



Canadian Overseas Petroleum Update on Disagreement between ShoreCan and Essar Mauritius

Calgary, Canada, August 16, 2018 – Canadian Overseas Petroleum Limited ("COPL" or the "Company") (XOP: TSX-V) & (COPL: LSE), an international oil and gas exploration and development company focused on offshore Africa disclosed in its most recent quarterly update that its 50% owned joint venture company, Shoreline Canadian Overseas Petroleum Development Corporation ("ShoreCan"), is in disagreement with Essar Exploration & Production Limited (Mauritius) ("Essar Mauritius") regarding aspects of the Essar Nigeria Shareholders Agreement (the "Shareholder Agreement"). The Shareholder Agreement governs the relationship between ShoreCan and Essar Mauritius in respect of their respective interests in Essar Exploration and Production Limited (Nigeria) ("Essar Nigeria"), ShoreCan has an 80% interest in Essar Nigeria, which has a 100% contracted interest in OPL226, which is located in shallow to mid-water offshore Nigeria.

No formal proceedings have been issued in respect of the disagreement and the Shareholders Agreement provides for a process of good faith discussions between the respective executive officers prior to any formal proceedings being commenced. ShoreCan has proposed this process to Essar Mauritius and is currently awaiting a reply.

As previously disclosed, ShoreCan and Essar Mauritius, the company that owns 20% of Essar Nigeria shares, are currently in disagreement about whether the other party is in compliance with their respective obligations under the Essar Nigeria Shareholders Agreement. The disagreement centres on the view that ShoreCan has not commenced funding of the \$80 million agreed cumulative funding in Essar Nigeria. The parties are in discussions to imminently resolve the disagreement amicably and no formal proceedings have been commenced by either party and, as such, there is no quantifiable impact to the Company's working capital or its operations. The Company's directors believe, based on legal advice, that ShoreCan has several valid defences and counterclaims to any action that might be brought by Essar Mauritius in the event that the current disagreement escalates. In the meantime, ShoreCan continues to pursue the completion of the financing initiatives previously announced for OPL 226 and Essar Nigeria continues to operate as before.

Additional detail was set out in the Company's second quarter results which are reproduced in full below.

Arthur Millholland, President and CEO, commented:

"We are as frustrated as Essar Mauritius is about the length of time it has taken to get the project to this stage. With progress being made on the financing front, we hope to resolve our respective issues quickly and amicably. "



About the Company:

The Company is actively pursuing opportunities in Nigeria and sub-Saharan Africa in partnership with Shoreline Energy International Limited ("Shoreline") as part of its strategy to generate stable cash flow from secure offshore and onshore assets. The Company and Shoreline, through their jointly-held affiliated company Shoreline Canadian Overseas Petroleum Development Corporation ("ShoreCan"), have acquired 80% of the share capital, and have taken over the management of Essar Exploration and Production Limited (Nigeria) ("Essar Nigeria"). ShoreCan has applied to the concessionaire NNPC for formal consent for the change in control of Essar Nigeria. Essar Nigeria holds an attractive oil appraisal and development project in shallow to mid-water offshore Nigeria on its 100% holding in OPL 226. Drilling of the first appraisal well is planned to commence in 2018. ShoreCan continues building a portfolio of exploration and development assets in sub-Saharan Africa. To date, ShoreCan has taken a position in Nigeria and the Company and Shoreline have been awarded the PT-5b exploration license onshore Mozambique in the 5th Licensing Round adjacent to the producing Pande-Temane Gas and light oil field complex.

The Common Shares are listed under the symbol "XOP" on the TSX-V and under the symbol "COPL" on the London Stock Exchange.

For further information, please contact:

Mr. Arthur Millholland, President & CEO

Canadian Overseas Petroleum Limited
Tel: + 1 (403) 262 5441

Cathy Hume

CHF Investor Relations
Tel: +1 (416) 868 1079 ext. 231
Email: cathy@chfir.com

Harriet Jackson/Charles Goodwin

Yellow Jersey PR Limited
Tel: +44 (0) 75 4427 5882
Email: copl@yellowjerseypr.com

Broker: London Stock Exchange

Shore Capital Stockbrokers Limited
Edward Mansfield
Phone: T: +44 20 7468 7906

This news release contains forward-looking statements. The use of any of the words "initial", "scheduled", "can", "will", "prior to", "estimate", "anticipate", "believe", "should", "forecast", "future", "continue", "may", "expect", and similar expressions are intended to identify forward-looking statements. The forward-looking statements contained herein are based on certain key expectations and assumptions made by the Company, including, but not limited to, the ability to raise the necessary funding for operations, delays or changes in plans with respect to



WWW.CANOVERSEAS.COM
 @COPLinvestor

3200, 715-5th Avenue SW
Calgary, Alberta, Canada T2P 2X6
+1.403.262.5441 P
+1.403.263.3251 F

exploration or development projects or capital expenditures. Although the Company believes that the expectations and assumptions on which the forward-looking statements are based are reasonable, undue reliance should not be placed on the forward-looking statements since the Company can give no assurance that they will prove to be correct since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties most of which are beyond the control of Canadian Overseas Petroleum Ltd. For example, the uncertainty of reserve estimates, the uncertainty of estimates and projections relating to production, cost overruns, health and safety issues, political and environmental risks, commodity price and exchange rate fluctuations, changes in legislation affecting the oil and gas industry could cause actual results to vary materially from those expressed or implied by the forward-looking information. Forward-looking statements contained in this news release are made as of the date hereof and Canadian Overseas Petroleum undertakes no obligation to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.



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3200, 715-5th Avenue SW
Calgary, Alberta, **Canada** T2P 2X6
+1.403.262.5441 P
+1.403.263.3251 F

CANADIAN OVERSEAS PETROLEUM LIMITED

MANAGEMENT'S DISCUSSION AND ANALYSIS JUNE 30, 2018

The following is Management's Discussion and Analysis ("MD&A") of the operating and financial results of Canadian Overseas Petroleum Limited, and its wholly owned subsidiaries COPL Technical Services Limited, Canadian Overseas Petroleum (UK) Limited ("COPL UK"), Canadian Overseas Petroleum (Bermuda Holdings) Limited ("COPL Bermuda Holdings"), Canadian Overseas Petroleum (Bermuda) Limited ("COPL Bermuda"), and Canadian Overseas Petroleum (Namibia) Limited ("COPL Namibia"), and Canadian Overseas Petroleum (Ontario) Limited ("COPL Ontario"), (collectively "COPL" or the "Company") as at and for the three and six month periods ended June 30, 2018. The information is provided as of August 14, 2018. The results for the three and six month periods ended June 30, 2018 have been compared to the same periods of 2017. This MD&A should be read in conjunction with the Company's audited consolidated financial statements as at and for the years ended December 31, 2017 and 2016, together with the accompanying notes and the Annual Information Form of the Company dated March 21, 2018 (the "AIF"). These documents and additional information about COPL are available on the Company's website at www.canoverseas.com and on SEDAR at www.sedar.com.

All amounts are presented in United States dollars ("USD") unless otherwise noted.

BUSINESS OF THE COMPANY – MANAGEMENT

Canadian Overseas Petroleum Limited is a publicly traded oil and gas company listed on the TSX Venture Exchange (TSX-V) under the symbol "XOP" and the London Stock Exchange (LSE) under the symbol "COPL".

COPL is an international oil and gas exploration and development company focused mainly on offshore Africa. The Company formed a joint venture company with Shoreline Energy International Limited ("Shoreline"), in line with the Company's strategy to diversify and balance its asset portfolio to generate stable cash flow from secure assets. Both partners hold a 50% interest in the jointly controlled company, Shoreline Canoverseas Petroleum Development Corporation Limited ("ShoreCan"), which was incorporated on October 24, 2014. ShoreCan is focused on acquiring upstream oil and gas exploration, development and producing assets in Africa.

Senior management and strategic corporate functions are performed by COPL's head office in Calgary, and geological, geophysical, engineering, accounting and administrative functions are performed by COPL Technical Services Limited. Some technical and projects related functions are provided by COPL UK. COPL Bermuda Holdings, COPL Bermuda and COPL Namibia (currently dormant) were incorporated for operations offshore Liberia and potential opportunities elsewhere in Africa. COPL Ontario was incorporated on December 15, 2017 for the purpose of an anticipated operation in Canada.

FORWARD-LOOKING INFORMATION AND STATEMENTS

This MD&A contains forward-looking statements relating to future events or future performance. In some cases, forward-looking information and forward-looking statements can be identified by terminology such as "may", "will", "should", "expects", "projects", "plans", "anticipates", "potential", "intend", "believe" and similar expressions. These statements represent management's expectations or beliefs concerning, among other things, future operating results and various components thereof or the economic performance of COPL. The projections, estimates and beliefs contained in such forward-looking statements necessarily involve known and unknown risks and uncertainties, including the business risks discussed in the AIF dated March 21, 2018, which may cause actual performance and financial results in future periods to differ materially from any projections of future performance or results expressed or implied by such forward-looking statements. Operating conditions can have a significant effect on the timing of events. Accordingly, readers are cautioned that events or circumstances could cause results to differ materially from those predicted.

