



Interim Report

**For the three and nine months ended
September 30, 2018 and 2017**

MANAGEMENT'S DISCUSSION AND ANALYSIS

This Management's Discussion and Analysis ("MD&A") of Return Energy Inc. ("Return" or the "Company") should be read in conjunction with the unaudited Condensed Consolidated Interim Financial Statements for the three and nine months ended September 30, 2018 (the "Financial Statements") and the audited annual consolidated financial statements, including the notes related thereto and MD&A for the year ended December 31, 2017. This MD&A has been prepared as of November 20, 2018.

Basis of Presentation

The Financial Statements and comparative information have been prepared in accordance with International Financial Reporting Standards. (IFRS).

Non-IFRS Measures

This MD&A includes references to financial measures commonly used in the oil and gas industry that do not have standardized meanings prescribed by IFRS including operating netback. Operating Netback has been defined by the Company as "petroleum and natural gas sales less royalties and operating costs".

Other Measurements

All figures in this MD&A have been reported in Canadian dollars unless otherwise stated.

Where amounts are expressed on a barrel of oil equivalent ("boe") basis, one thousand cubic feet (mcf) has been converted at a ratio of six thousand cubic feet to one barrel of oil. Boe's may be misleading, particularly if used in isolation. A boe conversion ratio of six thousand cubic feet to one barrel of oil is based on an energy equivalent conversion method primarily applicable at the burner tip and does not represent a value equivalency at the wellhead.

THE COMPANY

Return is engaged in the exploration for and development and production of petroleum and natural gas properties in the Western Canadian Sedimentary Basin. The Company is focused on its Rycroft core property in the Peace River Arch area in northwest Alberta. Return's shares are publicly traded on the TSX Venture Exchange under the symbol "RTN". The Company was incorporated under the Alberta Business Corporations Act on March 20, 2006 and is domiciled in Calgary, Canada.

Operations Update

The Company is focusing its efforts on the development of its Upper Charlie Lake light oil play at Rycroft, Alberta. During the third quarter, the Company acquired an additional four and one-half sections (2,880 acres) of Crown petroleum and natural gas rights on its Upper Charlie Lake play on which an additional twelve (12) horizontal well locations were identified, bringing the total inventory of potential horizontal well locations to thirty-four (34). This same zone is the target of a large-scale horizontal drilling campaign that has been advanced by a senior producer (and several junior producers) over the last four to five years. To date, over 175 Charlie Lake horizontal wells have been drilled by other operators immediately west and north of the Company's Rycroft acreage, with initial production rates (averaged over the first ninety days) as high as 860 barrels of oil per day (1,115 boe per day) as evidenced by a third-party horizontal well located at 15-36-78-7W6M.

Discussions with landowners are ongoing with respect to the location of a central light oil battery facility and the location of gathering lines to take produced solution gas from the Charlie Lake oil development to Return's 100% owned Rycroft gas plant. In addition to central battery planning, front-end engineering work has commenced with respect to the handling of produced water that is common to Charlie Lake oil production in the immediate area.

MANAGEMENT'S DISCUSSION AND ANALYSIS

As previously announced, combined production test rates from Return's two 100% owned Charlie Lake vertical wells drilled in the first quarter totaled 170 boe/d. Production from these wells will be brought on as part of the overall infrastructure development which includes the above mentioned pipelining and water handling.

In addition to the thirty-four (34) horizontal locations identified in the Upper Charlie Lake play, thirteen (13) potential vertical well locations have been identified for the underlying Braeburn member of the Charlie Lake formation.

The Company is currently evaluating options with respect to sourcing funds required to advance the above mentioned development drilling and associated infrastructure program.

In addition the Company continues execute on its strategy to divest itself of non-core properties. During the three months ended September 30, 2018 the Company sold non-core undeveloped land which included two suspended wellbores for cash proceeds of \$326,809.

RESULTS OF OPERATIONS

Petroleum and Natural Gas Production

	Three months ended September 30,		Nine months ended September 30,	
	2018	2017	2018	2017
Production volumes				
Crude oil (bbls)	3,637	3,779	9,658	10,686
Natural gas liquids (bbls)	1,516	1,227	4,928	4,054
Natural gas (mcf)	111,100	138,958	328,665	373,930
Oil equivalent (boe @ 6:1)	23,670	28,166	69,364	77,062
Average production per day				
Crude oil (bbls)	40	41	35	39
Natural gas liquids (bbls)	16	13	18	15
Natural gas (mcf/d)	1,208	1,510	1,204	1,370
BOE/d	257	306	254	282

For the three and nine months ended September 30, 2018, petroleum and natural gas production averaged 257 boe/d and 254 boe/d respectively. The decrease from comparative periods is primarily a result of shutting in certain natural gas wells due to low gas prices and natural production declines.

Oil and Natural Gas Revenue

	Three months ended September 30,		Nine months ended September 30,	
	2018	2017	2018	2017
REVENUE				
Crude oil	\$ 279,139	\$ 179,590	\$ 705,291	\$ 585,509
Natural gas liquids	110,317	64,457	337,203	198,689
Natural gas	132,192	187,304	447,991	821,601
Total petroleum and natural gas sales	\$ 521,648	\$ 431,351	\$ 1,490,485	\$ 1,605,799
Average Sales Price				
Crude oil (\$/bbls)	\$ 76.75	\$ 47.52	\$ 73.03	\$ 54.79
Natural gas liquids (\$/bbl)	72.77	52.53	68.43	49.01
Natural gas (\$/mcf)	1.19	1.35	1.36	2.20
Oil equivalent (\$/boe)	\$ 22.04	\$ 15.31	\$ 21.49	\$ 20.84

During the three months ended September 30, 2018 revenue increased 21% over the three months ended September 30, 2017. This increase is primarily the result of higher crude oil and natural gas liquid prices, partially offset by lower natural gas production.

