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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE SECURITIES
EXCHANGE ACT OF 1934**

For the month of November 2014

Commission File Number 001-17863

CONTINENTAL ENERGY CORPORATION

(Translation of registrant's name into English)

Unit 201, 2311 Tradition Way, Naples, Florida, U.S.A., 34105

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F [] Form 40-F []

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): []

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): []

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

Exhibit

<u>99.1</u>	<u>Interim financial statements for the period ended September 30, 2014</u>
<u>99.2</u>	<u>MD&A for the period ended September 30, 2014</u>
<u>99.3</u>	<u>CEO certification for the period ended September 30, 2014</u>
<u>99.4</u>	<u>CFO certification for the period ended September 30, 2014</u>
<u>99.5</u>	<u>News Release dated September 24, 2014</u>
<u>99.6</u>	<u>News Release dated October 1, 2014</u>
<u>99.7</u>	<u>News Release dated October 7, 2014</u>
<u>99.8</u>	<u>News Release dated October 28, 2014</u>
<u>99.9</u>	<u>News Release dated November 4, 2014</u>
<u>99.10</u>	<u>News Release dated November 6, 2014</u>
<u>99.11</u>	<u>News Release dated November 19, 2014</u>
<u>99.12</u>	<u>Notice of Meeting for December 5, 2014</u>
<u>99.13</u>	<u>Information circular for December 5, 2014</u>
<u>99.14</u>	<u>Form of Proxy for December 5, 2014</u>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Continental Energy Corporation
(Registrant)

Date: November 21, 2014

By: /s/ Robert V. Rudman
Name: Robert V. Rudman
Title: Chief Financial Officer

SEC 1815 (04-07)

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CONTINENTAL ENERGY CORPORATION

INTERIM FINANCIAL STATEMENTS

30 SEPTEMBER 2014

Expressed in U.S. Dollars

(Unaudited – Prepared by Management)

INTERIM FINANCIAL STATEMENTS

The financial statements included herein are management prepared, unaudited, condensed, interim, consolidated financial statements and are hereinafter referred to as the "**Interim Financial Statements**". These Interim Financial Statements are filed on SEDAR concurrently with Management's Discussion and Analysis ("**MD&A**") of the results for the same period, and may be read in conjunction with the MD&A.

NOTICE OF NO AUDITOR REVIEW

In accordance with National Instrument 51-102 Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of our Interim Financial Statements, then such statements must be accompanied by a notice indicating that they have not been reviewed by an auditor.

Neither the accompanying Interim Financial Statements as presented herein nor the accompanying MD&A have been reviewed by our auditors. Both the Interim Financial Statements and the MD&A have been prepared by and are the responsibility of the management of Continental Energy Corporation.

Continental Energy Corporation
Interim Financial Statements

(Unaudited – Prepared by Management and expressed in US Dollars)

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

<u>ASSETS</u>	<u>Note</u>	<u>30 September 2014</u>	<u>30 June 2014</u>
Current		\$	\$
Cash		113,659	242,436
Receivables		669	7,065
Prepaid expenses and deposits		37,952	24,557
Assets held for sale	5	577,536	565,596
		729,816	839,654
Non-current assets			
Equipment		5,115	5,845
		734,931	845,499
LIABILITIES			
Current			
Accounts payable and accrued liabilities	8	309,891	398,262
Loans	7	-	750,000
Convertible debt	6	386,232	374,890
Liabilities associated with assets held for sale	5	9,822	10,296
		705,945	1,533,448
EQUITY (DEFICIENCY)			
Share capital	7	17,001,630	16,131,630
Conversion rights reserve	6	92,966	56,966
Share based payment reserve		9,401,487	9,401,487
Foreign currency translation reserve		6,211	(120)
Deficit		(26,274,974)	(26,073,495)
Equity (deficiency) attributable to:			
Shareholders		227,320	(483,532)
Non-controlling interests		(198,334)	(204,417)
		28,986	(687,949)
		734,931	845,499

Nature of Operations and Going Concern (Note 1)

Subsequent Events (Notes 4)

ON BEHALF OF THE BOARD:

“Richard L. McAdoo”, Director & CEO

“Robert V. Rudman”, Director & CFO

- See Accompanying Notes -

Continental Energy Corporation
Interim Financial Statements

(Unaudited – Prepared by Management and expressed in US Dollars)

CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS

	Note	For the Three Months Ended 30 September 2014	For the Three Months Ended 30 September 2013
		\$	\$
NET LOSS FOR THE PERIOD			
Depreciation		730	1,175
Interest and bank charges	6	48,704	32,337
Management and consulting fees	8	70,889	72,301
Office expenses and investor relations		37,234	10,511
Professional fees		34,088	15,386
Rent, maintenance and utilities		7,261	6,574
Travel and accommodation		3,448	4,652
Loss before the undernoted		(202,354)	(142,936)
Other income (expenses)			
Interest income		14	3
Foreign exchange gain		861	(3,739)
Loss for the period from continuing operations		(201,479)	(146,672)
Loss for the period from discontinued operations	5	-	(43,194)
Net loss for the period		(201,479)	(189,866)
Net loss for the period attributable to:			
Shareholders of the Company		(201,479)	(168,632)
Non-controlling interests		-	(21,234)
COMPREHENSIVE LOSS FOR THE PERIOD			
Net loss for the period		(201,479)	(189,866)
Other Comprehensive loss to be reclassified to profit or loss in subsequent periods:			
Exchange differences on translation of foreign operations		12,414	-
Comprehensive loss for the period		(189,065)	(189,866)
Net comprehensive loss attributable to:			
Shareholders of the Company		(195,148)	(168,632)
Non-controlling interests		6,083	(21,234)
Loss Per Share – Basic and Diluted		(0.00)	(0.00)
Weighted Average Number of Shares Outstanding		131,461,033	123,179,511

- See Accompanying Notes -

Continental Energy Corporation
Interim Financial Statements

(Unaudited – Prepared by Management and expressed in US Dollars)

CONSOLIDATED STATEMENTS OF CASH FLOW

Cash Resources Provided By (Used In)	Note	For the Three Months Ended 30 September 2014	For the Three Months Ended 30 September 2013
		\$	\$
Operating Activities			
Loss for the period		(201,479)	(189,866)
<i>Items not affecting cash</i>			
Depreciation		730	1,175
Interest on convertible debt	6	47,342	30,061
Interest on related party loan	8	-	328
Equity loss (income) from investment in affiliates	5	-	43,194
<i>Changes in non-cash working capital</i>			
Receivables		6,396	(72)
Prepaid expenses and deposits		(13,395)	(14,623)
Accounts payable and accrued liabilities		(88,371)	105,346
		(248,777)	(24,457)
Financing Activities			
Shares issued – cash	7	120,000	25,000
Repayment of related party loan	8	-	(4,761)
		120,000	20,239
Change in Cash		(128,777)	(4,218)
Cash Position – Beginning of Period		242,436	21,999
Cash Position – End of Period		113,659	17,781

Supplemental cash flow information (Note 9)

- See Accompanying Notes -

Continental Energy Corporation
Interim Financial Statements

(Unaudited – Prepared by Management and expressed in US Dollars)

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (DEFICIENCY)

		Common Share Capital		Share Based Payment Reserve	Conversion Rights Reserve	Foreign Currency Translation Reserve	Deficit	Non- controlling Interest	Total
	Note	Number	Amount \$	\$	\$	\$	\$	\$	\$
Balance on 30 June 2013		122,815,381	16,100,792	9,353,635	10,966	-	(25,286,872)	(51,435)	127,086
Private placements – cash	7	500,000	19,623	5,377	-	-	-	-	25,000
Loss for the period		-	-	-	-	-	(718,315)	18,200	(700,115)
Balance on 30 September 2013		123,315,381	16,120,415	9,359,012	10,966	-	(25,455,504)	(72,669)	(37,780)
Balance on 30 June 2014		123,615,381	16,131,630	9,401,487	56,966	(120)	(26,073,495)	(204,417)	(687,949)
Private placements – cash	7	2,400,000	120,000	-	-	-	-	-	120,000
Conversion of loan	7	15,000,000	750,000	-	-	-	-	-	750,000
Convertible debt amendments	6	-	-	-	36,000	-	-	-	36,000
Foreign currency translation		-	-	-	-	6,331	-	6,083	12,414
Loss for the period		-	-	-	-	-	(201,479)	-	(201,479)
Balance on 30 September 2014		141,015,381	17,001,630	9,401,487	92,966	6,211	(26,274,974)	(198,334)	28,986

- See Accompanying Notes -

Continental Energy Corporation
NOTES TO THE INTERIM FINANCIAL STATEMENTS
(Unaudited – Prepared by Management and expressed in US Dollars)
30 SEPTEMBER 2014

1. Nature of Operations and Going Concern

Continental Energy Corporation (the “Company”) is incorporated under the laws of the Province of British Columbia, Canada. The Company’s registered address and records office is 900-885 West Georgia Street, Vancouver, British Columbia, Canada V6C 3H1.

The Company has historically been oil and gas exploration company engaged in the assembly of a portfolio of oil and gas exploration properties. During the fourth fiscal quarter ended 30 June 2014, the Company began diversifying into a broader range of energy provider activities by entering into an early stage consortium focused on developing small scale, distributed hydropower, biomass, and solar energy solutions in underserved rural markets.

These Interim Financial Statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. The Company has incurred operating losses over the past several fiscal years and has no current source of operating cash flows. The Company’s ability to continue as a going concern is dependent upon its ability to obtain the financing necessary to acquire new projects and develop them as well as fund ongoing administration expenses. There are no assurances that sufficient funding will be available to further develop its projects.

Management intends to obtain additional funding by issuing common stock in private placements. There can be no assurance that management’s future financing actions will be successful. Management is not able to assess the likelihood or timing of improvements in the equity markets for raising capital for future acquisitions or expenditures.

These uncertainties indicate the existence of material uncertainty that cast doubt on the Company’s ability to continue as a going concern in the future. If the going concern assumption were not appropriate for these Interim Financial Statements, liquidation accounting would apply and adjustments would be necessary to the carrying values and classification of assets, liabilities, the reported income and expenses, and such adjustments could be material.

2. Basis of Preparation

These Interim Financial Statements have been prepared in accordance with International Accounting Standards (“IAS”) 34, Interim Financial Reporting, and are based on the principles of International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board and interpretations thereof made by the International Financial Reporting Interpretations Committee.

These Interim Financial Statements should be read in conjunction with the audited consolidated financial statements for the last fiscal year ended 30 June 2014, which were also prepared in accordance with IFRS.

The Company’s Board of Directors has delegated the responsibility and authority for approving quarterly financial statements and MD&A to its Audit Committee. The Audit Committee approved these Interim Financial Statements on 18 November 2014.

These Interim Financial Statements have been prepared on a historical cost basis and presented in United States (“US”) dollars, the functional currency of the Company, except when otherwise indicated.

3. Significant Accounting Estimates and Judgments

The preparation of these Interim Financial Statements in accordance with IFRS requires that the Company’s management make judgments and estimates and form assumptions that affect the amounts in the financial statements and related notes to those financial statements. Actual results could differ from those estimates. Judgments, estimates and assumptions are reviewed on an ongoing basis based on historical experience and other factors that are considered to be relevant under the circumstances. Revisions to judgments, estimates and assumptions are accounted for prospectively.

In preparing these Interim Financial Statements, the significant judgments made by management in applying the Company’s accounting policies and the key sources of estimation uncertainty were the same as those applied to the audited consolidated financial statements for the last fiscal year ended 30 June 2014.

Continental Energy Corporation
NOTES TO THE INTERIM FINANCIAL STATEMENTS
(Unaudited – Prepared by Management and expressed in US Dollars)
30 SEPTEMBER 2014

4. Investments

Visionaire Energy AS ("Visionaire Energy")

On 4 June 2013, the Company acquired 51% of the shares of Visionaire Energy, a privately held Norwegian holding company by issuing 20,000,000 of its common shares at a value of \$900,000 to Visionaire Invest AS (the “**Vendor**”). Visionaire Energy is an inactive, holding entity with its principal assets being its shareholdings in two separate, privately owned, offshore oil and gas service providers both based in Bergen, Norway. Visionaire Energy owns a 49% equity interest in VTT Maritime AS (“**VTT**”) and a 41% equity interest in RADA Engineering and Consulting AS (“**RADA**”). Visionaire Energy exerts significant influence over both VTT and RADA, and accounts for them using the equity method.

The allocation of the purchase price and the reconciliation of the balance as at 30 June 2014 is as follows:

Fair value of the shares issued	\$ 900,000
Cash acquired	(6,844)
Payable to related party assumed	1,711
Non-controlling interest	(69,635)
Equity loss from affiliate since acquisition	(266,022)
Foreign currency translation	(142)
Reclassification as held for sale (Note 5)	(559,068)
Value of investment on 30 June 2014	\$ -

The movement in the investment during the period is as follows:

Value of investment on 30 June 2014	\$ -
Foreign currency translation	12,240
Reclassification as held for sale (Note 5)	(12,240)
Value of investment on 30 September 2014	\$ -

Ruaha River Power Company Limited ("Ruaha")

On 30 April 2014, the Company received 4,250,000 fully paid-up ordinary shares of Ruaha, a renewable energy power developer based in Tanzania, representing a 42.5% interest. The Company has not capitalized any amount for its investment in Ruaha, a Tanzanian company, as the entity is inactive and has no assets

On 11 October, 2014, two shareholders of Ruaha withdrew as shareholders and returned their shares for cancellation. The Company, as a result, now owns 58.6% of such shares providing it with controlling interest in Ruaha effective 11 October 2014. Ruaha remains inactive and the increased ownership interest in the entity is not expected to have a material impact on the consolidated records of the Company until Ruaha commences operations.

Continental Energy Corporation
NOTES TO THE INTERIM FINANCIAL STATEMENTS
(Unaudited – Prepared by Management and expressed in US Dollars)
30 SEPTEMBER 2014

5. Discontinued Operations Held for Sale

Pursuant to a sales and purchase agreement dated 15 September 2014, with an effective date of 30 June 2014, the Company reached an agreement with the Vendor to sell its 51% interest in Visionaire Energy for \$200,000 cash and the return of 20,000,000 common shares of the Company. The operations of Visionaire Energy were therefore classified as discontinued operations held for sale.

The agreement is subject to the approval of the shareholders at an annual meeting to be held on 5 December 2014.

The discontinued results of Visionaire Energy are presented below:

	For the Three Months Ended 30 September 2014	For the Three Months Ended 30 September 2013
	\$	\$
Equity income from investment in associates	-	43,194
Income from discontinued operations	-	43,194
Attributable to non-controlling interest	-	(21,234)
Income attributable to the shareholders of the Company	-	21,960

The major classes of assets and liabilities of Visionaire Energy classified as held for sale are as follows:

	30 September 2014	30 June 2014
	\$	\$
Cash	6,228	6,528
Investment	571,308	559,068
Assets held for sale	577,536	565,596
Accounts payable	9,822	10,296
Liabilities associated with assets held for sale	9,822	10,296

Visionaire Energy incurred a foreign exchange loss on its cash balance held in Norwegian Kroner of \$300 during the three months ended 30 September 2014. There were no other transactions impacting the operating, investing and financing cash flows of Visionaire Energy. The operations of Visionaire Energy also did not have any significant impact on the loss per share for the periods presented.

6. Convertible Debt

	Total
	\$
Balance on 30 June 2013	311,171
Interest	127,532
Conversion rights - amendments	(46,000)
Additional consideration warrants - amendment	(17,813)
Balance on 30 June 2014	374,890
Interest	47,342
Conversion rights - amendments	(36,000)
Balance on 30 September 2014	386,232

Continental Energy Corporation
NOTES TO THE INTERIM FINANCIAL STATEMENTS
(Unaudited – Prepared by Management and expressed in US Dollars)
30 SEPTEMBER 2014

On 21 September 2011, the Company issued a convertible promissory note for proceeds of \$250,000. The note principal was convertible, at the election of the holder, at any time during its term into 3,125,000 common shares of the Company. Any unpaid interest thereupon is also convertible, at the option of the holder, at the same conversion rate. As additional consideration, the Company issued 1,562,500 warrants (“the additional consideration warrants”) to the note holder, exercisable at \$0.12 per share up to 22 September 2013, the original maturity date.

The note originally accumulated interest at a rate of 10% per annum or at 15% per annum in the event of default of payment. On 21 November 2012, the Company reached an agreement with the note holder that increased the interest rate retroactively to 18%, extended the maturity date to 21 March 2013, and reduced the conversion price from \$0.08 to \$0.05 per share. This amendment to the terms of the note resulted in an incremental value of \$1,000.

On 21 May 2013, the Company reached an agreement with the note holder that extended the maturity date to 21 September 2013, extended the term of the additional consideration warrants to 21 March 2015, and reduced the exercise price of the additional consideration warrants to \$0.08. This amendment to the terms of the note resulted in an incremental value of \$1,000 and the amendment to the terms of the additional consideration warrants resulted in an incremental value of \$16,719.

On 4 October 2013, the Company reached an agreement with the note holder that extended the maturity date to 15 November 2013. This amendment to the terms of the note resulted in an incremental value of \$8,500.

On 12 December 2013, the Company reached an agreement with the note holder that extended the maturity date to 31 January 2014 and reduced the exercise price of the additional consideration warrants to \$0.05. This amendment to the terms of the note resulted in an incremental value of \$31,500 and the amendment to the terms of the additional consideration warrants resulted in an incremental value of \$10,782.

On 31 March 2014, the Company reached an agreement with the note holder that extended the maturity date to 30 April 2014 and extended the term of the additional consideration warrants to 31 December 2015. This amendment to the terms of the note resulted in an incremental value of \$6,000 and the amendment to the terms of the additional consideration warrants resulted in an incremental value of \$7,031.

On 28 July 2014, the Company reached an agreement with the note holder to extend the maturity date of the promissory note to 30 September 2014 without any additional consideration. The convertible promissory note is in default as of the date of these Interim Financial Statements.

The incremental value of the conversion rights of the note and the additional consideration warrants were calculated using the Black-Scholes model with the following assumptions:

Fiscal 2014	Additional	
	Conversion Rights	Consideration Warrants
Expected dividend yield	Nil	Nil
Expected stock price volatility	86%	86%
Risk-free interest rate	0.05%	0.30%
Expected life (years)	0.09 – 0.14	1.27 – 1.76

Fiscal 2015	Additional	
	Conversion Rights	Consideration Warrants
Expected dividend yield	Nil	-
Expected stock price volatility	87%	-
Risk-free interest rate	0.04%	-
Expected life (years)	0.18	-

Continental Energy Corporation
NOTES TO THE INTERIM FINANCIAL STATEMENTS
(Unaudited – Prepared by Management and expressed in US Dollars)
30 SEPTEMBER 2014

7. Share Capital

Authorized Share Capital

500,000,000 common shares without par value and without special rights or restrictions attached.

500,000,000 preferred shares without par value and without special rights or restrictions attached.

Shares issued

Period ended 30 September 2014

On 4 August 2014, the Company completed a private placement consisting of 2,400,000 common shares at a price of \$0.05 per share for total proceeds of \$120,000.

On 22 August 2014, \$750,000 loan, previously obtained on 3 March 2014, was converted into 15,000,000 common shares of the Company at a price of \$0.05 per share.

Year ended 30 June 2014

On 25 July 2013, a private placement was completed for 500,000 units for total proceeds of \$25,000. Each unit consists of one common share of the Company and one-half share purchase warrant. Each warrant has a term of three years and an exercise price of \$0.10 per share. The Company allocated \$19,623 to common shares and \$5,377 to the share purchase warrants based on management's estimate of relative fair values.

On 21 October 2013, a private placement was completed for 300,000 units for total proceeds of \$15,000. Each unit consists of one common share of the Company and one share purchase warrant. Each warrant has a term of three years and an exercise price of \$0.10 per share. The Company allocated \$11,215 to common shares and \$3,785 to the share purchase warrants based on management's estimate of relative fair values.

Stock options

The shareholders of the Company approved an incentive stock option plan on 30 November 2012 under which the Board of Directors may, from time to time, grant options to directors, officers, employees or consultants. Options granted must be exercised within a period as determined by the board. Options vest on the grant date unless otherwise determined by the board. The aggregate number of common shares which may be reserved as outstanding options shall not exceed 25,000,000, and the maximum number of options held by any one individual at any one time shall not exceed 7.5% of the total number of the Company's issued and outstanding common shares and 15% of same for all related parties (officers, directors, and insiders) as a group.