FORWARD-LOOKING INFORMATION AND STATEMENTS (CONTINUED)

Forward-looking statements included or incorporated by reference in this document include statements with respect to:

- the Company's current strategy to establish and grow an oil and gas business (the "Overview and Overall Performance", "Outlook" and "Liquidity and Capital Resources" sections);
- the Company's ability to raise capital and obtain the financing necessary to develop profitable oil operations (the "Overview and Overall Performance", "Outlook" and "Liquidity and Capital Resources" sections);
- the Company's assumptions in respect of valuation of Warrants (as defined herein) (the "Derivative Gain / Loss section);
- the Company's ability to manage its financial and operational risks (the "Overview and Overall Performance", "Financial Instruments", "Commitments and Contractual Obligations" and "Liquidity and Capital Resources" sections).

The Company's AIF for the year ended December 31, 2017 describes major risks, material assumptions and other factors related to forward-looking information and forward-looking statements that could influence actual results and they are incorporated herein by reference. These risks, assumptions and other factors have been provided for readers to gain a more complete perspective on COPL's future operations. However, readers should be cautioned that the list of factors is not exhaustive and that this information may not be appropriate for other purposes. Forward-looking information and forward-looking statements included or incorporated by reference in this MD&A are valid only as at the date of this MD&A, and the Company does not intend to update or revise these forward-looking statements and forward-looking information except as required by applicable securities laws. The forward-looking information and forward-looking statements contained in this MD&A are expressly qualified by this cautionary statement.

OVERVIEW AND OVERALL PERFORMANCE *

In the second quarter of 2018, the Company continued to identify, evaluate and pursue exploration and development opportunities in African countries and elsewhere. The Company continues to be focused on opportunities that its seasoned technical team has strength in evaluating and developing.

Expansion of African Portfolio

In October 2014, COPL formed a joint venture company with Shoreline Energy International Limited called Shoreline CanOverseas Petroleum Development Corporation Limited ("ShoreCan"). Both partners hold a 50 percent interest in the jointly controlled company, which is focused on acquiring upstream oil and gas exploration, development and producing assets in Africa. ShoreCan is a special purpose vehicle registered in Bermuda. The following country and project overviews fall under the realm of ShoreCan's dealings.

Nigeria

On September 14, 2016, COPL announced that ShoreCan had completed the acquisition of 80% of the share capital of Essar Exploration and Production Limited (Nigeria) ("Essar Nigeria"). Essar Nigeria's sole asset is a 100% interest and operatorship of an oil prospecting license, located about 50 kilometres offshore in the central area of the Niger Delta ("OPL 226"). As a party to a PSC for OPL 226, Essar Nigeria is required to seek Nigerian Government ministerial consent for the transaction.

Application has been made to the appropriate government bodies and the process is in the final stage of being granted ministerial consent for the Essar acquisition. ShoreCan has also applied for an extension to the first phase of the Production Sharing Contract ("PSC") beyond November 30, 2017.

OVERVIEW AND OVERALL PERFORMANCE (CONTINUED) **Nigeria (continued)*

OPL 226 has an area of 1530 km² and is situated in water depths ranging from 40 to 80 meters. It offers oil appraisal and development opportunities having near term oil production potential and significant exploration upside. Historically, four of the five wells with oil and gas shows were drilled in 1972 and 1973, however, the most recent fifth well (Noa-1) was an oil discovery drilled in 2001. ShoreCan, in the last year, has completed additional seismic processing of the most recent 568 km² 3D seismic survey acquired by Essar Nigeria in 2012. The advanced seismic processing techniques, applied to this data set by ShoreCan, were successfully completed to differentiate oil-bearing sands from gas-bearing or water-bearing sands. ShoreCan plans to drill an exploitation well adjacent to the Noa-1 discovery well. At the request of COPL, Netherland, Sewell & Associates, Inc. (“NSAI”) prepared an independent report (the “Report”) in accordance with Canadian National Instrument 51-101 evaluating the Contingent and Prospective Resources attributed to OPL 226, as of December 31, 2017. The Contingent and Prospective Resource volumes estimated in the NSAI report are disclosed in the Company’s AIF dated March 21, 2018 under Appendix A in accordance with NI-51-101 rules and regulations.

In July 2018, ShoreCan has received and agreed to a project financing and offtake agreement term sheet (the “Term Sheet”), providing for a minimum \$30 million to a maximum of \$50 million Senior Secured Facility (the “Facility”), for investment by ShoreCan into Essar Nigeria from the Mauritius Commercial Bank Limited (“MCB”) and Trafigura PTE Ltd. (“Trafigura”).

The Facility would provide funding for all production related expenditures following the drilling and testing of the initial production well to be drilled by Essar Nigeria on OPL226. Drawing on the Facility is contingent on among other things:

- An additional \$20 million to \$33 million of funding from ShoreCan;
- \$100 million funding from an offshore oil services group (“Service Provider”) to deliver the project;
- A minimum of 6,000 bbl/d production rate averaged over 20 days; and
- The execution of a formal definitive binding agreement between the parties.

Other material terms of the proposed Facility include the following: two-year term to maturity; and a grant to the lenders of \$3 million worth of warrants to purchase COPL common shares for two years with an exercise price equal to the market price of the COPL common shares on the date of closing of the Facility.

The project as planned involves the drilling and completion of a horizontal oil production well offsetting the 2001 Noa-1 oil discovery well and the drilling and completion of two (2) to three (3) additional high angle oil production wells in the adjacent Noa East fault block from a common wellhead platform, and placing these wells on production in an approved early production scheme. Essar Nigeria has prepared a work program for this initial campaign on OPL226 in the form of a field development plan (“FDP”) for submission to the Concessionaire, NNPC. The Company expects the presentation of the FDP to NNPC to occur in the near term.

ShoreCan is in late stage discussions with the Service Provider, which involve the provision of drilling services, the supply of a mobile production unit and a storage vessel for a deferred fee. The Company will provide updates on these discussions in due course.

As part of the transaction, the Term Sheet provides for Essar Nigeria to enter into a crude oil offtake arrangement with Trafigura.

Cofarco SAS (“Cofarco”) of Paris is engaged as Financial Advisor to the Company for the project financing.

OVERVIEW AND OVERALL PERFORMANCE (CONTINUED) *

Mozambique

In Mozambique, the Company is part of a consortium that will enter into final discussions regarding the awarding of a prospective onshore license (PT5-B) under the 5th licensing round. COPL's interest in Mozambique will be dependent on successful negotiation of a new Production Sharing Contract (PSC). The consortium has been invited to negotiate with the Government of Mozambique the terms of the PSC governing the block. These will include the acquisition of 1600 line km of 2D seismic. According to the Company's Mozambican partner, the Instituto Nacional de Petróleo (INP) is currently finalizing the Exploration Production Concession Contract (EPCC) discussions with regards to ExxonMobil and ENI's off-shore blocks before they are able to enter into discussions regarding onshore Block PT5-B. The ExxonMobil EPCC agreed version will serve as basis for future negotiations with all companies.

** This section contains forward-looking information. Please see the "Forward-looking Information and Statements" section (at the beginning of this document) for a discussion of risks and uncertainties relating to such information.*

OUTLOOK *

The Company's strategy is to grow its international oil and gas business offshore Africa and elsewhere in the world by farming into, and/or acquiring interests in, exploration, unappraised and/or undeveloped assets as well as in producing assets using the expertise and experience of its senior management team.

The Company's short-term operations will focus on:

- working to progress the financing and the planning of drill locations of the first well on OPL 226 in Nigeria;
- working with the Mozambique government to negotiate the terms of the PSC governing the PT5-B block; and
- working to successfully conclude a variety of new opportunities available in Africa.

Currently the Company does not have material cash inflows and/or adequate financing to develop profitable operations. The Company is pursuing exploration projects and contracts that will require substantial additional financing before they are able to generate positive cash flows. Accordingly, the Company's continued successful operation is dependent on its ability to obtain additional financing. There is no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be obtained on terms advantageous to the Company. With no assurance such financing will be obtained in future, there is material uncertainty that may cast substantial doubt on the business' ability to continue as a going concern. All of these factors represent events, risks or uncertainties that management believes will materially affect the Company's future performance.

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FINANCIAL SUMMARY

General and administrative costs were \$1.2 million and \$2.5 million for the three and six months ended June 30, 2018 (net of \$nil of costs allocated to exploration projects), compared to \$1.1 million and \$2.2 million for the same periods in 2017 (net of \$0.1 million and \$0.2 million of costs allocated to exploration projects, respectively). Pre-licence costs were \$nil and \$0.3 million for the three and six months ended June 30, 2018 compared to \$nil for the same periods in 2017. A foreign exchange loss of \$0.1 million was recognized for the three and six months ended June 30, 2018, compared to foreign exchange gain of \$0.1 million and \$0.2 million for the same periods in 2017. The Company recognized a gain on derivative of \$34,000 and \$128,000 for the three and six months ended June 30, 2018, compared to a gain of \$103,000 and \$370,000 for the same periods in 2017. Interest income of \$6,000 was recorded for the three and six months ended June 30, 2018, compared to \$2,000 and \$7,000 for the same periods in 2017. The loss recognized on the Company's investment in ShoreCan was \$13,000 for the three and six months ended June 30, 2018, compared to \$52,000 and \$53,000 for the same periods in 2017. As a result, the Company's net loss amounted to \$1.3 million and \$2.8 million for the three and six months ended June 30, 2018, compared to a net loss of \$0.9 million and \$1.7 million for the three and six months ended June 30, 2017.

