CURLEW LAKE RESOURCES INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FORM 51-102F1

FOR THE QUARTER ENDED JULY 31, 2011

SEPTEMBER 28, 2011

Management’s discussion and analysis (“MD&A”) of the financial condition and results of operations of Curlew Lake Resources Inc. (the “Company” or “Curlew”), should be read in conjunction with the consolidated financial statements for quarter ending July 31, 2011. National Instrument Policy 51-102 states the Company is not required to have their Interim Financial Statements reviewed by their auditors. The Company has decided to opt out of external audit review of its Interim Financial Statements. The financial position of the Company dictates this is currently a prudent management decision.

FORWARD LOOKING STATEMENTS

Certain statements contained in this Management’s Discussion and Analysis may constitute forward looking statements. These statements relate to future events or the Corporation'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”, “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 Corporation 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 annual Management’s Discussion and Analysis should not be unduly relied upon by investors. These statements speak only as of the date of this Management’s Discussion and Analysis and are expressly qualified, in their entirety, by this cautionary statement.

In particular, this Management’s Discussion and Analysis contains forward-looking statements, pertaining to the following:

- capital expenditure programs;
- treatment under governmental regulatory and taxation regimes; and
- expectations regarding the Corporation's ability to raise capital and to continually add to reserves through acquisitions and development.

With respect to forward-looking statements contained in this Management’s Discussion and Analysis, the Corporation has made assumptions regarding, among other things:

- the Corporation's ability to obtain additional financing on satisfactory terms.

The Corporation'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 management discussion and analysis:

- geological, technical, drilling and processing problems;
- liabilities and risks, including environmental liabilities and risks, inherent in oil and natural gas operations;
- incorrect assessments of the value of acquisitions;
- competition for, among other things, capital, acquisitions of reserves, undeveloped lands and skilled personnel; and
- the other factors referred to under “Risk Factors”.

The forward-looking statements or information contained in this Management’s Discussion and Analysis are made as of the July 31, 2011.

Success in the junior oil and gas sector is measured by a Corporation’s ability to raise funds and the ability to secure properties of merit. Not all of these factors are within management’s control. The ability to raise funds is in part dependent on the state of the junior resource stock market, which in turn is dependent on the economic climate, oil and gas prices and perceptions as to which way the market is headed. The ability to secure properties of merit is in large part dependent on management’s contacts and the vitality of the sector.

Description of Business

The Company is an oil and natural gas, and precious metals, exploration, development and production company with operations in Canada and the United States. The Company was incorporated on January 15, 1987, in British Columbia, Canada. The Company is a reporting issuer in British Columbia and Alberta and trades on the TSX Venture Exchange under the symbol CWQ as well as the US Pink Sheets under the symbol CWLXF.

Selected Annual Information Discussion

In fiscal year ending January 31, 2011 the Company focused on several projects related to oil, gas and minerals.

2011 Highlights

The Company established a presence in Calgary with the engagement of technical staff. The Company also acquired an interest in twenty sections of exploration leases at Steen River.

Selected Annual Information

	2011	2010	2009
Total revenue	$143,160	$148,946	$307,321
Loss before other items, in total	(1,005,206)	(624,270)	(1,629,919)
Loss before discontinued operations and extraordinary items, on a basic & diluted per share basis	(0.01)	(0.01)	(0.03)
Net income (loss) total	(1,005,206)	(644,252)	(1,623,224)
Net loss per share (basic & diluted basis)	(0.01)	(0.01)	(0.03)
Total Assets	1,2,87,697	528,701	927,246
Total long-term financial liabilities	-	-	-
Cash dividends declared per-share	-	-	-

1.4 Results of Operations

Oil and gas sales for the quarter ended July 31, 2011 amounted to $35,552 compared to $32,827 for the quarter ended July 31, 2010.

General and administrative expenses affecting cash during the quarter ended July 31, 2011 totaled $31,798 as compared to $75,380 during the quarter ended July 31, 2010. The Company continues to focus on cost control in the current year.

Operations

Fairydell - Alberta

Curlew Lake Resources Inc. has acquired freehold and Alberta Crown Petroleum and Natural Gas rights in the Fairydell-Bon Accord area of central Alberta. The Company has interest in nine and three-quarter sections (6,240 acres) in the Fairydell area.