A summary of the Company's options outstanding on 30 September 2014 and on 30 June 2014 is as follows:

Options Outstanding	Options Exercisable	Exercise Price	Expiry Date
8,000,000	8,000,000	\$0.05	31 March 2015
7,800,000	7,800,000	\$0.05	31 December 2015
15,800,000	15,800,000		

Continental Energy Corporation
NOTES TO THE INTERIM FINANCIAL STATEMENTS
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30 SEPTEMBER 2014

Warrants

	Number of Warrants	Weighted Average Exercise Price \$ per Share
Outstanding on 30 June 2013	11,555,500	0.06
Granted	2,550,000	0.06
Expired	(2,643,000)	0.05
Outstanding on 30 June 2014	11,462,500	0.05
Expired	(2,000,000)	0.05
Warrants outstanding on 30 September 2014	9,462,500	0.05

Year ended 30 June 2014

On 1 October 2013, the Company granted a total of 2,000,000 share purchase warrants as total compensation to two arm's length parties in exchange for investor relations and other financial services to the Company. Each warrant had a term of one year and an exercise price of \$0.05 per common share. The Company calculated the value of these warrants to be \$20,877 which was charged to the statement of loss and comprehensive loss as share-based payments during the year ended 30 June 2014. These warrants expired unexercised on 30 September 2014.

On 21 October 2013, a total of 300,000 warrants were granted in conjunction with the Company's private placement, with an exercise price of \$0.10 and a term expiring in three years from the date of the grant. The total value of the warrants was \$4,050 which was utilized to allocate \$3,785 of the total proceeds of \$15,000 to share based payments reserve.

The fair value of the warrants granted was estimated using the Black-Scholes option pricing model, with the following assumptions:

	Period Ended 30 September 2014	Year Ended 30 June 2014
Expected dividend yield	-	Nil
Expected stock price volatility	-	86%
Risk-free interest rate	-	0.21%
Expected life of warrants (years)	-	1.43

A summary of the Company's warrants outstanding on 30 September 2014 is as follows:

Number of Shares	Price Per Share	Expiry Date
2,600,000	\$0.05	7 January 2015
375,000	\$0.05	15 January 2015
250,000	\$0.08	15 March 2015
1,562,500	\$0.05	31 December 2015
3,975,000	\$0.05	31 December 2015
150,000	\$0.10	28 June 2016
250,000	\$0.10	28 July 2016
300,000	\$0.10	21 October 2016
9,462,500		

Continental Energy Corporation
NOTES TO THE INTERIM FINANCIAL STATEMENTS
(Unaudited – Prepared by Management and expressed in US Dollars)
30 SEPTEMBER 2014

8. Related Party Transactions

As at 30 September 2014, \$264,560 (30 June 2014 - \$298,400) was payable to officers of the Company. This amount is included in accounts payable and is unsecured, non-interest bearing and has no specific terms for repayment.

During the period ended 30 September 2014, the Company paid or accrued management fees to officers of the Company in the amount of \$67,500 (2013 - \$67,500).

9. Supplemental cash flow information

<u>Non-Cash Investing and Financing Activities</u>	<u>Note</u>	<u>Three Months Ended 30 September 2014</u> \$	<u>Three Months Ended 30 September 2013</u> \$
Conversion option amendments	6	36,000	-
Loan conversion	7	750,000	-

10. Segmented Information

The Company operates in one segment, being the business sector of acquiring participating equity interests in oil, gas, and alternative energy projects, producers, and related service providers doing business outside of North America. All of the Company's long-term assets are located in Southeast Asia.

**MANAGEMENT'S DISCUSSION & ANALYSIS
FORM 51 - 102F1
CONTINENTAL ENERGY CORPORATION**

For the First Quarter of Fiscal 2015 Ended on 30 September 2014

This Management Discussion and Analysis ("MD&A") has been prepared by the management of Continental Energy Corporation (the "Company") as of 18 November 2014 (the "Report Date"). It is intended to supplement and complement the unaudited, condensed, interim, consolidated quarterly financial statements (the "Interim Financial Statements") that are also prepared by management and filed herewith.

The Interim Financial Statements and this MD&A pertain to the three month period ended 30 September 2014, which corresponds to the First Quarter of the Company's fiscal year ending 30 June 2015. This quarter is hereinafter referred to as the "First Quarter" or as the "Past Quarter".

All financial information presented herein, and in the Interim Financial Statements, has been prepared in accordance with accounting policies consistent with International Financial Reporting Standards ("IFRS"). All amounts disclosed are in United States dollars unless otherwise stated.

PART - 1 : NATURE OF BUSINESS

The Company is an emerging international energy investment company established to acquire participating interests in conventional, alternative, and renewable energy generation and distribution projects in a geographic area focused on the developing countries of the "Indian Ocean Rim", including those in bordering the Indian Ocean in SE Asia, East Africa, and South Asia.

PART - 2 : HIGHLIGHTS OF THE FIRST QUARTER

Significant events which may have a material effect on the business affairs of the Company that have occurred during the First Quarter are summarized below:

Cease Trade Orders

On 23 July 2014, the British Columbia Securities Commission and the Alberta Securities Commission revoked their cease trade orders against the Company. On 26 March 2014, the Alberta Securities Commission issued the Company a cease trade order. The British Columbia Securities Commission had also issued the Company a cease trade order on 23 December 2013. These orders were issued because the Company was at the time deficient in its regulatory requirements involving the filing of its audited consolidated financial statements for the year ended 30 June 2013 and its Interim Financial Statements for the quarters ended 30 September 2013 and 31 December 2013. The orders prohibited trading of the Company's securities in Canada until the deficiency was cured and the orders revoked. The Company made the filings to cure the deficiencies on 2 May 2014 and made application for revocation on 5 May 2014.

Convertible Promissory Note

On 28 July 2014, the Company and the holder of the convertible promissory note agreed to amend the note by extending the maturity date to 30 September 2014.

Private Placements

On 4 August 2014, the Company completed a private placement consisting of 2,400,000 common shares at an issue price of \$0.05 per share for total proceeds of \$120,000. On 22 August 2014, a \$750,000 interest free loan was converted into a private placement of 15,000,000 common shares at an issue price of \$0.05 per share. The two private placements raised \$870,000 in capital for the Company of which \$120,000 was attributable to the First Quarter and \$750,000 to the previous fiscal year.

Sale of Norwegian Subsidiary

On 15 September 2014, the Company entered into a sale and purchase agreement to sell its 51% equity interest in Visionaire Energy AS to Visionaire Invest AS for total consideration of \$1.2 million consisting of 20 million Company shares plus \$200,000 in cash. As a part of the sale agreement, Mr. Johnny Christiansen, a related party and a principal in Visionaire Invest AS, resigned from the Company's board of directors effective 15 September 2014. The sale transaction is subject to approval of the shareholders to be sought at the Company's 2014 AGM scheduled for 5 December 2014.

New Affiliate Acquired in Tanzania

In a press release dated 24 September 2014, the Company acquired a 42.5% equity interest in Ruaha River Power Company Ltd. ("**Ruaha Power**"), a renewable energy power developer based in Dar es Salaam, Tanzania. Ruaha Power develops small to mid-sized power projects with the intent of acting as an independent power producer and distribution network operator of off-grid isolated mini-grids ("**Mini-Grids**"). Ruaha Power is committed to profitably developing and operating its Mini-Grids by selling electrical power directly to consumers at pre-pay meters in the vast underserved rural and small urban markets of Tanzania. Ruaha Power is currently developing a biomass, solar PV, diesel hybrid Mini-Grid at Malolo village in central Tanzania. It is also conducting a feasibility study on a 25MW development of grid-connected generation capacity at potential run-of-river hydropower sites on Tanzania's Lukosi River.

The Company is one of the four founding shareholders of Ruaha Power. As at the end of the First Quarter, the Company owned a 42.5% stake in Ruaha Power and is its single largest shareholder. A private American development company, Pan African Management and Development Company, Inc. owned 30% and two Tanzanian companies, Kastan Mining PLC and Kitonga Electric Power Company owned 12.5% and 15% respectively. The Company earned its fully paid-up stake in Ruaha Power for its technical contributions to the initial geotechnical evaluation and feasibility study work on Ruaha Power's Lukosi River hydropower project performed by the Company from its Jakarta office. The Company's Chairman and CEO also serves as the Chairman and CEO of Ruaha Power. (See Increase in Stake in Ruaha Power in "Subsequent Events" below).

Annual General Meeting Scheduled

On 29 September 2014, the Company published and filed on SEDAR, its notice of record date and meeting date for its annual general meeting for the fiscal year ended 30 June 2014. The record date for rights to vote was 24 October 2014. The meeting is set for 5 December 2014 and will be held at the boardroom of the Company's transfer agent in Vancouver.

2.1 Share Purchase Warrants Activity During the First Quarter

During the Past Quarter, the following activity involving the Company's share purchase warrants occurred:

- **Exercises** - No outstanding share purchase warrants were exercised.
- **New Issues**-No new issues of share purchase warrants were made.
- **Expiry** - An amount of 2,000,000 share purchase warrants expired on 30 September 2014.
- **Amendments**-No amendments were made to the terms of any outstanding warrants.

2.2 Incentive Stock Options Activity During the First Quarter

During the Past Quarter, the following activity involving the Company's incentive stock options occurred:

- **Exercises** - No outstanding incentive stock options were exercised.
- **New Grants** - No new incentive stock options were granted.
- **Expiry**- No outstanding incentive stock options expired.
- **Amendments**- No amendments were made to the terms of any outstanding incentive stock options.

2.3 Common Share Conversion Rights Activity During the First Quarter

During the Past Quarter, the following activity involving the common share conversion rights issued by the Company occurred:

- **Exercises** - There were no exercises of outstanding common share conversion rights.
- **New Issues** - There were no new common shares conversion rights issued.
- **Expiry** - No outstanding common shares conversion rights expired.
- **Amendments**- There were no amendments to the terms of any outstanding common share conversion rights.

2.4 New Shares Issues During the First Quarter

During the Past Quarter, a total of 17,400,000 new common shares were issued pursuant to private placements.

PART - 3 : SHAREHOLDING AT END OF THE FIRST QUARTER

As at the end of the First Quarter, the Company's share capital was issued or held in reserve as follows:

141,015,381	common shares were issued and outstanding.
9,462,500	unexercised warrants were issued and outstanding.
15,800,000	unexercised stock options were issued and outstanding.
5,000,000	common shares were held in reserve against possible conversion of a \$250,000 note.
Nil	preferred shares were issued and outstanding.

PART - 4 : SUBSEQUENT EVENTS TO THE REPORT DATE

Significant events possibly having material effect on the business affairs of the Company which have occurred since the end of the First Quarter but prior to the Report Date of this MD&A include the following:

Ruaha Power Teams Up With Husk Power Systems

In a press release dated 1 October 2014 the Company announced that its Tanzanian affiliate, Ruaha River Power Company Ltd. ("**Ruaha Power**"), has entered into a joint venture agreement with Husk Power Systems ("**HPS**") and has taken delivery of its first 32kW biomass power plant at its Dar es Salaam workshop. The power plant will provide primary generation capacity at Ruaha Power's first build-own-operate "**Mini-Grid**" network which shall generate, distribute, and sell electrical power directly to residential, commercial, and light industrial customers at pre-pay meters.

Ruaha Power plans to install several similar Mini-Grids in the Morogoro and Iringa Regions of Tanzania. The generation plant runs on syngas produced in an integrated biomass gasifier fueled by locally available agricultural residue. The plant and its related systems are proprietary designs supplied by HPS, and will be operated as an embedded generator within Ruaha Power's biomass-diesel hybrid Mini-Grid under the terms of a 50/50 joint venture arrangement between HPS and Ruaha Power.

Ruaha Power Kicks Off Malolo Mini - Grid

In a press release dated 7 October 2014 the Company announced that its Tanzanian affiliate, Ruaha River Power Company Ltd. ("**Ruaha Power**"), had commenced construction of the Phase-I development of its Malolo Mini-Grid and had begun signing up first subscribers from a waiting list of 400 customers.

The Malolo Mini-Grid is the first of four separate, isolated rural "**Mini-Grids**" to be built, owned, and operated by the Ruaha Power, from which it intends to generate, distribute, and sell electrical power directly to consumers at pre-payment meters. When complete, the four Malolo Mini-Grids will have a combined generation capacity of 300kW and each Mini-Grid shall directly deliver 75kW of power to a combined total of approximately 2,500 identified residential, commercial, and light industrial customers. The Mini-Grids are being installed in an area surrounding the village of Malolo and three nearby villages, all located in the Kilosa District, Morogoro Region, Tanzania.

Phase-I of the Malolo Mini-Grid development is expected to commence power deliveries by the end of the first quarter of 2015. It involves the installation and commissioning of the first embedded generators, a 25kW hybrid biomass gasifier and a 25kW diesel generation plant, together with more than four kilometers of low voltage distribution network to deliver power to about 400 subscribers. The distribution network will be constructed to standards sufficient for connection to the national grid at such time as it may be extended into the Malolo Mini-Grid area. A 21,500 square-foot site near the village of Malolo has been acquired for the first generator house and power line easements have been arranged. Civil works and the construction of the first powerhouse and office has begun and are expected to be complete by year end. A Phase-II development is planned to add solar PV capacity to complete a hybrid biomass / solar PV / diesel powered Mini-Grid. Ruaha Power plans to duplicate the Phase-I and Phase-II development at each of the other three villages, one after the other, upon completion of Phase-II of the first network.

Notice of Annual General Meeting for Fiscal 2014

In a news release dated 27 October 2014, the Company announced that it will hold its annual general meeting be held at the offices of the Company's registrar and transfer agent, Computershare Investor Services Inc., Boardroom, 510 Burrard Street, 3rd Floor, Vancouver, British Columbia, Canada, on 5 December 2014, at 10:00 A.M., local time. At the Meeting, Shareholders will be asked to consider and participate in the following matters:

- A. To receive the audited consolidated financial statements of the Company for the fiscal year ended 30 June 2014 and the auditor's report thereon.
 - B. To elect directors for the ensuing year.
-

- C. To appoint the auditor for the ensuing year and authorize the directors to fix the remuneration to be paid to the auditor.
- D. To consider and, if thought fit, to approve an ordinary resolution to adopt the Company's proposed sale of its Norwegian subsidiary.
- E. To transact such further or other business as may properly come before the meeting and any adjournments thereof.

Only Shareholders of record at the close of business on 24 October 2014, the record date for the Meeting, will be entitled to notice of, to attend and to vote at, the Meeting and postponement(s) or adjournment(s) thereof in respect of the relevant resolution(s), except to the extent that a Shareholder has transferred any securities of the Company subsequent to the record date and the new holder of such securities establishes proper ownership and requests, not less than 10 days before the date of the Meeting, to be included in the list of Shareholders eligible to vote at the Meeting in respect of the relevant resolution(s).

Stake in Ruaha Power Subsidiary Increased

In a news release on 4 November 2014, the Company announced that with effect from 11 October 2014, the four founding shareholders of the Company's affiliate in Tanzania, Ruaha River Power Company Limited, ("**Ruaha Power**") entered an agreement which terminated the original shareholders agreement dated 30 April 2014. Pursuant to the termination agreement, two founding shareholders withdrew and returned their shares to Ruaha Power for cancellation.

On 29 October 2014 the two remaining shareholders of Ruaha Power, the Company and Pan African Management and Development Company, Inc. ("**Panafra**") entered into an agreement to reorganize and redistribute rights and shares of Ruaha Power. The Company issued 2,000,000 of its common shares to Panafra and increased its shareholding in Ruaha Power from 4,250,000 to 6,500,000 ordinary shares.

From 29 October 2014 and at the Report Date the Company owns 6,500,000 shares representing an equity interest of 65% and Panafra, a Delaware based American company, owns 3,500,000 shares representing 35%. The Company considers Ruaha Power to be a majority owned and controlled subsidiary, and the Company's principal operating arm for expansion of its renewable energy generation and distribution business in Tanzania and other developing countries around the "*Indian Ocean Rim*", including Indonesia.

The Company is currently determining the impact of the transaction on its financial condition, financial performance and cash flows pursuant to the requirements of IFRS 3, Business Combinations.

New Candidate for Director Proposed

In a news release on 6 November 2014, the Company announced that as published in its information circular dated 27 October 2014 for the Company's annual general meeting scheduled for 5 December 2014, the Company has proposed Mr. John Tate as a candidate for election to the board of directors of the Company. Mr. Tate is a senior executive with global experience in emerging and frontier markets gained in positions with major US multinational corporations, an early stage software company and a start-up copper mining and mineral processing company in Africa. He has been residing in Dar es Salaam, Tanzania, East Africa since 2007 where he serves as the Chief Executive Officer and Chairman of Kastan Mining PLC.

Prior to his relocation to Africa, Mr. Tate was the Chief Financial Officer of a software as a service company in Cincinnati, Ohio. From 2000 to 2005, he was the Assistant Treasurer, Global Operations for a logistics and supply chain management company. His earlier business career involved 10 years with Ford Motor Credit Company and served in various senior financial positions in international postings in Korea, Thailand, and India. Mr. Tate earned a Bachelors and a Master's degree in finance at Colorado State University and he is a Certified Public Accountant. Mr. Tate currently serves as a director and as the Chief Financial Officer of Ruaha River Power Company Limited. As at the Report Date, the Company owns a 65% equity interest in Ruaha River Power Company Limited, and 35% is owned by Pan African Management and Development Company, Inc., a private company owned and controlled by Mr. Tate and his family.

4.1 Share Purchase Warrants Activity : Since First Quarter End and Up to the Report Date

- **Exercises** - No outstanding share purchase warrants were exercised.
 - **New Issues** - No share purchase warrants were issued.
 - **Expiry** - No share purchase warrants expired.
 - **Amendments** - No amendments were made to the terms of any outstanding share purchase warrants.
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4.2 Incentive Stock Options Activity: Since First Quarter End and Up to the Report Date

- *Exercises*- No outstanding incentive stock options were exercised.
- *New Grants*- No new incentive stock options were granted.
- *Expiry* - No outstanding incentive stock options expired.
- *Amendments*- No amendments were made to the terms of any outstanding incentive stock options.

4.3 Conversion Rights Activity: Since First Quarter End and Up to the Report Date

- *Exercises* - There were no exercises of outstanding common share conversion rights.
- *New Issues* - There were no new common shares conversion rights issued.
- *Expiry*- No outstanding common shares conversion rights expired.
- *Amendments*- There were no amendments to the terms of any outstanding common share conversion rights.

4.4 New Shares Issues: Since First Quarter End and Up to the Report Date

Subsequent to the end of the Past Quarter and prior to the Report Date, a total of 2,000,000 new common shares were issued on 29 October 2014 in exchange for shares to increase the Company's stake in its Ruaha Power affiliate as described above.

PART - 5 : SHAREHOLDING AT THE REPORT DATE

As at the Report Date of this MD&A, the Company's share capital is issued or held in reserve as follows:

143,015,381	common shares were issued and outstanding.
9,462,500	unexercised warrants were issued and outstanding.
15,800,000	unexercised stock options were issued and outstanding.
5,000,000	common shares were held in reserve against possible conversion of a \$250,000 note.
Nil	preferred shares were issued and outstanding.

PART - 6 : FINANCIAL RESULTS OF OPERATIONS

Summary of Quarterly Results for the Last Eight Quarters

The following table sets out selected and unaudited quarterly financial information for the Company for its last eight quarters and is derived from Interim Financial Statements prepared by management in accordance with accounting policies consistent with IFRS.

