



**MANAGEMENT'S DISCUSSION AND ANALYSIS
OF THE COMPANY'S FINANCIAL CONDITION AND RESULTS OF OPERATIONS
FOR THE YEAR ENDED DECEMBER 31, 2011**

FORM 51-102F1

DATE AND SUBJECT OF REPORT

The following Management Discussion & Analysis ("MD&A") is intended to assist in the understanding of the trends and significant changes in the financial condition and results of operations of Abenteuer Resources Corp. ("Abenteuer" or the "Company") for the year ended December 31, 2011. The MD&A includes comparisons for the corresponding year ended December 31, 2010. It should be read in conjunction with the audited consolidated financial statements for the years ended December 31, 2011 and 2010. The MD&A has been prepared as of April 27, 2012.

The following information has been prepared by management in accordance with International Financial Reporting Standards ("IFRS") unless otherwise indicated. All financial results are reported in Canadian dollars and production numbers are net.

Additional information relating to the Company can be found on the SEDAR website at www.sedar.com or the Company's website at www.abuoil.com.

FORWARD LOOKING STATEMENTS

This document contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to as "forward-looking statements"). Often, but not always, forward-looking statements can be identified by the use of words such as "plans," "expects" or "does not expect," "is expected," "planned," "budget," "scheduled," "estimates," "continues," "forecasts," "projects," "predicts," "intends," "anticipates" or "does not anticipate," or "believes," or variations of such words and phrases, or statements that certain actions, events or results "may," "could," "would," "should," "might" or "will" be taken, occur or be achieved.

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

- The Company's acquisition strategy and 2012 revenue expectations as defined in the Company's Business and Review section;
- The Company's expectations of long term future oil prices and its existing reserve valuation; and
- The Company's expectations regarding its ability to raise capital and meet its obligations.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any of our future results, performance or achievements expressed or implied by the forward-looking statements; consequently, undue reliance should not be placed on forward-looking statements.

Management believes the primary risk factors have been identified in the Risks and Uncertainties section of this document.



Forward-looking statements are based on a number of assumptions that may prove to be incorrect, including, but not limited to, assumptions about:

- general business and economic conditions;
- the timing of the receipt of required approvals for our operations;
- the availability of equity and other financing on reasonable terms;
- our ability to procure equipment and operating supplies in sufficient quantities and on a timely basis;
- our ability to attract and retain skilled labour and staff; and
- our ongoing relations with our employees and with our business/joint venture partners.

We caution you that the foregoing lists of important risk factors and assumptions are not exhaustive. Events or circumstances could cause our actual results to differ materially from those estimated or projected and expressed in, or implied by, these forward-looking statements. We undertake no obligation to update publicly or otherwise revise any forward-looking statements or the foregoing list of factors, whether as a result of new information or future events or otherwise, except as may be required under applicable laws.

DESCRIPTION OF BUSINESS AND REVIEW

Abenteuer is a Canadian junior oil and gas company incorporated under the laws of British Columbia, with its common shares listed for trading on the TSX Venture Exchange under the symbol **ABU**. Its head office is located at suite 1578 – 609 Granville St., Vancouver, BC V7Y 1G5. The Company is engaged primarily in exploration for, and production of, petroleum and natural gas reserves. Current operations are focused on the Western Canadian Sedimentary Basin, specifically south eastern Saskatchewan, which is an area of primarily low risk oil development. However, management is actively evaluating additional resource projects in Canada and internationally. The Company expects to complete a significant acquisition in 2012 with a focus on established reserves and near term production.

The price of oil has remained at a very high level despite fluctuations in the market. The Company is experiencing declining production from its existing wells and ever increasing salt water content in the flow being pumped, but the Company achieved increased total production and oil revenues in 2011 due to well shut-ins that occurred in 2010.

OIL PROPERTIES

West Kingsford, Saskatchewan – Oil

During the year ended December 31, 2011, the Company continued to operate its oil interests in the West Kingsford area of Saskatchewan in conjunction with its joint venture operating partners.