As at June 30, 2018, the Company's cash and cash equivalents amounted to \$1.7 million. Cash used in operating activities amounted to \$2.2 million for the six months ended June 30, 2018 compared to \$2.1 million for the same period in 2017. Cash provided by financing activities amounted to \$nil for the six months ended June 30, 2018 compared to \$3.5 million for the same period in 2017. Cash used in investing activities amounted to \$11,000 for the six months ended June 30, 2018, compared to \$256,000 for the six months ended June 30, 2017.

SELECTED QUARTERLY INFORMATION**DISCUSSION OF OPERATIONS**

The Company has not had significant revenue from operations in any of its last two financial years. The following table summarizes the Company's financial results for the three and six months ended June 30, 2018 and 2017:

(\$ 000's) except per share	Three months ended June 30, 2018	Three months ended June 30, 2017	Six months ended June 30, 2018	Six months ended June 30, 2017
Pre-licence costs	\$ -	\$ -	\$ 321	\$ -
Administrative expenses	1,197	1,096	2,451	2,226
Interest income	(6)	(2)	(6)	(7)
Derivative (gain)	(34)	(103)	(128)	(370)
Foreign exchange loss/(gain)	139	(119)	97	(177)
Loss on investment in joint venture	13	52	13	53
Net loss	1,314	930	2,758	1,736
Per share loss (basic and diluted)	\$ (0.00)	\$ 0.00	\$ (0.00)	\$ 0.00
Outstanding common shares at June 30	1,523,139,350	1,273,139,350	1,523,139,350	1,273,139,350
Weighted average common shares - basic	1,523,139,350	746,897,592	1,523,139,350	682,376,919
Cash used in operating activities	\$ 1,293	\$ 1,164	\$ 2,241	\$ 2,050

Pre-Licence Costs

The \$0.3 million of pre-licence costs for the six months ended June 30, 2018 relate to an anticipated project in Canada. No pre-licence costs were incurred for the same periods in 2017.

SELECTED QUARTERLY INFORMATION (CONTINUED)***Administrative Expenses***

A breakdown of administrative expenses is as follows:

(\$ 000's)	Three months ended June 30, 2018	Three months ended June 30, 2017	Six months ended June 30, 2018	Six months ended June 30, 2017
Administrative:				
Payroll and related costs	\$ 506	\$ 466	\$ 996	\$ 1,023
External directors' fees and related costs	131	122	260	259
Consulting services	91	189	200	234
Professional services	93	32	191	178
Software licenses and maintenance	37	38	73	77
Travel expenses	84	92	166	192
Office expenses	171	156	361	323
Stock exchanges, transfer agent and UK agents fees	82	63	137	116
Other general and administrative	2	17	67	26
Costs allocated to exploration projects	-	(79)	-	(202)
Total administrative	\$ 1,197	\$ 1,096	\$ 2,451	\$ 2,226

Administrative expenses amounted to \$1.2 million and \$2.5 million for the three and six months ended June 30, 2018, compared to \$1.1 million and \$2.2 million for the same periods 2017, and are presented net of costs allocated to exploration projects which amounted to \$nil for the three and six months ended June 30, 2018 and \$79,000 and \$202,000 for the same periods in 2017.

The increase in net administrative expenses of \$0.1 million and \$0.2 million for the three and six months ended June 30, 2018, compared to the same period in 2017 resulted mainly from:

- an increase in office expenses related mainly to increase in insurance premiums for 2018 and decrease in sublease of office space in 2018 as compared to 2017;
- an increase in UK required regulatory agents fees and stock exchange fees in 2018 as compared to the same period of 2017;
- an increase in other general and administrative expenses relates mainly to sponsorships costs that were incurred in first quarter of 2018;
- there were no costs allocated to exploration projects in 2018; partially offset by
- a decrease in consulting services costs, mainly in respect of Nigeria project; and
- a decrease in travel costs, as compared to the same period of 2017.

Interest Income

Interest income earned was \$6,000 for the three and six months ended June 30, 2018, compared to \$2,000 and \$7,000 for the same periods ended June 30, 2017. The interest income relates to interest earned on cash held at banks.

Derivative Gain*

The Company has 54,000,000 common share purchase warrants ("Warrants") that were issued in 2017 and are outstanding as at June 30, 2018. These Warrants' exercise price is in GBP and the Company's stocks are traded in CAD or GBP, however, the Company's functional currency is USD. As there is variability in the exchange rates, these Warrants are classified as derivative financial instruments and a derivative liability was recognized as at the date of grant in relation to those Warrants issued.

SELECTED QUARTERLY INFORMATION (CONTINUED)***Derivative Gain (continued)****

As at June 30, 2018, the Warrants outstanding as at that date and recognized as derivative financial instruments were revalued and a derivative gain of \$34,000 and \$128,000 was recognized for the three and six months ended June 30, 2018, compared to a derivative gain of \$103,000 and \$370,000 for the same periods of 2017.

The derivative gain recorded for the period ended June 30, 2018 represents a decrease in Warrants' fair values mainly due to an increase in discount rate as at June 30, 2018 and shorter time to expiry date. The estimated derivative liability as at June 30, 2018, is valued at \$0.1 million (December 31, 2017 - \$0.2 million).

The fair value of warrants recognized as derivative financial instruments was estimated using a Black-Scholes option pricing model (the assumptions used for the Black-Scholes model are discussed in the Note 5 accompanying the Company's unaudited condensed consolidated financial statements as at June 30, 2018).

** This section contains forward-looking information. Please see the "Forward-looking Information and Statements" section (at the beginning of this document) for a discussion of risks and uncertainties relating to such information.*

Foreign Exchange Loss / Gain

A foreign exchange loss of \$139,000 and \$97,000 was recognized for the three and six months ended June 30, 2018 (compared to a \$119,000 and \$177,000 gain for the same periods in 2017), which relates mainly to loss on translation of cash and cash equivalents and accounts payable denominated in currencies other than USD.

Loss on Investment in Joint Venture

The Company currently holds a 50% interest in a jointly controlled entity, ShoreCan. For the three and six months ended June 30, 2018, the Company charged ShoreCan \$0.4 million and \$0.7 million for management and technical services, which were included in ShoreCan's general and administration expenses for the same periods. These amounts of revenue were reversed from the Company's revenue and investment in joint venture.

For the three and six months ended June 30, 2018, the Company's share in ShoreCan's losses of \$0.5 million and \$0.9 million (\$0.4 million and \$0.8 million for comparable periods of 2017) exceed the Company's net investment in ShoreCan of \$13,000 for these periods (\$52,000 and \$53,000 for the same periods of 2017). Accordingly, under the equity method, the loss on investment recognized by the Company amounted to \$13,000 for the three and six months ended June 30, 2018 (\$52,000 and \$53,000 for comparable periods of 2017).

COMPARATIVE FINANCIAL POSITION ITEMS

The following table summarizes the Company's financial position as at June 30, 2018 and December 31, 2017:

(\$ 000's) except per share	June 30, 2018	December 31, 2017
Cash and cash equivalents	\$ 1,736	\$ 4,060
Total assets	2,223	4,646
Non-current financial liabilities	98	227
Share capital	(133,650)	(133,650)
Shareholders' equity	\$ (531)	\$ (3,211)

Economic and industry factors and their respective impact on the Company for the quarter ended June 30, 2018, are substantially unchanged since the year ended December 31, 2017.

COMPARATIVE FINANCIAL POSITION ITEMS (CONTINUED)***Cash and Cash Equivalents***

The decrease in cash and cash equivalents of \$2.3 million during the first six months of 2018 relates mainly to cash utilized in operating activities.

Investment in joint venture

The Company's investment in joint venture, relates to a 50% share of ShoreCan, the jointly controlled entity and represents a 50% share in ShoreCan's assets and liabilities. As the Company's share of ShoreCan's net liabilities exceeded the Company's net interest in ShoreCan as at June 30, 2018, under the equity method, the Company discontinued recognizing its share of future losses and the carrying amount of the investment in the jointly controlled entity was \$nil as at June 30, 2018 (\$nil as at December 31, 2017). Investment in ShoreCan is further discussed in section "Commitments and Contractual Obligations".

Total Assets

Total assets decreased by \$2.4 million from \$4.6 million as at December 31, 2017 to \$2.2 million as at June 30, 2018. This decrease is mainly a result of a decrease in cash and cash equivalents that were utilized in operating activities.