Period	Revenue	Total Net Income (loss)	Attributable to Shareholders of the Company		
			Income (loss)	Income (loss) From Continued Operations	Basic & Diluted Per Share Income (loss)
Quarter-1 of Fiscal 2015	Nil	(201,479)	(201,479)	(201,479)	(0.00)
Quarter-4 of Fiscal 2014	Nil	(89,934)	(124,372)	(89,934)	(0.00)
Quarter-3 of Fiscal 2014	Nil	(318,556)	(239,332)	(318,556)	(0.00)
Quarter-2 of Fiscal 2014	Nil	(341,133)	(254,287)	(341,133)	(0.00)
Quarter-1 of Fiscal 2014	Nil	(189,866)	(168,632)	(189,866)	(0.00)
Quarter-4 of Fiscal 2013	Nil	47,508	29,308	47,508	0.00
Quarter-3 of Fiscal 2013	Nil	(446,450)	(446,450)	(446,450)	(0.01)
Quarter-2 of Fiscal 2013	Nil	(144,702)	(144,702)	(144,702)	(0.00)

Quarterly results will vary in accordance with the Company's business and financing activities. The Company's primary source of funding is through the issuance of share capital. When the capital markets are depressed, the Company's activity level normally declines accordingly. As capital markets strengthen and the Company is able to secure equity financing with favorable terms, the Company's business activity levels increase.

Until the end of fiscal 2014 on 30 June 2014, the Company used the equity accounting method for the business activity of VTT Maritime AS (“VTT”) and RADA Engineering and Consulting AS (“RADA”), two private Norwegian owned by the Company’s 51% owned subsidiary Visionaire Energy AS (“Visionaire”). This method caused significant variations in the Company’s results of operations from period to period prior to the end of fiscal 2014. The operations of Visionaire are disclosed as discontinued operations held for sale in the Interim Financial Statements, pending shareholder approval of the sale of Visionaire expected at the Company’s 5 December 2014 general meeting. As a result, the operations of VTT and RADA do not have an impact on the results of the Company starting from the beginning of the First Quarter.

Another factor that affects the Company’s reported quarterly results are write-downs or write-offs of capitalized assets and investments. The Company will write-down or write-off capitalized assets when no further work is warranted and also write-down or write-off its balances in investees if it determines that capitalized balances of these investments are impaired. The size and timing of these write-downs and write-offs cannot typically be predicted and affect the Company’s quarterly results. The Company regularly reviews its properties and investments for any indications of impairment.

Non-cash costs such as those attributable to calculated valuations of share based payments expenses and financing fees also affect the size of the Company’s quarterly income (loss).

PART - 7 : COMPARATIVE RESULTS OF OPERATIONS

Current and Comparative Quarters

*Three month period ended 30 September 2014 (the “Current Quarter”) and the
Three month period ended 30 September 2013 (the “Comparative Quarter”).*

- a) Overall, the Company incurred a loss from operations during the Current Quarter of \$201,479 compared to a loss of \$189,866 for the Comparative Quarter, an increase of \$11,613.
- b) The Company incurred a loss per share of \$0.00 in the Current Quarter compared to a loss per share of \$ 0.00 during the Comparative Quarter.
- c) Total equity loss from the results of VTT and RADA during the Current Quarter was \$nil compared to \$43,194 for the Comparative Quarter as a result of Visionaire Energy AS’s operations being disclosed as discontinued operations held for sale in accordance with the requirements of IFRS 5.
- d) Interest expense during the Current Quarter was \$48,704 compared to \$32,337 during the Comparative Quarter. The Company entered into an agreement with the holder of its convertible promissory note to modify increase/decrease is attributable to the terms of such note during the Current Quarter, as disclosed above. The accounting for this modification resulted in an increase in the amount of the Company’s conversion option reserve and a corresponding decrease in the carrying value of the debt component of the convertible promissory note. The value of the debt including interest is being accreted to its face value which resulted in higher interest expense during the Current Quarter.
- e) The Company’s administrative costs were also higher in the Current Quarter compared to the Comparative Quarter, primarily due to increased activity of the Company. The Company incurred higher investor relation costs and professional fees due to its new ventures. As a result, office and investor relations costs and professional fees were higher in the Current Quarter by \$45,425 (2014 - \$71,322; 2013 - \$25,897).
- f) Cash used in operating activities during the Current Quarter was \$248,777 compared to \$24,457 used in the Comparative Quarter. The change is attributable to higher activity and the availability of more funds by the Company during the Current Quarter.
- g) Cash raised from financing activities during the Current Quarter was \$120,000 compared to \$20,239 raised during the Comparative Quarter as a result of the different private placement proceedings during the periods.

PART - 8 : LIQUIDITY AND CAPITAL MANAGEMENT

As at the end of the First Quarter, the Company’s Interim Financial Statements reflected working capital of \$23,871 compared to a working capital deficit of \$693,794 at the 30 June 2014 end of the previous fiscal year.

The Company has no significant operations that generate cash flow and its long term financial success is dependent on management’s ability to develop new business opportunities which become profitable. These undertakings can take many years and are subject to factors that are beyond the Company’s control.

In order to finance the Company's growth and develop new business opportunities and to cover administrative and overhead expenses, the Company raises money through equity sales and from the exercise of convertible securities. Many factors influence the Company's ability to raise such funds, including the health of the capital markets, the climate for investment in the sectors the Company is considering, the Company's track record, and the experience and caliber of its management.

The Company does not have sufficient funds to meet its administrative requirements and new business development objectives over the next twelve months. Actual funding requirements may vary from those planned due to a number of factors, including providing for new opportunities as they arise. The Company believes it will be able to raise the necessary capital it requires, but recognizes there will be risks involved that may be beyond its control. The Company is actively sourcing new capital.

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue new business development and to maintain a flexible capital structure for its projects for the benefits of its stakeholders. The Company's principal source of funds is from the issuance of common shares. In the management of capital, the Company includes the components of shareholders' equity as well as cash and receivables.

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, enter into joint venture property arrangements, acquire or dispose of assets, or adjust the amount of cash and short-term investments. The Company's investment policy is to invest its cash in liquid short-term interest-bearing investments selected with regard to the expected timing of expenditures from continuing operations.

The Company is not subject to any externally imposed capital requirements and there was no change in the Company's capital management during the period ended 30 September 2014.

PART - 9 : RISKS AND UNCERTAINTIES

The Company has no history of profitable operations and is currently in the early stages of its development. As such, the Company is subject to many risks common to such enterprises, including under-capitalization, cash shortages and limitations with respect to personnel, financial and other resources and the lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of its early stage of operations.

The Company has no source of operating cash flow and no assurance that additional funding will be available to it to take advantage of further growth and development of new opportunities and projects when required. Although the Company has been successful in the past in obtaining financing through the sale of equity securities or joint ventures, there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. Failure to obtain such additional financing could result in the delay or indefinite postponement of further growth or new opportunity development.

The Company is very dependent upon the personal efforts and commitment of its existing management. To the extent that management's services would be unavailable for any reason, a disruption to the operations of the Company could result, and other persons would be required to manage and operate the Company.

PART - 10 : RELATED PARTY TRANSACTIONS

10.1 Transactions With Related Parties And Related Party Balances

At the end of the First Quarter, \$264,560 (30 June 2014 - \$320,734) was payable to the CEO and the CFO of the Company. This amount is included in accounts payable and is unsecured, non-interest bearing and has no specific terms for repayment.

10.2 Compensation Of Key Management Personnel

During the first three months of the Company's 2015 fiscal year ended 30 September 2014, the Company paid or accrued management fees to the CEO and the CFO of the Company in the amount of \$67,500 compared to an amount of \$67,500 for the same three months ended 30 September 2013.

PART - 11 : MATERIAL CONTRACTS AND EVENTS

11 .1 Off-Balance Sheet Arrangements

At the end of the First Quarter, the Company does not have any off-balance sheet arrangements not already disclosed elsewhere in this MD&A or in the Interim Financial Statements.

11 .2 Material Contracts & Commitments

During the First Quarter, no new material contracts or commitments were undertaken, not elsewhere disclosed in this MD&A or in the Interim Financial Statements for the period.

11 .3 Investor Relations, Publicity and Promotion

No material new arrangements, or modifications to existing agreements, were made by the Company for investor relations services, publicity, promotion or advertising agreements which are not otherwise already disclosed in this MD&A or the Interim Financial Statements.

11 .4 Financial Advice, New Business Consulting, Finder's Agreements, & Fund Raising

No material new arrangements, or modifications to existing agreements, were made by the Company for investor relations services, publicity, promotion or advertising agreements which are not otherwise already disclosed in this MD&A or the Interim Financial Statements.

11 .5 Claims, Contingencies & Litigation

As at the Report Date, the Company is in default of repayment of an unsecured \$250,000 promissory note convertible into common shares of the Company. The Company has offered the holder terms for converting a portion of the note in accordance with its provisions together with extending its term. There are no guarantees that these discussions will result in a resolution mutually acceptable to the Company and the note holder. Except for the foregoing and any contingencies elsewhere disclosed herein, or in the Interim Financial Statements for the First Quarter published herewith, the Company knows of no material, active or pending claims or legal proceedings against them; nor is the Company involved as a plaintiff in any material proceeding or pending litigation that might materially adversely affect the Company or a property interest of the Company.

PART - 12 : CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The preparation of financial statements in accordance with IFRS requires that the Company's management make judgments and estimates and form assumptions that affect the amounts in the financial statements and the related notes to those financial statements. Actual results could differ from those estimates. The Company reviews its judgments, estimates, and assumptions on an ongoing basis based on historical experience and other factors that are considered to be relevant under the circumstances. The Company's critical accounting policies and estimates applied in the preparation of its Interim Financial Statements are the same as those applied to the audited consolidated financial statements for the last fiscal year ended 30 June 2014.

PART - 13 : FINANCIAL INSTRUMENTS

The Company's financial instruments as at 30 September 2014, consist of cash, accounts payable and accrued liabilities and the convertible debt. The fair value of these instruments approximates their carrying value due to their short-term maturity. There were no off-balance sheet financial instruments.

Cash, other than minor amounts of Indonesian Rupiahs consist solely of cash deposits with major Canadian banks. The Company therefore considers its credit risk to be low. The Company does not use derivative or hedging instruments to reduce its exposure to fluctuations in foreign currency exchange rates involving Canadian dollar and Indonesian Rupiah. However, as the Company holds its funds primarily in US dollars, the risk of foreign exchange loss is considered low by the Company's management.

PART - 14 : CONTINUOUS DISCLOSURE AND FILINGS

14.1 Additional Disclosure for Venture Issuers without Significant Revenue

Additional disclosure concerning the Company's general and administrative expenses and other business development costs is provided in the Company's statement of loss and comprehensive loss contained in its Interim Financial Statements for the First Quarter.

14.2 Continuous Disclosure & Filings - Canada

Additional disclosure is made on a continuous basis in accordance with applicable laws and in compliance with securities rules and regulations of the British Columbia Securities Commission ("BCSC"). This disclosure and filings includes annual audited consolidated financial statements and quarterly unaudited interim financial statement. It also includes press releases, material change reports, and disclosure of new or changed circumstances regarding the Company. Shareholders and interested parties may obtain downloadable copies of these mandatory filings made by the Company on "SEDAR" (theSystem for Electronic Document Archiving and Retrieval at website www.sedar.com). The Company began filing on SEDAR in 1997. All Company filings made on SEDAR during the year and up to the date of this filing are incorporated herein by this reference.

14.3 Continuous Disclosure & Filings - USA

The Company is also a full reporting issuer and filer with the US Securities and Exchange Commission ("SEC"). The Company is required to file an annual report with the SEC in the format of a Form 20F annual report which includes audited annual consolidated financial statements. The Company files interim unaudited quarterly financial reports, press releases, material change reports, and disclosure of new or changed circumstances regarding the Company on a periodic basis under Form-6K. The Company has filed electronically on the SEC's EDGAR database (website www.sec.gov/edgar) commencing with the Company's Form 20F at its fiscal year end 2004. Prior to 2004 the Company filed Form 20F annual reports with the SEC in paper form. All Company filings made to US-SEC during the past fiscal year and during the Past Quarter and up to the date of this filing are incorporated herein by this reference.

PART - 15 : FORWARD - LOOKING STATEMENTS

Forward-looking statements relate to future events or future performance and reflect management's expectations or beliefs regarding future events and include, but are not limited to, statements with respect to the estimation of reserves and resources, projections of anticipated revenue, the realization of reserve estimates, the timing and amount of estimated future production, cost, work schedules, capital requirements, success of resource exploration operations, environmental risks, permitting risks, unanticipated reclamation expenses, title disputes or claims and limitations on insurance coverage.

15.1 Forward Looking Words and Phrases

In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "projections", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved" or the negative of these terms or comparable terminology.

15.2 Risks and Uncertainties

By their very nature forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, risks related to actual results of exploration or new project development activities; changes in project parameters as plans continue to be refined; cash flow projections; future prices of resources; possible variations in resource reserves; accidents, labor disputes and other risks of the oil, gas, and alternative energy industries; delays in obtaining governmental approvals or financing or in the completion of development or construction activities; as well as other factors detailed from time to time in the Company's periodic filings on EDGAR and SEDAR.

15.3 No Assurance all Risks Anticipated

Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

Form 52-109FV2
Certification of Interim Filings
Venture Issuer Basic Certificate

I, Richard L. McAdoo, Chief Executive Officer of Continental Energy Corporation, certify the following:

1. **Review:** I have reviewed the interim financial report and interim MD&A (together, the “interim filings”) of Continental Energy Corporation (the “issuer”) for the three month interim period ended September 30, 2014.
2. **No misrepresentations:** Based on my knowledge, having exercised reasonable diligence, the interim filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the interim filings.
3. **Fair presentation:** Based on my knowledge, having exercised reasonable diligence, the interim financial report together with the other financial information included in the interim filings fairly present in all material respects the financial condition, financial performance and cash flows of the issuer, as of the date of and for the periods presented in the interim filings.

Date: November 18, 2014

(signed) ”Richard L. McAdoo”

Name: Richard L. McAdoo

Title: Chief Executive Officer

NOTE TO READER

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 *Certification of Disclosure in Issuers’ Annual and Interim Filings* (NI 52-109), this OTC reporting issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of

- i) 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
- ii) 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 this certificate. Investors should be aware that inherent limitations on the ability of certifying officers of an OTC reporting 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.

Form 52-109FV2
Certification of Interim Filings
Venture Issuer Basic Certificate

I, Robert V. Rudman, Chief Financial Officer of Continental Energy Corporation, certify the following:

1. **Review:** I have reviewed the interim financial report and interim MD&A (together, the “interim filings”) of Continental Energy Corporation (the “issuer”) for the three month interim period ended September 30, 2014.
2. **No misrepresentations:** Based on my knowledge, having exercised reasonable diligence, the interim filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the interim filings.
3. **Fair presentation:** Based on my knowledge, having exercised reasonable diligence, the interim financial report together with the other financial information included in the interim filings fairly present in all material respects the financial condition, financial performance and cash flows of the issuer, as of the date of and for the periods presented in the interim filings.

Date: November 18, 2014

(signed) “Robert V. Rudman”

Name: Robert V. Rudman

Title: Chief Financial Officer

NOTE TO READER

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 *Certification of Disclosure in Issuers’ Annual and Interim Filings* (NI 52-109), this OTC reporting issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of

- i) 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
- ii) 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 this certificate. Investors should be aware that inherent limitations on the ability of certifying officers of an OTC reporting 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.



NEWS RELEASE

OTCQB: CPPXF

CONTINENTAL EARNS STAKE IN RUAHA POWER

Dar es Salaam, Tanzania - September 24, 2014 - Continental Energy Corporation (OTCQB: CPPXF) (the "Company") an emerging international energy investment company, today announced that it has acquired a 42.5% equity interest in Ruaha River Power Company Limited, a renewable energy power developer based in Dar es Salaam, Tanzania.

Established in 2013, Ruaha River Power Company Ltd. ("**Ruaha Power**") develops small to mid-sized power projects with the intent of acting as an independent power producer and distribution network operator of off-grid isolated mini-grids ("**Mini-Grids**"). Ruaha Power is committed to profitably developing and operating its Mini-Grids by selling electrical power directly to consumers at pre-pay meters in the vast underserved rural and small urban markets of Tanzania.

Ruaha Power has identified several suitable locations and market opportunities for its Mini-Grids made possible by attractive commercial tariffs and incentives offered by Tanzania's Rural Electrification Agency, a streamline permitting process offered by Tanzania energy regulator EWURA, and keen multi-lateral aid and investment interest. Tanzania is one of six African countries eligible for US\$ 7 Billion in financial assistance under the five-year US Presidential initiative "Power Africa" announced by President Obama in June 2013 and increased to US\$ 14 Billion following the African Leaders Summit in August 2014. Additionally, the Power Africa related "Beyond the Grid" initiative, a separate US\$1 Billion fund was created by a group of 27 impact investors and private developers especially for investments in off-grid, small-scale energy solutions, and isolated Mini-Grids such as those planned by Ruaha Power.

Ruaha Power is currently developing a solar PV-diesel hybrid Mini-Grid at Malolo and a biomass-diesel hybrid Mini-Grid at Ulelingombe, both villages in central Tanzania. It is also conducting a feasibility study on a 25MW development of grid-connected generation capacity at potential run-of-river hydropower sites on Tanzania's Lukosi River.

The Company owns a 42.5% stake in Ruaha Power and is its single largest shareholder. A private American development company, Panafra owns 30% and two Tanzanian companies, Kastan Mining PLC and Kitonga Electric Power Company own 12.5% and 15% respectively. The Company earned its fully paid-up stake in Ruaha Power for its geotechnical evaluation and feasibility study work on Ruaha Power's Lukosi River hydropower project, performed by the Company from its Jakarta office.

The Company's Chairman and CEO, Richard L. McAdoo has been appointed a director on the five person board of Ruaha Power and he has also been named its Chairman. John Tate, an American CPA and long-time resident of Dar es Salaam is another director and Ruaha Power's CFO and resident operations manager. In addition, Mr. Tate is the CEO of Kastan Mining and the principal shareholder of Panafra.

Mr. McAdoo stated "*We are excited about this new opportunity to establish operations in East Africa. We have had an interest in Tanzania since the announcement of the large gas finds off its southeastern coast near its border with Mozambique. We were delighted to join forces with John Tate and contribute our technical expertise to assist in launching this initial venture into the Tanzanian energy and power market. We have high expectations for Ruaha Power and its planned objectives in Tanzania as it pursues a pragmatic, commercial approach in making innovative small power developments for prosperous rural and isolated markets currently without access to a national power grid. We intend to apply the Ruaha Power expertise and experience to similar market opportunities in Indonesia and other rapidly developing countries around the Indian Ocean Rim.*"

On behalf of the Company,
Robert V. Rudman,
C.A. Chief Financial Officer

Source: Continental Energy Corporation
Media Contacts: Robert Rudman, CFO, +1-561-779-9202, rrudman@continentalenergy.com
Further Info: *Continental Energy Corporation* - www.continentalenergy.com
Ruaha River Power Company Limited - www.ruahapower.com

No securities regulatory authority has either approved or disapproved the contents of this news release.

Forward Looking Statements - Any statements in this news release that are not historical or factual at the date of this release are forward looking statements. Forward looking statements in this press release include Ruaha Power's commitment to profitably develop and operate its Mini-Grids, its plans for the Malolo, Ulelingombe and Lukosi River projects and, the Company's expectations of Ruaha Power's performance. There are many factors which may cause actual performance and results of these plans to be substantially different from the way they are described in these forward looking statements. Readers should also refer to the risk disclosures outlined in the Company's regulatory disclosure documents filed the Company with the Securities and Exchange Commission available at www.sec.gov. The Company assumes no obligation to update the information in this release.



NEWS RELEASE

OTCQB: CPPXF

CONTINENTAL AFFILIATE TEAMS UP WITH HUSK POWER SYSTEMS FOR TANZANIA MINI-GRID DEVELOPMENTS

Dar es Salaam, Tanzania - 1 October 2014 - Continental Energy Corporation (OTCQB: CPPXF) (the "**Company**"), an emerging international energy investment company, today announced that its Tanzanian affiliate, Ruaha River Power Company Ltd. ("**Ruaha Power**"), has entered into a joint venture agreement with Husk Power Systems ("**HPS**") and has taken delivery of its first 32kW biomass power plant at its Dar es Salaam workshop.

The power plant will provide primary generation capacity at Ruaha Power's first build-own-operate "**Mini-Grid**" network which shall generate, distribute, and sell electrical power directly to residential, commercial, and light industrial customers at pre-pay meters. Ruaha Power plans to install several similar Mini-Grids in the Morogoro and Iringa Regions of Tanzania.