It has working interests in five wells in south east Saskatchewan. Two of these are horizontal wells (HZ).

#	Well	WI %	#	Well	WI %
1	King 141/08-13-004-07 W2M	45.90	4	King 4D8-14/2A11-13-004-07 W2	10.50
2	King 91/06 HZ 1D08-13-1D06-18-04-06 W2M	13.00	5	King 03-27-004-07 W2	100.00
3	King 92/07 HZ 2C5-18-1D7-13-04-07 W2M	45.90			



The Company has initially examined its well interests, and it has determined that it has two cash generating units (“CGUs”) based on a shared reservoir, operator and equipment for four of the wells.

All disclosure of scientific or technical information on the Company's oil properties contained in this Management’s Discussion and Analysis is based on information prepared by or under the supervision of the Company's Independent Qualified Reserves Evaluator, E.P. Webb of Citadel Engineering Ltd. The Company filed its most recent annual 51-101F2 Report on Reserves Data as of December 31, 2011 on SEDAR on April 27, 2012.

Production during the year:

Location	2011	2010
Well # 1	240.6	273.7
Well # 2	93.0	75.8
Well # 3	327.3	229.7
Well # 4	161.01	210.6
Well # 5	328.5	334.5
Period Total in cubic meters	1,150.4	1,124.3
Period Total in barrels	7,236	7,069
Barrels per day	19.8	19.4

The average price, net of royalties, received for oil was \$83.65 per barrel (\$526.14 per cubic meter) during the year ended December 31, 2011 and \$61.04 per barrel (\$383.90 per cubic meter) during the prior year.

According to the Company’s 51-101F2 Report on Reserves Data at December 31, 2011, the Net Present Value of Future Net Revenue (before Income taxes) and using a 15% discount rate is approximately \$2,925,000. The valuation is determined based on estimated future oil prices as follows:

YEAR	OIL \$/BBL ⁽¹⁾
2012	91.50
2013	91.50
2014	93.45
2015	94.95
2016 ⁽²⁾	96.47

⁽¹⁾ Price based upon future forecast product prices for Cromer Medium Crude. Prices shown have been adjusted for API quality.

⁽²⁾ Prices were escalated at a rate of 2% per annum thereafter.



Operating profit for the year ended December 31, 2011:

	Well #1	Well #2	Well #3	Well #4	Well #5	Total
	\$	\$	\$	\$	\$	\$
Sales	128,983	49,986	175,975	82,829	167,504	605,277
Royalties	19,159	1,204	26,573	39,134	44,735	130,804
Gross margin	109,823	48,782	149,403	43,695	122,769	474,473
Operating expenses	21,944	7,197	18,774	17,929	82,184	148,028
Operating profit	87,880	41,585	130,629	25,767	40,585	308,445

RESULTS OF OPERATIONS

Current Quarter

Oil revenues for the quarter ended December 31, 2011 increased from \$66,377 during the prior year period to \$157,688. The difference of \$91,311 (138%) can be attributed to increased production and vastly improved oil prices in 2011. The Company's other income increased from \$169 during the prior period to \$5,403 for the current quarter. The difference of \$5,234 is attributable to a larger short-term investment balance for the Company's excess cash.

Operating expenses for the quarter ended December 31, 2011 decreased to \$31,666 from \$39,886 during the prior period. The \$8,220 (21%) decrease is a result of certain maintenance procedures being delayed until 2012.

Depletion, accretion and amortization for the period have decreased by \$9,925 (22%) from \$46,056 in 2010 to \$36,131 in 2011. This change is attributable to increased forecasted reserves on the property and a lower estimate accretion on decommissioning costs.

General and administrative expenses are in large measure made up of management fees, professional fees, director's fees and office rent. They have decreased by \$48,262 (38%) from \$126,198 in 2010 to \$77,936 in 2011. The difference is attributed to additional professional fees associated with corporate and statutory compliance in the prior year.