Non-current Financial Liability

Non-current financial liability of \$0.1 million as at June 30, 2018 and \$0.2 million as at December 31, 2017 represents entirely valuation of Warrants issued by the Company in currencies other than USD. As there is variability in the exchange rates, these Warrants are classified as derivative financial instruments and a derivative liability is recognized as at the date of issue; subsequently, the derivative liability is revalued at each balance sheet date until Warrants are exercised or expire. As at June 30, 2018, the derivative liability represents a valuation of warrants issued during 2017 (as discussed in "Derivative Gain/Loss" section) and still outstanding as at June 30, 2018. The fair value of Warrants is estimated using a Black-Scholes option pricing model (the assumptions used for the model are discussed in the notes accompanying the Company's unaudited condensed consolidated financial statements as at June 30, 2018).

Shareholders' Equity

The decrease in shareholders' equity of \$2.7 million from \$3.2 million as at December 31, 2017 to \$0.5 million as at June 30, 2018 represents the comprehensive loss incurred for the six months ended June 30, 2018.

As at June 30, 2018 and August 14, 2018 the Company has 1,523,139,350 Common Shares issued and outstanding.

SHARE CAPITAL *

The Company is authorized to issue an unlimited number of common and preferred shares.

As at June 30, 2018, the Company had the following issued and outstanding securities:

- 1,523,139,350 Common Shares;
- 54,000,000 share purchase Warrants issued and outstanding to purchase Common Shares with a weighted average exercise price of \$0.008 per share and a remaining contractual life of 12 months to 16 months; and
- 115,240,000 stock options issued and outstanding to purchase Common Shares with a weighted average exercise price of \$0.06 per Common Share and a remaining contractual life of four months to four years and four months.

SHARE CAPITAL (CONTINUED)*

During second quarter of 2018, 120,032,188 Warrants expired unexercised, there were no Common Shares issued and/or Warrants issued or exercised. Also, there were no stock options granted, exercised, expired and/or forfeited during the three and six months ended June 30, 2018.

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SUMMARY OF QUARTERLY RESULTS

Eight most recent quarters:

(\$ 000's)	June 30, 2018	March 31, 2018	December 31, 2017	September 30, 2017
Revenue	-	-	1	1
Income / (Loss)	(1,314)	(1,444)	(1,157)	(17,254)
Loss per share - basic & diluted	(0.00)	(0.00)	(0.00)	(0.01)

(\$ 000's)	June 30, 2017	March 31, 2017	December 31, 2016	September 30 2016
Revenue	2	5	7	9
Loss	(930)	(806)	3,972	(6,511)
Earnings / (Loss) per share - basic & diluted	(0.00)	(0.00)	0.01	(0.01)

The revenue in all quarters consists of interest income earned on cash balances held at banks.

Significant fluctuations in the Company's quarterly net results during 2018, 2017 and 2016 were mainly due to non-cash items recorded during the quarters in respect of E&E derecognition, stock-based compensation and changes in derivatives valuation as follows:

(\$ 000's)	June 30, 2018	March 31, 2018	December 31, 2017	September 30, 2017
Derecognition of E&E assets	-	-	-	(15,642)
Stock-based compensation	-	-	(283)	-
Derivative gain/(loss)	34	94	551	(485)

(\$ 000's)	June 30, 2017	March 31, 2017	December 31, 2016	September 30 2016
Derecognition of E&E assets	-	-	(1,321)	-
Stock-based compensation	-	-	(568)	(261)
Derivative gain/(loss)	103	267	7,199	(4,814)

In the fourth quarter of 2016, the Company derecognized \$1.3 million of its E&E assets in respect of its project in Liberia and in the third quarter of 2017, the Company wrote off the entire remaining balance of \$15.6 million as the LB-13 exploration license was surrendered. There were no E&E write-offs recorded in other quarters under review.

The stock-based compensation was recognized in fourth quarter of 2017, and in third and fourth quarters of 2016 in respect of stock options granted during these periods.

SUMMARY OF QUARTERLY RESULTS (CONTINUED)

Derivative gain and loss represents a change in valuation of the Company's Warrants that are recognized as derivative financial instruments and outstanding as at each balance sheet date (discussed in "Derivative Gain/Loss" section). Fair values of Warrants are estimated based on Black-Scholes options pricing model and significant quarterly fluctuations in derivative liability are mainly due to fluctuations in the Company's stock price, change in discount rate and time to expiry date as at each quarter end. In addition, 54 million new Warrants were issued in the second and fourth quarters of 2017, 84.3 million Warrants recognized as derivatives expired unexercised in the third quarter of 2017 and 120 million 2016 Warrants expired unexercised in second quarter of 2018, therefore reducing the total number of Warrants subject to valuation from 204.3 million as at December 31, 2016 to 54 million as at June 30, 2018.

Quarterly administrative expenses were \$1.2 million for the second quarter of 2018 and third quarter of 2017 compared to \$1.1 million for the first, second and fourth quarter of 2017, \$1.3 million for the first quarter of 2018 and \$1.4 million for the third and fourth quarter of 2016. The administrative expenses are presented net of costs allocated to exploration projects – there was no such allocation in first and second quarter of 2018 as compared to \$33,000 - \$123,000 of administrative costs allocated to projects during other quarters under review. Accordingly, total administrative cost (before any allocation) remained fairly stable at a level of \$1.2-\$1.3 million per quarter.

In addition, the Company's quarterly net results include losses on investment in joint venture (discussed in "Loss on Investment in Joint Venture" section). A material loss on investment of \$0.1 million was recognized in third quarter of 2016.

FINANCIAL INSTRUMENTS*

The Company's financial instruments consist of cash, short-term deposits, credit card and deposits, accounts receivable, as well as accounts payable, accrued liabilities and derivative liability. It is management's opinion that the Company is not currently exposed to significant interest and/or credit risks arising from these financial instruments and that the fair value of these financial instruments approximates their carrying value.

To mitigate a portion of foreign exchange risk exposure and to the extent it is feasible, the Company keeps its funds in currencies applicable to its known short-term commitments. No assurance can be given that such management of risk exposure will offset and/or eliminate the foreign exchange loss/gain fluctuations.

** This section contains forward-looking information. Please see the "Forward-looking Information and Statements" section (at the beginning of this document) for a discussion of risks and uncertainties relating to such information.*

COMMITMENTS AND CONTRACTUAL OBLIGATIONS*

As at June 30, 2018, the Company has the following commitments:

In \$ 000's	Total	Less than One Year	One to Three Years	Four to Five Years	After Five Years
Office lease	\$ 710	501	209	-	-

The Company is committed under an operating lease agreement for the rental of office space in Calgary, Canada. The approximate lease payments total \$0.7 million and are payable over the next one and half year.

COMMITMENTS AND CONTRACTUAL OBLIGATIONS (CONTINUED)**ShoreCan's Commitments*

The Company currently holds a 50% interest in a jointly controlled entity, ShoreCan, focusing on acquisitions of upstream oil and gas exploration, development and producing assets in Africa. The determination of ShoreCan as a joint venture was based on ShoreCan's structure through a separate legal entity whereby neither the legal form nor the contractual arrangement give the owners rights to the assets and obligations for the liabilities within the normal course of business, nor does it give rights to the economic benefits of the assets or responsibility for settling liabilities associated with the arrangement.

The Company and its joint venture partner signed a funding agreement, effective October 24, 2014 (the "Funding Agreement") providing financial support as needed in proportion to its interest (50% each) in ShoreCan for ShoreCan's expenses and obligations. The Funding Agreement does not impose any guarantees from the Company and/or its joint venture partner. Amounts advanced to ShoreCan under the terms of the Funding Agreement are unsecured and payable on or before October 24, 2020 contingent upon ShoreCan generating its own cashflows. Interest is charged monthly at an annual rate of 3.0% above 12 month USD LIBOR.

From time to time the Company or its joint venture partner pay for ShoreCan's general and administrative expenses on behalf of the other partner. As at June 30, 2018 the Company had a receivable from its joint venture partner in respect of overpaid ShoreCan expenses of \$0.2 million that is recorded as a long term receivable.

On September 13, 2016, ShoreCan closed an acquisition of 80% of the issued share capital of Essar Exploration and Production Limited (Nigeria) ("Essar Nigeria"), a company which sole asset is a 100% interest in exploration license OPL 226 located in offshore Nigeria. ShoreCan paid a cash consideration of \$0.25 million and as part of the shareholder agreement, ShoreCan has agreed to cover the funding of Essar Nigeria's operations. As a party to a Production Sharing Contract ("PSC") signed with Nigerian National Petroleum Corporation ("NNPC") for OPL 226, Essar Nigeria is required to seek NNPC's consent for the transaction. The respective application has been made and the parties to the transaction are awaiting NNPC's reply.

In addition, ShoreCan has committed to invest up to a maximum of \$80 million into Essar Nigeria in the form of an interest-free shareholder loan. The funds will be used for Essar Nigeria operations and in particular, to cover work program obligations, including the costs of drilling one well under Phase-1 of the PSC. NNPC extended Phase-1 exploration period till November 30, 2017; however, on November 3, 2017 Essar Nigeria requested a further extension from NNPC as the company is still awaiting NNPC's consent to the transaction.