Curlew Lake Resources has acquired and interpreted seismic data in the Redwater-Fairydell area that has identified numerous drilling targets with multi-zone potential. The area is situated between the long-standing Redwater oil field and the smaller but prolific Fairydell-Bon Accord oil field, 50 miles north of the City of Edmonton. The Redwater field is a Devonian Leduc formation reef play that has produced oil since the 1950s and holds upwards of a 850 million barrels of oil recoverable. Prospective lands between the Redwater atoll reef complex and the Fairydell-Bon Accord reef were identified by Curlew Lake using seismic and well control. This effort has resulted in the acquisition of key freehold and Crown lands. The multi-formation prospects include Devonian Nisku and Leduc formations, as well as productive units in the overlying Mannville Group.

The Fairydell area was identified by Curlew Lake as a potential high-impact project with numerous area wells on the main reefs producing from the Leduc and Nisku formations in the order of one and one-half to two million barrels of oil per well on 40 acre spacing. The area is less than 50 miles from oil and gas related services at Edmonton and Fort Saskatchewan. Fifty years of infrastructure-building in the area provides adequate battery, pipeline and facilities. Alberta Crown royalties on new wells, drilling credits on Crown lands, make drilling prospects at Fairydell very attractive and economic. Expected netbacks would result with payout in less than one year.

Exploration Program

Curlew Lake Resources has identified a number of drilling locations based on seismic and geological interpretation, and has developed an updated model for reef development in the Fairydell area. Exploration and development drilling have defined the Fairydell area to be a multi-formation project. Optimal field exploitation may be accomplished by excellent pipeline infrastructure, horizontal drilling and down-spacing. The first Company well encountered reef structure and porosity more or less at the anticipated depth at Fairydell 2-16-57-24 W4M. Curlew had also determined that since there were no oil shows in the Leduc and Nisku formations, and because of drilling difficulties and a washout in a lower Leduc section, the company abandoned the well in favour of evaluating other potential targets in the Fairydell area. Two wells have been drilled on the lands by the Company and partners, the first well was D&A (drilled and abandoned), and the second is currently suspended pending a proposed deepening program. Further drilling is planned.

Reconciliation of Proposed & Actual Expenditures

The Company is currently proposing a deepening program for the second Fairydell well.

Exploration Results

The Company is currently proposing a deepening program for the second Fairydell well.

Future Developments

The Company is committed to the long-term exploration of the Fairydell project.

Leduc Project - Alberta

The Company has acquired 2 sections (1,280 acres) of freehold and Petroleum and Natural Gas rights in the prolific Leduc area of central Alberta. Curlew Lake Resources has as part of its on-going geological review of the Leduc oil field identified a number of prospects related to the Leduc Reef. Leduc is a long-standing oil field discovered in the late 40's and a number of wells are still producing. Curlew Lake has mapped parts of the Leduc field and carried out core work that indicates there are a number of in-fill and step out drilling opportunities. Some of these may present new reservoirs and overlying formations amenable to horizontal drilling. The Company has acquired a number of leases and options in the Leduc South field and plans to pursue a number of re-completions and development optimizations as the lease acquisition stage is completed and licenses are obtained.

Exploration Program

The Company strategy is to in-fill drill and optimize production in areas where infrastructure and proximity to services reduces costs and increases efficiencies.

Reconciliation of Proposed & Actual Expenditures

Budgeting and planning for this program has commenced.

Exploration Results

The Company expects to have a drilling program initiated in 2012.

Future Developments

The Company is committed to the long-term exploration of the Leduc project.