MANAGEMENT'S DISCUSSION AND ANALYSIS

During the nine months ended September 30, 2018 revenue was 7% lower than the comparative period. The decrease is a result of lower natural gas prices as well as lower natural gas production partially offset by higher crude oil and natural gas liquid prices.

Royalties

	Three months ended September 30,		Nine months ended September 30,	
	2018	2017	2018	2017
Royalties				
Crude oil	\$ 10,744	\$ 3,285	\$ 25,257	\$ 14,639
Natural gas liquids	35,647	10,037	87,933	55,637
Natural gas	(35,572)	16,950	(202,900)	54,369
Total royalties	\$ 10,819	\$ 30,272	\$ (89,710)	\$ 124,645
Average Royalty Rate (% of sales)				
Crude oil	3.85%	1.83%	3.58%	2.50%
Natural gas liquids	32.31%	15.57%	26.08%	28.00%
Natural gas	(26.91%)	9.05%	(45.29%)	6.62%
Total	2.07%	7.02%	(6.02%)	7.76%

Royalties are lower for the three months ended September 30, 2018 than the comparative quarter due to gas cost allowance credit received, partially offset by higher crude oil and natural gas liquids royalties. During the nine months ended September 30, 2018 royalties are lower than comparative period due to a gas cost allowance credit received in the second quarter, as a result of a lower estimate of 2017 costs.

Operating Costs

	Three months ended September 30,		Nine months ended September 30,	
	2018	2017	2018	2017
Operating costs	\$ 525,050	\$ 847,531	\$ 1,533,635	\$ 1,813,909
\$ per boe	\$ 22.18	\$ 30.09	\$ 22.11	\$ 23.54
As a percentage of revenue	101%	196%	103%	113%

Operating costs decreased during the three months ended September 30, 2018 over the comparative quarter by 38%. During the nine months ended September 30, 2018 operating costs decreased 15% over the comparative period. The decreases for the 2018 periods are primarily related to well workovers that were conducted in the third quarter of 2017.

Operating Netback

	Three months ended September 30,		Nine months ended September 30,	
	2018	2017	2018	2017
Netback (\$/boe)				
Revenue	\$ 22.04	\$ 15.31	\$ 21.49	\$ 20.84
Royalties	(0.46)	(1.07)	1.29	(1.62)
Operating	(22.18)	(30.09)	(22.11)	(23.54)
Operating Netback	\$ (0.60)	\$ (15.85)	\$ 0.67	\$ (4.32)

During the three and nine months ended September 30, 2018, the Company's operating netback has improved over comparative periods primarily due to the higher price received for oil and natural gas liquids as well as lower operating costs on a per BOE basis.

MANAGEMENT'S DISCUSSION AND ANALYSIS

Processing and other revenue

	Three months ended September 30,		Nine months ended September 30,	
	2018	2017	2018	2017
Processing and other	\$ 48,244	\$ 27,974	\$ 108,482	\$ 133,473

Processing and other revenue is primarily made up of gas processing and transportation fees and land use fees. The increase for the three months ended September 30, 2018 over three months ended September 30, 2017 is primarily due to increased gas processing and transportation fees from third party gas.

The decrease during the nine months ended September 30, 2018 over the comparative period is primarily a result of lower gas processing and transportation fees as certain third party wells were shut in for a period of time during the nine months ended September 30, 2018.

General and administrative

	Three months ended September 30,		Nine months ended September 30,	
	2018	2017	2018	2017
General and administrative	\$ 251,981	\$ 222,818	\$ 1,032,500	\$ 714,678

General and administrative costs for the three and nine months ended September 30, 2018 increased 13% and 44% respectively over the comparative periods. The increase is primarily due to higher professional fees, wages and office rent.

Depletion and depreciation

	Three months ended September 30,		Nine months ended September 30,	
	2018	2017	2018	2017
Depletion and depreciation	\$ 250,210	\$ 223,218	\$ 772,462	\$ 663,857
\$ per boe	\$ 10.57	\$ 7.93	\$ 11.14	\$ 8.61

Depletion and depreciation was higher for the three months and nine months ended September 30, 2018 compared to the comparative periods due to a higher depletable base than in the comparative periods.

Share-based compensation

Share-based compensation costs for the three and nine months ended September 30, 2018 amounted to \$80,967 and \$248,775, respectively (three months ended September 30, 2017 – \$42,017, nine months ended September 30, 2017 - \$128,917). The increase in share-based compensation costs is attributable to a stock option grant in January 2018.

Share-based compensation costs attributable to share options granted were measured at their fair value at the grant date and amortized over the vesting period with a corresponding increase to contributed surplus. The fair value of stock options granted was calculated using the Black-Scholes option pricing method.

Gain on sale of exploration and evaluation assets

During the three months ended September 30, 2018, the Company sold undeveloped land which included two suspended wellbores (with an estimated decommissioning liability of \$27,207) for cash proceeds of \$326,809. The undeveloped land had a net book value of \$nil. The Company recorded a \$354,016 gain on sale of the undeveloped land.