In 2017, three ShoreCan representatives were appointed Directors of Essar Nigeria, gaining a majority on Essar Nigeria board and legal control over Essar Nigeria. ShoreCan has assessed that the transaction does not meet criteria of a business acquisition as Essar Nigeria is in exploration/development stage. ShoreCan assessed the investment based on the fair values of Essar Nigeria's assets and liabilities upon obtaining control over Essar Nigeria. ShoreCan estimated a fair value of the Essar Nigeria loan to its previous parent at \$6 million (as compared to the loan face value of \$62.7 million as presented in Essar Nigeria audited financial statements as at December 31, 2016) as the shareholding agreement with Essar Nigeria provides for the repayment of this loan from anticipated future production. The loan is an interest free shareholder loan. A non-controlling interest ("NCI"), was recognized at the NCI proportionate share of net assets acquired.

COMMITMENTS AND CONTRACTUAL OBLIGATIONS (CONTINUED)****ShoreCan's Commitments (continued)***

ShoreCan and Essar Exploration and Production Limited, Mauritius ("Essar Mauritius"), the company that owns 20% of Essar Nigeria shares, are currently in dispute about whether the other party is in compliance with its obligations under the Essar Nigeria Shareholders Agreement. Essar Nigeria's allegations centre on the assertion that ShoreCan has not commenced funding of the \$80 million agreed cumulative funding in Essar Nigeria while ShoreCan categorically denies this with factual evidence of substantial expenditure to date. ShoreCan also alleges that any delay in securing mainstream long-term project funding is due in part to the failures of Essar Mauritius to comply with its obligations under the Shareholders Agreement. The parties are in discussions to imminently resolve the dispute amicably and no formal proceedings have been commenced by either party and, as such, there is no quantifiable impact to the Company's working capital or its operations. ShoreCan has made a proposal to buy out Essar Mauritius' shareholding in Essar Nigeria from the income that would be generated by first oil at OPL 226. Essar Mauritius has replied with a notice asserting that it would have the right to terminate the Essar Nigeria Shareholders Agreement if ShoreCan does not remedy its alleged breaches by on or about October 9, 2018. If Essar Mauritius did purport to terminate the said Shareholders Agreement ShoreCan has stated that it would contest any such action vigorously in the English courts which would have jurisdiction over any formal dispute. The Directors believe, based on legal advice, that ShoreCan has several valid defences and counterclaims to any such action that might be brought by Essar Mauritius in the event that the current dispute escalates.

Summarized consolidated statements of ShoreCan as at June 30, 2018 and results for the three and six months ended June 30, 2018 are presented in the Note 3 accompanying the Company's unaudited condensed consolidated financial statements as at June 30, 2018.

Essar Nigeria – Agamore Farm In

In 2010, Essar Nigeria entered into a "Farm In Agreement" ("the Agreement") with Agamore Energy Limited ("**Agamore**") a private Nigerian company. Under the terms of the Agreement, Agamore was to receive a 37% participating interest in OPL 226 in return for the provision of certain services including facilitating obtaining all necessary governmental approvals and taking responsibility for community affairs and other matters.

Essar Nigeria understands that approval was sought from the Nigerian authorities for the transfer of the interest to Agamore but it was declined on two occasions. Agamore did not provide the services to Essar Nigeria. Essar Nigeria formed the view that Agamore was in material breach of the Farm In Agreement. In March 2017, by way of written resolution, the directors of Essar Nigeria resolved to give to Agamore a formal notice of termination of the Farm In Agreement.

On May 7, 2018, Essar Nigeria received information that, notwithstanding that the contract provided for disputes to be pursued by way of arbitration, to be held in London, that Agamore had raised an action in the Nigerian courts against Essar Nigeria, ShoreCan (including two of ShoreCan's directors), the NNPC and the Department of Petroleum Resources ("DPR"). In summons filed, Agamore sought various declaratory orders and injunctions but did not seek any fiscal quantum for damages other than for costs incurred in relation to the litigation. Accordingly, the potential claim cannot be quantified. Essar Nigeria, ShoreCan and the Company consider the action to be without merit. Counsel have been instructed and motions to have the action dismissed have been filed. The case was initially heard on June 5, 2018 and Agamore's lawyers failed to appear. The case was continued on June 29, 2018 where Agamore's lawyers did appear but the case was again extended to September 5, 2018 as the judge noted a technical failure on part of Agamore to serve the action properly on one or more of the defendants. The NNPC and DPR have requested ShoreCan's lawyers represent them to seek dismissal of the action. With all defendants including the Nigerian governmental agencies having considered the action to be ill-founded, Essar Nigeria remains confident that the action will be dismissed in due course.

As at the date of filing this MD&A, COPL has not provided any guarantee in respect of obligations, commitments and/or losses of either ShoreCan or Essar Nigeria.

** This section contains forward-looking information. Please see the "Forward-looking Information and Statements" section (at the beginning of this document) for a discussion of risks and uncertainties relating to such information.*

LIQUIDITY AND CAPITAL RESOURCES*

As of June 30, 2018, the Company had working capital of approximately \$0.3 million, cash and cash equivalents of \$1.7 million and shareholders' equity of \$0.5 million.

For the six months ended June 30, 2018, the Company's cash used in operating activities amounted to \$2.2 million (compared to \$2.1 million for the six months ended June 30, 2017) and cash used in investing activities amounted to \$11,000 for the six months ended June 30, 2018 (compared to \$256,000 for the same period in 2017).

Cash provided by financing activities amounted to \$nil for the six months ended June 30, 2018 (\$3.5 million for the same period in 2017 that related entirely to net proceeds from the UK Placing closed on June 12, 2017).

Currently, the Company does not have material cash inflows and/or adequate financing to develop profitable operations. The Company is pursuing exploration projects that, if successful, will require substantial additional financing before they are able to generate positive cash flows. Accordingly, the Company's planned growth and future development activities are dependent on its ability to obtain additional financing. There is no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be obtained on terms advantageous to the Company.

** This section contains forward-looking information. Please see the "Forward-looking Information and Statements" section (at the beginning of this document) for a discussion of risks and uncertainties relating to such information.*

ACCOUNTING PRONOUNCEMENTS

Critical Accounting Estimates

The preparation of the financial statements in accordance with IFRS requires the Company to make estimates, assumptions and judgements in applying the Company's accounting policies and practices, which may have a significant impact on the financial results reported by the Company. Actual results could differ from estimated amounts, and those differences may be material. A comprehensive discussion of the Company's significant policies and critical accounting estimates is contained in the audited consolidated financial statements for the years ended December 31, 2017 and 2016.

DISCLOSURE CONTROLS AND PROCEDURES

The Company's Chief Executive Officer and Chief Financial Officer have designed disclosure controls and procedures ("DC&P"), or caused it to be designed under their supervision, to provide reasonable assurance that material information relating to the Company is made known to them by others, particularly during the period in which the annual filings are being prepared, and information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation. Management of COPL, including the Chief Executive Officer and Chief Financial Officer evaluate the effectiveness of the Company's DC&P annually.

INTERNAL CONTROLS OVER FINANCIAL REPORTING

The Company's Chief Executive Officer and Chief Financial Officer are responsible for establishing and maintaining internal control over financial reporting ("ICFR"). They have designed ICFR, or caused it to be designed under their supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. The control framework the Company's officers used to design the Company's ICFR is the Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations.

No material changes in the Company's ICFR were identified during the six month period ended June 30, 2018, that have materially affected, or are reasonably likely to materially affect the Company's ICFR.

It should be noted that a control system, including the Company's disclosure and internal controls procedures, no matter how well conceived, can provide only reasonable, but not absolute, assurance that the objectives of the control system will be met and it should not be expected the disclosure and internal control procedures will prevent all errors or fraud. In reaching a reasonable level of assurance, management necessarily is required to apply its judgment in evaluating the cost/benefit relationship of possible controls and procedures.

DIRECTORS

Arthur S. Millholland - President and Chief Executive Officer
Harald Ludwig
Massimo Carello
Viscount William Astor
John Cowan

OFFICERS

Arthur S. Millholland, P.Geol. - President and Chief Executive Officer
Aleksandra Owad, CPA, CGA, FCCA (UK) - Chief Financial Officer
Rod Christensen, P.Geol. - Vice President, Exploration and Exploitation
Richard Mays, LL.B. (Hons), LL.M., Ph.D. - Vice President, Business Development and General Counsel
Faralee A. Chanin, LL.B., M.B.A. - Corporate Secretary

**Canadian Overseas Petroleum Limited
Unaudited Condensed Interim Consolidated
Financial Statements
As at June 30, 2018 and for the three and six month
periods ended June 30, 2018 and 2017**

Management's Responsibility for Consolidated Financial Statements

The information provided in these unaudited condensed interim consolidated financial statements is the responsibility of management. In the preparation of the statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the accompanying consolidated financial statements.