Chin Coulee Project - Alberta

Curlew Lake Resources has acquired 2 sections (1,280 acres) Alberta Crown Petroleum and Natural Gas Leases in the Chin Coulee area of Southern Alberta. A seismic acquisition and interpretation program has been carried out that identified a number of anomalies supporting the initiation of an exploration program in the Chin area southeast of Taber. Taber oil and gas fields have been heavily exploited over past decades and many of the large operators have been successful in establishing large-scale programs in the productive Lower Cretaceous formations as well as underlying Jurassic formations. Of particular interest are the Glauconite channels and Sawtooth oil producing formations. Some of the structural control of fields in southern Alberta likely comes from faulting and from underlying meteorite impact craters. Curlew Lake has identified anomalies at Chin that qualify as exploration targets, including the prolific Glauconite channels and Sawtooth sands that have proven to be important producing formations in southern Alberta over the past 30 years, with some potential in upper gas containing sands. Technical advances in horizontal drilling have made discoveries in these formations more efficient producers and targeted drillpoints allow for more complete exploitation of the oil bearing reservoirs. Alberta Crown Leases now qualify for the revised royalty rate and drilling incentives which greatly improve the attractiveness of exploring for known oil producing formations in the areas where infrastructure is good and open Alberta Crown mineral lands are available for lease.

Exploration Program

A drill target and proposed well at Chin Coulee on recently acquired Crown Petroleum and Natural Gas Leases is in the planning stages. Curlew plans to drill at least one of the two acquired Alberta Crown sections 6 miles east of the Chin Coulee oil field. Curlew has identified a number of potential channels and a seismic shot point drill target has been selected and is planned to be licensed this summer. An AFE and Recommendation to Drill have been prepared for Chin and management has proposed licensing a New Pool Wildcat. The Curlew Chin program is planned for exploration in 640 acre Section 33 and if successful, a follow-up hole in Curlew Section 29-7-13 W4M. Many similar prospects in Southern Alberta are eventually drilled on 40 acre spacing. Many of these wells in the Glauconite channels have been producing for 30 years. Long-life reserves in easily accessible areas are also enhanced by improved technologies that include sweeping the reservoir, using flood programs and polymer agents that are recovering upwards of 50% of the original oil in place as opposed to older technologies that recover 8 to 15 percent of OOIP. Production rates vary in the channel plays and IPs (Initial Production) are up to 400 barrels per day, depending upon size and thickness of reservoir and porosity and permeability. Typical reserves estimates in section-sized channels run in the millions of barrels per section.

Reconciliation of Proposed & Actual Expenditures

Budgeting and planning for this program has commenced.

Exploration Results

The Company expects to have a drilling program initiated in 2012.

Future Developments

The Company is committed to the long-term exploration of the Chin Coulee project.

Minard Project - Saskatchewan

On November 21st, 2007 Curlew Lake Resources Inc. announced that it has signed Participation and Joint Operating Agreement with Propel Energy Corp. of Calgary; Curlew Lake agreed to pay 30 percent of the cost of drilling and completing the well for production to earn a 25 percent working interest in any subsequent production, and any future wells on the project.

Exploration Program

The Company has successfully drilled and completed two wells on the Minard project. These wells have been shut-in due to pump issues.

Reconciliation of Proposed & Actual Expenditures

Curlew Lake Resources paid for the initial Minard well in full. To provide funding for the second well and another 3 wells proposed for this project, the Company entered into an agreement with a private Ontario company. The agreement provides for 100% funding by the private company for the second well and for loans to Curlew to cover its share of funding of the following proposed 3 wells. In return the private company will be granted 50% of Curlew's interest in all 5 wells on the prospect. This arrangement will allow Curlew to participate with a 12.5% working interest in 5 horizontal wells in the Frobisher zone on the Minard project with no requirement for further equity financing.

Exploration Results

Two wells are currently shut-in due to pump issues.

Future Developments

The Company has no plans for further exploration of this property in the near future.

Steen River Project - Alberta

The Company signed a letter of intent for an option agreement with a third party pursuant to which it will enter into a two well drilling option agreement by May 27th, 2009, ending March 27th 2012, on 6 sections comprising the Steen River oil and gas prospect of Northern Alberta. The letter of intent calls for a deposit of $3,750 which has been paid followed by an additional $21,250 by May 27, 2009. Curlew Lake Resources Inc. will be responsible for 25% of the drilling costs & crown rentals. The initial 2 wells must be completed prior to February 27, 2012. Subsequent to the end of the quarter the Company acquired an additional 7.5% in the Steen project. The additional interest acquisition cost was $7,500.

Exploration Program

The project is in the early planning stages.

Reconciliation of Proposed & Actual Expenditures

The project is in the early planning stages.