MANAGEMENT'S DISCUSSION AND ANALYSIS

Capital Expenditures

	Three months ended September 30,		Nine months ended September 30,	
	2018	2017	2018	2017
Capital expenditures				
Exploration and evaluation	\$ 156,705	\$ 34,484	\$ 218,727	\$ 133,939
Property plant and equipment	49,759	71,726	2,776,857	174,756
Total expenditures	\$ 206,464	\$ 106,210	\$ 2,995,584	\$ 308,695

Exploration and evaluation expenditures were incurred to acquire additional undeveloped acreage in the Rycroft area.

During the nine months ended September 30, 2018, the Company spent \$2.8 million on property, plant and equipment. The Company expenditures included drilling and completing its two 100% owned development wells and performing a plant turnaround in Rycroft.

Share capital

During the nine months ended September 30, 2018, the Company granted 5,000,000 stock options with an exercise price of \$0.10 per share to certain officers, directors, employees and consultants.

Subsequent to September 30, 2018, 23,686,549 warrants expired unexercised.

A total of 110,551,648 common shares, 66,666,666 warrants, and 7,100,000 stock options of the Company are outstanding as of the date hereof.

In addition to the above, the Company has two million non-interest bearing, non-voting Series I Convertible Preferred Shares (the "Preferred Shares") outstanding. The holder may, at any time and at its option, convert all or part of the Preferred Shares into units ("Units") of Return. Each Unit is comprised of one (1) common share of Return and one-half (1/2) of a common share purchase warrant. The number of Units issuable upon the conversion of the Preferred Shares is equal to the number of Preferred Shares to be converted multiplied by \$1.00 and divided by the average of the trading price of the common shares on the TSX Venture Exchange (the "TSXV") during the immediately prior twenty (20) consecutive day period prior to conversion (the "Market Price"). Each whole common share purchase warrant entitles the holder to purchase one (1) common share until October 21, 2021 upon payment of the Common Share purchase warrant exercise price which is equal to the Market Price. The Company may at its sole discretion redeem the Preferred Shares at any time upon cash payment of one dollar per Preferred Share. No conversions of Preferred Shares may occur within 30 days of a prior conversion, and no conversion of Preferred Shares may occur when, after such conversion the Vendor would own (including shares owned prior to the conversion) 10% or more of the outstanding Common Shares after conversion.

LIQUIDITY AND CAPITAL RESOURCES

As at September 30, 2018, the Company had working capital of \$1.1 million. The Company anticipates spending an additional \$0.3 million on decommissioning liabilities during the year. Other than mentioned above the Company does not have any other planned expenditures at this time.

The Company's operating cash requirements including amounts projected to complete the Company's existing capital commitments are continuously monitored and adjusted as variables change. These variables include but are not limited to, oil and natural gas production, commodity prices, and expenditures on capital projects. Management has planned 2018 and 2019 operations and capital spending based on their best estimates of projected business activity and estimated future cash flows.

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following table summarizes quarterly financial information for the previous quarters:

	Quarter ended							
	Sept 30 2018	June 30 2018	Mar 31 2018	Dec 31 2017	Sep 30 2017	June 30 2017	Mar 31 2017	Dec 31 2016
Average Daily Production								
Oil and NGLs (bbls/d)	56	49	54	57	55	49	58	37
Natural gas (mcf/d)	1,208	1,198	1,206	1,432	1,527	1,383	1,213	1,033
Combined (boe/d)	257	249	256	296	310	280	260	209
Total revenue, net of royalties	\$ 559,073	\$ 617,550	\$ 512,054	\$ 451,784	\$ 429,053	\$ 606,012	\$ 579,562	\$ 524,863
Net income (loss) from continuing operations	\$ (237,375)	\$ (623,582)	\$ (798,398)	\$ (995,041)	\$ (942,399)	\$ 87,864	\$ (399,394)	\$ (424,037)
Gain (loss) from discontinued operations	-	-	-	-	-	-	-	293,058
Net income (loss)	\$ (237,375)	\$ (623,582)	\$ (798,398)	\$ (995,041)	\$ (942,399)	\$ 87,864	\$ (399,394)	\$ (130,979)
Per share - basic and diluted								
Net income (loss) from continuing operations	\$ -	\$ (0.01)	\$ (0.01)	\$ (0.02)	\$ (0.02)	\$ -	\$ (0.01)	\$ (0.02)
Gain (loss) from discontinued operations	-	-	-	-	-	-	-	0.01
Net income (loss)	\$ -	\$ (0.01)	\$ (0.01)	\$ (0.02)	\$ (0.02)	\$ -	\$ (0.01)	\$ (0.01)

On October 21, 2016 the Company acquired producing oil and gas assets primarily in the Peace River Arch area of northwest Alberta. Production and revenue increased during the first quarter 2017 primarily due to having a full quarter of production compared to the fourth quarter 2016 which only included production from October 21, 2016 from the Peace River Arch assets. The increase in the loss from continuing operations in the fourth quarter 2016 and first quarter 2017 is primarily a result of increased general and administrative and depletion and depreciation due to the previous mentioned acquisition. The Company recorded net income of \$87,864 primarily from a \$400,000 gain from the purchase of oil and natural gas assets and facilities in Rycroft. During the quarters ended September 30, 2017 through to September 30, 2018 the Company generated a loss from continuing operations primarily due to a combination of a drop in natural gas prices as well as an increase in operating costs. The gain from discontinued operations in the fourth quarter 2016 is a result of a reversal of previously accrued liabilities.