There were no costs allocated to property investigation in the current quarter compared to 535,488 in 2010. However, the Company continues to review and evaluate new opportunities in the resource sector.



YTD

Oil revenues for the year ended December 31, 2011 increased to \$605,277 versus \$513,276 in the prior year. The difference of \$92,001 (18%) can be attributed to an increase in the sale price of oil and a small increase in total production. The Company's interest income increased to \$15,155 from \$3,618 in the prior year. The difference of \$11,537 is the result of accrued interest on the Company's large short-term investment with the Bank of Montreal.

Operating expenses for the year ended December 31, 2011 increased to \$148,028 from \$131,238 in the prior year due to increased production and inflation in the current year.

Property investigation expenses amounted to \$16,409 during the current year compared to \$569,953 in 2010. The prior year recognized the majority of the due diligence costs associated with the proposed transaction to acquire SMW Gold Ltd.

Depletion, accretion and amortization for the period have increased by \$458 (0.4%) from \$124,610 in 2010 to \$124,152 in 2011. The change is immaterial.

General and administrative expenses are in large measure made up of management fees, professional fees, director's fees and office rent. They have increased by \$45,258 (16%) from \$276,408 in 2010 to \$321,666 in 2011. The difference is attributed to additional professional fees associated with corporate and statutory compliance.

SELECTED ANNUAL INFORMATION

The Company has made the transition to IFRS so all of the information presented for 2011 and 2010 is under IFRS. The 2009 comparatives are reported under Canadian generally accepted accounting principles, before the adoption of IFRS. The Company's functional and presentation currency is the Canadian Dollar for all years presented.

	2011 (IFRS)	2010 (IFRS)	2009 (CGAAP)
Petroleum sales, net of royalties	\$ 474,473	\$ 431,500	\$ 415,555
Other income	15,155	3,618	13,323
Expenses	726,052	1,102,209	733,250
Income tax recovery (expense)	-	29,986	65,526
Net income (loss)	(236,424)	(637,105)	(238,846)
Net loss per share basic and diluted	(0.01)	(0.04)	(0.02)
Total assets	2,288,068	2,573,210	2,449,417
Total long-term liabilities	141,052	107,895	104,347
Future income tax liability	-	-	29,987
Cash dividends	-	-	-



SELECTED QUARTERLY INFORMATION

The following table summarized the results of operations for the eight most recent quarters.

	Three months ended			
	Dec 31	Sep 30	Jun 30	Mar 31
	2011	2011	2011	2011
	IFRS	IFRS	IFRS	IFRS
Petroleum sales, net of royalties	140,523	130,594	87,656	115,700
Other income	5,403	2,098	7,614	40
Expenses	(262,861)	(172,859)	(82,971)	(207,361)
Income tax recovery (expense)	-	-	-	-
Net income (loss)	(116,935)	(40,167)	12,299	(91,621)
Net earnings (loss) per share and diluted earnings (loss) per share	(0.01)	(0.00)	0.00	(0.00)

	Three months ended			
	Dec 30	Sep 30	Jun 30	Mar 31
	2010	2010	2010	2010
	IFRS	IFRS	IFRS	IFRS
Petroleum sales, net of royalties	209,309	108,211	90,367	105,389
Other income	(1)	3,449	-	170
Expenses	747,626	107,073	147,541	99,969
Income tax recovery (expense)	17,986	(1,500)	13,500	-
Net income (loss)	(602,108)	3,087	(43,674)	5,590
Net earnings (loss) per share and diluted earnings (loss) per share	(0.04)	(0.00)	(0.00)	0.00

Note: The quarter ended December 31, 2010 showed a material variation as it was during this period that the Company incurred the majority of the due diligence costs associated with the proposed acquisition of SMW Gold Ltd.

COMMITMENTS

The Company has a three year office lease commitment that it entered into subsequent to year end. It will require aggregate payments as follows:

Year 1 - \$ 87,626

Year 2 - \$ 99,626

Year 3 - \$117,626



TERMINATED TRANSACTION WITH SMW GOLD LTD.

