'000**
Bank interest income	9,086	2,111	1,819
Personnel services income, net	-	4,739	-
Gain on disposal of property, plant and equipment	150	-	30
Gain on fair value of re-measurement of warrant liability (Note 10)	668	2,492	134
	9,904	9,342	1,983

14 Convertible Bonds

The term of convertible bonds is three years extendable for two one-year periods. Interest is payable quarterly at 7% per annum, of which 4.5% will be paid in cash and 2.5% in ordinary shares of Primeline at a deemed price per share equal to the volume-weighted average trading price of the shares on the TSX-V for the 10 consecutive trading days preceding the interest payment date.

The Tranche A Bonds had a total nominal value of RMB63,940,000 (CAD$12,800,801) at August 14, 2015.

Liability component of RMB59,026,215 (CAD$11,817,060) and equity conversion component of RMB4,913,785 (CAD$983,741) were recognized initially. Transaction cost of RMB5,738,241 (CAD$1,148,797), were determined at the date of issuance of the Bonds.

The Tranche B Bonds had a total nominal value of RMB50,800,000 (CAD$10,170,170) at November 10, 2015. Liability component of RMB46,907,627 (CAD$9,390,916) and the equity conversion component of RMB3,892,213 (CAD$779,222) were recognized initially. Transaction cost of RMB220,709 (CAD$44,186), were determined at the date of issuance of the Bonds.

The fair value of the liability component included in the Bonds was calculated using a market interest rate for an equivalent non-convertible Bond. The liability component is subsequently stated at amortised cost until extinguished on conversion or maturity of the Bond. The residual amount, representing the value of the equity conversion component, is included in shareholder's equity in convertible bonds reserves.

		2016	
	RMB'000	RMB'000	RMB'000
	Tranche A	Tranche B	Total
Face value	63,940	50,800	114,740
Equity component	(4,914)	(3,892)	(8,806)
Liability component on initial recognition	59,026	46,908	105,934
Transaction costs for the issuance	(8,375)	(1)	(8,376)
Amortization of transaction costs and share finder fee	1,861	-	1,861
Fair value adjustment	1,719	1,349	3,068
Total Convertible bonds	54,231	48,256	102,487

15 Transactions with related parties and directors

During the year ended March 31, 2016, the Company paid or accrued the following:

a) London office rent of RMB122,485 (CAD$24,522) (March 31, 2015 – RMB508,811) was paid or accrued to Falkenberg Investment Limited, a company beneficially owned by Mr. Hwang.

b) Fees and benefits paid or accrued to key management personnel of the Company being Dr. Ming Wang, Mr. Andrew Biggs, Mr. Stuart Joyner, Mr. Mark Norman and others were RMB6,278,896 (CAD$1,257,036) (March 31, 2015 – RMB6,946,815) and share based payment of RMB681,143 (CAD$136,365) (March 31, 2015 – RMB1,381,389) was recognized for the 2,360,000 (March, 2015 – 2,360,000) share options granted to these key management personnel.

c) Fees and benefits paid or accrued to directors being Mr. Victor Hwang, Mr. Brian Chan, Mr. Peter Kelty, Mr.Yunshi Cao, Mr. Alan Johnson, Mr. Vincent Lien and Mr. Timothy Baldwin were RMB502,302 (CAD$100,561) (March 31, 2015 – RMB540,475) and share based payment of RMB331,150 (CAD$66,296) (March 31, 2015 – RMB637,833) was recognized for the 2,100,000 (March 31, 2015 – 2,100,000) share options granted to the directors.

d) Shareholder loan of RMB Nil (CAD$ Nil) (March 31, 2015 – RMB59,335,376) represents interest-free loans with a principal balance of RMB Nil (CAD$ Nil) (March 31, 2015 – RMB63,124,835). On June 5, 2015, the Company's shareholder loan of US$10.1667 million from Mr. Hwang was converted into 21,218,535 Shares at a conversion price of CAD$0.58 per share with TSX-V approval. The shareholder loan was recorded at fair value on inception and carried at amortized cost. The discount on shareholder loan of RMB Nil (CAD$ Nil) (March 31, 2015 – RMB3,789,459) and the capitalized interest of RMB874,194 (CAD$175,014) (March 31, 2015 – RMB4,106,472) were calculated using an effective rate of 10% per annum during the year ended March 31, 2016.

These transactions are measured on terms equivalent to those that prevail in arm's length transactions are made only if such terms can be substantiated.

16 Commitments

a) Under Petroleum Contract 33/07, the Company has a 7.5 years' exploration period divided into 3 exploration periods of 3.5, 2 and 2 years each. On May 5, 2016, Primeline agreed with CNOOC that it would enter the next and second phase of exploration commitment under the Petroleum Contract for Block 33/07. There are no anticipated expenditures for such exploration activities currently; and

b) The Company entered into a lease agreement for the rental of its Shanghai office in the PRC. The lease is for a period of one year from September 1, 2014 to August 31, 2015 with a monthly rental fee of RMB58,450 (CAD$11,702). The Company signed a new lease agreement in June 2015 for new premises for its Shanghai office in the PRC covers the period from September 15, 2015 to 2018 for three years for a monthly rental fee of RMB111,437.00 (CAD$22,310).

17 Fair value measurement

Certain financial assets and liabilities are measured at fair value on a recurring basis and classified in their entirety based on the lowest level of input that is significant to the fair value measurement. Certain non-financial assets and liabilities may also be measured at fair value on a non-recurring basis. There are three levels of the fair value hierarchy that prioritize inputs to valuation techniques used to measure fair value, with Level 1 inputs having the highest priority. The levels and valuation techniques used to value the Company's financial assets and liabilities are described below:

1) *Level 1- Quoted Prices in Active Markets for Identical Assets*

Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

The Company does not have any financial assets or liabilities that are included in Level 1 of the fair value hierarchy.

2) *Level 2 – Significant Other Observable Inputs*

Quoted prices in market that are not active, quote prices for similar assets or liabilities in active markets, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability.

The Syndicate Facility (Note 12) is a secured floating rate instrument was recorded at fair value on inception and is carried at amortized cost.

A 1% change in the 6-month USD LIBOR rate would cause a 19.4% increase in interest expense.

A 1% change in the USD/RMB rate would cause (from RMB 6.48 to RMB 6.54) a 1% change in interest expense.

The Convertible Bond liability is included in Level 2 of the fair value hierarchy as the Bonds are valued using a pricing model, which require a variety of inputs, including but not limited to discount rates.

3) *Level 3 – Significant Unobservable Inputs*

Unobservable (supported by little or no market activity) prices.

The Company does not have any financial assets and liabilities that are included in Level 3 of the fair value hierarchy.

18 Revenue

	Year ended March 31,		
	2016	**2015**	**2016**
	RMB'000	**RMB'000 (Restated – Note 3)**	**CAD$'000**
Natural gas - Billed	159,778	135,896	31,987
CO2	-	35	-
Condensate	15,834	19,270	3,170
Light Oil	2,079	3,826	416
LPG	863	-	173
	178,554	159,027	35,746

Under the terms of its Gas Sales Contract with Zhejiang Gas the base price and minimum annual quantities are both fixed (Note 19). During the year ended March 31, 2016, Zhejiang Gas began to dispute the base price in the agreement and to significantly short pay amounts invoiced to it by CCL. As a result of the significant period of dispute with Zhejiang Gas, which ultimately led to the filing of the arbitration for its failure to comply with both the base price and minimum quantities required under the Gas Sales Contract the Company determined that in accordance with IFRS revenue recognition standards the disputed and unpaid portion of the offtake invoices issued by CCL should not be recognized as revenue from the point that Zhejiang Gas unilaterally began to apply a lower price to pay these invoices. Accordingly, the Company has not recognized RMB 84.8 million (CAD$17.0 million) being its share of the unpaid amounts properly invoiced by CCL. Notwithstanding this accounting treatment, the Company remains firmly of the opinion that Zhejiang Gas will agree or be compelled to honour its commitments under the Gas Sales Contract and that this revenue will subsequently be recognised as income.

19 Trade receivables

	March 31, 2016	**March 31, 2015**	**March 31, 2016**
	RMB'000	RMB'000	CAD$ '000
Less than 30 days past due	11,717	34,186	2,346
More than 30 days past due	-	-	-
Total	11,717	34,186	2,346

CCL has invoiced Zhejiang Gas for RMB 257,742,921 (CAD$51,600,184) to reflect the price of 78 million cubic metres (mmcm) being the balance of gas such that the calendar 2015 annual volume of gas sold is in line with the minimum annual "take-or-pay" contractual volume. The minimum volume for calendar 2015 was 195 mmcm in accordance with the Gas Sales Contract and Zhejiang Gas only took 117 mmcm.

Per the take or pay arrangements of the Gas Sales Contract, Zhejiang Gas has the right to make up the take or pay quantity that may have been incurred by offtaking in future contract years (Make-Up Gas). The restrictions on this are:

- Zhejiang Gas must offtake Make-Up Gas within three years following the end of the contract year in which the right to offtake it arises. The Gas Sales Contract states that parties may agree to extend this period and CCL and Primeline may not unreasonably refuse to extend. The period can also be extended if CCL and Primeline are unable to supply the make-up quantity.

- Zhejiang Gas may only start to off-take Make-Up Gas in any contract year after the delivery of the annual contract quantity (ACQ) for the contract year that has been completed, so during the first seven years it cannot start to off-take Make-Up Gas unless and until it has off-taken and paid for 300 mmcm.

- The cumulative total of the gas off-taken in any contract year cannot exceed the maximum by more than 10% (= 330 mmcm) so in each year the maximum make-up Zhejiang Gas can offtake is 30 mmcm.

In 2016, based on the annual off-take plan of 225 mmcm submitted by Zhejiang Gas and current offtake rates of circa 800,000 cubic metres per day it is extremely unlikely that the Zhejiang Gas will be able to off-take any Make-Up Gas in the calendar year 2016. As a result of the continuing dispute with Zhejiang Gas, the Company has decided that, in accordance with IFRS revenue recognition accounting standards, it will not currently recognise its share of the amount invoiced by CCL. Notwithstanding this accounting treatment, the Company remains firmly of the opinion that Zhejiang Gas will agree or be compelled to honour its commitments under the Gas Sales Contract and that such revenue will subsequently be recognised as income.

20 Long term accounts payable

Under the repayment agreement with CNOOC in December 2014, which governs the terms and basis for the Company's repayment of its LS36-1 development cost obligations, the Company and CNOOC agreed a supplementary management fee would be added in consideration of the carry by CNOOC of those costs during that period. The fee is expected to be made by cash call adjustments by CNOOC and the non-current portion has been accrued as an account payable with the full amount capitalised as a development cost into PP&E.