CRITICAL ACCOUNTING ESTIMATES

There have been no changes to the Company's critical accounting policies and estimates as of the period ended in the financial statements.

BUSINESS RISKS AND UNCERTAINTIES

The Company, like all oil and gas corporations, operates in environments subject to inherent risks. Many such uncertainties are beyond the ability of the Company to control – particularly those associated with exploring for, and developing, economic quantities of hydrocarbons; volatile commodity prices; foreign exchange rates; issues related to global supply and demand; governmental regulations; and environmental matters.

MANAGEMENT'S DISCUSSION AND ANALYSIS

Forward looking statements

Certain statements contained in this MD&A may constitute forward-looking statements. These statements relate to future events or the Company's future performance. All statements, other than statements of historical fact, may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "propose", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes that the expectations reflected in those forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this MD&A should not be unduly relied upon by investors as actual results may vary. These statements speak only as of the date of this MD&A and are expressly qualified, in their entirety, by this cautionary statement.

With respect to forward-looking statements listed above and contained in the MD&A, the Company has made assumptions regarding, among other things: the legislative and regulatory environment; commodity prices; estimated recoverable reserves; and costs related to development of oil and gas properties will remain consistent with historical experience.

The Company's actual results could differ materially from those anticipated in these forward looking-statements as a result of the risk factors set forth below and elsewhere in this MD&A; changes in oil and natural gas prices; geological, technical, drilling and processing problems; liabilities and risks, including environmental liabilities and risks, inherent in oil and natural gas operations; reservoir performance; labour, equipment and material costs; access to capital markets; interest; and economic conditions.

Additional information related to the Company can be found on SEDAR at www.sedar.com.



**Condensed Consolidated Interim
Financial Statements
(Unaudited)**

**For the three and nine months ended
September 30, 2018 and 2017**

Notice of No Auditor Review of Interim Financial Statements

In accordance with National Instrument 51-102 released by the Canadian Securities Administrators, the Company discloses that its auditors have not reviewed these unaudited condensed consolidated interim financial statements as at and for the three and nine months ended September 30, 2018.

RETURN ENERGY INC.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION
(UNAUDITED, Expressed in Canadian dollars)

	As at	
	September 30, 2018	December 31, 2017
<u>ASSETS</u>		
CURRENT		
Cash	\$ 1,186,160	\$ 5,785,294
Accounts receivable	586,977	333,537
Prepaid expenses and deposits	81,970	71,867
	<u>1,855,107</u>	<u>6,190,698</u>
EXPLORATION AND EVALUATION (note 3)	352,666	133,939
PROPERTY, PLANT AND EQUIPMENT (note 4)	10,982,851	8,882,470
TOTAL ASSETS	<u>\$ 13,190,624</u>	<u>\$ 15,207,107</u>
<u>LIABILITIES AND SHAREHOLDERS' EQUITY</u>		
CURRENT		
Accounts payable and accrued liabilities	\$ 412,624	\$ 568,540
Decommissioning liabilities (note 5)	300,000	552,000
	<u>712,624</u>	<u>1,120,540</u>
DECOMMISSIONING LIABILITIES (note 5)	6,018,283	6,216,270
CONVERTIBLE PREFERRED SHARES (note 6)	2,000,000	2,000,000
	<u>8,018,283</u>	<u>8,216,270</u>
TOTAL LIABILITIES	<u>8,730,907</u>	<u>9,336,810</u>
SHAREHOLDERS' EQUITY		
SHARE CAPITAL (note 7b)	30,968,189	30,968,189
WARRANTS (note 7c)	3,158,417	3,158,417
CONTRIBUTED SURPLUS	5,329,584	5,080,809
ACCUMULATED OTHER COMPREHENSIVE INCOME (note 8)	-	349,715
DEFICIT	(34,996,473)	(33,686,833)
TOTAL SHAREHOLDERS' EQUITY	<u>4,459,717</u>	<u>5,870,297</u>
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	<u>\$ 13,190,624</u>	<u>\$ 15,207,107</u>

Commitments (note 12)

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

RETURN ENERGY INC.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30
(UNAUDITED, Expressed in Canadian dollars)

	Three months ended September 30		Nine months ended September 30	
	2018	2017	2018	2017
REVENUE				
Oil and gas sales, net of royalties (note 9)	\$ 510,829	\$ 401,079	\$ 1,580,195	\$ 1,481,154
Processing and other	48,244	27,974	108,482	133,473
	<u>559,073</u>	<u>429,053</u>	<u>1,688,677</u>	<u>1,614,627</u>
EXPENSES				
Operating costs	525,050	847,531	1,533,635	1,813,909
General and administrative	251,981	222,818	1,032,500	714,678
Depletion and depreciation (note 4)	250,210	223,218	772,462	663,857
Share-based compensation	80,967	42,017	248,775	128,917
Accretion of decommissioning liabilities (note 5)	42,256	35,868	114,676	96,733
Gain on sale of exploration and evaluation assets (note 3)	(354,016)	-	(354,016)	(50,000)
Gain on sale of property, plant and equipment	-	-	-	(94,290)
Gain on acquisition	-	-	-	(400,000)
Foreign exchange gain	-	-	-	(5,068)
	<u>796,448</u>	<u>1,371,452</u>	<u>3,348,032</u>	<u>2,868,736</u>
LOSS	(237,375)	(942,399)	(1,659,355)	(1,254,109)
Other comprehensive loss				
Foreign currency translation adjustment	-	-	-	(630)
COMPREHENSIVE LOSS	<u>\$ (237,375)</u>	<u>\$ (942,399)</u>	<u>\$ (1,659,355)</u>	<u>\$ (1,254,739)</u>
LOSS PER SHARE (note 7e)				
Basic and diluted				
Loss per share	<u>\$ -</u>	<u>\$ (0.02)</u>	<u>\$ (0.02)</u>	<u>\$ (0.03)</u>