The generation plant runs on syngas produced in an integrated biomass gasifier fueled by locally available agricultural residue. The plant and its related systems are proprietary designs supplied by HPS, and will be operated as an embedded generator within Ruaha Power's biomass-diesel hybrid Mini-Grid under the terms of a 50/50 joint venture arrangement between HPS and Ruaha Power.

John Tate, Ruaha Power's co-founder and CFO, said; "*We are excited about taking delivery of the Husk Power Systems plant and proud to be associated with them in this venture. We have identified suitable locations and market opportunities for several more, similar biomass-diesel hybrid mini-grids made possible by attractive commercial tariffs and incentives offered by Tanzania's Rural Electrification Agency and the streamline permitting process offered by Tanzania energy regulator EWURA.*"

About Ruaha Power: The Company owns a 42.5% stake in Ruaha Power and is its single largest shareholder. Ruaha Power is committed to profitably developing and operating customized hybrid electrical power generation and isolated mini-grid distribution networks that supply underserved rural and small urban markets of Tanzania. In addition to its biomass-diesel hybrid Mini-Grid development, Ruaha Power is conducting a feasibility study on, a 25MW development of grid-connected generation capacity at potential run-of-river hydropower sites on Tanzania's Lukosi River.

About Husk Power Systems: HPS provides end-to-end renewable energy solutions by installing, operating 25-250 kW "mini power-plants" and wiring villages that deliver electricity as a "pay-for-use" service to villages of up to 2,000 inhabitants. HPS has created a feedstock agnostic proprietary technology that cost-effectively converts biomass waste (e.g. rice husk, mustard husk / stem, corn cob, certain grass etc) into electricity. HPS has been operating for six years and has successfully installed over 80 power plants that power over 350 villages. HPS biomass power plants are registered under the CDM mechanism of UNFCCC and each 40KVA power plant running for 6 hours a day saves 215 tons of CO2 annually. HPS added Solar PV technology to its portfolio in 2013 and has built a very low cost system to deliver up to 8 hours of power to households. HPS has electrified over 50 villages since the launch of Solar PV based micro-grids in Bihar, India. HPS is a globally recognized company with footprint in India, Nepal, Uganda, and Tanzania.

On behalf of the Company,
Robert V. Rudman, C.A.
Chief Financial Officer

Source: Continental Energy Corporation - www.continentalenergy.com

Media Contacts: Robert Rudman, CFO, +1-561-779-9202, rrudman@continentalenergy.com

Forward Looking Statements -Any statements in this news release that are not historical or factual at the date of this release are forward looking statements. Forward looking statements in this release include Ruaha Power's expectation to profitably develop and operate its Mini-Grids, its installation plans for its biomass-diesel hybrid Mini-Grids, the potential of its Lukosi River hydropower projects, and, the Company's expectations for Ruaha Power's future commercial performance. There are many factors which may cause actual performance and results to be substantially different from any express or implied plans, estimates, forecasts, expectations, or objectives described in any forward looking statements. The Company assumes no obligation to update the information in this release. No securities regulatory authority has either approved or disapproved the contents of this news release.



NEWS RELEASE

OTCQB: CPPXF

CONTINENTAL AFFILIATE COMMENCES MALOLO MINI-GRID DEVELOPMENT

Dar es Salaam, Tanzania - 7 October 2014 - Continental Energy Corporation, (OTCQB: CPPXF, the "Company"), an emerging international energy investment company, today announced that its Tanzanian affiliate, Ruaha River Power Company Ltd. ("**Ruaha Power**"), has commenced construction of the Phase-I development of its Malolo Mini-Grid and has begun signing up first subscribers from a waiting list of 400 customers.

The Malolo Mini-Grid is the first of four separate, isolated rural "Mini-Grids" to be built, owned, and operated by the Ruaha Power, from which it intends to generate, distribute, and sell electrical power directly to consumers at pre-payment meters. When complete, the four Malolo Mini-Grids will have a combined generation capacity of 300kW and each Mini-Grid shall directly deliver 75kW of power to a combined total of approximately 2,500 identified residential, commercial, and light industrial customers. The Mini-Grids are being installed in an area surrounding the village of Malolo and three nearby villages, all located in the Kilosa District, Morogoro Region, Tanzania.

Phase-I of the Malolo Mini-Grid development is expected to commence power deliveries by the end of the first quarter of 2015. It involves the installation and commissioning of the first embedded generators, a 25kW hybrid biomass gasifier and a 25kW diesel generation plant, together with more than four kilometers of low voltage distribution network to deliver power to about 400 subscribers.

The distribution network will be constructed to standards sufficient for connection to the national grid at such time as it may be extended into the Malolo Mini-Grid area. A 21,500 square-foot site near the village of Malolo has been acquired for the first generator house and power line easements have been arranged. Civil works and the construction of the first powerhouse and office has begun and are expected to be complete by year end.

A Phase-II development is planned to add solar PV capacity to complete a hybrid biomass / solar PV / diesel powered Mini-Grid. Ruaha Power plans to duplicate the Phase-I and Phase-II development at each of the other three villages, one after the other, upon completion of Phase-II of the first network.

About Ruaha Power. The Company owns a 42.5% stake in Ruaha Power and is its single largest shareholder. Ruaha Power is committed to profitably developing and operating customized hybrid electrical power generation and isolated mini-grid distribution networks that supply underserved rural and small urban markets of Tanzania. In addition to its biomass / solar PV / diesel hybrid Mini-Grid developments, Ruaha Power is conducting a feasibility study on, a 25MW development of grid-connected generation capacity at potential run-of-river hydropower sites on Tanzania's Lukosi River.

On behalf of the Company,
Robert V. Rudman, C.A.
Chief Financial Officer

Source: Continental Energy Corporation - www.continentalenergy.com

Media Contacts: Robert Rudman, CFO, +1-561-779-9202, rrudman@continentalenergy.com

Forward Looking Statements -Any statements in this news release that are not historical or factual at the date of this release are forward looking statements. Forward looking statements in this release include Ruaha Power's expectation to sign up sufficient subscribers to profitably develop and operate its Mini-Grids, its installation scheduling and plans for its biomass-diesel hybrid Mini-Grids, the potential expansion to later planned phases of the projects, and, the Company's expectations for Ruaha Power's future operating and commercial performance. There are many factors which may cause actual performance and results to be substantially different from any express or implied plans, estimates, forecasts, expectations, or objectives described in any forward looking statements. The Company assumes no obligation to update the information in this release. No securities regulatory authority has either approved or disapproved the contents of this news release.



NEWS RELEASE

OTCQB: CPPXF

CONTINENTAL POSTS 2014 ANNUAL RESULTS

VANCOUVER, B.C., Canada – 28 October 2014 - Continental Energy Corporation (OTCQB: CPPXF) (the “**Company**”) an emerging international energy investment company with operations in Southeast Asia and Tanzania, Africa, today announced the filing on SEDAR of its audited consolidated financial statements for the year ended 30 June 2014. Complete copies of these financial statements are available for download from the SEDAR website at www.sedar.com.

The Company incurred a net loss of \$939,489 during the 2014 fiscal year compared to a net loss of \$700,115 during the prior year, an increase of \$239,374. The increase in loss was primarily due to the operations of the Company’s Norwegian subsidiary, Visionaire Energy AS (“**VEN**”) and its two affiliated companies. The Company uses the equity method to account for its portion of the operations of these affiliates and recorded a loss of \$311,972 during the 2014 fiscal year while in the prior year, the Company recorded an income of \$37,143. The Company had a loss per share of \$0.01 in both 2014 and 2013 fiscal years.

As announced on 16 September 2014, the Company agreed to sell its 51% interest in VEN for total consideration of US\$1,200,000 to Visionaire Invest AS that owns the other 49% of VEN. The effective date of the sale is set in the agreement at 30 June 2014. The operations of VEN and its affiliates are therefore classified as discontinued operations held for sale. The Company’s investment in its Norwegian subsidiary was reflected at \$862,375 on 30 June 2013 and the carrying value of the investment decreased to \$559,068 by 30 June 2014. The sale of VEN is subject to the approval from the shareholders of the Company at the Company’s annual general meeting scheduled for 5 December 2014.

As at 30 June 2014, the Company’s consolidated financial statements reflect a working capital deficit of \$693,794. This represents a decrease in the working capital deficit of \$50,898 compared to the 30 June 2013 working capital deficit of \$744,692. Cash used in operating activities during the 2014 fiscal year totaled \$533,013 compared to \$189,464 in the prior year. The Company was able to generate more funds in the 2014 fiscal year and make the relevant payments towards its administrative costs. Cash from investing activities during the 2014 fiscal year was \$1,219 whereas there was \$15,544 expended on such activities during the prior year. Financing activities provided \$42,948 in the 2013 fiscal year compared to \$761,517 during the 2014 fiscal year primarily from a \$750,000 loan that was converted to equity subsequent to 30 June 2014.

The Company also filed on SEDAR its annual reserves report for 2014 in the form referred to in Canadian National Instrument 51-101 “Standards of Disclosure for Oil and Gas Activities”. Complete copies of the reserves report are available for download from the SEDAR website, www.sedar.com.

On behalf of the Company,

Robert V. Rudman, C.A.
Chief Financial Officer

Source: Continental Energy Corporation

Media Contacts: Robert V. Rudman, CFO (1-561-779-9202) rrudman@continentalenergy.com

Further Info: www.continentalenergy.com

No securities regulatory authority has either approved or disapproved the contents of this news release.

Forward Looking Statements - Any statements in this news release that are not historical or factual at the date of this release are forward looking statements. There are many factors which may cause actual performance and results to be substantially different from any plans or objectives described in any forward looking statements. Readers should also refer to the risk disclosures outlined in the Company’s regulatory disclosure documents filed with the Securities and Exchange Commission available at www.sec.gov. The Company assumes no obligation to update the information in this release.

NEWS RELEASE



OTCQB: CPPXF

CONTINENTAL INCREASES STAKE IN RUAHA POWER

Dar es Salaam, Tanzania - 4 November 2014 - Continental Energy Corporation, (OTCQB: CPPXF, the "**Company**"), an emerging international energy investment company, today announced that it has increased its share ownership of its Tanzanian affiliate, Ruaha River Power Company Ltd. ("**Ruaha Power**") from 42.5% to 65%. The increased stake, makes Ruaha Power a majority owned and controlled subsidiary of the Company.

Under agreements with the other founding shareholders of Ruaha Power, the Company issued 2,000,000 of its common shares in exchange for the increased amount of Ruaha Power shares. Pan African Management and Development Company Inc. ("**Panafra**"), a privately held Delaware based American company, owns the remaining 35% of Ruaha Power.

The Company's Chairman and Chief Executive Officer, Mr. Richard L. McAdoo, who is also the Chairman and CEO of Ruaha Power, commented: "*The consolidation of our ownership in Ruaha Power now gives Continental an established footprint in conventional, alternative, and renewable energy developments in Tanzania. From its offices in Dar es Salaam, Ruaha Power will serve as the Company's principal operating arm for expansion of its renewable energy generation and distribution business in Tanzania and other developing countries around the "Indian Ocean Rim", including Indonesia. We have ambitious plans for growth in this endeavor during 2015 and beyond, and have been encouraged by the initial support we have received from local Tanzanian institutions and international multilateral agencies.*"

About Ruaha Power: Ruaha Power is committed to profitably developing and operating customized hybrid electrical power generation and isolated mini-grid distribution networks that supply underserved rural and small urban markets of Tanzania. It is developing an integrated biomass / solar PV / diesel hybrid mini-grid at Malolo in central Tanzania and is conducting a feasibility study on a 25MW development of grid-connected generation capacity at potential run-of-river hydropower sites on Tanzania's Lukosi River.

On behalf of the Company,
Robert V. Rudman, C.A.
Chief Financial Officer

Source: Continental Energy Corporation - www.continentalenergy.com
Media Contacts: Robert Rudman, CFO, +1-561-779-9202, rrudman@continentalenergy.com
John Tate, CFO Ruaha Power, + 255-78-754-5275, jtate@ruahapower.com

Forward Looking Statements - Any statements in this news release that are not historical or factual at the date of this release are forward looking statements. Forward looking statements in this release include the Company's expectation that renewable energy developments activity made by Ruaha Power in the developing countries around the Indian Ocean Rim, including Tanzania and Indonesia, can be realized in a timely and profitable manner. There are many factors which may cause actual performance and results to be substantially different from any express or implied plans, estimates, forecasts, expectations, or objectives described in any forward looking statements. Readers should also refer to the risk disclosures outlined in the Company's regulatory disclosure documents filed with the Securities and Exchange Commission available at www.sec.gov. The Company assumes no obligation to update the information in this release. No securities regulatory authority has either approved or disapproved the contents of this news release.

NEWS RELEASE



OTCQB: CPPXF



CONTINENTAL NOMINATES NEW DIRECTOR

Dar es Salaam, Tanzania - 6 November 2014 - Continental Energy Corporation, (OTCQB: CPPXF, the "**Company**"), an emerging international energy investment company, today announced that management has nominated Mr. John Tate for election to the Company's board of directors at next month's annual general meeting in Vancouver, B.C., Canada on 5 December 2014.

Mr. Tate is currently a director of and the Chief Financial Officer of the Company's 65% owned subsidiary, Ruaha River Power Company Ltd. ("**Ruaha Power**"). Pan African Management and Development Company Inc., a private company owned and controlled by Mr. Tate and his family owns the other 35% of Ruaha Power.

Mr. Tate commented: "I have worked closely with Continental management over the past 15 months developing a renewable energy business model to address a pressing market need, electrical power solutions delivered directly to consumers in the underserved rural communities in countries rimming the Indian Ocean. The countries in this region, and international multilateral financial institutions, are also beginning to offer substantial financial incentives to clean energy developers willing to take on smaller projects in rural areas with abundant sources of renewable energy but which are far from their own national power grids. Continental's board consists of directors located in strategic locations around the Indian Ocean Rim: Dar es Salaam, Jakarta, Dubai, and Hong Kong. We are convinced this market is ready for explosive growth, and that Continental is uniquely positioned to capitalize on it. Our vision is to generate, distribute, and deliver clean electrical power to one million customers, one village at a time, starting in Tanzania. Ruaha Power is the vehicle we have created to launch into this space to bring our shared vision to reality."

About John Tate: Mr. Tate is a senior executive with global experience in emerging and frontier markets gained in positions with major U.S. multinational corporations, an early stage software company, and a start-up copper mining and mineral processing company in Africa. He has been residing in Dar es Salaam, Tanzania, East Africa since 2007 where he also serves as the Chief Executive Officer and Vice-Chairman of Kastan Mining PLC. Prior to his relocation to Africa, Mr. Tate was the Chief Financial Officer of a software-as-a-service company in Cincinnati, Ohio. From 2000 to 2005, he was the Assistant Treasurer, Global Operations for a logistics and supply chain management company.

His earlier business career involved 10 years with Ford Motor Credit Company and he served in various senior financial positions in international postings in Korea, Thailand, and India. Mr. Tate earned a Bachelors and a Master's degree in Business at Colorado State University, and a Post-Baccalaureate Accounting Certificate from Portland State University. He is a Certified Public Accountant, Certified Internal Auditor, and Chartered Global Management Accountant.

On behalf of the Company,
Robert V. Rudman, C.A.
Chief Financial Officer

Source: Continental Energy Corporation - www.continentalenergy.com

Media Contacts: Robert Rudman, CFO, +1-561-779-9202, rrudman@continentalenergy.com
John Tate, CFO Ruaha Power, +255-78-754-5275, jtate@ruahapower.com

Forward Looking Statements - Any statements in this news release that are not historical or factual at the date of this release are forward looking statements. Forward looking statements in this release include the opinions of the nominee director regarding renewable energy development plans for Ruaha Power. There are many factors which may cause actual performance and results to be substantially different from any express or implied plans, estimates, forecasts, expectations, or objectives described in any forward looking statements. Readers should also refer to the risk disclosures outlined in the Company's regulatory disclosure documents filed with the Securities and Exchange Commission available at www.sec.gov. The Company assumes no obligation to update the information in this release. No securities regulatory authority has either approved or disapproved the contents of this news release.



NEWS RELEASE

OTCQB: CPPXF

CONTINENTAL POSTS Q1, 2015 RESULTS

JAKARTA, Indonesia – November 19, 2014 - Continental Energy Corporation (OTCQB: CPPXF) (the “**Company**”) an emerging international energy investment company established to acquire participating interests in conventional, alternative, and renewable energy generation and distribution projects focused on the developing countries of the "Indian Ocean Rim", today announced the filing of its unaudited, condensed interim financial statements and management’s discussion and analysis for its first quarter of fiscal 2015 ended 30 September 2014. Complete copies of these interim statements are available for download from the SEDAR website at www.sedar.com.

Current Working Capital – As at 30 September 2014, the Company’s interim statements reflect working capital of \$23,871 compared to a working capital deficit of \$693,794 at 30 June 2014, the end of the previous fiscal quarter. A short term loan in the amount of \$750,000 was converted to common shares during the current quarter. In addition, the Company generated \$120,000 from financing activities during the current quarter as a result of a private placement.

Operations – Overall, the Company incurred a loss from operations during the current quarter of \$201,479 compared to a loss of \$189,866 for the comparative quarter in the prior year. The increase in loss is primarily due to a \$16,367 increase in interest expense and a \$45,425 increase in administrative costs as a result of higher investor relations costs and professional fees. The Company uses equity accounting for the losses of its Norwegian affiliates. Total equity loss during the current quarter was \$nil compared to \$43,194 for the comparative quarter as a result of the Company’s investment in affiliates meeting the requirements of assets held for sale under IFRS 5, *Non-Current Assets Held for Sale and Discontinued Operations*, and the cessation of equity accounting effective 30 June 2014. Cash used in operating activities during the current quarter was \$248,777 compared to \$24,457 used in the first quarter of fiscal 2014. The change is attributable to higher activity and the availability of more funds by the Company during the current quarter.

On behalf of the Company,
Robert V. Rudman, CFO

Source: Continental Energy Corporation

Media Contacts: Robert Rudman, CFO, 561-779-9202, rrudman@continentalenergy.com

Further Info: www.continentalenergy.com

No securities regulatory authority has either approved or disapproved the contents of this news release.

Certain matters discussed within this press release may be forward-looking statements within the meaning of the "Safe Harbor" provisions of the Private Securities Litigation Reform Act of 1995. Although Continental believes the expectations reflected in such forward-looking statements including reserves estimates, production forecasts, feasibility reports and economic evaluations are based on reasonable expectations and assumptions, it can give no assurance that its expectations will be attained. Factors that could cause actual results to differ materially from expectations include financial performance, oil and gas prices, drilling program results, regulatory changes, political risk, terrorism, changes in local or national economic conditions and other risks detailed from time to time in Continental's periodic filings with the US Securities Exchange Commission.



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NOTICE OF ANNUAL GENERAL SHAREHOLDERS MEETING 2014

NOTICE is hereby given the Annual General Meeting (the "Meeting") of the shareholders (the "Shareholders") of CONTINENTAL ENERGY CORPORATION (the "Company") will be held at the offices of the Company's registrar and transfer agent, Computershare Investor Services Inc., Boardroom, 510 Burrard Street, 3rd Floor, Vancouver, British Columbia, Canada, on 5 December 2014, at 10:00 A.M., local time.

At the Meeting, Shareholders will be asked to consider and participate in the following matters:

1. To receive the audited consolidated financial statements of the Company for the fiscal year ended 30 June 2014 and the auditor's report thereon.
2. To elect directors for the ensuing year.
3. To appoint the auditor for the ensuing year and authorize the directors to fix the remuneration to be paid to the auditor.
4. To consider and, if thought fit, to approve an ordinary resolution to adopt the Company's proposed sale of its Norwegian subsidiary.
5. To transact such further or other business as may properly come before the meeting and any adjournments thereof.

Only Shareholders of record at the close of business on **24 October 2014**, the record date for the Meeting, will be entitled to notice of, to attend and to vote at, the Meeting and postponement(s) or adjournment(s) thereof in respect of the relevant resolution(s), except to the extent that a Shareholder has transferred any securities of the Company subsequent to the record date and the new holder of such securities establishes proper ownership and requests, not less than 10 days before the date of the Meeting, to be included in the list of Shareholders eligible to vote at the Meeting in respect of the relevant resolution(s).