21 Subsequent Events

a) On May 5, 2016, Primeline agreed with CNOOC that it will enter the next and second 2-year phase of exploration commitment under Petroleum Contract 33/07, which has a 7.5 years' exploration period divided into 3 exploration periods of 3.5, 2 and 2 years each. The phase 2 commitment requires one well of 2,500m to be drilled by April 2018.

b) On June 15, 2016 the Company issued 1,640,838 new Shares to GRF as payment of a portion of interest accrued on the convertible bonds (Note 13). The interest on the convertible bonds is payable quarterly at 7% per annum, of which 4.5% is payable in cash and 2.5% in Shares. The Shares were issued at a deemed price of CAD$0.088 per Share, which is equal to the higher of the closing price of the Shares on the day before, and the volume-weighted average TSX-V trading price of the Shares for the ten consecutive trading days preceding, the interest payment date.

c) In order to support future production levels, CCL proposed the drilling of the adjustment well LS36-1-A4M following the JMC for Block 25/34 in February 2016. Rig KX-1 was towed to location and arrived May 24, 2016. The drilling and completion of the well LS36-1-A4M was completed in July 2016.

Primeline Energy Holdings Inc.
Management Discussion and Analysis
March 31, 2016

Primeline Energy Holdings Inc. (TSX Venture-PEH) ("the Company")

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1. Reader Advisories

1.1. Forward Looking Statements

Some of the following disclosures contain forward-looking statements, which involve inherent risk and uncertainty affecting the business of Primeline Energy Holdings Inc. **(**the "**Company**"). These statements relate to matters such as: the financing of, and the results of, the Company's exploration programme; assumptions that production from LS36-1 will proceed in accordance with the Gas Sales Contract and other relevant agreements; the Company's expectations with respect to the outcome of its two arbitration actions with China National Offshore Oil Corporation **("CNOOC"),** a Chinese State oil company, and Zhejiang Gas Natural Gas Development Company Limited **("Zhejiang Gas")** under the Natural Gas Sale Agreement **("Gas Sales Contract")** (see Section 3.3); and the Company's expectation that it may be able make reduced payments of principal and interest (see Section 4.1). While these statements are based on assumptions that management considers reasonable, actual results may vary from those anticipated. Sufficient cash flow and/or external finance may not be available to the Company for exploration and it may then be in breach of its funding obligations. The arbitrations may not be successful. Zhejiang Gas may continue not to comply fully with its obligations under the Gas Sales Contract during arbitration. Primeline may not be able to make reduced payments of principal and interest. Any such event may materially and adversely affect Primeline's financial position, and if the arbitrations are not successful, or the Primeline is not allowed to make reduced payments, Primeline may default. This may result in the seizure of Primeline's assets, or Primeline's insolvency. Exploration for oil and gas is subject to the inherent risk that it may not result in a commercial discovery. The forward-looking information and statements contained in this Management's Discussion and Analysis ("**MD&A**") are made as of the date of this document and the Company does not undertake any obligation to update or to revise any forward-looking information or statements, except as required by applicable law.

1.2. Intention of MD&A

In this MD&A, 'Primeline' refers generally to the Company and its subsidiaries, Primeline Energy China Ltd. **("PECL"**), Primeline Energy Operations International Ltd. **("PEOIL")** and Primeline Petroleum Corporation **("PPC")**.

This MD&A is intended to provide an explanation of the Company's financial condition and operational performance compared with prior periods, and the Company's prospects and plans. It provides additional information that is not contained in the Company's annual consolidated financial statements for the year ended March 31, 2016, which are prepared in accordance with International Financial Reporting Standards **("IFRS")** as issued by the International Accounting Standards Board **("IASB").**

1.3. Date

The effective date of this MD&A is August 1, 2016. Events subsequent to that date could materially alter the veracity and usefulness of the information contained in this document.

1.4. Standard Comparisons in this Document

Unless otherwise indicated comparisons of results are for the years ended March 31, 2016 and 2015 and the Company's financial condition at March 31, 2016 and 2015.

All monetary amounts in this MD&A are expressed in Chinese Yuan Renminbi **("RMB")** unless otherwise noted. Canadian dollar **("CAD$")** equivalents are provided for information only. Such presentation in CAD$ is not in accordance with IFRS and should not be construed as a representation that the RMB amounts shown could be readily converted, realized or settled in CAD$ at the date of these financial statements or any other date. The exchange rate of CAD$ to RMB published in the South China Morning Post on March 31, 2016 was RMB 4.995 to CAD$1.00.

1.5. Reclassifications and Materiality for Disclosures

Certain prior year amounts have been reclassified to conform to current year presentation. The acquisition of PPC by the Company (the **"Acquisition"**) is considered to be a common control transaction under applicable Canadian securities laws.

As the Acquisition has been determined to be a common control transaction, it has been accounted for on a continuity of interest basis. In accordance with the continuity basis of accounting, these annual consolidated financial statements reflect the assets, liabilities, operations and cash flows of the Company as if the Company and PPC had always been one entity. There is currently no guidance in IFRS on the accounting treatment for combinations among entities under common control. IAS 8 – Accounting policies, changes in accounting estimates and errors (IAS 8) requires management, if there is no specifically applicable standard of interpretation, to develop a reliable policy that is relevant to the decision making needs of users. US GAAP requires an acquirer in a combination between entities or business under common control to recognize the assets acquired and liabilities assumed in the transaction at their carrying amounts in the accounts of the transferring entities at the date of transfer, and Primeline has adopted this accounting treatment for the Acquisition. Materiality for disclosures is determined on the basis of whether the information omitted or misstated would cause a reasonable investor to change their decision to buy, hold or sell the Company's securities.

1.6. Operating Segments

The Company has one operating segment, which is the exploration of oil and gas properties located in the People's Republic of China ("**PRC**"). CNOOC (China) Ltd **("CCL")**, a subsidiary of CNOOC, is the operator under Petroleum Contract 25/34, in which the producing LS36-1 gas field, which is the Company's sole source of revenue, is located. In this MD&A references to CNOOC include its subsidiary CCL.

2. Introduction

The Company is listed on the TSX Venture Exchange ("**TSX-V**") and is focused exclusively on upstream oil and gas opportunities in the PRC. The Company owns exploration, development and production rights in the East China Sea pursuant to two Petroleum Contracts, one in relation to Block 25/34 ("**Petroleum Contract 25/34**") and one in relation to Block 33/07 **("Petroleum Contract 33/07**") both entered into between CNOOC and two wholly owned subsidiaries of the Company **-** PECL and PPC. Petroleum Contract 25/34, dated March 24, 2005, and Petroleum Contract 33/07, dated June 15, 2012, are together referred to as "**the Petroleum Contracts"**. PECL and PPC act jointly as the "Contractor" under the Petroleum Contracts.

Block 25/34 covers 84.7 sq. km, being the development and production area for the LS36-1 gas field ("**LS36-1**") for which CCL is the Operator holding a 51% interest and the Company holding a 49% interest (PECL 36.75% and PPC 12.25%).

Block 33/07 covers an offshore area of 4,397 sq. km (1.08 million acres) enclosing Block 25/34 and the Company owns the Contractor's interest 100% (PECL 75% and PPC 25%). Another wholly owned subsidiary of the Company, PEOIL, is the operator for Block 33/07. The Contractor is responsible for 100% of the exploration costs and CNOOC has the right to participate in up to 51% of any commercial development. The first exploration phase under Petroleum Contract 33/07 expired in April 2016 when Primeline entered into the second exploration phase, which is for a period of two years, in order to enable it to continue with its exploration operations in the Lishui Basin.

Primeline and CNOOC are implementing a rolling development and exploration strategy in the Lishui Basin with CCL operating LS36-1 under Petroleum Contract 25/34 and Primeline leading the effort on exploration under Petroleum Contract 33/07. LS36-1's production infrastructure is the first natural gas facility in the southern part of the East China Sea and could become a hub for successful exploration and development work in the remainder of the petroliferous Lishui Basin.

During 2010-2014, CCL, as Operator, carried out and completed LS36-1's development works including the production platform, subsea pipeline, development wells and onshore processing terminal. Trial production from LS36-1 commenced on July 16, 2014 and commercial production commenced on December 1, 2014.

In October 2014, CCL and Zhejiang Gas signed the Gas Sales Contract**,** which superseded the first gas sale agreement in principle, which was signed in 2008, and a framework agreement for gas sale, which was signed in 2011, which together provided the commercial support for the development of LS36-1.

The total development cost incurred by the Company for LS36-1 up to March 31, 2016 was RMB 1,891 million (CAD$378 million) including the management charge for CNOOC's carry of the development costs from 2010 to 2014. Primeline's share of development cost was financed by a US$274 million loan ("**Syndicate Facility**") from China Development Bank, China Export and Import Bank and Shanghai Pudong Development Bank (together the "**Syndicate**")

The development has established access to the Zhejiang provincial gas grid in Eastern China, and together with the production infrastructure, enhances the value of LS36-1's incremental reserves and prospective resources and any additional resources which may be discovered in Block 33/07. The Company is continuing its exploration operations in the East China Sea and is also exploring opportunities to acquire additional assets either by itself or in joint venture with others.

During the year under review, natural gas was produced from LS36-1 with no significant technical problems and a total of approximately 134 million cubic metres (mmcm) natural gas was delivered to Zhejiang Gas under the Gas Sales Contract. However, a dispute has arisen with Zhejiang with regard to the price for gas payable under the Gas Sale Contact. The position of Zhejiang Gas has been that the gas price payable under the Gas Sale Contract should reflect changes of price in the onshore gas price regime. Primeline maintains that there is no contractual or legal basis for Zhejiang Gas' position as the Gas Sale Contract is a long term fixed price contract. During negotiations to resolve the dispute Zhejiang Gas has continued to offtake gas, albeit at a rate which is lower than the full contract quantity and it has only made partial payment at the reduced price it has proposed. As a result, on April 15, 2016, the Company commenced arbitration against Zhejiang Gas for its failure to comply with both the base price and minimum quantities under the take-or-pay Gas Sales Contract. On May 24, 2016, the Company also commenced commercial arbitration against CNOOC and CCL for its failure to comply with its responsibilities as Operator of Petroleum Contract 25/34. Further details are set out below.

3. Results of Operations

3.1. Operational Overview

The Company has been an exploration company for over 20 years and first discovered gas in the East China Sea in 1997 and LS36-1 has now been in production and selling gas to Zhejiang Gas for approximately two years.

During the year ended March 31, 2016 the Company, together with its partner CNOOC, has:

- Increased Company's revenues from LS36-1 to a record level of RMB 179 million notwithstanding the challenging market conditions and the related disputes with Zhejiang Gas and CNOOC (see below);
- Produced gas from LS36-1 with no significant technical problems and delivered approximately 134 million cubic metres (mmcm) natural gas gross to Zhejiang Gas under the Gas Sales Contract during the year ended March 31, 2016.
- Constructed a dock to improve transportation of by product of the gas field including CO2 and hydrocarbon liquids; and
- Undertaken preparatory works for the drilling of the adjustment well LS36-1-A4M following the Joint Management Committee **("JMC")** for Block 25/34 in February 2016. This adjustment well was successfully drilled and completed following the year-end.