On September 22, 2010 the Company signed a letter of intent (“LOI”) with SMW Gold Ltd. (“SMW”), a private company incorporated in Cyprus that controlled two gold licenses in Egypt, wherein the Company could acquire all of the issued and outstanding shares of SMW in exchange for 25,000,000 units of the Company. The transaction would have constituted a reverse takeover.

In conjunction with this transaction, the Company had raised in escrow \$12,000,000 through the issuance of 15,000,000 subscription receipts on both a brokered and non-brokered basis. The terms of the subscription receipts provided that the funds would not be released to the Company until the transaction was completed. Furthermore, if the transaction was not completed by February 28, 2011, the proceeds of the financing would be returned to the subscribers and the subscriptions receipts would be cancelled.

Due to the political instability in Egypt and the uncertainty regarding the status of the concession agreements over the gold licenses, the transaction was not completed and the LOI was terminated. In accordance with the terms of the subscription receipts, the proceeds of the financing were fully returned to the subscribers from escrow on March 3, 2011.

ADMIRALTY FARM-IN

The Company executed a farm-in agreement with Admiralty Oils Ltd., a private Saskatchewan oil company, to drill at least one test well on its properties in Section 27 of the West Kingsford pool in southeastern Saskatchewan. The Company currently operates a producing 100-per-cent-owned horizontal well on this property that was initially drilled in 2003.

Under the terms of the agreement, Admiralty will earn a 70-per-cent working interest in the well and farm-in lands by incurring 100 per cent of the drilling and well-completion costs, up to equipping and tie-in. The Company can elect to convert its 30-per-cent working interest into a 10-per-cent gross overriding royalty. Admiralty, as operator, must spud the first well prior to October 20, 2012. Any subsequent wells will be drilled jointly according to the parties' working interest.

LIQUIDITY

The Company’s cash position decreased by \$330,663 (67%) from \$495,569 on December 31, 2010 to \$164,906 on December 31, 2011. However, working capital increased by \$124,358 (12%) from \$1,064,176 to \$1,188,534 during the year. This occurred primarily because of a decrease in accounts payable, and the Company invested more of its excess cash into a risk free short-term investment that did not qualify as a cash equivalent, due to the longer term nature of its maturity.

While the Company does currently have an interest in 5 producing oil wells and does derive significant revenues from operations, the Company’s activities have also been funded through equity placements. However, if such funds are not available in the future or other sources of finance cannot be obtained, then the Company may be forced to curtail its activities to a level for which funding is available and can be obtained.

Management does believe the Company has sufficient internally generated financial resources to meet its present obligations as they become due, and to participate in future drilling opportunities.



The Company experienced a cash outflow from operations of \$301,495 and raised \$165,750 from the issuance of common shares through warrant and option exercises. As at December 31, 2011, the Company had total assets of \$2,288,068 and the principal non-cash assets of the Company were its oil properties in Saskatchewan with a carrying value of \$966,843 representing 42% of its total assets.

At December 31, 2011, the Company had long term debt consisting of a decommissioning provision on its Saskatchewan oil properties, estimated to have a present value of \$141,052. To partially offset this provision, the Company has a reclamation bond in place with the Saskatchewan Industry and Resources for \$32,506.

CAPITAL RESOURCES

During the year ended December 31, 2011, the Company raised a total \$132,750 from the exercise of share purchase warrants at \$0.15 per share and a total of \$33,000 from the exercise of stock options at prices between \$0.10 and \$0.23 per share.

During the year ended December 31, 2010, the Company raised a total \$279,000 from the exercise of share purchase warrants at \$0.15 per share and a total of \$134,500 from the exercise of stock options at prices between \$0.10 and \$0.20 per share.