Whether or not you intend to attend the Meeting, you are requested to complete the applicable enclosed form of proxy in accordance with the instructions set out therein and in the Information Circular and return the form of proxy in the envelope provided for that purpose. To be effective, proxies must be received either by mail or delivery addressed to Computershare Investor Services Inc. to be received not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting. In certain circumstances, proxies may also be deposited with the scrutineers of the Meeting, to the attention of the chair of the Meeting, at or immediately prior to the commencement of the Meeting or any postponement(s) or adjournment(s) thereof.

A copy of the:

- Company's 30 June 2014 **Annual Consolidated Financial Statements and Management's Discussion & Analysis** (Form 51-102F1) are available for download from the SEDAR website at www.sedar.com.
- **Information Circular** dated 27 October 2014, prepared by management, and containing additional pertinent Company information and describing in detail certain matters to be acted upon at the Meeting is included with the package containing this Notice; and
- **Form of Proxy** for use in voting on issues raised at the Meeting is also included with the package containing this Notice.

On Behalf of the Company

<Signed>

ROBERT V. RUDMAN
DIRECTOR & CFO



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INFORMATION

CIRCULAR

As at 27 October 2014

**FOR THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS
To Be Held On 5 December 2014**

SOLICITATION OF PROXIES

This information circular ("Information Circular") is furnished in connection with the solicitation of proxies by the management of Continental Energy Corporation (the "Company") for use at the Annual General Meeting (the "Meeting") of the Shareholders of the Company to be held at the time and place and for the purposes set forth in the Notice of Meeting and at any adjournment thereof. Except where otherwise indicated, the information contained herein is current at 27 October 2014 and said date is hereinafter referred to as the date of this Information Circular.

PERSONS OR COMPANIES MAKING THE SOLICITATION - The enclosed Form of Proxy is solicited by management. Solicitations will be made by mail and possibly supplemented by telephone or other personal contact to be made without special compensation by regular officers and employees of the Company. The Company does not reimburse Shareholders' nominees or agents (including brokers holding shares on behalf of clients) for the cost incurred in obtaining from their principals, authorization to execute the Form of Proxy. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by the Company. None of the directors of the Company have advised that they intend to oppose any action intended to be taken by Management as set forth in this Information Circular.

APPOINTMENT OF PROXIES - The persons named as proxyholder in the accompanying form of proxy were designated by the management of the Company ("Management Proxyholder"). A shareholder desiring to appoint some other person ("Alternate Proxyholder") to represent him at the Meeting may do so by inserting such other person's name in the space indicated or by completing another proper form of proxy. A person appointed as proxyholder need not be a shareholder of the Company. All completed proxy forms must be deposited with Computershare Investor Services Inc., 100 University Ave, 8th Floor, Toronto, Ontario M5J 2Y1, not less than forty-eight (48) hours, excluding Saturdays, Sundays, and holidays, before the time of the Meeting or any adjournment of it unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently.

REVOCATION OF PROXIES - Every proxy may be revoked by an instrument in writing: a) executed by the shareholder or by his attorney authorized in writing or, where the shareholder is a corporation, by a duly authorized officer or attorney, of the corporation; and b) delivered either to the registered office of the Company at any time up to and including the last business day preceding the day of the meeting or any adjournment of it, at which the proxy is to be used, or to the chairman of the meeting on the day of the meeting or any adjournment thereof, or in any other manner provided by law. Only registered shareholders have the right to revoke a Proxy. Non-Registered Holders who wish to change their vote must, at least seven days before the Meeting, arrange for their respective Intermediaries to revoke the Proxy on their behalf.

VOTING AND EXERCISE OF DISCRETION OF PROXIES - The proxyholder will vote for or against or withhold from voting the shares, as directed by a shareholder on the proxy, on any ballot that may be called for. In the absence of any such direction, the Management Proxyholder will vote in favour of matters described in the proxy. In the absence of any direction as to how to vote the shares, an Alternate Proxyholder has discretion to vote them as he or she chooses. The enclosed form of proxy confers discretionary authority upon the proxyholder with respect to amendments or variations to matters identified in the attached Notice of Meeting and other matters which may properly come before the Meeting. At present, Management of the Company knows of no such amendments, variations or other matters.

NON-REGISTERED HOLDERS OF COMPANY'S SHARES - Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are "non-registered" shareholders because the shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the shares. More particularly, a person is not a registered shareholder in respect of shares which are held on behalf of that person (the "Non-Registered Holder") but which are registered either: (a) in the name of an intermediary (an "Intermediary") that the Non-Registered Holder deals with in respect of the shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSP's, RRIF's, RESPs and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited ("CDS") or in the US, CEDE & Co.) of which the Intermediary is a participant.

NOBO and OBO - Non-Registered Holders who have not objected to their Intermediary disclosing certain ownership information about themselves to the Company are referred to as Non-Objecting Beneficial Owners ("NOBO's"). Those Non-Registered Holders who have objected to their Intermediary disclosing ownership information about themselves to the Company are referred to as Objecting Beneficial Owners ("OBO's"). In accordance with the requirements of National Instrument 54-101 of the Canadian Securities Administrators, the Company has distributed copies of the Notice of Meeting, this Information Circular and the Proxy (collectively, the "Meeting Materials") directly to the NOBO's, and indirectly through Intermediaries to the OBO's. The Intermediaries (or their service companies) are responsible for forwarding the Meeting Materials to each OBO, unless the OBO has waived the right to receive them.

VOTING INSTRUCTION FORM - Meeting Materials sent to Beneficial Owners who have not waived the right to receive Meeting Materials are accompanied by a request for voting instructions, Voting Instruction Form ("VIF"). This form is instead of a proxy. By returning the VIF in accordance with the instructions noted on it, a Non-Registered Holder is able to instruct the Registered Shareholder how to vote on behalf of the Non-Registered Shareholder. VIF's, whether provided by the Company or by an Intermediary, should be completed and returned in accordance with the specific instructions noted on the VIF. In either case, the purpose of this procedure is to permit Non-Registered Holders to direct the voting of the shares which they beneficially own. Non-Registered Holders receiving a VIF cannot use that form to vote common shares directly at the Meeting. Non-Registered Holders should carefully follow the instructions set out in the VIF including those regarding when and where the VIF is to be delivered. Should a Non-Registered Holder who receives a VIF wish to attend the Meeting or have someone else attend on his/her behalf, the Non-Registered holder may request a legal proxy as set forth in the VIF, which will grant the Non-Registered Holder or his/her nominee the right to attend and vote at the Meeting.

BROADRIDGE - Many brokerages and intermediaries now delegate the responsibility for obtaining voting instructions from clients to Broadridge Financial Solutions, Inc. ("Broadridge"). Broadridge typically applies a special sticker to the VIF or proxy forms, mails those forms to the Beneficial Shareholders and requests Beneficial Shareholders to return the proxy forms to Broadridge. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. A Beneficial Shareholder receiving a proxy with a Broadridge sticker on it cannot use that proxy to vote Common Shares directly at the Meeting – the proxy must be returned to Broadridge well in advance of the Meeting in order to have the Common Shares voted. All references to Shareholders in this Information Circular and the accompanying Form of Proxy and Notice of Meeting are to Shareholders of record unless specifically stated otherwise.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as disclosed herein, no Person has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in matters to be acted upon at the Meeting other than the election of directors and the appointment of auditors. For the purpose of this paragraph, "Person" shall include each person: (a) who has been a director or executive officer of the Company at any time since the beginning of the most recently completed financial year; (b) who is a proposed nominee for election as a director of the Company; or (c) who is an associate or affiliate of a person included in subparagraphs (a) or (b).

Visionaire Invest AS ("VIN"), a holder of 20 million Company common shares has an interest in Vote Issue 3: Sale of Norwegian Subsidiary, as it is intended that the Company sell its 51% interest in Visionaire Energy AS ("Visionaire") to VIN. Due to this conflict of interest, VIN has indicated to the Company that it shall not vote on Vote Issue 3 as described below. See "Vote Issue 3: Sale of Norwegian Subsidiary."

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

On 24 October 2014 (the "Record Date"), there were 141,015,381 common shares issued and outstanding, each share carrying the right to one vote. Only Shareholders of record at the close of business on the Record Date will be entitled to vote in person or by proxy at the Meeting or any adjournment thereof. To the knowledge of the directors and executive officers of the Company, as at the date of this Information Circular, there are three (3) Shareholders who beneficially own, or control or direct, directly or indirectly, common shares carrying more than 10% of the voting rights of all of the Common Shares of the Company. These Shareholders are Visionaire Invest AS, a private Norwegian company with 20 million shares representing 14.2% of total issued shares and two Malaysian businessmen, each with 15 million shares, representing 10.6% each of the total issued shares.

PARTICULARS OF MATTERS TO BE ACTED UPON

The Shareholders will be asked at the Meeting to consider and take action including voting in accordance with the Form of Proxy attached with regard to passing ordinary and special resolutions as may be required in regard to the following issues.

VOTE ISSUE – 1 : ELECTION OF DIRECTORS

The directors of the Company are elected at each Meeting and hold office until the next Meeting. In the event of resignation of a sitting director, the board of directors may act to appoint a replacement director until the next Meeting. The Company is currently authorized to have up to five directors.

At this Meeting, the Shareholders will be asked to vote to fix the number of Directors of the Company at four (4) for the forthcoming year and vote to elect a slate of directors for the forthcoming year to serve until the next Meeting or until his or her successor is elected or appointed, unless his or her office is earlier vacated. Nominees for election as directors at the Meeting as proposed by management are the individuals listed below and described in the preceding section. Management recommends a vote “For” each of its nominees. Other nominees or alternate nominees may be made from the floor at the Meeting. Management does not contemplate that any of its nominees will be unable to serve as a Director.

UNLESS SUCH AUTHORITY IS WITHHELD, THE MANAGEMENT PROXYHOLDER NAMED IN THE ENCLOSED FORM OF PROXY INTENDS TO VOTE TO FIX THE BOARD OF DIRECTORS AT FOUR (4) DIRECTORS AND FOR THE RE-ELECTION OF MANAGEMENT’S RECOMMENDED NOMINEES: 1) MR. RICHARD L. MCADOO, 2) MR. ROBERT V. RUDMAN, 3) MR. PHILLIP B. GARRISON, AND THE ELECTION OF MANAGEMENT’S RECOMMENDED NOMINEE AS A NEW CANDIDATE, 4) MR. JOHN TATE.

The following table sets out the names of the Management nominees; their positions and offices in the Company; principal occupations; the period of time that they have been Directors of the Company; and the number of shares of the Company which each beneficially owns or over which control or direction is exercised.

NOMINEES FOR ELECTION OR RE-ELECTION AS A DIRECTOR			
Name, Municipality of Residence and Executive Position, if any	Principal occupation and if not a previously elected director, occupation during the past 5 years ¹	Director Since	Number of Common Shares beneficially owned or directly or indirectly controlled ²
Richard L. McAdoo ³ Jakarta, Indonesia. Director, Chairman & CEO	Certified Petroleum Geologist	January 1999	9,579,158 shares 5,000,000 options 1,540,000 warrants
Robert V. Rudman ^{3, 4, 5} Naples, Florida Director & CFO	Canadian Chartered Accountant	December 2009	3,752,000 shares 5,000,000 options 750,000 warrants
Phillip B. Garrison ^{3, 4, 5} Dubai, UAE Non-Executive Director	Independent Businessman & Certified Public Accountant	September 2007	No shares 1,000,000 options No warrants
John Tate Dar es Salaam, Tanzania Non-Executive Director	Businessman & Certified Public Accountant	New Nominee	No shares No options No warrants

Notes:

¹ See following section entitled “Resume of Company’s candidates proposed for election and re-election as directors” for more detail.

² Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, as at the Record Date, based upon information furnished to the Company by individual directors. Unless otherwise indicated, such shares are held directly.

³ Member of the reserves committee.

⁴ Member of the compensation committee.

⁵ Member of the audit committee.

On 15 September 2014, Johnny Christiansen resigned as a director of the Company in conjunction with the Company’s sale of its equity interest in Visionaire Energy AS of which he is the president and a director. David Yu has informed the Company that he shall not stand as a candidate for re-election to the board of directors at the 2014 annual general meeting scheduled for 5/12/2014 due to limitations on his time involving other business obligations.

No current director or director proposed for election:

- (a) except as noted below, is, or, within the ten years before the date of this Information Circular has been, a director, chief executive officer or chief financial officer of any issuer that:

- (i) was the subject of a cease trade or similar order, or an order that denied the issuer access to any exemptions under securities legislation, for a period of more than 30 consecutive days while the Director was acting in that capacity,
- (ii) was subject to an event that resulted, after the Director ceased to be a director, chief executive officer or chief financial officer of the issuer, in the issuer being the subject of a cease trade or similar order or an order that denied the company access to any exemption under securities legislation, for a period of more than 30 consecutive days, and which resulted from an event that occurred while the Director was acting in that capacity;
- (b) is, as at the date of Information Circular, or has been within ten years before the date of the Information Circular, a director or executive officer of any company (including the Company) that, while the Director was acting in that capacity or within a year of the Director ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver-manager or trustee appointed to hold its assets; or
- (c) has, within the ten years before the date of this Management Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement, or compromise with creditors, or had a receiver, receiver-manager or trustee appointed to hold the assets of that individual.

Cease Trade Orders

As a result of the delinquent filing of the Company's audited annual consolidated financial statements for the fiscal year ended 30 June 2013 and subsequent quarterly filings, the British Columbia Securities Commission issued a cease trade order on 23 December 2013 and the Alberta Securities Commission issued a similar cease trade order on 26 March 2014. These orders prohibited the trading of the Company's securities in Canada until the Company's 2013 annual and subsequent quarterly filings were brought current and revocation orders were issued by both Commissions. The delinquencies were cured by the Company and on 24 July 2014, the British Columbia Securities Commission and the Alberta Securities Commission both revoked their cease trade orders. Therefore one current director David Yu, and three directors nominated for re-election, Richard L. McAdoo, Robert V. Rudman, and Phillip B. Garrison were directors while the issuer was the subject of a cease trade order.

No current director or director proposed for election, within the ten years before the date of this Information Circular, has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

The expertise and relevant educational background of the nominees for director are as follows:

Richard L. McAdoo holds a Bachelors and a Masters degree in Geology from Texas Tech University; and a Masters degree in Business Administration from Boston University. He is registered as a Certified Petroleum Geologist by the American Association of Petroleum Geologists. Actively involved in the international oil exploration and production business for the last 30 years, Mr. McAdoo has held a variety of technical and management positions in exploration and production for Mobil Oil Company, Phillips Petroleum Company, Jackson Exploration, Inc., Triton Energy Corporation, Tracer Petroleum Company, and others in many regions including the North Sea, Middle East, Africa, South America, FSU and Asia. Mr. McAdoo also currently serves as a director and as the Chief Executive Officer of Ruaha River Power Company Limited a partially owned subsidiary of the Company incorporated in Tanzania.

Robert V. Rudman is a Canadian Chartered Accountant, a former auditor with the firm of Price Waterhouse and a proven professional with more than thirty years of hands-on experience in the management and analysis of companies. As a senior member of Canadian and U.S. financial advisory firms, Mr. Rudman has been instrumental in arranging a wide range of debt and equity financings, in structuring a number of mergers and acquisitions, in developing strategic and operational business plans, and in the preparation and filing of all required regulatory reports. Mr. Rudman's scope of experience includes both domestic and international transactions. His focus has been on the challenges facing early stage public companies. As an officer and director of an emerging high technology Canadian public company for a period of twelve years, Mr. Rudman served as the Chief Financial Officer, the Chief Executive Officer and as the Chairman of the Board.

Phillip B. Garrison is a resident of Dubai, United Arab Emirates. He is a graduate of the University of Oklahoma and holds an MBA from Southern Methodist University. He is a CPA registered in Texas. He is a past President of the American Business Council in Dubai and is a trustee of the American School of Dubai. After graduation from OU, Mr. Garrison began his career in 1975 in the Oklahoma City office of the public accounting firm of Arthur Young and Company before eventually becoming the Director of Tax in its Hong Kong office. In 1987 he joined Caltex (a Chevron-Texaco joint venture company) in its Irving, Texas office before being posted to Caltex's Dubai office in 1994 as its Managing Director, responsible for downstream and marketing activities in the Middle East. In 2001 he founded Downstream Developments Inc. in Dubai and consults on and develops ventures for transportation and logistics, oil and gas infrastructure projects, and petroleum product marketing. Recently he has worked with the Falcon Group of Dubai, a FEDEX subcontractor in the Middle East and North Africa, as its Managing Director. He also worked with Specialist Group Dubai as its executive officer in charge of operations for its British Military contracts providing logistics, bulk fuels transportation, and waste management services in Iraq during that country's conflict.

John Tate is a senior executive with global experience in emerging and frontier markets gained in positions with major US multinational corporations, an early stage software company and a start-up copper mining and mineral processing company in Africa. He has been residing in Dar es Salaam, Tanzania, East Africa since 2007 where he serves as the Chief Executive Officer and Chairman of Kastan Mining PLC. Prior to his relocation to Africa, Mr. Tate was the Chief Financial Officer of a software as a service company in Cincinnati, Ohio. From 2000 to 2005, he was the Assistant Treasurer, Global Operations for a logistics and supply chain management company. His earlier business career involved 10 years with Ford Motor Credit Company and served in various senior financial positions in international postings in Korea, Thailand, and India. Mr. Tate earned a Bachelors and a Masters degree in finance at Colorado State University and he is a Certified Public Accountant. Mr. Tate currently serves as a director and as the Chief Financial Officer of Ruaha River Power Company Limited. As at the date of this Information Circular, the Company owns a 58.6% equity interest in Ruaha River Power Company Limited, and 41.4% is owned by Pan African Management and Development Company, Inc., a private company owned and controlled by Mr. Tate and his family.

VOTE ISSUE – 2 : APPOINTMENT OF AUDITOR

The Shareholders will be asked to appoint the auditor for the ensuing year and authorize the directors to fix the remuneration to be paid to the auditor. Management is recommending that shareholders vote to appoint Dale, Matheson, Carr-Hilton & Labonte LLP, Chartered Accountants, of Vancouver, British Columbia, as the Auditor of the Company. Dale, Matheson, Carr-Hilton & Labonte LLP is currently the auditor of the Company and was first appointed in October 2006.

UNLESS OTHERWISE INSTRUCTED, THE MANAGEMENT PROXYHOLDER NAMED IN THE ENCLOSED FORM OF PROXY INTENDS TO VOTE TO APPOINT DALE, MATHESON, CARR-HILTON & LABONTE LLP, CHARTERED ACCOUNTANTS, OF VANCOUVER, BRITISH COLUMBIA, AS THE AUDITOR OF THE COMPANY TO HOLD OFFICE FOR THE ENSUING YEAR AT A REMUNERATION TO BE FIXED BY THE DIRECTORS.

VOTE ISSUE – 3 : SALE OF NORWEGIAN SUBSIDIARY

On 4 June 2013, the Company acquired 51% of the shares of Visionaire Energy AS (“Visionaire”), a privately held Norwegian holding company by issuing 20 million of its common shares with a value of \$900,000 based on then current market trading prices. As the Company has a controlling interest, Visionaire’s accounts were consolidated with those of the Company and a non-controlling interest was recorded in the consolidated statement of financial position. The principal assets of Visionaire are its shareholdings in two separate, privately owned, offshore oil and gas service providers, both based in Bergen, Norway. Visionaire owns a 49% equity interest in VTT Maritime AS and a 41% equity interest in RADA Engineering and Consulting AS. Visionaire maintains significant influence over both investments and both are accounted for using the equity method.

The allocation of the purchase price is as follows:

Fair value of the shares issued	\$ 900,000
Cash acquired	(6,844)
Payable to related party assumed	1,711
Non-controlling interest	(69,635)
Equity income from affiliate	37,143
Value of investment on 30 June 2013	\$ 862,375

The financial statement disclosure of the investment is as follows:

Value of investment on 30 June 2013	\$ 862,375
Equity income (loss) from affiliate	(303,165)
Foreign currency translation	(142)
Carried value of investment on 30 June 2014	\$ 559,068

Pursuant to a Sale & Purchase Agreement (see attached Schedule-C) dated 15 September 2014, with an effective date of 30 June 2014, the Company reached an agreement with Visionaire Invest AS (“VIN), the owner of 49% of Visionaire, to sell the Company’s 51% interest in Visionaire back to VIN for a sale price of \$1,200,000. The sale price consists of \$200,000 cash and the transfer of 20,000,000 common shares of the Company, originally issued to VIN upon acquisition of the 51% interest in Visionaire, back to the Company at an agreed value of \$1,000,000. As a result of the agreement, the operations of Visionaire have been classified as discontinued operations held for sale.