In addition, the Company has:

- Carried out exploration in Block 33/07 in compliance with its work commitment under Petroleum Contract 33/07; and
- Secured finance to support the 2015 exploration programme.

3.2. Production and Continued Development

The production facility of LS36-1 was developed during 2010-2014 by CCL as Operator. The facility includes the production platform, subsea pipeline, development wells and onshore processing terminal. Trial production from LS36-1 commenced on July 16, 2014 and the production period under Petroleum Contract 25/34 formally commenced on December 1, 2014 and the delivery period under the 15-year Gas Sales Contract commenced on January 1, 2015. During the year under review, the production facility of LS36-1 operated safely and smoothly without major technical issues and the Operator continued to finalise and complete the remainder of the development, including the development of a dock for transporting future sales of by-products.

The total gross gas sales for the 12 months ending March 31, 2016 were 134mmcm, which is significantly lower than the annual quantity agreed under the Gas Sale Contract. For the 2015 calendar year, the take or pay quantity was 195 mmcm and

Zhejiang Gas only took 117 mmcm and as such were 78 mmcm short on their committed minimum offtake volume. This was due to Zhejiang Gas refusing to take delivery of gas, in breach of its contractual obligations, in an attempt to force CNOOC and Primeline to agree to lower the price payable under the Gas Sales Contract. (Refer to Sections 3.3, 4.1 and 4.2).

3.3. Gas Sales Challenges and Dispute with Buyer and Operator

The substantial development of long distance pipeline infrastructure and LNG terminals along the East Coast of China, coupled with the general slowdown of the Chinese economy and the dramatic drops in oil prices seen in late 2014 to early 2015, led to an oversupply of gas in China in 2015. Due to such dramatic market changes, the main suppliers to the East China gas market lowered prices, thus putting considerable pressure on LS36-1's price regime as Zhejiang Gas responded by demanding similar treatment.

Primeline regards this issue as a relatively short term situation in the overall development of the Chinese gas market as gas in the total PRC energy mix is under 6% and in Zhejiang Province 3%, compared to an international average level of 25%. Management believes that with the further development of regional and local gas grids, gas consumption will continue to expand in China, particularly in East China, and current surplus capacity will be quickly absorbed by the anticipated growth.

As a result of this change of market dynamics and the continuing decline in international oil and Chinese natural gas prices, in February 2015 Zhejiang Gas requested a reduction of the contracted LS36-1 gas price. Subsequently, following reductions in the onshore pipeline gas price guidelines issued by the Chinese Government on April 1, 2015 and then further on November 20, 2015, the position of Zhejiang Gas has been that the gas price payable under the Gas Sales Contract should reflect the onshore gas price regime. During negotiations Zhejiang Gas continued to offtake gas, albeit it has offtaken less than the contract minimum for 2015 and only made partial payment at the reduced price it has proposed.

Primeline believes there is no contractual or legal basis for Zhejiang Gas' actions as although the Gas Sales Contract states that parties may discuss and agree a price adjustment mechanism at some stage, and may discuss the price adjustment due to market changes, any changes must be mutually agreed. The challenges posed by the dispute with Zhejiang Gas have been compounded due to CNOOC's shareholder and business relationship with Zhejiang Gas, as a result of which CCL, which acts as operator under Petroleum Contract 25/34 and sales agent for Primeline under the Gas Sale Contract, has failed to enforce the Gas Sales Contract against Zhejiang Gas. A wholly owned subsidiary of CNOOC owns 30% of Zhejiang Gas and CNOOC, together with its partners (including Primeline), supplies a substantial proportion of the natural gas market in Zhejiang Province. As a result, CCL has a significant conflict of interest in the negotiations with Zhejiang Gas which has led to it failing to take any effective action against Zhejiang Gas to enforce the Gas Sales Contract.

Primeline has been trying to negotiate a resolution of the dispute with Zhejiang Gas which will allow it to meet its financial obligations under the Syndicate Facility and operational expenditure. However, as it has not so far been possible to resolve this dispute over price and payment despite numerous discussions over a 12 month period, Primeline has referred the matters to arbitration in accordance with Gas Sales Contract and Petroleum Contract 25/34. Details of such arbitration proceedings are as follows:

- Arbitration proceedings with China International Economic and Trade Arbitration Commission ("**CIETAC**") (the "**Zhejiang Gas Arbitration**") were commenced by Primeline on April 15, 2016 against Zhejiang Gas in respect of claims for payment of unpaid and partially paid gas sale invoices. Such proceedings were commenced in accordance with the dispute resolution provisions in the Gas Sales Contract. Following the commencement of such proceedings, Zhejiang Gas filed a request with the Zhejiang Province Hangzhou Intermediate Peoples' Court challenging the validity of Primeline's reliance on the arbitration provisions in the Gas Sales Contract. The basis of the challenge is that, as Primeline is not a signatory to the Gas Sales Contract but sells through CCL as agent, only CCL could institute such arbitration proceedings. Primeline has received a notice from CIETAC that the Zhejiang Gas Arbitration has been suspended until the court resolves this challenge. Primeline has been advised that it has a clear right under Section 402 of the Chinese Contract Law to institute the Zhejiang Gas Arbitration in view of the failure by its agent, CCL to institute arbitration proceedings in accordance with the Gas Sales Contract and therefore considers Zhejiang Gas' move to be simply an attempt to delay the Zhejiang Gas Arbitration. Primeline has filed a defence against the application by Zhejiang Gas and a hearing of the matter was held on July 26, 2016. The parties are awaiting the decision of the Court.

- Arbitration proceedings against CNOOC and CCL were commenced by Primeline on May 24, 2016 under the dispute resolution provisions of Petroleum Contract 25/34 ("**CNOOC Arbitration**") relating to CCL's failure to commence arbitration against Zhejiang Gas and Primeline's continuing disputes with CNOOC and CCL with regard to the development, production and sales of gas from LS36-1. Primeline appointed an arbitrator and on June 6, 2016 filed the formal Notice of Arbitration in accordance with the UNCITRAL Arbitration Rules 1976 and the arbitration clause under Petroleum Contract 25/34. The CNOOC Arbitration also includes claims in respect of CCL's mismanagement in relation to the development and production of LS36-1 and breach of fiduciary duties as agent under the Gas Sales Contract. As referred to above CNOOC has a significant conflict of interest in relation to its dealings with Zhejiang Gas and, as a result, Primeline believes that CNOOC and CCL have failed to act in relation to the dispute with Zhejiang Gas in accordance with the principles of good faith.

The Company will continue to seek a negotiated resolution of the disputes with the other parties but if the matters go to the completion of arbitration the Company and its legal counsel believe the Gas Sales Contract terms will be upheld. The Company expects that the disputes with Zhejiang Gas and CNOOC will be resolved to the Company's satisfaction and that with a gradually improving economic climate it will be possible to leverage the production base of the Company to finance continued exploration and provide a base for future expansion.

3.4. Corporate Finance

It was always intended that, particularly during the early years of production, LS36-1 revenue would be applied primarily to service the payments due in respect of the Syndicate Facility. Despite all the challenges and difficulties during the year, the Company has during the 12 months ending March 31, 2016, and up to date, met all the repayment and interest payment obligations under the Syndicate Facility. The Syndicate has been very supportive and sympathetic of the situation Primeline has encountered due to the breach of contract by Zhejiang Gas and the failure of CNOOC as noted above.

Accordingly, the Company required additional finance to fund exploration. In order to raise this additional finance, the Company decided to simplify the holding structure relating to the interests in the Petroleum Contracts and, during the year under review, completed the Acquisition of PPC, which holds a 25% interest in Petroleum Contract 33/07 and a 12.25% interest in Petroleum Contract 25/34, so that, following completion of the Acquisition, the Company now holds a 100% interest in Petroleum Contract 33/07 and a 49% interest in Petroleum Contract 25/34. The consideration for the Acquisition was satisfied by the issue of one third (or 44,669,851) of the number of the then issued and outstanding ordinary shares of the Company ("**Shares**"). The closing price of the Shares on the TSX-V on August 12, 2015, the last trading day prior to the completion of the transaction and the issuance of Shares to PIHI, was CAD$0.42.

In June 2015, the Company improved its capital structure by the conversion of shareholder loans of US$10.1667 million from Mr. Victor Hwang, the Company's Chairman, President and majority shareholder ("**Mr. Hwang**"). The loans were converted into Shares at a conversion price of CAD$0.58 per Share. As a result, the Company issued 21,218,535 Shares to Mr. Hwang.

On August 14, 2015, Primeline issued US$10 million principal amount Tranche A Convertible Bonds to GRF Prime Limited ("**GRF**"), a resources fund managed by GEMS Investment Management Limited of Hong Kong and then US$8 million principal amount Tranche B Convertible Bonds on November 10, 2015 **(**the "**Bonds**") in order to fund the operational and exploration work relating to Block 33/07. The term of the Bonds is three years extendable for two one-year periods. Interest is payable quarterly at 7% per annum, of which 4.5% will be paid in cash and 2.5% in Shares issued at a deemed price per Share equal to the higher of (i) the closing price of the Shares on the TSX-V on the day before; and (ii) the volume-weighted average trading price of the Shares on the TSX-V for the 10 days preceding; the interest payment date. The Bonds are convertible, at the option of GRF, at any time during the period commencing four months and a day following the date of issuance up to the date that is 10 days prior to the date of maturity of the Bonds, into Shares at conversion prices of CAD$0.70 (Tranche A Bonds) and CAD$0.85 (Tranche B Bonds) per Share. A structuring fee of 3.76% of the principal amount of the Bonds was paid by Primeline to GRF.

Primeline's strategy is to look for growth opportunities in the Asia region and potentially to secure a Far East listing for its shares. To this end, on June 8, 2015, the Company signed a Memorandum of Understanding to merge with Loyz Energy Limited **("Loyz").** The merger of the two companies was proposed to be effected by way of a scheme of arrangement under Cayman Islands laws under which Loyz would acquire all of the ordinary shares of Primeline by issuing Loyz shares, the result of which would have been an effective reverse takeover and a listing of the combined company on the Singapore Stock Exchange. Unfortunately, in view of deteriorating market conditions at that time, Primeline and Loyz decided that they would not proceed with the proposed merger and termination of the arrangement was announced on September 30, 2015. However, Primeline continues to explore possible merger or acquisition transactions in order to leverage its production operations and expand and diversify its business.

3.5. Exploration

The Company's strategy is to use the LS36-1 production and its infrastructure as a springboard to expand in the neighbouring area in the East China Sea. In addition to the production and cash flow from the first phase, the main benefit of LS36-1 is that, on the basis of the current production from LS36-1, the production infrastructure has spare capacity. Such spare capacity is anticipated to allow the Company to capitalise on its access to the Chinese gas market through exploration in the remainder of the Lishui Basin.