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

RETURN ENERGY INC.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOW
FOR THE NINE MONTHS ENDED SEPTEMBER 30
(UNAUDITED, Expressed in Canadian dollars)

	2018	2017
OPERATING ACTIVITIES		
Loss	\$ (1,659,355)	\$ (1,254,109)
Add (subtract) items not requiring cash		
Depletion and depreciation (note 4)	772,462	663,857
Gain on acquisition	-	(400,000)
Gain on sale of exploration and evaluations assets (note 3)	(354,016)	(50,000)
Gain on sale of property, plant and equipment	-	(94,290)
Accretion of decommissioning liabilities (note 5)	114,676	96,733
Share-based compensation	248,775	128,917
Unrealized foreign exchange gain	-	(630)
Settlement of decommissioning liabilities (note 5)	(633,442)	(20,199)
Change in non-cash working capital items (note 10)	(419,459)	467,666
Cash flow used in operations	<u>(1,930,359)</u>	<u>(462,055)</u>
INVESTING ACTIVITIES		
Exploration and evaluation expenditures (note 3)	(218,727)	(133,939)
Property, plant and equipment expenditures (note 4)	(2,776,857)	(174,756)
Property acquisitions	-	(834,236)
Property disposition	-	118,973
Exploration and evaluations asset disposition (note 3)	326,809	50,000
Change in non-cash working capital items (note 10)	-	80,562
Cash flow used in investing activities	<u>(2,668,775)</u>	<u>(893,396)</u>
FINANCING ACTIVITIES		
Proceeds from equity financing, net	-	1,918,858
Cash flow from financing activities	<u>-</u>	<u>1,918,858</u>
(DECREASE) INCREASE IN CASH	(4,599,134)	563,407
CASH, BEGINNING OF PERIOD	5,785,294	602,848
CASH, END OF PERIOD	<u>\$ 1,186,160</u>	<u>\$ 1,166,255</u>

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

RETURN ENERGY INC.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN EQUITY
(Expressed in Canadian dollars, except for number of shares)

	Number of shares	Share Capital	Warrants	Contributed Surplus	Accumulated Other Comprehensive Income	Deficit	Total
Balance December 31, 2017	110,551,648	30,968,189	3,158,417	5,080,809	349,715	(33,686,833)	5,870,297
Share-based compensation	-	-	-	248,775	-	-	248,775
Reclassification of foreign currency translation adjustment (note 8)	-	-	-	-	(349,715)	349,715	-
Comprehensive loss for the period	-	-	-	-	-	(1,659,355)	(1,659,355)
Balance September 30, 2018	<u>110,551,648</u>	<u>\$ 30,968,189</u>	<u>\$ 3,158,417</u>	<u>\$ 5,329,584</u>	<u>\$ -</u>	<u>\$ (34,996,473)</u>	<u>\$ 4,459,717</u>

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

RETURN ENERGY INC.

Notes to September 30, 2018 Condensed Consolidated Interim Financial Statements
(Unaudited, All amounts in Canadian dollars unless otherwise stated)

1. GENERAL INFORMATION

Return Energy Inc. and its subsidiary (“Return”, the “Company” or the “Group”) are engaged in the exploration for and development and production of petroleum and natural gas properties in Alberta. Return’s shares are publicly traded on the TSX Venture Exchange under the symbol “RTN”. The Company was incorporated under the Alberta Business Corporations Act on March 20, 2006 and is domiciled in Calgary, Canada. The Company’s head office is located at Suite 1220, 407 – 2nd Street S.W., Calgary, Alberta T2P 2Y3. The registered office of the Company is located at 1000, 250 - 2nd Street S.W., Calgary, Alberta T2P 0C1. On March 21, 2018 the Company dissolved DualEx International Inc. into Return Energy Inc. As a result, Return Energy Inc. has one remaining 100% owned subsidiary, Winslow Resources Inc.