Based on the \$900,000 fair value of the 20 million Company shares issued to acquire the Norwegian subsidiary on 4 June 2013 and the disclosed financial statement carried value of the investment to 30 June 2014 of \$559,068, the Company incurred a loss of \$340,932.

However, based on a sale price of \$1,200,000 on 30 June 2014, the Company would incur a notional gain on the sale of the investment of \$640,932.

The Company is a British Columbia corporation and Canadian securities regulation provides protection to minority shareholders in certain situations including related party transactions under Multilateral Instrument (MI) 61-101. As the purchaser of Visionaire is a significant Company shareholder, the sale is considered a related party transaction. Although British Columbia has not officially adopted MI 61-101, our Company recognizes that this securities regulation is generally accepted as the standard for Canadian companies. Under MI 61-101, certain situations involving related parties require an independent valuation report in respect to the asset being sold.

However, the sale of Visionaire by our Company to VIN is exempted from the valuation requirement under MI 61-101 based on two factors. As a public company that does not trade on a senior stock exchange including the Toronto Stock Exchange, our Company is exempt. In addition, there is a second exemption from the valuation requirement if the fair market value of the asset being sold is less than 25% of the seller's stock market capitalization. Our Company is also entitled to this second exemption as both the seller and the buyer agreed that the fair market value of Visionaire is \$1.2 million and 25% of our Company's market capitalization is more than \$1.7 million.

The price at which we agreed to sell Visionaire was based on many considerations taken by the board, and the independent directors, those not connected with VIN, determined that it was in the best interests of our Company to sell the asset to VIN at that price. The price and payment terms were determined by arm's length negotiation.

From a practical standpoint, an independent valuation report of Visionaire at 30 June 2014 would be extremely difficult to prepare as VIN was effectively the only potential purchaser. In addition, one of the Company's primary objectives of the sale transaction was to reacquire the 20 million Company shares held by VIN to prevent these shares from being offered for sale in the public market. Therefore based on the increasing loss being incurred by our Norwegian subsidiary; the opportunity to recognize a notional gain on the sale of \$640,932; and, to reacquire the 20 million Company shares, the board of directors made the decision to sell the Company's equity interest in Visionaire subject to shareholder approval.

As MI 61-101 is the generally accepted standard for related party transactions in Canada by reporting companies, and as MI 61-101 requires a majority of the minority of Company shareholders to approve of related party transactions, our Company has agreed with VIN that it would not vote its 20 million shares of our Company in respect of the sale of Visionaire, so that all votes to be counted in the matter of the sale of Visionaire will be held by persons at arm's length to VIN.

UNLESS OTHERWISE INSTRUCTED, THE MANAGEMENT PROXYHOLDER NAMED IN THE ENCLOSED FORM OF PROXY INTENDS TO VOTE IN FAVOUR OF THE SALE OF THE NORWEGIAN SUBSIDIARY.

OTHER BUSINESS

The Shareholders may or may not be asked to conduct other business as may be properly brought before the Meeting. Management has no plans to bring up other business at the Meeting and no knowledge of any such matters which may be properly brought up at the Meeting by others entitled to do so.

PHILOSOPHY AND OBJECTIVES IN COMPENSATION OF EXECUTIVES

The Company's executive compensation program is designed to attract, motivate and retain high performing senior executives, encourage and reward superior performance and align the executives' interests with those of the Company's shareholders. The Company's board of directors has delegated compensation matters to its Compensation Committee which recommends compensation to the Board for its approval. The Compensation Committee uses discretion and judgment when determining compensation levels as they apply to a specific executive. Individual compensation may be based on individual experience and performance or other criteria deemed important by the Compensation Committee. In order to meet the Company's objectives, executive compensation is guided by:

- providing executives with an equity-based incentive plan, namely a stock option plan;
- aligning employee compensation with company corporate objectives; and
- attracting and retaining highly qualified individuals in key positions.

COMPENSATION ELEMENTS - An executive compensation policy has been established to acknowledge and reward the contributions of the executive officers to the Company's success and to ensure competitive compensation, in order that the Company may benefit from the expertise required to pursue its objectives. The Company's executive compensation policy is comprised of both fixed and variable components. The variable components include equity and non-equity incentive plans. Each compensation component has a different function, but all elements are intended to work in concert to maximize company and individual performance by establishing specific, competitive operational and financial goals and by providing financial incentives to employees based on their level of attainment of these goals. The Company's current executive compensation program is comprised of the following four basic components:

1. base salary;
2. non-equity incentives—consisting of a cash bonus linked to both individual and corporate performance;
3. long-term compensation—consisting of stock options granted under the Company’s formal stock option plan; and
4. other elements of compensation—consisting of benefits and perquisites.

Base Salary - Salaries of the Company’s executive officers are reviewed periodically by the Compensation Committee. In determining individual base salaries, the Compensation Committee takes into consideration individual circumstances that may include the scope of an executive’s position, location of employment, the executive’s relevant competencies, experience, performance, and retention risk.

Non-Equity Incentives - The Company has no formal short or long term non-equity incentive compensation plan having objective targets or measures in determining non-equity incentives, but instead periodically makes cash bonuses allocated and paid to one or more executives based on merit and individual accomplishment and contribution to advancing the Company’s project development and strategic objectives. The granting of cash incentives require the approval of both the Compensation Committee and the Board of Directors and are based upon an assessment of

each individual’s performance in achieving significant value for the Company, specifically; an executive being instrumental in successfully negotiating a new property acquisition, arranging a financing, drilling a successful well, closing a corporate merger or acquisition, or playing a substantive role in a similar milestone event.

Long-Term Equity Compensation Plan - The Company has no formal long term equity compensation plan having objective targets or measures in determining equity incentives. As an alternative, incentive compensation paid to the Company’s executive officers consists exclusively of Option-Based awards pursuant to the Company’s formal “**Stock Option Plan**”. The Stock Option Plan permits the award of a number of options that varies in accordance with the contribution of the officers and their responsibilities and limits the amount of options which can be granted to a single person to 7.5% of the Company’s issued and outstanding shares and 15% of same to all related persons (directors, officers, and insiders) as a group. The total number of shares reserved and available for grant is 25,000,000.

The Company’s Stock Option Plan was established in order to attract and retain directors, executive officers and employees, who will be motivated to work towards ensuring the success of the Company. The Stock Option Plan was amended, restated and adopted by vote of the Shareholders at the Company’s annual general meeting on 30 November 2012 and remains in full force and effect at present.

The Board of Directors has full and complete authority to interpret the Stock Option Plan, to establish applicable rules and regulations applying to it and to make all other determinations it deems necessary or useful for the administration of the Stock Option Plan, provided that such interpretations, rules, regulations and determinations are consistent with the express provisions of the Stock Option Plan; rules of all stock exchanges and quotation systems on which the Company’s securities are then traded; and with all applicable securities legislation.

Individuals eligible to participate under the Stock Option Plan will be determined by either the Board of Directors or the Compensation Committee. Options granted under the Stock Option Plan may be exercised at any time within a maximum period fixed at the date of their grant but not more than 5 years (the “Outside Expiry Date”). The Board of Directors or the Compensation Committee, as the case may be, designates, at its discretion, the individuals to whom stock options are granted under the Stock Option Plan and determines the number of Common Shares covered by each of such options, the grant date, the exercise price of each option, the expiry date, the vesting schedule and any other matter relating thereto, in each case in accordance with the applicable rules and regulations of the regulatory authorities. To encourage retention and focus management on developing and successfully implementing the continuing growth strategy of the Company, stock options generally vest immediately but may vest over a specified period of months. The Board of Directors or the Compensation Committee, as the case may be, takes into account previous grants of options when considering new grants. The price at which the common shares may be purchased may not be lower than the closing price of the Common Shares on the OTC-BB on the last five trading days preceding the date of grant of the options.

Pension Plan Benefits - The Company does not currently have, nor does it expect to implement during the forthcoming fiscal year, any formal pension plans that provide for payments or benefits at, following, or in connection with retirement.

Share-Based Awards - The Company does not currently have, nor does it expect to implement during the forthcoming fiscal year, any formal short or long term share-based award plans that provide for any direct grants and issues of Company securities to its executives as compensation.

COMPENSATION OF NAMED EXECUTIVE OFFICERS

Set out below are particulars of compensation paid to the following persons (the “**Named Executive Officers**”):

- (a) the Company’s chief executive officer (“CEO”);
- (b) the Company’s chief financial officer (“CFO”);
- (c) each of the Company’s most highly compensated individuals, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than CDN\$150,000 for that financial year; and

- (d) any additional individuals for whom disclosure would have been provided under (c) except that the individual was not serving as an executive officer of the company, nor acting in a similar capacity, at the end of the most recently completed financial year.

COMPENSATION OF NAMED EXECUTIVE OFFICERS - As at 30 June 2014, the end of the most recently completed financial year of the Company, the Company had two Named Executive Officers. The names and positions each holds within the Company are set out in the following table. A summary of compensation paid or accrued to the benefit of each Named Executive Officer during the fiscal year ended 30 June 2014 is set out within the following "Summary Compensation Table". The Company reports its financial statements in US dollars and therefore all amounts therein are reported in US dollars.

SUMMARY TABLE - COMPENSATION OF NAMED EXECUTIVE OFFICERS									
Name and Principal Position	Fiscal Year Ended	Salary	Share-Based Awards ⁽¹⁾	Options-Based Awards ⁽¹⁾	Non-Equity Incentive Plan Compensation		Pension Value	All Other Compensation	Total Compensation (US\$)
					Annual	Long-Term			
Richard L. McAdoo Chairman & CEO	30/06/2014	\$150,000	Nil	Nil	Nil	Nil	Nil	Nil	\$150,000
Robert V. Rudman CFO	30/06/2014	\$120,000	Nil	Nil	Nil	Nil	Nil	Nil	\$120,000

Notes:

¹ The value of any share-based and option-based awards reflects the fair value of options granted on the dates of each grant. The fair value is computed using the Black Scholes option pricing model with the following weighted average assumptions: a) an average risk-free interest rate; b) expected years of life of the option; c) the price of the stock on the grant date; d) expected volatility expressed as a percentage; and e) an assumption of no expected dividend payments. The Black Scholes model is used to compute option fair values because it is the most commonly used option pricing model and is considered to produce a reasonable estimate of fair value. There is no difference between the fair-value of the options as calculated in the table above and the fair-value calculated in accordance with IFRS 2.

VALUE OF OUTSTANDING AND UNEXERCISED SHARE-BASED AND OPTION-BASED AWARDS - The following table sets forth information for each Named Executive Officer regarding all unexercised Option-Based and Share-Based compensation outstanding at the end of the most recently completed financial year.

SUMMARY TABLE - OUTSTANDING OPTION & SHARE BASED AWARDS TO NAMED EXECUTIVE OFFICERS						
Named Executive Officer	Number of securities underlying unexercised options	Stock Options		Share-Based Awards		
		Stock Option Exercise Price (US\$)	Stock Option Expiration Date	US\$ Value of "In-the-Money" Options ⁽¹⁾	Number of shares or units of shares that have not vested	Market or payout US\$ value of share-based awards that have not vested
Richard L. McAdoo Chairman & CEO	1,000,000	0.05	31/12/2015	Nil	Nil	Nil
	4,000,000	0.05	31/03/2015			
Robert V. Rudman CFO	1,000,000	0.05	31/12/2015	Nil	Nil	Nil
	4,000,000	0.05	31/03/2015			

Notes: ⁽¹⁾ The closing price of the Company's common shares on the OTC Bulletin Board at fiscal year-end 30 June 2014 was US\$0.05. Fully vested but outstanding and not yet exercised options are "in-the-money" only if the days stock trading price is higher than the option exercise price. In such case the "in-the-money" value is calculated based on the difference between the market value of the securities underlying the option at the end of the fiscal year, and the exercise price of the option. All of the options indicated are fully vested and were fully vested on grant.

COMPENSATION FROM AWARDS, NON-EQUITY INCENTIVES, & PENSION PLANS - The following table sets forth information for each Named Executive Officer regarding compensation vested from Option-Based and Share-Based awards and earned from Non-Equity Incentive Plans and Pension Plans compensation during the most recently completed fiscal year ended 30 June 2014

SUMMARY TABLE - OFFICERS INCENTIVE & PENSION PLAN AWARDS: VALUE VESTED OR EARNED DURING THE YEAR

Named Executive Officer	(1) Option-Based Awards	(2) Share-Based Awards	(3) Non-Equity Incentive Plan Compensation	(4) Pension Plan Compensation
	US\$ Value Vested During the Year	US\$ Value Vested During the Year	US\$ Value Earned During the Year	US\$ Value Earned During the Year
Richard L. McAdoo Chairman & CEO	Nil	Nil	Nil	Nil
Robert V. Rudman CFO	Nil	Nil	Nil	Nil

Notes:

- ¹ The Company awards incentive stock options which are fully vested on grant.
- ² The Company has no plan under which it grants Share-Based Awards, and no such awards were made or vested during the year.
- ³ The Company has no Non-Equity Incentive Plan, and no such awards were made or earned during the year.
- ⁴ The Company has no Pension Plan, and no such awards or contributions were made or earned during the year.

COMPENSATION PAYABLE ON TERMINATION OF EMPLOYMENT - The following table sets forth information for each Named Executive Officer regarding compensation to be paid in connection with termination of employment Without Cause, Due to Change of Control, and Resignation. The value of earned/unused vacation and amounts owing for expense reimbursement are not included as they are not considered as “incremental” payments made in connection with termination of employment.

SUMMARY TABLE - OFFICERS TERMINATION OF EMPLOYMENT COMPENSATION

Named Executive Officer	(1) Termination Without Cause Provision Value, US\$	(2) Termination On Change of Control Provision Value, US\$	Resignation Provision Value, US\$
Richard L. McAdoo Chairman & CEO	Nil	Nil	Nil
Robert V. Rudman CFO	Nil	Nil	Nil

Notes:

- ¹ There are no Company policies and no provisions in the Company’s employment agreements with its Named Executive Officers for incremental payments to be made to them by the Company in the event of termination of employment “Without Cause”.
- ² There are no Company policies and no provisions in the Company’s employment agreements with its Named Executive Officers for incremental payments to be made to them by the Company in the event of termination of employment “On Change of Control” of the Company.

COMPENSATION OF DIRECTORS

The Company has no standard arrangement pursuant to which directors are compensated by the Company for their services in their capacity as directors except for the granting from time to time of incentive stock options in accordance with the Company’s Stock Option Plan. During the most recently completed financial year, the Company made no new grants of incentive stock options. No cash compensation was paid to any director of the Company for the director’s services as a director during the most recently completed financial year, other than the reimbursement of out-of-pocket expenses.

COMPENSATION OF DIRECTORS - As at 30 June 2014, the end of the most recently completed financial year of the Company, the Company had five Directors, two of whom, the CEO and the CFO were Named Executive Officers, and did not receive any additional compensation for their services as directors. Their compensation as Named Executive Officers is set forth in the summary table above for executives. Three Directors were Non-Executive Directors and two of whom were Independent. Their names are set out under the following “**Summary Compensation Table**”. The Company reports its financial statements in US dollars and therefore all amounts therein are reported in US dollars.

SUMMARY TABLE - COMPENSATION OF DIRECTORS

Name of Director	Fees Earned	Share-Based Awards	Options-Based Awards ⁽¹⁾	Non-Equity Incentive Plan Compensation	Pension Value	All Other Compensation	Total Compensation (US\$)
Philip B. Garrison Non-Executive & Independent Director	Nil	Nil	Nil	Nil	Nil	Nil	Nil
David T.W. Yu Non-Executive & Independent Director	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Johnny Christiansen Non-Executive Director	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

⁽¹⁾ The value of any share-based and option-based awards reflects the fair value of options granted on the dates of each grant. The fair value is computed using the Black Scholes option pricing model with the following weighted average assumptions: a) an average risk-free interest rate; b) expected years of life of the option; c) the price of the stock on the grant date; d) expected volatility expressed as a percentage; and e) an assumption of no expected dividend payments. The Black Scholes model is used to compute option fair values because it is the most commonly used option pricing model and is considered to produce a reasonable estimate of fair value. There is no difference between the fair-value of the options as calculated in the table above and the fair-value calculated in accordance with IFRS 2.

DIRECTOR VALUE OF OUTSTANDING AND UNEXERCISED SHARE-BASED AND OPTION-BASED AWARDS - The following table sets forth information for each non-executive and independent Director regarding all unexercised Option-Based and Share-Based compensation outstanding at the end of the most recently completed financial year.

SUMMARY TABLE - OUTSTANDING OPTION & SHARE BASED AWARDS TO DIRECTORS						
Named Executive Officer	Stock Options				Share-Based Awards	
	Number of securities underlying unexercised options	Stock Option Exercise Price (US\$)	Stock Option Expiration Date	US\$ Value of "In-the-Money" Options ⁽¹⁾	Number of shares or units of shares that have not vested	Market or payout US\$ value of share-based awards that have not vested
Philip B. Garrison Non-Executive & Independent Director	1,000,000 ⁽¹⁾	0.05	31/12/2015	Nil	Nil	Nil
David T.W. Yu Non-Executive & Independent Director	1,000,000 ⁽¹⁾	0.05	31/12/2015	Nil	Nil	Nil
Johnny Christiansen Non-Executive Director	Nil	Nil	Nil	Nil	Nil	Nil

Notes: ⁽¹⁾ The closing price of the Company's common shares on the OTC Bulletin Board at fiscal year-end 30 June 2014 was US\$0.05. Fully vested but outstanding and not yet exercised options are "in-the-money" only if the days stock trading price is higher than the option exercise price. In such case the "in-the-money" value is calculated based on the difference between the market value of the securities underlying the option at the end of the fiscal year, and the exercise price of the option. All of the options indicated are fully vested and were fully vested on grant.

DIRECTOR COMPENSATION FROM AWARDS, NON-EQUITY INCENTIVES, & PENSION PLANS - The following table sets forth information for each non-executive and independent Director regarding compensation vested from Option-Based and Share-Based awards and earned from Non-Equity Incentive Plans and Pension Plans compensation during the most recently completed fiscal year ended 30 June 2014.

SUMMARY TABLE - DIRECTOR INCENTIVE & PENSION PLAN AWARDS: VALUE VESTED OR EARNED DURING THE YEAR				
Director	⁽¹⁾ Option-Based Awards	⁽²⁾ Share-Based Awards	⁽³⁾ Non-Equity Incentive Plan Compensation	⁽⁴⁾ Pension Plan Compensation
	US\$ Value Vested During the Year	US\$ Value Vested During the Year	US\$ Value Earned During the Year	US\$ Value Earned During the Year
Philip B. Garrison Non-Executive & Independent Director	Nil	Nil	Nil	Nil

David T.W. Yu Non-Executive & Independent Director	Nil	Nil	Nil	Nil
Johnny Christiansen Non-Executive Director	Nil	Nil	Nil	Nil

Notes:

¹ The Company awards incentive stock options which are fully vested on grant.

² The Company has no plan under which it grants Share-Based Awards, and no such awards were made or vested during the year.

³ The Company has no Non-Equity Incentive Plan, and no such awards were made or earned during the year.

⁴ The Company has no Pension Plan, and no such awards or contributions were made or earned during the year.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER ALL EQUITY COMPENSATION PLANS

The only equity compensation plan under which the Company issues its own securities is its Stock Option Plan. The following table sets out information as at the date of this Information Circular with respect to compensation plans under which equity securities of the Company are authorized for issuance against exercise of stock options.