During the period under review, Primeline completed the interpretation of the 3D seismic data acquired and processed in 2014, and undertook a cost effective and smooth drilling operation of two exploration wells - LS23-1-1 and LS30-3-1 in Block 33/07.

In September 2015, CNOOC granted a 6 months extension to phase one of the exploration period of Petroleum Contract 33/07 to allow Primeline to fulfill its obligations for the minimum work programme for phase one exploration.

Primeline spudded the first well, LS23-1-1, on September 23 and reached total depth **("TD")** of 2,666m on October 21 and wireline logging data was subsequently acquired. The well encountered sandstone units of Paleocene and early Cretaceous age, drilling through the geological sequence as anticipated and finished in basement rock. It discovered several zones of gas bearing sandstone and evaluation of logging data indicated total cumulative net pay thickness of 14 metres.

The second well spudded on November 13. LS30-3-1 is located approximately 20km north of the LS36-1 gas field platform - targeting a large channel sand prospect. The prospect was originally mapped in 2009/2010 and refined during the 2014/2015 evaluation. When the well reached the planned TD of 1800m, Primeline decided to deepen the well, drilling to a TD of 2000m on November 27 with electronic log data being collected during November 27-30.

Although both wells encountered very good sandstone reservoirs as predicted and gas shows, they were not commercial.

At the end of April 2016, Primeline elected to enter into the second exploration phase of two years under Petroleum Contract 33/07, which carries a commitment of one exploration well. Before entering into this phase, as required by the terms of Petroleum Contract 33/07, Primeline relinquished 25% of the original contract area, so that the contract area for Block 33/07 was reduced from 5877 sq km to 4,397 sq km.

3.6. Reserves and Resources

The Company appointed McDaniel and Associates Consultants Limited ("McDaniel") of Calgary to update the independent evaluation of its assets, including LS36-1 and Block 33/07. McDaniel is one of the world's leading petroleum consulting firms specializing in geological studies, reserves evaluations, resource assessments, economic evaluations and petroleum engineering studies.

McDaniel has been the independent engineering auditor for the Company since 2007 and has seen the progress of LS36-1 from feasibility study, Overall Development Programme **("ODP"),** construction to final completion and production. They have reviewed the full current development status, including the engineering, development drilling and commercial progress, as well as ODP and the Gas Sale Contract and its predecessor agreements as at March 31, 2016 and have updated their evaluation of the natural gas and natural gas liquid reserves located LS36-1, as well as the prospective resources in Block 25/34 and Block 33/07, in accordance with the standards set out in Canadian National Instrument 51-101 and the Canadian Oil and Gas Evaluation Handbook ("**COGEH")**. The full report was published on July **14, 2016**.

At the effective date of March 31, 2016, the key estimates by McDaniel for LS36-1 are as follows:

- Total Property Gross Proved Reserves of 42.1 billion cubic feet **("bcf")** of natural gas and 1.8 million barrels **("MMbbl")** of LPG (1) and condensate;

- Total Property Gross Proved Plus Probable Reserves of 56.8 bcf of natural gas and 2.6 MMbbl of LPG and condensate which translates to Company Net Reserves (2) of 28.5 of gas and 1.3 MMbbl of LPG and condensate;
- Total Property Gross Proved Plus Probable barrels of oil equivalent **("boe")** (3) of 12.1 MMbbl which translates to Net Company Reserves of 6.1 MMbbl; and
- Total Property Gross Proved Plus Probable Plus Possible BOE (3) for the project is 15.3 MMbbl, which translates to Net Company Reserves of 7.6 MMbbl.

(1) Barrels of LPG are based on density of Propane.
(2) Company Net reserves are based on Company share of total Cost and Profit Oil and due to repayment of past costs are greater than Company Gross.
(3) With gas converted to oil in the rate of six thousand cubic feet of gas **("mcf")** to one barrel of oil **("bbl")** (6 Mcf: 1 bbl) and one barrel of LPG to one barrel of oil. BOEs may be misleading, particularly if used in isolation. A BOE conversion of 6 Mcf gas: 1 bbl oil and 1 bbl LPG: 1 bbl oil is based on an energy equivalency conversion method applicable at the burner tip and does not represent a value equivalency at the wellhead.

Under the reporting definitions, there is a 90% probability that the quantities actually recovered will equal or exceed the Proved Reserves, and a 50% probability that the quantities actually recovered will equal or exceed the Probable Reserves. Possible Reserves are those additional reserves that are less certain to be recovered than Probable Reserves. There is a 10% probability that the quantities actually recovered will equal or exceed the Possible Reserves.

Based on the terms of Gas Sale Contract and McDaniel's view of the product prices, McDaniel estimates:

- Net present value after tax for LS36-1's Proved Plus Probable Reserves, net to Primeline, of US$214.7 million at a discount rate of 10%; and
- Net present value after tax of US$257.0 million, again net to Primeline, when the risked Mean Prospective Resources in LS36-1 are included.

It should be noted that these estimates of the net present values are not estimates of fair market value nor do they reflect capital and corporate structure effects and optimisation.

4. Financial Summary

4.1. Financial Position

As at March 31, 2016, the Company held cash resources of RMB 150,569,616 (CAD$30,144,067).

Offtake and production during the year ended March 31, 2016 was patchy and Zhejiang Gas did not pay the contracted price or offtake the minimum quantity of natural gas required under the Gas Sale Contract for calendar year 2015. Under the terms of its Gas Sales Contract the base price and minimum annual quantities are fixed. However, during the year ended March 31, 2016, Zhejiang Gas began to dispute the base price in the agreement and commenced paying for gas at the price it proposed in negotiations and thus began short paying amounts invoiced to it by CCL. In the event, despite negotiations continuing over an extended period, it has not so far been possible to resolve the dispute satisfactorily and, as a result, Primeline commenced the Zhejiang Gas Arbitration referred to above. In view of the length of time since the initial default by Zhejiang Gas, the Company has now determined that, as a matter of prudent accounting, the disputed and unpaid portion of the offtake invoices issued by CCL should not currently be recognised as revenue from the point that Zhejiang Gas began to apply a lower price to pay these invoices. Accordingly, the Company has taken the decision that, until the dispute with Zhejiang Gas has been resolved, RMB 84.8 million (CAD$17.0 million), being its share of the unpaid amounts properly invoiced by CCL, should not be recognized as revenue. Notwithstanding this accounting treatment, which is based on IFRS rules, the Company remains firmly of the opinion that Zhejiang Gas will agree or will be compelled to honour its commitments under the Gas Sales Contract and the amounts properly billed under the Gas Sales Contract but unpaid to date will subsequently be recognized as income.

Also as referred to above, Zhejiang Gas did not offtake the require minimum take or pay amount of gas required under the Gas Sale Contract for the calendar year 2015 and accordingly CCL has invoiced Zhejiang Gas for the 2015 calendar year offtake quantity shortfall in respect of which Zhejiang Gas is obligated to pay the contract price for the shortfall due of

RMB257,742,921 (CAD$51,600,184). That invoice, issued by CCL, has not been paid to date, in breach of the Gas Sales Contract, which provides that parties should comply with their obligations in full notwithstanding any dispute or arbitration. As referred to above, in view of the period for which the dispute with Zhejiang Gas has now continued, resulting in the filing of the Zhejiang Gas Arbitration, the Company has taken the decision that, as a matter of accounting treatment, until the dispute with Zhejiang Gas has been resolved it should not currently recognise its share of the amount invoiced by CCL for the take or pay shortfall as revenue. Again, as referred to above, notwithstanding the IFRS accounting treatment of this revenue, the Company remains firmly of the opinion that Zhejiang Gas will agree or will be compelled to honour its commitments under the Gas Sales Contract and the unpaid amounts for the take or pay shortfall not recognized at this stage will subsequently be recognized as income.

Primeline may face default under the Syndicate Facility without full payment from Zhejiang Gas and continued operation of LS36-1 by CCL. The Syndicate Facility is secured on the Company's interest in LS36-1 and is for a total amount of US$ 274 million, repayable over 9 years at an all-in interest rate of 6 month LIBOR+4.7%. As at March 31, 2016, the total amount outstanding under the Syndicate Facility is US$253 million or RMB 1,743,940,000 (CAD$349,137,000) based on the exchange rate at the year-end date.

The Syndicate is aware that certain project economic parameters, including, inter alia, the debt repayment reserve account and the debt recovery ratio, do not meet the Syndicate Facility threshold. Although the Syndicate has reserved its rights, it has confirmed in writing that all Primeline's repayment obligations including principal and interest have been fully met and with regard to the technical non-compliance of covenants by the Company, the Syndicate had not taken any action at March 31, 2016 and to date has no plan to act on such technical non-compliance. In addition, it has held discussions with Primeline regarding potential support to Primeline during the Zhejiang Gas Arbitration and CNOOC Arbitration. In the meantime, however, until such time as the binding support agreement has been finalised and signed, as a prudent accounting treatment and as required by IFRS, the Company has shown the full principal balance of the loan as a current liability at the year-end date. Upon the anticipated execution of the support agreement the Company expects that that the portion of the loan due in more than one year will be reclassified as a long term liability. Of course, there can be no assurance that such support will be obtained or on terms acceptable to the Company.

As at March 31, 2016, the amounts outstanding under the Bonds issued to GEMS (see "Corporate Finance") are RMB 102,487,445 (CAD$20,518,007).

4.2. Financial Performance

Selected Annual Information

The following information was extracted from the Company's consolidated audited financial statements:

Years Ended March 31,	2016 CAD	2016 RMB	2015 RMB (Restated)	2014 RMB (Restated)
Total revenues, in thousands	35,746	178,553	159,027	2,749
Net (loss) gain, in thousands	(51,864)	(259,057)	(17,009)	(5,846)
Per basic share	(0.295)	(1.475)	(0.151)	(0.050)
Per diluted share	(0.295)	(1.475)	(0.151)	(0.050)
Total assets, in thousands	529,728	2,645,994	2,562,737	648,997
Total long-term financial liabilities, in thousands	54,642	272,935	1,676,833	22,667
Cash dividends declared	-	-	-	-

Due principally to the lower than contract value offtake volume and prices paid and adverse foreign exchange translation effects on the Syndicate Facility, the Company's net loss for the year ended March 31, 2016 was RMB 259.1 million (CAD$51.9 million) and comes against a backdrop of difficult market conditions in the oil and gas sector during the past year and a general slow-down in the global economy, including in the PRC.

Revenues in the year ended March 31, 2016 of RMB178,553,728 (CAD$35,746,492) reflected the Company's first full year of production from LS36-1 and compare with RMB159,027,384 in the previous period as production only began at January 1, 2015.

As a result of the above, the Company's gross revenues of RMB178,553,728 (CAD$35,746,492) were recorded during the year ended March 31, 2016. The Company would have booked a significantly higher revenue, but, based on the prudent approach adopted by the Company as regards IFRS revenue recognition, it has not booked the receivables which are currently due and payable by Zhejiang Gas and CNOOC. As discussed below, the Company remains firmly of the opinion that Zhejiang Gas will agree or be compelled to honour its commitments under the Gas Sales Contract and that these receivable will be recovered. Once these are received, the amounts properly billed under the contract and unpaid by Zhejiang Gas will be recognised.