Management maintains a system of internal controls to provide reasonable assurance that the Company's assets are safeguarded and to facilitate the preparation of relevant and timely information.

The audit committee has reviewed the unaudited condensed interim consolidated financial statements with management and the auditors, and has reported to the Board of Directors. The Board of Directors has approved the unaudited consolidated interim financial statements as presented.

Signed "Arthur S. Millholland"

Arthur S. Millholland
President and Chief Executive Officer
August 14, 2018

Signed "Aleksandra Owad"

Aleksandra Owad
Chief Financial Officer
August 14, 2018

Canadian Overseas Petroleum Limited
Condensed Consolidated Statements of Financial Position (unaudited)
(in thousands of United States dollars)

As at	June 30, 2018	December 31, 2017
Assets		
Current		
Cash and cash equivalents <i>(note 4)</i>	\$ 1,736	\$ 4,060
Accounts receivable	30	36
Prepaid expenses	114	214
	1,880	4,310
Deposits and prepayments	45	44
Office equipment	53	60
Long-term receivable	245	232
	\$ 2,223	\$ 4,646
Liabilities		
Current		
Accounts payable and accrued liabilities	\$ 1,594	\$ 1,208
	1,594	1,208
Derivative liability <i>(note 5(b))</i>	98	227
	1,692	1,435
Shareholders' Equity		
Share capital <i>(note 5(a))</i>	133,650	133,650
Contributed capital reserve <i>(note 5(c))</i>	50,394	50,394
Deficit	(181,353)	(178,595)
Accumulated other comprehensive loss	(2,160)	(2,238)
	531	3,211
	\$ 2,223	\$ 4,646

Nature of operations *(note 1)*

Going concern *(note 2)*

Commitments and contractual obligations *(note 6)*

See accompanying notes to the condensed consolidated financial statements.

Canadian Overseas Petroleum Limited
Condensed Consolidated Statements of Comprehensive Loss (unaudited)
(in thousands of United States dollars, except per share amounts)

	Three months ended June 30, 2018	Three months ended June 30, 2017	Six months ended June 30, 2018	Six months ended June 30, 2017
Operations				
Pre-license costs	\$ -	\$ -	\$ (321)	\$ -
Administrative	(1,197)	(1,096)	(2,451)	(2,226)
Depreciation	(5)	(6)	(10)	(11)
	<u>(1,202)</u>	<u>(1,102)</u>	<u>(2,782)</u>	<u>(2,237)</u>
Finance income and costs				
Interest income	6	2	6	7
Derivative gain <i>(note 5(b))</i>	34	103	128	370
Foreign exchange (loss)/gain	(139)	119	(97)	177
	<u>(99)</u>	<u>224</u>	<u>37</u>	<u>554</u>
Loss before investments in joint ventures	(1,301)	(878)	(2,745)	(1,683)
Loss on investment in joint venture <i>(note 3)</i>	(13)	(52)	(13)	(53)
Net loss	<u>(1,314)</u>	<u>(930)</u>	<u>(2,758)</u>	<u>(1,736)</u>
Gain/(loss) on translation of foreign subsidiaries	<u>183</u>	<u>(93)</u>	<u>78</u>	<u>(131)</u>
Comprehensive loss	<u>\$ (1,131)</u>	<u>\$ (1,023)</u>	<u>\$ (2,680)</u>	<u>\$ (1,867)</u>
Loss per share (basic and diluted)	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>
Weighted average number of shares outstanding	<u>1,523,139,350</u>	<u>746,897,592</u>	<u>1,523,139,350</u>	<u>682,376,919</u>

See accompanying notes to the condensed consolidated financial statements.

Canadian Overseas Petroleum Limited
Condensed Consolidated Statements of Changes in Equity (unaudited)
(in thousands of United States dollars)

	Share Capital	Warrants	Contributed Capital Reserve	Deficit	Accumulated Other Comprehensive Loss ⁽¹⁾	Total Equity
Balance at January 1, 2017	\$ 124,874	\$ 2,612	\$ 50,111	\$ (158,448)	\$ (1,995)	\$ 17,154
Issued common shares – net of issue cost and valuation of warrants classified as derivatives	3,270	-	-	-	-	3,270
Comprehensive loss for the period	-	-	-	(1,736)	(131)	(1,867)
Balance at June 30, 2017	\$ 128,144	\$ 2,612	\$ 50,111	\$ (160,184)	\$ (2,126)	\$ 18,557
Balance at December 31, 2017	\$ 133,650	\$ -	\$ 50,394	\$ (178,595)	\$ (2,238)	\$ 3,211
Comprehensive (loss)/gain for the period	-	-	-	(2,758)	78	(2,680)
Balance at June 30, 2018	\$ 133,650	\$ -	\$ 50,394	\$ (181,353)	\$ (2,160)	\$ 531

⁽¹⁾As at June 30, 2018 and 2017, the accumulated other comprehensive loss balance consists of unrealized foreign exchange on translation of foreign subsidiaries.

See accompanying notes to the condensed consolidated financial statements.

Canadian Overseas Petroleum Limited
Condensed Consolidated Statements of Cash Flows (unaudited)
(in thousands of United States dollars)

For the six months ended June 30	2018	2017
Cash Used In Operating Activities		
Loss	\$ (2,758)	\$ (1,736)
Interest income	(6)	(7)
Add (deduct) non-cash items:		
Derivative gain (<i>note 5(b)</i>)	(128)	(370)
Depreciation	10	11
Unrealized foreign exchange loss/(gain)	150	(218)
Loss on investment in joint venture (<i>note 3</i>)	13	53
	<u>(2,719)</u>	<u>(2,267)</u>
Net change in non-cash working capital (<i>note 8</i>)	478	217
	<u>(2,241)</u>	<u>(2,050)</u>
Financing Activities		
Issuance of common shares, net of issue costs	-	3,446
Net change in non-cash working capital (<i>note 8</i>)	-	72
	<u>-</u>	<u>3,518</u>
Investing Activities		
Additions to office equipment	(4)	(8)
Additions to exploration and evaluation assets	-	(202)
Additions to investment in joint venture (<i>note 3</i>)	(13)	(53)
Interest income	6	7
	<u>(11)</u>	<u>(256)</u>
(Decrease)/increase in cash and cash equivalents during the period	(2,252)	1,212
Effect of foreign exchange on cash and cash equivalents held in foreign currencies	(72)	96
Cash and cash equivalents, beginning of period	<u>4,060</u>	<u>2,565</u>
Cash and cash equivalents, end of period	\$ 1,736	\$ 3,873

See accompanying notes to the condensed consolidated financial statements.

Canadian Overseas Petroleum Limited
Notes to the Condensed Consolidated Financial Statements
As at June 30, 2018 and for the three and six months ended June 30, 2018 and 2017

1. NATURE OF OPERATIONS

Canadian Overseas Petroleum Limited (“COPL” or the “Company”), is a widely-held publicly traded company incorporated and domiciled in Canada. The Company’s common shares are traded on the TSX Venture Exchange in Canada and the London Stock Exchange in the UK. The Company’s registered office is in Calgary, Alberta at 400, 444 – 7th Avenue S.W.

COPL and its subsidiaries are involved in the identification, acquisition, exploration and development of oil and natural gas offshore reserves. As at June 30, 2018, the Company has the following subsidiaries, all of which are wholly-owned directly or indirectly:

- COPL Technical Services Limited, which is involved in providing technical and administrative services to the COPL group of companies;
- Canadian Overseas Petroleum (UK) Limited (“COPL UK”), incorporated in the United Kingdom (“UK”) provides technical and projects related services to the COPL group of companies;
- Canadian Overseas Petroleum (Bermuda Holdings) Limited, Canadian Overseas Petroleum (Bermuda) Limited (“COPL B”) and Canadian Overseas Petroleum (Namibia) Limited, which were incorporated to conduct operations in offshore Liberia and elsewhere in Africa.
- Canadian Overseas Petroleum (Ontario) Limited (“COPL Ontario”) which was incorporated on December 15, 2017 for the purpose of an anticipated operation in Canada.

The Company, along with an unrelated company, Shoreline Energy International Limited, incorporated Shoreline Canoverseas Petroleum Development Corporation Limited (“ShoreCan”) in October 2014 in Bermuda to focus on acquisitions of upstream oil and gas exploration, development and producing assets in Africa. Both partners hold a 50% interest in the joint venture.

2. BASIS OF PREPARATION AND GOING CONCERN

Basis of Preparation and Compliance

The Company’s unaudited condensed interim consolidated financial statements (“financial statements”) have been prepared in accordance with International Accounting Standard (“IAS”) 34, “Interim Financial Reporting” following acceptable accounting policies under International Financial Reporting Standards (“IFRS”) and are reported in thousands of United States dollars (“\$”). The Company’s financial statements should be read in conjunction with the Company’s audited annual consolidated financial statements as at and for the years ended December 31, 2017 and 2016, which outline the Company’s significant accounting policies in Note 3 thereto, which have been applied consistently in these financial statements, as well as the Company’s critical accounting judgments and key sources of estimation uncertainty which are also set out in Note 3 thereto.