Exploration Results

No exploration activity has commenced

Future Developments

The project is in the early planning stages.

Turner Valley Oil Project - Calgary, Alberta

The Company holds various interests in certain petroleum and natural gas leases. During the 2002 fiscal year, the Company signed farm out agreements on portions of the leases with three separate parties whereby the Company has retained royalty and/or working interests. The Company is in a non-operator position on all leases in this area. Income continues to be received from two of four Company interest wells.

Exploration Program

The Company has no plans for further exploration of these properties in the near future.

Reconciliation of Proposed & Actual Expenditures

The Company has no plans for further exploration of these properties in the near future.

Exploration Results

Four wells have been successfully drilled and tested on Company interest lands in this area. Currently production revenue is being received from one of the wells. Two of the wells are awaiting facility upgrades and the 4th well has been successfully tested and will be readied for production as soon as an adjoining well has been deepened and the required pipeline constructed.

Future Developments

The Company has no plans for further exploration of these properties in the near future.

Fosterton Project, Fosterton, Saskatchewan

The Fosterton project is located in Saskatchewan and presents good potential offsetting existing production. The primary target, the Rosary Sand, located at a depth of about 3,300 feet, is well-developed porous and permeable sand and is the producing horizon in the adjoining Fosterton field. The farm out land consists of 320 acres offsetting the Fosterton field. Wells can be drilled on 40 acre spacing with the present seismic feature supporting several offset locations. Cumulative production at the analogous Fosterton Field varies with the best well producing over 300,000 barrels of oil. The seismic work completed suggests a multiple well project.

Exploration Program

The initial well has been pumping since March 2007. The second well has been pumping since June 2008.

Reconciliation of Proposed & Actual Expenditures

The company fully participated in the initial well to maintain its interest in the project. The Company also participated in the second well paying 15% to receive 15% BPO and 15% APO.

Exploration Results

The initial well has been pumping since March 2007. The second well has been pumping since June 2008.

Future Developments

Management will be reviewing potential for additional wells in the future.

Clear Creek Mineral Project, Yukon

The Company controls a 100% interest in the Typhoon mineral claims located in the Clear Creek District of the Yukon. There are a total of 117 claims covering over 5,000 acres. The property acquired is in an area where geochemical surveys and placer mining had shown interesting values in gold and silver. The property is readily accessible via a good road connecting to the Klondike Highway some 85 kilometers southeast of Dawson City.

The 100% working interest on 98 claims is subject to a 4% Net Smelter Royalty, of which 1% may be purchased by the Company at any time in the future for the price of $600,000, in cash or shares and an additional 2% which may be purchased at any time for $1,000,000 in cash.

The 100% working interest on the remaining 19 claims is subject to a 2% NSR Royalty, which may be purchased at any time by Curlew Lake for $1 million for each 1% to the Vendor, Xennex Development Corporation.

Exploration Program

During 2007, the Company completed an exploration program consisting of line cutting, geophysics (both IP and HLEM surveys), and geologic mapping; followed by about 1000 metres of diamond drilling.

Reconciliation of Proposed & Actual Expenditures

During 2008, the Company negotiated a settlement to pay part of the outstanding payables for the Yukon exploration process through a shares for debt agreement.

Exploration Results

During 2007, the Company completed an exploration program consisting of line cutting, geophysics (both IP and HLEM surveys), and geologic mapping; followed by an approx. 1000 metres of diamond drilling operation. Although no definitive results were obtained in the 2007 program, we have now established that gold occurs “in place” in the geological system, as anomalous gold, along with significant sulphide mineralization, was encountered in several drill holes.

Future Developments

The Company will review the project and identify areas for follow up exploration.

Peace River Claims, Clear Hills District, Alberta

Curlew Lake holds a 50% interest in Metallic & Industrial Minerals rights on 37 Townships, an area of approximately 850,000 acres (351,675 hectares), of land in the Peace River area in north western Alberta. The lands will be operated as a joint venture, with Curlew and 2 private partners, and Curlew will be the initial operator of the exploration project. The lands lie north and west of the Clear Hills area and cover a structure known as Halverson Ridge and surrounding areas.