Increased finance expenses of RMB90,723,044 (CAD$18,162,772) were mainly due to interest paid or accrued under the Syndicate Facility, which is denominated in US$, and a negative change in foreign exchange gains and losses of RMB72,143,572 (CAD$14,443,158) due to the depreciation of the RMB against the US$.

There were production costs of RMB92,577,388 (CAD$18,534,012) and G&A expenses of RMB13,919,640 (CAD$2,786,715). Production costs were 30,639,000 in the year ended March 31, 2015 and the increase in 2016 represents a full year of production as compared to only 3 months in 2015. The increase of production costs was mainly due to having staff and the LS36-1 gas field available to produce but Zhejiang Gas falling short of its offtake obligations. G&A expenses in the year ended March 31, 2015 were RMB8,733,000 and the increase was mainly due to legal fees increased by the disputes relating to the gas contract issues.

The Company estimates that the realization of income tax benefits related to its deferred income tax assets is uncertain and cannot be considered to be more likely than not. Accordingly, no deferred income tax asset has been recorded.

5. Risk and Risk Management

5.1. Risk Management

The Company's risk management supports decision-making via comprehensive and systematic identification and assessment of risks that could materially impact the results of the Company. Through this framework, the Company builds risk management and mitigation into strategic planning and operational processes through the adoption of standards and best practices.

The Company attempts to mitigate its financial, operational and legal risks to an acceptable level through a variety of policies, systems and processes. The following provides a list of the most significant risks relating to the Company and its operations.

5.2. Significant Risk Factors

5.2.1 Operational, Environmental and Safety Incidents

The Company's operations are subject to inherent operational risks in respect to safety and the environment that require continuous vigilance. The Company seeks to minimise these operational risks by carefully designing and building its facilities and conducting its operations in a safe and reliable manner. Failure to manage the risks effectively could result in potential fatalities, serious injury, interruptions to activities or use of assets, damage to assets, environmental impact, or loss of license to operate. Enterprise risk management, emergency preparedness, business continuity and security policies and programmes are in place for all operating areas and are adhered to on an ongoing basis. The Company, in accordance with industry practice, maintains insurance coverage against losses from certain of these risks. Nonetheless, insurance proceeds may not be sufficient to cover all losses, and insurance coverage may not be available for all types of operational risks.

5.2.2 Commodity Price Volatility

Primeline's results of operations and financial condition are dependent on the prices received for its natural gas, LPG and condensate production. Lower prices will adversely affect the value and quantity of Primeline's oil and gas reserves. All of Primeline's natural gas production is currently sold to Zhejiang Gas. Therefore, the majority of Primeline's revenue is currently dependent on the one contract, being the Gas Sales Contract. The Gas Sales Contract is between CCL (the operator of LS36-1) and Zhejiang Gas and as such Primeline has limited influence over its performance and terms. If Zhejiang Gas was to attempt to terminate the Gas Sales Contract, or the cost of production from LS36-1 were to rise above the price provided for in the Gas Sales Contract that would have a material, adverse effect on Primeline's business. Continuation of the settlement issues that have arisen with Zhejiang Gas and conclusion of the Zhejiang Gas Arbitration or the CNOOC Arbitration adversely to the Company's expectations could each have a material adverse effect on the Company's business, financial condition and cash flow. (See Section 3.3).

5.2.3 History of Losses

Primeline has incurred net losses in each of the years since the date of its incorporation. If Primeline is unable to achieve profitable operations in the future, there may be a material adverse effect on its ability to continue operations. A lack of cash flow could impede the ability of Primeline to raise capital through debt or equity financing to the extent required for continued operations or planned expansion. Accordingly, future losses may have a material adverse effect on the business, financial condition, results of operations and cash flows of Primeline.

5.2.4 Requirement for New Capital

Primeline may require additional financing to fund its operations. If additional financing is required, there can be no assurance that it will be available on acceptable terms, or at all. If Primeline raises additional funds by issuing equity securities, dilution to the holders of Shares may result. If adequate funds are not available, Primeline may be required to delay, scale back or eliminate portions of its operations.

5.2.5 Risks Relating to Arbitrations

Primeline is engaged in the Zhejiang Gas Arbitration and the CNOOC Arbitration (See Section 3.3). While Primeline believes its legal position is good and that it will be successful in each of these arbitrations, the outcome of such proceedings is inherently uncertain and no assurance can be given of Primeline's success. Primeline may not be successful in either or both arbitrations. If Primeline is successful in the arbitrations, it may nonetheless be unable to enforce the award of the arbitrator. If either of these events were to occur, that would likely have a material, adverse effect on Primeline's business and financial position. See Section 5.2.18.

5.2.6 Volatility of the Market Price of the Shares

The market price of the Shares may exhibit significant fluctuations in response to the following or other factors, many of which are beyond the control of Primeline. The factors include variations in the operating results of Primeline, results of its oil and gas exploration activities, material announcements by Primeline or its competitors of exploration developments, strategic partnerships, joint ventures or capital commitments, general economic and political conditions in China and in the oil and gas industry, and regulatory developments. The price at which an investor purchases or acquires Shares may not be indicative of the price of the Shares that will prevail in the trading market.

5.2.7 Dependence on Key Management Personnel

Primeline's success is highly dependent upon the continued services of key managerial employees, including the Chairman and President of the Corporation, Mr. Hwang, and the Chief Executive Officer of Primeline, Dr. Ming Wang. Primeline does not currently maintain key-man life insurance policies on any member of management. Accordingly, the loss of these key executives or one or more other key members of management could have a material adverse effect on Primeline.

5.2.8 Exchange Rate Risk

Primeline is exposed to currency risk to the extent that it holds cash deposits primarily denominated in US$ and CAD$, whereas accounts payable by reference to various currencies are denominated primarily in US$, CAD$, £Sterling and RMB. For instance, the Syndicate Facility is denominated in US$, and serviced from cash from operations in RMB. Therefore, fluctuation between exchange rates for CAD$ and US$, in which Primeline holds the majority of its cash deposits as against RMB and £Sterling could adversely affect Primeline and, accordingly, the market price of the Shares. Primeline believes the foreign exchange risk is currently significant and is in discussions with the Syndicate to mitigate.

5.2.9 Exploration Risk

Oil and natural gas exploration involves a high degree of risk. These risks are more acute in the early stages of exploration. Primeline's exploration expenditures with respect to Block 33/07 may not result in new discoveries of oil or natural gas in commercially viable quantities. If exploration costs exceed estimates, or if exploration efforts do not produce results, which meet expectations, exploration efforts may not be commercially successful, which could adversely impact the ability to generate revenues from operations. Primeline faces additional risk due to the offshore nature of its exploration and development operations. In particular, drilling hazards or environmental damage could greatly increase the cost of operations, and various field operating conditions may adversely affect the production from successful wells. These conditions include delays in obtaining governmental approvals or consents, shut-ins of connected wells resulting from extreme weather conditions or other geological and mechanical conditions.

5.2.10 Reservoir Performance Risk

Lower than projected reservoir performance at LS36-1 could have a material impact on the Company's financial position, medium to long-term business strategy and cash flow. Inaccurate appraisal of large project reservoirs could result in missed production, revenue and earnings targets and negatively affect the Company's reputation, investor confidence and the Company's ability to deliver on its growth strategy. In order to maintain the Company's future production of crude oil, natural gas and NGL and maintain the value of the reserves portfolio, additional reserves must be added through discoveries, extensions, improved recovery, performance related revisions and acquisitions. The production rate of oil and gas properties tends to decline as reserves are depleted while the associated unit operating costs increase. In order to mitigate the effects of this, the Company must undertake successful exploration and development programmes increase the recovery factor from existing properties through applied technology and identify and execute strategic acquisitions of proved developed and undeveloped properties and unproved prospects. Maintaining an inventory of developable projects depends on, among other things, obtaining and renewing rights to explore, develop and produce oil and natural gas, drilling success, completing long-lead time capital intensive projects on budget and on schedule and the application of successful exploitation techniques on mature properties.

5.2.11 Reserves Data and Future Net Revenue Estimates

The reserves data contained or referenced in this MD&A are estimates only. The accurate assessment of oil and gas reserves is critical to the continuous and effective management of the Company's upstream assets. Reserves estimates support various investment decisions about the development and management of oil and gas properties. In general, estimates of economically recoverable crude oil and natural gas reserves and the future net cash flow therefrom are based upon a number of variable factors and assumptions, such as product prices, future operating and capital costs, historical production from the properties and the assumed effects of regulation by government agencies, including with respect to royalty payments, all of which may vary considerably from actual results. All such estimates are to some degree uncertain, and classifications of reserves are only attempts to define the degree of uncertainty involved. For those reasons, estimates of the economically recoverable oil and gas reserves attributable to any particular group of properties, classification of such reserves and resources based on risk of recovery and estimates of future net revenues expected therefrom may differ substantially from actual results. The data may be prepared by different engineers or by the same engineers at different times. These factors may cause the estimates to vary substantially over time. All reserves estimates involve a degree of ambiguity and, at times, rely on indirect measurement techniques to estimate the size and recoverability of the resource. While new technologies have increased the accuracy of these techniques, there remains the potential for human or systemic error in recording and reporting the magnitude of the Company's oil and gas reserves. Inaccurate appraisal of large project reservoirs could result in missed production, revenue and earnings targets and could negatively affect the Company's reputation, investor confidence and the Company's ability to deliver on its growth strategy.

5.2.12 Unplanned Shutdowns and Pipeline Interruptions

Unplanned shutdowns and closures of facilities or platform may limit may potentially have a material impact on the Company's financial condition, short-term to long- term business strategy, cash flow, and earnings. The Company's corporate reputation is particularly vulnerable to these events. Prolonged problems may threaten the commercial viability of operations.

5.2.13 Security and Terrorist Threats

Security threats and terrorist or activist activities may impact the Company's personnel, which could result in injury, death, extortion, hostage situations and/or kidnapping, including unlawful confinement. A security threat, terrorist attack or activist incident targeted at a facility, office or offshore vessel/installation owned or operated by the Company could result in the interruption or cessation of key elements of the Company's operations. Outcomes of such incidents could have a material impact on the Company's financial condition, business strategy and cash flow. A cyber incident may impact the operational state and/or cause physical damage to the Company's assets, along with potential health and safety risks or loss of intellectual property.

5.2.14 Lack of Diversification

Primeline's business focuses exclusively on the oil and gas industry in China, and therein exclusively on exploration and development of two properties, Block 25/34 and Block 33/07. Completion of the Acquisition has increased Primeline's exposure to the exploration and development risks of these properties. Larger companies have the ability to manage their risk by diversification. However, Primeline currently lacks diversification, in terms of both the nature and geographic scope of business. As a result, factors affecting the oil and gas industry or China in general or Blocks 25/34 and 33/07 in particular are likely to impact Primeline more acutely than if its business were more diversified.