2. BASIS OF PREPARATION

a) Statement of compliance

These Unaudited Condensed Consolidated Interim Financial Statements for the three and nine months ended September 30, 2018 (the “Financial Statements”) have been prepared in accordance with International Accounting Standard (“IAS”) 34 *Interim Financial Reporting* following accounting policies in accordance with International Financial Reporting Standards (“IFRS”). The Financial Statements do not include all of the information required for annual financial statements and should be read in conjunction with the Audited Consolidated Financial Statements for the year ended December 31, 2017 which have been prepared in accordance with IFRS.

b) Historical cost

The Financial Statements have been prepared using the historical cost basis.

c) Functional and presentation currency

The Financial Statements are presented in Canadian dollars, which is the functional currency of Return Energy Inc. and Winslow Resources Inc. The functional currency of DualEx International Inc. was US dollars.

d) Adopted accounting pronouncements

IFRS 15

As of January 1, 2018, the Company adopted IFRS 15 “Revenue from contracts with customers”. IFRS 15 replaces the sections IAS 11 “Construction contracts”, IAS 18 “Revenue” and related interpretations. IFRS 15 provides a single, principle-based five-step model to be applied to all contracts with customers. The standard requires an entity to recognize revenue to reflect the transfer of goods and services for the amount it expects to receive when control is transferred to the purchaser. This standard also requires expanded disclosure requirements. The standard is required to be adopted either retrospectively or using a modified retrospective approach. The Company used the modified retrospective approach to adopt the standard. Under this transitional provision, the cumulative effect of initially applying IFRS 15 is recognized on the date of initial application as an adjustment to retained earnings. No adjustment to retained earnings was required upon adoption of IFRS 15. The Company has reviewed its various revenue streams and underlying contracts with customers and, as result of this review, the adoption of IFRS 15 did not have an impact on the Company’s statements of net loss and comprehensive loss and financial position. However, the Company has expanded the disclosures in the notes to its Financial Statements as prescribed by IFRS 15, including disclosing the Company’s disaggregated revenue streams by product type in Note 9.

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2. BASIS OF PREPARATION (continued)

Revenue Recognition

Revenue associated with the sale of crude oil, natural gas and natural gas liquids is measured based on the consideration specified in contracts with customers. Revenue from contracts with customers is recognized when or as the Company satisfies a performance obligation by transferring a promised good or service to a customer. A good or service is transferred when the customer obtains control of that good or service. The transfer of control of oil, natural gas, natural gas liquids coincides with title passing to the customer and the customer taking physical possession. The Company principally satisfies its performance obligations at a point in time and the amounts of revenue recognized relating to performance. Collection of revenue associated with the sale of crude oil, natural gas and natural gas liquids occurs on or about the 25th of the month following production. Items such as royalties for crown, freehold and gross overriding (GORR) are netted against revenue. These items are netted to reflect the deduction for other parties' proportionate share of the revenue.

Financial Instruments (IFRS 9)

IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, and replaces multiple rules in IAS 39. The Company's cash, previously classified as held for trading, is now classified at fair value through profit and loss. Accounts receivable and accounts payable and accrued liabilities are now classified at amortized cost, previously classified as loans & receivables and other financial liabilities, respectively. The changes in classification did not impact the measurement of the Company's financial instruments. The standard also provides a simplified approach to measuring expected credit losses using a lifetime expected loss allowance for all trade receivables. The credit loss model groups receivables based on similar credit risk characteristics and days past due in order to estimate bad debts. The adoption of IFRS 9 did not result in a material impact to the Company's condensed consolidated interim financial statements.

e) Future accounting pronouncements

In January 2016, the IASB issued IFRS 16 Leases, which replaces IAS 17 Leases. IFRS 16 requires the recognition of lease assets and liabilities on the balance sheet for most leases, where the entity is acting as a lessee. For lessees applying IFRS 16, the dual classification model of leases as either operating leases or finance leases no longer exists, effectively treating all leases as finance leases. Certain short-term leases (less than 12 months) and leases of low-value assets are exempt from the balance sheet recognition requirements and may continue to be treated as operating leases.

The standard will come into effect for annual periods beginning on or after January 1, 2019. IFRS 16 is required to be adopted either retrospectively or using a modified retrospective approach. The modified retrospective approach does not require restatement of prior period financial information as it recognizes the cumulative effect as an adjustment to opening retained earnings and applies the standard prospectively. The Company anticipates that the adoption of IFRS 16 will not have a material impact on the financial statements.

f) Significant accounting policies

The accounting policies adopted in the Financial Statements are consistent with those described in Note 3 of the Audited Consolidated Financial Statements for the year ended December 31, 2017, except for revenue recognition and financial instruments, which are described in note 2d above.

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Notes to September 30, 2018 Condensed Consolidated Interim Financial Statements (Unaudited, All amounts in Canadian dollars unless otherwise stated)

3. EXPLORATION AND EVALUATION ASSETS

Balance, December 31, 2017	\$	133,939
Acquisition of undeveloped land		218,727
Balance, September 30, 2018	\$	<u>352,666</u>

During the three months ended September 30, 2018, the Company sold undeveloped land which included two suspended wellbores (with an estimated decommissioning liability of \$27,207) for cash proceeds of \$326,809. The undeveloped land had a net book value of \$nil. The Company recorded a \$354,016 gain on sale of the undeveloped land.