OUTSTANDING SHARE DATA

As at April 27, 2012, the Company had the following share structure:

	Amount
Common shares	18,278,266
Options	1,150,000
Fully diluted	19,428,266

OUTLOOK

Oil prices have improved significantly in the two years. While there has been wide fluctuation, the price is still far surpassing historical returns. The Company sees this trend continuing into the future and will continue to evaluate other petroleum based opportunities.

Commodity prices such as gold, silver and other precious metals have risen in tandem with oil. As a result, the Company has been evaluating opportunities outside the petroleum sector. The proposed transaction with SMW Gold Ltd. was one example of this, and the Company intends to continue investigating other opportunities to acquire development stage resource projects which might improve the Company's ability to access capital and ultimately increase shareholder value.



OFF-BALANCE SHEET ARRANGEMENTS

The Company did not enter into any off-balance sheet arrangements during the year.

SUBSEQUENT EVENTS

The Company moved its corporate offices and entered into a three year office lease.

RISKS AND UNCERTAINTIES

The Company is in the oil and gas exploration and development business and as such is exposed to a number of risks and uncertainties that are not uncommon to other companies in the same business. Exploration for and development of oil and gas properties involves a high degree of risk, and the cost of conducting programs may be substantial and the likelihood of success is difficult to assess. The Company attempts to mitigate its exploration risk through joint ventures with other companies.

Beyond exploration risk, management is faced with other possible risks which include the following:

Oil Price Risk

The price of oil greatly affects the value of the Company and the potential value of its properties and investments. This, in turn, greatly affects its ability to form joint ventures and the structure of any joint ventures formed.

Financial Market Risk

The Company is dependent on the equity markets as its primary source of operating working capital and the Company's capital resources are largely determined by the strength of the resource markets and by the status of the Company's projects in relation to these markets, and its ability to compete for the investor support of its projects.

Title Risk

The Company has investigated its right to explore and exploit its properties and, to the best of its knowledge. However, the results of the Company's investigations should not be construed as a guarantee of title.

Environmental Risk

The Company seeks to operate within environmental protection standards that meet or exceed existing requirements in the country in which the Company operates. Present or future laws and regulations, however, may affect the Company's operations. Future environmental costs may increase due to changing requirements or costs associated with exploration and the developing, operating and closing of mines. Programs may also be delayed or prohibited in some areas. Although minimal at this time, site restoration costs are a component of exploration expenses.



Value Risk

There is no certainty that the carrying value of oil properties which the Company has recorded as assets on its consolidated balance sheet will be realized at the amounts recorded.

Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, then actual results may vary materially from those described on forward-looking statements.

TRANSACTION WITH RELATED PARTIES

The related party balances and transactions are as follows:

- a) During the year, the Company paid \$30,000 (2010 - \$30,000) to a corporation controlled by a director and officer of the Company as remuneration for management fees.
- b) During the year, the Company paid \$18,027 (2010 - \$23,674) to a former director of the Company for accounting services.
- c) During the year, the Company paid \$45,500 (2010 - \$nil) to a corporation controlled by a director and officer of the Company for accounting services
- d) During the year, the Company also paid a total of \$27,000 (2010 - \$60,000) in directors' fees.

CAPITAL MANAGEMENT

The Company's policy is to maintain a strong capital base so as to maintain investor and creditor confidence and to sustain future development of the business. The capital structure of the Company consists of equity, comprising share capital, net of accumulated deficit.

The Company manages its capital requirements by maintaining a budgeting and forecasting process to determine whether equity funding is required.

The Company is not subject to any externally imposed capital requirements.