5.2.15 Insurance

Involvement in the exploration for and development of oil and natural gas properties may result in Primeline becoming subject to liability for pollution, blow-outs, property damage, personal injury or other hazards. Although Primeline will obtain insurance in accordance with industry standards to address such risks, such insurance has limitations on liability that may not be sufficient to cover the full extent of such liabilities. In addition, such risks may not, in all circumstances, be insurable or, in certain circumstances, Primeline may choose not to obtain insurance to protect against specific risks due to the high premiums associated with such insurance or for other reasons. The payment of such uninsured liabilities would reduce funds available. If Primeline suffers a significant event or occurrence that is not fully insured, or if the insurer of such event is not solvent, then Primeline would be required to fund any shortfall.

5.2.16 Competition

The oil and gas industry is highly competitive. Other companies engaged in the same line of business may compete with Primeline from time to time in obtaining capital from investors. Competitors include much larger, foreign owned companies, which, in particular, may have access to greater resources than Primeline, may be more successful in the recruitment and retention of qualified employees and may conduct their own marketing operations, which may give them a competitive advantage. In addition, actual or potential competitors may be strengthened through the acquisition of additional assets and interests.

5.2.17 Risks Related to Primeline's Controlling Shareholder

Primeline is controlled by Mr. Hwang, its Chairman and President, who directly and indirectly through PIHI owns Shares representing approximately 67.5% of the votes attaching to all of the Shares and management share options in respect of a further 200,000 Shares. Mr. Hwang has the ability to control election to the board of directors and may be able to cause Primeline to effect corporate transactions without the consent of its other shareholders, subject to applicable law and the fiduciary duty of Primeline's directors and officers. Transactions effected between Primeline and Mr. Hwang may not be on the same terms as could be obtained from independent parties. Mr. Hwang is also able to cause or prevent a change of control of Primeline. This may have an adverse effect on the market price or value of the Shares.

5.2.18 PRC Political and Economic Considerations

The location of its operations wholly in the PRC may expose the Company to uncertain political, economic and other risks. The Company's operations may be adversely affected by events that may include, but are not limited to, onerous fiscal policy, renegotiation, nullification or failure to perform agreements, imposition of onerous regulation, changes in laws governing existing operations, financial constraints, including currency and exchange rate fluctuations, unreasonable taxation and corrupt behaviour of public officials, joint venture partners or third-party representatives that could result in lost business opportunities for Primeline. This could adversely affect the Company's interest in its PRC operations and future profitability. Changes in PRC government policy, legislation or regulation could impact the Company's existing and planned projects as well as impose costs of compliance and increase capital expenditures and operating expenses. Examples of the Company's regulatory risks include, but are not limited to, uncertain or negative interactions with government, uncertain energy policies, uncertain climate policies, uncertain environmental and safety policies, penalties, taxes, royalties, government fees, reserves access, limitations or increases in costs relating to the exportation of commodities, restrictions on the acquisition of exploration and production rights and land tenure, expropriation or cancellation of contract rights, limitations on control over the development and abandonment of fields and loss of licences to operate.

5.2.19 Partner Misalignment

CNOOC, as joint venture partner operates all of Primeline's producing assets. Primeline is at times dependent upon CNOOC for the successful execution of various projects. If a dispute with partners were to occur over the development and operation of a project or if partners were unable to fund their contractual share of the capital expenditures, a project may be delayed and the Company may be partially or totally liable for its partner's share of the project.

5.2.20 Environmental Considerations

As Primeline is involved in oil and gas exploration, it is subject to extensive environmental and safety legislation (for example, in relation to plugging and abandonment of wells, discharge of materials into the environment and otherwise relating to environmental protection) and this legislation may change in a manner that may require additional or stricter standards than those now in effect, a heightened degree of responsibility for companies and their directors and employees and more stringent enforcement of existing laws and regulations. There may be unforeseen environmental liabilities resulting from oil and gas activities that may be costly to remedy. In particular, the acceptable level of pollution and the potential clean-up costs and obligations and liability for toxic or hazardous substances for which Primeline may become liable as a result of its activities may be impossible to assess against the current legal framework and current enforcement practices of PRC. The extent of potential liability, if any, for the costs of abatement of environmental hazards cannot be accurately determined and consequently no assurances can be given that the costs of implementing environmental measures or meeting any liabilities in the future will not be material to Primeline or affect its business or operations. Primeline will be committed to meeting its responsibilities to protect the environment and anticipates making increased expenditures of both a capital and an expense nature as a result of the increasingly stringent laws relating to the protection of the environment in China, and will be taking such steps as required to ensure compliance with such legislation.

Under the Environmental Protection Law of PRC, the division of the State Council responsible for environmental protection has the power to set national environmental quality standards and supplement the national standards in areas where the national standards are silent. Due to the very short history of the Environmental Protection Law of PRC, national and local environmental protection standards are still in the process of being formulated and implemented. Primeline believes there are no outstanding notices, orders or directives from central or local environmental protection agencies or local government authorities alleging any breach of national or local environmental quality standards by Primeline and that Primeline has complied with all existing environmental protection laws, regulations, administrative orders and standards. Given the nature of Primeline's business, there is a possibility that Primeline will have to meet higher environmental quality standards as the economy of the PRC expands and its level of environmental consciousness increases in the future.

5.2.21 Reliability of Information

While the information contained herein regarding the PRC and its economy has been obtained from a variety of government and private publications, independent verification of this information is not available and there can be no assurance that the sources from which it is taken or on which it is based are wholly reliable.

5.3. Financial Risks

5.3.1. Currency risk

The Company's cash and cash equivalents outside China are principally held at large international financial institutions in interest bearing accounts. The majority of current cash balances are held at a Chinese financial institution in RMB and US$, primarily for the purpose of debt servicing requirements relating to the Syndicate Facility.

The Company held financial instruments in different currencies during the years ended as follows:

	March 31, 2016	March 31, 2015
		(Restated)
Cash and cash equivalents of:		
- CAD$ '000	101	103
- US$ '000	11,221	619
- GBP '000	18	12

- HK$ '000	151	1,720
Shareholder loan of US$ '000	-	(10,167)
Bank loans and interest of US$ '000	(256,900)	(265,714)
Convertible bonds of US$'000	(18,000)	-

Based on the above net exposures, and assuming that all other variables remain constant, a 10% depreciation or appreciation of the RMB against the CAD$, US$, British Pound and Hong Kong Dollar, would result in an increase/decrease of the Company's net (loss) income of approximately:

	March 31, 2016	March 31, 2015 (Restated)	March 31, 2016
	RMB'000	RMB'000	CAD$'000
- CAD$	51	50	10
- US$	185,406	170,910	37,118
- GBP	17	11	3
- HK$	13	138	3

5.3.2. Credit risk and trade receivable risk
Credit and trades receivables' risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations.

The Company currently sells its natural gas a single customer, Zhejiang Gas through CCL and is contractually entitled to receive sales proceeds on a weekly basis.

5.3.3. Liquidity risk
Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due and arises through the excess of financial obligations over financial assets due at any point in time. Financing may be required in relation to any future exploration work and to fund any current working capital deficiency. (See Section 6.1**).**

5.3.4 Interest rate risk
Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has inherent interest rate risk in the Syndicate Facility, which carries a floating interest rate of US$ 6 month LIBOR plus 4.7%. The Company does not hedge against this risk.

6. Liquidity and Capital Resources

6.1 Liquidity

The Company commenced the Zhejiang Gas Arbitration for the failure of Zhejiang Gas to comply with both the basic price and minimum quantities required under the Gas Sales Contract. As at March 31, 2016, the Company's share of amount short paid by Zhejiang Gas amounts to RMB 84.8 million (CAD$17 million) where Zhejiang Gas applied a lower (market related) price to the quantities of natural gas taken as compared to the agreed upon base price in the Gas Sales Contract and Zhejiang Gas only took 117 million cubic metres (mmcm) of gas from CCL and the Company as against the agreed upon minimum of 195 mmmcm minimum for the contract year to December 31, 2015 (refer to Section 3.3). The Company has also commenced arbitration against CNOOC and CCL in respect of claims in respect of

CCL's mismanagement in relation to the development of LS36-1 and breach of fiduciary duties as agent under the Gas Sales Contract and for failures to comply with its responsibilities as Operator of Petroleum Contract 25/34.

The Company's consolidated financial statements have been prepared on a going concern basis which assumes that the Company will continue operating until at least March 31, 2017 and will be able to realize its assets and discharge its liabilities in the normal course of operations as they come due. However, in order to continue as a going concern, the Company must successfully conclude the ongoing arbitrations (as described above), generate sufficient operating cash flows, secure additional capital, restructure its Syndicate Facility, obtain continued financial support from its majority shareholder or otherwise pursue a strategic restructuring, refinancing or other transaction to provide it with additional liquidity. If it fails to do so, then the Company may not have sufficient capital resources or cash flows from operations in order to satisfy its ongoing obligations and future contractual commitments, including the principal and interest payments due on the Syndicate Facility. As a result, it may not be able to continue as a going concern.

Several adverse conditions and material uncertainties cast significant doubt upon the going concern assumption. The Company had a working capital deficiency of RMB 1,747.2 million (CAD$349.8 million) as at March 31, 2016 compared to RMB 140.8 million (CAD$ 28.2 million) as at March 31, 2015 and had breached certain covenants in the Syndicate Facility. The increase in net current liabilities mainly reflects the reclassification of the Syndicate Facility to current liabilities and additional short term loans secured during the year of RMB 233.3 million (CAD$ 46.7 million) and loan interest of RMB8,545,097 (CAD$1,710,730) which is due within the coming 12 months. Mr. Hwang's shareholder loans were repaid by Shares (refer to **Section 3.3**).

Primeline has held discussions with the Syndicate to resolve the current covenant breaches and to secure its support during the Zhejiang Gas Arbitration and CNOOC Arbitration including, inter alia, a reduced capital repayment on the Syndicate Facility in November 2016. These negotiations are ongoing. The Company is actively seeking to successfully resolve the disputes related to the arbitration cases, while remaining focused on minimizing uncommitted capital and exploration expenditures and preserving the Company's growth options.

If for any reason, the Company is unable to successfully complete the arbitrations, restructure the Syndicate Facility or secure the additional sources of financing and continue as a going concern, then this could result in adjustments to the amounts and classifications of assets and liabilities in the Company's consolidated financial statements and such adjustments could be material.

However, while in the past the Company has been successful in closing financing agreements, there can be no assurance it will be able to do so again. Factors that could affect the availability of financing include the state of debt and equity markets, investor perceptions and expectations, and the natural gas markets. Further, there can be no assurance that the Company will prevail in its commercial arbitration actions or on the timing of the completion of those actions and collections of amounts owing as compared to the timing of future cash outflows.