Changes in Accounting Policies Implemented During the Six Months Ended June 30, 2018

The June 2018 condensed interim consolidated financial statements follow the same accounting principles and methods of application as those disclosed in Note 3 to the 2017 audited consolidated financial statements, except as described below.

IFRS 9, “Financial Instruments” (“IFRS 9”)

On January 1, 2018, the Company implemented final amendments to IFRS 9 which provide guidance on the recognition and measurement, impairment and derecognition of financial instruments. The implementation of amendments to IFRS 9 resulted in no material changes in the measurement and carrying value of the Company’s financial instruments.

2. BASIS OF PREPARATION AND GOING CONCERN (continued)

Changes in Accounting Policies Implemented During the Six Months Ended June 30, 2018 (continued)

IFRS 15, “Revenues from Contracts with Customers” (IFRS 15”)

On January 1, 2018, the Company implemented amendments to IFRS 15 which clarify the application of certain of its underlying principles, including the identification of a performance obligation, and the determination of whether a company is a principal or is acting as an agent in the provision of a good or service. The implementation of amendments to IFRS 15 had no impact to the Company’s June 2018 condensed interim consolidated financial statements.

IFRS 2, “Share-based Payment” (“IFRS 2”)

On January 1, 2018, the Company implemented amendments to IFRS 2 which clarify how to account for certain types of share-based payment transactions, including the accounting for the effects of vesting and non-vesting conditions on the measurement of cash-settled share-based payments, accounting for share-based accounting transactions with a net settlement feature for withholding tax obligations, and accounting for modifications to the terms and conditions of a share-based payment that changes the classification of the share-based payment transaction from cash-settled to equity-settled. The implementation of amendments to IFRS 2 had no impact to the Company’s June 2018 condensed interim consolidated financial statements.

Going Concern

These financial statements are prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business.

Currently, the Company does not have material cash inflows and/or adequate financing to develop profitable operations. The Company is pursuing exploration projects and contracts that will require substantial additional financing before they are able to generate positive operating cash flows. Accordingly, the Company’s continued successful operations are dependent on its ability to obtain additional financing. There is no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be obtained on terms advantageous to the Company. With no assurance that financing will be obtained in 2018, there is material uncertainty that may cast substantial doubt on the Company’s ability to continue as a going concern. These financial statements do not give effect to adjustments that would be necessary to the carrying values and classifications of assets and liabilities should the Company be unable to continue as a going concern.

The financial statements were authorized for issue by the Company’s Board of Directors on August 14, 2018.

3. INVESTMENT IN JOINT VENTURE

The Company currently holds a 50% interest in a jointly controlled entity, ShoreCan, focusing on acquisitions of upstream oil and gas exploration, development and producing assets in sub-Saharan Africa. The determination of ShoreCan as a joint venture was based on ShoreCan’s structure through a separate legal entity whereby neither the legal form nor the contractual arrangement give the owners rights to the assets and obligations for the liabilities within the normal course of business, nor does it give the rights to the economic benefits of the assets or responsibility for settling liabilities associated with the arrangement.

Canadian Overseas Petroleum Limited
Notes to the Condensed Consolidated Financial Statements
As at June 30, 2018 and for the three and six months ended June 30, 2018 and 2017

3. INVESTMENT IN JOINT VENTURE (continued)

The Company and its joint venture partner signed a funding agreement, effective October 24, 2014 (the "Funding Agreement") providing financial support as needed in proportion to its interest (50% each) in ShoreCan for ShoreCan's expenses and obligations. The Funding Agreement does not impose any guarantees from the Company and/or its joint venture partner. Amounts advanced to ShoreCan under the terms of the Funding Agreement are unsecured and payable on or before October 24, 2020 contingent upon ShoreCan generating its own cashflows. Interest is charged monthly at an annual rate of 3.0% above 12 month USD LIBOR.

From time to time the Company or its joint venture partner pay for ShoreCan's general and administrative expenses on behalf of the other partner. As at June 30, 2018 the Company had a receivable from its joint venture partner in respect of overpaid ShoreCan expenses of \$0.2 million that is recorded as a long term receivable.

Nigeria

On September 13, 2016, ShoreCan closed an acquisition of 80% of the issued share capital of Essar Exploration and Production Limited (Nigeria) ("Essar Nigeria"), a company which sole asset is a 100% interest in exploration license OPL 226 offshore Nigeria. ShoreCan paid a cash consideration of \$0.25 million and as part of the shareholder agreement, ShoreCan has agreed to cover the funding of Essar Nigeria's operations. As a party to a Production Sharing Contract ("PSC") signed with Nigerian National Petroleum Corporation ("NNPC") for OPL 226, Essar Nigeria is required to seek NNPC's consent for the transaction. The respective application has been made and the parties to the transaction are awaiting NNPC's reply.

In addition, ShoreCan has committed to invest up to a maximum of \$80 million into Essar Nigeria in the form of an interest-free shareholder loan. The funds will be used for Essar Nigeria operations and in particular, to cover work program obligations, including the costs of drilling one well under Phase-1 of the PSC. NNPC extended Phase-1 exploration period till November 30, 2017; however, on November 3, 2017 Essar Nigeria requested a further extension from NNPC as the company is still awaiting NNPC's consent to the transaction.

In 2017, three ShoreCan representatives were appointed Directors of Essar Nigeria, gaining a majority on Essar Nigeria board and legal control over Essar Nigeria. ShoreCan has assessed that the transaction does not meet criteria of a business acquisition as Essar Nigeria is in exploration/development stage. ShoreCan assessed the investment based on the fair values of Essar Nigeria's assets and liabilities upon obtaining control over Essar Nigeria. ShoreCan estimated a fair value of the Essar Nigeria loan to its previous parent at \$6 million (as compared to the loan face value of \$62.7 million as presented in Essar Nigeria audited financial statements as at December 31, 2016) as the shareholding agreement with Essar Nigeria provides for the repayment of this loan from anticipated future production. The loan is an interest free shareholder loan. Non-controlling interest ("NCI"), was recognized at the NCI proportionate share of net assets acquired.

Below are presented summarized consolidated statements of ShoreCan as at June 30, 2018 and results for the three and six months periods ended June 30, 2018.

As at the date of filing these financial statements, COPL has not provided any guarantee in respect of obligations, commitments and/or losses of either ShoreCan or Essar Nigeria.

Canadian Overseas Petroleum Limited
Notes to the Condensed Consolidated Financial Statements
As at June 30, 2018 and for the three and six months ended June 30, 2018 and 2017

3. INVESTMENT IN JOINT VENTURE (continued)

Summarized statement of comprehensive loss for investment in joint venture under equity accounting:

(\$ 000's)	Three months ended June 30, 2018	Three months ended June 30, 2017	Six months ended June 30, 2018	Six months ended June 30, 2017
Revenues	\$ -	\$ -	\$ -	\$ -
Expenses				
General and administration	(914)	(600)	(1,492)	(1,234)
	(914)	(600)	(1,492)	(1,234)
Finance income				
Foreign exchange gain	1	-	3	-
Interest expense	(233)	(141)	(443)	(274)
	(232)	(141)	(440)	(274)
Loss	(1,146)	(741)	(1,932)	(1,508)
Non-controlling interest	70	-	118	-
Net Loss	(1,076)	(741)	(1,814)	(1,508)
Share of equity investment (percent)	50%	50%	50%	50%
Company's share of net loss	\$ (538)	\$ (370)	\$ (907)	\$ (754)

During the six months ended June 30, 2018 the Company and its subsidiaries charged ShoreCan management and technical services of \$0.7 million (2017 - \$0.5 million), including \$0.06 million of costs that were allocated to exploration and evaluation assets (2017 - \$ nil) and charged an interest expense of \$0.2 million (2017 - \$0.1 million).

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3. INVESTMENT IN JOINT VENTURE (continued)

Carrying value of investment in joint venture under equity accounting:

Statement of financial position (\$ 000's)	June 30, 2018	December 31, 2017
Assets		
Current		
Cash and cash equivalents	\$ 1	\$ 1
Accounts Receivable & prepaid expenses	1	3
	<u>2</u>	<u>4</u>
Exploration and evaluation assets	8,943	8,887
Office equipment	1	1
	<u>\$ 8,946</u>	<u>\$ 8,892</u>
Liabilities		
Current		
Accounts payable and accrued liabilities	2,324	2,239
Long Term loan to NCI	6,168	6,171
ShoreCan Partners' loan	16,973	15,069
	<u>\$ 25,465</u>	<u>\$ 23,479</u>
Equity		
Non-controlling interest	(585)	(467)
Deficit	(15,934)	(14,120)
	<u>\$ (16,519)</u>	<u>\$ (14,587)</u>

Reconciliation of carrying amount of net investment in joint venture:

(\$ 000's)	June 30, 2018	December 31, 2017
Carrying amount - Opening	<u>\$ -</u>	<u>\$ -</u>
Increases in net investment in joint venture		
during the period	13	76
Loss recognized on investment in joint venture	(13)	(76)
Carrying amount - Ending	<u>\$ -</u>	<u>\$ -</u>

As at June 30, 2018, ShoreCan's non-current liabilities included \$8.5 million due to the Company under the terms of the Funding Agreement (December 31, 2017 - \$7.5 million).