FINANCIAL INSTRUMENTS

Financial assets included in the statement of financial position are as follows:

	2011	2010
Loans and receivables:		
Cash	\$ 164,906	\$ 495,569
Short-term investments	1,006,429	850,000
Reclamation bond	32,506	32,506
Accounts receivable and other receivables	72,466	133,612
	\$ 1,276,307	\$ 1,511,687



Financial liabilities included in the statement of financial position are as follows:

	2011	2010
Accounts payable and accrued liabilities	\$ 55,267	\$ 418,690

CRITICAL ACCOUNTING ESTIMATES

The preparation of the Company's 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 consolidated 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. The following areas required a significant degree of estimation and judgment:

Reserve base

The oil properties are depreciated on a unit of production ("UOP") basis at a rate calculated by reference to proved reserves determined in accordance with National Instrument 51-101 "Standards of Disclosure for Oil and Gas Activities" and incorporate the estimated future cost of developing and extracting those reserves. Proved reserves are determined using estimates of oil in place, recovery factors and future prices. Future development costs are estimated using assumptions as to number of wells required to produce the reserves, the cost of such wells and associated production facilities and other capital costs. Proved reserves are estimated using independent reserve engineer reports and represent the estimated quantities of oil which geological, geophysical and engineering data demonstrate with a specified degree of certainty to be recoverable in future years from known reservoirs and which are considered commercially producible. Proved reserves are those reserves that can be estimated with a high degree of certainty to be recoverable. It is highly likely that the actual remaining quantities recovered will exceed the estimated proved reserves. It is equally likely that the actual remaining quantities recovered will be greater or less than the estimated proved reserves.

Depletion of oil assets

Oil properties are depleted using the UOP method over proved reserves. The calculation of the UOP rate of depletion could be impacted to the extent that actual production in the future is different from current forecast production based on proved plus probable reserves. This would generally result from significant changes in any of the factors or assumptions used in estimating reserves.



Determination of cash generating units

Oil properties are grouped into cash generating units for purposes of impairment testing. Management has evaluated the oil properties of the Company, and grouped the properties into cash generating units on the basis of their ability to generate independent cash inflows, similar reserve characteristics, geographical location, and shared infrastructure.

Impairment indicators and calculation of impairment

At each reporting date, the Company assesses whether or not there are circumstances that indicate a possibility that the carrying values of oil properties and equipment are not recoverable, or impaired. Such circumstances include incidents of deterioration of commodity prices, changes in the regulatory environment, or a reduction in estimates of proved reserves. When management judges that circumstances clearly indicate impairment, property and equipment are tested for impairment by comparing the carrying values to their recoverable amounts. The recoverable amounts of cash generating units are determined based on the higher of value in use calculations and fair values less costs to sell. These calculations require the use of estimates and assumptions that are subject to changes as new information becomes available including information on future commodity prices, expected production volumes, quantity of reserves, discount rates, as well as future development and operating costs.

Decommissioning provisions

Restoration costs will be incurred by the Company at the end of the operating life of the Company's facilities and properties. The ultimate restoration liability is uncertain and can vary in response to many factors including changes to relevant legal requirements, the emergence of new restoration techniques, experience at other production sites, or changes in the risk-free discount rate. The expected timing and amount of expenditure can also change in response to changes in reserves or changes in laws and regulations or their interpretation. As a result, there could be significant adjustments to the provisions established which would affect future financial results.

INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRS")

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), including IFRS 1. Subject to certain transition elections disclosed below, the Company has consistently applied the same accounting policies in its opening IFRS balance sheet at January 1, 2010 and throughout all periods presented, as if these policies had always been in effect. Note 17 of the consolidated financial statements discloses the impact of the transition to IFRS on the Company's reported balance sheet, statements of income (loss) and comprehensive income (loss) and cash flows, including the nature and effect of significant changes in accounting policies from those used in the Company's consolidated financial statements for the year ended December 31, 2010. Comparative figures for 2010 in these financial statements have been restated to give effect to these changes.

In prior years, the Company prepared its consolidated interim financial statements in accordance with Canadian generally accepted accounting principles ("Canadian GAAP"), prior to the adoption of IFRS.



The policies applied in these consolidated financial statements are based on IFRS issued and outstanding as of December 31, 2011.