Exploration Program

The project is in the early planning stages.

Reconciliation of Proposed & Actual Expenditures

The project is in the early planning stages.

Exploration Results

No exploration activity has commenced

Future Developments

The project is in the early planning stages.

Summary of Quarterly Results
Curlew Lake Resources Inc.
Statement of Loss and Deficit
(Unaudited – prepared by management)

Fiscal Year Ending	2010		2011				2012		12 vs. 11
	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q2 Comp
INCOME									
Petroleum and natural gas sales, net	41,540	64,662	18,562	32,827	34,911	56,860	45,827	35,552	(2,725)
Operating expense	34,048	15,355	7,629	22,473	2,042	8,325	2,626	6,890	(15,583)
OPERATING INCOME	7,492	49,307	10,933	10,354	32,869	48,535	43,201	28,662	18,308
EXPENSES									
Amortization & depletion	-	(67)	-	-	-	-	-	-	-
Interest and bank charges	3,315	331	445	521	480	375	435	482	(39)
Management fees	7,500	7,500	7,500	7,500	7,500	7,500	7,500	7,500	-
Office and miscellaneous	2,857	7,747	2,990	1,386	481	645	1,694	982	(404)
Professional fees & consulting	7,970	30,230	41,768	41,077	9,400	42,847	4,000	7,457	(33,620)
Regulatory and transfer agent fees	9,406	5,360	8,646	15,427	212	2,362	3,596	8,620	(6,807)
Rent	120	120	160	80	120	80	150	120	40
Stock-based compensation	-	32,188	-	-	-	132,643	-	-	-
Telephone	2,112	704	1,160	173	-	2,440	747	-	(173)
Travel and promotion	2,094	2,947	3,849	1,716	435	6,958	1,868	-	(1,716)
Wages and benefits	7,500	7,500	7,500	7,500	7,262	6,974	6,637	6,637	(863)
Write-down/recovery of oil and gas properties	-	515,800	-	67	-	729,718	185	-	(67)
Total Operating Expense	42,874	610,360	74,018	75,447	25,890	932,542	26,812	31,798	(43,649)
Income (loss) before other items	(35,382)	(561,053)	(63,085)	(65,093)	6,979	(884,007)	16,389	(3,136)	61,957
Other income	-	-	-	-	-	-	-	-	-
Write-off of investment	-	20,000	-	-	-	-	-	-	-
Income (loss) before income taxes	(35,382)	(581,053)	(63,085)	(65,093)	6,979	(884,007)	16,389	(3,136)	61,957
Future income taxes (recovery)	-	-	-	-	-	-	-	-	-
Income (loss) for the period	(35,382)	(581,053)	(63,085)	(65,093)	6,979	(884,007)	16,389	(3,136)	61,957

1.6 Liquidity and Solvency

At July 31, 2011, the Company had working capital of $139,121. The Company is currently relying on net production revenue and private placement funding to progress future programs. There is no guarantee the Company will be able to raise further funds and there is uncertainty regarding future net cash flow from production.

1.9 Related Party Transactions

The Company entered into the following transactions with related parties:

a) Paid management fees of $7,500 (2010 - $7,500) to a company controlled by a director.
b) Paid wages and benefits of $7,500 (2010 – $7,500) to a company controlled by a director.

These transactions were in the normal course of operations and were measured at the exchange value, which represented the amount of consideration established and agreed to by the related parties.

General and Administrative

The Company has focused on lowering expenses on routine items. Management of the Company does not foresee any significant change to the yearly administrative expenditures during the coming year. However, should the Company not receive the required funding to continue operations management will review all on-going expenditures and take appropriate action (See liquidity and solvency above).

Investor Relations

The Company has no current investor relation agreements.

CAPITAL STOCK AND CONTRIBUTED SURPLUS

	Number Of Shares	Capital Stock	Contributed Surplus
Authorized			
Common shares without par value	Unlimited		
Issued			
As at January 31, 2010	71,769,526	13,739,629	422,222
Issued for cash under private placements	27,700,000	1,385,000	-
Allocation to warrants		(112,000)	112,000
Stock-based compensation	-	-	132,643
As at January 31, 2011	99,469,526	$15,012,629	$666,685
Issued for cash under private placements	-	-	-
Allocation to warrants		-	-
Stock-based compensation	-	-	-
As at July 31, 2011	99,469,526	$15,012,629	$666,685

During the current year, the Company has not completed any share transactions.