Plan Category	Number of securities to be issued upon exercise of outstanding options (a)	Weighted-average exercise price of outstanding options (b)	⁽¹⁾ Number of securities remaining available for future issuances at the date of this circular (excluding securities reflected in column (a)) (c)
Equity compensation plan amended, restated and approved by security holders on 30 November 2012 as the Company's Stock Option Plan	15,800,000	US\$ 0.05	9,200,000
Equity compensation plans not approved by security holders	nil	Nil	nil
Totals	15,800,000	US\$ 0.05	9,200,000

Notes:

¹ The Company's Stock Option Plan provides for a total number of common shares reserved and available for grant as options under the plan at 25,000,000 shares.

MANAGEMENT CONTRACTS

Management functions of the Company and its subsidiaries are not performed by anyone other than Directors or Named Executive Officers of the Company.

INDEBTEDNESS TO COMPANY OF DIRECTORS AND EXECUTIVE OFFICERS

None of the Directors, executive officers, employees, or proposed nominees for election as directors or their associates has been indebted to the Company during the most recently completed financial year.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed herein, no informed person of the Company, nominee for election as a director or any associate or affiliate of an informed person or nominee, had any material interest, direct or indirect, in any transaction or any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries. An "informed person" means: (a) a director or executive officer of the Company; (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company; (c) any person or company who beneficially owns, directly or indirectly, voting securities of the company or who exercises control or direction over voting securities of the Company or a combination of both carrying more than 10% of the voting rights other than voting securities held by the person or company as underwriter in the course of a distribution; and (d) the Company itself, if and for so long as, it has purchased, redeemed or otherwise acquired any of its shares.

Mr. Johnny Christiansen as the founder and CEO of Visionaire Invest AS ("VIN") exercises control and direction over the 20 million voting common shares of the Company owned by VIN and he has a substantial interest in those shares through his 29% ownership of VIN. Based on the 141,015,381 common shares issued and outstanding on the Record Date, the 20 million shares owned by VIN represents a 14.2% equity interest. The Company's share-swap transaction with VIN resulting in the issuance of the 20 million shares was completed on 4 June 2013 and Johnny Christiansen joined the Company's Board of Directors on 18 June 2013.

As stated above in Vote Issue – 3, Sale of Norwegian Subsidiary and pursuant to a Sale & Purchase Agreement (see attached Schedule-C) dated 15 September 2014, with an effective date of 30 June 2014, the Company reached an agreement with VIN to sell its 51% interest in Visionaire Energy AS ("Visionaire") back to VIN. The sale price consists of \$200,000 cash and the transfer of 20,000,000 Company shares back to the Company at an agreed value of \$1,000,000. On 12 September 2014, the Company's Board of Directors consented to and adopted resolutions approving the sale of Visionaire and accepting the resignation of Johnny Christiansen as a Company Director effective 15 September 2014. As the Chief Executive Officer of VIN, Johnny Christiansen declared a conflict of interest and abstained from any vote on the sale of the Company's Norwegian subsidiary.

AUDIT COMMITTEE

National Instrument 52-110 of the Canadian Securities Administrators ("NI 52-110") requires the Company, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor, as set forth in the following.

Composition of the Audit Committee - The Company's audit committee during the most recently completed financial year consisted of three directors: Robert V. Rudman, Philip B. Garrison, and David T. W. Yu. As defined in NI 52-110, Philip B. Garrison, and David T. W. Yu are both "independent". Robert V. Rudman is CFO of the Company and is therefore not independent. Also as defined in NI 52-110, all of the audit committee members are "financially literate".

Relevant Education and Experience - Details of the relevant education and experience of each audit committee member are disclosed above under "Resumes of Company's Candidates for election and re-election as Directors" except for David T.W. Yu whose resume is as follows:

David T.W. Yu, a resident of Hong Kong, is an experienced independent financial professional with thirty years of experience in the securities, commodities, bullion, and foreign exchange trading business in Hong Kong. He has been employed by Rothschild & Sons, Shearson American Express, and Citibank. Recently Mr. Yu has led negotiations that led to long term intergovernmental oil supply agreements between the Chinese government and oil producing nations in Africa in exchange for Chinese government backed investment in economic development, trade and infrastructure projects. He is currently working on similar projects in South America and West Africa.

Audit Committee Charter - The Company has adopted a Charter of the Audit Committee of the Board of Directors, which is attached as Schedule "A" to this Information Circular.

Audit Committee Oversight - During the most recently completed financial year, the Company's Board of Directors has not failed to adopt a recommendation of the audit committee to nominate or compensate an external auditor.

Reliance on Certain Exemptions - During the most recently completed financial year, the Company has not relied on the exemptions contained in section 2.4 or under part 8 of NI 52-110. Section 2.4 provides an exemption from the requirement that the audit committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Part 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

Pre-Approval Policies and Procedures - The audit committee has not adopted specific policies and procedures for the engagement of non-audit services. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by the Company's Board of Directors, and where applicable the audit committee, on a case-by-case basis.

External Auditor Service Fees

In the following table, "audit fees" are fees billed by the Company's external auditor for services provided in auditing the Company's annual financial statements for the subject year. "Audit-related fees" are fees not included in audit fees that are billed by the auditor for assurance and related

services that are reasonably related to the performance of the audit or review of the Company's financial statements. "Tax fees" are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. "All other fees" are fees billed by the auditor for products and services not included in the foregoing categories. The Company reports its financial statements in US dollars and therefore all amounts therein are reported in US dollars. The fees paid by the Company to its auditor during the two most recently completed financial years, by category, are as follows:

Year Ended	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
30 June 2014	\$30,000 ⁽¹⁾	\$3,000 ⁽¹⁾	Nil	Nil
30 June 2013	\$22,000	\$3,000 ⁽²⁾	Nil	Nil

Notes:

¹ Estimate.

² Review and preparation related FYE filings for US SEC including Form 20F.

Exemption

The Company is relying on the exemption provided by section 6.1 of NI 52-110 which provides that the Company, as a venture issuer, is not required to comply with Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

STATEMENT OF CORPORATE GOVERNANCE PRACTICE

The Canadian Securities Administrators have issued guidelines on corporate governance disclosure for venture issuers as set out in Form 58-101F2 (the "Disclosure"). The Disclosure addresses matters relating to constitution and independence of directors, the functions to be performed by the directors of a company and their committees and effectiveness and evaluation of proposed corporate governance guidelines and best practices specified by the Canadian securities regulators. The Company's approach to corporate governance in the context of the specific Disclosure issues outlined in Form 58-101F2 is set out in the attached Schedule "B".

OTHER MATTERS

It is not known if any other matters will come before the Meeting other than set forth above and in the Notice of Meeting, but if such should occur, the persons named in the accompanying Proxy intend to vote on any poll, on such matters in accordance with their best judgment, exercising discretionary authority with respect to amendments or variations of matters identified in the Notice of Meeting and other matters which may properly come before the Meeting or any adjournment thereof.

ADDITIONAL INFORMATION

Additional information regarding the Company is available on SEDAR at www.sedar.com. Shareholders can obtain copies of the Company's financial statements and management discussion and analysis of financial results by sending a request in writing to the Company at 900-885 West Georgia Street, Vancouver, BC, Canada, V6C 3H1. Financial information regarding the Company is provided in the Company's audited financial statements for the years ended 30 June 2014 and 2013 and in the accompanying management discussion and analysis, both of which are available on SEDAR at www.sedar.com.

DATED at 27 October 2014.

(signed)

Richard L. McAdoo,
Director, CEO & Chairman

SCHEDULE - A: AUDIT COMMITTEE CHARTER

CONTINENTAL ENERGY CORPORATION

Audit/Conflicts Committee Charter

Last Revised 22-Nov-05

- Purpose

The Audit/Conflicts Committee (the "Committee") of Continental Energy Corporation (the "Company") will:

- A. assist the Company's Board of Directors (the "Board") in its oversight of:
 - 1. the integrity of the Company's financial statements, and disclosure and other internal control processes; and
 - 2. the Company's compliance with ethics policies, and legal and regulatory requirements;
- B. select, retain, compensate, oversee and evaluate the independent auditor;
- C. select, appoint and evaluate personnel to perform the Company's internal audit function as and when, in the opinion of the Committee such become necessary and justified;
- D. provide oversight on the Company's guidelines and policies for assessment and management of financial risk, and any other matters as the Board or the Committee deems appropriate; and
- E. review transactions involving the Company or its majority owned or controlled subsidiaries that the Board believes may involve conflicts of interest.

- Organization and Meetings

- A. The Committee will consist of at least three Directors, including a Chairperson, each of whom:
 - 1. will meet the applicable independence and experience requirements of any applicable or relevant stock exchange or listing authority, the British Columbia Securities Commission, the USA federal securities laws (as amended by the Sarbanes-Oxley Act of 2002) and the rules and regulations of the U.S. Securities and Exchange Commission ("SEC");
 - 2. will be, in the Board's judgment, financially literate; and
 - 3. will not simultaneously serve on the audit committees of more than two other public companies, and will not serve as audit committee chairperson for more than one other public company, unless, in each case, the Board of Directors determines that such simultaneous service would not impair the ability of such member to effectively serve on the Committee, and such determination is disclosed in the Company's annual report to shareholders.
- B. At least one member of the Committee will be an "audit committee financial expert" as defined by applicable regulations of the SEC.
- C. The Committee will meet as often as it determines, but not less frequently than annually.
- D. The Committee also will meet periodically with management and with applicable internal audit function personnel and with the independent auditor (without the participation of management), in separate executive sessions.
- E. The chairperson of the Committee, or a majority of the Committee members, may call a special meeting of the Committee.
- F. A majority of the members of the Committee, present in person or by means of conference telephone, shall constitute a quorum.
- G. The Committee may request that any directors, officers or employees of the Company, or any other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee may request.
- H. The Committee shall report regularly to the full Board with respect to its activities.
- I. The Committee may act through written resolutions circulated by any communications means appropriate provided that all members of the Committee sign, in counterpart, any minutes or actions taken.
- J. Written minutes of all Committee meetings and circular resolutions shall be kept and the minutes shall be maintained with the books and records of the Company.

- Responsibilities

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to determine that the Company's financial statements are complete, accurate, and in accordance with accounting principles generally accepted in the United States, or to plan or conduct audits. These are the responsibilities of management or the independent auditor. The Committee may amend this Charter from time to time as it deems appropriate, with Board approval.

A. Selection and Oversight of Independent Auditor

The Committee will have the sole authority and responsibility to select, evaluate and, where appropriate, replace the independent auditor. The independent auditor will report directly to the Committee. The Committee will resolve disagreements between management and the independent auditor regarding financial reporting, and communicate to the independent auditor that he/she is

ultimately accountable to the Committee. The Company will provide appropriate funding, as determined by the Committee, to compensate the independent auditor. The Committee will:

1. review and evaluate the lead audit partner of the independent auditor team;
2. ensure the rotation of the lead audit partner, and other professional personnel of the independent auditor involved in the audit, as required by law and regulation;
3. consider whether to rotate the independent auditing firm on a regular basis;
4. set clear hiring policies for employees or former employees of the independent auditor, in compliance with SEC regulations and stock exchange listing standards;
5. meet with the independent auditor prior to the audit to discuss the planning and staffing of the audit; and
6. pre-approve all auditing services and permitted non-audit services (including the fees and terms thereof) to be performed by the independent auditor, subject to applicable de minimis exceptions for non-audit services. The Committee may delegate this authority to a subcommittee of one or more Committee members; provided, however, that such subcommittee decisions are subsequently presented to the full Committee.

B. Assessment of Independence and Quality of Independent Auditor

The Committee will engage in an active dialogue with the independent auditor regarding any disclosed relationships or services that might impact the objectivity and independence of the independent auditor, and take appropriate action in response to the independent auditor's report to satisfy itself of the independent auditor's independence.

At least annually, the Committee will obtain and review a formal written report by the independent auditor describing:

1. the auditing firm's internal quality-control procedures;
2. any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditor, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the independent auditor, and any steps taken to deal with any such issues; and
3. all relationships between the independent auditor and the Company (in order to assess independence).

• Appointment of Personnel to Perform Internal Audit Function

The Committee annually will evaluate, and recommend to the Board of Directors, the election and appointment of the personnel to perform the Company's internal audit function and review and approve any applicable budget (or cost allocation), staffing and annual audit plan required in connection with the performance of the Company's internal audit function. The Committee will have separate direct lines of communication between itself and such internal audit function personnel and, with regard to litigation and legal and regulatory compliance, the General Counsel.

• Oversight of Financial Disclosure and Internal Controls

A. The Committee will review and discuss with management, applicable internal audit function personnel and the independent auditor, as appropriate:

1. the Company's annual audited financial statements and quarterly unaudited financial statements, as well as "Management's Discussion and Analysis of Financial Condition and Results of Operations", the results of each quarterly review and annual audit by the independent auditor, and other matters
2. required to be discussed with the independent auditor by relevant auditing standards, including the quality, not just the acceptability, of the accounting principles and underlying estimates used in the audited financial statements.

B. The Committee will report to the Board whether it recommends that the most recent year's audited financial statements be included in the Form 10-K;

1. any other SEC filings as the Committee deems appropriate, prior to filing;
2. earnings press releases (including the use of pro forma or adjusted non-GAAP information) prior to release;
3. financial information and earnings guidance provided to analysts and rating agencies (this discussion may be general, and need not take place prior to each instance in which such information is provided); and
4. the integrity of the Company's accounting and financial reporting processes (both internal and external), including:

- a. all critical accounting policies and practices (including accounting estimates) to be used by the Company, including all major issues regarding accounting principles and financial statement presentations, and any significant changes in the Company's selection or application of accounting principles;
- b. analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments (including use of estimates) made in connection with the preparation of the financial statements, including any required analyses of the effects of alternative GAAP methods on the financial statements;
- c. the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company;

- d. the results of the activities of the internal audit function personnel and the independent auditor, including major conclusions, findings and recommendations and related management responses;
 - e. any material written communications between the independent auditor and management, including any management letters or schedules of unadjusted differences; and
 - f. matters of audit quality and consistency, including required communications between the audit team and the independent auditor's national office respecting auditing or accounting issues arising during the engagement.
 - g. management's assertions concerning disclosure controls and procedures; and its assessment of the effectiveness of internal controls as of the end of the most recent fiscal year, including the independent auditor's report thereon;
 - h. the adequacy and effectiveness of internal controls, including any disclosures made to the Committee by the chief executive officer and/or chief financial officer of the Company, regarding:
 - i. significant deficiencies in the design or operation of internal controls or any
 - j. material weaknesses therein; and
 - k. any fraud, whether or not material, involving management or other employees who have a significant role in the Company's internal controls; and
 - l. any special audit steps adopted in light of material control deficiencies.
- C. The Committee will review and discuss, with the independent auditor, any audit problems or other difficulties encountered by the independent auditor in the course of the audit process, and management's response, including any:
1. restrictions on the scope of the independent auditor's activities or on access to requested information;
 2. significant disagreements with management (and management's responses to such matters);
 3. accounting adjustments that were noted or proposed by the independent auditor but were passed (as immaterial or otherwise); and
 4. management or internal control letter issued, or proposed to be issued, by the independent auditor to the Company.
- D. The Committee will review:
1. material litigation involving the Company and litigation involving officers and directors of the Company;
 2. the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements;
 3. the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures,
 4. including the Company's risk assessment and risk management policies;
 5. major capital project post audit results; and
 6. such other matters as the Board or the Committee considers appropriate.

- Compliance and Investigations

The Committee will establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters. The Committee will receive corporate attorneys' reports of evidence of a material violation of securities laws or breaches of fiduciary duty. In discharging its oversight role, the Committee is empowered to investigate any matter within the scope of its responsibility, with full access to all books, records, facilities and personnel of the Company. The Committee may request any officer or employee of the Company, or the Company's outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

- Engagement of Experts and Advisors

The Committee will, as it deems appropriate, engage outside legal, accounting or other advisors, without the need for prior approval by the Board of Directors. The Company will provide appropriate funding, as determined by the Committee, for payment of applicable fees and expenses for these parties.

- Self-Assessment and Evaluation

The Committee will perform a review and evaluation, at least annually, of the performance of the Committee and its members, including a review of the Committee's compliance with this Charter. In addition, the Committee will review and reassess, at least annually, the adequacy of this Charter and recommend to the Board of Directors any improvements to this Charter that the Committee considers necessary. The Committee will conduct such evaluations and reviews in such manner as it deems appropriate.

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SCHEDULE-B : STATEMENT OF CORPORATE GOVERNANCE DISCLOSURE OF VENTURE ISSUER

The following description of the governance practices of the Company is provided in accordance with the guidelines of National Instrument 58-101, as set out in Form 58-101F2 (the "Form 58-101F2 Guidelines"). The Form 58-101F2 Guidelines address matters relating to constitution and independence of directors, the functions to be performed by the directors of a company and their committees and effectiveness and evaluation of proposed corporate governance guidelines and best practices specified by the Canadian securities regulators. The directors of the Company will continue to monitor the developments and the various changes to the proposed corporate governance guidelines and best practices and where applicable will amend its corporate governance guidelines accordingly.

Form 58-101F2 Guideline

The Governance Disclosure of the Company

1. Board of Directors

Disclose how the Board of Directors (the "Board") facilitates its exercise of independent supervision over management, including the identity of directors that are independent, and the identity of directors who are not independent, and the basis for that determination.

During the past fiscal year the Board consisted of five (5) directors, of whom two (2) were independent. None of the unrelated directors had any direct or indirect material relationship with the Company (other than shareholdings) which could, in the view of the Company's Board, reasonably interfere with the exercise of a director's independent judgment. Phillip B. Garrison and David T. W. Yu were independent directors. As Johnny Christiansen had voting control and direction over more than 10% of the total issued shares, he was not independent. Richard L. McAdoo is the CEO of the Company and is not independent. Robert V. Rudman is the CFO of the Company and is also not independent.

2. Directorships

If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.

Certain directors of the Company are also directors of other reporting issuers as follows:

- David W.T. Yu is also a director of Apolo Gold & Energy Inc. which trades on the OTCQB under the symbol APLL.

3. Orientation and Continuing Education

Describe what steps, if any, the Board takes to orient new Board members, and describe any measures the Board takes to provide continuing education for directors.

Orientation and education of new members of the Board is conducted informally by management and members of the Board. The orientation provides background information on the Company's history, performance and strategic plans. The Board encourages directors and senior management to participate in appropriate professional and personal development activities, courses and programs. In addition, the Company will provide any further continuing education opportunities for all directors, where required, so that individual directors may maintain or enhance their skills and abilities as directors, as well as to ensure that their knowledge and understanding of the Company's business remains current.

4. Ethical Business Conduct

Describe what steps, if any, the Board takes to encourage and promote a culture of ethical business conduct.

The Board has adopted a formal written code of business conduct and ethics available on SEDAR at www.sedar.com. The Board monitors compliance with the code to ensure that its standards are met. All employees are provided with a copy of the code and management is responsible for bringing any issues that arise with the code to the Board's attention.

5. Nomination of Directors

Disclose what steps, if any, are taken to identify new candidates for Board nomination, including who identifies new candidates, and the process of identifying new candidates.

The Board as a whole identifies new candidates for election to the Board. The Board prepares a shortlist of potential candidates through discussion with respected financial, legal and commercial institutions and interviews the interested candidates. The key criteria include the following: (i) professional background and related qualifications; (ii) industry experience and relevant professional relationships; (iii) other board appointments; (iv) professional standing and reputation in the investment and oil and gas communities; (v) membership of industry committees and (vi) particular technical or financial background depending on the mix of experience on the Board at that time.

The Board reviews the shortlist and makes the final determination about director nominations and appointments. Where appropriate independent consultants are engaged to identify possible new candidates for the Board.

6. Compensation

Disclose what steps, if any, are taken to determine compensation for the directors, the CEO and the CFO, including who determines compensation, and the process of determining compensation.

Please refer to the disclosure in the Information Circular under "Philosophy And Objectives In Compensation Of Executives" for disclosure about how compensation of directors and executive officers is determined.

7. Other Board Committees

If the Board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.

The Board is satisfied that in view of the nature and extent of the Company's business operations, it is more efficient and cost effective for the full Board to perform the duties that would be required by standing committees, other than the Audit Committee, the Compensation Committee, and the Reserves Committee.

