

ECHELON PETROLEUM CORP.
(Formerly Rara Terra Minerals Corp.)
Condensed Consolidated Interim Financial Statements
Three Months Ended June 30, 2014

Expressed in Canadian Dollars
(Unaudited-Prepared by Management)

NOTICE TO READER

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the consolidated financial statements have not been reviewed by an auditor.

The accompanying unaudited interim consolidated financial statements have been prepared by and are the responsibility of the management of Echelon Petroleum Corp.

The Company's independent auditor has not performed a review of these consolidated financial statements in accordance with the standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

Vancouver, Canada

August 29 2014

Echelon Petroleum Corp.
(formerly Rara Terra Minerals Corp.)
Condensed Consolidated Interim Statements of Financial Position
(Expressed in Canadian Dollars - unaudited)

	Notes	June 30, 2014	March 31, 2014
ASSETS			
Current assets			
Cash		\$ 5,049	\$ 28,909
Prepaid expenses		-	252
TOTAL ASSETS		\$ 5,049	\$ 29,161
LIABILITIES			
Current liabilities			
Accounts payables and accrued liabilities	6	\$ 78,497	\$287,921
TOTAL LIABILITIES		78,497	287,921
SHAREHOLDERS' EQUITY			
Share capital	8	3,451,518	2,451,518
Share- based payment reserve	8	343,158	343,158
Deficit		(3,868,124)	(4,053,436)
TOTAL EQUITY		(73,448)	(258,760)
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		\$ 5,049	\$ 29,161

Echelon Petroleum Corp.
(formerly Rara Terra Minerals Corp.)
Condensed Consolidated Interim Statements of Comprehensive Loss
(Expressed in Canadian Dollars - unaudited)

	Notes	Three month periods ended	
		June 30, 2014	June 30, 2013
Revenues			
Oil sales	5	\$ -	\$ 12,000
Expenses			
Consulting and management fees	7	46,312	82,000
General and administrative		491	5,962
Investor relations		-	3,875
Professional fees		-	10,720
Rent	7	10,150	10,500
Transfer agent and filing fees		5,994	10,857
Travel and promotion		-	15,218
		(62,947)	(139,132)
Net loss before other items		(62,947)	(127,132)
Other Items			
Impairment of exploration and evaluation assets	4	-	3,200
Settlements		\$ 248,259	-
Net and comprehensive income (loss) for the period		\$ 185,312	\$ (130,332)
Loss per share – basic and diluted		\$ (0.06)	\$ (0.01)

Echelon Petroleum Corp.
(formerly Rara Terra Minerals Corp.)
Condensed Consolidated Interim Statement of Changes in Shareholders' Equity
(Expressed in Canadian Dollars - unaudited)

	Notes	Share capital		Share-based payment reserve	Deficit	Total
		Number of shares	Amount			
Balance at April 1, 2014		2,947,362	\$ 3,451,518	\$ 343,158	\$ (4,053,436)	\$ (258,760)
Comprehensive income:						
Loss for the period		-	-	-	185,312	185,312
Balance at June 30, 2014		2,947,362	\$ 3,451,518	\$ 343,158	\$ (3,868,124)	\$ (73,448)
Balance at April 1, 2013		2,939,695	\$ 3,442,818	\$ 343,158	\$ (1,960,377)	\$ 1,825,599
Comprehensive income:						
Loss for the period		-	-	-	(130,332)	(130,332)
Transactions with shareholders, in their capacity as shareholders, and other transfers:						
Shares issued to acquire exploration and evaluation asset	4,8	1,000	1,200	-	-	1,200
Balance at June 30, 2013		2,940,695	\$ 3,444,018	\$ 343,158	\$ (2,090,709)	\$ 1,696,467

See accompanying notes to the consolidated financial statements

Echelon Petroleum Corp.
(formerly Rara Terra Minerals Corp.)
Condensed Consolidated Interim Statements of Cash Flows
(Expressed in Canadian Dollars – unaudited)

	Three month periods ended	
	June 30, 2014	June 30, 2013
Operating activities		
Net income (loss)	\$ 185,312	\$ (130,332)
Adjustments for non-cash items:		
Impairment of exploration and evaluation assets	-	3,200
Changes in non-cash working capital items:		
Receivables	-	(4,176)
Prepaid expenses	252	(2,885)
Accounts payables and accrued liabilities	(209,424)	(12,326)
Net cash flows from (used in) operating activities	(23,860)	(146,519)
Investing activities		
Mineral exploration and evaluation expenditures	-	(18,589)
Oil and gas exploration and evaluation expenditures	-	(63)
Net cash flows used in investing activities		(18,652)
Decrease in cash	(23,860)	(165,171)
Cash, beginning	28,909	271,331
Cash, ending	\$ 5,049	\$ 106,160
Non-cash transaction:		
Fair value of shares issued for acquisition of exploration and evaluation assets	\$ -	\$ 1,200

See accompanying notes to the consolidated financial statements

1. Nature and continuance of operations

Echelon Petroleum Corp. (the "Company") was incorporated in the name of Rara Terra Capital Corp. under the British Columbia Business Corporations Act on December 17, 2009. The Company was formed for the primary purpose of completing an Initial Public Offering ("IPO") on the TSX Venture Exchange ("Exchange") as a Capital Pool Company ("CPC") as defined in Policy 2.4 of the Exchange and in May 2011 completed its Qualifying Transaction and changed its name to Rara Terra Minerals Corp. In May 2013, the Company changed its name to Echelon Petroleum Corp. The Company is in the business of exploring resource properties.

The head office and principal address is located at 1030 West Georgia Street, Suite 1012, Vancouver, British Columbia, Canada, V6E 2Y3.