During the prior year, the Company had the following share transactions:

On April 30th the Company arranged a private placement for 11,200,000 units at $0.05 per share for total proceeds of $560,000. Each unit consists of one common share and one warrant. Warrants included in the units totalled 11,200,000 exercisable up to two years at $0.10 per share until expiration.

On August 26th the Company arranged a private placement for 10,500,000 flow-through units at $0.05 per share for total proceeds of $525,000. Each unit consists of one flow-through share and one flow-through warrant. Warrants included in the units totalled 10,500,000, exercisable up to two years at $0.10 per share until expiration.

On December 17th the Company arranged a private placement for 6,000,000 flow-through units at $0.05 per share for total proceeds of $300,000. Each unit consists of one flow-through share and one flow-through warrant. Warrants included in the units totalled 6,000,000, exercisable up to two years at $0.10 per share until expiration.

Stock options

The Company follows the policies of the TSX Venture Exchange (“TSX-V”) under which it is authorized to grant options to executive officers and directors, employees and consultants, enabling them to acquire up to 10% of the issued and outstanding common stock of the Company. The exercise price of each option equals the market price of the Company's stock as calculated on the date of grant. The options can be granted for a maximum term of 5 years.

Stock option transactions for the respective years and the number of share options outstanding are summarized as follows:

	Number Of Shares	Weighted Average Exercise Price
Balance, January 31, 2009	3,000,000	$ 0.10
Options granted	600,000	0.10
Options granted	600,000	0.15
Options granted	2,500,000	0.10
Balance, January 31, 2010	6,700,000	0.06
Options cancelled	(1,200,000)	0.10
Options granted	1,200,000	0.10
Balance, January 31, 2011	6,700,000	$ 0.10
Options cancelled	-	-
Options granted	-	-
Balance, July 31, 2011	6,700,000	$ 0.10

CAPITAL STOCK AND CONTRIBUTED SURPLUS (cont'd…)

Stock options (cont'd…)

(i) On January 5th, 2010, the Company granted 2,500,000 options to acquire 2,500,000 shares of the Company at a price of $0.10 per share. These options vest over the first twelve months of the agreement with 25% of the total vesting every 3 months.
(ii) On August 3rd, 2010, the Company granted 800,000 options to acquire 800,000 shares of the Company at a price of $0.10 per share. These options vest immediately.
(iii) On October 20th, 2010, the Company granted 400,000 options to acquire 400,000 shares of the Company at a price of $0.10 per share. These options vest immediately.
(iv) On October 21st, 2010, the Company cancelled 1,200,000 options to acquire 1,200,000 shares of the Company at a price of $0.10 per share.

The Company uses the fair value method for determining stock-based compensation expense for all options granted during the fiscal periods. The fair value of options granted and vested was $132,643 (2010 - $32,188), determined using the Black-Scholes option pricing model based on the following weighted average assumptions:

	2011	**2010**
Expected life (years)	5	5
Interest rate	2.11%	2.74%
Volatility (average)	127%	124%
Dividend yield	0%	0%
Fair value	$0.05	$0.03

Stock options outstanding and exercisable at July 31, 2011 are as follows:

Number Of Shares	Exercise Price	Expiry Date
3,000,000	$ 0.10	May 27, 2013
2,500,000	$ 0.10	January 5, 2015
800,000	$ 0.10	August 3, 2015
400,000	$ 0.10	October 20, 2015

Warrants

Warrant transactions for the respective years and the number of warrants outstanding are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price
Balance, January 31, 2009	500,000	$ 0.15
Warrants granted	9,460,000	0.05
Warrants expired	(500,000)	0.15
Balance, January 31, 2010	9,460,000	0.05
Warrants granted	27,700,000	0.10
Balance, January 31, 2011	37,160,000	$ 0.10
Warrants granted	-	-
Warrants expired	3,460,000	0.10
Balance, July 31, 2011	33,700,000	$ 0.10

CAPITAL STOCK AND CONTRIBUTED SURPLUS (cont'd…)