The Reserves Committee is composed of Richard L. McAdoo and Robert V. Rudman. The purpose of the Reserves Committee is to assist the Board in carrying out its responsibilities with respect to annual and interim reviews of the Company's oil and gas reserves. The responsibilities of the Reserves Committee include (i) if required, recommending to the Board the preferred independent evaluators and the terms of the engagement; (ii) if required, reviewing the Corporation's procedures for providing information to the independent evaluator with respect to its oil and gas reserves; (iii) reviewing the Corporation's procedures relating to the disclosure of information with respect to its reserves; (iv) ensuring that the Corporation complies with regulatory and legal requirements; (v) signing off on the year end reserve evaluation; and (vi) generally ensure that all actions necessary have been taken to conform to regulatory and legal requirements.

8. Assessments

Disclose what steps, if any, that the Board takes to satisfy itself that the Board, its committees, and its individual directors are performing effectively.

The Board does not, at present, have a formal process in place for assessing effectiveness of the Board as a whole or its individual directors.

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SCHEDULE-C

Sale and Purchase Agreement for Shares of Visionaire Energy AS between Continental Energy Corporation and Visionaire Invest AS

This shares sale and purchase agreement (the "**Agreement**") is hereby made and entered into on this 15th day of September 2014, (the "**Agreement Date**") by and between:

CONTINENTAL ENERGY CORPORATION, a British Columbia, Canada, corporation having its registered offices at 900-885 West Georgia Street, Vancouver, British Columbia, V6C 3H1, Canada, www.continentalenergy.com, (hereinafter referred to as the "**Seller**").

VISIONAIRE INVEST AS, a Norwegian corporation having its registered offices at Nedre vei 24, Karljohansvern, 3183 Horten, Norway, www.visionaire.no, (hereinafter referred to as the "**Buyer**")

RECITALS; THAT

WHEREAS, the Seller owns one thousand, five hundred & thirty (1,530) fully paid and non-assessable shares, representing an undivided, majority of fifty-one percent (51%) shareholding equity ownership in a company incorporated in Norway named Visionaire Energy AS ("**VEN**").

WHEREAS, the Seller wishes to sell to the Buyer its 1,530 shares and majority 51% stake in VEN and the Buyer wishes to purchase said stake, all pursuant to the shares sale and purchase transaction terms and conditions provided for in this Agreement.

Now therefore in consideration of the mutual covenants and agreements herein contained and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties do hereby covenant and agree with each other as follows:

Article-1: INTERPRETATION

1.1 DEFINITIONS

In this Agreement, including the premises, schedules and the exhibits hereto, the following defined terms shall have the meaning ascribed thereto as follows:

"**Applicable Law**" means the applicable provisions of any Laws having jurisdiction over the Buyer, the Seller, VEN, or the transactions contemplated in this Agreement.

"**ASGM**" means the 2014 Annual and Special General Meeting of the shareholders of the Seller to be held in Vancouver, British Columbia, Canada, at a place and upon a date as called for by the Seller to (1) receive the audited consolidated financial statements of the Seller for the fiscal year ended June 30, 2014, (2) elect directors for the ensuing year, (3) appoint the auditor for the ensuing year and authorize the directors to fix the remuneration to be paid to the auditor, and (4) present this Agreement to the shareholders for approval.

"**Buyer**" means Visionaire Invest AS, a privately held Norwegian company that is also a Party to this Agreement.

"**CEC Shares**" means those certain shares of Continental Energy Corporation in the amount and proportion set forth in Article-2.2.b of this Agreement.

"**Closing**" and "**Closing Date**" have the meaning ascribed thereto in Article-4.1.

"**Diligence Materials**" means all legal, financial and any other related commercial due diligence information not in the public domain which has been exchanged between the Seller and the Buyer.

"**Effective Date**" has the meaning ascribed thereto in Article-3.1.

"**Laws**" shall mean all laws, statutes, codes, ordinances, orders, decrees, rules, and regulations promulgated by any governmental body having jurisdiction and "Law" shall mean any one of them.

"**Purchase Price**" has the meaning ascribed thereto in Article-2.1.

"**Requisite Approvals**" means all consents, approvals and authorizations of any nature required by Applicable Law, corporate Constatting Documents, or third party agreements that are necessary to be obtained in order to make good and lawful completion of the sale, purchase, transfer, and delivery of the VEN Shares from the Seller to the Buyer and of the CEC Shares from the Buyer to the Seller.

"**Seller**" means Continental Energy Corporation, a publicly held company incorporated in British Columbia, Canada that is also a Party to this Agreement.

"**VEN Shares**" means those certain shares of Visionaire Energy AS in the amount and proportion set forth in Article-2.1 of this Agreement.

"**VEN**" means Visionaire Energy AS, a privately held Norwegian company, the sale and purchase of whose common shares are the subject of this Agreement.

"**Warranty**" means the representation, undertakings and warranties as set out in Article-5.

1.2 SCHEDULES

The following additional agreements, annexes, exhibits, schedules (collectively referred to hereinafter as "Schedules") are annexed and attached to this Agreement and form a part hereof and have the same force and effect as if set out in the body of this Agreement:

- Schedule-A : Copy of the registration representing the VEN Shares.
- Schedule-B : Copy of the certificate representing the CEC Shares.
- Schedule-C : Resignation of Johnny Christiansen, Buyer's appointee, as a director of Seller.
- Schedule-D : Resignation of Richard L. McAdoo, Seller's appointee, as a director of Buyer.
- Schedule-E : Resignation of Robert V. Rudman, Seller's appointee, as a director of Buyer.

1.3 CONSTRUCTION

In this Agreement, including the premises, schedules and exhibits hereto, unless otherwise expressly stated:

- a) References to a "Party" or "Parties" are references to a Party or Parties to this Agreement and include their respective successors and permitted assigns.
- b) References to "herein", "hereby", "hereunder", "hereto", "hereof" and similar expressions are references to this Agreement and not to any particular section, subsection or schedule.
- c) References to a statutory provision includes a reference to the statutory provision as modified or re-enacted or both from time to time before the date of this Agreement and any subordinate legislation made under the statutory provision (as so modified or reenacted) before the date of this Agreement.
- d) References to an "Article", "Section", "subsection", or "clause" are references to an Article, Section, subsection, or clause of this Agreement.
- e) References to a "Schedule" are references to a Schedule to this Agreement as described in Article-1 .2.
- f) References to dollar, USD or US\$ amounts are references to United States dollar amounts.
- g) Words importing the singular shall include the plural and vice versa.
- h) Words importing gender shall include the masculine, feminine and neuter genders.

- i) References to a "person" or "persons" shall include individuals, corporations, partnerships, associations, bodies politic and other entities, all as may be applicable in the context.
- j) The use of headings is for convenience of reference only and shall not affect the construction or interpretation hereof.

1.4 ENTIRE AGREEMENT

This Agreement, together with all other agreements, instruments, certificates, assignments and other documents to be delivered by the Parties pursuant to this Agreement, constitute the entire agreement between the Parties pertaining to the subject matter of this Agreement. Further, this Agreement supersedes all prior agreements of the Parties whether oral or written, express or implied in connection with the subject matter of this Agreement.

Article-2: CONSIDERATION

2.1 PURCHASE PRICE

The Buyer and the Seller hereby agree and accept that the price at which the Buyer shall buy and the Seller shall sell, the VEN Shares is One Million, Two Hundred Thousand, United States Dollars (US\$ 1,200,000) and this amount is hereinafter referred to as the "**Purchase Price**".

2.2 PURCHASE PRICE COMPONENTS

Further, the Buyer and the Seller agree that the Purchase Price shall be paid and delivered by the Buyer to the Seller at Closing in two components as follows:

- a) A cash payment in the amount of Two Hundred Thousand USD (US\$ 200,000), hereinafter referred to as the "**Cash Component**" of the Purchase Price; and
- b) Transfer of an aggregate amount of twenty million (20,000,000) fully paid and non-assessable common shares of Continental Energy Corporation that are duly issued in the name of the Buyer and represented by certificate number 00100040ZQ dated 12 June 2013 (the "**CEC Shares**"). The CEC Shares are hereinafter also referred to as the "**CEC Shares Component**" of the Purchase Price. The CEC Shares are agreed to have a deemed purchase value equivalent to US\$0.050 (five cents) each or an aggregate One Million USD (US\$ 1,000,000).

2.2 VEN SHARES SALE

In consideration of the Purchase Price, the Seller hereby agrees to sell and cause good transfer and delivery to the Buyer of an aggregate amount of one thousand, five hundred & thirty (1,530) fully paid and non-assessable shares of VEN representing an undivided, majority of fifty-one percent (51%) shareholding equity ownership in VEN (the "**VEN Shares**") in accordance with the provisions of this Agreement.

2.3 VEN SHARES PURCHASE

In consideration of its purchase, the Buyer hereby agrees to pay the Cash Component of the Purchase Price and cause good transfer and delivery of the CEC Shares Component of the Purchase Price to the Seller at Closing in accordance with the provisions of this Agreement.

2.4 COPIES OF REGISTRATIONS & CERTIFICATES

Copies of the registrations and certificates representing the VEN Shares and the CEC Shares are attached to, and hereby made a part of this Agreement to the same extent as if incorporated in the body hereof, and are labeled Schedule-A and Schedule-B respectively.

Article-3: EFFECTIVENESS

3.1 EFFECTIVE DATE

Subject to Closing in the manner provided for in Article-4.1, the Parties agree that the purchase and sale transaction contemplated in this Agreement shall be deemed to be effective from and upon 30 June 2014 and said date shall be the "**Effective Date**" of the transaction for accounting and other purposes and is referred to in such context herein.

3.2 APPROVAL BY SELLER'S SHAREHOLDERS

The sale of the VEN Shares by the Seller to the Buyer as contemplated herein is subject to and conditional upon the Seller first obtaining approval of the sale by its shareholders at the ASGM.

3.3 APPROVAL BY BUYER'S SHAREHOLDERS

The purchase of the VEN Shares by the Buyer from the Seller contemplated herein is subject to and conditional upon the Buyer first obtaining approval of the purchase by its shareholders at an extraordinary general assembly to be held prior to the ASGM.

3.4 RESIGNATION OF BUYER'S APPOINTEE TO SELLER'S BOARD

As of the Agreement Date, a related party and principal of the Buyer, Mr. Johnny Christiansen, is a member of the board of directors of the Seller. Simultaneously with Buyer's signature of this Agreement, the Buyer shall cause Mr. Christiansen to resign from the Seller's board effective upon the Agreement Date, using the director's resignation letter attached hereto as Schedule-C. The duly signed Schedule-C and resignation are hereby made a part of this Agreement to the same extent as if incorporated into the body hereof.

3.5 RESIGNATION OF SELLER'S DIRECTORS TO VEN'S BOARD

As of the Agreement Date, Richard L. McAdoo and Robert V. Rudman are members of the board of directors of VEN. Simultaneously with Seller's signature of this Agreement, the Seller shall cause Mr. McAdoo and Mr. Rudman to resign from VEN's board effective upon the Agreement Date, using the director's resignation letters attached hereto as Schedule-D and Schedule-E. The said duly signed Schedules and resignations are hereby made a part of this Agreement to the same extent as if incorporated into the body hereof.

Article-4: COMPLETION

4.1 CLOSING AND CLOSING DATE

The closing of the purchase and sale contemplated hereby ("**Closing**") shall take place upon the date of the ASGM at the place of the ASGM and at a time immediately following the ASGM; and then only upon confirmation of the approval of the Seller's shareholders as provided for in Section-3.2. The date of such Closing shall be referred to as the "**Closing Date**".

4.2 SELLER'S CLOSING DELIVERIES

At Closing, the Seller shall deliver or cause to be delivered to the Buyer the following in a form and substance pre-agreed by the Parties and acceptable to the Buyer:

- a) delivery of a duly signed statement from the chairman of the ASGM that the shareholders of the Seller have approved the sale and transfer of the VEN Shares to the Buyer; and
- b) duly authorized and irrevocable transfer instruction for the sale and transfer of the VEN Shares to the Buyer from the Seller.

4.3 BUYER'S CLOSING DELIVERIES

At Closing, the Buyer shall deliver or cause to be delivered to the Seller the following in a form and substance that is pre-agreed by the Parties and acceptable to the Seller:

- a) delivery of a cashier's check drawn on a major Canadian bank or an irrevocable wire transfer instruction for payment of the Cash Component of the Purchase Price to the Seller;
- b) the original paper share certificate representing the CEC Shares Component of the Purchase Price duly authorized by guaranteed signatures for irrevocable transfer of the CEC Shares to the Seller from the Buyer; and
- c) delivery of a resolution of the Buyer's shareholders approving both the Buyer's purchase of the VEN Shares and the transfer of the CEC Shares to the Seller in partial consideration thereof.

Article-5: REPRESENTATIONS AND WARRANTIES

5.1 SELLER'S REPRESENTATIONS AND WARRANTIES

The Seller covenants with, and represents and warrants to the Buyer that, as of the date of this Agreement and as at Closing:

- a) the VEN Shares are conveyed to the Buyer, free and clear of all liens, encumbrances, security interests and other third party claims and interests of any nature whatsoever;
- b) the Seller is a corporation duly incorporated and validly subsisting under the laws of British Columbia, Canada, and has full capacity and authority to sell the VEN Shares, and to otherwise transact the affairs contemplated by this Agreement, in accordance with the provisions hereof and thereof;
- c) the Seller has taken all corporate actions and obtained all Requisite Approvals necessary to authorize the execution and delivery of this Agreement, and will at the Effective Date have taken all corporate actions necessary to complete the sale of VEN Shares to the Buyer in accordance with the provisions hereof;
- d) this Agreement has been validly executed and delivered, and it and all other documents executed and delivered by or on behalf of the Seller pursuant hereto shall constitute legal, valid and binding obligations of the Seller enforceable in accordance with their respective terms and conditions;
- e) completion of the sale of VEN Shares in accordance with the provisions of this Agreement will not constitute a default under, or be in contravention or in breach of any agreement or instrument to which the Seller is a party, or by which it is bound; and
- f) the Seller has had the opportunity to consult its own independent professional advisors with respect to the consequences of entering this Agreement.

5.2 BUYER'S REPRESENTATIONS AND WARRANTIES

The Buyer covenants with, and represents and warrants to the Seller that, as of the date of this Agreement and as at Closing:

- a) the CEC Shares Component of the Purchase Price are conveyed to the Seller, free and clear of all liens, encumbrances, security interests and other third party claims and interests of any nature whatsoever;
- b) the Buyer is a corporation duly incorporated and validly subsisting under the laws of Norway and has full capacity and authority to purchase VEN Shares, and to otherwise transact the affairs contemplated by this Agreement, in accordance with the provisions hereof and thereof;
- c) the Buyer has taken all corporate actions necessary to authorize the execution and delivery of this Agreement, and will at the Effective Date have taken all corporate actions necessary to complete the purchase of VEN Shares and pay and deliver the Purchase Price to the Seller in accordance with the provisions hereof;
- d) this Agreement has been validly executed and delivered, and it and all other documents executed and delivered by or on behalf of the Buyer pursuant hereto shall constitute legal, valid and binding obligations of the Buyer enforceable in accordance with their respective terms and conditions;

- e) completion of the purchase of VEN Shares in accordance with the provisions of this Agreement will not constitute a default under, or be in contravention or in breach of any agreement or instrument to which the Buyer is a party, or by which it is bound; and
- f) the Buyer has had the opportunity to consult its own independent professional advisors with respect to the consequences of entering this Agreement.

Article-6: GENERAL

6.1 CONFIDENTIAL INFORMATION AND PUBLIC ANNOUNCEMENTS

The Parties shall maintain confidential the content of this Agreement, except that any press release or filing required of a Party by securities regulatory authorities having jurisdiction with respect to the transaction contemplated in this Agreement shall be made by each of the Parties exerting its best efforts to cooperate and coordinate with the other Parties as to the form, nature and extent of such disclosure.

6.2 BROKERS' FEES

No Party shall be liable for the payment of any commissions or compensation in the nature of finders' fees to any broker or agent acting on behalf of the other Party.

6.3 COMMUNICATIONS

All notices and other communications given in connection with this Agreement shall be in writing, and the respective addresses of the Parties for the service of any such notices or other communications shall be as first above written. Communications given in connection with this Agreement shall be deemed to be sufficiently given if delivered by courier upon the date of signature of the courier's delivery ticket.

6.4 TRANSACTION EXPENSES

Each party shall pay its own costs and expenses of and incidental to the negotiation, preparation, execution and implementation by it of this Agreement and of all other documents referred to in it.

6.5 GOVERNING LAW

This Agreement shall be governed by and construed in accordance with the laws of Norway.

6.6 SEVERABILITY

If any provision of this Agreement shall be held to be invalid, illegal or unenforceable, the validity, legality or enforceability of the remaining provisions shall not in any way be affected or impaired thereby.

6.7 RIGHTS CUMULATIVE

Each Party's rights and remedies contained in this Agreement are cumulative and not exclusive of rights or remedies provided by Applicable Law.

6.8 MUTUAL DRAFTING

This Agreement is the joint product of the Seller and the Buyer and each provision hereof and thereof has been subject to the mutual consideration, negotiation and agreement of all of the Parties and shall not be construed for or against any Party.

6.9 TIME OF ESSENCE

Time shall be of the essence in this Agreement.

6.10 COUNTERPARTS AND GOOD DELIVERY

This Agreement may be executed in any number of counterparts, each of which when executed and delivered shall be an original. Good delivery of signed counterparts shall be made when delivered on paper, when transmitted electronically by fax, or when scanned and attached to an email. All the signed counterparts so delivered and taken

together shall constitute one and the same instrument and have the same force and effect as if all of the Parties had executed the same instrument.

6.11 FURTHER ASSURANCES

Each of the Parties shall from time to time and at all times on and after the Effective Date, without further consideration, do and perform all such further acts and things, and execute and deliver all such further agreements, assurances, notices, releases and other documents and instruments, as may reasonably be required to more fully assure the sale, purchase, transfer, and safe delivery of the VEN Shares to the Buyer and of the CEC Shares to the Seller in accordance with the provisions of this Agreement, and otherwise to assure the carrying out of the intent and purpose of this Agreement.

IN WITNESS WHEREOF the Parties have executed and delivered this Agreement as of the date first above written.

**On behalf of the Buyer,
By its duly authorized representatives:**

(signed)

Johnny Christiansen
Director

(signed)

Per Arne Lislien
Director

**On behalf of the Seller,
By its duly authorized representatives:**

(signed)

Richard L. McAdoo
Director & CEO

(signed)

Robert V. Rudman
Director & CFO

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8th Floor, 100 University Avenue
Toronto, Ontario M5J 2Y1
www.computershare.com

Security Class

Holder Account Number

Form of Proxy - Annual General and Special Meeting to be held on December 5, 2014

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
5. **The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.**
6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

Proxies submitted must be received by 10:00 AM (Pacific Time) on Wednesday, December 3, 2014.

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.
1-866-732-VOTE (8683) Toll Free



To Vote Using the Internet

- Go to the following web site:
www.investorvote.com
- **Smartphone?**
Scan the QR code to vote now.



If you vote by telephone or the Internet, DO NOT mail back this proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

CONTROL NUMBER

Appointment of Proxyholder

I/We, being holder(s) of Continental Energy Corporation hereby appoint: Robert V. Rudman, CFO, or failing him, Richard L. McAdoo, CEO,

OR
 Print the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Annual General and Special Meeting of shareholders of Continental Energy Corporation to be held at Computershare Investor Services Inc., 3rd Floor Boardroom, 510 Burrard Street, Vancouver, BC, Canada, on December 5, 2014 at 10:00 AM (Pacific Time) and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

For **Against**

1. Number of Directors

To set the number of Directors at Four (4).

2. Election of Directors

For **Withhold**

For **Withhold**

For **Withhold**

01. Richard I. McAdoo

02. Robert V. Rudman

03. Phillip B. Garrison

04. John Tate

For **Withhold**

3. Appointment of Auditors

Appointment of DALE MATHESON CARR-HILTON LABONTE LLP as Auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration.

For **Against**

4. Sale of Norwegian Subsidiary

To approve Management's recommendation in favour of the sale of the Norwegian subsidiary.

Authorized Signature(s) - This section must be completed for your instructions to be executed. Signature(s) Date

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. **If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.**

DD / MM / YY

Interim Financial Statements
 - Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by mail.

Annual Financial Statements -
 Mark this box if you would like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at www.computershare.com/maillinglist.

C P P Q

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