IFRS 1, which governs the first-time adoption of IFRS, generally requires accounting policies to be applied retrospectively to determine the opening balance sheet on the transition date of January 1, 2010, and allows certain exemptions on the transition of the transition to IFRS. The elections the Company has chosen to apply and that are considered significant to the Company include:

Exemptions applied

The Company has applied the following optional transition exemptions to full retrospective application of IFRS:

- IFRS 2 “Share-based Payment”

The Company has elected not to apply IFRS 2 to awards that vested prior to January 1, 2010, which had been accounted for in accordance with Canadian GAAP.

- IFRS 6 Exploration for and Evaluation of Mineral Resources”

The Company followed a Full Cost approach to account for oil properties under Canadian GAAP which is a policy no longer permitted under IFRS. The Company has elected to measure exploration and evaluation assets and assets in development or production phases at the amounts determined under Canadian GAAP.

- IAS 37 “Provisions, Contingent Liabilities and Contingent Assets” has been applied prospectively to all provisions for restoration and environmental obligations that are within the scope of International Financial Reporting Interpretations Committee (“IFRIC”) “Changes in Existing Decommissioning, Restoration and Similar Liabilities”. The Company has:

- re-measured the liabilities as at January 1, 2010 in accordance with IAS 37;
- estimated the amount that would have been included in the cost of the related asset when the liability first arose, by discounting the liability to that date using its best estimate of the historical risk-adjusted discount rates that would have applied for that liability over the intervening period; and
- calculated the accumulated depreciation on that amount, as at January 1, 2010, on the basis of the current estimate of the useful life of the asset, using the depreciation policy adopted by the entity.

ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

The IASB issued the following standards which have not yet been adopted by the Company: IFRS 9, Financial Instruments (IFRS 9), IFRS 10, Consolidated Financial Statements (IFRS 10), IFRS 11, Joint Arrangements (IFRS 11), IFRS 12, Disclosure of Interests in Other Entities (IFRS 12), IAS 27, Separate Financial Statements (IAS 27), IFRS 13, Fair Value Measurement (IFRS 13) and amended IAS 28, Investments in Associates and Joint Ventures (IAS 28). Each of the new standards is effective for annual periods beginning on or after January 1, 2013 with early adoption permitted, with the exception of IFRS 9 which is effective for annual periods beginning on or after January 1, 2015. The Company has not yet begun the process of assessing the impact that the new and amended standards will have on its financial statements or whether to early adopt any of the new requirements.



The following is a brief summary of the new standards:

IFRS 9 – Financial Instruments

In October 2010, the IASB added the requirements for financial liabilities in the previously issued IFRS 9 *Financial Instruments* (“IFRS 9”). This standard is effective for annual periods beginning on or after January 1, 2015 and replaces the parts of IAS 39 *Financial Instruments: Recognition and Measurement* (“IAS 39”) that relate to the classification and measurement of financial instruments. IFRS 9 requires financial assets to be classified into two measurement categories: those measured at fair value and those measured at amortized cost. The determination is made at initial recognition and the classification depends on the entity’s business model for managing its financial instruments and the contractual cash flow characteristics of the instrument. For financial liabilities, IFRS 9 retains most of the IAS 39 requirements. The main difference is that, in cases where the fair value option is taken for financial liabilities, the past of the a fair value change due to an entity’s own credit risk is recorded in other comprehensive income rather than the income statement, unless this creates an accounting mismatch.

IFRS 10 – Consolidation

In May 2011, the IASB issued IFRS 10 *Consolidation* (“IFRS 10”), which replaces IAS 27 *Consolidated and Separate Financial Statements* and SIC-12 *Consolidation – Special Purpose Entities*. IFRS 10 requires an entity to consolidate an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Under existing IFRS, consolidation is required when an entity has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. This standard is effective for annual periods beginning on or after January 1, 2013.