4. PROPERTY, PLANT AND EQUIPMENT ("PP&E")

	Oil and gas properties	Natural gas processing plant and equipment	Office equipment and other	Total PP&E
Cost				
Balance December 31, 2017	\$ 9,205,775	\$ 886,086	\$ 20,615	\$ 10,112,476
Additions	2,457,789	319,068	-	2,776,857
Decommissioning liabilities (note 5)	95,986	-	-	95,986
Balance September 30, 2018	<u>\$ 11,759,550</u>	<u>\$ 1,205,154</u>	<u>\$ 20,615</u>	<u>\$ 12,985,319</u>
Accumulated depletion, depreciation and impairment				
Balance December 31, 2017	\$ (1,169,380)	\$ (58,908)	\$ (1,718)	\$ (1,230,006)
Depletion and depreciation	(702,147)	(64,015)	(6,300)	(772,462)
Balance September 30, 2018	<u>\$ (1,871,527)</u>	<u>\$ (122,923)</u>	<u>\$ (8,018)</u>	<u>\$ (2,002,468)</u>
Net Book Value				
Balance December 31, 2017	<u>\$ 8,036,395</u>	<u>\$ 827,178</u>	<u>\$ 18,897</u>	<u>\$ 8,882,470</u>
Balance September 30, 2018	<u>\$ 9,888,023</u>	<u>\$ 1,082,231</u>	<u>\$ 12,597</u>	<u>\$ 10,982,851</u>

For the six months ended June 30, 2018, future development costs of \$4.7 million (June 30, 2017 - \$4.7 million) were included in the depletion calculation.

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5. DECOMMISSIONING LIABILITIES

Decommissioning liabilities, December 31, 2017	\$	6,768,270
Liabilities incurred (note 4)		139,208
Liabilities divested		(27,207)
Change in estimated future cash outflows (note 4)		(43,222)
Settlement		(633,442)
Accretion		114,676
Decommissioning liabilities, September 30, 2018	\$	<u>6,318,283</u>
Expected to be incurred within one year	\$	300,000
Expected to be incurred beyond one year		6,018,283
	\$	<u>6,318,283</u>

The Company's decommissioning liabilities result from its ownership interest in oil and natural gas assets. The decommissioning liabilities are estimated based on the Company's net ownership interest in all wells and facilities, estimated costs to reclaim and abandon these wells and facilities, and the estimated timing of the costs to be incurred in future years. The undiscounted amount of the estimated future cash flows required to settle the obligations as at September 30, 2018 is \$8,429,000. Payments to settle the decommissioning liabilities occur over the operating lives of the underlying assets, estimated to be from 1 – 40 years. The estimated future cash flows have been discounted at a risk free rates between 2.3% and 2.4% and reflect an inflation rate of 2%.

6. CONVERTIBLE PREFERRED SHARES

The Company has two million non-interest bearing, non-voting Series I Convertible Preferred Shares (the "Preferred Shares") outstanding. The holder may, at any time and at its option, convert all or part of the Preferred Shares into units ("Units") of Return. Each Unit is comprised of one (1) common share of Return and one-half (1/2) of a common share purchase warrant. The number of Units issuable upon the conversion of the Preferred Shares is equal to the number of Preferred Shares to be converted multiplied by \$1.00 and divided by the average of the trading price of the common shares on the TSX Venture Exchange (the "TSXV") during the immediately prior twenty (20) consecutive day period prior to conversion (the "Market Price"). Each whole common share purchase warrant entitles the holder to purchase one (1) common share until October 21, 2021 upon payment of the common share purchase warrant exercise price which is equal to the Market Price. The Company may at its sole discretion redeem the Preferred Shares at any time upon cash payment of one dollar per Preferred Share. No conversion of Preferred Shares may occur within 30 days of a prior conversion, and no conversion of Preferred Shares may occur when, after such conversion the Vendor would own (including shares owned prior to the conversion) 10% or more of the outstanding common shares after conversion.

The conversion feature does not meet the definition of an embedded derivative and as such the entire investment is deemed to be a financial liability. Therefore, the Preferred Shares are recorded as a debt instrument, due to the Company's obligation to deliver a variable number of its own common shares to the holder upon conversion.

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Notes to September 30, 2018 Condensed Consolidated Interim Financial Statements
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7. SHARE CAPITAL

(a) Authorized

The Company is authorized to issue an unlimited number of common shares with no par value and an unlimited number of first preferred shares with no par value. The first preferred shares may be issued in series, with the directors determining the terms of the preferred shares on a series by series basis.

(b) Issued and outstanding

	Number of Shares	Amount
Common Shares		
Balance December 31, 2017 and September 30, 2018	<u>110,551,648</u>	<u>\$ 30,968,189</u>

(c) Warrants

	Number of Warrants	Value	Weighted Average Exercise Price
Warrants outstanding December 31, 2017 and September 30, 2018	<u>90,353,125</u>	<u>\$ 3,158,417</u>	<u>\$ 0.11</u>

Subsequent to September 30, 2018, 23,686,549 warrants expired unexercised.

(d) Share-based compensation

The Company has a stock option plan under which options to purchase common shares may be granted to officers, directors, employees and consultants. The Board of Directors has approved a policy of reserving up to 10% of the outstanding common shares for issuance to eligible participants. Under the plan, all options have a maximum term of five years. All options awarded to December 31, 2017 vest 1/3 per year on the anniversary date of the grant for the next three years. Options awarded in 2018 vest 1/2 per year on the anniversary date of the grant for the next two years.

	Number of Options	Weighted Average Exercise Price
Outstanding December 31, 2017	2,100,000	\$ 0.29
Granted	5,000,000	0.10
Outstanding September 30, 2018	<u>7,100,000</u>	<u>0.16</u>

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7. SHARE CAPITAL (continued)

The following summarizes outstanding stock options as at September 30, 2018.