These condensed consolidated interim financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operations for the foreseeable future and will be able to realize its assets and discharge its liabilities in the ordinary course of operations. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future. As at March 31, 2014 the Company had not advanced its assets to commercial production and is not able to finance day to day activities through operations. The Company's continuation as a going concern is dependent upon the successful results from its exploration activities and its ability to attain profitable operations and generate funds there from and/or raise equity capital or borrowings sufficient to meet current and future obligations. These factors indicate the existence of a material uncertainty that may cast substantial doubt about the Company's ability to continue as a going concern. Management intends to finance operating costs over the next twelve months from existing working capital and or the private placement of common shares.

2. Significant accounting policies and basis of preparation

These unaudited condensed consolidated interim financial statements were authorized for issue on August 29, 2014 by the directors of the Company.

Statement of compliance with International Financial Reporting Standards

These Interim Financial Statements have been prepared in accordance with International Accounting Standard ("IAS 34"), Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB"). They do not include all of the information required for full annual financial statements, and should be read in conjunction with the Company's financial statements as at and for the year ended March 31, 2014. Accounting policies applied in the preparation of these unaudited interim financial statements are the same as those applied in the preparation of the Company's annual financial statements for the year ended March 31, 2014.

Basis of preparation

The condensed consolidated interim financial statements have been prepared on an accrual basis and are based on historical costs, modified where applicable. The interim consolidated financial statements are presented in Canadian dollars unless otherwise noted.

2. Significant accounting policies and basis of preparation (cont'd)

Consolidation

The condensed consolidated interim financial statements include the accounts of the Company and its controlled entities. Details of controlled entities are as follows:

	Country of incorporation	Percentage owned*	
		June 30, 2014	March 31, 2014
0960128 B.C. LTD.	Canada	100%	100%

*Percentage of voting power is in proportion to ownership.

During the three months ended June 30, 2014, the Company's subsidiary, 0960128 BC LTD, was inactive.

Significant estimates and assumptions

The preparation of the Company's interim consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include the recoverability of the carrying value of exploration and evaluation assets, fair value measurements for financial instruments, and the recoverability and measurement of deferred tax assets.

Significant judgments

The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgment applied in preparing the Company's financial statements is the assessment of the Company's ability to continue as a going concern.

Echelon Petroleum Corp.
(formerly Rara Terra Minerals Corp.)
Notes to the Condensed Consolidated Interim Financial Statements
(Expressed in Canadian Dollars, Unaudited)
For the three months ended June 30, 2014 and 2013

3. Mineral exploration and evaluation assets

	Xeno Property	Lonnie Property	Total for period ended June 30, 2014	Total for year ended March 31, 2014
Acquisition costs:				
Balance, beginning	\$ -	\$ -	\$ -	\$ 195,350
Cash	-	-	-	12,000
Shares	-	-	-	8,700
Write-off	-	-	-	(216,050)
Balance, Ending	-	-	-	-
Exploration and evaluation expenditures:				
Balance, beginning	-	-	-	265,847
Geophysical survey	-	-	-	15,600
Staking	-	-	-	989
Tax credit	-	-	-	(24,699)
Write-off	-	-	-	(257,737)
Balance, ending	-	-	-	-
Total	\$ -	\$ -	\$ -	\$ -

4. Oil and gas exploration and evaluation assets

	March 31, 2014	Additions	June 30, 2014
Acquisition costs:			
Balance, beginning	\$ 439,464	\$ -	\$ -
Additions:	-	-	-
Impairment	(439,464)	-	-
	\$ -	\$ -	\$ -

5. Accounts payables and accrued liabilities

	June 30, 2014	March 31, 2014
Accounts payables	\$ 71,497	\$ 91,133
Accrued liabilities	7,000	196,788
	\$ 78,497	\$ 287,921

6. Related party transactions

Related party balances:

The following amounts are due to related parties and included in accounts payable and accrued liabilities (Note 6):

	June 30, 2014	March 31, 2014
Directors of the Company	\$ -	\$ 138,600

These amounts are unsecured, non-interest bearing and have no fixed terms of repayment. related party transactions:

The Company incurred the following transactions with the directors of the Company and companies that are controlled by directors of the Company.

	Three month periods ended	
	June 30, 2014	June 30, 2013
Consulting fees	\$ 33,750	\$ 60,000
Rent	10,150	10,500
	\$ 33,900	\$ 70,500

Key management personnel compensation

	Three month periods ended	
	June 30, 2014	June 30, 2013
Consulting	\$ 33,750	\$ 60,000

7. Share capital

Authorized share capital

Unlimited number of common shares without par value.

Share consolidation

Effective June 2, 2014, the Company consolidated its shares on a 7.5:1 basis. All share and per share numbers disclosed reflect post-consolidation amounts.

Issued share capital

At June 30, 2014 there were 2,947,362 issued and fully paid common shares (June 30, 2013 – 2,940,695).

Share issuances for exploration and evaluation assets

During the three months ended June 30, 2014, the Company issued nil common shares (2013 - 1,000 common shares with a fair value of \$1,200 as finders' fees for the Lonnie Property (Note 4).

Escrow shares

At June 30, 2014, there were nil shares (March 31, 2014 – 45,000) in escrow.

7. Share capital (cont'd)

Stock options

The changes in options during the three month period ended June 30, 2014 are as follows:

	June 30, 2014	
	Number of options	Weighted average exercise price
Options outstanding, beginning of period	104,160	\$ 1.40
Options granted	-	-
Options cancelled	(104,160)	(1.40)
Options outstanding, end of period	-	\$ -