Warrants (cont'd…)

The following warrants to acquire common shares were outstanding at July 31, 2011

Number of Shares	Exercise Price	Expiry Date
6,000,000	$ 0.10	September 23, 2011*
11,200,000	$ 0.10	May 22, 2012
10,500,000	$ 0.10	August 26, 2012
6,000,000	$ 0.10	December 17, 2012

* subsequent to quarter end these warrants expired unexercised

Future accounting pronouncements:

International Financial Reporting Standards ("IFRS"):

In February 2008, the CICA Accounting Standards Board ("AcSB") confirmed the changeover to IFRS from Canadian GAAP will be required for publicly accountable enterprises for interim and annual financial statements effective for fiscal years beginning on or after January 1, 2011, including comparatives for 2010.

The Corporation's IFRS conversion project has been broken down into the following phases:

- Phase 1 Diagnostic – identification of potential accounting and reporting differences between Canadian GAAP and IFRS.
- Phase 2 Planning – establishment of project governance, processes, resources, budget and timeline.
- Phase 3 Policy Delivery and Documentation – establishment of accounting policies under IFRS.
- Phase 4 Policy Implementation – establishment of processes for accounting and reporting, IT change requirements, and education.
- Phase 5 Sustainment –on going compliance with IFRS after implementation.

The Corporation has substantially completed its IFRS conversion project. Significant differences were identified in accounting for Petroleum and natural gas properties and equipment ("P&NG"), including exploration costs, depletion and depreciation, impairment testing, and asset retirement obligations. Other significant differences were noted in accounting for the treatment of flow through shares and income taxes. A summary of the significant differences identified is included below. In addition, certain IFRS standards may change after adoption in 2011, and the impact of these potential changes is not known.

Summary of Identified IFRS Accounting Policy Differences

Petroleum and natural gas properties and equipment

Adoption of IFRS will significantly impact the Corporation's accounting policies for P&NG. For Canadian GAAP purposes, the Corporation follows the full cost method of accounting for its conventional crude oil and natural gas properties and equipment as prescribed by Accounting Guideline 16 ("AcG16"). Application of the full cost method of accounting is discussed in the "Significant Accounting Policies" section of the 2010 annual financial statements. Significant differences in accounting for P&NG under IFRS include:

- Pre-exploration costs must be expensed. Under full cost accounting.
- Exploration and evaluation costs will be initially capitalized as exploration and evaluation assets. Once technical feasibility and commercial viability of reserves is established for an area, the costs will be transferred to developed and producing assets ("D&P"). If technically feasible and commercially viable reserves are not established for a new area, the costs must be expensed. Under full cost accounting, exploration and evaluation costs are currently disclosed as P&NG but withheld from depletion. Costs are transferred to the depletable assets when proved reserves are assigned or when it is determined that the costs are impaired.
- D&P for producing properties will be depreciated at an asset level. Under full cost accounting, P&NG is depleted on a cost centre basis.
- Impairment of D&P will be tested at a cash generating unit level (the lowest level at which cash inflows can be separately identified). Under full cost accounting, impairment is tested at the cost centre level.

IFRS 1 “First-time Adoption of International Financial Reporting Standards” issued by the IASB includes a transition exemption for oil and gas companies following full cost accounting under their previous GAAP. The transition exemption allows full cost companies to allocate their existing full cost P&NG balances using reserve values or volumes to IFRS compliant units of account without requiring retroactive adjustment, subject to an initial impairment test. The Corporation intends to adopt this transition exemption. After initial adoption, future impairment charges may be reversed.

Asset Retirement Obligations

Canadian GAAP accounting requirements for asset retirement obligations (“ARO”) are discussed in the “Significant Accounting Policies” section of the 2009 annual financial statements. A significant difference in accounting for ARO under IFRS is that the liability must be re-measured at each balance sheet date using the current discount rates, whereas under Canadian GAAP the discount rates do not change once the liability is recorded. On transition to IFRS, the change in ARO liability on P&NG for which the full cost exemption above is applied must be recorded in retained earnings. In future periods, the impact of changes in discount rates on the ARO liability for all D&P is adjusted to D&P.