<u>Date of Grant</u>	<u>Number Outstanding</u>	<u>Weighted Average Exercise Price</u>	<u>Weighted Average Remaining Contractual Life in Years</u>	<u>Options Exercisable</u>
02-Sep-14	105,000	\$ 2.30	0.92	105,000
05-Jan-17	1,995,000	\$ 0.185	3.25	665,000
10-Jan-18	5,000,000	\$ 0.100	4.25	-
	<u>7,100,000</u>	<u>\$ 0.16</u>	<u>3.92</u>	<u>770,000</u>

The Company determined the value of the options granted using a Black Scholes option pricing model with the following assumptions:

	<u>2018</u>	<u>2017</u>
Risk free rate	1.9%	1.1%
Expected life	5 years	5 years
Expected volatility	100%	100%
Expected dividend	0%	0%
Forfeiture rate	10%	10%
Fair value of option	\$0.07	\$0.14

(e) Net Income (Loss) per share

The weighted average number of shares outstanding for the three and nine months ended September 30, 2018 is 110,551,648 (three months ended September 30, 2017 – 42,424,293, Nine months ended September 30, 2017 – 37,895,012). No options or warrants were included in the computation of diluted loss per share as they have an anti-dilutive effect on loss per share.

8. ACCUMULATED OTHER COMPREHENSIVE INCOME

The balance of the accumulated other comprehensive income is attributable to net translation gains relating to the Company's foreign operations. During the nine months ended September 30, 2018, the last of the Company's foreign operating subsidiaries (DualEx International Inc.) was dissolved. As a result of the dissolution the balance of the accumulated other comprehensive income has been reclassified to deficit.

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9. OIL AND GAS SALES, NET OF ROYALTIES

	Three months ended September 30		Nine months ended September 30	
	2018	2017	2018	2017
Oil and gas sales				
Crude oil	\$ 279,139	\$ 179,590	\$ 705,291	\$ 585,509
Natural gas	132,192	187,304	447,991	821,601
Natural gas liquids	110,317	64,457	337,203	198,689
	<u>521,648</u>	<u>431,351</u>	<u>1,490,485</u>	<u>1,605,799</u>
Less royalties				
Crown	9,545	26,953	(93,642)	111,075
Freehold and gross overriding royalties	1,274	3,319	3,932	13,570
	<u>10,819</u>	<u>30,272</u>	<u>(89,710)</u>	<u>124,645</u>
Oil and gas sales, net of royalties	<u>\$ 510,829</u>	<u>\$ 401,079</u>	<u>\$ 1,580,195</u>	<u>\$ 1,481,154</u>

A crown royalty gas cost allowance credit was received during the three months ended June 30, 2018.

10. SUPPLEMENTAL CASH FLOW INFORMATION

	As at September 30	
	2018	2017
Change in non-cash working capital related to operating activities		
Accounts receivable	\$ (253,440)	\$ 350,232
Prepaid expenses and deposits	(10,103)	381,750
Accounts payable and accrued liabilities	(155,916)	(264,316)
	<u>\$ (419,459)</u>	<u>\$ 467,666</u>
Change in non-cash working capital related to investing activities		
Accounts receivable	\$ -	\$ 80,562
	<u>\$ -</u>	<u>\$ 80,562</u>

11. FINANCIAL INSTRUMENTS

The Company's financial instruments recognized in the condensed consolidated interim statement of financial position consist of cash, accounts receivable, deposits, accounts payable and accrued liabilities, and Preferred Shares. Cash is classified as fair value through profit and loss. The carrying value of cash, accounts receivable, and accounts payable and accrued liabilities approximate their respective fair values due to their short-term to maturity. The carrying value of the Preferred Shares approximate their fair value as they are convertible at the Market Price.

12. COMMITMENTS

The Company entered into a lease agreement whereby the Company will lease office space until September 30, 2019. The Company has committed to future payments under this lease of \$18,200 in 2018 and \$54,600 in 2019.

CORPORATE INFORMATION

OFFICERS

Kenneth M. Tompson, P. Geol
President and Chief Executive Officer

Garry T. Hides, P. Land
Executive Vice President

Jason Schoenfeld, P. Eng
VP Engineering and Chief Operating Officer

Lorne A. Morozoff, CA
VP Finance and Chief Financial Officer

DIRECTORS

Kenneth M. Tompson, P. Geol
Calgary, AB
President and Chief Executive Officer

Garry T. Hides, P. Land
Chestermere, AB
Executive Vice President

Roy H. Hudson, LLB
Calgary, AB
Partner
DLA Piper (Canada) LLP

Bradley B. Porter
Okotoks, AB
Independent Businessman

Robb D. Thompson, CA
Calgary, AB
Chief Financial Officer
Bonterra Energy Corp.

HEAD OFFICE

1220, 407 – 2nd Street SW
Calgary, Alberta T2P 2Y3
Main (403) 265-8011
www.returnenergyinc.com
info@returnenergyinc.com

STOCK LISTING

TSX Venture Exchange
Trading Symbol "RTN"

AUDITORS

MNP LLP
1500, 640 – 5th Avenue SW
Calgary, Alberta T2P 3G4

LEGAL COUNSEL

DLA Piper (Canada) LLP
1000, 250 – 2nd Street SW
Calgary, Alberta T2P 0C1

BANKERS

TD Canada Trust
2 Calgary Place, 340 – 5th Ave. SW
Calgary, Alberta T2P 0L3

REGISTRAR AND TRANSFER AGENT

Computershare Trust Company of Canada
2300, 125 – 9th Avenue SW
Calgary, Alberta T2G 0P6