As at March 31, 2016, the Company had total assets of RMB 2,646.0 million (CAD$529.7 million) (March 31, 2015 – RMB2,562,736,595), which were financed by net shareholders' equity of RMB 439.7 million (CAD$88.0 million) (March 31, 2015 – RMB625,504,673), Syndicate Facility and short term bank loan of RMB 1,743.9 million (CAD$349.1 million) (March 31, 2015 – RMB 1,633.0 million (CAD$326.9 million)).

As at March 31, 2016, the Company had an accumulated deficit of RMB 408.1 million (CAD$81.7 million) (March 31, 2015 – RMB149.0 million (CAD$29.8 million)).

During the year, exploration and evaluation assets of RMB152,954,437 (CAD$30,621,509) were incurred. As at March 31, 2016, the total amount of exploration and evaluation assets incurred and capitalized amounted to RMB71,690,000 (CAD$14,352,000).

Under Petroleum Contract 33/07, the Company has a 7.5 year exploration period divided into 3 exploration periods of 3.5, 2 and 2 years each. On May 5, 2016, Primeline agreed with CNOOC that it would enter the second exploration phase under the Petroleum Contract for Block 33/07. The Company has not yet fully settled its obligations to China Offshore Services Limited relating to the phase one drilling undertaken in the period under review and understands this matter may become the subject of arbitration proceedings.

With regard to phase two, substantial expenditures for such exploration activities are not likely to occur before 2018. The Company intends to finance these expenditures when due by securing a farm in from a partner, from further financing, or a combination of these.

The Company entered into a lease agreement for the rental of its Shanghai office in the PRC. The lease was for a period of one year from September 1, 2014 to August 31, 2015 with a monthly rental fee of RMB58,450 (CAD$11,702). The Company signed a new lease agreement in June 2015 for new premises for its Shanghai office in the PRC covers the period from September 15, 2015 to 2018 for three years for a monthly rental fee of RMB111,437 (CAD$22,310).

6.2 Capital Structure

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the exploration and development of the Petroleum Contracts, acquire additional petroleum property interests and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk. In the management of capital, the Company includes its cash and cash equivalent balances and components of shareholders' equity.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue debt, acquire or dispose of assets or adjust the amount of cash and cash equivalents and investments.

In order to facilitate the management of its capital requirements, the Company prepares annual expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. The Board of Directors approves the annual and updated budgets. At this stage of the Company's development, in order to maximize ongoing development efforts, the Company does not pay out dividends. Additional information regarding capital management is disclosed in note 6 of the annual consolidated financial statements as at March 31, 2016.

There are no significant budgeted exploration and development, or research and development expenditures required to maintain properties or agreements in good standing above and beyond the operating expenditures for the LS36-1 Field which are expected to be funded from cash flow from operations on that asset.

6.3 Transactions with Related Parties and Directors

During the year ended March 31, 2016, the Company paid or accrued the following:

i. London office rent of RMB122,485 (CAD$24,522) (2015 – RMB508,811) was paid or accrued to a company beneficially owned by Mr. Hwang.

ii. The aggregate total compensation paid or payable to the key management personnel was RMB6,278,896 (CAD$1,257,036) (2015 – RMB6,946,815) Fees and benefits paid or accrued to key management personnel of the Company being Dr. Ming Wang, Mr. Andrew Biggs, Mr. Stuart Joyner, Mr. Mark Norman and others were RMB6,278,896 (CAD$1,257,036) (March 31, 2015 – RMB6,946,815) and share based payment of RMB681,143 (CAD$136,365) (March 31, 2015 – RMB1,381,389) was recognized for the 2,360,000 (March, 2015 – 2,360,000) share options granted to these key management personnel. Fees and benefits paid or accrued to directors being Mr. Victor Hwang, Mr. Brian Chan, Mr. Peter Kelty, Mr.Yunshi Cao, Mr. Alan Johnson, Mr. Vincent Lien and Mr. Timothy Baldwin were RMB502,302 (CAD$100,561) (March 31, 2015 – RMB540,475) and share based payment of RMB331,150 (CAD$66,296) (March 31, 2015 – RMB637,833) was recognized for the 2,100,000 (March 31, 2015 – 2,100,000) share options granted to the directors.

iii. Shareholder loan of RMB Nil (CAD$ Nil) (March 31, 2015 – RMB 59,335,376) represents interest – free loans with a principal balance of RMB Nil (CAD$ Nil) (March 31, 2015 – RMB 63,124,835). On June 5, 2015, the Company's shareholder loan of US$10.1667 million from Mr. Hwang was converted into 21,218,535 Shares at a conversion price of CAD$ 0.58 per share with TSX-V approval. The Shareholder loan was recorded at fair value on inception and carried at amortized cost. The discount on shareholder loan of RMB Nil (CAD$ Nil) (March 31, 2015 – RMB 3,789,459) and the capitalized interest of RMV 874,194 (CAD$ 175,014) (March 31, 2015 – RMB 4,106,472) were calculated using an effective rate of 10% per annum during the year ended March 31, 2016.

These transactions are measured at the exchange amount, which is the amount of the consideration established and agreed by the related party.

6.4 Outstanding Share Data

As at July 29, 2016, there are 185,421,733 Shares and 3,735,000 stock options outstanding.

7. Critical Accounting Estimates and Key Judgements

Primeline's consolidated financial statements have been prepared in accordance with IFRS as issued by the IASB. Significant accounting policies are disclosed in note 4 to the Consolidated Financial Statements for the year ended March 31, 2016. Certain of the Company's accounting policies require subjective judgement and estimation in uncertain circumstances.

7.1 Accounting estimates

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and on a prospective basis. By their nature, estimates are subject to measurement uncertainty and changes in such estimates in future years could require a material change in the consolidated financial statements. These underlying assumptions are based on historical experience and other factors that management believes to be reasonable under the circumstances, and are subject to change as new events occur, as more industry experience is acquired, as additional information is obtained and as the Company's operating environment changes. Specifically, amounts recorded for depletion, depreciation, amortization and impairment, asset retirement obligations ("**ARO**")**,** assets and liabilities measured at fair value, employee future benefits, income taxes and contingencies are based on estimates.

7.1.1. Depletion, Depreciation, Amortization ("**DD&A"**) and Impairment
Eligible costs associated with oil and gas activities are capitalized on a unit of measure basis. Depletion expense is subject to estimates including petroleum and natural gas reserves, future petroleum and natural gas prices, estimated future remediation costs, future interest rates as well as other fair value assumptions. The aggregate of capitalized costs, net of accumulated DD&A, less estimated salvage values, is charged to DD&A over the life of the proved developed reserves using the unit of production method, except in the case of assets whose useful life is shorter or longer than the lifetime of the proved developed reserves of that field, in which case the straight-line method or a unit-of-production method based on total proved plus probable reserves is applied.

7.1.2. Impairment of Non-Financial Assets
The carrying amounts of the Company's non-financial assets are reviewed at the end of each reporting period to determine whether there is any indication of impairment. Determining whether there are any indications of impairment requires significant judgment of external factors, such as an extended decrease in prices or margins for oil and gas commodities or products, a significant decline in an asset's market value, a significant downward revision of estimated volumes, an upward revision of future development costs, a decline in the entity's market capitalization or significant changes in the technological, market, economic or legal environment that would have an adverse impact on the entity. If impairment is indicated, the amount by which the carrying value exceeds the estimated fair value of the long-lived asset is charged to net earnings.

The determination of the recoverable amount for impairment purposes involves the use of numerous assumptions and estimates. Estimates of future cash flows used in the evaluation of impairment of assets are made using management's forecasts of commodity prices, operating costs and future capital expenditures, marketing supply and demand, forecasted crack spreads, growth rate, discount rate and, in the case of oil and gas properties, expected production volumes. Expected production volumes take into account assessments of field reservoir performance and include expectations about proved and probable volumes and where applicable economically recoverable resources associated with interests which are risk-weighted utilizing geological, production, recovery, market price and economic projections. Either the cash flow estimates or the discount rate is risk- adjusted to reflect local conditions as appropriate. Future revisions to these assumptions impact the recoverable amount.

7.1.3. ARO

Estimating ARO requires that Primeline estimate costs many years in the future. Restoration technologies and costs are constantly changing, as are regulatory, political, environment, safety and public relations considerations. Inherent in the calculation of ARO are numerous assumptions and estimates, including the ultimate settlement amounts, future third-party pricing, inflation factors, credit- adjusted discount rates, timing of settlement and changes in the legal, regulatory, environmental and political environments. Future revisions to these assumptions may result in changes to the ARO.

7.1.4. Fair Value of Financial Instruments

The fair values of derivatives are determined using valuation models, which require assumptions concerning the amount and timing of future cash flows and discount rates. These estimates are also subject to change with fluctuations in commodity prices, interest rates, foreign currency exchange rates and estimates of non-performance. The actual settlement of a derivative instrument could differ materially from the fair value recorded and could impact future results.

The payments overdue in respect of gas for which Zhejiang Gas has only made partial payment have been accrued as accounts receivable, given the Company anticipates full collection. Full recovery of these amounts will be dependent on successful resolution of the Zhejiang Gas Arbitration and CNOOC Arbitration or an alternative settlement.

7.1.5 Income Taxes

The determination of the Company's income and other tax liabilities requires interpretation of complex laws and regulations. Estimates that require significant judgments are also are made with respect to the timing of temporary difference reversals, how realizable tax assets are, and in circumstances where the transaction and calculations for which the ultimate tax determination are uncertain. All tax filings are subject to audit and potential reassessment, often after the passage of considerable time. Accordingly, the actual income tax liability may differ significantly from that estimated and recorded by management.

7.1.6 Legal, Environmental Remediation and Other Contingent Matters

Primeline is required to determine both whether a loss is probable based on judgment and interpretation of laws and regulations and whether the loss can be reasonably estimated. When a loss is determined it is charged to net earnings. Primeline must continually monitor known and potential contingent matters and make appropriate provisions by charges to net earnings when warranted by circumstances.

7.2 Key Judgements

Management makes judgments regarding the application of IFRS for each accounting policy. Critical judgments that have the most significant effect on the amounts recognized in the consolidated financial statements include successful efforts and impairment assessments, the determination of cash generating units (“CGUs”), the determination of a joint arrangement and the designation of the Company's functional currency.

7.2.1. Impairment of Financial Assets

The Company’s derivative instruments are share purchase warrants issued with an exercise price in CAD$ rather than RMB. Such share purchase warrants are considered to be derivative instruments. The Company measured the warrant liability at fair value at the date, which the warrants were issued. The Company’s warrant liability is subsequently revalued by reference to the fair value of the warrants at each reporting date using the Black Scholes model and the exchange rate at the balance sheet date with changes in fair value recorded to the income (loss) statement. Valuation of the warrant liability also requires determining the most appropriate inputs to the valuation model and making assumptions about them. Significant assumptions include: expected life of the warrants, volatility, and dividend yield. A change in the valuation model or related inputs would change the reported amount of the components of the instrument.