Flow Through Shares

IFRS does not specifically address the accounting for flow-through shares or the related tax consequences arising from such transactions. In the absence of an IFRS that specifically applies to the transaction, IAS 8 allows the Corporation to consider the most recent pronouncements of other accounting standard-setting bodies that use a similar conceptual framework.

Under Canadian GAAP the accounting treatment would credit share capital with the full proceeds received from the flow through issuance, and on the date of renouncement, a future income tax liability would be recognized and the stated value of the share capital would be reduced accordingly. Whereas under IFRS the proceeds of the issuance would be allocated between the offering of the shares and the sale of the tax benefits. The allocation is based on the difference between the quoted price of the existing shares and the amount the investor pays for the flow through shares. A liability is recognized for this difference. The liability is reversed when the tax benefits are renounced and a deferred tax liability is recognized. Income tax expense is the difference between the amount of the deferred tax liability and the liability recognized on issuance.

The Corporation will need to adjust all flow through transaction retrospectively to account for the change in accounting treatment.

Income Taxes

Both Canadian GAAP and IFRS follow the liability method of accounting for income taxes, where tax liabilities and assets are recognized on temporary differences. However, there are certain exceptions to the treatment of temporary differences under IFRS that may result in an adjustment to the Corporation’s future tax asset or liability under IFRS. In addition, the Corporation’s future tax asset or liability will be impacted by the tax effects of any changes noted in the above areas.

Other IFRS 1 Exemptions

The Corporation also intends to adopt the following IFRS 1 transition exemptions:

- IFRS 1 election to not restate the cumulative transaction differences prior to January 1, 2010.
- IFRS 1 election to determine lease arrangements as at the transition date.

Risks and Uncertainties

The Company’s principal activity is precious metals as well as oil and gas exploration and development. Companies in this industry are subject to many and varied kinds of risks, including but not limited to, environmental, commodity prices, and economic. Although the Company has taken steps to verify the title to the oil and gas concession in which it has an interest, in accordance with industry standards for the current stage of exploration and development of such properties, these procedures do not guarantee that there will never be disputes about title. The Company has no significant source of operating cash flow and minimal revenues from operations. The Company has limited financial resources. Substantial expenditures are required to be made by the Company, to establish oil and gas as well as precious metal reserves.

The Company’s property interests are in the development and production stage.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in this document or incorporated herein by reference may constitute “forward-looking statements”. These forward-looking statements can generally be identified as such because of the context of the statements including words such as the Company “believes”, “anticipates”, “expects”, “plans”, “estimates” or words of a similar nature. The forward-looking statements are based on current expectations and are subject to known and unknown risks, uncertainties and other factors, which may cause the actual results, performance or achievements of the company, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others: the general economic and business conditions which will, among other things, impact demand for and market prices of the Company’s products; the foreign currency exchange rates; the economic conditions in the countries and regions in which the Company conducts business; the ability of the Company to implement its business strategy, including exploration and development activities; the ability of the Company to complete its capital programs; the ability of the Company to transport its products to market; potential delays or changes in plans with respect to exploration or development projects or capital expenditures; the availability and cost of financing; the success of exploration and development activities; the production levels; the uncertainty of reserve estimates; the actions by governmental authorities; the government regulations and the expenditures required to comply with them (especially safety and environmental laws and regulations); the site restoration costs; and other circumstances affecting revenues and expenses. The impact of any one factor on a particular forward-looking statement is not determinable with certainty as such factors are interdependent upon other factors, and management’s course of action would depend upon its assessment of the future considering all information then available. Statements relating to “reserves” are deemed to be forward-looking statements, as they involve the implied assessment, based on certain estimates and assumptions that the reserves described can be profitably produced in the future. Readers are cautioned that the foregoing list of important factors is not exhaustive. Although the Company believes that the expectations conveyed by the forward-looking statements are reasonable based on information available to it on the date such forward-looking statements are made, no assurances can be given as to future results, levels of activity and achievements. All subsequent forward-looking statements, whether written or oral, attributable to the Company or persons acting on its behalf are expressly qualified in their entirety by these cautionary statements. The Company assumes no obligation to update forward-looking statements should circumstances or management’s estimates or opinions change.