For the six months ended June 30, 2018, the Company's share of ShoreCan's losses of \$0.9 million (six months ended June 30, 2017 - \$0.8 million) exceed the Company's Net Investment of \$13,000 for this period (\$53,000 for six months ended June 30, 2017). Accordingly, under the equity method, the Company recognized its share of ShoreCan's losses of \$13,000 for the six months ended June 30, 2018 (\$53,000 for six months ended June 30, 2017).

As at June 30, 2018, the Company's share in ShoreCan's accumulated losses is \$8.0 million (December 31, 2017 - \$7.1 million). Unrecognized accumulated losses on the investment as of June 30, 2018 are \$7.1 million including \$0.9 million of unrecognized losses for the six months ended June 30, 2018.

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4. CASH AND CASH EQUIVALENTS

(\$ 000's)	June 30, 2018	December 31, 2017
Cash	\$ 1,645	\$ 1,891
Cash in trust	-	2,073
Credit card deposits	91	96
	\$ 1,736	\$ 4,060

Cash balances earn interest, whenever possible, at floating rates based on daily bank deposit rates.

Cash in trust of \$2.1 million as at December 31, 2017 related to a deposit of CAD \$2.6 million held in trust with the Company's lawyers in respect of a potential transaction. There were no restrictions on this cash and the deposit was returned to COPL on April 6, 2018.

Credit card deposits are bank deposits that cover the maximum credit limit available for corporate credit cards.

The fair value of cash and cash equivalents was \$1.7 million as at June 30, 2018 (\$4.1 million as at December 31, 2017). The Company deposits its cash with reputable Canadian and Bermuda banks. The Company did not have any overdraft facilities in place as at June 30, 2018, and December 31, 2017.

5. SHARE CAPITAL

a) Authorized and Issued Common Shares

Authorized

An unlimited number of common voting shares (the "Common Shares") without nominal or par value and an unlimited number of preferred shares, issuable in series.

Issued

The issued share capital is as follows:

	Number of Common Shares	Amount
Balance, January 1, 2017	617,139,350	\$ 124,874
Issued pursuant to UK June Placement	656,000,000	4,181
Issued pursuant to UK October Placement	250,000,000	3,318
Fair value of warrants that expired unexercised	-	2,612
Share issue costs	-	(1,335)
Balance, December 31, 2017	1,523,139,350	\$ 133,650
Balance, June 30, 2018	1,523,139,350	\$ 133,650

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5. SHARE CAPITAL (continued)

b) Warrants

A summary of the Company's share purchase warrants outstanding at June 30, 2018 is as follows:

(\$ 000's)	Number of Warrants	Weighted Average Exercise Price*	Fair Value of Warrants	Expiry Date
Balance, January 1, 2017	254,850,267	\$ 0.14	\$ 2,612	
Issued June 2017 Broker's Warrants	39,000,000	0.006	-	June 12, 2019
Issued October 2017 Broker's Warrants	15,000,000	0.013	-	Oct. 16, 2019
Expired 2014 Offering Warrants	(50,555,000)	0.370	(2,612)	
Expired 2015 Offering Warrants	(79,714,699)	0.090	-	
Expired 2015 Offering Broker Warrants	(4,548,380)	0.070	-	
Balance, December 31, 2017	174,032,188	\$ 0.053	\$ -	
Expired 2016 Non-Brokered Warrants	(14,605,000)	0.069	-	
Expired 2016 Finder's Warrants	(1,177,114)	0.051	-	
Expired 2016 Brokered Warrants	(99,016,868)	0.075	-	
Expired 2016 Agents' Warrants	(5,233,206)	0.055	-	
Balance, June 30, 2018	54,000,000	\$ 0.008	\$ -	

*The weighted average exercise price has been converted into USD based on the foreign exchange rate in effect at the date of issuance.

All Warrants issued in 2017 have an exercise price denominated in GBP; as the Company's functional currency is USD, these Warrants are classified as a derivative financial instruments.

As at June 30, 2018, the derivative liability in respect of the Brokers' Warrants issued in 2017 was revalued and a derivative gain of \$34,000 and \$128,000 was recognized for the three and six months period ended June 30, 2018; the derivative gain of \$103,000 and \$370,000 was recognized in respect of the Warrants issued in 2017 and 2016 for the three and six months ended June 30, 2017.

The following assumptions were used for Black-Scholes option pricing model to estimate the fair value of 2017 Brokers' Warrants outstanding as at:

	June 30, 2018	December 31, 2017
Risk-free interest rate	0.673%	0.446%
Weighted average life (years)	0.95-1.30	1.45 - 1.80
Expected volatility	90%	90%
Expected dividend yield	0%	0%

c) Incentive Stock Options

The Company has a stock option plan where the number of Common Shares reserved under the plan shall not exceed 10% of the issued and outstanding Common Shares and the number reserved for any one individual may not exceed 5% of the issued and outstanding shares. Exercise prices for stock options granted are determined by the closing market price on the day before the date of grant.

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5. SHARE CAPITAL (continued)

c) Incentive Stock Options (continued)

There were no changes to the Company's stock option plan and no stock options were granted, exercised, expired and/or forfeited during the six months ended June 30, 2018. As at June 30, 2018, a total of 115,240,000 stock options to purchase Common Shares were outstanding, having a weighted average exercise price of \$0.06 per share and a remaining weighted average contractual life of 3.5 years.

(\$ 000's)	Number of Options	Weighted Avg. Exercise Price*	Contributed Capital Reserve
Balance, January 1, 2017	61,005,000	\$ 0.11	\$ 50,111
Granted	60,035,000	0.01	283
Forfeited	(5,800,000)	0.10	-
Balance and exercisable December 31, 2017	115,240,000	\$ 0.06	\$ 50,394
Balance and exercisable June 30, 2018	115,240,000	\$ 0.06	\$ 50,394

*The weighted average exercise price has been converted into USD based on the foreign exchange rate in effect at the date of issuance.

6. COMMITMENTS AND CONTRACTUAL OBLIGATIONS

As at June 30, 2018, the Company has the following commitments:

(\$ 000's)	Total	Less than One Year	One to Three Years	Four to Five Years	After Five Years
Office lease	\$ 710	501	209	-	-

The Company is committed under operating lease agreements for the rental of office space in Calgary, Canada. The approximate total lease payments are \$0.7 million and are payable over the next one and half year.

7. FINANCIAL INSTRUMENTS

The Company has classified its cash and cash equivalents, deposits and derivative liability as financial assets and liabilities at fair value through profit and loss and has measured them at fair value. Accounts receivable are classified as loans and receivables; accounts payable and accrued liabilities are classified as other liabilities; these items are measured at amortized cost.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments depending on the observability of the inputs employed in the measurement:

Level 1: fair value measurements are based on unadjusted quoted prices in active markets for identical assets or liabilities. An active market for an asset or liability is considered to be a market where transactions occur with sufficient frequency and volume to provide pricing information on an ongoing basis. At June 30, 2018, cash and cash equivalents are valued using Level 1 inputs.

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7. FINANCIAL INSTRUMENTS (continued)

Level 2: fair value measurements are based on valuation models and techniques where the significant inputs are derived from quoted indices. Level 2 valuations are based on inputs including quoted forward prices, time value, volatility factors and broker quotes that can be observed or corroborated in the market for the entire duration of the derivative instrument. At June 30, 2018, the derivative liability is valued using Level 2 inputs.

Level 3: fair value measurements are based on unobservable information or where the observable data does not support a significant portion of the instrument's fair value. At June 30, 2018, the Company did not have any financial assets or liabilities valued using Level 3, and there were no transfers in and out of Level 3 during the six months ended June 30, 2018.

a) Fair values

As at June 30, 2018 and December 31, 2017, the fair values of all financial instruments not carried at fair value approximated their carrying values due to their short-term maturity.

b) Foreign exchange risk

To mitigate a portion of its exposure and to the extent it is feasible, the Company keeps its funds in currencies applicable to its known short-term obligations.

Cash and cash equivalents includes amounts denominated in the following foreign currencies:

	June 30, 2018	December 31, 2017
Great British Pounds	15	1,287
Canadian Dollars	2,195	2,821

8. NET CHANGE IN NON-CASH WORKING CAPITAL

(\$ 000's)	June 30, 2018	June 30, 2017
Decrease / (increase) in accounts receivable	\$ 6	\$ (61)
Increase in long-term accounts receivable	(13)	-
Decrease in prepaid expenses	100	87
(Increase) in long-term deposit	(1)	-
Increase in operating accounts payable and accrued liabilities	386	191
Net change in operating non-cash working capital	\$ 478	\$ 217
Increase in accounts payable and accrued liabilities due to share issue costs	-	72
Net change in financing non-cash working capital	\$ -	\$ 72