A financial asset is assessed at the end of each reporting period to determine whether it is impaired based on objective evidence indicating that one or more events have had a negative effect on the estimated future cash flows of that asset. Objective evidence used by the Company to assess impairment of financial assets includes quoted market prices for similar financial assets and historical collection rates for loans and receivables. The calculations for the net present value of estimated future cash flows related to derivative financial assets requires the use of estimates and assumptions, including forecasts of commodity prices, marketing supply and demand, product margins and expected production volumes, and it is possible that the assumptions may change, which may require a material adjustment to the carrying value of financial assets.

7.2.2. CGUs

The Company's assets are grouped into CGUs, which is the smallest identifiable group of assets, liabilities and associated goodwill that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. The determination of the Company's CGUs is subject to management's judgment.

7.2.3. Joint Arrangements
Joint arrangements represent activities where the Company has joint control established by a contractual agreement. Joint control requires unanimous consent for financial and operational decisions. A joint arrangement is either a joint operation whereby the parties have rights to the assets and obligations for the liabilities or a joint venture whereby the parties have rights to the net assets.

Determining the type of joint arrangement as either joint operation or joint venture is based on management's assumptions of whether it has joint control over another entity. The considerations include, but are not limited to, determining if the arrangement is structured through a separate vehicle and whether the legal form and contractual arrangements give the entity direct rights to the assets and obligations for the liabilities within the normal course of business. Management also assesses the entity's rights to the economic benefits, other facts and circumstances and its involvement and responsibility for settling liabilities associated with the arrangement.

The Company and CCL's participation in the development and production activities of LS36-1 is through a joint operation without establishing a separate legal entity for this arrangement. The joint operation has engaged CNOOC China Limited Lishui Operating Company **("LOC")**, which is a non-legal entity wholly, owned by CCL, as the operator for the project. LOC is accountable to the JMC, in which both CCL and the Company have equal voting rights and decision-making power. The LOC's executive decisions are to be made jointly by chief representatives from both partners. The Company shares 49% of the results, assets and liabilities in LS36-1 under the joint operation, which are incorporated in the annual consolidated financial statements using the proportionate method of accounting in which the Company recognizes, one a line –by – line basis, its share of the assets, liabilities, revenues and expenses of this joint operation incurred jointly with other parties from the date when control passes to the Company.

7.2.4.RMB as Functional Currency
Functional currency is the currency of the primary economic environment in which the Company and its subsidiaries operate and is normally the currency in which the entity primarily generates and expends cash. The designation of RMB as the Company's functional currency is a management judgment based on the composition of revenues and costs in the locations in which it operates.

7.2.5. Exploration and evaluation costs **("E&E")**
Costs directly associated with an exploration project are initially capitalized as exploration and evaluation assets. Such E&E costs may include undeveloped land acquisition, geological, geophysical and seismic modelling, exploratory drilling and completion, testing, decommissioning and directly attributable internal costs.

Expenditures related to wells that do not find reserves or where no future activity is planned are expensed as exploration and evaluation expenses. Exploration and evaluation costs are excluded from costs subject to depletion until technical feasibility and commercial viability is assessed or production commences. At that time, costs are either transferred to property, plant and equipment or their value is impaired. Impairment is charged directly to net earnings. Drilling results required operating costs and capital expenditure and estimated reserves are important judgments when making this determination and may change as new information becomes available.

E&E costs are not depleted and are carried forward until technical feasibility and commercial viability of extracting an oil and gas resource is considered to be determined. The technical feasibility and commercial viability of an oil and gas resource is considered to be established when all of the following conditions are met - proved and/or probable reserves are determined to exist, the decision to proceed with development has been approved by the Board of Directors, regulatory approval to develop the project is received, and the Company has sufficient funds to complete or participate in the project. All such carried costs are subject to technical, commercial and management review at least once a year to confirm the continued intent to develop or otherwise extract value from the exploratory activity. When this is no longer the case, the impairment costs are charged to exploration and evaluation expense.

Upon determination that the technical feasibility and commercial viability of an oil and gas resource is established, E&E assets attributed to those reserves are first tested for impairment and then reclassified to oil and gas development and production assets within property, plant and equipment, net of any impairment. Expired land costs are also expensed to exploration and evaluation expense as they occur.

E&E assets are assessed for impairment if facts and circumstances suggest that the carrying amount exceeds the recoverable amount, and upon transfer to property, plant and equipment whereby they are allocated to cash-generating units based on geographical proximity and other factors.

7.2.6. Accounting for take or pay contracts
Under take or pay contracts, the Company makes a long-term supply commitment in return for a commitment from the buyer to pay for minimum quantities, whether or not the customer takes delivery.

8. Recent Accounting Standards and Changes in Accounting Policies

8.1 Recent Accounting Standards

The following new standards, amendments to standards and interpretations are not yet effective or have otherwise not yet been adopted by the Company. The Company is evaluating the impact, if any; adoption of the standards will have on the disclosures in the Company's annual consolidated financial statements:

*(i) IFRS 9 Financial Instruments ("**IFRS 9**")*

IFRS 9, 'Financial Instruments', addresses the classification, measurement and recognition of the financial assets and financial liabilities. IFRS 9 was issued in November 2009 and 2010 and is effective for the periods commencing on or after January 1, 2018, with earlier adoption permitted. It replaces parts of IAS 39 that relate to the classification and measurement of financial instruments. IFRS 9 requires financial assets to be classified into two measurement categories: those measured as at fair value and those measured at amortised cost. The determination is made at initial recognition. The classification depends on the entity's business model for managing its financial instruments and the contractual cash flow characteristics of the instrument. For financial liabilities, the standard retains most of the IAS 39 requirements.

The main change is that, in cases where the fair value option is taken for financial liabilities, the part of a fair value change due to an entity's own credit risk is recorded in other comprehensive income rather than the income statement,
unless this creates an accounting mismatch. The Company is set to assess IFRS 9's full impact. The Company will also consider the impact of the remaining phases of IFRS 9 when the Board completes assessment.

*(ii) IFRS 15 Revenue from Contracts with Customers ("**IFRS 15**")*

The IASB issued IFRS 15 in May 2014. This IFRS replaces IAS 18 Revenue, IAS 11 Construction Contracts and several revenue-related interpretations. IFRS 15 establishes a single revenue recognition framework, which requires an entity to recognize revenue to reflect the transfer of goods and services for the amount it expects to receive, when control is transferred to the purchaser. The new standard is effective for the periods commencing on or after January 1, 2018, with earlier adoption permitted. The Company is currently evaluating the impact of adopting IFRS 15 on the consolidated financial statements.

*(iii) IFRS 16 Leases ("**IFRS 16**")*

The IASB issued IFRS 16 in January 2016. This IFRS will result in all leases being recognized on the statement of financial position as lessees, except those that meet the limited exception criteria. The standard is effective for the periods commencing on or after January 1, 2019, with earlier adoption permitted.

8.2. Changes in Accounting Policies

There were no changes in accounting policies in the period under review and a detailed listing of the Company's significant accounting policies is provided in Note 4 to the annual audited consolidated financial statements for the year ended March 31, 2016, prepared in accordance with IFRS.

9. Selected Quarterly Financial Information

The Company’s financial statements are reported under IFRS issued by the IASB.

As a result of the prudent approach the Company has adopted with regard to revenue recognition the Company has amended the Q2 and Q3 disclosures but does not consider the changes to be material such that the Company would re-file.

The following tables provide highlights from the Company’s financial statements for the past eight quarters:

Quarter Ended						Jun 30, 2015
		Mar 31, 2016	Mar 31,2016	Dec 31,2015	Sep 30, 2015	RMB
		CAD$	RMB	RMB	RMB	(Restated)
Revenue		12,186,178	60,869,960	85,935,717	24,687,210	7,060,841
Net Profit (loss)		(7,007,259)	(35,001,257)	(105,633,910)	(82,071,761)	(37,006,590)
Per basic share		0.040	(0.199)	(0.608)	(0.69)	(0.31)
Per diluted share		0.040	(0.199)	(0.608)	(0.69)	(0.31)
Total assets		529,728,430	2,645,993,506	2,821,779,989	2,621,986,456	2,569,346,843

Quarter Ended		Mar 31, 2015	Dec 31, 2014	Sep 30,2014	Jun 30, 2014	Mar 31, 2014
		RMB	RMB	RMB	RMB	RMB
		(Restated)	(Restated)	(Restated)	(Restated)	(Restated)
Revenue		91,450,721	67,576,663	-	-	-
Net income (loss)		(376,788)	(15,464,038)	289,419	(1,457,842)	(575,052)
Per basic share		(0.003	(0.14)	0.002	(0.009)	(0.004)
Per diluted share		(0.003)	(0.14)	0.002	(0.009)	(0.004)
Total assets		2,562,736,595	2,519,801,543	696,642,062	687,390,349	648,996,739

The Company’s results for the quarter ended March 31, 2016 were a loss of RMB35,001,257 (CAD$7,007,259), compared to the loss of RMB 376,788 for the same quarter last year. Exploration expenditures of RMB10,330,261 (CAD$2,068,120) were incurred during the quarter, which were comprised mainly of technical evaluations & management of RMB2,064,675 (CAD$413,348), interest on funding of deferred exploration expenditures of RMB2,728,708 (CAD$546,288), project administration of RMB443,546 (CAD$88,798) and salaries and benefits of RMB2,049,722 (CAD$410,355). These amounts were capitalized as exploration and evaluation assets.

10. Controls and Procedures

The Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the unaudited interim condensed financial statements and the audited annual financial statements and respective accompanying MD&A.

In contrast to the certificate for non-venture issuers under National Instrument 52-109 (Certification of disclosure in an Issuer's Annual and Interim Filings) ("**NI 52-109**"), the Venture Issuer Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.

Disclosure controls and procedures ("**DC&P**") are intended to provide reasonable assurance that information required to be disclosed is recorded, processed, summarized and reported within the time periods specified by securities regulations and that information required to be disclosed is accumulated and communicated to management. Internal controls over financial reporting ("**ICFR**") are intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purpose in accordance with Canadian generally accepted accounting principles.

TSX-V listed companies are not required to provide representations in the interim and annual filings relating to the establishment and maintenance of DC&P and ICFR, as defined in NI 52-109. In particular, the CEO and CFO certifying officers do not make any representations relating to the establishment and maintenance of (a) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation, and (b) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in their certificates regarding the absence of misrepresentations and fair disclosure of financial information. Investors should be aware that inherent limitations on the ability of certifying officers of a TSX-V issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

The Company has a website at www.primelineenergy.com or www.pehi.com. The site features information on PEHI, new releases, background information and a technical summary of the project.

Additional information related to the Company, including the Company's AIF, is available on SEDAR under the Company's profile at www.sedar.com