IFRS 11 - Joint Arrangements

In May 2011, the IASB issued IFRS 11 *Joint Arrangements* (“IFRS 10”), which replaces IAS 31 *Interests in Joint Ventures* and SIC-13 *Jointly Controlled Entities – Non-monetary Contributions by Venturers*. IFRS 11 requires a venturer to classify its interest in a joint arrangement as a joint venture or joint operation. Joint ventures will be accounted for using the equity method whereas for a joint operation the venturer will recognize its share of the assets, liabilities, revenue and expenses of the joint operation. Under existing IFRS, entities have the choice to proportionately consolidate or equity account for interests in joint ventures. This standard is effective for annual periods beginning on or after January 1, 2013.

IFRS 12 – Disclosure of Interests in Other Entities

In May 2011, the IASB issued IFRS 12 *Disclosure of Interests in Other Entities* (“IFRS 12”), which establishes disclosure requirements for interests in other entities, such as joint arrangements, associates, special purpose vehicles and off balance sheet vehicles. The standard carries forward existing disclosures and also introduces significant additional disclosure requirements that address the nature of, and risks associated with, an entity’s interests in other entities. This standard is effective for annual periods beginning on or after January 1, 2013.



IFRS 13 - Fair Value Measurement

In May 2011, the IASB issued IFRS 13 *Fair Value Measurement* (“IFRS 13”), which is a comprehensive standard for fair value measurement and disclosure requirements for use across all IFRS standards. The new standard clarifies that fair value is the price that would be received to sell an asset, or paid to transfer a liability in an orderly transaction between market participants, at the measurement date. It also establishes disclosures about fair value measurement. Under existing IFRS, guidance on measuring and disclosing fair value is dispersed among the specific standards requiring fair value measurements and in many cases does not reflect a clear measurement basis or consistent disclosures. This standard is effective for annual periods beginning on or after January 1, 2013.

MANAGEMENT’S RESPONSIBILITY FOR FINANCIAL STATEMENTS

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

CONTROLS AND PROCEDURES

In connection with Exemption Orders issued in November 2007 and revised in December 2008 by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the unaudited interim financial statements and the audited annual financial statements and respective accompanying Management’s Discussion and Analysis.

In contrast to the certificate under National Instrument (“NI”) 52-109 (Certification of disclosure in an Issuer’s Annual and Interim Filings), the Venture Issuer Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.

DISCLOSURE CONTROLS AND PROCEDURES

Disclosure controls and procedures (“DC&P”) are intended to provide reasonable assurance that information required to be disclosed is recorded, processed, summarized and reported within the time periods specified by securities regulations and that information required to be disclosed is accumulated and communicated to management. Internal controls over financial reporting (“ICFR”) are intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purpose in accordance with Canadian generally accepted accounting principles.



TSX-V listed companies are not required to provide representations in the annual filings relating to the establishment and maintenance of DC&P and ICFR, as defined in Multinational Instrument 52-109. In particular, the CEO and CFO certifying officers do not make any representations relating to the establishment and maintenance of (a) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation, and (b) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in their certificates regarding the absence of misrepresentations and fair disclosure of financial information. Investors should be aware that inherent limitations on the ability of certifying officers of a TSX-V issuer to design and implement on a cost effective basis DC&P and ICFR as defined in Multinational Instrument 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.



CORPORATE INFORMATION

Directors:	J. Lewis Dillman Sean McGrath David Parry Stephen Polakoff
Officers:	J. Lewis Dillman, President and CEO Sean McGrath, CFO
Auditor:	PricewaterhouseCoopers LLP Suite 700 – 250 Howe Street Vancouver, BC, V6C 3S7
Legal Counsel:	McCullough O’Connor Irwin LLP Suite 2600 Oceanic Plaza 1066 West Hastings Street Vancouver, BC, V6E 3X1
Transfer Agent:	Olympia Trust Company Suite 1003 – 750 West Pender Street Vancouver, BC, V6C 2T8

CONTACT INFORMATION

J. Lewis Dillman, President and CEO
Abenteuer Resources Corp.
1578 – 609 Granville Street
Vancouver, British Columbia V7Y 1G5
Tel: 604-669-9553
Fax: 604-669-4878